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March 17, 2000

Via Federal Express

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



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

Dear Ms. Salas:

Pursuant to § 1.919 of the FCC's rules, and in connection with its successful participation in the Commission's recently concluded paging auction, Vodafone **AirTouch** Licenses LLC 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 information concerning its current ownership, using good faith and best efforts. Information concerning the Filer's prospective **ownership** (which has previously been disclosed to the Commission and is pending Commission approval) is not reported herein. 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



By: Kenneth D. Patrich
Brian W. Higgins

Enclosure

Applicant/Licensee Information

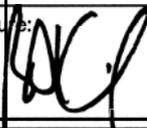
1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Vodafone AirTouch Licenses LLC		3) Applicant TIN: 	

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:

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: 3/16/00



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).

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Vodafone AirTouch Plc			3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: The Courtyard, 2-4 London Road, Newbury, Berkshire, RG14 1JX, United Kingdom				
5) Type of Interest in Applicant () (refer to instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C		7) Percent of Interest Held In Applicant: 100	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C			9) Disclosable Interest Holder's Country of Citizenship: U.K.	
10) Relationship Description (if the disclosable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (See Attachment B)				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

*Vodafone AirTouch Plc is a U.K. corporation and does not have a U.S. TIN.
[REDACTED] is an ID number assigned by the WTB to be used in place of a TIN

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:
Houston MTA, L.P. 6 Campus Circle, Westlake, TX	Telecommunications	[REDACTED]	49
Idaho 6 - Clark Limited Partnership 8350 East Crescent Parkway, Suite 400, Englewood, CO 80111	Telecommunications	[REDACTED]	100
Idaho RSA 3 Limited Partnership 3350 161st Avenue SE Bellevue, WA	Telecommunications	[REDACTED]	66.66
Idaho RSA 3 Limited Partnership 3350 161st Avenue, SE, Bellevue, WA 98008	Telecommunications	[REDACTED]	33.33
Idaho RSA No. 1 Limited Partnership 3350 161st Avenue, SE, Bellevue, WA	Telecommunications	[REDACTED]	75
Idaho RSA No. 2 Limited Partnership 3350 161st Avenue, SE, Bellevue, WA	Telecommunications	—	50
Idaho RSA No. 2 Limited Partnership 3350 161st Avenue, SE, Bellevue, WA	Telecommunications	[REDACTED]	50
Illinois 4 Limited Partnership 2000 W. Ameritech Center Drive, #3G39D Hoffman Estates, IL	Telecommunications	N/A	0.13
Illinois 6 and 7 Limited Partnership 2000 W. Ameritech Center Drive, #3G39D Hoffman Estates, IL	Telecommunications	[REDACTED]	7.72
Illinois SMSA Limited Partnership 2000 W. Ameritech Center Drive, #3G39D Hoffman Estates, IL	Telecommunications	[REDACTED]	12.65
Illinois Valley Cellular RSA 2-111 Limited Partnership 455 Main Street, Marseilles, IL 61341	Telecommunications	[REDACTED]	2.53
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 30004-85 11	Telecommunications	[REDACTED]	78.57
Iowa RSA No. 2 Limited Partnership 3350 16 1 st Avenue, SE, Bellevue, WA	Telecommunications	[REDACTED]	49.5
Iowa RSA No. 4 Limited Partnership 245 Perimeter Center Parkway, Atlanta, GA 30346	Telecommunications	[REDACTED]	10.11
Los Angeles SMSA Limited Partnership One California Street, San Francisco, CA	Telecommunications	[REDACTED]	82.3

ATTACHMENT B

The Applicant, Vodafone **AirTouch** Licenses LLC, is a Delaware limited liability company. The Applicant is a wholly-owned, indirect subsidiary of Vodafone **AirTouch** Plc (“Vodafone”), a U.K. corporation.

Vodafone **AirTouch** Plc holds its 100% indirect ownership interest in **Vodafone AirTouch** Licenses LLC through a number of intermediate holding companies. Specifically, Vodafone Air-Touch Plc holds a direct 100% ownership interest in Vodafone International Operations Limited (“VIOL”), a U.K. corporation. VIOL, in turn, holds a direct 100% ownership interest each in Vodafone International Holdings Limited (“VIHL”) and Vodafone Worldwide Holdings Limited (“VWHL”), both U.K. corporations. VIHL and VWHL directly own, respectively, a 74% and 26% interest in **Taskonly** Limited (“TL”), a U.K. corporation. TL holds a direct 100% ownership interest each in Vodaphone Limited (“Vodaphone”) and Vodata Limited (“Vodata”), both U.K. corporations. Vodaphone and Vodata directly hold, respectively, a 10% and 90% ownership interest in Vodafone Luxembourg S.a.r. 1 (“**Lux 1**”), a Luxembourg corporation. Lux 1 holds a direct 100% ownership interest in Vodafone Luxembourg 2 S.a.r. 1 (“**Lux 2**”), also a Luxembourg corporation. Lux 2, in turn, owns a 100% direct ownership interest in Vodafone Luxembourg 3 S.a.r. 1. (“**Lux 3**”), also a Luxembourg corporation. The three Luxembourg entities, in turn, hold ownership interests in Vodafone US **Partners** (“WSP”), a Delaware general partnership, as follows: Lux 1 (10%), Lux 2 (89.995) and Lux 3 (.0089%). WSP is the 100% direct owner of **AirTouch** Communications, Inc., a Delaware corporation, which in turn is the sole member and 100% direct owner of **Vodafone AirTouch** Licenses LLC., the Applicant.