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PUBLIC SERVICE  
COMMISSION

May 9, 2005

Ms. Beth A. O'Donnell  
Executive Director  
Kentucky Public Service Commission  
PO Box 615  
211 Sower Boulevard  
Frankfort, KY 40602-0615

Re: Notice of Proposed Merger of Sprint Corp. and Nextel Communications, Inc.

Dear Ms. O'Donnell:

Pursuant to 807 K.A.R. 5:011, we are writing on behalf of the Sprint Corporation subsidiaries authorized by the Commission to provide service<sup>1</sup> to give notice of plans whereby Sprint's parent company, Sprint Corporation, and Nextel Communications, Inc. ("Nextel") will merge pursuant to a merger plan, more fully described below.

The transaction involves only Sprint Corporation, the ultimate parent company: there will be no changes to the Sprint Corporation subsidiaries operating in the Commonwealth of Kentucky. There also will be no change of control of Sprint Corporation, the ultimate parent of the Kentucky regulated subsidiaries.

### **Description of Transaction**

The boards of directors of Sprint Corporation and Nextel have unanimously approved a merger agreement. Subject to the terms and conditions of the merger agreement, and in accordance with Delaware law, at the effective time of the merger, Nextel will merge with and into S-N Merger Corp., a wholly owned Delaware subsidiary of Sprint Corporation formed for the purpose of the merger. S-N Merger Corp. will survive the merger as a wholly-owned subsidiary of Sprint Corporation, and Sprint Corporation will be renamed Sprint Nextel Corporation upon completion of the merger. The merger will become effective upon the filing of a certificate of merger immediately upon the closing of the merger, which is expected in the second half of 2005. When the merger is complete, Sprint Corporation shareholders will own approximately 51 percent and Nextel shareholders will own approximately 49 percent of the stock of Sprint Nextel.

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<sup>1</sup> Those subsidiaries are the following: Sprint Communications Company, L.P.; Sprint Payphone Services, Inc.; and ASC Telecom, Inc. d/b/a AlternaTel.

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The merger is subject to shareholder and federal and state regulatory approvals, as well as other customary closing conditions. On February 8, 2005, Sprint Corporation and Nextel filed an application for FCC approval of the merger.

Sprint Nextel will maintain its executive headquarters in Reston, Virginia, and its operational headquarters in Overland Park, Kansas.

### **The Management Team**

A highly experienced management team will lead Sprint Nextel, adding Nextel's expertise to the existing expertise of Sprint Corporation. Gary D. Forsee, currently chairman and chief executive officer of Sprint Corporation, will become president and chief executive officer of Sprint Nextel. Timothy M. Donahue, currently president and chief executive officer of Nextel, will become chairman. Together they have a proven track record of leadership and nearly six decades of industry experience. Len Lauer, currently president and chief operating officer of Sprint Corporation, will serve as chief operating officer, and Paul Saleh, currently Nextel's executive vice president and chief financial officer, will serve as chief financial officer of Sprint Nextel. Tom Kelly, executive vice president and chief operating officer at Nextel, will become the company's chief strategy officer. Barry J. West, Nextel's executive vice president and chief technology officer, will serve as its chief technology officer. Leading the transition teams and serving as co-chief transition officers will be Steve Nielsen, senior vice president – finance at Sprint Corporation, and Richard Orchard, Nextel's senior vice president and chief service officer.

The Sprint Nextel Board will consist of 12 directors, six from each company, including two co-lead independent directors, one from Sprint Corporation and one from Nextel.

Sprint Nextel's Kentucky subsidiaries will continue to comply with the tariffs currently on file. (A Form of Adoption Notice is filed herewith). Contact information for Kentucky subsidiaries of Sprint remains the same.

Please do not hesitate to contact me if you have any questions. Thank you for your attention to this matter.

Sincerely,



Edward Phillips

HEP:sm

cc: Lisa McCabe  
Ken Schiffman

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**FORM OF ADOPTION NOTICE**

**P.S.C. Adoption Notice No. 1**

**ADOPTION NOTICE**

Following the merger of Sprint Corporation and Nextel Communications, Inc., Sprint Communications Company, L.P. and ASC Telecom, Inc. d/b/a AlternaTel will remain wholly-owned subsidiaries and confirm that each company will continue to provide telecommunications services under all tariffs and supplements containing rates, rules and administrative regulations for furnishing telecommunications service in the Commonwealth of Kentucky, filed with the Public Service Commission by Sprint Communications Company, L.P., and ASC Telecom, Inc. d/b/a AlternaTel.

This notice is issued on the 9 day of May, 2005, in conformity with Section 11 of P.S.C. Tariff administrative regulations adopted by the Public Service Commission.

By:



Warren D. Hannah, Director-Tariffs  
6450 Sprint Parkway  
Overland Park, Kansas 66251