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September 15, 2009

Mr. Jeff R. Derouen
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-0615

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PUBLIC SERVICE
COMMISSION

Re: Notice of Sprint Nextel's Acquisition of Virgin Mobile

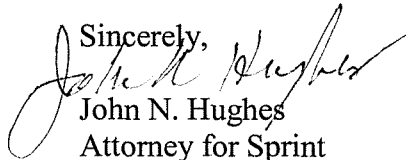
Dear Mr. Derouen:

The purpose of this letter is to give notice of an upcoming transaction involving acquisition of ownership and control of Virgin Mobile USA, Inc. ("Virgin Mobile") by Sprint Nextel Corporation ("Sprint Nextel"). As you know, Virgin Mobile and Sprint Nextel's wireless subsidiaries are not subject to the jurisdiction of this Commission with respect to entry regulation. The ownership changes from the acquisition involve only Virgin Mobile; there will be no changes to the Sprint Nextel entities operating in the Commonwealth of Kentucky as a result of this transaction.

On July 27, 2009, Sprint Nextel and Virgin Mobile entered into a definitive agreement pursuant to which Sprint Nextel will acquire all of the outstanding shares in Virgin Mobile that Sprint Nextel does not currently own. Virgin Mobile shareholders will receive shares in Sprint Nextel in exchange for their shares in Virgin Mobile (and cash in lieu of partial shares). The transaction will be seamless to the wireless customers of Sprint Nextel and Virgin Mobile and there will be no effect, interruption or change in the wireless services provided to the companies' Kentucky customers as a result of the transaction.

Based in Warren, New Jersey, Virgin Mobile is a publicly traded Delaware corporation that provides prepaid wireless telecommunications services as a mobile virtual network operator ("MVNO"), using Sprint Nextel's wireless network infrastructure and transmission facilities. Virgin Mobile also provides postpaid wireless services under the brand "Helio by Virgin Mobile".

Thank you for your consideration and please call me if you have any questions regarding this notice of the upcoming Sprint Nextel-Virgin Mobile transaction.

Sincerely,

John N. Hughes
Attorney for Sprint
Nextel Corporation