

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

January 26, 2006

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

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ORDER ACCEPTING WITHDRAWAL OF INTERVENTION,  
GRANTING REQUEST TO WITHDRAW PREVIOUSLY FILED TESTIMONY  
AND EXHIBITS AND SUSPENDING PROCEDURAL SCHEDULE

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This matter is before the Hearing Officer upon the filing of a letter by the Communications Workers of America, AFL-CIO ("CWA") notifying the Tennessee Regulatory Authority ("Authority") of the withdrawal of CWA's opposition to the *Application of Sprint Nextel Corporation for Approval of Transfer of Control* ("Application") and requesting the withdrawal from the evidentiary record in this proceeding of all testimony and exhibits previously filed by CWA

**BACKGROUND**

On August 24, 2005, Sprint Nextel Corporation ("Sprint Nextel") filed the *Application of Sprint Nextel Corporation for Approval of Transfer of Control* ("Application") According to the *Application*, Sprint Nextel is seeking the approval of the Authority for the transfer of control of United Telephone-Southeast, Inc , Sprint Long Distance, Inc , and Sprint Payphone Services, Inc from Sprint Nextel to LTD Holding Company On September 29, 2005, CWA filed the *Petition of the Communications Workers of America AFL-CIO for Leave to Intervene*

At a regularly scheduled Authority Conference held on November 7, 2005, the panel of directors assigned to this docket voted unanimously to grant the *Petition of the Communications Workers of America AFL-CIO for Leave to Intervene* and to appoint General Counsel or his designee to serve as Hearing Officer for the purpose of hearing preliminary matters, setting a procedural schedule to completion and preparing the matter for a hearing before the panel

On November 7, 2005, a procedural schedule was established<sup>1</sup> On January 12, 2006, an *Order Amending Procedural Schedule* and a *Notice of Hearing and Pre-Hearing Conference* were issued A pre-hearing conference was set for January 18, 2006 and the Hearing on the merits before the panel<sup>2</sup> assigned to this docket was scheduled to begin on January 24, 2006 At the pre-hearing conference, the parties requested to waive the Hearing on the merits, to establish the evidentiary record in this docket by stipulation of the parties and to establish a briefing schedule The request for a waiver of the Hearing was granted, the evidentiary record was established and briefs were ordered to be filed by January 31, 2006<sup>3</sup>

#### **CWA'S REQUEST FOR WITHDRAWAL**

On January 26, 2006, CWA filed a letter with the Authority stating that it was withdrawing its opposition to the *Application* due to a multi-state agreement between CWA and Sprint Nextel In its letter, CWA states that the multi-state agreement satisfies the concerns CWA raised in its petition to intervene and in its submitted testimony relating to the proposed spin-off of Sprint-Nextel's local exchange carrier operations CWA has submitted for filing a copy of the affidavit of Gene M Betts, Chief Financial Officer-Designee for LTD Holding Company, who states that the purposes of the affidavit are to provide additional information regarding the long-term debt that will be issued by LTD Holding Company as part of its initial capitalization and to attest that, with regard to its new

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<sup>1</sup> See *Order Establishing Procedural Schedule* (November 29, 2005)

<sup>2</sup> As a result of the resignation of Director Deborah Taylor Tate, on January 12 2006 Chairman Ron Jones reassigned the docket to Chairman Jones, Director Pat Miller and Director Sara Kyle

<sup>3</sup> See *Order Accepting Agreement of Parties to Waive a Live Hearing to Establish the Evidentiary Record and to Establish a Procedural Schedule* (January 19 2006)

long-term debt, LTD Holding Company will be under no legal obligation to use all available free cash flow to pay down debt Sprint Nextel has no objection to the filing of this affidavit In addition, CWA requests to withdraw all testimony and exhibits previously filed by CWA and made part of the evidentiary record in this proceeding CWA also states that it will not be filing a brief as provided in the procedural schedule issued on January 19, 2006

The Hearing Officer finds that the request of CWA to withdraw its intervention and the testimony and exhibits previously filed by CWA in this proceeding is reasonable and should be granted Further, the Hearing Officer finds that the copy of the affidavit of Gene M Betts filed by CWA should be made part of the record In addition, as a result of the withdrawal of CWA's intervention, the Hearing Officer finds that the schedule issued on January 19, 2006 for the filing of briefs should be suspended

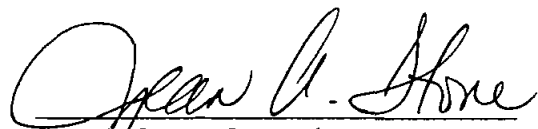
**IT IS THEREFORE ORDERED THAT**

1 The request of the Communications Workers of America, AFL-CIO to withdraw its intervention in this docket is granted

2 The request of the Communications Workers of America, AFL-CIO to withdraw all testimony and exhibits previously filed by the CWA in this docket is granted and such testimony and exhibits shall be stricken from the evidentiary record

3 The copy of the affidavit of Gene M Betts, Chief Financial Officer-Designee for LTD Holding Company, filed by the Communications Workers of America, AFL-CIO on January 26, 2006, is entered into the evidentiary record of this docket

4 The procedural schedule issued on January 19, 2006 in this docket is suspended

  
Jean A. Stone, Counsel  
as Hearing Officer