JOINT DECLARATION OF OLIVER VALENTE AND BARRY WEST

We, Oliver Valente and Barry West, hereby declare as follows:

BACKGROUND AND QUALIFICATIONS

1. My name is Oliver Valente and I am Vice President-Technology Development in Sprint Corporation's ("Sprint") Network Services division. I oversee research, development, design and implementation of all new and emerging technologies for Sprint's global integrated wireless and wireline networks in the form of products, features, devices and functionality. I work to position Sprint as the industry leader in technology and innovation with customers, financial and market analysts and the media; formulate Sprint's short- and long-term global integrated network technology vision; provide Sprint's input into the development of global industry standards; and manage Sprint's technology labs, including the Sprint Technology Integration Center, Advanced Technology Lab and local ILEC test and research labs, and Sprint's Concept Realization Center. I have served for 14 years in numerous management and engineering roles at Sprint, including network engineering, operations, design, site development, planning and technology development. Before joining Sprint, I worked at Centel Cellular in various engineering and management roles related to design and implementation of wireless networks. I am the current President of the CDMA Development Group, a global consortium of vendors and operators focusing on advancing CDMA technology worldwide. I earned a Bachelor of Science in electrical engineering from the University of Illinois in Champaign/Urbana and a Masters of Business Administration from the Keller Graduate School of Management in Illinois.

2. My name is Barry West and I serve as Executive Vice President and Chief Technology Officer for Nextel Communications, Inc. ("Nextel"). I joined Nextel in 1996 and have been the chief architect in creating the iDEN® wireless technology platform in partnership with Motorola. I drove the development effort that led Nextel to offer Direct Connect®, the long-range digital walkie-talkie that allows Nextel customers to communicate one-to-one or one-to-many instantly with the push of a button. I also helped to create the nation's first nationwide integrated voice and packet data network in 2000. Prior to joining Nextel, I led many successful engineering and marketing initiatives during more than 34 years for British Telecom including overseeing the rollout of a GSM digital cellular network that covered more than 90 percent of the United Kingdom's population in only nine months. I also served as director of value-added services and corporate marketing at Cellnet, the pioneer of cellular communications in the U.K.

INTRODUCTION

3. The merger of Sprint and Nextel into Sprint Nextel will create a unique wireless competitor with a balanced mix of consumer, business and government customers. From a technology perspective, this merger is about growth. Today, Sprint and Nextel have complementary capabilities. Nextel's wireless products and applications and Sprint's enterprise IP products including its Tier 1 IP backbone are well-positioned with business customers. Sprint has demonstrated success with retail consumer wireless products and data applications. Nextel's Boost brand has demonstrated success with youth segments, and Nextel's Direct Connect and Emergency Response capabilities and Sprint's private IP network have been well received by government users.

4. Sprint and Nextel customers demand constant innovation, coverage expansion, custom network solutions, unique data applications, security and reliability. To this end, both Sprint and Nextel have been pursuing an advanced technology evolution strategy. These plans focus on the development of all-IP core network technology, switching innovations, push-to-talk functionalities, handset design, higher-speed data technologies, application integration over a broad range of services and other developments. The combined company will be dedicated to an evolution of performance, feature functionality and industry-leading innovation on both the CDMA and iDEN network platforms.

5. Separately, both Sprint and Nextel are challenged to provide comprehensive services to all customer segments in a timely and economical manner. Cellular network technology has historically been optimized to support a single application—namely, voice—using a single technology platform, such as CDMA or GSM. As explained more fully below, together, Sprint Nextel will be able to create a single integrated network with a common, all-IP-based core switching and application development layer and Radio Access technologies that are optimized to a particular customer or environment. Furthermore, Sprint Nextel will be able to achieve this vision sooner and in a more scalable way than either company could individually.

6. The combined entity will provide a new level of competition to the large Bell-affiliated wireless companies in meeting the public's increasing demand for wireless communications services. After the spin-off of Sprint's ILEC properties, Sprint Nextel can actively develop new wireless services without having to balance the interests of wireline affiliates.

7. Sprint Nextel will have the assets and the scale to be a vigorous competitor in the wireless marketplace. The combined company will have the network coverage and technology required to deploy innovative new products, providing better service for customers and bolstering competition for retail, enterprise, government and wholesale customers. Sprint Nextel's spectrum resources will include Nextel's current nationwide 800 and 900 MHz CMRS spectrum, Nextel's prospective 1.9 GHz G Block channels, and Sprint's 1.9 GHz spectrum, as well as each company's licenses and leases in the 2.5 GHz Broadband Radio Service (BRS) and Educational Broadband Service (EBS). Initially, the combined company will utilize over 43,000 cell sites. Over time, some of these existing sites will be consolidated where there are overlaps in coverage, and others will be added to enhance coverage and capacity. Also, Sprint Nextel will have extensive fiber and IP resources, including Sprint's global IP fiber optic network, which includes domestic metropolitan area networks and extends to 37 international points of presence.

8. Individually, each company faces challenges in evolving its networks and technology platforms. Together, Sprint Nextel can focus development efforts for each network and by customer segment. For instance, continued development of high performance, high reliability push-to-talk features for iDEN customers in the public safety, government and enterprise segments will be a major focus. Evolving the CDMA technology to provide richer product offerings for the consumer, youth and individual business user segments will be equally important. Developing technologies for seamless interoperability between the iDEN and CDMA technologies will be paramount. Integrating these networks will allow the combined company to achieve significant technology synergies and capabilities.

9. Sprint and Nextel's new nationwide 2.5 GHz network will provide spectrum capacity needed for spectrum-intensive wireless broadband radio services, such as interactive video and multi-media applications. *See* Declaration of Todd Rowley and Robert Finch. These developments will fuel wireless growth, making possible an "interpersonal" evolution in communication over long distances using both sound and sight. The merger of Sprint and Nextel will bring together a critical mass of spectrum assets, financial backing and market incentives to move mobile-centric communications into a future where untethered multi-media video and audio interactions become commonplace. These developments could potentially transform society just as the introduction of mass-market wireless communications did two decades ago.

10. Sprint Nextel will offer a broader array of optimized, competitively-priced wireless communications solutions more quickly to a broader range of customers than either company can offer today. One way to illustrate these benefits is to follow a hypothetical customer into the "Sprint Nextel store" created after consummation of the proposed transaction. For example, the customer may be a family with teenage children. The parents anticipate using wireless devices for personal and business use; they especially like the ability to monitor their children and have them check-in after school. The teenagers anticipate using phones to stay in touch with friends locally and across the country. The Sprint Nextel sales counselor would likely direct this customer to CDMA 1x services and the sales expert could offer the family a wide choice of competitively priced handsets, with camera phones and GPS location capability, and rate plans for voice, Internet access, push-to-talk features, and unlimited long distance.

11. Another hypothetical customer could be interested in business communications solutions to efficiently manage a fleet of service vehicles, service personnel and/or a long distance trucking fleet. This customer may find nationwide push-to-talk features attractive to provide centralized dispatch instructions to units spread throughout a metropolitan area or even numerous states, while giving field personnel the ability to transmit progress reports either by push-to-talk voice or computer data display. The customer may also want GPS tracking and location service to monitor its field assets and better inform customers of scheduling changes, traffic and other unanticipated delays. The Sprint Nextel sales counselor would likely direct this customer to iDEN services and to competitively-priced push-to-talk features and voice and data services on the 800/900 MHz iDEN network, including a host of dedicated business productivity applications.

12. Another hypothetical customer instead could be looking for high speed wireless data solutions, such as equipping its sales force with anywhere, anytime connection to the company's inventory database, on-line order processing system or similar data-intensive applications. This customer may find the best wireless solutions on the Sprint Nextel 1xEV-DO network, which will be optimized to support high-speed data transfer and data intensive applications.

13. Technology benefits of the merger to the consumer will include:

- ***Improved Service Quality***
  - Shared cell site locations to increase coverage and capacity
  - Shared switching facilities to increase capacity and reliability
  - Shared IP transport network to increase capacity and reliability
  - State of the art network management facilities with greater geographic redundancy

- Migration to state of the art core signaling and control architecture (Internet Protocol Multimedia Subsystem) ("IMS")
- Enhanced interoperability capabilities for push-to-talk users

- ***Expanded Customer Offerings***
  - Increased data speeds for iDEN and CDMA networks
  - High performance push-to-talk capabilities for CDMA
  - Multi-media services for CDMA, which feature push-to-talk integration
  - Full interoperability of push-to-talk, voice and data across both companies' technologies
  - Expanded offerings, including increased service integration, security and encryption to support public safety, government and enterprise users
  - Enhanced GPS services for the iDEN and CDMA networks
  - Enhanced Group Calling capabilities for iDEN and CDMA networks
  - Expanded data application platforms for iDEN and CDMA
  - Enhanced multimedia messaging capabilities for both networks

- ***Lower Cost of Service***
  - Avoided capital expenditures by eliminating deployment of a separate stand alone Nextel high speed data network
  - Continued scale of iDEN network evolution
  - CDMA network evolution and migration to an IP-centric network jointly driven by two industry leaders in technology innovation
  - Optimization of cell site and switching locations
  - Larger base of diverse users to accelerate the adoption of more flexible, feature rich, lower cost, IP-based technologies
  - Greater flexibility to manage all aspects of product and technology supply chain
  - Ability to rationalize staffing as technologies migrate to more state-of-the art IP-based structure
  - Shared backhaul circuits from cell sites to switches

BENEFITS OF THE MERGER

Technical Benefits of the Sprint Nextel Merger

14. The merger of Sprint and Nextel will afford many opportunities to enhance services and support a broad range of customers. Combined, the companies will more quickly realize their shared vision of an all-IP network with highly efficient IP-aware Radio Access transports. The network will have the coverage needed to meet this most fundamental customer requirement. IP transport will be used to link systems, and Voice over IP ("VoIP") technology will provide common control and signaling for all services. International VoIP standards will be used to support a broad range of wireless communications services on diverse networks and devices. Appropriate Radio Access Network ("RAN") technology will be used to provide services optimized to a customer's needs.

IP Transport Networks

15. IP technology is at the foundation of the core network to provide scalable, cost-effective support for both voice and data communications. The Sprint public and private IP networks are highly scalable, statistically multiplexed, single supplier (Cisco) sourced and open standards based. The 100% native IP backbone is engineered to operate all links at a maximum 50% utilization with a minimum of two active physical paths provisioned for every city-pair backbone link. Sprint's node design provides redundant routing equipment and nationwide circuits. This reliable architecture results in low end-to-end delays, near zero packet loss and very low jitter.

16. The evolution plan for the public IP network is designed to improve the network's efficiency and availability. The Sprint IP network consists of a "core and edge" two-tier

router hierarchy to build feature richness and density at the edge and efficiency in the core. All edge-facing elements are dual homed to core elements, and the core elements utilize existing Layer 3 protocols to provide restoration in the core.

17. Sprint has constructed a private IP ("PIP") network to meet specific government and enterprise customer requirements. The PIP network also supports Sprint's conversion of the legacy network to next generation networks and provides reliable and secure IP transport for VoIP bearer and H.248/SIP signaling/control traffic. This packet-based core network is the foundation of various VoIP initiatives, which will include wireless VoIP for conversation and push-to-talk features. The PIP network is designed to be a standalone IP infrastructure for customers requiring isolation from the public Internet but providing the forwarding and resiliency properties of a large-scale Tier 1 IP backbone. Essentially, all signaling and control on the PIP network is the same as on the public IP network. The PIP core provides a migration path to simplify multiple networks by transporting legacy traffic over the converged PIP platform as well as supporting such new initiatives as the Next Generation Voice Network ("NGVN"), Integrated Local Services ("ILS"), National Local Service ("NLS") and wholesale voice transport.

18. Another principal benefit of PIP is that it is separate from the PSTN, and thus constitutes an alternative means of nationwide communication should a widespread disaster affect the PSTN, improving communications reliability in times of need. Nextel has its own PIP network to support Direct Connect. The benefits of the PIP network have been apparent in numerous emergencies in which Nextel's Direct Connect services remained operable when other communication services failed.

19. Nextel operates nationwide IP and ATM networks to support its voice, data and push-to-talk traffic. The network architecture provides highly reliable service in support of Nextel's service offerings. Like Sprint's network, Nextel's network is composed of independent public and private IP networks to ensure that security and Quality of Service ("QoS") are maintained. The public network supports all of Nextel's customer traffic. It also incorporates the largest mobile-IP deployment in the world. The private network is used to support inter-market signaling, control and Direct Connect. In addition, Nextel operates two redundant data centers that house application services and network support infrastructure.

20. Nextel does not have its own facilities for physically linking its cell sites and switching centers. Rather, Nextel leases fiber or copper capacity on others' networks to connect its locations. Because Sprint has a large network of fiber facilities, Nextel can transfer its traffic to Sprint's fiber network. The new company will utilize Multi-Protocol Label Switching ("MPLS") Virtual Private Networks ("VPNs") to migrate Nextel IP traffic quickly and easily to the Sprint backbone. MPLS is an IP-based technology that provides secure, QoS enabled transport for IP traffic. An MPLS network can be configured to support VPNs that enable bandwidth efficiency on the core network and secure communication between VPN endpoints. Nextel's current IP network will therefore be configured to operate on Sprint MPLS VPNs.

21. IP and other packet technologies will also be used to decrease backhaul costs. Both CDMA and iDEN support packetization of backhaul traffic. Trunking efficiencies can therefore be achieved by combining iDEN and CDMA traffic in co-located cell sites.

22. The IP network will be used to provide direct trunking between Sprint Nextel and other wireless carriers. Direct trunking, as the name implies, interconnects the networks of two carriers directly and avoids the use of an ILEC tandem switch and associated ILEC access charges. Direct trunking is employed when the volume of traffic between two carriers is large enough that the cost of the dedicated interconnection trunks is lower than the cost of sending traffic via an ILEC tandem. Combining the Sprint and Nextel customer bases in a given area increases the number of instances in which direct trunking with another wireless carrier will be economically advantageous. In addition to cost savings, direct trunking will produce operational benefits such as call setup improvements, reduced call failure exposure due to ILEC failures, and consolidated trunking on switches, allowing for higher port capacity utilization and lower overall costs to provide service.

IMS Architecture

23. Current cellular network architectures were created to support a single application, mobile voice, on a single technology, GSM or CDMA. To add services to these networks, applications have been developed that are unique to the particular technology being used. CDMA networks require use of their switching protocol, IS-41. GSM networks require GSM MAP. Lack of integration in the signaling networks for traditional voice and Direct Connect has resulted in service integration challenges. For example, customers are unable to use the traditional phone number for Direct Connect, but rather, must use a separate numerical address to reach others using Direct Connect.

24. Both Sprint and Nextel have recognized these challenges and share a vision for an all-IP core network, which can work seamlessly with any IP-aware Radio Access Network

technology. The combined company will have the scale needed to bring this vision to reality and, in turn, bring value to its wireless and Internet customers. IP technology, as defined by the International Engineering Task Force ("IETF") and international wireless standards organizations (3GPP, 3GPP2), opens the wireless networks to the innovation and cost structure seen on the Internet. These technologies provide a vehicle for unifying network transport and thus decreasing costs. They provide for common signaling and control structure, making application and service integration a reality.

25. The Internet and Multi-Media Subsystem ("IMS") architecture as defined by the 3GPP and 3GPP2 standards organizations forms the basis for the long-term vision for the network. IMS builds upon IETF-defined IP and VoIP technology to support global wireless mobility and integration with the Internet and Internet applications. The IMS standards define how SIP and other IP-based protocols are used to provide voice and other multi-media services. Sprint and Nextel believe that this technology will open the wireless network to innovation based on Internet technologies. To date, these technologies have not reached their full potential in wireless, or even wireline, networks. They have been used in wireless networks to provide limited data and messaging services and in landline networks to provide traditional voice service. Combined, Sprint and Nextel will have the scale necessary to drive the development of these standards to create innovative, efficient, access-agnostic services. Services and features of IMS include:

- Voice – traditional, push-to-talk
- Multi-Media – voice, data, video, messaging, email, chat, games, music
- Multi-Modality – integrated applications utilizing voice, data, location, messaging, presence, authorization
- Device and Network Aware – services adapted to access / device capabilities

- Common Service Enablers – directories, databases, location services, presence, available across all access technologies
- Common Policy Management – subscriber policy, privacy, authentication, accounting and billing services across all access technologies; enhanced user interaction
- Seamless experience – services move seamlessly across devices and networks
- Personalized services – extensive end user control of applications and features

26. Evolution to IMS will require extensive integration with existing networks. This evolution will begin with the introduction of switching and control elements that are able to support SIP/IMS technology in addition to legacy iDEN and CDMA switching protocols. Gateway switching technology that supports GSM MAP, IS-41 and SIP will be introduced to interface with the PSTN and the Internet. Multi-technology Home Location Registers will be introduced to provide common authentication across the technologies.

27. Direct Connect will also be integrated with the IMS core network to provide seamless inter-working between Direct Connect, traditional voice and data applications. In 2002, Nextel recognized the potential of the IP technology and began development of a SIP gateway for the iDEN network. This gateway will allow for interoperable push-to-talk communication between the iDEN and CDMA networks. IMS will also enable Sprint Nextel to offer new services on iDEN or CDMA, providing greater flexibility to consumers without sacrificing features.

28. The IMS architecture improves users' abilities to have seamless access to services both in home and roaming markets. Sprint Nextel will also be able to use the IMS architecture to allow Mobile Virtual Network Operators ("MVNOs") to more fully customize services and features to their customers.

Application Services

29. Nextel and Sprint independently offer a wide range of data application services on their current-generation technologies. Both companies sustain a wide range of WAP and Java applications and supporting application download infrastructure. Both have also begun to develop infrastructure that can expose network information, such as location data, to external application providers through standard application programming interfaces ("APIs").

30. Sprint services are centered on the Sprint Business Mobility Platform ("BMP"). BMP provides a flexible, secure environment that makes telephony data and network elements available to enterprise and third party developers. Mobility within the context of the BMP includes wireline, wireless and enterprise telephony and data networks as well as devices ranging from PCs to PDAs to phones. The BMP delivers a common interface for exchanging data about a user whether the user is at home, at work, on the road or connected to a landline or wireless network.

31. Nextel supports a rich application developer environment today. Wireless voice, data, location and messaging services are exposed to handsets and RIM messaging devices via Java and WAP and to third parties via standard APIs. Nextel also provides application authentication services to software partners via an open API. Nextel has also built a large number of application suites to support specific industry segments.

32. Combined, Sprint and Nextel intend to evolve these capabilities to support a comprehensive suite of APIs and development environments that are tightly coupled to the IMS core network. Developers will interact with Sprint Nextel utilizing Internet technologies like http, XML and Java. They will be able to integrate voice, data,

messaging or network services such as presence, location, voice browsing, transcoding or alerting into applications. Network interactions will be authenticated and developers will be provided with accounting information without being required to have knowledge of the underlying network elements. These APIs together with the increased scale and customer diversity of the combined company will enable Sprint Nextel and developer partners to create new services. These applications will benefit customers through:

- Overall reduction in time to market for new applications
- Enhanced value to customers
- Improved end user experience
- Increased functionality
- Reduced costs

Radio Access Networks ("RAN")

33. Initially, Sprint Nextel will operate two distinct RANs over which three distinct technologies are deployed: Sprint's existing CDMA-based network using 1xRTT for voice and data and 1xEV-DO technology for higher-speed data (*see* Attachment 1), and Nextel's iDEN network for voice and data (*see* Attachment 2). Sprint Nextel will maintain these networks while it develops and deploys a transition plan to support future wireless high-speed data and voice operations. Individual customers will be able to choose the network and equipment that best suit their needs.

34. Today, Sprint's nationwide RAN uses CDMA technology in the PCS frequencies located between 1850 MHz and 1990 MHz. The RAN is composed of radio base transceiver stations ("RBTS") and base station controllers ("BSCs") and is supplied by multiple vendors. Sprint's RAN is based on open standards and utilizes a standard interface, inter-operability services ("IOS"), for communication with the core switching network. Sprint

currently has over 24,000 cell sites across the United States, Puerto Rico and the U.S. Virgin Islands. Its network consists of equipment from four major infrastructure suppliers.

35. Nextel operates a RAN based on the iDEN technology on approximately 18.5 MHz of spectrum in the 800 MHz band and 4.0 MHz in the 900 MHz band. iDEN is a proprietary TDMA-based technology developed jointly by Motorola and Nextel. It utilizes M-16 QAM modulation and a unique four sub-carrier structure to provide a raw channel rate of 64 kbps in 25 KHz SMR channels. Nextel currently operates 19,700 cell sites.

36. Sprint Nextel initially will operate the two RAN networks, managing them as one entity, and will focus its integration efforts at the core and backhaul. Both RANs will continue to evolve. Sprint Nextel will continue to deploy 1xEV-DO technology, continue to enhance the CDMA network and continue to deploy iDEN to serve its customers and to meet 800 MHz reconfiguration requirements. Initially, the combined company will have access to more than 43,000 cell sites for deploying CDMA and iDEN technologies. This expanded access to sites will benefit customers of both networks by providing for more transmission points, which will improve coverage and capacity and reduce dropped and blocked calls. In addition, the FCC has adopted a plan to solve the problem of interference to the 800 MHz public safety communications systems by reconfiguring the band to separate public safety and other high-site licensees from cellular licensees using spectrally incompatible high-density, low-site cellularized network architecture. Access to Sprint locations may help facilitate Nextel's 800 MHz retuning and better preserve service coverage and capacity during the three-year 800 MHz reconfiguration process.

37. In the long term, the combined company will moderate the growth of the iDEN RAN and add incremental growth and new features to the CDMA-based networks. Sprint and Nextel intend to deploy 1xEV-DO Revision A ("1xEV-DO Rev. A") to support high performance push-to-talk and data applications. 1xEV-DO Rev. A is an evolution of the 1xEV-DO technology now being deployed and has features necessary for push-to-talk and VoIP, such as increased up-link capacity, decreased latency and improved QoS. Over time, Sprint Nextel will further enhance the CDMA network to increase performance. The company also anticipates deployment of broadband radio services technology in the 2.5 GHz band as the technology and business case mature (*see* Declaration of Todd Rowley and Robert Finch).

38. Sprint and Nextel intend to continue operating iDEN technology for the foreseeable future. After completion of rebanding, the iDEN network will have extensive coverage and will be able to share backhaul facilities. It will also continue to be a very efficient technology for use in the 900 MHz SMR band. Indeed, Nextel today operates combined 800/900 MHz iDEN seamlessly to customers. Integration of the core network and continued evolution of iDEN handsets will enable Sprint Nextel to offer competitive voice and narrowband data services and push-to-talk features on the 800/900 MHz network.

Next-Generation Push-to-Talk Features

39. Push-to-talk will continue to be an important voice feature for Sprint Nextel. Moreover, through integration with IMS and its shared network service enablers, such as authentication and directories, push-to-talk can be tightly linked to the other services to provide a comprehensive, feature-rich experience for end users.

40. The primary focus for quality improvement in the CDMA-based version of push-to-talk will be in the areas of call setup time, conversation latency and voice quality. The focus on improving functionality will be in areas of enabling expanded broadcasting capabilities, simultaneous voice and data and, potentially, push-to-talk with video telephony and instantaneous connection to the receive parties. Sprint and Nextel expect that the integration of Direct Connect with IMS, together with the improved performance of the CDMA network, will result in a platform that can be used to create a wide range of new services for consumers.

Wireless Terminals

41. Today, Sprint offers a wide variety of mobile terminal solutions that range from voice-only handheld terminals, through voice and data capable handhelds, to smart phones and wireless PC modem cards. Sprint has a diverse terminal supplier base that helps reduce the cost of the terminal, ultimately lowering the end cost to the end user. CDMA handset volume worldwide is, however, significantly smaller than it is for GSM, resulting in generally higher prices for CDMA handsets.

42. Motorola is by far the largest supplier of iDEN technology-based terminals to Nextel. Nextel has therefore been limited to the range of devices that can be developed by a single manufacturer to serve most of its customers. Advancements in the semiconductor industry have decreased cost and increased functionality over time, but, because of Motorola's status as a principal supplier, Nextel has had to rely on industry benchmarking to maintain competitive pricing.

43. Combined handset costs for Sprint Nextel are expected to decline. The combined entity will have increased purchasing volume, Nextel will have eliminated its primary-source

dependence, and the worldwide volume of CDMA handsets will increase. All of these factors will combine to lower equipment costs to the benefit of consumers.

44. Both Sprint and Nextel have a strong commitment to the Java development environment in handsets. Sprint Nextel will maintain this commitment to Java and to exposing the handset platform and network infrastructure to application partners via standard interfaces. Sprint Nextel may also support additional development environments.

45. In the short term, Sprint Nextel will investigate development of a multi-mode, multi-band terminal that can support 1xRTT voice and data, 1xEV-DO data and iDEN. This combined terminal could provide existing and prospective push-to-talk customers with access to a wider range of services and capabilities than exist on an iDEN-only terminal. After development and deployment of high performance push-to-talk on the CDMA platform, the value of dual-mode phones will be reassessed.

SPRINT NEXTEL SPECTRUM POSITION

Overview

46. Sprint averages 25.5 MHz of spectrum at the 1.9 GHz band in the areas in which it is licensed to provide service. With the FCC's 800 MHz band reconfiguration order, Nextel will average 14 MHz at 800 MHz, 4.0 MHz at 900 MHz and 10 MHz at 1.9 GHz. In total, the merged company will have an average of no more than 53.5 MHz of CMRS spectrum in its licensed markets.[1]

Sprint Spectrum Capacity Analysis

47. Forecasting spectrum needs is a complex task requiring a number of long-term assumptions concerning demand and network modeling. Considerations include:

[1] As noted elsewhere, these data include spectrum licensed to Nextel Partners.

- *Demand Assumptions, Subscriber Minutes of Use and Megabyte ("MOU/MB") Forecast*–Sprint has over 24 million voice and data subscribers (including affiliate and MVNO subscribers) using 1xRTT technology, as well as one of the highest MOU per MHz in the industry. Sprint's experience with the growth of data services and the growth rate of EV-DO services in other countries, such as Korea, indicates there will be increasing demand for higher bandwidth services such as streaming video. Sprint has also been aggressively rolling out a wholesale second brand strategy signing up Virgin Mobile, Qwest, ESPN and others, resulting in a large number of new subscribers using Sprint's spectrum portfolio.

- *Network Modeling*–Capacity forecasting requires projections of service requirements, number of sites deployed, and traffic distribution by geography and time-of-day. To ensure reliable EV-DO service and sufficient download speeds, numerous channels would have to be deployed.

Nextel Spectrum Capacity Analysis

48. As noted above, with the FCC's band reconfiguration order, Nextel will have 14 MHz of contiguous spectrum in the 800 MHz band, 4.0 MHz of noncontiguous spectrum in the 900 MHz band, and 10 MHz of contiguous spectrum in the 1.9 GHz band. The 800/900 MHz spectrum will continue to support the iDEN network.

49. The downlink frequencies of the 1.9 GHz G Block channels, 1990-1995 MHz, are currently used by Broadcast Auxiliary Service (BAS) licensees for electronic newsgathering operations and related field-to-station or transmitter links. The FCC's 800 MHz reconfiguration order requires Nextel to retune these and other BAS licensees to new assignments within the BAS spectrum allocation above 2.1 GHz, in accordance with prior Commission decisions reallocating this spectrum first to the Mobile Satellite Service, and now for terrestrial wireless communications. BAS retuning must be completed within 30 months of a start date sometime in 2005. Nextel is authorized to initiate service on the G Block once it retunes incumbent operators.

50. Continued high subscriber growth could strain Nextel's spectrum use in some markets, necessitating additional cell splitting and other capital-intensive subscriber capacity-

enhancing solutions. Upon successful retuning of the incumbent 1.9 GHz licensees, however, Nextel could deploy a competitive next generation network using the G Block spectrum.

Sprint Nextel Integrated Operations

51. The analysis of Sprint's and Nextel's respective spectrum holdings and technology deployments demonstrates that the merger will produce benefits for both companies' subscribers and attract additional customers to Sprint Nextel's network. The capacity and service quality benefits to be achieved are substantial and will be rolled out over the next few years as the merged company integrates its operations and technologies. Importantly, the merged company's strategy eliminates the need to construct Nextel's planned wireless broadband network and permits the acceleration, expansion, and enhancement of the CDMA EV-DO deployment Sprint has already commenced. Nextel customers will benefit almost immediately by gaining access to Sprint's high speed wireless data services with air-cards. Sprint customers will also benefit as Sprint Nextel continues to focus on deploying best-in-class push-to-talk features on the CDMA network.

52. The combined cell site assets of Sprint Nextel will be particularly beneficial in enabling the new company to operate the optimal combination of tower sites necessary to maximize coverage, fill in dead spots, and add capacity to the CDMA and iDEN networks. Consumers will enjoy improved coverage, improved audio quality, and fewer blocked and dropped calls. As this process progresses, Sprint Nextel will be able to decommission duplicative cell sites thereby freeing tower space for other uses (*e.g.*, other wireless providers, public safety and new technologies) and achieving savings in site

rental and other expenses. Sprint Nextel's combined site optimization should also reduce overall demand for new towers, thereby helping to control cell site proliferation in the marketplace.

53. Finally, integration of Nextel's 1.9 GHz G Block spectrum into Sprint's existing PCS operations will be efficient, leveraging Sprint's existing 1.9 GHz network on behalf of the merged company, its combined customer base and future subscribers. In the future, as new customers gravitate to CDMA-based offerings of Sprint Nextel, the opportunity will exist for the combined company to assess utilization of 800 MHz spectrum assets for improvements to CDMA and next generation network quality, coverage and capacity, including rural sites and in-building coverage. The combined assets, including the spectrum portfolio and cell site assets, will be necessary for Sprint Nextel to effectively compete with larger U.S. wireless carriers.

54. In the future, Sprint Nextel's combined assets in the 2496-2690 GHz band have the potential to be used in a manner that will change the way people communicate comparable to the communications revolution that accompanied the introduction of cellular mobile devices. Consumers will benefit as broadband data providers of every stripe compete to build innovative technology platforms and deliver new services at lower prices (*see* Declaration of Todd Rowley and Robert Finch).

CONCLUSION

55. The Sprint and Nextel merger will provide the network coverage and spectrum assets necessary to deliver integrated communications solutions to meet the current and future needs of consumer, business and government customers. Customer demand for new innovative services that utilize wider bandwidth and provide quicker access to enhanced

voice services, personalized content, streaming media, business applications, web-browsing, messaging and gaming will be more efficiently addressed by a carrier that provides a best-in-class integrated voice and data network with fewer gaps in nationwide coverage and an IP backbone.

56. To market services successfully, both Sprint and Nextel need to remain competitive in the development and deployment of advanced digital services. The merger will allow the combined entity to provide greater value to customers, including offering consistent features, functionality, quality and service on a nationwide basis. The combined company will offer a wide array of products to address customer needs. Sprint Nextel will continue to be a partner of choice for content providers, systems integrators, cable operators and Mobile Virtual Network Operators. Additionally, the joint 2.5 GHz spectrum position of Sprint and Nextel will further accelerate the development and deployment of next generation wireless broadband services and applications using advanced BRS technologies (*see* Declaration of Todd Rowley and Robert Finch).

I, Oliver Valente, declare under penalty of perjury under the laws of the United States that the foregoing declaration is true and correct to the best of my knowledge and belief.

/s/ *Oliver Valente*
Oliver Valente

Executed on February 8, 2005.

I, Barry West, declare under penalty of perjury under the laws of the United States that the foregoing declaration is true and correct to the best of my knowledge and belief.

/s/ *Barry West*
Barry West

Executed on February 8, 2005.

Attachment 1
Sprint CMRS Background

1. Sprint has pioneered a nationwide digital wireless network based on Code Division Multiple Access ("CDMA") technology. This network has been deployed at the 1.9 GHz PCS frequencies and currently supports over 24 million voice and data subscribers. Sprint's wireless business initiative began as a limited partnership called Sprint Spectrum, d.b.a. Sprint PCS. The partnership consisted of Sprint Corporation, Cox Cable, Comcast and TCI Cable. In the mid-1990's, the limited partnership was seen as an opportunity to leverage the newly opened 1.9 GHz PCS spectrum and the limited innovation and pricing competition under the then-cellular duopoly to provide commercial mobile radio services. With the acquisition of PCS licenses, Sprint Spectrum began the task of technology selection and network build of a second-generation ("2G") wireless network. A timeline of the history is provided as Figure 1.

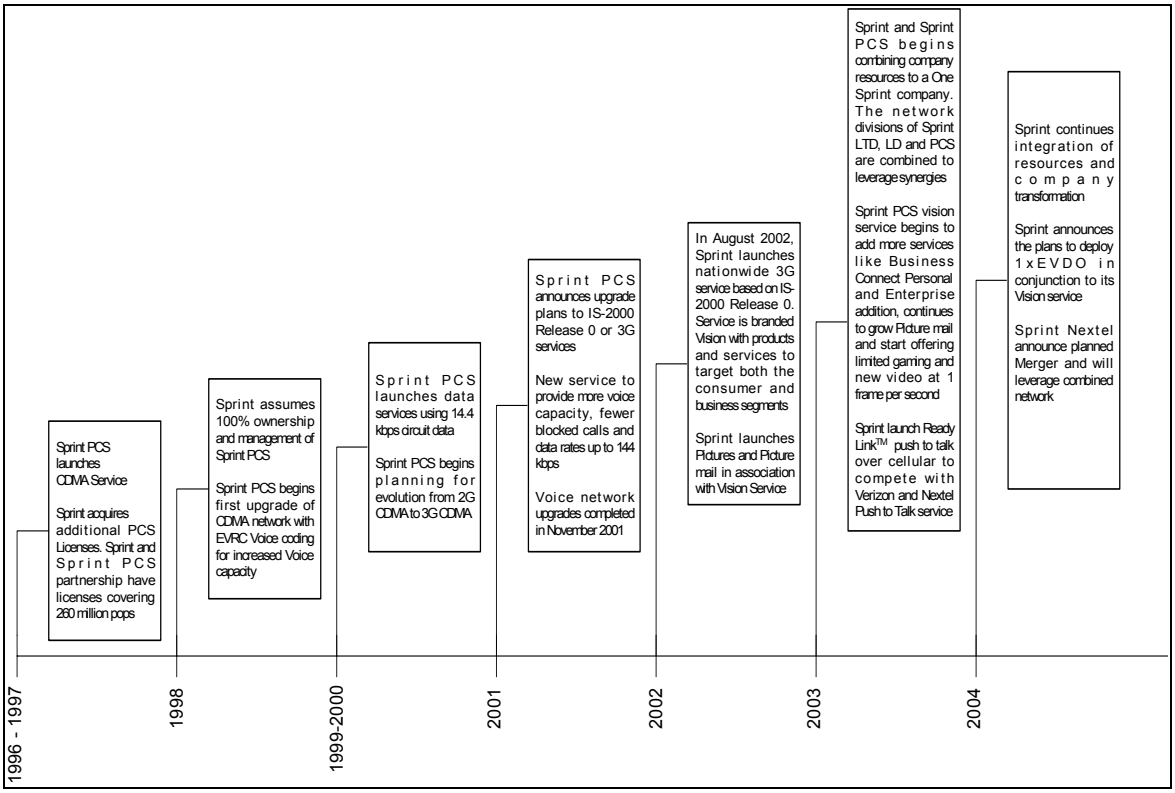

Figure 1: Sprint PCS Timeline

2. Sprint Spectrum selected CDMA radio interface technology, which was standardized by the TIA-EIA. Sprint Spectrum believed that the promise of CDMA advances, in addition to the spectral efficiency provided by the IS-95 solution, gave it a clear advantage over other 2G wireless solutions, including Time Division Multiple Access ("TDMA") and Global System for Mobile Communications ("GSM").

3. Sprint Spectrum launched its first markets in 1996 and continued a nationwide deployment through 1997 for about two-thirds of the nation. By the end of 1997, Sprint Spectrum had the first all-digital, 2G network in operation. Sprint Corporation purchased additional PCS licenses, giving Sprint Corporation and Sprint Spectrum together licenses covering all 260 million POPs across the entire United States, Puerto Rico and the U.S. Virgin Islands.

4. In 1998, Sprint Corporation agreed to assume 100% ownership and management control of Sprint Spectrum, going forward under the name of Sprint PCS (hereinafter "Sprint"). In this same year, Sprint accomplished the first major upgrade of the CDMA network by improving the network capacity of the CDMA air interface through deployment of Enhanced Variable Rate Coding ("EVRC") voice coding and decoding. This decision allowed the network to reap a 50% increase in the voice carrying capacity of the CDMA air interface.

5. In 1999, Sprint began using CDMA technology to deliver circuit-switched data services to both consumer and business customers. Data capable phones were launched, as was the wireless air card for laptop computers. While the data rates achieved by the network were 14.4 kbps, with compression technology, users of air cards were able to achieve

speeds similar to a 56k dial-up modem. This data service began to build the foundation for Sprint's next planned network upgrade to third generation ("3G") services.

6. In August 2002, Sprint launched a nationwide 3G network based on CDMA. The technology upgrade, called 1xRTT (also known as IS-2000 Release 0 and 3G1x), was achieved via new channel cards in the base stations, software in the network and new terminals. The upgrade was prompted by two major benefits: increased voice capacity efficiencies and increased data speeds. 1xRTT provided a two-fold increase in voice capacity and peak data rates ten times faster than the 2G CDMA solution for new terminals. The other major change was the introduction of wireless packet data into the CDMA network. With the evolution of Sprint's network, the user could now be always connected for data as well as for voice.

7. With the upgraded 1xRTT network in place, Sprint has been able to develop industry-leading data services and offer innovative products such as those offered under its Vision service, including Picture Mail and Video Mail. Other services, such as Business Connect Personal and Enterprise editions, allow customers to access their desktop email from their mobile terminal. Sprint has also launched ReadyLink™ push-to-talk features based upon its Vision service. ReadyLink provides consumers with the ability to communicate with one or many users with one touch access.

Sprint's Current CDMA network

8. Since 2002, Sprint has continued to operate its CDMA wireless network based on the 1xRTT standard. Sprint also enables clientless compression and bandwidth optimization solutions in its core network that provide end users with a wireless data experience that is two to five times faster than the average rate of 50 kbps to 70 kbps. Currently this

clientless bandwidth optimization is available to laptop users with a Sprint Air Card. With 1xRTT and the ability to support both voice and data, Sprint has been able to customize and package services since the technology leverages the same air interface, a common carrier and a common technology.

9. In June 2004, Sprint announced that it would deploy and offer Evolution Data Optimized ("1xEV-DO") using the TIA-EIA IS-856 Release 0 standard. 1xEV-DO requires that a dedicated radio frequency carrier be allocated to data services. The advantage of deploying this data-optimized technology is that customers will see an order of magnitude increase in average data rates when using a 1xEV-DO wireless modem card. For example, on Sprint's current 1xRTT network, a customer using a wireless air card would experience an average data rate of 50 to 70 kbps with peak bursts up to 144 kbps. However, with 1xEV-DO, this same customer would experience an average data rate in the 300 to 500 kbps range with peak data bursts up to 2450 kbps. Sprint launched its initial 1xEV-DO service in several U.S. cities in 2004. Sprint will continue to add cities in 2005 and into 2006 covering the vast majority of Sprint's metro areas.

Sprint's Wireless Evolution

10. Sprint's leadership in data services will continue to grow as it continues to deploy 1xEV-DO technology. Sprint's initial decision to deploy CDMA technology has given it flexibility to offer high quality and high capacity wireless voice service with innovative and unmatched wireless data services. This same flexibility is key to Sprint's wireless evolution and will be the basis of Sprint Nextel's CDMA technology evolution. New standards have been established that will allow the merged company to expand even

further in wireless performance and functionality, leveraging 1xEV-DO Revision A ("1xEV-DO Rev. A").

11. 1xEV-DO Rev. A further enhances the capabilities of CDMA technology by increasing data rates in both the downlink and the uplink. The downlink data rate peaks at 3.1 mbps, with anticipated average data rates of 400-600 kbps. 1xEV-DO Rev. A has support for uplink data rates of up to 1.8 mbps as a mandatory requirement. The standard is expected to support average user data rates in the 300-500 kbps range.

12. Sprint is in the process of migrating to an all-IP network architecture. Given this architecture and the high possibility of blending the same service across different access types (wired or wireless), Sprint has decided to make an evolutionary migration towards 1xEV-DO Rev. A. There are many reasons why this path makes most sense to Sprint and to the customer, but the most compelling reason is the ability to offer end-to-end IP connectivity for both data and voice and to offer those services regardless of the access used. 1xEV-DO Rev. A supports exceptionally short call setup times, provides excellent service quality and can be deployed to the market in a competitive time frame.

13. Sprint is currently rolling out 1xEV-DO technology. It plans to complete this network upgrade in early 2006. During this period, Sprint will be performing technical due diligence and trials of 1xEV-DO Rev. A. This work is expected to begin late in 2005 and continue through mid-2006. Sprint anticipates that it will begin upgrading its Radio Access Network ("RAN") to 1xEV-DO Rev. A starting in late 2006 or early 2007, completing this upgrade in late 2007 or early 2008. In addition, Sprint continues to add new services and features to its Vision product.

Attachment 2
Nextel Background

1. Nextel was founded in 1987 as Fleet Call, Inc. ("Fleet Call") for the purpose of bringing consolidation to the fragmented Specialized Mobile Radio ("SMR") industry. Fleet Call's founders, Morgan O'Brien and Brian McAuley, believed that the SMR industry could benefit from aggregating more spectrum for trunked radio systems, thereby increasing their operational efficiency and capacity. Furthermore, they believed that consolidation in billing and customer service would also drive efficiency and increase customer satisfaction. To achieve this vision, Fleet Call began a lengthy and complex merger and acquisition process to acquire sufficient SMR spectrum. Spectrum acquisition initially focused on California, Texas, Illinois and New York.

2. After consolidating its SMR holdings, Fleet Call began to seek greater operational efficiencies. To accomplish this, it sought to implement an efficient and modern digital cellular access technology, rather than continuing to rely on high-site, analog trunked radio technology. Fleet Call filed a waiver request with the FCC in 1990 requesting that the SMR licensing rules be modified to permit digital, cellularized, low-site, low-power operations. These changes would enable greater frequency reuse, greater subscriber capacity and a broader array of services than was possible using traditional, high-site SMR architecture. In February 1991, the FCC found that its SMR rules already permitted these operational changes and unanimously granted Fleet Call's waiver request for extended construction periods to build wide-area cellular networks.

3. In November 1991, Fleet Call selected the Motorola-developed Motorola Integrated Radio System ("MIRS") to migrate its analog trunked radio systems to a new digital, cellular technology that would support low site operations and frequency reuse. The

MIRS system was a digital technology that combined the techniques of Time Division and Frequency Division Multiple Access; radical advancements in modulation for cellular-like operations; GSM Core network technology; and a highly advanced packet radio network to support the dispatch (later to be known as Direct Connect) functionality.

4. Fleet Call launched the first MIRS network in Los Angeles, California in September 1993. Due to the complex and immature nature of the MIRS technology, the launch had limited commercial success. However, Fleet Call continued to roll out the technology in Los Angeles and each of the five other major cities in which it operated: Chicago, Dallas, Houston, New York and San Francisco.

5. During the 1990's, Fleet Call continued its merger and acquisition activities, purchasing such SMR companies as Dial Call, OneComm, Discom and Powertel. Fleet Call also bought Motorola's SMR holdings. These acquisitions provided Fleet Call with a nationwide spectrum position. Dial Call, OneComm, Discom and Powertel were all actively engaged in deploying the Motorola MIRS technology at the time of their acquisition by Fleet Call. In March 1993, Fleet Call announced its name change to cover the integration of all the consolidated entities to Nextel Communications, Inc.

6. In 1995, in light of problems in the performance of the MIRS technology and its desire to continue developing its nationwide network, Nextel announced a major investment by Craig McCaw. This investment facilitated the development of a new version of the technology, which became known as iDEN ("Integrated Digital Enhanced Network"), and enabled Nextel to expand its nationwide network. Nextel launched the improved iDEN technology throughout its footprint from mid-1996 through 1997.

7. Immediately after launching the iDEN technology, Nextel began to develop and deploy enhancements to its service offerings. In 1999, Nextel launched the first mobile-IP-based, always-on packet data network, featuring an integrated WAP browser in every handset. Shortly thereafter, Nextel included Java in all of its handsets, becoming the first carrier to have advanced data capabilities in every new handset that it sold.

8. Also in 1999, Nextel began an unprecedented series of enhancements to its Direct Connect feature, including the launch of Nextel Business Networks, which allowed customers from different companies to use Direct Connect within their regional calling area. National Business Networks was followed shortly thereafter by the launch of roaming capabilities for Direct Connect users. In 2003, Nextel further enhanced its differentiated Direct Connect feature by adding nationwide capabilities, and in 2004 Nextel introduced international Direct Connect. All of these capabilities continue to showcase Nextel's leadership and innovation in high-performance push-to-talk solutions. Nextel continues to expand the geographic reach and feature functionality of Direct Connect.

9. Today, Nextel offers iDEN technology to over 16 million subscribers. Nextel's innovative leadership in the development of unique products and services and its dedication to maintaining the highest quality network performance have earned it numerous customer satisfaction and network quality awards along with significant national recognition from the media, government and industry experts.

Nextel's Current Network

10. In 2005, Nextel plans to make available the broadest range of handsets in its history: from the ultra-compact i830 to rugged handsets meeting military specifications for

reliability and intrinsic safety. Nextel also plans to increase the availability of a number of its services and features. Direct Talk, which enables point-to-point communication, will be available on many handsets. Direct Connect will be enhanced through the addition of encryption on limited handsets and through Group Connect, which enables users to make nationwide group calls to dynamically created sets of users. Nextel also plans to enhance its product portfolio through an expanded line of GPS-enabled applications and custom coverage solutions. Nextel will also trial Direct Connect enterprise landline console technology. Finally, Nextel will soon introduce a new data service, WiDEN, to provide data rates up to 80 kbps.

Nextel's Technology Evolution

11. Prior to its agreement to merge with Sprint, Nextel was actively considering adding broadband data capability to its network using either a version of the CDMA standard or a next-generation, packet-switched mobile broadband technology. Nextel understood that migration to all-IP would provide it with a platform upon which it could create cost-effective differentiated wireless applications. In fact, Nextel has already made significant steps toward this vision. Nextel has developed an IP gateway for iDEN technology to interoperate seamlessly with other push-to-talk technologies. Nextel has also worked with Qualcomm to develop QChat for push-to-talk on CDMA. QChat is a robust, feature rich, IP-based application that is capable of supporting high-performance push-to-talk on CDMA technology. Nextel has investigated and tested key technologies needed to ensure that existing iDEN voice and data services and push-to-talk features can be easily integrated with future all-IP based services.