

SPRINT NEXTEL CORP  
Form DEFA14A  
October 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

**SPRINT NEXTEL CORPORATION**  
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials:

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



## News Release

Sprint Nextel

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Overland Park, Kan. 66251

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### **SoftBank to Acquire 70% Stake in Sprint**

Sprint Stockholders to Receive Total Consideration of \$12.1 Billion in Cash and

30% Ownership in Newly Capitalized Sprint

Transaction Provides Sprint with \$8.0 Billion of New Capital

Sprint to Leverage SoftBank's Experience in Deployment of LTE

as Sprint's Nationwide Rollout of 4G LTE Continues

Significant Investment in the United States

by One of the World's Most Successful and Innovative Companies

Sprint will host an investor conference call to discuss the transaction at 8 a.m. ET today. Participants may dial 800-938-1120 in the U.S. or Canada (706-634-7849 internationally) and provide the following ID: 44906693 or may listen via the Internet at [www.sprint.com/investors](http://www.sprint.com/investors)

**Tokyo and Overland Park, KS, October 15, 2012** SOFTBANK CORP. ( SoftBank ) (TSE: 9984) and Sprint Nextel Corporation ( Sprint ) (NYSE: S) today announced that they have entered into a series of definitive agreements under which SoftBank will invest \$20.1 billion in Sprint, consisting of \$12.1 billion to be distributed to Sprint stockholders and \$8.0 billion of new capital to strengthen Sprint's balance sheet. Through this transaction, approximately 55% of current Sprint shares will be exchanged for \$7.30 per share in cash, and the remaining shares

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will convert into shares of a new publicly traded entity, New Sprint. Following closing, SoftBank will own approximately 70% and Sprint equity holders will own approximately 30% of the shares of New Sprint on a fully-diluted basis.

SoftBank's cash contribution, deep expertise in the deployment of next-generation wireless networks and track record of success in taking share in mature markets from larger telecommunications competitors are expected to create a stronger, more competitive New Sprint that will deliver significant benefits to U.S. consumers. The transaction has been approved by the Boards of Directors of both SoftBank and Sprint. Completion of the transaction is subject to Sprint stockholder approval, customary regulatory approvals and the satisfaction or waiver of other closing conditions. The companies expect the closing of the merger transaction to occur in mid-2013.

SoftBank Chairman and CEO, Masayoshi Son, said, "This transaction provides an excellent opportunity for SoftBank to leverage its expertise in smartphones and next-generation high speed networks, including LTE, to drive the mobile internet revolution in one of the world's largest markets. As we have proven in Japan, we have achieved a v-shaped earnings recovery in the acquired mobile business and grown dramatically by introducing differentiated products to an incumbent-led market. Our track record of innovation, combined with Sprint's strong brand and local leadership, provides a constructive beginning toward creating a more competitive American wireless market."

The SoftBank transaction is expected to deliver the following benefits to Sprint and its stockholders:

Provides stockholders the ability to realize an attractive cash premium or to hold shares in a stronger, better capitalized Sprint

Provides Sprint with \$8.0 billion of primary capital to enhance its mobile network and strengthen its balance sheet

Enables Sprint to benefit from SoftBank's global leadership in LTE network development and deployment

Improves operating scale

Creates opportunities for collaborative innovation in consumer services and applications

Sprint CEO, Dan Hesse, said, "This is a transformative transaction for Sprint that creates immediate value for our stockholders, while providing an opportunity to participate in the future growth of a stronger, better capitalized Sprint going forward. Our management team is excited to work with SoftBank to learn from their successful deployment of LTE in Japan as we build out our advanced LTE network, improve the customer experience and continue the turnaround of our operations."

#### **Transaction Terms**

SoftBank will form a new U.S. subsidiary, New Sprint, which will invest \$3.1 billion in a newly-issued Sprint convertible senior bond following this announcement. The convertible bond will have a 7-year term and 1.0% coupon rate, and will be convertible, subject to regulatory approval, into Sprint common stock at \$5.25 per share. Immediately prior to the merger, the bond will be converted into shares of Sprint, which will become a wholly-owned subsidiary of New Sprint.

Following Sprint stockholder and regulatory approval, and the satisfaction or waiver of the other closing conditions to the merger transaction, SoftBank will further capitalize New Sprint with an additional \$17 billion and effect a merger transaction in which New Sprint will become a publicly-traded company and Sprint will survive as its wholly-owned subsidiary. Of the \$17 billion, \$4.9 billion will be used to purchase newly issued common shares of New Sprint at \$5.25 per share. The remaining \$12.1 billion will be distributed to Sprint stockholders in exchange for approximately 55% of currently outstanding shares. The other 45% of currently outstanding shares will convert into shares of New Sprint. SoftBank will also receive a warrant to purchase 55 million additional Sprint shares at an exercise price of \$5.25 per share.

Pursuant to the merger, holders of outstanding shares of Sprint common stock will have the right to elect between receiving \$7.30 per Sprint share or one share of New Sprint stock per Sprint share, subject to proration. Holders of Sprint equity awards will receive equity awards in New Sprint.

Post-transaction, SoftBank will own approximately 70% and Sprint equity holders will own approximately 30% of New Sprint shares on a fully-diluted basis.

SoftBank is financing the transaction through a combination of cash on hand and a syndicated financing facility.

The transaction does not require Sprint to take any actions involving Clearwire Corporation other than those set forth in agreements Sprint has previously entered into with Clearwire and certain of its shareholders.

After closing, Sprint's headquarters will continue to be in Overland Park, Kansas. New Sprint will have a 10-member board of directors, including at least three members of Sprint's board of directors. Mr. Hesse will continue as CEO of New Sprint and as a board member.

The Raine Group LLC and Mizuho Securities Co., Ltd. acted as lead financial advisors to SoftBank. Mizuho Corporate Bank, Ltd., Sumitomo Mitsui Banking Corporation, The Bank of Tokyo-Mitsubishi UFJ, Ltd. and Deutsche Bank AG, Tokyo Branch acted as mandated lead arrangers to SoftBank. Deutsche Bank also provided financial advice to SoftBank in connection with this transaction. SoftBank's legal advisors included Morrison & Foerster LLP as lead counsel, Mori Hamada & Matsumoto as Japanese counsel, Dow Lohnes PLLC as regulatory counsel, Potter Anderson Corroon LLP as Delaware counsel, and Foulston & Siefkin LLP as Kansas counsel.

Citigroup Global Markets Inc., Rothschild Inc. and UBS Investment Bank acted as co-lead financial advisors. Skadden, Arps, Slate, Meagher & Flom LLP acted as lead counsel to Sprint. Lawler, Metzger, Keeney and Logan served as regulatory counsel, and Polsinelli Shughart PC served as Kansas counsel.

#### **About SoftBank**

SoftBank was established in 1983 by its current Chairman & CEO Masayoshi Son and has based its business growth on the Internet. It is currently engaged in various businesses in the information industry, including mobile communications, broadband services, fixed-line telecommunications, and portal services. In terms of consolidated results for fiscal 2011, net sales increased 6.6% year on year to ¥3.2 trillion, operating income increased 7.3% to ¥675.2 billion, and net income rose 65.4% to ¥313.7 billion.

#### **About Sprint Nextel**

Sprint Nextel offers a comprehensive range of wireless and wireline communications services bringing the freedom of mobility to consumers, businesses and government users. Sprint Nextel served more than 56 million customers at the end of the second quarter of

2012 and is widely recognized for developing, engineering and deploying innovative technologies, including the first wireless 4G service from a national carrier in the United States; offering industry-leading mobile data services, leading prepaid brands including Virgin Mobile USA, Boost Mobile, and Assurance Wireless; instant national and international push-to-talk capabilities; and a global Tier 1 Internet backbone. The American Customer Satisfaction Index rated Sprint No. 1 among all national carriers in customer satisfaction and most improved, across all 47 industries, during the last four years. Newsweek ranked Sprint No. 3 in its 2011 Green Rankings, listing it as one of the nation's greenest companies, the highest of any telecommunications company. You can learn more and visit Sprint at [www.sprint.com](http://www.sprint.com) or [www.facebook.com/sprint](http://www.facebook.com/sprint) and [www.twitter.com/sprint](http://www.twitter.com/sprint).

#### **Cautionary Statement Regarding Forward Looking Statements**

This document includes forward-looking statements within the meaning of the securities laws. The words may, could, should, estimate, projection, forecast, intend, expect, anticipate, believe, target, plan, providing guidance and similar expressions are intended to identify information that is not historical in nature.

This document contains forward-looking statements relating to the proposed transaction between Sprint Nextel Corporation (Sprint) and SOFTBANK CORP. (SoftBank) and its group companies, including Starburst II, Inc. (Starburst II) pursuant to a merger agreement and bond purchase agreement. All statements, other than historical facts, including statements regarding the expected timing of the closing of the transaction; the ability of the parties to complete the transaction considering the various closing conditions; the expected benefits of the transaction such as improved operations, enhanced revenues and cash flow, growth potential, market profile and financial strength; the competitive ability and position of SoftBank or Sprint; and any assumptions underlying any of the foregoing, are forward-looking statements. Such statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. You should not place undue reliance on such statements. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, that (1) one or more closing conditions to the transaction may not be satisfied or waived, on a timely basis or otherwise, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction or that the required approval by Sprint's stockholders may not be obtained; (2) there may be a material adverse change of SoftBank or Sprint or the respective businesses of SoftBank or Sprint may suffer as a result of uncertainty surrounding the transaction; (3) the transaction may involve unexpected costs, liabilities or delays; (4) legal proceedings may be initiated related to the transaction; and (5) other risk factors as detailed from time to time in Sprint's and Starburst II's reports filed with the Securities and Exchange Commission (SEC), including Sprint's Annual Report on Form 10-K for the year ended December 31, 2011 and Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 and the proxy statement/prospectus to be contained in Starburst II's Registration Statement on Form S-4, which are (or will be, when filed)



available on the SEC's web site ([www.sec.gov](http://www.sec.gov)). There can be no assurance that the merger will be completed, or if it is completed, that it will close within the anticipated time period or that the expected benefits of the merger will be realized.

None of Sprint, SoftBank or Starburst II undertakes any obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

#### **Additional Information and Where to Find It**

In connection with the proposed strategic combination, Starburst II plans to file with the SEC a Registration Statement on Form S-4 that will include a proxy statement of Sprint, and that also will constitute a prospectus of Starburst II. Sprint will mail the proxy statement/prospectus to its stockholders. **INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.** The proxy statement/prospectus, as well as other filings containing information about Sprint, SoftBank and Starburst II, will be available, free of charge, from the SEC's web site ([www.sec.gov](http://www.sec.gov)). Sprint's SEC filings in connection with the transaction also may be obtained, free of charge, from Sprint's web site ([www.sprint.com](http://www.sprint.com)) under the tab "About Us Investors" and then under the heading "Documents and Filings - SEC Filings," or by directing a request to Sprint, 6200 Sprint Parkway, Overland Park, Kansas 66251, Attention: Shareholder Relations or (913) 794-1091. Starburst II's SEC filings in connection with the transaction (when filed) also may be obtained, free of charge, by directing a request to SoftBank, 1-9-1 Higashi-Shimbashi, Minato-ku, Tokyo 105-7303, Japan; telephone: +81.3.6889.2290; e-mail: [ir@softbank.co.jp](mailto:ir@softbank.co.jp).

#### **Participants in the Merger Solicitation**

The respective directors, executive officers and employees of Sprint, SoftBank, Starburst II and other persons may be deemed to be participants in the solicitation of proxies in respect of the transaction. Information regarding Sprint's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2011. Other information regarding the interests of such individuals as well as information regarding SoftBank's and Starburst II's directors and executive officers will be available in the proxy statement/prospectus when it becomes available. These documents can be obtained free of charge from the sources indicated above. This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Sprint / SoftBank  
Investor Call  
October 15, 2012

Cautionary Statement

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This presentation includes forward-looking statements within the meaning of the securities laws. The words may, could, should, estimate, project, forecast, intend, expect, anticipate, believe, target, plan, providing guidance, and similar expressions are intended to identify information that is not historical in nature. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future including statements

relating to network performance, subscriber growth, and liquidity, and statements expressing general views about future operating results are forward-looking statements. Forward-looking statements are estimates and projections reflecting management's judgment based on currently available information and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. With respect to these forward-looking statements, management has made assumptions regarding, among other things, development and deployment of new technologies; efficiencies and cost savings of multimode technologies; customer and network usage; customer growth and retention; service, coverage and quality; availability of devices; the timing of various events and the economic environment. Sprint Nextel believes these forward-looking statements are reasonable; however, you should not place undue reliance on forward-looking statements, which are based on current expectations and speak only as of the date when made. Sprint Nextel undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our company's historical experience and our present expectations or projections. Factors that might cause such differences include, but are not limited to, those discussed in the company's Annual Report on Form 10-K for the year ended December 31, 2011 filed with the U.S. Securities and Exchange Commission, which are incorporated herein by reference and when filed, Part II, Item 1A, Risk Factors, of our Form 10-Q for the quarter ended June 30, 2012. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider any such list to be a complete set of all potential risks or uncertainties.

Soliciting Material Pursuant to 14a-12

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Cautionary Statement Regarding Forward Looking Statements

This document includes "forward-looking statements" within the meaning of the securities laws. The words "may," "could," "should," "expect," "intend," "anticipate," "believe," "estimate," "predict," "target," "plan," "provide guidance" and similar expressions are intended to identify information that is not historical in nature.

This document contains forward-looking statements relating to the proposed transaction between Sprint Nextel Corporation ("Sprint") and Starburst II, Inc. ("Starburst II") pursuant to a merger agreement and bond purchase agreement. All statements, other than statements of historical fact, are forward-looking statements.

closing of the transaction; the ability of the parties to complete the transaction considering the various closing conditions; the revenues and cash flow, growth potential, market profile and financial strength; the competitive ability and position of Softbank and Starburst II. Such statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and other factors. You should regard such statements as a representation that such plans, estimates or expectations will be achieved. You should not place undue reliance on such statements. Materially from such plans, estimates or expectations include, among others, that (1) one or more closing conditions to the transaction may not be satisfied; (2) that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction or that the consummation of the transaction may result in a material adverse change of Softbank or Sprint or the respective businesses of Softbank or Sprint may suffer as a result of uncertainties, costs, liabilities or delays; (3) legal proceedings may be initiated related to the transaction; and (4) other risk factors as detailed in the proxy statement/prospectus to be contained in Starburst II's Registration Statement on Form S-4, which are (or will be, when filed) available on the SEC's web site under the heading "Risk Factors." None of Sprint, Softbank or Starburst II undertakes any obligation to update any forward-looking statement to reflect events or the occurrence of unanticipated events. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

**Additional Information and Where to Find It**

In connection with the proposed strategic combination, Starburst II plans to file with the SEC a Registration Statement on Form S-4 which will constitute a prospectus of Starburst II. Sprint will mail the proxy statement/prospectus to its stockholders. **INVESTORS ARE ADVISED THAT THIS DOCUMENT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.** The proxy statement/prospectus will be available, free of charge, from the SEC's web site ([www.sec.gov](http://www.sec.gov)). Sprint's SEC filings in connection with the transaction will be available under the tab "About Us – Investors" and then under the heading "Documents and Filings – SEC Filings," or by directing a request to Investor Relations, Sprint, 1000 L Street, N.W., Washington, D.C. 20004; telephone: (202) 724-6889; e-mail: [ir@sprint.com](mailto:ir@sprint.com); or Sprint Investor Relations, Shimbashi, Minato-ku, Tokyo 105-7303, Japan; telephone: +81.3.6889.2290; e-mail: [ir@softbank.co.jp](mailto:ir@softbank.co.jp).

**Participants in the Merger Solicitation**

The respective directors, executive officers and employees of Sprint, Softbank, Starburst II and other persons may be deemed to be participating in the transaction. Information regarding Sprint's directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2011 and information regarding Softbank's and Starburst II's directors and executive officers will be available in their respective proxy statements/prospectuses. Such information can be obtained free of charge from the sources indicated above. This communication shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration of such securities. Any sale of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933.

**\*Non-GAAP Financial Measures**

Sprint Nextel provides financial measures determined in accordance with accounting principles generally accepted in the United States, adjusted GAAP (non-GAAP). The non-GAAP financial measures reflect industry conventions, or standard measures of liquidity and performance commonly used by the investment community for comparability purposes. These measurements should be considered not as a substitute for, financial information prepared in accordance with GAAP. We have defined below each of the non-GAAP measures. These measures may not be synonymous to similar measurement terms used by other companies.

Sprint Nextel provides reconciliations of these non-GAAP measures in its financial reporting. Because Sprint Nextel does not provide

might occur in the future, and our forecasts are developed at a level of detail different than that used to prepare GAAP-based financial statements. Nextel does not provide reconciliations to GAAP of its forward-looking financial measures.

The measures used in this release include the following:

OIBDA

is operating income/(loss) before depreciation and amortization.

Adjusted

OIBDA

is OIBDA excluding severance, exit costs, and other special items. **Adjusted OIBDA Margin**

represents Adjusted OIBDA divided by non-equipment net operating revenues for Wireless and Adjusted OIBDA divided by net operating revenues for Wireline. We believe that Adjusted OIBDA and Adjusted OIBDA Margin provide useful information because

they are an indicator of the strength and performance of our ongoing business operations, including our ability to fund discretionary spending

such as capital expenditures, spectrum acquisitions and other investments and our ability to incur and service debt. While depreciation and amortization are considered operating costs under GAAP, these expenses primarily represent non-cash current period costs associated with tangible and definite-lived intangible assets. Adjusted OIBDA and Adjusted OIBDA Margin are calculations commonly used a



analysts  
and  
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agencies  
to  
evaluate  
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compare  
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periodic  
and  
future  
operating  
performance  
and  
value  
of  
companies  
within  
the  
telecommunications industry.

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Sprint CEO  
Dan Hesse  
5

Sprint Turnaround  
Phases of the Sprint Turnaround  
I. Recovery  
II. Investment  
III. Margin Expansion  
2008 -  
2011

2012 -  
2013  
2014+  
6

Improve the Brand

Reverse subscriber  
trends

Begin growing Revenue

Eliminate costs

Conserve Capital in  
preparation for  
investment phase

Build world-class network  
platform

Eliminate duplicative  
network cost structure

Focus on growth of core  
Sprint Platform business

Expect strong margin  
improvement from  
Network Vision and  
continued revenue  
growth

Expected Transaction Benefits

**Build shareholder value**

-

Premium to current holders

-

Ownership in stronger, better capitalized Sprint

SoftBank expertise

-

Proven track record of challenging incumbent carriers

-

Leader in advanced technology

Financial **strength and flexibility**

-

Opportunities to invest, internally and externally,  
to grow our business

Enables a stronger, **more competitive #3** player in the  
US market

-

Innovation and competition benefit US consumers

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SoftBank CEO  
Masayoshi Son  
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Cautionary Statement

This document includes forward-looking statements within the meaning of the securities laws. The words may, could, anticipate, believe, target, plan, providing guidance and similar expressions are intended to identify information looking statements relating to the proposed transaction between Sprint Nextel Corporation ( Sprint ) and SOFTBANK CORP Starburst II, Inc. ( Starburst II ) pursuant to a merger agreement and bond purchase agreement. All statements, other than his regarding the expected timing of the closing of the transaction; the ability of the parties to complete the transaction considering



the transaction such as improved operations, enhanced revenues and cash flow, growth potential, market profile and financial strength of SOFTBANK or Sprint; and any assumptions underlying any of the foregoing, are forward-looking statements. Such statements are based on expectations that are subject to risks, uncertainties and assumptions. The inclusion of such statements should not be regarded as a guarantee that such expectations will be achieved. You should not place undue reliance on such statements. Important factors that could cause actual results to differ from estimates or expectations include, among others, that (1) one or more closing conditions to the transaction may not be satisfied or that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction or that the requirements for such approval may change; (2) there may be a material adverse change of SOFTBANK or Sprint, or the respective businesses of SOFTBANK or Sprint may change; (3) the transaction may involve unexpected costs, liabilities or delays; (4) legal proceedings may be initiated relating to the transaction from time to time in Sprint's and Starburst II's reports filed with the Securities and Exchange Commission (SEC), including its Annual Report on Form 10-K for the year ended December 31, 2011 and Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, and the proxy statement/prospectus on Form S-4, which are, (or will be, when filed) available on the SEC's web site ([www.sec.gov](http://www.sec.gov)). There can be no assurance that the transaction will be completed, that it will close within the anticipated time period or that the expected benefits of the merger will be realized. Notwithstanding, we have no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to revise such statements in light of new information, events. Readers are cautioned not to place undue reliance on any of these forward-looking statements. Additional Information

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The respective directors, executive officers and employees of Sprint, SOFTBANK, Starburst II and other persons may be deemed to have an interest in the transaction. Information regarding Sprint's directors and executive officers is available in its Annual Report on Form 10-K. Information regarding the interests of such individuals as well as information regarding SOFTBANK's and Starburst II's directors and executive officers will be included in the proxy statement/prospectus when it becomes available. These documents can be obtained free of charge from the sources indicated above. This offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities, if the solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Notwithstanding, we have no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to revise such statements in light of new information, events. prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Soliciting Material Pursuant to 14a-12

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Cautionary Statement Regarding Forward Looking Statements

This  
document

includes  
forward-looking  
statements  
within  
the  
meaning  
of  
the  
securities  
laws.  
The  
words  
may,  
could,  
should,  
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project,  
forecast,  
intend,  
expect,  
anticipate,  
believe,  
target,  
plan,  
providing  
guidance  
and  
similar  
expressions  
are  
intended  
to  
identify  
information  
that  
is  
not  
historical in nature.

This  
document  
contains  
forward-looking  
statements  
relating  
to  
the  
proposed  
transaction  
between

Sprint  
Nextel  
Corporation  
( Sprint )  
and  
SOFTBANK  
CORP.  
( SoftBank )  
and  
its  
group  
companies,  
including  
Starburst  
II,  
Inc.  
( Starburst  
II )  
pursuant  
to  
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merger  
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on

such  
statements.  
Important  
factors  
that  
could  
cause  
actual  
results  
to  
differ  
materially  
from  
such  
plans,  
estimates  
or  
expectations  
include,  
among  
others,  
that  
(1)  
one  
or  
more  
closing  
conditions  
to  
the  
transaction  
may  
not  
be  
satisfied  
or  
waived,  
on  
a  
timely  
basis  
or  
otherwise,  
including  
that  
a  
governmental  
entity  
may  
prohibit,

delay  
or  
refuse  
to  
grant  
approval  
for  
the  
consummation  
of  
the  
transaction  
or  
that  
the  
required  
approval  
by  
Sprint  
stockholders  
may  
not  
be  
obtained;  
(2)  
there  
may  
be  
a  
material  
adverse  
change  
of  
SOFTBANK  
or  
Sprint,  
or  
the  
respective  
businesses  
of  
SoftBank  
or  
Sprint  
may  
suffer  
as  
a  
result  
of



uncertainty  
surrounding  
the  
transaction;  
(3)  
the  
transaction  
may  
involve  
unexpected  
costs,  
liabilities  
or  
delays;  
(4)  
legal  
proceedings  
may  
be  
initiated  
related  
to  
the  
transaction;  
and  
(5)  
other  
risk  
factors  
as  
detailed  
from  
time  
to  
time  
in  
Sprint's  
and  
Starburst  
II's  
reports  
filed  
with  
the  
Securities  
and  
Exchange  
Commission  
(SEC),  
including

Sprint's  
Annual  
Report  
on  
Form  
10-K  
for  
the  
year  
ended  
December  
31,  
2011  
and  
Quarterly  
Report  
on  
Form  
10-Q  
for  
the  
quarter  
ended  
June  
30,  
2012,  
and  
the  
proxy  
statement/prospectus  
to  
be  
contained  
in  
Starburst  
II's  
Registration  
Statement  
on  
Form  
S-4,  
which  
are,  
(or  
will  
be,  
when  
filed)  
available  
on

the  
SEC's  
web  
site  
([www.sec.gov](http://www.sec.gov)).

There  
can  
be  
no  
assurance  
that  
the  
merger  
will  
be  
completed,  
or  
if  
it  
is  
completed,  
that  
it  
will  
close  
within  
the  
anticipated  
time  
period  
or  
that  
the  
expected  
benefits  
of  
the  
merger  
will  
be  
realized.

None of Sprint, SoftBank or Starburst II undertakes any obligation to update any forward-looking statement to reflect events or the statement is made or to reflect the occurrence of unanticipated events. Readers are cautioned not to place undue reliance on statements.

#### Additional Information and Where to Find It

In connection with the proposed strategic combination, Starburst II plans to file with the SEC a Registration Statement on Form statement of Sprint, and that also will constitute a prospectus of Starburst II. Sprint will mail the proxy statement/prospectus to

URGED TO READ THE PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE BECAUSE IT WILL

The  
proxy  
statement/prospectus,  
as  
well  
as  
other  
filings  
containing  
information  
about  
Sprint  
and  
Starburst  
II  
will  
be  
available,  
free  
of  
charge,  
from  
the  
SEC's  
web  
site  
([www.sec.gov](http://www.sec.gov)).  
Sprint's  
SEC  
filings  
in  
connection  
with  
the transaction  
also  
may  
be  
obtained,  
free  
of  
charge,  
from  
Sprint's  
web  
site  
([www.Sprint.com](http://www.Sprint.com))  
under  
the  
tab

About  
Us

Investors  
and  
then  
under  
the  
heading

Documents  
and  
Filings

SEC Filings,

or by directing a request to Sprint, 6200 Sprint Parkway,

Overland Park, Kansas 66251, Attention: Shareholder Relations or

(913) 794-1091. Starburst II's SEC filings in connection with the transaction (when filed) also

may be obtained, free of charge, by directing a request to SoftBank, 1-9-1 Higashi-Shimbashi, Minato-ku, Tokyo 105-7303, Ja

e-mail: [ir@softbank.co.jp](mailto:ir@softbank.co.jp)

Participants in [the Merger Solicitation](#)

The  
respective  
directors,  
executive  
officers  
and  
employees  
of  
Sprint,  
SoftBank,  
Starburst  
II  
and  
other  
persons  
may  
be  
deemed  
to  
be  
participants  
in  
the  
solicitation  
of  
proxies  
in  
respect  
of

the  
transaction.  
Information  
regarding  
Sprint's  
directors  
and  
executive  
officers  
is  
available  
in  
its  
Annual  
Report  
on  
Form  
10-K  
for  
the  
year  
ended  
December  
31,  
2011.  
Other  
information  
regarding  
the  
interests  
of  
such  
individuals  
as  
well  
as  
information  
regarding  
SoftBank's  
and  
Starburst  
II's  
directors  
and  
executive  
officers  
will  
be  
available  
in

the  
proxy  
statement/prospectus  
when  
it  
becomes  
available.  
These  
documents  
can  
be  
obtained  
free  
of  
charge  
from  
the  
sources  
indicated  
above.  
This  
communication  
shall  
not  
constitute  
an  
offer  
to  
sell  
or  
the  
solicitation  
of  
an  
offer  
to  
sell  
or  
the  
solicitation  
of  
an  
offer  
to  
buy  
any  
securities,  
nor  
shall  
there

be  
any  
sale  
of  
securities  
in  
any  
jurisdiction  
in  
which  
such  
offer,  
solicitation  
or  
sale  
would  
be  
unlawful  
prior  
to  
registration  
or  
qualification  
under  
the  
securities  
laws  
of  
any  
such  
jurisdiction.  
No  
offer  
of  
securities  
shall  
be  
made  
except  
by  
means  
of  
a  
prospectus  
meeting  
the  
requirements  
of  
Section  
10



of  
the Securities Act of 1933, as amended.

\*Non-GAAP Financial Measures

11

Sprint Nextel provides financial measures determined in accordance with accounting principles generally accepted in the United States (GAAP) and adjusted GAAP (non-GAAP). The non-GAAP financial measures reflect industry conventions, or standard measures of liquidity, profitability or performance commonly used by the investment community for comparability purposes. These measurements should be considered in addition to, but not as a substitute for, financial

information prepared in accordance with GAAP. We have defined below each of the non-GAAP measures we use, but these measures may not be synonymous to similar measurement terms used by other companies.

Sprint Nextel provides reconciliations of these non-GAAP measures in its financial reporting. Because Sprint Nextel does not predict special items that might occur in the future, and our forecasts are developed at a level of detail different than that used to prepare GAAP-based financial measures, Sprint Nextel does not provide reconciliations to GAAP of its forward-looking financial measures.

The measures used in this presentation include the following:

OIBDA is operating income/(loss) before depreciation and amortization. Adjusted OIBDA is OIBDA excluding severance, exit costs, and other special items. Adjusted OIBDA Margin represents Adjusted OIBDA divided by non-equipment net operating revenues for Wireless and Adjusted OIBDA divided by net operating revenues for Wireline. We believe that Adjusted OIBDA and Adjusted OIBDA Margin provide useful information to investors because they are an indicator of the strength and performance of our ongoing business operations, including our ability to fund discretionary spending such as capital expenditures, spectrum acquisitions and other investments and our ability to incur and service debt. While depreciation and amortization are considered operating costs under GAAP, these expenses primarily represent non-cash current period costs associated with the use of long-lived tangible and definite-lived intangible assets. Adjusted OIBDA and Adjusted OIBDA Margin are calculations commonly used as a basis for investors, analysts and credit rating agencies to evaluate and compare the periodic and future operating performance and value of companies within the telecommunications industry.

This presentation may contain certain non-GAAP financial measures. SOFTBANK CORP. ( SoftBank ) uses certain non-GAAP performance measures and ratios in managing its business. Non-GAAP financial information should be viewed in addition to, and not as an alternative for, the reported operating results or cash flow from operations or any other measures of performance prepared in accordance with generally accepted accounting principles in Japan. In addition, the presentation of these measures may not be comparable to similarly titled measures other companies may use.

SOFTBANK Consolidated Revenue

12

FY2011

FY1981

\$80bn

SOFTBANK

data

includes  
WILLCOM  
and  
EMOBILE  
data.  
SOFTBANK  
is  
WILLCOM's  
sponsor  
in  
connection  
with  
WILLCOM's  
rehabilitation  
under  
Japan's  
Corporate  
Rehabilitation  
Act,  
and  
holds  
a  
100%  
economic  
interest  
in  
WILLCOM.  
eAccess  
Ltd.,  
provider  
of  
the  
EMOBILE  
service,  
is  
the  
subject  
of  
a  
proposed  
share  
exchange  
transaction  
with  
SOFTBANK,  
whereby  
eAccess  
Ltd.  
is  
tentatively

scheduled  
to  
become  
a  
wholly-owned  
subsidiary  
of  
SOFTBANK  
in  
February  
2013,  
subject  
to  
certain  
shareholder  
and  
regulatory  
approvals  
and  
procedures.  
\* ProForma

SOFTBANK Consolidated EBITDA

13

\$18bn

FY1981

FY2011

SOFTBANK

data

includes  
WILLCOM  
and  
EMOBILE  
data.  
SOFTBANK  
is  
WILLCOM's  
sponsor  
in  
connection  
with  
WILLCOM's  
rehabilitation  
under  
Japan's  
Corporate  
Rehabilitation  
Act,  
and  
holds  
a  
100%  
economic  
interest  
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WILLCOM.  
eAccess  
Ltd.,  
provider  
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the  
EMOBILE  
service,  
is  
the  
subject  
of  
a  
proposed  
share  
exchange  
transaction  
with  
SOFTBANK,  
whereby  
eAccess  
Ltd.  
is  
tentatively



scheduled

to

become

a

wholly-owned

subsidiary of SOFTBANK in February 2013, subject to certain shareholder and regulatory approvals and procedures.

\*Non GAAP. Refer to disclaimer.

SOFTBANK EBIT

14

\$2.5bn

KDDI

Disrupted

Duopoly

\$1.2bn

SOFTBANK

Q1

Q1

Q1

Q1

Q1

Q1

Q1

Q1

(FY)

NTT DOCOMO

\$3.4bn

(USD bn)

0

2005

06

07

08

09

10

11

12

\*Created by SOFTBANK CORP. based on respective companies publicly available information.

960 Mobile Internet Companies

15

Mobile Internet Platform

Mobile Internet Platform

US Mobile Market

16

Compelling Market Opportunity

Compelling Market Opportunity

1.

Large market with rapid smartphone growth

2.

High ARPU, mainly postpaid

3.

Slow network speeds

4.

Duopolistic market

Complementary Partners

Strong Brand

Shared Vision

Smartphone and LTE Strategy

Strong US Management  
17



Sprint Turnaround Began in 2008

18

Phases of the Sprint Turnaround

I. Recovery

II. Investment

III. Margin Expansion

2008 -

2011

2012 -

2013

2014+

Improve the brand

Reverse subscriber  
trends

Begin growing revenue

Eliminate costs

Conserve capital in  
preparation for  
investment phase

Build world-class network  
platform

Eliminate duplicative  
network cost structure

Focus on growth of core  
Sprint Platform business

Expect strong margin  
improvement from

Network Vision and  
continued revenue

growth

SoftBank's Contribution (Capital)

19

-

Strengthen Balance Sheet

-

Strategic Investment

-

Network Enhancement

a

New Capital: \$8bn

\* Expected uses for New Capital

SoftBank's Contribution (Strategy)

20

Group Synergy

-

Smartphone Strategy

-

LTE Strategy

-  
Proven Track Record of  
Turnarounds

(FY)

\*Source: Created based on Sprint's publicly available information

\*Non GAAP. Refer to disclaimer.

Accelerated Growth

with SoftBank

2011Q2

11Q3

11Q4  
12Q1  
12Q2  
(\$)  
1.31bn  
1.40bn  
0.84bn  
1.21bn  
1.45bn  
Sprint Adjusted OIBDA  
21



(FY2005 to FY2011)

(FY2011)

10

20

30

40

50

60  
70  
20  
40  
60  
80  
100  
120

Subscribers(millions)

Subscribers(millions)

Mobile EBITDA

Margin

FY2005:

EBITDA

Margin:

April

2005

-

March

2006.

Subscribers

as

of

March

31,

2006.

FY2011: EBITDA Margin: April 2011 -March, 2012. Subscribers as of September 30, 2012.

SOFTBANK includes WILLCOM and EMOBILE.

\*Non GAAP. Refer to disclaimer.

FY2011:

EBITDA

Margin:

April

2011

-

March,

2012.

Subscribers

as

of

June

30,

2012.

Source : Japan: Created by SOFTBANKCORP. based on data from Bloomberg and TCA.

US:

Respective

companies

publicly

available

information

ad

Wireless

Intelligence.

\*Non GAAP. Refer to disclaimer.

Mobile EBITDA

Margin

Mobile EBITDA Margin

22

0

0%

10%

20%

30%

40%

50%

0%

10%

20%

30%

40%

50%

0

\$5.5bn  
(USD bn)  
1.0  
(FY)  
Turnaround  
Mobile EBIT (Operating Income)  
23

Full Loan  
Repayment  
\$1.7bn  
FY2007  
Original Repayment Plan  
FY2008  
FY2009  
FY2010  
FY2011  
FY2012  
FY2013  
FY2014  
FY2015  
FY2016

FY2017

FY2018

FY2006

Repayment

Ahead of

Schedule

Vodafone K.K. Acquisition Financing

Balance of SBM loan only

24

SoftBank  
+ Sprint\*  
+  
+  
+  
China  
Mobile

Verizon

AT&T

Vodafone

NTT

DOCOMO

KDDI

\*Revenue from January to June 30, 2012

Created by SOFTBANK CORP. based on

respective

companies

publicly

available

information.

\$43bn

\$27bn

\$31bn

\$18bn

Sprint

\$32bn

\$32bn

\$37bn

\$25bn

Deutsche

Telekom

Mobile Revenue

25

SOFTBANK data includes WILLCOM and EMOBILE data. SOFTBANK is WILLCOM's sponsor in connection with WILLCOM's

100% economic interest in WILLCOM. eAccess Ltd., provider of the EMOBILE service, is the subject of a proposed share exchange

scheduled to become a wholly-owned subsidiary of SOFTBANK in February 2013, subject to certain shareholder and regulatory approvals.

\*Pro forma

SOFTBANK

Group



Subscribers

26

Verizon

AT&T

T-Mobile

**33m**

NTT DOCOMO

61m

au

36m

SoftBank

+ Sprint\*

96m

105m

111m

\*Subscribers as of

June 30, 2012 US;

September 30, 2012 Japan

\*Source:

Created

by

SOFTBANK

CORP.

based

on

data

from

Wireless

Intelligence,

TCA

and

respective

companies

publicly

available

information.

SOFTBANK

data

includes

WILLCOM

and

EMOBILE

data.

SOFTBANK

is

WILLCOM's

sponsor

in

connection

with

WILLCOM's

rehabilitation

under

Japan's

Corporate

Rehabilitation

Act,

and  
holds  
a  
100%  
economic  
interest  
in  
WILLCOM.  
eAccess  
Ltd.,  
provider  
of  
the  
EMOBILE  
service,  
is  
the  
subject  
of  
a  
proposed  
share  
exchange  
transaction  
with  
SOFTBANK,  
whereby  
eAccess  
Ltd.  
is  
tentatively  
scheduled  
to  
become  
a  
wholly-owned  
subsidiary  
of  
SOFTBANK  
in  
February  
2013,  
subject  
to  
certain  
shareholder  
and  
regulatory  
approvals  
and

procedures.  
\*Pro forma

Summary

1.  
SoftBank is the Global No.3 Mobile Operator
2.  
Compelling U.S. Market Opportunity
3.  
Complementary Smartphone and LTE Strategies

4.  
Enhanced Sprint Financial Strength and Competitiveness

5.  
SoftBank's Proven Turnaround & Debt Repayment  
Track  
Record

6.  
Attractive Value to Both Companies  
Shareholders

27

Sprint CFO  
Joe Euteneuer  
28

Legacy Sprint Shareholders  
SoftBank Ownership  
New Sprint  
(\$8 billion cash infusion)  
30%  
ownership  
70%



ownership

55% of Sprint shares receive \$7.30 cash / share (\$12.14 billion)

45% of Sprint shares convert into 30% of the newly capitalized New Sprint  
(with \$8 billion cash infusion)

Attractive Shareholder Return

29

Expected Financial Benefits

30

Attractive consideration to Sprint shareholders

-

\$7.30 represents significant premium to unaffected share price

Oct. 10 Spot:

45%

30 day

(1)

:

39%

60 day

(1)

:

42%

90 day

(1)

:

54%

Strengthens Sprint's Balance Sheet

-

The first investment by SoftBank, a \$3.1 billion Sprint convertible bond, is expected to occur following this announcement

-

\$8 billion total cash contribution enhances liquidity

Capital investment improves financial and operational flexibility

(1) Based on volume-weighted average closing prices

Transaction Overview  
Currently  
3.0B Sprint  
shares  
outstanding  
SoftBank  
invests \$3.1

billion in  
convertible  
debt @  
\$5.25/share

SoftBank  
invests \$4.9  
billion in  
newly issued  
shares @  
\$5.25/share

Shares  
O/S\*  
3.0B  
4.6B  
3.6B  
70% SoftBank  
(3.2B shares)  
30% existing  
Sprint  
shareholders  
(1.4B shares)  
Step 2a  
Step 1  
Post-close  
ownership  
\$8B cash infusion into  
Sprint  
SoftBank  
4.6B  
Step2b  
\$12.1B cash  
to Sprint  
shareholders  
Sprint shareholders  
Shortly after signing  
At close  
31

\* Fully diluted pro forma shares outstanding; Converts into equity immediately prior to closing of Steps 2a and 2b  
In addition, SoftBank receives five-year warrant to purchase 54.6M shares in newly recapitalized Sprint at \$5.25 per share

Capital Structure  
as of June 30, 2012  
Actual  
Illustrative Pro forma  
upon close\*  
Net Debt / Adjusted OIBDA\* 2.95  
LTM Adj. OIBDA (3Q11-2Q12) \$4.9B

Net Debt / Adjusted OIBDA\* 1.32

LTM Adj. OIBDA (3Q11-2Q12) \$4.9B

\$14.8

\$21.3

\$6.5

\$-

\$5.0

\$10.0

\$15.0

\$20.0

\$25.0

Cash\*\*

Total Debt

Net Debt

\$6.8

\$21.3

\$14.5

\$-

\$5.0

\$10.0

\$15.0

\$20.0

\$25.0

Cash\*\*

Total Debt

Net Debt

32

\*Non-GAAP measure. Assumes no debt holder exercises change of control offer clause; \*\*Cash, cash equivalents & short-term

Conclusion

33

**Build shareholder value**

-

Premium to current holders

-



Ownership in stronger, better capitalized Sprint

SoftBank expertise

-

Proven track record of challenging incumbent carriers

-

Leader in advanced technology

Financial **strength and flexibility**

-

Opportunities to invest, internally and externally,  
to grow our business

Enables a stronger, **more competitive #3** player in the  
US market

-

Innovation and competition benefit US consumers

Q&A  
34

Appendix  
35

Share Calculation  
36  
@ Announcement  
@ Closing  
5-Year Warrants  
Sprint @  
Step 1

Common  
 Step 2a  
 (1)  
 Purchase to  
 Step 2b  
 55mm  
 Step 2c  
 (2)  
 (\$ in billions, shares in millions)  
 market  
 Conversion  
 Sprint  
 issuance  
 Sprint  
 \$12.14bn Secondary  
 Sprint  
 Warrants  
 Sprint  
 Existing common shares  
 3,004  
 --  
 3,004  
 --  
 3,004  
 (1,663)  
 1,341  
 --  
 1,341  
 Common shares issued to Softbank  
 --  
 --  
 --  
 933  
 933  
 --  
 933  
 --  
 933  
 Purchase outstanding Sprint shares  
 --  
 --  
 --  
 --  
 --  
 1,663  
 1,663  
 --  
 1,663  
 Total common shares  
 3,004

--  
 3,004  
 933  
 3,938  
 --  
 3,938  
 --  
 3,938  
 Dilution  
 (3)  
 37  
 --  
 39  
 --  
 39  
 --  
 48  
 --  
 48  
 Conversion shares / Warrants  
 --  
 590  
 590  
 --  
 590  
 --  
 590  
 55  
 645  
 Fully-diluted shares  
 3,042  
 590  
 3,633  
 933  
 4,567  
 --  
 4,576  
 55  
 4,631  
 Softbank beneficial shares  
 590  
 1,524  
 3,187  
 3,241  
 Softbank beneficial ownership %  
 16.3%  
 33.4%  
 69.6%  
 70.0%  
 Cumulative

Cumulative investment

\$3.1

\$8.0

\$20.1

\$20.4

Price

\$5.25

\$5.25

\$7.30

\$5.25

Shares

590

933

1,663

55

(1) Per share amount under Step 2a is implied based on contemplated amount of total equity contribution.

(2) Per share amount under Step 2c is implied based on warrant exercisable for shares of Parent (Sprint post-merger).

(3) Dilution based on treasury stock method. At market assumes \$5.04 10/10/2012 unaffected close, Steps 1 and 2a assume \$5

Non-GAAP Reconciliation

37

NON-GAAP RECONCILIATION - NET LOSS TO ADJUSTED OIBDA\* (Unaudited)

(Millions, USD)

Quarter To Date

6/30/12

3/31/12



12/31/11

9/30/11

6/30/11

Net Loss

\$

(1,374)

\$

(863)

\$

(1,303)

\$

(301)

\$

(847)

Income Tax Expense

(26)

(37)

(106)

(12)

(99)

Loss before Income Taxes

(1,348)

(826)

(1,197)

(289)

(748)

Equity in losses of unconsolidated investments and other, net

398

273

472

261

588

Interest Expense

321

298

287

236

239

Operating (Loss) Income

(629)

(255)

(438)

208

79

Depreciation and amortization

1,896

1,666

1,174

1,194

1,235

OIBDA\*

1,267

1,411

736

1,402

1,314

Severance and Lease Exit Costs

184

-

28

-

-

Gains from asset dispositions and exchanges

-

(29)

-

-

-

Asset impairments and abandonments

-

18

78

-

-

Spectrum hosting contract termination, net

-

(170)

-

-

-

Access Costs

-

(17)

-

-

-

Adjusted OIBDA\*

\$  
1,451

\$  
1,213

\$  
842

\$  
1,402

\$  
1,314