



William E. Hendricks III
Sprint – Attorney
(541) 387-9439 phone
(541) 387-9753 fax
tre.e.hendricks.iii@sprint.com

VIA E-MAIL AND REGULAR MAIL

March 7, 2006

Dennis J. Moss
Administrative Law Judge
Washington Utilities & Transportation Commission
1300 S. Evergreen Park Drive SW
PO Box 47250
Olympia, WA 98504-7250

RE: WUTC Docket UT 051291

Dear Judge Moss:

Enclosed please find Sprint Nextel's Response to Bench Request No.1.

Please do not hesitate to call if you have any questions.

Sincerely,

William E. Hendricks

WEH/sm
Enclosure
c. Simon ffitc
Judy Krebs
Greg Trautman

RECEIVED
RECORDS MANAGEMENT
05 MAR -9 AM 8:08
STATE OF WASH
UTIL. AND TRANSP.
COMMISSION

Docket No. UT-051291
Sprint Nextel's Response to Bench Request No. 1
Date: 3/7/06
Preparer: John Felz
Witness: Nancy Judy
Preparer Telephone Number: 913.315.9238

Bench Request No. 1:

On March 6, 2006, the Commission asked during the presentation of the multi-party settlement in this docket for information regarding the composition and selection of the LTD Holding Company's, which will later be named EMBARQ, board of directors and executive staff. Sprint provides the following answer, which is an excerpt from Sprint's S1 filing with the SEC.

ANSWER:

MANAGEMENT

Directors and Executive Officers

The following table sets forth information as of December 31, 2005, regarding individuals who are expected to serve as our directors and executive officers following the spin-off, including their anticipated positions with our company following the spin-off.

All persons expected to serve as our executive officers currently are officers and employees of Sprint Nextel or its subsidiaries. After the spin-off, none of these individuals will be directors, officers or employees of Sprint Nextel or its subsidiaries. The Sprint Nextel Nominating and Corporate Governance Committee, with the assistance of an external director search firm and in consultation with the Sprint Nextel Chairman, the Sprint Nextel Chief Executive Officer and President, and Mr. Hesse, who will be our President and Chief Executive Officer, will select our director nominees, except Mrs. Shern who was designated by Nextel before the completion of the Sprint Nextel merger. Upon the authorization of the Sprint Nextel board, the nominees will be presented to our sole stockholder, Sprint Nextel, for election effective as of the distribution

date. Our directors will serve for one year terms, as described in more detail under “—Board Structure” below.

Name	Age	Position(s)
Daniel R. Hesse	52	Chairman of the Board, President and Chief Executive Officer
Peter C. Brown	47	Director
William A. Owens	65	Director
Dinesh C. Paliwal	48	Director
Stephanie M. Shern	58	Director
Gene M. Betts	53	Chief Financial Officer
William R. Blessing	50	Senior Vice President—Corporate Strategy & Development
Harrison S. Campbell	44	President—Consumer Markets
William E. Cheek	50	President—Wholesale Markets
Melanie K. Coleman	41	Controller
Michael B. Fuller	61	Chief Operating Officer
Thomas A. Gerke	49	General Counsel—Law and External Affairs
Thomas J. McEvoy	47	President—Business Markets
Leslie H. Meredith	50	Treasurer
Sandra J. Price	47	Senior Vice President—Human Resources, Communications and Brand Management

Mr. Hesse will be our President and Chief Executive Officer and has been designated as one of our director nominees. He is expected to be elected by our board of directors as our Chairman of the Board. He has served as Chief Executive Officer of Sprint Nextel’s local telecommunications division since June 2005. From March 2000 to June 2004, he served as Chairman, President and Chief Executive Officer of Terabeam Corp., a Seattle-based communications company specializing in leading-edge wireless communications technologies. From 1997 until 2000, he served as President and Chief Executive Officer of AT&T Wireless Services. Mr. Hesse also serves as a director of Nokia Corporation and VF Corporation.

Mr. Brown has been designated as one of our director nominees and has agreed to serve on our board of directors. Mr. Brown is Chairman of the Board, Chief Executive Officer and President of AMC Entertainment Inc., a theatrical exhibition company. He has served as Chairman and Chief Executive Officer

since July 1999 and as President since January 1997. He began his career with AMC in 1990 and became Senior Vice President and Chief Financial Officer in 1991. He served as Co-Chairman of the Board from May 1998 through July 1999 and as Executive Vice President from August 1994 to January 1997. Mr. Brown is a Director of Midway Games, Inc., as well as National CineMedia, L.L.C. and MovieTickets.com, Inc.

Mr. Owens has been designated as one of our director nominees and has agreed to serve on our board of directors. Mr. Owens served as Vice Chairman, President and Chief Executive Officer of Nortel Networks Corporation from 2004 to 2005, and as Chairman and Chief Executive Officer of Teledesic LLC from 1998 to 2003. He was President, Chief Operating Officer and Vice Chairman of Science Applications International Corporation from 1996 to 1998. He also served in the U.S. military from 1962 until 1996 holding various key leadership positions, including Vice Chairman of the Joint Chiefs of Staff. Mr. Owens is a Director of DaimlerChrysler AG and Polycom, Inc.

Mr. Paliwal has been designated as one of our director nominees and has agreed to serve on our board of directors. Mr. Paliwal is Chairman and Chief Executive Officer of ABB Inc., a power and automation technology company. Mr. Paliwal assumed this role in January 2004, and he also serves as President, Global Markets & Technology, ABB Ltd., a role he assumed in January 2006. He is also a member of the ABB Group Executive Committee, ABB Ltd., which he joined in January 2001. From October 2002 to December 2005, Mr. Paliwal was President, ABB Automation Technology Worldwide. From January 2001 to October 2002, Mr. Paliwal served as President, ABB Process Industries. Mr. Paliwal has been with ABB for over 20 years in various key management positions across several countries, including the U.S., Singapore, Australia, China and Switzerland. Mr. Paliwal sits on the boards of the US-China Business Council and the US-India Business Council and is a member of the Business Roundtable.

Mrs. Shern has been designated as one of our director nominees and has agreed to serve on our board of directors. From 2001 to February 2002, Mrs. Shern served as Senior Vice President of Kurt Salmon Associates, a retail consulting and business advisory firm. From 1969 to 2001, Mrs. Shern held various positions with Ernst & Young, LLP, including Vice Chairman and Global Director of Retail and Consumer Products. Mrs. Shern also serves as a director of Sprint Nextel, GameStop Corp., Royal Ahold NV and The Scotts Miracle Gro

Company. Mrs. Shern is expected to resign from the board of Sprint Nextel effective as of the distribution date.

Mr. Betts is expected to be our Chief Financial Officer. He currently serves as Senior Vice President—Finance at Sprint Nextel's local telecommunications division, a position he has held since August 2005. He served as Senior Vice President—Finance and Treasurer of Sprint from 1998 until August 2005.

Mr. Blessing is expected to be our Senior Vice President—Corporate Strategy and Development. He has served in this role at Sprint Nextel's local telecommunications division since August 2005. He served as Senior Vice President—Strategic Planning and Corporate Development of Sprint from August 2003 until August 2005. He served as Vice President—Strategic Planning and Business Development—Sprint PCS for the Sprint PCS (Wireless) division of Sprint from November 1998 until August 2003.

Mr. Campbell is expected to be our President—Consumer Markets. He has served in this role at Sprint Nextel's local telecommunications division since August 2005. He served as President—Emerging & Mid-Markets of the Sprint Business Solutions division of Sprint from October 2003 until August 2005. He served as President of the Mass Markets Organization of Sprint from May 2002 to October 2003. Before that, he had served as Vice President—Sales and Marketing of the Mass Markets Organization of Sprint since April 2001. In 2000 and 2001, he served as Vice President of Marketing, then President and Chief Executive Officer of uclick.com, a developer, packager and distributor of branded comics and word games on the Internet.

Mr. Cheek is expected to be our President—Wholesale Markets. He has served in this role at Sprint Nextel's local telecommunications division since August 2005. He served as Assistant Vice President—Strategic Sales and Account Management in Sprint Business Solutions from January 2004 until July 2005. From January 2002 until December 2003, he served as President—Wholesale Markets in the Business and Wholesale Markets Group of Sprint's local telecommunications division. Mr. Cheek served as Vice President—Sales and Account Management for the Carrier Markets Group of Sprint's local telecommunications division from January 1998 until December 2001.

Ms. Coleman is expected to be our Controller. She has served as Vice President—Finance of Sprint Nextel's local telecommunications division since August 2005. She served as Vice President and Corporate Controller at H&R

Block from October 2002 until August 2005. Before joining H&R Block, she served as Assistant Vice President and Assistant Controller at Sprint from December 2000 until October 2002.

Mr. Fuller is expected to be our Chief Operating Officer. He has served as President of Sprint's local telecommunications division since 1996.

Mr. Gerke is expected to be our General Counsel—Law and External Affairs. He has served in this role at Sprint Nextel's local telecommunications division since August 2005. He served as Executive Vice President—General Counsel and External Affairs of Sprint from May 2003 until August 2005. Before that, he served as Vice President—Global Markets Group—Business Development of Sprint since June 2002. From September 2000 to June 2002, he served as Vice President—Corporate Secretary and Associate General Counsel of Sprint. Previously, he served as Vice President—Law, General Business and Technology of Sprint and as Assistant Vice President—Law, Mergers, and Acquisitions.

Mr. McEvoy is expected to be our President—Business Markets. He has served in this role at Sprint Nextel's local telecommunications division since August 2005. Previously, he served as President of Sprint Business Solutions—Enterprise Markets of Sprint from April 2004 until August 2005. He served as President—LTD Consumer Markets of Sprint from July 2000 to April 2004. Before that, he held many positions within Sprint's local telecommunications division since 1980.

Mr. Meredith is expected to be our Treasurer. He has served in this role at Sprint Nextel's local telecommunications division since August 2005. He served as Vice President—Mergers and Acquisitions of Sprint from March 1997 to August 2005. During that time, Mr. Meredith was also responsible for Risk Management and Environmental Health and Safety for Sprint.

Ms. Price is expected to be our Senior Vice President—Human Resources, Communications and Brand Management. She has served as Vice President—Human Resources since January 2004. From June 2003 to December 2003, she served as Vice President PCS and Network Services Human Resources Operations of Sprint. From September 1998 until May 2003, she served as Vice President—Human Resources Development of Sprint University of Excellence.

There are no known family relationships between any of the persons named above or between any of these persons and any expected outside directors of our company. Officers will be elected annually.

Board Structure

Our bylaws are expected to provide that our board of directors will have a minimum of six members and a maximum of 14 members and that the number of members will be fixed by a majority vote of the board of directors. Our certificate of incorporation and our bylaws are expected to provide that our board of directors will consist of one class, with our directors being elected each year at our annual meeting of stockholders. Our directors may be removed with or without cause by a majority vote of stockholders. Any vacancies in our board of directors caused by removal of a director may be filled at a meeting of stockholders. Any vacancies in our board of directors caused by death, resignation, removal of a director (that are not filled at a stockholder meeting) or otherwise, or by an increase in the number of directors, will be filled by a majority of the directors then in office. Most of our directors are expected to be independent, non-employee directors who meet the criteria for independence required by the New York Stock Exchange. Except for Mr. Hesse, none of our initial board members will have been or will be an employee of our company. We expect that membership on the Audit Committee, Compensation Committee and Nominating and Governance Committee will be limited to independent, non-employee directors. We will keep our board members informed about our business through discussions with management, materials we provide to them, visits to our offices and their participation in board and board committee meetings.

Our board of directors is expected to adopt *Corporate Governance Guidelines* that, along with the charters of our board committees and our Code of Conduct for employees and directors, will provide the framework for the governance of our company. The guidelines will require our directors to designate annually at least one individual to act as Lead Independent Director. The Lead Independent Director will act as the principal liaison between the independent directors and our Chairman and Chief Executive Officer. Our board of directors will determine the Lead Independent Director's duties, which are expected to include the following:

- provide direction to the Chairman and Chief Executive Officer regarding an appropriate schedule for board meetings, seeking to ensure that the

non-employee directors can perform their duties responsibly while not interfering with the flow of the company's operations;

- provide direction to the Chairman and Chief Executive Officer on agendas for the board meetings, with the understanding that agenda items requested on behalf of the non-employee directors will be included on the agenda;
- provide direction to the Chairman and Chief Executive Officer on the quality, quantity, and timeliness of the flow of information from management that is necessary for the non-employee directors to perform their duties effectively and responsibly, with the understanding that the non-employee directors will receive any information requested on their behalf by the Lead Independent Director;
- coordinate, develop the agenda for, chair and moderate meetings of the non-employee directors;
- act as principal liaison between the non-employee directors and the Chairman and Chief Executive Officer on sensitive issues and, when necessary, ensure the full discussion of those issues at board meetings;
- provide input to the Compensation Committee regarding the Chairman and Chief Executive Officer's performance and meet, along with the chair of the Compensation Committee, with the Chairman and Chief Executive Officer to discuss the board's evaluation;
- assist the Nominating and Corporate Governance Committee, the board and the company's officers in assuring compliance with and implementation of these guidelines, and provide input to the Nominating and Corporate Governance Committee on revisions to these guidelines; and
- provide input to the Nominating and Corporate Governance Committee regarding the appointment of chairs and members of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee.