

NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL OF SUBMARINE CABLE LANDING LICENSES

INTRODUCTION

Sprint Corporation (“Sprint”), on behalf of itself and its wholly owned subsidiary, Sprint Communications Company, L.P., hereby provides notice to the Federal Communications Commission (“Commission” or “FCC”) of a *pro forma* transfer of control pursuant to 47 C.F.R. § 1.767(g)(7).¹

On July 12, 2016, 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 inserted a wholly owned subsidiary (SoftBank Group International GK) into the vertical ownership chain between it and the holding companies in which its Sprint shares are currently held. SoftBank Group International GK 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.

¹ Sprint received prior approval from the Commission for this *pro forma* transaction with respect to those licenses and authorizations for which prior approval is required. *See, e.g.*, IBFS File Nos. SES-T/C-20160412-00345 and SES-T/C-20160412-00360 (filed April 11, 2016, consented to July 7, 2016); ULS File No. 0007217516 (filed April 11, 2016; consented to May 4, 2016); *see also* Petition for Declaratory Ruling of Sprint Corporation, IBFS File No. ISP-PDR-20160411-00006 (filed April 11, 2016; granted June 30, 2016); Public Notice, *International Authorizations Granted*, Report No. TEL-01804, DA 16-827, at 2-3 (rel. July 21, 2016) (“Sprint Declaratory Ruling”).

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 information technology and Internet-related businesses, including mobile communications, broadband infrastructure, fixed-line telecommunications, 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 31, 2015, SoftBank held an approximately 83.4% indirect interest in Sprint through two wholly owned subsidiaries: Starburst I, Inc. ("Starburst I") and Galaxy Investment Holdings, Inc. ("Galaxy"). Specifically, SoftBank holds a 77.5% interest in Sprint through Starburst I, and a 5.9% interest through Galaxy.

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 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").

SoftBank Group International GK

SoftBank Group International GK⁵ is a Japanese godo kaisha.⁶ It was previously a dormant investment holding company, and it is a wholly owned direct subsidiary of SoftBank. It 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.

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, but not limited to, Sprint Communications Company L.P., Virgin Mobile USA, L.P., and Sprint Spectrum L.P.

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

⁵ SoftBank International GK was formerly named BM Holdings GK.

⁶ A godo kaisha is a Japanese company analogous to a U.S. limited liability company, which offers limited liability to its members.

- (b) Sprint is a Delaware corporation.
- (c) Correspondence concerning this Application should be sent to:

Emily J. H. Daniels
Lawler, Metzger, Keeney & Logan, LLC
1717 K Street NW, Suite 1075
Washington, DC 20006
202-777-7700
edaniels@lawlermetzger.com

with a copy to:

Kyle Entz
Sprint Communications Co., LP
12502 Sunrise Valley Drive
M/S: VARESA0209
Reston, VA 20196
703-433-4000
Kyle.Entz@sprint.com

- (d) Sprint Corporation does not directly hold any section 214 authority. However, Sprint Communications Co., LP and other Sprint subsidiaries hold numerous section 214 authorizations to provide international service.⁷
- (h) The following individuals or entities hold a 10 percent or greater equity interest in the Transferee:⁸

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: 77.5 percent direct equity interest in Sprint

⁷ See, e.g., Application for Transfer of Control of Sprint Communications Co., L.P., from Sprint Nextel Corporation, Transferor, to SoftBank Corp. and Starburst II, Inc., Transferees, IBFS File No. ITC-T/C-20121116-00306 (filed Nov. 16, 2012), at Exhibit 1 to Attachment 1 (providing a complete listing of the section 214 authorizations held by Sprint's subsidiaries).

⁸ 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 International GK (formerly named BM Holdings GK)
c/o Sprint Corporation
900 Seventh St. NW, Suite 700
Washington, DC 20001
Place of Organization: Japan
Principal Business: Investment holding company
Interest Held: 60.5 percent indirect equity interest in Sprint

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: 83.4 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: 23.7 percent indirect equity interest in Sprint

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

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

On March 7, 2016, SoftBank's Board of Directors resolved to reorganize SoftBank's intermediate and holding companies to insert a wholly owned subsidiary, SoftBank Group International GK, into the vertical ownership chain between SoftBank and the holding companies (*i.e.*, Starburst I and Galaxy) in which its Sprint shares were held. On July 12, 2016, SoftBank effected the reorganization by transferring 100% of Galaxy shares and 15,300 Starburst I shares (approximately 70.4% of SoftBank's interest in Starburst I) to SoftBank Group

International GK.⁹ Diagrams showing the relevant changes to SoftBank's corporate structure are attached hereto as Exhibit B.

The purpose of SoftBank's reorganization was to separate SoftBank's global and domestic operations, which will enable SoftBank to provide greater transparency to its shareholders in reporting the performance of its business operations in Japan and its business operations abroad. This, in turn, serves the public interest by increasing efficiency in corporate operations and improving SoftBank's value. There were 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 transaction. The SoftBank subsidiaries directly above Sprint (Starburst I and Galaxy) remain the same and their ownership percentages of Sprint did not change as a result of the reorganization. Likewise, the insertion of SoftBank Group International GK into the SoftBank corporate structure has no impact on Sprint's operations, certificated entities, ultimate ownership, or ultimate control, and thus is seamless for Sprint's customers, who will continue to receive the same services over the same facilities. However, as SoftBank's subsidiary, Sprint ultimately benefits from the increased efficiency and improved transparency effected by the restructuring. As a result of reorganizing in a way that improves its value, SoftBank is 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.¹⁰

⁹ Although no final decision has been made, at some point, SoftBank may also decide to transfer the remaining 6,422 shares of Starburst I (approximately 29.6% of SoftBank's interest in Starburst I) to SoftBank Group International GK. The applicants include this information in the interest of transparency, but note that such action would not require regulatory approval.

¹⁰ 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*

DESCRIPTION OF AUTHORIZATIONS

Following is a list of submarine cable landing licenses in which Sprint Communications Co., LP holds an ownership interest:

CABLE SYSTEM	LICENSED ENTITY	VOTING RIGHTS	SEGMENT	FCC ID NUMBER
Taino-Carib	Sprint Communications Co., LP	6.55 %	Puerto Rico-Virgin Islands	SCL-LIC-19920201-00010 (Old File No. SCL-92-002)
Americas I	Sprint Communications Co., LP	7.11 %	Florida-Caribbean	SCL-LIC-19921101-00011 (Old File No. SCL-93-002)
Antillas-1	Sprint Communications Co., LP	4.88 %	Puerto Rico-Dominican Republic	SCL-LIC-19950818-00003 (Old File No. SCL-95-012)
Pan American	Sprint Communications Co., LP	5.61 %	Virgin Islands-South America	SCL-19970413-00017 (Old File No. SCL-97-001)
China-US	Sprint Communications Co., LP	5.46%	Trans-Pacific	SCL-LIC-19980301-00037 (Old File No. SCL-98-002)
Americas-II	Sprint Communications Co., LP	4.9 %	North Ring; South Ring; West Ring; Access-MIU	SCL-LIC-19980501-00038 (Old File No. SCL-98-003A)
Japan-US	Sprint Communications Co., LP	3.75 %	Trans-Pacific	SCL-MOD-20071130-00020 (see also SCL-LIC-19981117-00025)
TAT-14	Sprint Communications Co., LP	4.3%	Trans-Atlantic	SCL-MOD-20040301-00011 (see also SCL-LIC-19990303-00004)
Maya-1	Sprint Communications Co., LP	4.48 %	U.S.-Central America	SCL-MOD-20110928-00028 (see also SCL-LIC-19990325-00006)

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
Interlocking Directorate Information

Timothy P. O’Grady, Vice President and Corporate 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)
- Director, Sprint International Holding, Inc (Japanese Branch) (in Japan)

Stefan K. Schnopp, Assistant 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 Holding, Inc (Japanese Branch) (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)

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).

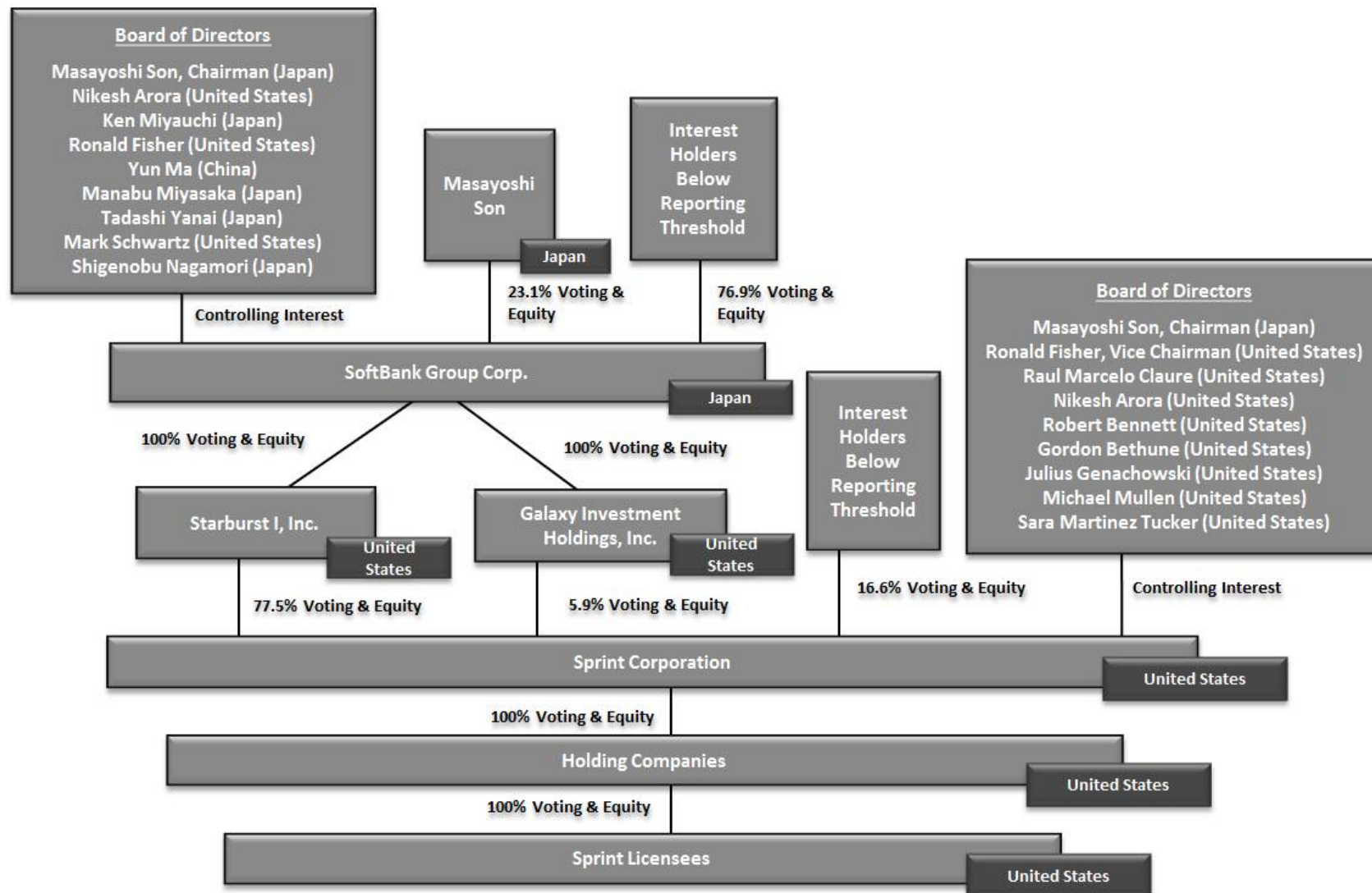
Ronald D. Fisher serves on the Board of Directors of Sprint Corporation. He currently serves as a Director and President of SoftBank Holdings Inc. and serves as a Director of SoftBank Group Corp.

Junichi Miyakawa is an officer of Sprint Corporation. He also serves as a Director of SINGAPORE PTE LTD., BBIX HONG KONG PTE LIMITED, and BBIX International, Inc.

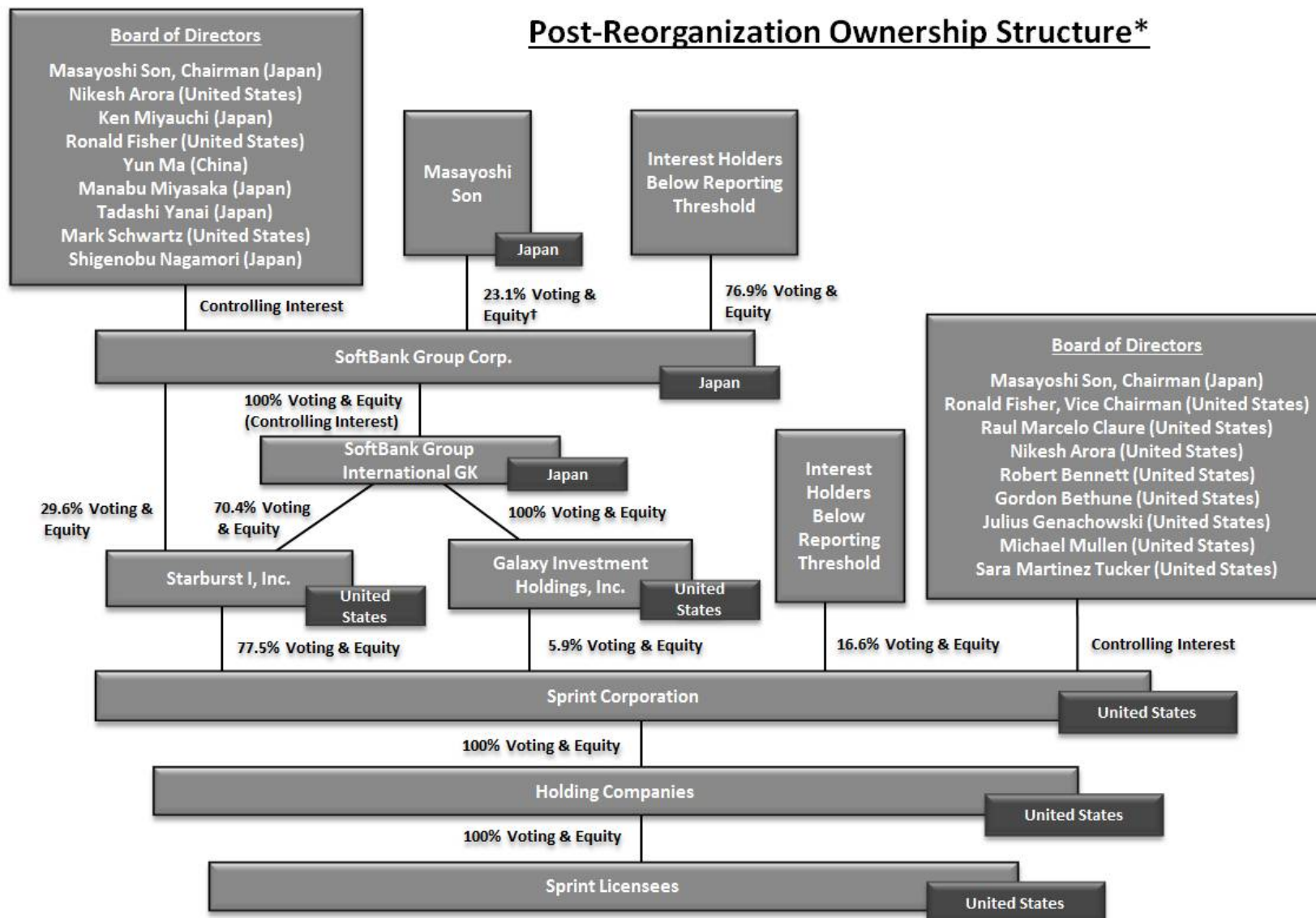
Exhibit B

Diagrams of Pre- and Post-Reorganization Ownership Structure

Pre-Reorganization Ownership Structure*



*For the purposes of these diagrams, Sprint provides actual voting interests, and does not treat a voting interest equal to or exceeding 50% as if it were a 100% interest. Cf. 47 C.F.R. § 1.992(b)(2)(i).



*For the purposes of these diagrams, Sprint provides actual voting interests, and does not treat a voting interest equal to or exceeding 50% as if it were a 100% interest. Cf. 47 C.F.R. § 1.992(b)(2)(i).

† The precise percentage of Mr. Son's holdings fluctuates in the normal course of business. He currently holds 23.68% voting and equity interests.