Completion of Acquisition of Sprint

July 11, 2013
SoftBank Corp.

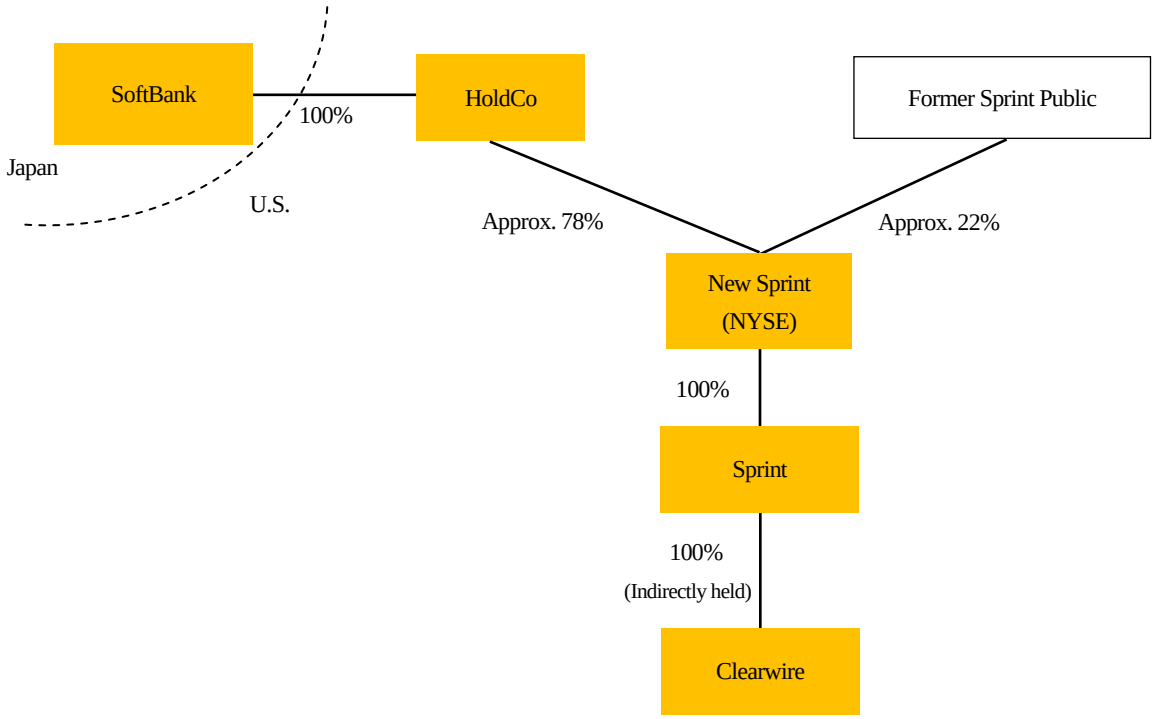
SoftBank Corp. ("SoftBank," TSE: 9984) and Sprint Nextel Corporation ("Sprint," NYSE: S) today announced the completion of their previously announced merger whereby SoftBank has invested approximately USD 21.6 billion (approximately JPY 1.8 trillion*) in Sprint.

Through this transaction, approximately 72% of the Sprint shares were acquired by SoftBank for USD 7.65 per share in cash, and the remaining shares were converted into shares of a new publicly traded entity named Sprint Corporation, previously named Starburst II, Inc. ("New Sprint"), on a one-to-one basis. The New Sprint common shares will be listed on the New York Stock Exchange under the ticker symbol "S," the same ticker symbol used by Sprint prior to the transaction. As a result of the transaction, SoftBank, through its holding company ("HoldCo") in the U.S., owns approximately 78% of the shares (as used herein, on a fully diluted basis, not giving effect to out-of-the-money options) of New Sprint, which now owns 100% of the shares of Sprint, and Sprint has therefore become a subsidiary of SoftBank. In connection with the transaction, Sprint has been renamed Sprint Communications, Inc. For details concerning the transaction, please refer to the press release "Strategic Acquisition of Sprint by SoftBank," dated October 15, 2012, as amended on June 11, 2013.

Sprint previously announced on July 9, 2013 (EDT) that it had completed the acquisition of all of the outstanding shares of Clearwire Corporation ("Clearwire"), a company providing high-speed wireless communication services through its subsidiaries, that Sprint did not already own, thereby making Clearwire a wholly-owned subsidiary of Sprint.

[Note]
* Approximately USD 20.1 billion converted at USD = JPY 82.2 (fixed by foreign exchange forward trading); USD 1.5 billion converted at USD = JPY 101.

1. Post-transaction Structure



2. About New Sprint, Sprint, and Clearwire

(1) New Sprint

Name	Sprint Corporation
Address	6200 Sprint Parkway, Overland Park, Kansas 66251
Name and title of representative	Chief Executive Officer and Director Dan Hesse
Nature of business	Holding company. Provision of telecommunications services through its operating subsidiaries.
Note	The Chairman of the Board and the Vice Chairman of the Board will be assumed by Masayoshi Son, the Chairman & CEO of SoftBank, and Ronald Fisher, Director of SoftBank, respectively. Adm. Mike Mullen, former Chairman of the Joint Chiefs of Staff, has been appointed as the Director in charge of security.

(2) Sprint

Name	Sprint Communications, Inc.
Address	6200 Sprint Parkway, Overland Park, Kansas 66251
Name and title of representative	President Dan Hesse
Nature of business	Holding company. Provision of telecommunications services through its operating subsidiaries.

(3) Clearwire

Name	Clearwire Corporation
Address	6200 Sprint Parkway, Overland Park, Kansas 66251
Name and title of representative	President Steve Elfman
Nature of business	Holding company. Provision of high-speed wireless communication services through its operating subsidiaries.

3. Drawdown of the Bridge Loan

As announced in the press release titled "Bridge Loan for Sprint Acquisition" dated December 17, 2012 (and the press release titled "Reduction of Maximum Amount of Bridge Loan for Sprint Acquisition" dated March 12, 2013), on July 10, 2013, SoftBank has drawn down on the bridge loan in the amount of JPY 1,034.9 billion in accordance with the bridge loan agreement (the "Loan Agreement") to procure the required funds for the transaction. In addition to the JPY 250 billion borrowed on December 21, 2012, according to the Loan Agreement, the total amount of borrowings is JPY 1,284.9 billion. The loan is scheduled to be refinanced with mid- and/or long-term financings.

On June 24, 2013 the collateral was released and guarantors for the borrowings were partially amended.

Summary of the bridge loan

Borrower	SoftBank Corp.
Mandated lead arrangers (MLAs)	Mizuho Corporate Bank, Ltd. (currently, Mizuho Bank, Ltd.) Sumitomo Mitsui Banking Corporation The Bank of Tokyo-Mitsubishi UFJ, Ltd. Deutsche Bank AG, Tokyo Branch
Date of contract	December 18, 2012
Total amount of borrowing	JPY 1, 284.9 billion (Breakdown) Facility A: JPY 250 billion Facility B: JPY 1,034.9 billion
Loan drawdown date	Facility A: December 21, 2012 Facility B: July 10, 2013
Use of loan proceeds	Facility A: Investment in Sprint in the form of newly-issued convertible bonds (restore balance of cash on hand used for the investment in Sprint in the form of newly-issued convertible bonds in October 2012) Facility B: Investment in and resulting acquisition of Sprint
Maturity	December 17, 2013
Collateral	None
Guarantors	SoftBank Mobile Corp. and SoftBank Telecom Corp.

4. Future Outlook

Sprint's business performance will be consolidated with SoftBank's consolidated financial statements starting July 11, 2013. SoftBank will announce the impact of the consolidation once it is verified.

(Reference) Expected results for the fiscal year ending March 31, 2014 and the actual results for the fiscal year ended March 31, 2013.

(JPY million)

	Net Sales	Operating Income	Ordinary Income	Net Income
Expected results for the fiscal year ending March 31, 2014	—	—	—	—
Actual results for the fiscal year ended March 31, 2013	3,378,365	745,000	653,214	289,403

SoftBank has adopted the International Financial Reporting Standards (IFRS) in place of the Japanese-GAAP standards, starting from the fiscal year ending March 31, 2014 (transition date: April 1, 2012). Under IFRS SoftBank is projecting consolidated operating income from its domestic business of at least JPY 1 trillion in the fiscal year ending March 31, 2014. This includes an expected gain of approximately JPY 150.0 billion resulting from the re-evaluation of the existing interests held in GungHo Online Entertainment at fair value as GungHo Online Entertainment, which was an affiliate under the equity method, became a consolidated subsidiary on April 1, 2013.

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," "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 transactions between Sprint Nextel Corporation ("Sprint") and SoftBank Corp. ("SoftBank") and its group companies, including Starburst II, Inc. ("Starburst II", now named "Sprint Corporation"), and the acquisition by Sprint of Clearwire Corporation ("Clearwire"). All statements, other than historical facts, including, but not limited to: the expected benefits of the transactions 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, factors as detailed from time to time in Sprint's, Sprint Corporation's and Clearwire's filings with the Securities and Exchange Commission ("SEC"), including Sprint's and Clearwire's Annual Reports on Form 10-K for the year ended December 31, 2012, and Quarterly Reports on Form 10-Q for the quarter ended March 31, 2013, and other factors that are set forth in the proxy statement/prospectus contained in Starburst II's Registration Statement on Form S-4, which was declared effective by the SEC on May 1, 2013, and in other materials that have been filed by Sprint, Starburst II and Clearwire in connection with the transactions, which are available on the SEC's web site (www.sec.gov).

All forward-looking statements contained in this document and the documents referenced herein are made only as of the date of the document in which they are contained, and neither Sprint nor SoftBank 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 except as required by law. Readers are cautioned not to place undue reliance on any of these forward-looking statements.