

COPY

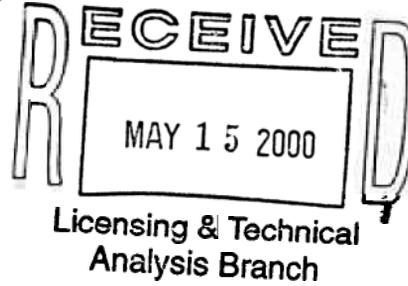
WILKINSON) BARKER) KNAUER) LLP

2300 N STREET, NW
SUITE 700
WASHINGTON, DC 20037-1128
TEL 202.783.4141
FAX 202.783.5851
www.wbklaw.com

May 10, 2000

Via Hand-Delivery

Magalie Roman Salas, Secretary
Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245



Re: Vodafone AirTouch Plc
FCC Ownership Disclosure Information for the Wireless
Telecommunications Services (FCC Form 602)



Dear Ms. Salas:

Pursuant to § 1.919 of the FCC's rules, Vodafone AirTouch Plc ("Filer") hereby files an FCC Ownership Disclosure Information for the Wireless Telecommunications Services (FCC Form 602). By this filing, Filer has attempted to provide the most complete ownership information possible, using good faith and best efforts. Should additional information be requested, the enclosed Form 602 will be updated accordingly.

Please contact the undersigned should you have any questions concerning this submission.

Sincerely,

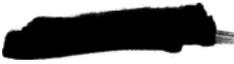
WILKINSON BARKER KNAUER, LLP

A handwritten signature in black ink, appearing to read "K. Zachem".

By: Kathryn A. Zachem
Kenneth D. Patrich
Brian W. Higgins

Enclosure

Applicant/Licensee Information

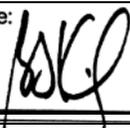
1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Vodafone AirTouch Plc		3) Applicant TIN: 	

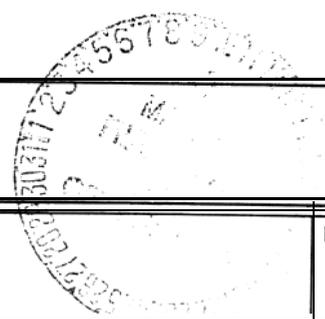
Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
See Attachment A			

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Brian	MI: D	Last Name: Kidney	Suffix:
Title: Duly Authorized Representative			
Signature: 			Date: 5/9/00



Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

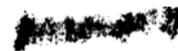
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

*Applicant is chartered in the U.K. and does not have an IRS TIN.  is an identification number assigned by the WTB! -

ATTACHMENT A

FCC-Regulated Businesses of Vodafone AirTouch Plc (above Cellco Partnership)

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Bay Area Cellular Telephone Company 651 Gateway Blvd., Suite 1500 South San Francisco, CA 94080	Telecommunications	[REDACTED]	47
Gal Cellular Communications, Inc. 651 Gateway Blvd., Suite 1500 South San Francisco, CA 94080	Telecommunications	[REDACTED]	40.2
Cellco Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	65.1
Chicago 10 MHz LLC 6 Campus Circle Westlake, TX 76262	Telecommunications	[REDACTED]	50
Chicago 20 MHz LLC 6 Campus Circle Westlake, TX 76262	Telecommunications	[REDACTED]	50
Globalstar USA, Inc. One California Street San Francisco, CA 94111	Telecommunications	[REDACTED]	100
Houston 10 MHz LLC 6 Campus Circle Westlake, TX 76262	Telecommunications	[REDACTED]	50
Houston MTA, L.P. 6 Campus Circle Westlake, TX 76262	Telecommunications	[REDACTED]	50
Mannesman Telecommunications USA, Inc. 450 Park Avenue, 24th Floor New York, NY 10022	Telecommunications	N/A	sz49.5
Napa Cellular Telephone Company 651 Gateway Blvd., Suite 1500 South San Francisco, CA 94080	Telecommunications	[REDACTED]	49.9
Richmond 20 MHz LLC 6 Campus Circle Westlake, TX 76262	Telecommunications	[REDACTED]	50



4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Salinas Cellular Telephone Company 651 Gateway Blvd., Suite 1500 South San Francisco, CA 94080	Telecommunications	[REDACTED]	42.9
Vodafone AirTouch Satellite Services, Inc. 1340 Treat Blvd., Suite 500 Walnut Creek, CA	Telecommunications	[REDACTED]	100

On March 30, 2000, the FCC approved a series of applications filed by Vodafone AirTouch Plc (“Vodafone”) and Bell Atlantic Corporation to create a new, domestic wireless business that combines the cellular, PCS, and other wireless properties of both companies. Vodafone’s ownership in this new venture is held, indirectly, through Cellco Partnership (“Cellco”). Vodafone owns 65.1% of Cellco through a number of intermediate holding companies. The following table lists Cellco’s FCC-regulated subsidiaries, and Cellco’s respective ownership interests in each.

FCC-Regulated Businesses of Cellco Partnership

4a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Allentown SMSA Limited Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	53.1
Anderson Cellular Telephone Company 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	97
Athens Cellular, Inc. 4151 Ashford-Dunwoody Road Atlanta, GA	Telecommunications	[REDACTED]	86.6
Badlands Cellular of North Dakota Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	49.0
Bell Atlantic Mobile of Asheville, Inc. 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	100

4a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Dallas MTA, L.P. 6 Campus Circle Westlake, TX 76262	Telecommunications	[REDACTED]	100
Des Moines MSA General Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	76
Dubuque MSA Limited Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	100
Duluth MSA Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	83.66
Duluth MSA Limited Partnership One California Street San Francisco, CA 94111	Telecommunications	[REDACTED]	16.34
Eastern South Dakota Cellular of South Dakota Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	100
Gold Creek Cellular of Montana Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	100
Grays Harbor - Mason Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	37.5
Great Salt Flats Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	49
GTE Mobilnet of Terre Haute Limited Partnership 245 Perimeter Center Parkway Atlanta, GA 30346	Telecommunications	[REDACTED]	16.67
GTE Mobilnet of Santa Barbara L.P. 107 Elm Street, 5th Floor Stamford, CT	Telecommunications	[REDACTED]	10
Hamilton Cellular Telephone Company 26935 Northwestern Hwy Southfield, MI	Telecommunications	[REDACTED]	99.6
Idaho 6 - Clark Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	100

4a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Idaho RSA 3 Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	33.33
Idaho RSA 3 Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	66.66
Idaho RSA No. 2 Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	50
Idaho RSA No. 2 Limited Partnership 3350 161st Avenue SE Bellevue, WA 98008	Telecommunications	[REDACTED]	50
Idaho RSA No. 1 Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	75
Illinois SMSA Limited Partnership 2000 W. Ameritech Center Drive, #3G39D Hoffman Estates, IL 98008	Telecommunications	[REDACTED]	12.65
Iowa 8 - Monona Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	44.92
Iowa RSA 5 Limited Partnership One GTE Place Alpharetta, GA 30004-8511	Telecommunications	[REDACTED]	78.57
Iowa RSA No. 4 Limited Partnership 245 Perimeter Center Parkway Atlanta, GA 30346	Telecommunications	[REDACTED]	10.11
Iowa RSA No. 2 Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	49.5
Las Cruces Cellular Telephone Company 1133 North Scottsdale Road Scottsdale, AZ 85254	Telecommunications	[REDACTED]	76.3
Los Angeles SMSA Limited Partnership One California Street San Francisco, CA 94111	Telecommunications	[REDACTED]	82.3
Metroplex Telephone Company P.O. Box 97061 Redmond, WA	Telecommunications	[REDACTED]	17

4a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Missouri RSA 9B1 Limited Partnership 17330 Preston Road, Suite 100A Dallas, TX 75252	Telecommunications	N/A	14.7
Missouri RSA 9B1 Limited Partnership 17330 Preston Road Suite 100A Dallas, TX 75252	Telecommunications	N/A	N/A
Modoc RSA Limited Partnership 2150 River Plaza Drive Sacramento, CA 95833	Telecommunications	[REDACTED]	25
Mohave Cellular Limited Partnership P.O. Box 3801 Stamford, CT	Telecommunications	[REDACTED]	33.33
Muskegon Cellular Partnership 26935 Northwestern Hwy Southfield, MI	Telecommunications	[REDACTED]	79.41
Nationwide 929.8875 LLC 12221 Merit Drive, Suite 800 Dallas, TX	Telecommunications	[REDACTED]	50
New Hampshire RSA 2 Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	100
New Mexico RSA No. 5 Limited Partnership One GTE Place Alpharetta, GA 30004-8511	Telecommunications	[REDACTED]	16.33
New Mexico RSA 3 Limited Partnership 245 Perimeter Center Parkway Atlanta, GA 30346	Telecommunications	[REDACTED]	12.25
New York RSA 2 Cellular Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	42
New York RSA No. 3 Cellular Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	100
New York SMSA Limited Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	90
NewPar 26935 Northwestern Highway Southfield, MI	Telecommunications	[REDACTED]	100

4a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
North Central RSA 2 of North Dakota Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	65.06
North Dakota 5 - Kidder Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	61.75
North Dakota RSA No. 3 Limited Partnership One California Street San Francisco, CA 94111	Telecommunications	[REDACTED]	41.45
North Dakota RSA No. 3 Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	15.41
Northern New Mexico Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	58.36
Northwest Dakota Cellular of North Dakota Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	53.36
NYNEX Mobile Limited Partnership 1 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	100
NYNEX Mobile Limited Partnership 2 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	100
NYNEX Mobile of New York L.P. 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	100
Olympia Cellular Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	76.42
Omaha Cellular Telephone Company 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	93.75
Orange County-Poughkeepsie MSA Limited Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	85

4a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Sacramento Valley Limited Partnership 2150 River Plaza Drive Sacramento, CA 95833	Telecommunications	[REDACTED]	49.9
Salinas Cellular Telephone Company 651 Gateway Blvd., Suite 1500 S. San Francisco, CA	Telecommunications	[REDACTED]	42.96
San Antonio MTA, L.P. 6 Campus Circle Westlake, TX 76262	Telecommunications	[REDACTED]	100
San Antonio MTA, L.P. 6 Campus Circle Westlake, TX 76262	Telecommunications	[REDACTED]	100
San Isabel Cellular of Colorado Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	49.0
Seattle SMSA Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	99.12
Sioux City MSA Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	74.50
Smoky Hill Cellular of Colorado Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	66.0
South Dakota 7 - Sully Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	100
South Dakota 8 - Kingsbury Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	100
Soutwestco Wireless, L.P. 1133 North Scottsdale Road Scottsdale, AZ 85254	Telecommunications	[REDACTED]	100
Spokane MSA Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	100
Springfield Cellular Telephone Company 26935 Northwestern Hwy Southfield, MI	Telecommunications	[REDACTED]	92.61

4a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
St. Joseph Celltelco 10895 Lowell Overland Park, KS 66210	Telecommunications	[REDACTED]	43.5
St. Lawrence Seaway RSA Cellular Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	40
Syracuse SMSA Limited Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	55
Two Buttes Cellular of Colorado Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	49
Upstate Cellular Network 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	100
Utah RSA 6 Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	80
Vermont RSA Limited Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	100
Vodafone AirTouch Licenses LLC One California Street San Francisco, CA	Telecommunications	[REDACTED]	100
Wasatch Utah RSA No. 2 Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	66.67
Washington DC SMSA Limited Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	64.7
Waterloo MSA Limited Partnership 180 Washington Valley Road Bedminster, NJ 07921	Telecommunications	[REDACTED]	100
Wyoming 1 - Park Limited Partnership 8350 East Crescent Parkway, Suite 400 Englewood, CO 80111	Telecommunications	[REDACTED]	66
Yuma, Arizona RSA Limited Partnership 3350 161st Avenue, SE Bellevue, WA 98008	Telecommunications	[REDACTED]	100