



Edward Phillips
Attorney

NCWKFR0313
14111 Capital Blvd.
Wake Forest, NC 27587-5900
Voice 919 554 7870
Fax 919 554 7913
edward.phillips@mail.sprint.com

February 10, 2006

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

06-00039

Re: Sprint Communications Company, L.P.'s and Sprint Long Distance, Inc.'s Joint
Application for Transfer of Customer Base

Dear Chairman Jones:

Under cover of this letter please find enclosed, Sprint Communications Company, L.P.'s and Sprint Long Distance, Inc.'s Joint Application for Transfer of Customer Base in the State of Tennessee. Also enclosed is a check in the amount of \$50.00 for the filing fee. Sprint respectfully requests that this matter be considered as promptly as possible.

An extra copy of this cover letter is also enclosed. Please date stamp the extra copy and return it to me in the self addressed stamped envelope. Finally, please contact me with any questions you may have concerning this Joint Application.

Sincerely yours,

Edward Phillips

HEP:sm

Enclosures

cc: Melvin Malone
Bill Atkinson

PAID T.R.A.
Chk # <u>0813110610</u>
Amount <u>50.</u>
Rcvd By _____
Date _____

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

In Re:

Joint Application of Sprint
Communications Company L.P.
And Sprint Long Distance, Inc.
For Transfer of Customer Base

Docket No. _____

JOINT APPLICATION FOR TRANSFER OF CUSTOMER BASE

Under Authority Rule 1220-4-2-.56(2)(d), Sprint Communications Company L.P. ("Sprint LP") and Sprint Long Distance, Inc. ("LTD Long Distance") (collectively, "Applicants") respectfully petition the Tennessee Regulatory Authority ("Authority") for authority to transfer all of Sprint LP's residential long distance customers served by Sprint LP in the local exchange territory of United Telephone-Southeast, Inc. to LTD Long Distance as well as certain business customers that have headquarters located in the local service area.¹ Sprint LP and LTD Long Distance also request, to the extent required, that the Authority waive any applicable anti-slamming regulations. Because of the timing of the transaction and the proposed target date for transfer of customers, the Applicants

Also included in the transfer are those small business customers that are located in the service area of United Telephone-Southeast, Inc. as well as those large business customers that have a corporate or regional headquarters in territory.

further request that the Authority grant the relief requested herein on an expedited basis.

In support of their Joint Application, the Applicants respectfully show as follows:

I. PARTIES

Sprint Communications Company L.P. is a Delaware Limited Partnership with principal offices located at 6200 Sprint Parkway, Overland Park, Kansas. Sprint is duly authorized by the Authority to provide competitive local exchange and interexchange telecommunications services in Tennessee.

LTD Long Distance is a Delaware corporation with principal offices located at 6200 Sprint Parkway, Overland Park, Kansas 66251 and is authorized as a provider of operator services and resold interexchange services in Tennessee?

LTD Long Distance has the requisite technical, financial and managerial capabilities to acquire Sprint LP's customer assets and to ensure the seamless provision of telecommunications services. Both Sprint LP and LTD Long Distance are currently subsidiaries of Sprint Nextel Corporation. This relationship will change upon approval of the transfer of control now pending before the Authority in Docket No. 05-00240.³

The authorized representatives of the Joint Applicants in this proceeding are as follows. All inquiries, correspondence, notices and copies of pleadings should be sent to Applicants' counsel:

² See Authority Docket No. 05-00229, in which LTD Long Distance was granted authority to provide operator services and resold interexchange telecommunications services by order dated October 28, 2005.

³ In the near future, possibly after the pending transfer of control is approved, LTD Long Distance will change its name. As part of that process, the company will comply with all legal and regulatory requirements and also work with its customers by providing appropriate notification.

Edward Phillips, Esq.
Sprint Long Distance, Inc.
14111 Capital Boulevard
NCWKFR0313
Wake Forest, North Carolina 27587-5900
(919) 554-7870

Attorney for Sprint Long Distance, Inc.

- and -

Melvin J. Malone, Esq.
Miller & Martin, PLLC
1200 One Nashville Place
150 Fourth Avenue, North
Nashville, Tennessee 37219-2433

William R. Atkinson, Esq.
Sprint Communications Company, L.P.
3065 Cumberland Circle
GAATLD0602
Atlanta, Georgia 30339
(404) 649-4882

Attorneys for Sprint Communications Company, L.P.

II. DESCRIPTION OF TRANSACTION

In accordance with an agreement entered into between the Applicants, Sprint LP will transfer its residential long distance customers and certain business customers headquartered in the local exchange area to LTD Long Distance. Sprint LP currently provides interexchange services on a facilities basis in all 50 states and internationally. Under its agreement with LTD Long Distance, Sprint LP will transfer its specified customer base to LTD Long Distance. Sprint LP will continue to provide interexchange services to residential and business customers throughout Tennessee and its other jurisdictions. Sprint LP will also continue to provide wholesale interexchange services so

that companies like LTD Long Distance can meet its customer expectations in Tennessee and other states.

The transfer will be transparent to the affected customers in that it will not alter the manner or the quality of service that Sprint LP's current interexchange customers enjoy.

III. REQUEST FOR WAIVER OF APPLICABLE ANTI-SLAMMING REGULATIONS

Authority Rule 1220-4-2-.56(2)(d)(2), requires that prior to the transfer of Sprint LP's customers to LTD Long Distance, the affected customers will be provided with notice of the change in long distance providers. In the notice letters, the customers will be informed that they have the right to switch to the long distance carrier of their choice and if they wish to transfer to a carrier other than LTD Long Distance, they should do so by a specific date in order to ensure the seamless transfer of service to the new carrier. The customers are further informed that if they wish to switch to a carrier other than LTD Long Distance, they may incur a transfer fee. *See* the Notification Letters attached as **Exhibit "A"**. The notice letters also clearly state that if the customer consents to the change of carrier to LTD Long Distance, no customer action is required for the transfer to occur, the customer's current plan, rates,⁴ features, terms and conditions of service will transfer to LTD Long Distance. Finally, the letters list a toll-free customer service number in the event that customers have any questions regarding the transfer.

⁴ In accordance with Authority Rule 1220-4-2-.56(2)(d)(3), LTD Long Distance "agrees to provide to the affected customers a thirty (30) day written notice of any rate increase that may affect their service up to ninety (90) days from the date of the transfer of customers." Also, as part of the requirements in Tennessee, Sprint LP is sending Notification Letters to its affected customers. These letter is attached as Exhibit "B".

IV. PUBLIC INTEREST CONSIDERATIONS

The Applicants intend to provide the affected customers with the notices included in **Exhibits "A" and "B"** at least thirty days prior to implementation of the transfer. Although Applicants have attempted to include in the notice letter all relevant state and federal customer notification and consent requirements, Sprint LP and LTD Long Distance respectfully request, to the extent necessary, that the Authority grant a waiver of any applicable anti-slamming regulations that may possibly be violated by the transfer being made without specific authorization from each affected customer.

The public interest will be served by the transfer of Sprint LP's long distance customers to LTD Long Distance, an affiliate of an experienced and qualified local exchange carrier that has been providing retail and wholesale local exchange telecommunications services nationwide for over 100 years. LTD Long Distance has the technical, financial and managerial capabilities to provide quality service to Sprint LP's long distance customers, as previously confirmed by the Authority when it granted reseller certification to LTD Long Distance.

There will be no changes to the affected customers' service plans, rates, features, terms or conditions of service as a result of the proposed transaction. Moreover, the Authority approval of the proposed transfer will serve the public interest by promoting additional competition in the interexchange market in Tennessee. The transfer will also enable LTD Long Distance to strengthen its market position by providing it the opportunity to offer to its newly acquired customers an array of services and products. The market for interexchange services is highly competitive and this additional competition benefits Tennessee consumers through expanded choices for products and

services and lower, more competitive rates. Accordingly, Authority approval of the proposed transfer is in the public interest.

V. CONCLUSION

In recognition of the foregoing, Sprint LP and LTD Long Distance request that the Authority approve the transfer of customer base described herein on an expedited basis, and to the extent required, grant a waiver of any applicable anti-slamming regulations.

Respectfully submitted this 10th day of February, 2006.

Edward Phillips
Sprint Long Distance, Inc.
Mailstop: NCWKFR0313
14111 Capital Boulevard
Wake Forest, North Carolina 27587-5900
(919) 554-7870

Attorney for Sprint Long Distance, Inc.

- and -

William R. Atkinson, Esquire
3065 Cumberland Circle
GAATLD0602
Atlanta, Georgia 30339
(404) 649-4882

Melvin J. Malone, Esq.
Miller & Martin, PLLC
1200 One Nashville Place
150 Fourth Avenue, North
Nashville, Tennessee 37219-2433

Attorneys for Sprint Communications Company,
L.P.

In Re:

Joint Application of Sprint
Communications Company L.P.
And Sprint Long Distance, Inc.
For Transfer of Customer Base

EXHIBIT

IMPORTANT NOTICE REGARDING YOUR SPRINT LONG DISTANCE SERVICE

<Date>

<Long Distance Account Number>

<First Name> <Last Name>

<Address>

<City>, <State>, <ZIP>

Dear <First Name> <Last Name>:

We are contacting you about an upcoming change to your long distance service. We recently told you about <NLC Company Name>, your new local telecommunications company. As we explained, <NLC Company Name> will not be part of the Sprint Nextel family of companies.

As a result of this separation, Sprint Communications Company L.P., your current long distance provider, will transfer your long distance service to <NLC Long Distance, Inc.>, a subsidiary of <NLC Company Name>. The transfer of your services will begin on or about April 29, 2006, and should conclude on or about May 7, 2006. After the transfer is complete, <NLC Long Distance, Inc.> will replace Sprint Communications Company L.P. as the long distance service provider listed on your invoice. These changes are subject to obtaining all required regulatory approvals, and the filing of all appropriate documents with state agencies.

Please be assured that this transition will have no impact on your services whatsoever. You will continue to receive uninterrupted service at the same high level of quality you have come to expect. You will also retain your current plan, rates, features, Terms and Conditions of Service, and your current customer service contacts.* You will not incur any charges related to the transfer of service to <NLC Long Distance, Inc.>, and no action is required from you regarding this transfer.

All customers have a choice in carriers for their long distance service. If you choose a different carrier for your long distance service, you may incur a fee for transferring your service. Should you choose to stay with Sprint Communications Company L.P. or select another carrier for your long distance service, you may lose certain "bundled" discounts or special offers you may currently enjoy on your local and long distance service. A list of most long distance service providers is typically available in your local telephone directory.

Under Federal Communications Commission rules, any restrictions or "freezes" you may have placed on your account to block changes to your preferred long distance carrier will be removed as part of the transfer process. If you wish to reinstate such restrictions, have any questions about the transfer, need any assistance, or if you have any complaints before, during, and after this transfer process, please contact customer service at <1-800-xxx-xxxx>.

We welcome you to <NLC Company Name> and look forward to providing you with reliable, innovative products and services for years to come.

Sincerely,

Dan Kerling
Customer Change Communications

* Customers with a bundled product (a combination of local products that qualify them for a specific long distance plan) who make a change to that bundle of services will be moved to an appropriate qualifying long distance plan. Specific details regarding the long distance plan may be found at www.xxxxxxxx.

© 2006 Sprint. All rights reserved. Sprint, the diamond logo, and all Sprint trademarks are property of Sprint Communications Company L.P.

IMPORTANT NOTICE
REGARDING YOUR SPRINT BUSINESS LONG DISTANCE SERVICE

<Date>

<Long Distance Account Number>

<Company Name>

<Address>

<City>, <State>, <ZIP>

Dear Valued Business Customer:

We want to let you know about an upcoming change to your business long distance service. Our local telecommunications division is being separated from Sprint Nextel to become an independent company - <NLC Company Name>. If you have local services from Sprint, you should have already received information about these plans.

As a part of this process, and as allowed under your terms of service, Sprint Communications Company L.P., your current long distance provider, will assign your business long distance service to <NLC Long Distance, Inc.>, an affiliate of Sprint Communications Company L.P., and a subsidiary of <NLC Company Name>. The transfer of your business long distance service will begin on or about April 29, 2006, and should conclude on or about May 7, 2006. After the transfer is complete, <NLC Long Distance, Inc.> will replace Sprint Communications Company L.P. as the long distance service provider listed on your invoice.

This transition will have no other impacts on your business long distance service. The transfer will occur automatically; no action is required on your part. You will continue to receive the same quality of service that you currently enjoy. <NLC Long Distance, Inc.> will be responsible for handling any questions or complaints you may have before, during, and after this transfer process.

The transfer will not affect your rates or terms of service, including the right to choose a different long distance carrier. Should you choose to stay with Sprint Communications Company L.P. or select another carrier for your long distance service, please be aware that you may lose certain "bundled" discounts and special offers you may currently enjoy on your local and long distance services. Additionally, any early termination liabilities associated with your long distance service may apply.

Under Federal Communications Commission rules, any restrictions or "freezes" you may have placed on your account to block changes to your preferred business long distance carrier will be removed as a part of the transfer process. If you wish to reinstate such restrictions, you should contact us at <1-800-xxx-xxxx> anytime after May 15, 2006.

If you have any questions about the transfer of your business long distance service, please call us at 1-866-407-6523. We look forward to providing you with outstanding products and services.

Sincerely,

<NLC Business Signature>

In Re:

Joint Application of Sprint
Communications Company L.P.
And Sprint Long Distance, Inc.
For Transfer of Customer Base

EXHIBIT B

IMPORTANT NOTICE REGARDING YOUR SPRINT LONG DISTANCE SERVICE

<Date>

<Long Distance Account Number>

<First Name> <Last Name>

<Address >

<City>, <State> <ZIP>

Dear <First Name> <Last Name>:

We are contacting you about an upcoming change to your long distance service. We recently told you about <NLC Company Name>, your new local telecommunications company. As we explained, <NLC Company Name> will not be part of the Sprint Nextel family of companies.

As a result of this separation, Sprint Communications Company L.P., your current long distance provider, will transfer your long distance service to <NLC Long Distance, Inc.>, a subsidiary of <NLC Company Name>. The transfer of your services will begin on or about April 29, 2006, and should conclude on or about May 7, 2006. After the transfer is complete, <NLC Long Distance, Inc.> will replace Sprint Communications Company L.P. as the long distance service provider listed on your invoice. These changes are subject to obtaining all required regulatory approvals, and the filing of all appropriate documents with state agencies.

Please be assured that this transition will have no impact on your services whatsoever. You will continue to receive uninterrupted service at the same high level of quality you have come to expect. You will also retain your current plan, rates, features, Terms and Conditions of Service, and your current customer service contacts.* You will not incur any charges related to the transfer of service to <NLC Long Distance, Inc.>, and no action is required from you regarding this transfer.

All customers have a choice in carriers for their long distance service. If you choose a different carrier for your long distance service, you may incur a fee for transferring your service. Should you choose to stay with Sprint Communications Company L.P. or select another carrier for your long distance service, you will lose certain "bundled" discounts or other benefits you may currently enjoy on your local and long distance service. A list of most long distance service providers is typically available in your local telephone directory.

Under Federal Communications Commission rules, any restrictions or "freezes" you may have placed on your account to block changes to your preferred long distance carrier will be removed as part of the transfer process. If you wish to reinstate such restrictions, have any questions about the transfer, need any assistance, or if you have any complaints before, during, and after this transfer process, please contact customer service at <1-800-xxx-xxxx>.

Sincerely,

<Sprint LP Consumer Signature>

* Customers with a bundled product (a combination of local products that qualify them for a specific long distance plan) who make a change to that bundle of services will be moved to an appropriate qualifying long distance plan. Specific details regarding the long distance plan may be found at www.xxxxxxxx.

© 2006 Sprint. All rights reserved.

IMPORTANT NOTICE
REGARDING YOUR SPRINT BUSINESS LONG DISTANCE SERVICE

<Date>

<Long Distance Account Number>

<Company Name>

<Address>

<City>, <State> <ZIP>

Dear Valued Business Customer:

We want to let you know about an upcoming change to your business long distance service. Our local telecommunications division is being separated from Sprint Nextel to become an independent company - <NLC Company Name>. If you have local services from Sprint, you should have already received information about these plans.

As a part of this process, and as allowed under your terms of service, Sprint Communications Company L.P., your current long distance provider, will **assign** your business long distance service to <NLC Long Distance, Inc.>, an affiliate of Sprint Communications Company L.P., and a subsidiary of <NLC Company Name>. The transfer of your business long distance service will begin on or about April 29, 2006, and should conclude on or about May 7, 2006. After the transfer is complete, <NLC Long Distance, Inc.> will replace Sprint Communications Company L.P. as the long distance service provider listed on your invoice.

This transition will have no other impacts on your business long distance service. The transfer will occur automatically; no action is required on your part. You will continue to receive the same quality of service that you currently enjoy. <NLC Long Distance, Inc.> will be responsible for handling any questions or complaints you may have before, during, and after this transfer process.

The transfer will not affect your rates or terms of service, including the right to choose a different long distance carrier. Should you choose any carrier other than <NLC Long Distance, Inc.> for your long distance service, please be aware that any discounts or other benefits you may enjoy as a result of combining your local and long distance service with one provider will be lost. Any early termination liabilities associated with your long distance service may also apply.

Under Federal Communications Commission rules, any restrictions or "freezes" you may have placed on your account to block changes to your preferred business long distance carrier will be removed as a part of the transfer process. If you wish to reinstate such restrictions, please contact us anytime after May 15, 2006.

If you have any questions about the transfer of your business long distance service, please call us at 1-866-407-6523.

Sincerely,

<Sprint LP Business Signature>