

BRANSTETTER STRANCH & JENNINGS PLECE
ATTORNEYS AT LAW

227 SECOND AVENUE NORTH
FOURTH FLOOR

NASHVILLE TENNESSEE 37201 1631

2006 JAN 26 11 09 45

TELEPHONE
(615) 254 8801

FACSIMILE
(615) 250 3937

CECIL D. BRANSTETTER SR.
C. DEWEY BRANSTETTER JR.
RANDALL C. FERGUSON
R. IAN JENNINGS
DONALD L. SCHOLES
JAMES G. STRANCH III
JANE B. STRANCH

January 26, 2005

TERESA W. CHAN
JOE P. LENISKI JR.
MARK A. MAYHEW
J. GERARD STRANCH IV
MICHAEL J. WALL

*ALSO ADMITTED IN GA

Chairman Ron Jones
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Attention: Sharla Dillon

Re: Application of Sprint Nextel Corporation for Approval of the Transfer of Control of United Telephone-Southeast, Inc., Sprint Long Distance, Inc. and Sprint Payphone Services, Inc. from Sprint Nextel Corporation to LTD Holding Company
Docket No. 05-00240

Dear Chairman Jones:

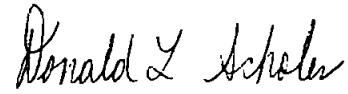
This letter is to advise the Authority that the Communications Workers of America, AFL-CIO ("CWA") has reached a multi-state agreement with Sprint Nextel Corporation (Sprint Nextel). This agreement satisfies the concerns that CWA raised in its petition to intervene and testimony relating to the proposed spin-off of Sprint Nextel's local exchange carrier operations in this docket. In that regard, CWA submits for filing in this docket a copy of the affidavit of Gene M. Betts, CFO-Designee for LTD Holding Company. Sprint Nextel has advised that it has no objections to the filing of this affidavit.

As a result of reaching this multi-state agreement, CWA hereby withdraws its opposition to the Application of Sprint Nextel Corporation for Approval of the Transfer of Control of United Telephone-Southeast, Inc., Sprint Long Distance, Inc. and Sprint Payphone Services, Inc. from Sprint Nextel Corporation to LTD Holding Company. CWA further requests that the Authority allow CWA to withdraw the testimony and exhibits previously filed by CWA in this proceeding. CWA will not be filing a brief in this matter as provided in the Hearing Officer Stone's January 19, 2006 order as a result of its withdrawal.

Chairman Ron Jones
January 26, 2006
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Thank you for your consideration in this matter

Sincerely yours,


DONALD L. SCHOLES

Enclosures

c Edward Phillips
 Daniel M. Waggoner
 Debbie Goldman

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**IN RE APPLICATION OF SPRINT NEXTEL CORPORATION FOR APPROVAL
OF THE TRANSFER OF CONTROL OF UNITED TELEPHONE-
SOUTHEAST, INC , SPRINT LONG DISTANCE, INC AND SPRINT
PAYPHONE SERVICES, INC FROM SPRINT NEXTEL CORPORATION
TO LTD HOLDING COMPANY**

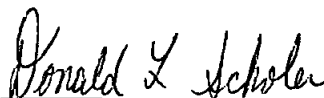
DOCKET NO 05-00240

FILING OF AFFIDAVIT OF GENE M BETTS

Now comes the Communications Workers of America, AFL-CIO (CWA), by and through counsel, and files a copy of the affidavit of Gene M Betts, CFO-Designee for LTD Holding Company, attached hereto in connection with the CWA's withdrawal of its intervention in this docket

Dated January 26, 2006

Respectfully submitted,



DONALD L SCHOLES BPR #10102
Branstetter, Kilgore, Stranch & Jennings
227 Second Avenue North, Fourth Floor
Nashville, TN 37219
615-254-8801

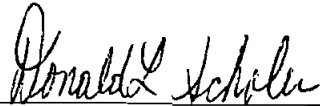
Attorney for Communications Workers of America,
AFL-CIO

Certificate of Service

I hereby certify that a true and exact copy of the foregoing Filing of Affidavit of Gene M Betts has been mailed first class, postage prepaid, on this 26th day of January, 2006 to the following

Edward Phillips
Mailstop NCWKFR0313
14111 Capital Boulevard
Wake Forest, NC 27587-5900

Daniel M Waggoner
Davis Wright Tremaine LLP
2600 Century Square
1501 Fourth Avenue, Suite 2600
Seattle, WA 98101-1688



Donald L Scholes

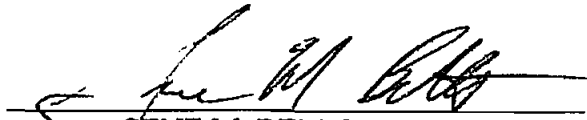
AFFIDAVIT OF GENE M BETTS

STATE OF KANSAS)
) ss
COUNTY OF JOHNSON)

I, Gene M Betts, being of lawful age and duly sworn, dispose and state on my oath the following

- 1 My name is Gene M Betts My business address is 5454 W 110th Street, Overland Park, KS 66211 I am employed as Chief Financial Officer – Designee for the LTD Holding Company
- 2 I have been employed by Sprint Corporation for 18 years
- 3 Before being appointed Chief Financial Officer – Designee, I served in the following positions for Sprint (i) AVP Tax and VP Tax, (ii) SVP – Finance – LDD, (iii) SVP Corporate Finance – Financial Planning, Mergers & Acquisitions and Taxes, and (iv) SVP Corporate Finance & Treasurer
- 4 The purpose of this affidavit is to provide additional information regarding the long-term debt that will be issued by LTD Holding Company as part of its initial capitalization
- 5 As contained in the Joint Petition filed with the State of New Jersey Board of Public Utilities on August 26, 2005, the initial capitalization of LTD Holding Company will involve a combination of new bank debt and new inter-company notes to Sprint Nextel
- 6 As part of the process of obtaining indicative credit ratings, forward-looking financial information regarding this new debt was provided to i) certain credit rating agencies, and ii) the Joint Applicants’ valuation experts Houlihan, Lokey, Howard, & Zukin
- 7 The forward-looking financial information that was provided depicted a scenario in which it was assumed *all* available free cash flow (post-dividend) earned by LTD Holding Company in excess of the indicated amount was used to pay down debt *This assumption was used exclusively for financial modeling purposes*
- 8 The purpose of this affidavit is to attest that, with regard to its new long-term debt, LTD Holding Company will be under no legal obligation to use all available free cash flow to pay down debt

- 9 The Company contemplates a five-year revolving credit facility which would provide the flexibility to reduce bank debt as free cash flow is generated, yet borrow the money back at any time if it is needed Typically that would be a more prudent application of cash generated unless long-term debt was trading at very attractive levels relative to its face value
- 10 Potential uses for available free cash flow include (but are not limited to) increased capital deployment, new product introduction, research & development, expanded retail presence, as well as early payments on debt if such payments are determined to be in the Company's best interest



GENE M BETTS

Subscribed and sworn to before me on this 20th day of January, 2006



NOTARY PUBLIC

My Appointment Expires

Dec 18, 2009

