

Assignment of International Section 214 Authorization

FCC File No. ITC-214-19990615-00426

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.24(f) of the Commission's rules, 47 C.F.R. § 63.24(f), PRWireless, Inc. d/b/a Open Mobile ("Assignor") and PRWireless PR LLC ("Assignee"), hereby seek Federal Communication Commission ("Commission or "FCC") approval of the assignment of the international Section 214 authorization held by PRWireless, Inc. to PRWireless PR, LLC. The assignment will be made as part of a transaction which will combine the wireless licenses, customers, network assets and local management expertise of Open Mobile with a significant portion of the wireless licenses in Puerto Rico and the United States Virgin Islands ("USVI") held by Sprint PR Spectrum LLC, Nextel of Puerto Rico, Inc., and SprintCom, Inc., as subsidiaries of Sprint Corporation ("Sprint") and provide access to Sprint's local and nationwide network, local and nationwide distribution channels and equipment purchasing power.

Answer to Question 10

Contact Information for the Assignor and Assignee, pursuant to § 63.18(c)

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International Section 214 Authorizations of Assignor, pursuant to § 63.18(d)

PRWireless, Inc. holds the international 214 authorization that is the subject of this application: ITC-214-19990615-00426, an authorization to provide global or Limited Global Facilities-Based and Resale Service. See also ITC-ASG-20070212-00070.

Answer to Question 11

10 Percent Ownership Information of Assignee (PRWireless PR, LLC), pursuant to § 63.18(h)

PRWireless PR, LLC is a wholly-owned subsidiary of PRW Holdco, LLC

Name:	PRWireless HoldCo, LLC
Address:	75 State Street, Suite 2500 Boston, MA 02109
Percentage Ownership:	100% (equity and voting) of PRWireless PR, LLC (direct)
Citizenship:	USA
Principal Business:	Holding Company

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PRWireless HoldCo, LLC is held by Sprint Puerto Rico Holdings LLC and PRWireless PR, Inc.

Name: Sprint Puerto Rico Holdings LLC
Address: 12502 Sunrise Valley Drive
Reston, VA 20196
Percentage Ownership: 68% equity/55% voting of PRWireless HoldCo, LLC; 68% indirect equity interest in PRWireless PR, LLC
Citizenship: USA
Principal Business: Communications

Name: PRWireless PR, Inc.
Address: PMB 865 PO Box 7891
Guaynabo, PR 00970-7891
Percentage Ownership: 32% equity/45% voting of PRWireless HoldCo, LLC; 32% indirect equity interest in PRWireless PR, LLC
Citizenship: USA
Principal Business: Communications

Sprint Puerto Rico Holdings is a wholly-owned subsidiary of Sprint Corporation through intervening, U.S.-organized wholly-owned subsidiaries of Sprint Corporation.

Name: Sprint Corporation
Address: 12502 Sunrise Valley Drive
Reston, VA 20196
Percentage Ownership: 100% of Sprint Puerto Rico Holdings; 68% indirect equity interest in PRWireless PR, LLC
Citizenship: USA
Principal Business: Communications

PRWireless PR, Inc., is a wholly-owned subsidiary of PRWireless, LLC.

Name: PRWireless, LLC
Address: 75 State Street, Suite 2500
Boston, MA 02109
Percentage Ownership: 100% of PRWireless PR, Inc.; 32% indirect equity interest in PRWireless PR, LLC
Citizenship: USA
Principal Business: Communications

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Two families of private equity funds -- the Columbia Capital Entities and the M/C Venture Entities -- hold reportable interests in PRWireless, LLC , as described below:

Columbia Capital Entities

The Columbia Capital entities are affiliated private equity funds, some of which individually hold a 10% or greater ownership interest in PRWireless PR, LLC and some of which do not. In the aggregate, the affiliated Columbia Capital entities hold an indirect voting interest of approximately 19% in PRWireless PR, LLC and an indirect ownership interest of approximately 13.5 %.

In the interest of full disclosure, the chart attached hereto as Attachment A reflects the relationship among these affiliated investment funds and their respective ownership interests in PRWireless, LLC, regardless of percentage. Starting at the top of the Columbia Equity ownership chain, the interests of Columbia Capital are as follows:

- The individual in control of the Columbia Capital Entities is James Fleming (FCC FRN 0019434422). Mr. Fleming is the Manager of Columbia Capital IV, LLC, the ultimate controlling entity of the affiliated Columbia Capital funds. Mr. Fleming is a natural born US Citizen and is not a representative of a foreign government. Mr. Fleming is not party to any agreement pursuant to which he acts together or in concert with any other person.
- Columbia Capital IV, LLC is the general partner of Columbia Capital Equity Partners IV, LP, which in turn is the general partner of Columbia Capital Equity Partners IV (QP), LP, which holds a direct interest of 37.33% (voting and equity) in PRWireless, LLC. Columbia Capital Equity Partners IV, LP also is the general partner of Columbia Capital Equity Partners IV (QPCO), LP, which holds a direct interest of 4.59% (voting and equity) in PRWireless, LLC
- Columbia Capital IV, LLC also is the general partner of Columbia Capital Employee Investors IV, L.P., which holds a direct interest of .30% (voting and equity) in PRWireless, LLC.

This structure results in the following entities with a 10% or greater interest in the applicant:

Name:	Columbia Capital IV, LLC
Address:	204 North Union Street Alexandria, VA 22314
Percentage Ownership:	13.5 % indirect interest in PRWireless PR, LLC
Citizenship:	USA
Principal Business:	Investment Fund

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Name: Columbia Capital Equity Partners IV, LP
Address: 204 South Union Street
Alexandria, VA 22314
Percentage Ownership: 13.4% indirect interest in PRWireless PR, LLC
Citizenship: USA
Principal Business: Investment Fund

Name: Columbia Capital Equity Partners IV (QP), LP
Address: 204 South Union Street
Alexandria, VA 22314
Percentage Ownership: 11.95% indirect interest in PRWireless PR, LLC
Citizenship: USA
Principal Business: Investment Fund

M/C Venture Entities

The M/C Venture Entities are affiliated investment funds, none of which individually hold a 10% or greater ownership interest in PRWireless PR, LLC but all of which in the aggregate hold a 10% or greater interest. Although there is no single entity that controls both M/C VP V LLC and M/C Venture Partners, LLC, they are listed as affiliated companies because there is substantial overlap in the individuals who control both entities as set forth in greater detail below. Specifically, there are five (5) individuals who hold interests in M/C VP V LLC and six (6) individuals who hold interests in M/C Venture Partners, LLC, five (5) of whom are common. However, no individual holds a controlling interest in either company, none have any agreement to act together or in concert with any others, and none of the individuals are aliens or representatives of a foreign government.

In the aggregate, the affiliated M/C Venture Entities hold an indirect voting interest of approximately 19% in PRWireless PR, LLC and an indirect ownership interest of approximately 13.5 %.

In the interest of full disclosure, the chart attached hereto as Attachment A reflects the relationship among these affiliated investment funds and their respective ownership interests in PRWireless, LLC regardless of percentage, and, starting at the top of the M/C Venture Entities ownership chain, is described in more details as follows:

- M/C VP V LLC is the general partner of M/C Venture Partners V, LP which holds a direct interest (voting and equity) of 20.76 % in PRWireless, LLC.
- M/C Venture Partners, LLC is the general partner of M/C VP VI, LP which in turn is the general partner of M/C Venture Partners VI, LP which holds a direct interest of 19.82% (voting and equity) in PRWireless, LLC.

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- M/C Venture Investors LLC holds a direct interest of 1.64% (voting and equity) in PRWireless, LLC.

Answer to Question 12

Interlocking Directorate Information, pursuant to §§ 63.18(h) and 63.09

Stefan K. Schnopp, Vice President and Secretary of Sprint Spectrum L.P., is also an officer or director of the following foreign carriers:

- Director, Sprint International Australia Pty Ltd (in Australia)
- Director, Sprint International Austria GmbH (in Austria)
- Manager, SprintLink Belgium BVBA (in Belgium)
- Director, President and Secretary, Sprint International Communications Canada ULC (in Canada)
- Representative, Sprint International Chile Ltda (in Chile)
- General Manager, Sprint International Colombia Ltda. (in Colombia)
- Managing Director, Sprint International Czech Republic S.R.O. (in the Czech Republic)
- Director, SprintLink Denmark ApS (in Denmark)
- President, Sprintlink France SAS (in France)
- Director, SprintLink Germany GmbH (in Germany)
- Director, Sprint Hong Kong Ltd (in Hong Kong)
- Managing Director, Sprint International Hungary (in Hungary)
- Director and Secretary, SprintLink Ireland Ltd (in Ireland)
- Sole Director, SprintLink Italy S.r.l. (in Italy)
- Director and Representative Director, Sprint International Japan Corporation (in Japan)
- Director, Sprint International Korea (in Korea)
- Director, Sprintlink International Malaysia SDN. BHD. (in Malaysia)
- Sole Manager, SIHI Mexico S. de R.L. de C.V. (in Mexico)
- Director, SprintLink Netherlands B.V. (in the Netherlands)
- Director, Sprint International New Zealand (in New Zealand)
- Chairman, Sprint International Norway AS (in Norway)
- Management Board Member, Sprintlink Poland sp. z o.o. (in Poland)
- Director, Sprint International Communications Singapore Pte Ltd (in Singapore)
- Sole Director, Sprint International Spain, S.L. (in Spain)
- Chairman of the Board, SIHI Scandinavia AB (in Sweden)
- Manager-President, SprintLink International (Switzerland) GmbH (in Switzerland)
- Director, Sprint International Taiwan Ltd. (in Taiwan)
- Director, Sprint (Thailand) Limited (in Thailand)
- Director, SprintLink UK Ltd (in the United Kingdom)
- Director, Sprint International Venezuela, S.R.L. (in Venezuela)

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Answer to Question 13

Means by which the assignment shall take place

This filing hereby seeks approval by the Commission, pursuant to Section 63.24 of its rules, 47 C.F.R. § 63.24, of the assignment of international Section 214 authorization held by PRWireless, Inc. to PRWireless PR, LLC.

The proposed assignment is a small part of a larger multi-step transaction pursuant to which all of the wireless assets and operations of the Assignor are being combined with certain wireless operations and assets controlled by Sprint. The lead FCC application of the group of applications seeking FCC consent to this transaction has the ULS File No. 0007674399. Upon approval by the Commission and consummation, the Assignee PRWireless PR, LLC will be a 100% subsidiary of PRWireless HoldCo, LLC which in turn will be jointly owned by both PRWireless PR, Inc. and Sprint. Sprint and PRWireless PR, Inc. will have 68% and 32% of the economic interest, and 55% and 45% of the voting interests, respectively.

Answer to Question 20

Streamlined Processing

The applicant qualifies for streamlined processing pursuant to Section 63.12 of the rules because none of the conditions apply which are specified in Section 63.12(c) and would render the application ineligible for streamlined processing.

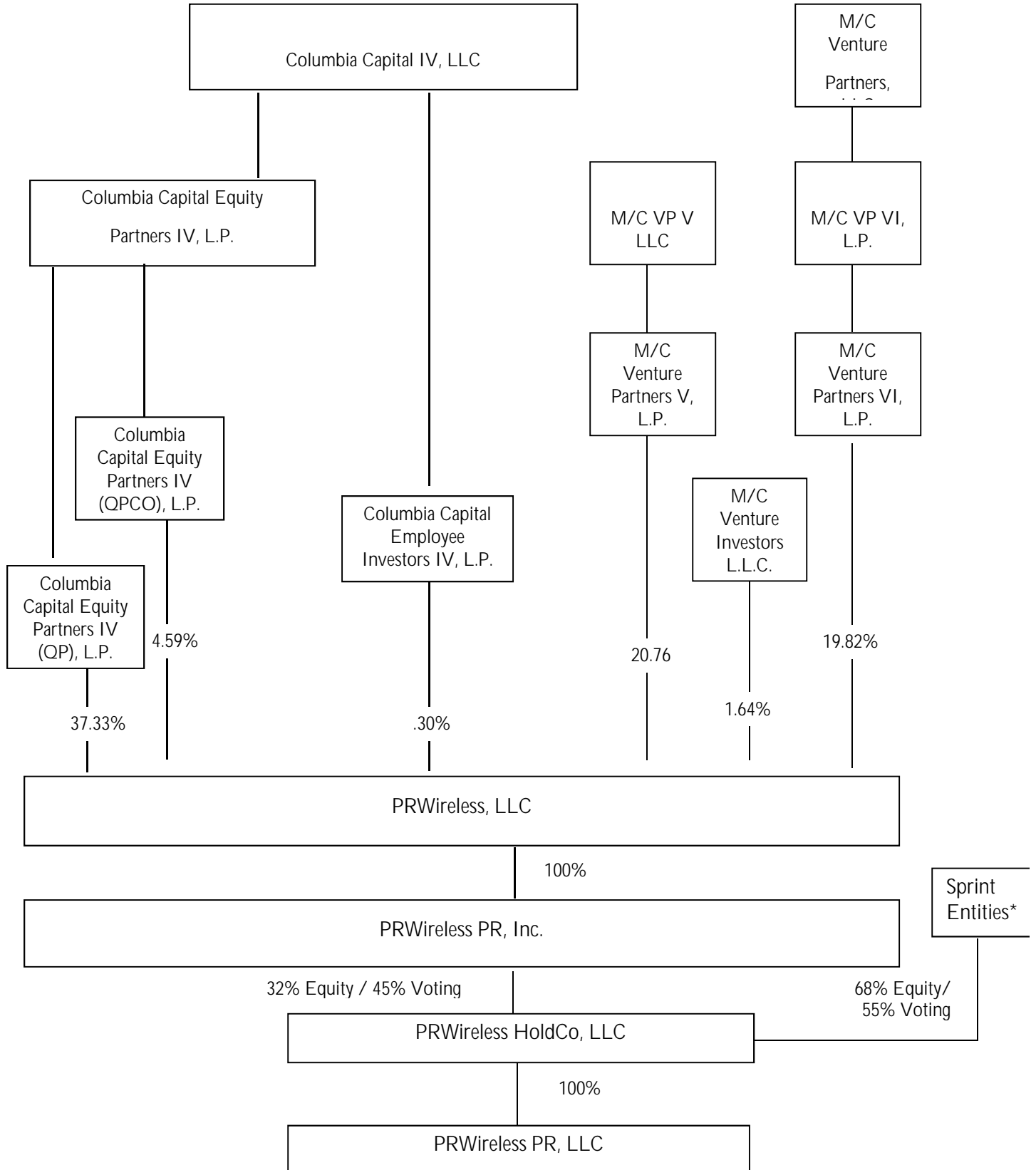
Notwithstanding the foregoing, the Assignee does not intend to commence operations unless and until the series of related FCC applications pertaining to the larger transaction are approved and consummated and operations are commenced thereunder.

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ATTACHMENT A

Assignment of International Section 214 Authorization

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*See Proposed FCC Form 602 File Nos. 0007748925