

**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 the 47 C.F.R. § 1.767(g)(7).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.

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).

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, 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

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”).*

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.⁵

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 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

⁵ These ownership percentages reflect SoftBank’s current ownership holdings as filed with the Securities and Exchange Commission. See Sprint Corp., Schedule 13D (December 29, 2017), <https://www.sec.gov/Archives/edgar/data/101830/000119312517383511/d515898dsc13da.htm>.

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

- (b) Sprint is a Delaware corporation.

- (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 Communications Co., LP and other Sprint subsidiaries hold numerous section 214 authorizations to provide international service.⁶

- (h) The following individuals or entities hold a 10 percent or greater equity interest in the Transferee:⁷

⁶ 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).

⁷ 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).

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

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: 21.01 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 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 B.

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.⁸

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) |

⁸ 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).

| | | | | |
|--------|-------------------------------|--------|----------------------|---|
| 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) |

Exhibit A
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)

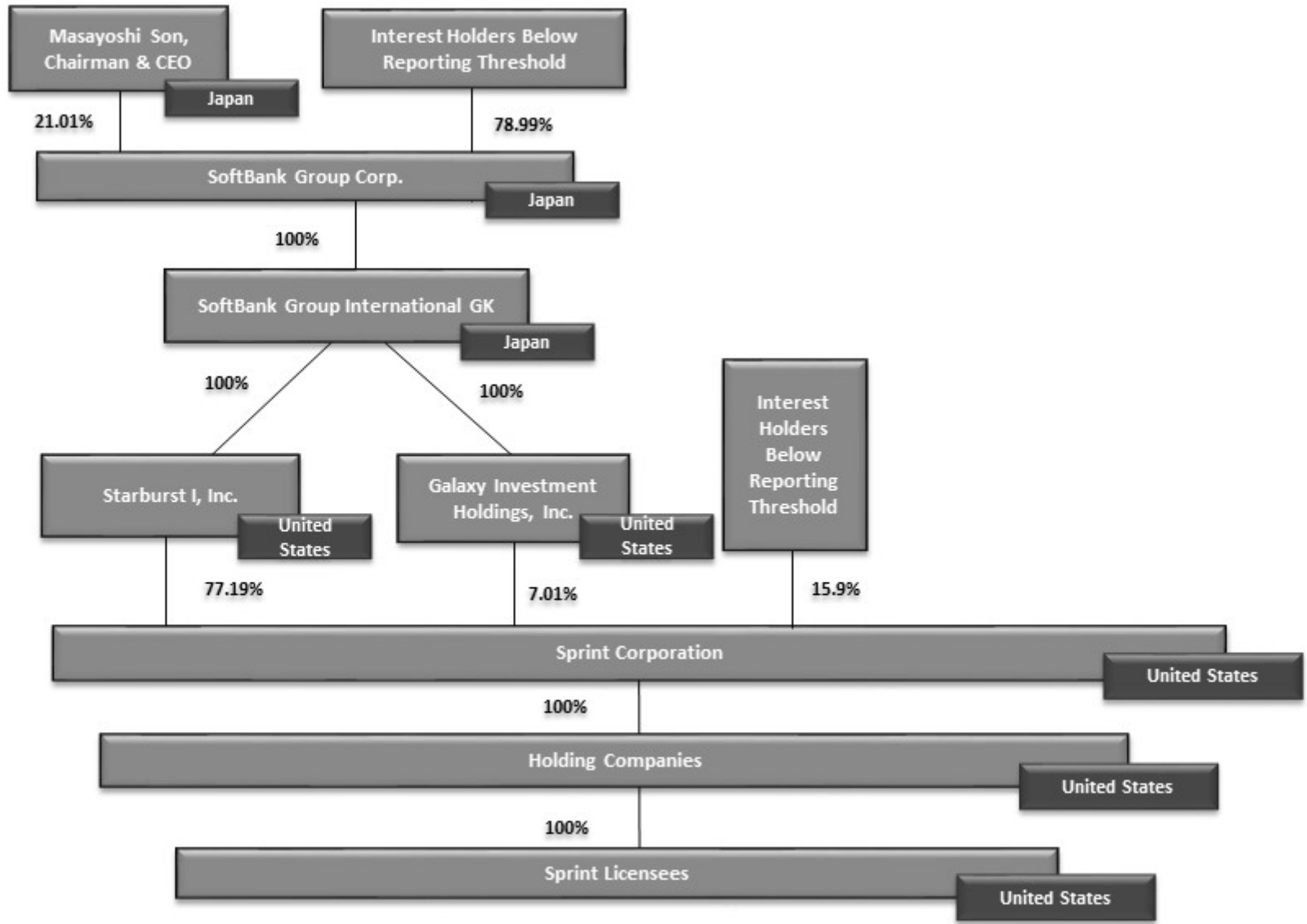
Masayoshi Son, Chairman of the Board of Directors of Sprint Corporation. He is Chief Executive Officer and Chairman of the Board of SoftBank Group Corp. Mr. Son serves in various capacities within SoftBank's portfolio of companies, including Chairman of SoftBank Corp. (the Japan-based telecommunications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

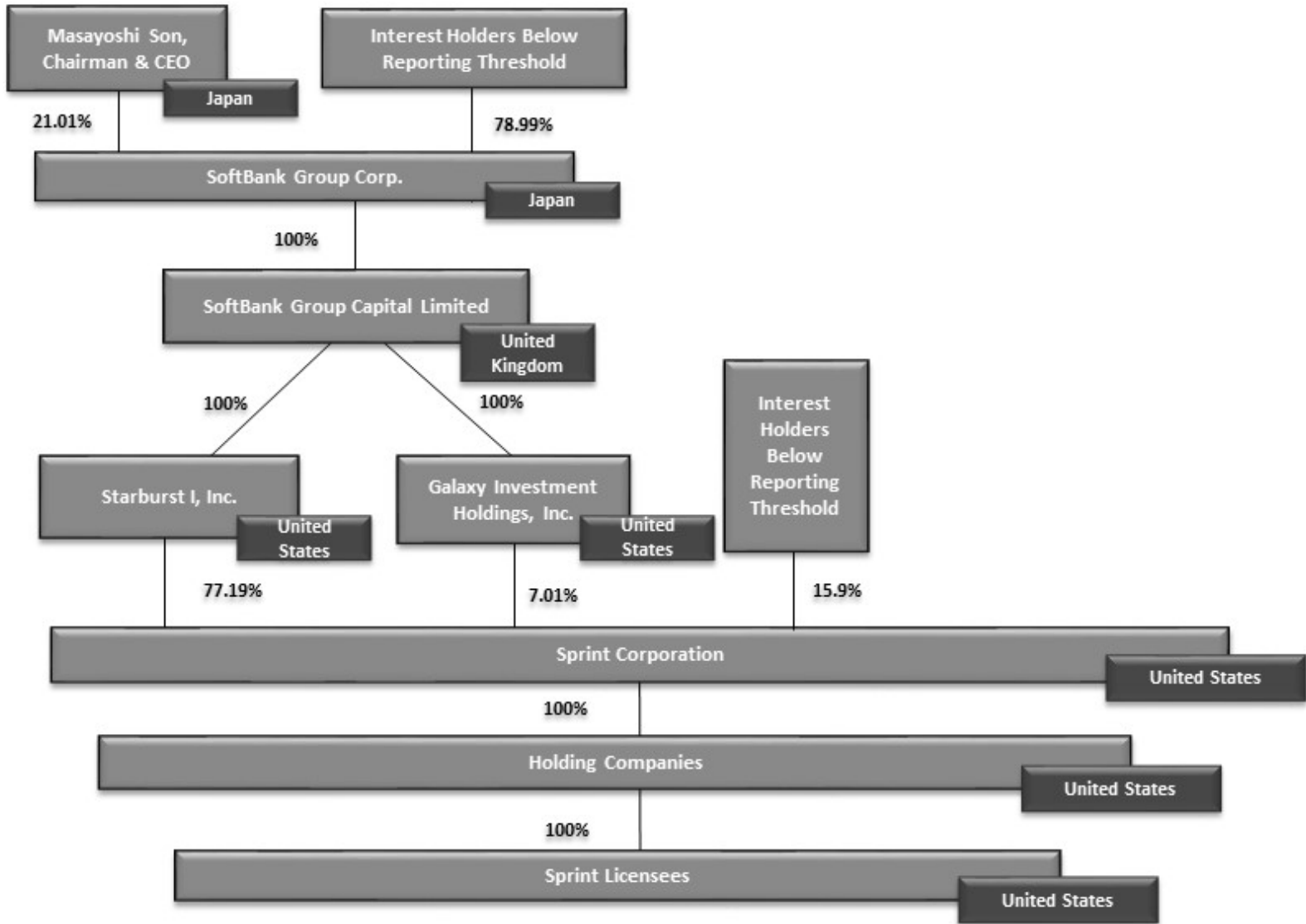
Diagrams of Pre- and Post-Reorganization Ownership Structure

Pre-Reorganization Ownership Structure¹



¹ Ownership percentages are rounded

Post-Reorganization Ownership Structure²



² Ownership percentages are rounded