

NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL OF INTERNATIONAL SECTION 214 AUTHORIZATIONS

INTRODUCTION

Sprint Corporation (“Sprint”), on behalf of itself and its wholly owned subsidiaries, hereby provides notice to the Federal Communications Commission (“Commission” or “FCC”) of a *pro forma* transfer of control pursuant to 47 C.F.R. § 63.24(f).¹

On April 26, 2018, SoftBank Group Corp. (“SoftBank”), the entity that ultimately holds the majority of Sprint’s equity and voting interests, completed a *pro forma* internal restructuring. Specifically, SoftBank swapped a new wholly owned subsidiary (SoftBank Group Capital Limited) into the vertical ownership chain between it and the holding companies in which its Sprint shares are currently held. SoftBank Group Capital Limited is now a disclosable indirect interest holder in Sprint as a result of the transaction. This corporate reorganization does not result in a substantial transfer of control of Sprint or its licensee subsidiaries, as ultimate control of Sprint has not changed.

DESCRIPTION OF THE PARTIES

SoftBank

SoftBank is a Japanese kabushiki kaisha² and holding company that is publicly traded on the Tokyo Stock Exchange.³ SoftBank’s subsidiaries and affiliates are engaged in a number of

¹ Sprint received prior approval from the Commission for this *pro forma* transaction with respect to those licenses and authorizations for which the forbearance procedures of 47 C.F.R. § 1.948(c)(1) do not apply. *See, e.g.*, IBFS File Nos. SES-T/C-20180214-00121 and SES-T/C-20180214-00121 (filed February 14, 2018, consented to February 26, 2018); ULS File No. 0008092759 (filed February 12, 2018; consented to March 26, 2018).

² A kabushiki kaisha is a Japanese joint stock corporation, analogous to a U.S. C corporation.

³ SoftBank Group Corp. was formerly known as SOFTBANK CORP. Since the 2013 Order (defined below), it has changed its name to SoftBank Group Corp. SoftBank Mobile

information technology and Internet-related businesses, including mobile communications, distribution of mobile devices and accessories, sales of PC software and peripherals, semiconductor engineering for mobile devices, management of technology investment vehicles, broadband infrastructure, fixed-line telecommunications, Internet-based advertising and e-commerce, and web portals. In July 2013, following approval by regulatory authorities, SoftBank acquired an approximately 78% indirect interest in the entity that is now Sprint.⁴ As of December 21, 2017, SoftBank held an approximately 84.1% indirect interest in Sprint through SoftBank’s wholly owned subsidiary SoftBank Group International GK (“GK”). GK, in turn, held a 100% interest in Starburst I, Inc. (“Starburst”)—which itself held a 77.19% interest in Sprint—and a 100% interest in Galaxy Investment Holdings, Inc. (“Galaxy”)—which held a 7.01% interest in Sprint. Altogether, therefore, SoftBank held an indirect 77.19% interest in Sprint through Starburst and a 7.01% interest through Galaxy.

SoftBank Group Capital Limited

SoftBank Group Capital Limited (“SBGC”) is a limited company organized in the United Kingdom. SBGC is a wholly owned direct subsidiary of SoftBank used for the purpose of managing holdings in the technology, media, and telecommunications space, and employing

Corp., which is a 100%-owned subsidiary of SoftBank Group Corp. that is otherwise unaffiliated with Sprint, changed its name to SoftBank Corp. following a merger of the former SoftBank Mobile Corp. with certain other SoftBank subsidiaries (*i.e.*, SoftBank BB Corp., SoftBank Telecom Corp., and Ymobile Corporation).

⁴ The initial transactions resulting in SoftBank’s acquisition of Sprint are further described in the FCC’s 2013 Order approving the transactions. *See generally Applications of SOFTBANK CORP., Starburst II, Inc., Sprint Nextel Corporation, and Clearwire Corporation for Consent to Transfer Control of Licenses and Authorizations; Petitions for Reconsideration of Applications of Clearwire Corporation for Pro Forma Transfer of Control*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd 9642 (2013) (“2013 Order”).

financial, operational and management professionals that play roles in SoftBank activities in the United Kingdom and other countries.

SoftBank Group International GK

SoftBank Group International GK is a Japanese godo kaisha (limited liability company). It is a wholly owned direct subsidiary of SoftBank. GK is an investment holding company, and is also authorized to conduct other business, including: information provision services; information processing services; acquiring, holding, and managing securities; advertising agency services; and any business related to or incidental to the foregoing. Since April 2017, following a reorganization approval by regulatory authorities, GK has held 100% of Starburst and 100% of Galaxy.

Sprint Corporation

Sprint is a publicly traded Delaware corporation and global communications company that, through its subsidiaries, offers a comprehensive range of wireless and wireline voice and data products and services to residential, business, government, and reseller consumers throughout the United States and around the world. Sprint offers wireless and/or wireline voice and data services in all fifty states, the District of Columbia, Puerto Rico, and the U.S. Virgin Islands. Sprint is primarily a holding company, with most operations conducted by its subsidiaries, including the subsidiaries listed on the attached Exhibit A.

INFORMATION REQUIRED BY 47 C.F.R. § 63.24(f)

Pursuant to 47 C.F.R. § 63.24(f)(2), Sprint provides the information requested in 47 C.F.R. § 63.18(a) through (d) and (h) for the Transferee, Sprint Corporation:

(a) Name, address and telephone number of the Applicant:

Sprint Corporation
6200 Sprint Parkway

Overland Park, KS 66251
Tel: 855-848-3280

- (b) Sprint is a Delaware corporation.

Answer to Question 10:

- (c) Correspondence concerning this Application should be sent to:

Kyle Entz
Sprint Communications Co., LP
12502 Sunrise Valley Drive
M/S: VARESA0209
Reston, VA 20196
800-572-8256
Kyle.Entz@sprint.com

- (d) Sprint Corporation does not directly hold any section 214 authority. However, Sprint's subsidiaries hold numerous section 214 authorizations to provide international service. A list of the subsidiaries holding international section 214 authorizations, and the international section 214 authorizations held by each, is attached as Exhibit A.

Answer to Question 11:

- (h) The following individuals or entities hold a 10 percent or greater equity interest in the Transferee:⁵

Starburst I, Inc.
c/o Sprint Corporation
900 Seventh St. NW, Suite 700
Washington, DC 20001
Place of Organization: United States
Principal Business: Investment holding company
Interest Held: 77.19 percent direct equity interest in Sprint

SoftBank Group Capital Limited
c/o Sprint Corporation
900 Seventh St. NW, Suite 700
Washington, DC 20001
Place of Organization: United Kingdom
Principal Business: Investment holding company
Interest Held: 84.1 percent indirect equity interest in Sprint

⁵ The percentages included here reflect actual interests without application of the Commission's attribution rules. See 47 C.F.R. § 63.18 note to paragraph (h).

SoftBank Group Corp.
c/o Sprint Corporation
900 Seventh St. NW, Suite 700
Washington, DC 20001
Place of Organization: Japan
Principal Business: Holding company
Interest Held: 84.1 percent indirect equity interest in Sprint

Masayoshi Son
c/o Sprint Corporation
900 Seventh St. NW, Suite 700
Washington, DC 20001
Country of Citizenship: Japan
Interest Held: 17.67 percent indirect equity interest in Sprint

Answer to Question 12:

Interlocking directorates with foreign carriers are listed in the attached Exhibit B.

Certification of Pro Forma Transfer of Control:

Sprint certifies that the transfer of control was *pro forma*, as defined in 47 C.F.R. § 63.24(d), and, together with all previous *pro forma* transactions, does not result in a change of the licensee's ultimate control.

DESCRIPTION OF THE TRANSACTION (Answer to Question 13):

On December 28, 2017, SoftBank's Board of Directors resolved to reorganize SoftBank's intermediate and holding companies for the Sprint shares it controls. On April 26, 2018, SoftBank effected the reorganization by swapping a wholly owned subsidiary, SoftBank Group International GK for SoftBank Group Capital Limited, into the vertical ownership chain between SoftBank and the holding companies (*i.e.*, Starburst I and Galaxy) in which its Sprint shares are currently held. Specifically, SoftBank completed the following two steps:

- Step 1: Galaxy Investment Holdings, Inc. ("Galaxy") and Starburst I, Inc. ("Starburst") were transferred from their current parent—SoftBank Group International GK ("GK")—to GK's parent company, SoftBank, via a distribution.

Step 2: Galaxy and Starburst were transferred from SoftBank down to SoftBank's wholly owned subsidiary, SoftBank Group Capital Limited ("SBGC"), via a contribution in kind from SoftBank to SBGC.

Diagrams showing the relevant changes to SoftBank's corporate structure are attached hereto as Exhibit C.

The purpose of SoftBank's proposed reorganization is to consolidate SoftBank's global investment operations through SoftBank Group Capital Limited, which will enable SoftBank to further rationalize group management of its business and investment operations. This, in turn, will serve the public interest by increasing efficiency in corporate operations and improving SoftBank's value. There will be no changes to SoftBank's stock, or to the ultimate ownership of SoftBank's voting or equity interests in Sprint, as a result of the proposed transaction. Likewise, SoftBank's reorganization will have no impact on Sprint's operations, certificated entities, ultimate ownership, or ultimate control, and thus is seamless for Sprint's customers, who will receive the same services over the same facilities following the reorganization. However, as SoftBank's subsidiary, Sprint will ultimately benefit from the increased efficiency and improved management synergies effected by the restructuring. As a result of reorganizing in a way that improves its value, SoftBank will be better positioned to manage and invest in Sprint's operations over the long term. Moreover, because the transaction is *pro forma* in nature, involving no change in substantial control over Sprint, it falls presumptively within the public interest.⁶

⁶ See *Federal Communications Bar Association's Petition for Forbearance From Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers and Personal Communications Industry Association's Broadband Personal Communications Services Alliance's Petition for*

Forbearance for Broadband Personal Communications Services, Memorandum Opinion and Order, 13 FCC Rcd 6293, ¶¶ 8, 18 (1998).

Exhibit A

Sprint Entities Holding International Section 214 Authorizations

**Sprint Communications Co., LP
Sprint Communications, Inc.
Sprint Spectrum, L.P.
SprintCom, Inc.
US Telecom, Inc.
Virgin Mobile USA, L.P.
PRWireless PR, LLC**

International Section 214 Authorizations Held

**International Section 214 Authorizations of
Sprint Communications, Inc.
FRN 0003774593**

Authorization	FCC ID Numbers	Released
International Resale	ITC-214-19970723-00428 (DA 97-2016)	09/18/97

**International Section 214 Authorizations of
Sprint Spectrum, L.P.
FRN 0005072970**

Authorization	FCC ID Numbers	Released
International Resale	ITC-214-19991203-00766 (DA 00-11)	01/05/00

**International Section 214 Authorizations of
SprintCom, Inc.
0002315950**

Authorization	FCC ID Numbers	Released
Global or Limited Global Resale Service	ITC-214-19991110-0692 (DA 99-2747)	12/09/99

**International Section 214 Authorizations of
US Telecom, Inc.
FRN 0004372843**

Authorization	FCC ID Numbers	Released
Direct and Transit Country-Specific Switched Voice (IMTS): Belgium, Canada, Costa Rica, El Salvador, France, Guatemala, Honduras, Hong Kong, Italy, Japan, Mexico, Netherlands, Nicaragua, Panama, South Korea, Spain, United Kingdom	ITC-214-19851107-00004 (See ITC-86-023/Mimeo No. 3694)	04/11/86
International Resale	ITC-214-19941209-00368	02/27/95

**International Section 214 Authorizations of
Virgin Mobile USA, L.P.
FRN 0006901011**

Authorization	FCC ID Numbers	Released
International Resale Service	ITC-214-20020422-00194 (DA 02-1223)	05/17/02

**International Section 214 Authorizations of
PRWireless PR, LLC
FRN 0026287664**

Authorization	FCC ID Numbers	Released
Global or Limited Global Resale Service	ITC-214-19990615-00426 (DA 99-1547)	08/12/99

**International Section 214 Authorizations of
Sprint Communications Co., LP
FRN 0002529659**

Country/Authorization	FCC ID Numbers	Released
Cuba (Individual Facilities-Based Service)	ITC-214-20100623-00263	8/12/2010
Direct and Transit Country-Specific Switched Voice (IMTS):		
Antigua	ITC-87-116/DA 87-995	08/04/87
Argentina	ITC-88-042/DA 88-248	03/4/88
Aruba	ITC-92-247/DA 92-1675	12/16/92
Australia	ITC-85-029/Mimeo No. 1775	01/08/85

Austria	ITC-91-143/DA 91-938	08/02/91
Bahamas	ITC-88-178/DA 88-1532	10/06/88
Bahrain	ITC-94-240/DA 94-633	06/22/94
Bangladesh	I-T-C-95-087/DA 95-387	03/09/95
Barbados	ITC-87-116/DA 87-995	07/28/87
Bermuda	ITC-85-227/Mimeo No. 1078	11/25/85
Brazil	ITC-87-116/DA 87-995	07/28/87
British Virgin Islands	ITC-92-269/DA 93-148	02/12/93
Brunei	ITC-96-040/DA 96-513	04/09/96
Bulgaria	ITC-92-008/DA 92-133	02/10/92
Cambodia	ITC-92-080/DA 95-1678	08/03/95
Canada	ITC-84-158/Mimeo No. 3874 ITC-85-144/Mimeo No. 1894	04/16/85 01/09/86
Cayman Islands	ITC-92-247/DA92-1675	12/16/92
Chile	ITC-88-177/DA 88-1532	10/06/88
China, People's Republic of	ITC-91-140/DA 91-941	08/02/91
Colombia	ITC-89-030/DA 89-67	02/02/89
Cuba	ITC-94-247/DA 94-1098	10/05/94
Cuba	ITC-214-19981021-00739	01/26/99
Cuba	ITC-214-19990316-00141	05/17/99
Cyprus	ITC-92-212/DA 92-1468	10/29/92
Czechoslovakia	ITC-92-006/DA 92-132	02/10/92
Denmark	ITC-87-116/DA 87-995	07/28/87
Dominica	ITC-92-269/DA 93-148	02/12/93
Dominican Republic	ITC-86-005/Mimeo No. 1076	11/25/85
Egypt	ITC-92-028/DA 91-1649	01/09/92
El Salvador	ITC-90-170/DA 90-1850	12/28/90
Ethiopia	ITC-96-299/DA 96-1254	08/09/96
Fiji	ITC-93-227/DA 1100	09/15/93
Finland	ITC-88-140/DA 88-1206	08/09/88
France	ITC-86-132/DA 86-3	08/22/86
Gambia	ITC-95-531/DA 95-2465	01/19/96
Germany	I-T-C-88-015/DA 88-290	03/03/88
Ghana	ITC-95-039/DA 95-190	02/22/95
Greece	ITC-88-042/DA 88-248	03/04/88
Grenada	ITC 92-269/DA 93-148	02/12/93
Guam/Offshore Points	Third Report & Order, Mimeo 012, CC Docket No. 79-252	10/06/83
Honduras	ITC-92-247/DA 92-1675	12/16/92
Hong Kong	ITC-86-011/Mimeo No. 1295	12/06/85
Hungary	ITC-91-031/DA 91-140	02/08/91
Iceland	ITC-92-209/DA 92-1468	10/29/92
India	ITC-90-178(A)/DA 91-562	05/10/91
Indonesia	ITC-91-039/DA 91-347	03/29/91
Iran	ITC 95-142/DA 95-648	04/05/95

Iraq	ITC 95-156/DA-95-844	04/20/95
Ireland	ITC-88-042/DA 88-248	03/04/88
Israel	ITC-88-042/DA 88-248	03/04/88
Jamaica	ITC-89-162/DA 89-1463	11/20/89
Japan	ITC-86-091/Mimeo No. 5309	06/23/86
Jordan	ITC-95-039/DA 95-190	02/22/95
Kenya	ITC-92-005/DA 92-133	02/10/92
Kuwait	ITC-91-107/DA 91-723	06/19/91
Laos	I-T-C-92-195/DA 95-1678	08/03/95
Lebanon	ITC-94-341/DA 94-805	07/26/94
Luxembourg	ITC-92-211/DA 92-1751	01/06/93
Macao	ITC-92-213/DA 92-1468	10/29/92
Malaysia	ITC-90-022/DA 90-156	02/08/90
Marshall Islands	I-T-C-94-110/DA 93-444	05/11/94
Mexico	I-T-C-90-005/DA 89-1663	01/04/90
Micronesia	I-T-C-95-284/DA 95-1540	07/13/95
Mongolia	I-T-C-93-084/DA 95-1974	09/20/95
Montserrat	I-T-C-92-269/DA 93-148	02/12/93
Morocco	I-T-C-94-240/DA 94-633	06/22/94
Netherlands Antilles	I-T-C-92-247/DA 92-1675	12/16/92
New Zealand	I-T-C-88-041/DA 88-248	03/04/88
Nigeria	I-T-C-92-007/DA 92-133	02/10/92
Norway	I-T-C-88-140/DA 88-1206	08/09/88
Oman	I-T-C-95-087/DA 95-387	03/09/95
Pakistan	I-T-C-93-173	08/05/93
Palau	I-T-C-95-365/DA 95-1749	08/15/95
Panama	I-T-C-86-134/DA 86-3 I-T-C-90-170/DA-1850	08/22/86 12/28/90
Peru	I-T-C-89-160/DA-1463	11/20/89
Philippines	I-T-C-90-121/DA 90-1155	09/05/90
Poland	I-T-C-91-128/DA 91-870	07/17/91
Portugal	I-T-C-88-177/DA 88-1532	10/06/88
Qatar	I-T-C-95-142/DA 95-648	04/05/95
Romania	I-T-C-92-02/DA 91-1649	01/09/92
Saipan	I-T-C-93-227/DA 93-1100	09/15/93
Saudi Arabia	I-T-C-91-127/DA 91-870	07/17/91
Senegal	I-T-C-95-531/DA 95-2465	01/19/96
Singapore	I-T-C-88-003/DA 87-1750	12/10/87
South Africa	I-T-C-91-053/DA 91-399	04/04/91
South Korea	I-T-C-88-176	10/06/88
Sri Lanka	I-T-C-95-087/DA 95-387 I-T-C-95-487/DA 95-2236	03/09/95 11/03/95
St. Kitts/Nevis	I-T-C-92-269/DA 93-148	02/12/93
St. Lucia	I-T-C-92-269/DA 93-148	02/12/93
St. Vincent	I-T-C-92-269/DA 93-148	02/12/93

Sudan	I-T-C-94-062/DA 94-418	05/11/94
Sweden	I-T-C-87-116/DA 87-995	07/28/87
Switzerland	I-T-C-88-041/DA 88-248	03/04/88
Taiwan	I-T-C-86-107/Mimeo No. 5823	07/17/86
Tanzania	ITC-95-531/DA 95-2465	01/19/96
Thailand	I-T-C-88-098/DA 88-848	06/07/88
Trinidad & Tobago	I-T-C-89-161/DA 89-1463	11/20/89
Tunisia	ITS-95-531/DA 95-2465	01/19/96
Turkey	I-T-C-91-132/DA 91-912	07/26/91
United Arab Emirates	I-T-C-91-067/DA 91-502	04/25/91
United Kingdom	I-T-C-85-016/Mimeo No. 2548 I-T-C-86-012/Mimeo No. 1472 I-T-C-95-155	02/14/85 12/13/85 12/01/95
Uruguay	I-T-C-92-247/DA 92-1675	12/16/92
USSR	I-T-C-91-085	05/20/91
Venezuela	I-T-C-86-133/DA 86-3	08/22/86
Vietnam	I-T-C-91-215-A/DA 92-522 I-T-C-91-215(A)/DA 95-1678	05/05/92 08/03/95
West Germany	I-T-C-88-015/DA 88-290	03/03/88
Yemen	I-T-C-92-210/DA 92-1468	10/29/92
Yugoslavia	I-T-C-91-212/DA 91-1445	11/22/91
Zaire	I-T-C-95-382/DA 95-1761	08/17/95
Limited Global Facilities-Based Authorization	I-T-C-96-392/DA-96-1484	09/05/96
Resale of Switched Message Telephone Services Between the U.S. and Various Overseas Points	I-T-C-88-068 (formerly held by US Sprint Communications Company)	04/12/88
Resale Services Between Hawaii and Various Overseas Points	I-T-C-86-095 (formerly held by GTE Sprint Communications Corporation)	06/27/86
Resell International Message Telephone Service Between the U.S. and Iran	I-T-C-91-074, 6 FCC Rcd 2300 (formerly held by US Sprint Communications Company LP)	05/02/91

Exhibit B
Interlocking Directorate Information

Stefan K. Schnopp, Vice President and Corporate Secretary of Sprint Corporation 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, 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)
- Managing 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)
- President of the Management Board, 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)
- Board Member and Chairman, 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)

Katie True-Awtry, Assistant Secretary of Sprint Corporation, is also an officer or director of the following foreign carriers:

- Alternate General Manager, Sprint International Colombia Ltda. (in Colombia)
- Director, SprintLink Ireland Ltd (in Ireland)

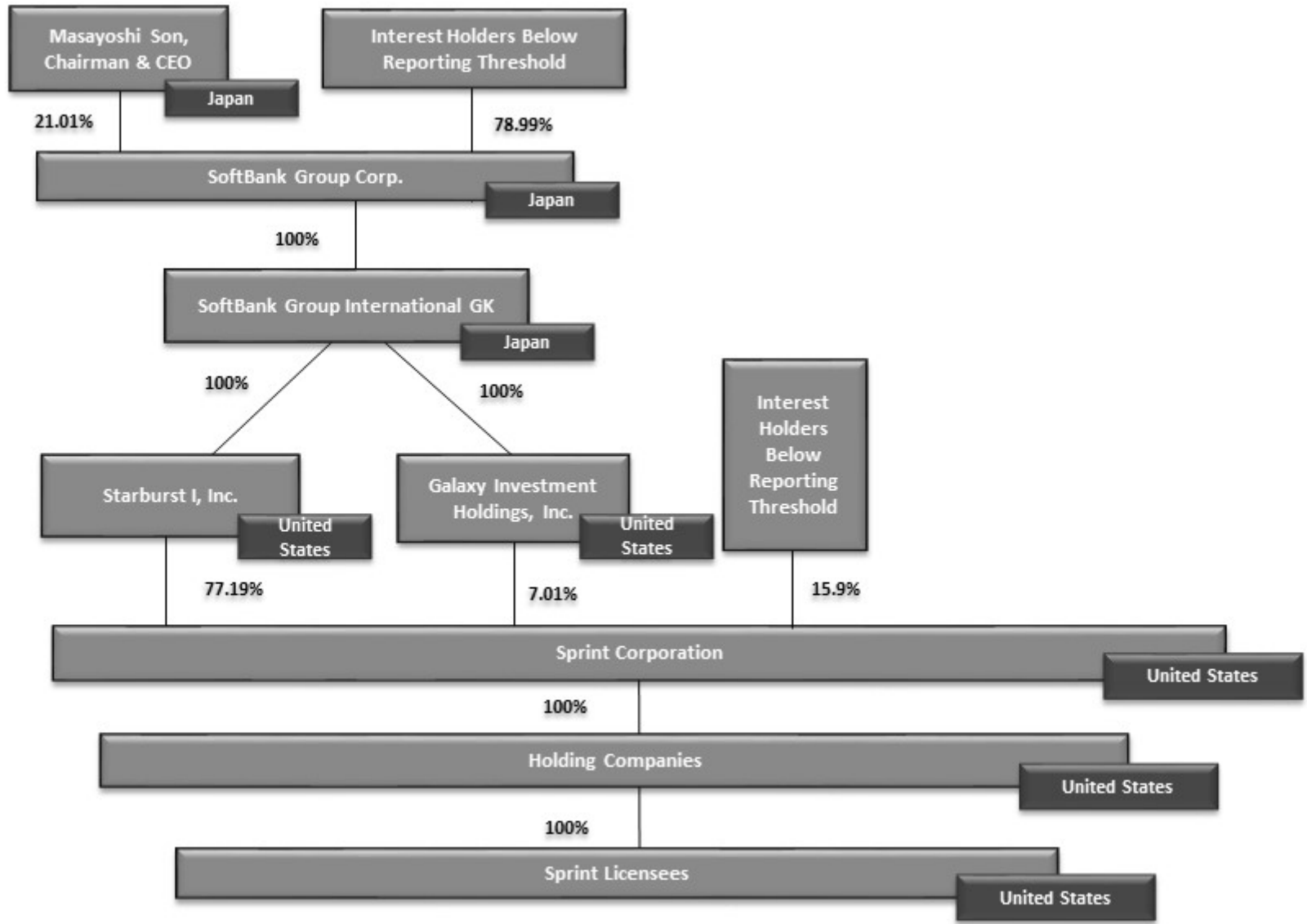
Masayoshi Son, Chairman of the Board of Directors of Sprint Corporation. He is Chief Executive Officer and Chairman of the Board of SoftBank Group Corp. Mr. Son serves in various capacities within SoftBank's portfolio of companies, including Chairman of SoftBank Corp. (the Japan-based telecommunications operator).

Ronald D. Fisher serves on the Board of Directors of Sprint Corporation. He currently serves as a Director and President of SoftBank Holdings Inc. and serves as a Director of SoftBank Group Corp.

Exhibit C

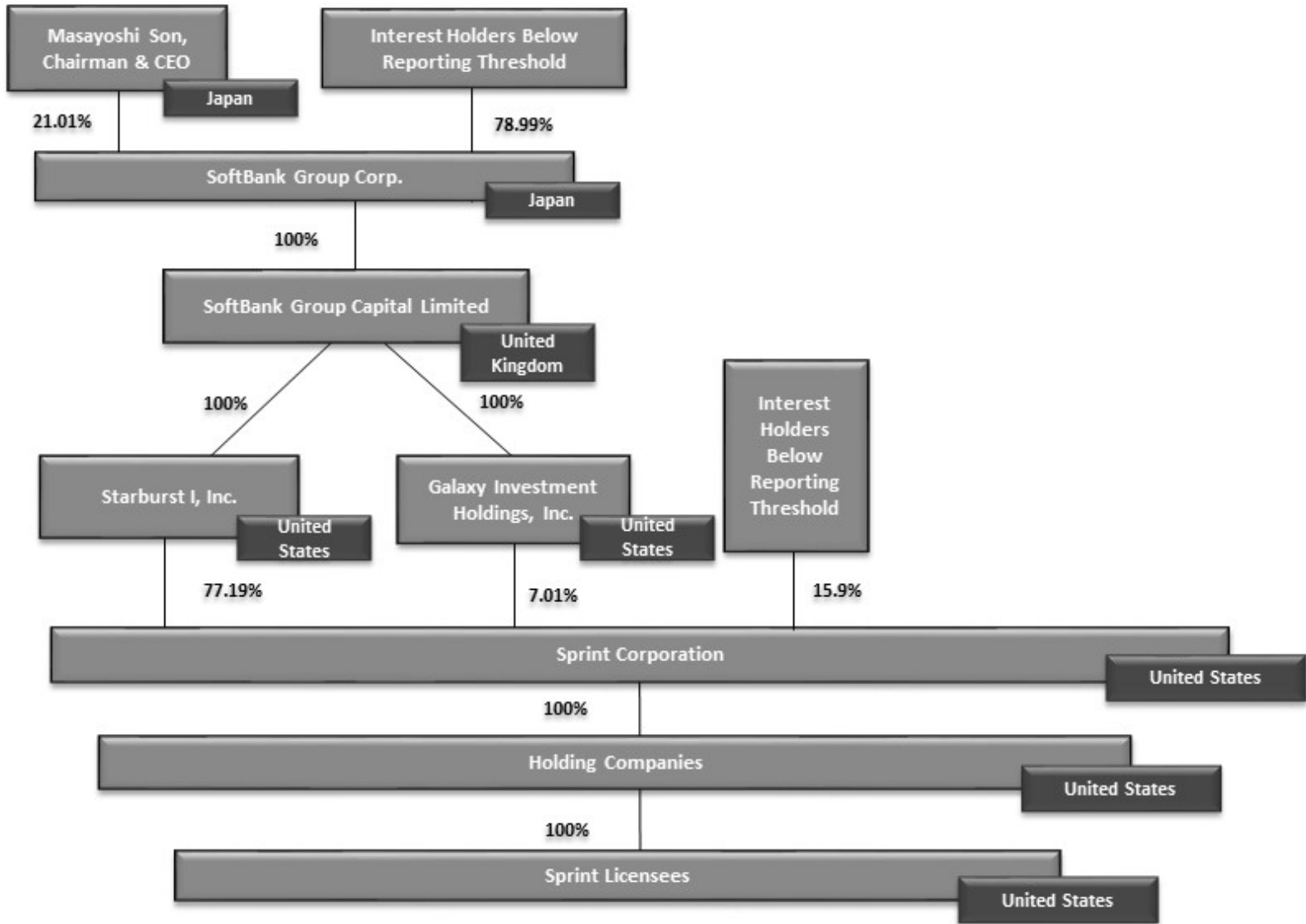
Diagrams of Pre- and Post-Reorganization Ownership Structure

Pre-Reorganization Ownership Structure¹



¹ Ownership percentages are rounded

Post-Reorganization Ownership Structure²



² Ownership percentages are rounded