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May 11, 2006

Pro Forma ITC-T/C-20060510-00278
Embarq Communications of Virginia, Inc.

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Notification of Pro-Forma Transfer of Control of Embarq Communications, Inc. (ITC-214-20050816-00337 E) and Embarq Communications of Virginia, Inc. (ITC-214-20050816-00336 E)

Dear Ms. Dortch:

This is to notify the Commission, pursuant to §63.24(f) of the Commission's Rules, of the *pro forma* transfer of control within Sprint Nextel Corporation of the above-referenced holders of Section 214 international resale authorizations.

More specifically, Embarq Communications of Virginia, Inc. is a wholly-owned subsidiary of Embarq Communications, Inc., which in turn had been a direct, wholly-owned subsidiary of Sprint Nextel Corporation. On or about April 12, 2006, Sprint Nextel Corporation transferred its ownership of Embarq Communications, Inc. to Embarq Corporation, which also is a direct, wholly-owned subsidiary of Sprint Nextel Corporation. Since this was an internal corporate restructuring that did not result in a change in ultimate ownership or control of Embarq Communications, Inc. and Embarq Communications of Virginia, Inc., it is *pro forma* under the Commission's Rules (see Section 63.03(d)(1) and 63.24(d)).¹ The additional information required by Section 63.24(f) of the Rules² follows below.

1. Name and Address of Parties:

Sprint Nextel Corporation
2001 Edmund Halley Drive
Reston, VA 20191
Telephone: 703-433-4000

¹ On May 17, 2006, Sprint Nextel Corporation will distribute the stock of Embarq Corporation to the shareholders of Sprint Nextel Corporation, which will be a separate *pro forma* transfer of control of the two referenced entities. A timely notification of that transaction will be filed after that transaction occurs.

² Under section 63.03(d) of the Rules, no notification is required for the *pro forma* transfer of domestic Section 214 authority.

Embarq Corporation
Embarq Communications, Inc.
Embarq Communications of Virginia, Inc.
5454 W 110th Street
Overland Park, KS 66211
Telephone: 913-323-4637

2. State in which each Party is organized:

Sprint Nextel Corporation is a corporation organized under the laws of the State of Kansas.

Embarq Corporation is a corporation organized under the laws of Delaware.

Embarq Communications, Inc. is a corporation organized under the laws of the State of Delaware.

Embarq Communications of Virginia, Inc. is a corporation organized under the laws of the Commonwealth of Virginia.

3. Officers and Contact Points

Officer:

Claudia Toussaint, Vice President
Embarq Corporation
5454 W. 110th Street
Overland Park, KS 66211

Counsel to whom correspondence concerning this notification is to be addressed:

Craig T. Smith, Senior Counsel
Embarq Corporation
6450 Sprint Parkway
Maistop KSOPHN0214-2A671
Overland Park, KS 66251-6100
Telephone: 913-315-9172

4. Section 214 Authority

Embarq Communications, Inc. has blanket domestic Section 214 authority under Section 63.01 of the Rules, and also has a Section 214 international resale authorization (TTC-214-20050816-00337 E). Embarq Communications of Virginia, Inc. also has blanket domestic

Section 214 authority under Section 63.01 of the Rules, and also has international resale authority under Section 214 (ITC-214-20050816-00336 E).

5. Other Information

Embarq Corporation, the transferee of control of Embarq Communications, Inc. and Embarq Communications of Virginia, Inc., is a wholly-owned subsidiary of Sprint Nextel Corporation. No person or corporate entity owns a 10 percent share or more of Sprint Nextel Corporation, and Sprint Nextel Corporation has no interlocking directorates with any foreign carrier. The parties hereby certify that the transfers of control in question were *pro forma* and that, together with all previous *pro forma* transactions, do not result in a change in the actual controlling party.

This letter is being filed electronically. Please direct any questions to the undersigned.

Respectfully submitted,



Craig T. Smith