

UNITED STATES DISTRICT COURT
DISTRICT OF KANSAS
AT KANSAS CITY

CORA E. BENNETT, Individually and On)	
Behalf of All Others Similarly Situated,)	
)	
Plaintiff,)	
)	
vs.)	Civil Action No. 2:09-cv-02122-EFM-KMH
)	
SPRINT NEXTEL CORPORATION, et al.,)	
)	
Defendants.)	
_____)	

STIPULATION AND ORDER REGARDING
AMENDED CLASS NOTICE PROCEDURES

WHEREAS, the Court, by its Memorandum and Order issued March 27, 2014, granted Lead Plaintiffs' Motion for Class Certification and certified this action as a class action pursuant to Rule 23 of the Federal Rules of Civil Procedure;

WHEREAS, the parties submitted to the Court their Stipulation and [Proposed] Order Regarding Class Notice Procedures on May 1, 2014, along with Exhibit A (Postcard Notice of Pendency of Class Action) ("Postcard Notice"), Exhibit B (Long Notice of Pendency of Class Action) ("Long Notice"), and Exhibits C and D (Summary Notice from the United States District Court) ("Summary Notice");

WHEREAS, the Court, by its Memorandum and Order issued May 21, 2014, approved the parties' proposed procedures, as well as the proposed Long Notice. The Court, however, did not approve of the content of the Postcard Notice because it did not include the date by which class members must request exclusion from the class or an email address by which class members may contact the Claims Administrator. The Court also did not approve the Summary Notice because: (i) the Court was unable to review and approve the notice in the form in which it would be disseminated to the public, because it was not provided in that form, and (ii) the Court found that the Summary Notice did not contain language consistent with the requirements of Federal Rule of Civil Procedure 23(c)(2)(B), because it did not contain language regarding the class claims, issues or defenses, that a class member may enter an appearance through an attorney, the time and manner for requesting exclusion from the class, and the binding effect of a class judgment on members; and

WHEREAS, the parties have made the changes requested by the Court in the Exhibits to this Amended Stipulation.

NOW THEREFORE, IT IS HEREBY STIPULATED by the parties, through their undersigned counsel, that, subject to the Court's approval:

1. The Class consists of:

All persons and entities who purchased or otherwise acquired the publicly-traded securities of Sprint Nextel Corporation from October 26, 2006, through February 27, 2008, inclusive and who were damaged thereby. Included in the Class are purchasers of Sprint common stock (“Sprint Stock”) and the following Sprint debt securities (“Sprint Bonds”): (i) 6.0% bonds, due December 1, 2016; (ii) 6.9% bonds, due May 1, 2019; (iii) 8.75% bonds, due March 15, 2032; (iv) 8.375% bonds, due March 15, 2012; (v) 7.625% bonds, due January 30, 2011; (vi) 6.375% bonds, due May 1, 2009; (vii) 6.875% bonds, due November 15, 2028; (viii) 6.875% bonds, due October 31, 2013; (ix) 5.95% bonds, due March 15, 2014; and (x) 7.375% bonds, due August 1, 2015. Excluded from the Class are Defendants herein, members of each Defendant’s immediate family, any entity in which any Defendant has or had a controlling interest, officers and directors of Sprint, and Defendants’ legal representatives, heirs, successors, or assigns of any such excluded party.

2. The proposed procedures for giving notice to the certified Class comply with the requirements of due process and with Rule 23 of the Federal Rules of Civil Procedure and constitute the best notice practicable under the circumstances.

3. The firm of Garden City Group (“Administrator”) is appointed and authorized to supervise and administer the notice procedure.

4. The Administrator shall compile a list of names and addresses of purchasers or acquirers of Sprint Stock or Sprint Bonds during the Class Period as they appeared on the Sprint transfer records and related records. The production of these materials to plaintiffs has been completed.

5. The Administrator shall, not later than 60 days from the Court’s adoption of this stipulation, send through the United States mail, by first class mail, the Postcard Notice, substantially in the form attached hereto as Exhibit A, to each purchaser identified on said list (the “Notice Date”).

6. The Administrator, upon request by mail, email or telephone, shall send additional copies of the Postcard Notice and/or Long Notice attached to the Joint Stipulation as Exhibit B to all potential class members, including nominees who were purchasers of Sprint Stock or Bonds

during the Class Period, and shall promptly respond to all requests for additional copies of the Postcard Notice or Long Notice. The Long Notice shall also be prominently displayed on the website that will be set-up for the benefit of potential class members, and potential class members shall be directed to review it on the website.

7. The Claims Administrator shall cause to be published on one occasion in the national edition of Investor's Business Daily and PR Newswire the Summary Notice, substantially in the form attached hereto as Exhibits C (Investor's Business Daily) and D (PR Newswire), not later than seven days after the mailing of the Postcard Notice, which will give those who did not receive such notice an opportunity to request it by mail, email or telephone and to protect their rights in this action.

8. In addition to publication, the Claims Administrator shall create a website which will include copies of the Long Notice, the Court's March 27, 2014 Order and the operative complaint, giving those who may not have received notice an additional mechanism to request such information and protect their rights in this Action.

9. The Postcard, Long and Summary Notices shall all provide an address for the purpose of receiving requests for exclusion from the Class and requests for additional copies of the notice from, inter alia, nominee purchasers of Sprint Stock or Sprint Bonds. After the period allowed for Class members to request exclusion has expired, plaintiffs' counsel shall promptly file all such requests for exclusion.

10. The deadline for exclusion from the Class shall be 60 days after the Notice Date.

DATED: June 16, 2014

RESPECTFULLY SUBMITTED,

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DATED: June 16, 2014

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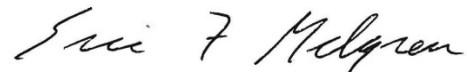
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Having considered the parties' Stipulation Regarding Class Notice Procedures, the Court hereby adopts the above stipulation as the Court's Order.

IT IS SO ORDERED.

DATED: June 19, 2014



THE HONORABLE ERIC F. MELGREN
UNITED STATES DISTRICT JUDGE