

COPY

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May 10, 2000

Via Hand-Delivery

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



Re: Houston 10 MHz 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, Houston 10 MHz LLC ("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 "Kathryn A. Zachem".

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

Enclosure

**Applicant/Licensee Information**

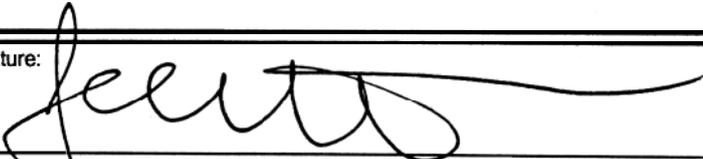
1) First Name (if individual):	MI:	Last Name:	suffix:
2) Applicant Name (if entity): Houston 10 MHz LLC		3) Applicant TIN: 	

**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:
See Attachment A			

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

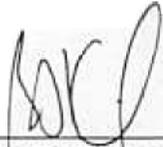
First Name: John	MI:	Last Name: Thorne	suffix:
Title: Duly Authorized Representative*			
Signature: 			Date: 5/9/00

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 603).

**SUPPLEMENTAL SIGNATURE PAGE**

The party listed below hereby signs the instant **Form** 602 on behalf of Vodafone

  
\_\_\_\_\_  
Brian D. Kidney  
Duly Authorized Representative

5/9/00  
\_\_\_\_\_  
Date

2

3

4



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): <b>Vodafone AirTouch Plc</b>			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>The Courtyard, 2-4 London Road, Newbury, Berkshire RG14 1JX U.K.</b>				
5) Type of Interest in Applicant ( ) (refer to Instructions for list) <b>I</b>		6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes): <b>C</b>		7) Percent of Interest Held in Applicant: <b>50</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>See Attachment A</b>			9) Disclosable interest Holder's Country of Citizenship: <b>U.K.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>See Attachment A</b>				

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

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
<b>See Interest Holder's Form 602 Filing.</b>			

\*Interest Holder is a U.K. Corporation and does not have an IRS TIN. A00000006 is an identification number assigned by the WTB.

## ATTACHMENT A

Applicant is a wholly-owned subsidiary of **PrimeCo 10 MHz, LP** (TIN: [REDACTED]) which in turn is owned 50% by PCSCO Partnership and 50% by PCS Nucleus, L.P. PCSCO Partnership is a wholly-owned, indirect subsidiary of Bell Atlantic Corporation ("Bell Atlantic") ([REDACTED]); PCS Nucleus, L.P. is a wholly-owned [REDACTED] subsidiary of Vodafone AirTouch, Plc ("Vodafone") (TIN: [REDACTED]). Additional information regarding Applicant's ownership is set forth below.

### I. OWNERSHIP OF APPLICANT'

#### A. PCSCO PARTNERSHIP

Bell Atlantic owns 100% each of Bell Atlantic Investments, Inc. (TIN: [REDACTED]) and NYNEX Corporation ([REDACTED]). Bell Atlantic Investments, Inc. owns 100% of Bell Atlantic Global Wireless, Inc. ([REDACTED]), which in turn owns 100% of Bell Atlantic Cellular Holdings, L.P. ([REDACTED]) through the following intermediate holding companies: Bell Atlantic Mobile Systems, Inc. ([REDACTED]), Bell Atlantic Mobile Systems of Northern New Jersey, Inc. ([REDACTED]), and Bell Atlantic Personal Communications, Inc. ([REDACTED]). NYNEX Corporation owns 100% of NYNEX Mobile Communications Company ([REDACTED]), which in turn owns 100% of NYNEX PCS Inc. ([REDACTED]). Bell Atlantic Cellular Holdings, L.P., Bell Atlantic Personal Communications, Inc., and NYNEX PCS Inc. own 49%, 1%, and 50%, respectively, of PCSCO Partnership.

#### B. PCS NUCLEUS, L.P.

Vodafone owns 100% of Vodafone International Operations Limited, a U.K. corporation. Vodafone International Operations Limited owns 100% of Vodafone International Holdings Limited and Vodafone Worldwide Holdings Limited, both U.K. corporations. Vodafone International Holdings Limited and Vodafone Worldwide Holdings Limited own, respectively, 74% and 26% of **Taskonly** Limited, a U.K. corporation. **Taskonly** Limited owns 100% of Vodaphone Limited and Vodata Limited, both U.K. corporations. Vodaphone Limited and Vodata Limited own, respectively, 10% and 90% of Vodafone Luxembourg S.a.r. 1 ("**Lux 1**")<sup>1</sup>, a Luxembourg corporation. **Lux 1** owns 100% of Vodafone Luxembourg 2 S.a.r. 1 ("**Lux**

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<sup>1</sup>Bell Atlantic and Vodafone are widely-held, publicly-traded corporations that are primarily engaged in the provision of telecommunications services to the public. Unless noted otherwise, all entities listed herein are organized under the laws of the United States. No foreign corporation listed herein holds any direct ownership interests in any common carrier radio licenses. In addition, no foreign corporation listed herein, unless noted otherwise, holds a U.S. Taxpayer Identification Number ("TIN") or an equivalent identification number assigned by the Wireless Telecommunications Bureau for electronic application filing purposes.

2"), a Luxembourg corporation. Lux 2 owns 100% of Vodafone Luxembourg 3 S.a.r. 1. ("Lux 3"), a Luxembourg corporation. The three Luxembourg entities own Vodafone US Partners (TIN: 522207068), a Delaware general partnership, as follows: Lux 1 (10%), Lux 2 (89.99%) and Lux 3 (.0089%). Vodafone US Partners is the 100% direct owner of AirTouch Communications, Inc. (TIN: [REDACTED]), which in turn is the 100% owner of AirTouch PCS Holding, Inc. (TIN: [REDACTED]). AirTouch Communications, Inc. and AirTouch PCS Holding, Inc. own 49% and 51%, respectively, of PCS Nucleus, L.P. (TIN: [REDACTED])