

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

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In the Matter of the Application of Sprint )  
Communications Company L.P. for Informal ) DOCKET NO. 12-094-01  
Adjudication of Indirect Transfer of Control ) ORDER APPROVING INDIRECT  
 ) TRANSFER OF CONTROL  
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ISSUED: February 15, 2013

By The Commission:

This matter is before the Commission on the application of Sprint Communications Company L.P. (“Sprint” or “Applicant”) for Approval of Indirect Transfer of Control of Sprint to Starburst II, Inc. (“Starburst”). Sprint filed its application on November 27, 2012 . The application contains all the information required by Utah Admin. Code R746-349-7(A)(1).

On December 17, 2012, in response to a Commission action request, the Division of Public Utilities (the “Division”) submitted a recommendation to approve the application. The Division’s memo states: “The Division has reviewed the . . . application between Sprint[] and Starburst[] and believes that the transfer of control is in the public interest. As a result of the acquisition, [Sprint and Starburst] should be in a better position to provide expanded and advanced telecommunications services in the State of Utah.”

Pursuant to Utah Admin. Code R746-349-7(A)(2), the Commission issued a public notice of the application and notice of hearing on January 10, 2013, allowing for the submission of comments by any interested party regarding the application. No comments or objections were received.

DOCKET NO. 12-094-01

- 2 -

On February 5, 2013, the Administrative Law Judge (“ALJ”) for the Commission held a hearing, pursuant to Utah Admin. Code R746-349-7(A)(2). Thorvald A. Nelson appeared on behalf the Applicant and was joined, telephonically, by Kristin Jacobson, in-house counsel for Sprint, and Michael Pryor, counsel for Softbank/Starburst. Justin Jetter, Assistant Utah Attorney General, appeared for the Division, and was accompanied by Ron Slusher, Utility Technical Consultant for the Division.

The ALJ made note that Mr. Nelson’s motion for *pro hac vice* admission was approved by Order of the Commission on January 24, 2013. Additionally, the ALJ took administrative notice of the application and memoranda filed by the Division recommending approval. Mr. Nelson summarized Sprint’s application and stated the public interest would be served by approving the application, because, as noted in the Federal Communications Commission Public Interest Statement attached to the application, this indirect transfer of control will result in a direct infusion to Sprint of \$8 billion in new capital, which Sprint intends to use, among other things, to accelerate and expand broadband deployment in Utah and throughout the United States. Mr. Slusher testified on behalf of the Division in support of the application. Mr. Slusher further testified that a transfer of control in this docket is in the public interest. No one appeared at the hearing objecting to the application.

Under Utah Admin. Code R746-349-7, “[i]f no objection to the proposed transaction is submitted in any filed comments or reply comments, the Commission will presume that approval of the transaction is in the public interest and use the information contained in the application and accompanying documents as evidence to support a Commission order.” Utah

DOCKET NO. 12-094-01

- 3 -

Admin. Code R746-349-7(A)(3). Because there is no objection to the granting of the application, the Commission thus presumes the application for approval of indirect transfer of control is in the public interest. Moreover, the Division's memoranda and testimony provide additional support for approval of the application.

ORDER

For the foregoing reasons, the Commission approves the indirect transfer of control of Sprint Communications Company L.P. to Starburst II, Inc.

DATED at Salt Lake City, Utah, this 15<sup>th</sup> day of February, 2013.

/s/ Melanie A. Reif  
Administrative Law Judge

Approved and confirmed this 15<sup>th</sup> day of February, 2013, as the Order Approving Indirect Transfer of Control issued by the Public Service Commission of Utah.

/s/ Ron Allen, Chairman

/s/ David R. Clark, Commissioner

/s/ Thad LeVar, Commissioner

Attest:

/s/ Gary L. Widerburg  
Commission Secretary  
DH#241826

DOCKET NO. 12-094-01

- 4 -

Notice of Opportunity for Agency Review or Rehearing

Pursuant to Utah Code Ann. §§ 63G-4-301 and 54-7-15, a party may seek agency review or rehearing of this order by filing a request for review or rehearing with the Commission within 30 days after the issuance of the order. Responses to a request for agency review or rehearing must be filed within 15 days of the filing of the request for review or rehearing. If the Commission fails to grant a request for review or rehearing within 20 days after the filing of a request for review or rehearing, it is deemed denied. Judicial review of the Commission's final agency action may be obtained by filing a Petition for Review with the Utah Supreme Court within 30 days after final agency action. Any Petition for Review must comply with the requirements of Utah Code Ann. §§ 63G-4-401, 63G-4-403, and the Utah Rules of Appellate Procedure.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the 15<sup>th</sup> day of February, 2013, a true and correct copy of the foregoing was delivered upon the following as indicated below:

By Electronic-Mail

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Administrative Assistant