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May 22, 2000

Via Hand-Delivery

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



Re: PrimeCo PCS, L.P.  
FCC Ownership Disclosure Information for the Wireless  
Telecommunications Services (FCC Form 602)

Dear Ms. Salas:

Pursuant to § 1.919 of the FCC's rules, PrimeCo PCS, L.P. ("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):		3) Applicant TIN:	
PrimeCo PCS, L.P.			

**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:
Chicago 20 MHz LLC 6 Campus Circle, Westlake, TX	Telecommunications'		100
Richmond 20 MHz LLC 6 Campus Circle, Westlake, TX	Telecommunications'		100
Houston MTA, L.P. 6 Campus Circle, Westlake, TX	Telecommunications		100

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
John	T.	Scott	III
Title:			
Duly Authorized Representative			



Signature:	Date:
<i>John T. Scott III</i>	5/22/00

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).



FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

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 Hdder's Name (if entity): <b>Vodafone AirTouch Plc</b>			3) Disclosable Interest Hdder's TIN:	
4) Disclosable Interest Hdder'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 fcf list) <b>I</b>		6) Disclosable Interest Hdder is a(n): ( ) (refer to instructions for list of codes): <b>C</b>		7) Percent of Interest Held in Applicant: <b>65.1</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions fcf 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 hdder 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)

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

PrimeCo PCS, L.P. (the "Applicant") is indirectly owned and controlled by Bell Atlantic Corporation ("Bell Atlantic") and Vodafone AirTouch Plc ("Vodafone") as described below.

### I. OWNERSHIP OF APPLICANT

#### A. BELL ATLANTIC CORPORATION

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

#### B. VODAFONE AIRTOUCH PLC

Vodafone AirTouch Plc (TIN: [REDACTED]) 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.l ("Lux 1"), a Luxembourg corporation. Lux 1 owns 100% of Vodafone Luxembourg 2 S.a.r.l ("Lux 2"), a Luxembourg corporation. Lux 2 owns 100% of

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'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.

Vodafone Luxembourg 3 S.a.r. l. ("Lux 3"), a Luxembourg corporation. The three Luxembourg entities own Vodafone US Partners (TIN [REDACTED]), 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]) which owns 50% of the Applicant.