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January 26, 2006

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

Re Withdrawal of CWA Opposition in Docket No 05-00240

Dear Chairman Jones

On January 26, 2006, counsel for the Communication Workers of America, AFL-CIO ("CWA") filed a letter with the Authority stating that it has reached a multi-state settlement with Sprint Nextel Corporation ("Sprint"). As a result, CWA has withdrawn its opposition to the pending application in the above-referenced docket. As part of CWA's withdrawal, CWA is also withdrawing its testimony and has stated that it will not file a brief on January 31, 2006. Therefore, with no opposition to its application Sprint will not file its brief.

In its application, Sprint is seeking approval to transfer control of United Telephone-Southeast, Inc. ("UTSE"), Sprint Long Distance, Inc. ("SLDI") and Sprint Payphone Services, Inc. ("SPSI") to a new holding company, LTD Holding Company. The approval Sprint seeks is part of the plan to separate Sprint's wireline and local service operations to an independent stand-alone company. The proposed transfer of control of UTSE, SLDI, and SPSI satisfies all the applicable criteria under Tennessee law. The companies will continue to have the technical, managerial and financial capabilities to provide quality telecommunications services in Tennessee. Moreover, the separation of Sprint's incumbent local wireline operations from its parent company will produce benefits for UTSE's residential and business customers within the state.

Due to changes in the telecommunications industry Sprint's strategic focus on wireless is increasing. The separation of Sprint's wireline local service operation to an independent stand-alone corporation will create a company whose primary strategic focus will be building upon its local wireline capabilities by providing a full portfolio of quality services to residential and business customers in its local territory. This independent company will be better able to meet the needs of its Tennessee customers.

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Sprint's application has been pending before the Authority since August 24, 2005. With the CWA's withdrawal there is no party objecting to Sprint's proposal. Under these circumstances, and for the reasons stated above, Sprint respectfully requests the Authority expeditiously approve Sprint's pending application for transfer of control because all applicable criteria have been met and the proposed transfer is in the public interest. Specifically, Sprint requests that the matter be considered prior to the suggested deliberation date of March 6, 2006 requested by the parties in a joint letter filed on January 18, 2006.

An extra copy of this letter is enclosed. Please stamp it "Filed" and return to me in the enclosed self-addressed stamped envelope. Finally, please do not hesitate to contact me if you have any questions concerning this request.

Sincerely yours,

A handwritten signature in black ink, reading "Edward Phillips". The signature is fluid and cursive, with the first name "Edward" and last name "Phillips" clearly legible.

Edward Phillips

HEP sm

Enclosures

cc Dan Waggoner  
Don Scholes