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March 8, 2006

VIA HAND DELIVERY

Ms. Blanca Bayo
Division of the Commission Clerk
& Administrative Services
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

RECEIVED-FPSC
MAR - 8 PM 4:45
COMMISSION
CLERK

Re: Sprint Nextel's Proposed Acquisition of Nextel Partners, Inc.

Dear Ms. Bayo:

You may recall that towards the end of last year, Sprint Nextel Corporation ("Sprint Nextel") and Nextel Partners, Inc. ("Partners") entered into an agreement whereby Sprint Nextel will acquire Partners. As you know, Partners and Sprint Nextel's wireless subsidiaries are not subject to the jurisdiction of this Commission with respect to entry regulation. Accordingly, because the ownership changes from the acquisition involve only Partners, we do not believe that this transaction is subject to Commission review and approval under applicable Florida law. Nevertheless, the purpose of this letter is to provide the Commission with some background on the transaction for informational purposes.

Introduction and Overview

CMP _____ The acquisition of Partners will become effective upon the closing of the transfer, which
COM _____ is expected to occur by the end of the second quarter of 2006. When the transfer is complete,
CTR _____ Sprint Nextel will own 100 percent of the common stock of Partners. Today, Sprint Nextel owns
ECR _____ approximately 32 percent of Partners' outstanding common stock. There will be no change of
GCL _____ control of current Sprint Nextel entities operating in Florida¹ as a result of this acquisition, nor
_____ will there be any transfer of the operating authority held by these entities.

OPC _____
RCA _____¹ The Sprint Nextel entities under the jurisdiction of the Florida Public Service Commission are as follows: Sprint
SCR _____ Communications Company Limited Partnership (CLEC - Certificate No. 4732; Pay Telephone Provider -
SGA _____ Certificate No. 5349; Operator Services Provider/IXC Reseller/Prepaid Debit Provider - Certificate No. 83, now
SEC _____ converted to a registration); and ASC Telecom Inc. (Operator Services Provider - Certificate No. 4398).
OTH _____

DOCUMENT NUMBER-DATE

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Ms. Blanca Bayo
March 8, 2006
Page 2

Partners, incorporated in Delaware and headquartered in Kirkland, Washington, was formed as a separate company in 1999 through a joint venture among Nextel Communications, Inc. ("Nextel") and several financial investors. Subsequently, Partners became a publicly-traded company. Partners currently provides digital wireless communications services using its own Integrated Digital Enhanced Network ("iDEN®") under the Nextel brand name in mid-sized, secondary and rural U.S. markets, including certain parts of Florida. In 2004, the Federal Communications Commission ("FCC") designated Partners as an eligible telecommunications carrier ("ETC") for the requested rural and non-rural service areas in Florida.² Upon closing of this acquisition, Sprint Nextel will fulfill all of Partners' ETC obligations in Florida.

Description of Transaction

Sprint Nextel and Partners have requested FCC consent to the transfer of control of Partners to Nextel WIP Corp., a wholly-owned subsidiary of Sprint Nextel. The shareholders of Partners have chosen to exercise "put rights" pursuant to the Partners' Certificate of Incorporation that require Sprint Nextel to purchase the remaining capital stock of Partners, subject to and contingent upon the satisfaction of various closing conditions, including the receipt of necessary FCC approvals.

Specifically, under the terms of the Certificate of Incorporation, Partners' shareholders had the right, exercisable by majority vote at a meeting held for that purpose, to require Sprint Nextel to (i) purchase the Partners shares it does not own and (ii) seek FCC approval to transfer the licenses under Partners' control. On October 24, 2005, Partners' shareholders voted to exercise these "put rights." Accordingly, the proposed transaction contemplates that Sprint Nextel will purchase the remaining outstanding common stock of Partners (approximately 68 percent of this stock), thereby acquiring 100 percent ownership. Sprint Nextel and Partners jointly filed an application at the FCC on January 24, 2005 requesting FCC consent to this transfer, and amended that application on February 2, 2006.

It is my pleasure to provide for your information the preceding summary of the upcoming Sprint Nextel-Partners transaction. Thank you for your consideration and please call me if you should have any questions regarding this matter.

² See *In the Matter of Federal-State Joint Board on Universal Service; NPCR, Inc. d/b/a Nextel Partners*, Order, 19 FCC Rcd. 16,530, DA 04-2667 (2004).

Ms. Blanca Bayo
March 8, 2006
Page 3

Sincerely,

A handwritten signature in cursive script that reads "Marsha E. Rule". The signature is written in black ink and is positioned above the printed name.

Marsha E. Rule

MER/vhp

cc: Dr. Mary Bane
Beth Salak
Richard Melson, Esq.
Patrick Wiggins, Esq.
Todd Lantor, Esq.
William R. Atkinson, Esq.