

COPY

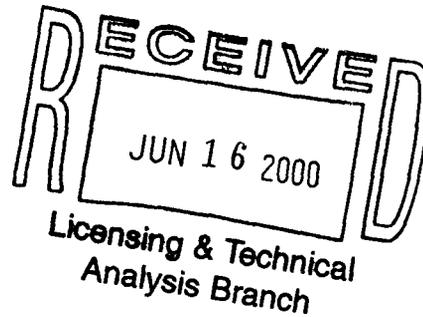
WILKINSON ) BARKER ) KNAUER ) LLP

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

June 14, 2000

Via Hand-Delivery

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



Re: Cellco Partnership  
FCC Ownership Disclosure Information for the Wireless  
Telecommunications Services (FCC Form 602)

Dear Ms. Salas:

Pursuant to § 1.919 of the FCC's rules, Cellco Partnership ("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):<br><br>Cellco Partnership |     | 3) Applicant TIN: |         |

**Related FCC Regulated Businesses of Applicant/Licensee**

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

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

|  |     |            |                      |
|--|-----|------------|----------------------|
| First Name:                                  | MI: | Last Name: | Suffix:              |
|  | T.  | Scott      | III                  |
| Title:<br><br>Duly Authorized Representative |     |            |                      |
| Signature:<br><br><i>John T. Scott III</i>   |     |            | Date:<br><br>6/13/00 |

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 Holder's Name (if entity):<br><b>Vodafone AirTouch Plc</b>  |  | 3) Disclosable Interest Holder's TIN:                                |         |
| 4) Disclosable Interest Holder's Address:<br><b>The Courtyard, 2-4 London Road, Newbury, Berkshire RG14 1JX U.K.</b>  |  |  |         |
| 5) Type of Interest in Applicant ( )<br>(refer to Instructions for list)<br><br>I   | 6) Disclosable Interest Holder is a(n): ( )<br>(refer to instructions for list of codes):<br><br>C | 7) Percent of Interest Held in Applicant:<br><br>65.1                |         |
| 8) Disclosable Interest Holder's Type of Ownership<br>(refer to instructions for list):<br><br><b>See Attachment A</b>  |  | 9) Disclosable Interest Holder's Country of Citizenship:<br><br>U.K. |         |
| 10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):<br><b>See Attachment A</b> |  |  |         |

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

| 11a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 11b)<br>Principal Business: | 11c)<br>TIN: | 11d)<br>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.  
identification number assigned by the WTB.

## ATTACHMENT A

On March 30, 2000, the FCC approved a series of applications filed by Bell Atlantic Corporation (“Bell Atlantic”) and Vodafone AirTouch Plc (“Vodafone”) to create a new, domestic wireless business that combines the cellular, PCS, and other wireless properties of both companies. The companies consummated this transaction on April 3, 2000. The companies hold their respective ownership interests in this new venture indirectly through Cellco Partnership (“Cellco”). Bell Atlantic indirectly owns 34.9% and exercises control of Cellco through a number of intermediate holding companies; Vodafone indirectly owns the remaining 65.1% of Cellco through a number of intermediate holding companies.

### I. OWNERSHIP OF CELLCO PARTNERSHIP<sup>1</sup>

#### A. BELL ATLANTIC CORPORATION

Bell Atlantic Corporation ( ), the indirect and controlling parent of Cellco, owns 100% each of Bell Atlantic Investments, Inc. ( ) and NYNEX Corporation ( ). Bell Atlantic Investments, Inc. owns 100% of Bell Atlantic Global Wireless, Inc. ( ), which in turn owns 100% of Bell Atlantic Cellular Holdings, L.P. ( ) through the following intermediate holding companies: Bell Atlantic Mobile Systems, Inc. ( ), Bell Atlantic Mobile Systems of Northern New Jersey, Inc. ( ), and Bell Atlantic Personal Communications, Inc. (TIN: ). NYNEX Corporation owns 100% of NYNEX Mobile Communications Company (TIN: ), which in turn owns 100% of NYNEX PCS Inc. (TIN: ). Bell Atlantic Cellular Holdings, L.P., Bell Atlantic Personal Communications, Inc., and NYNEX PCS Inc. own 49%, 1%, and 50%, respectively, of PCSCO Partnership (TIN: ). Bell Atlantic Cellular Holdings, L.P. owns 15.83%, PCSCO Partnership owns 8.92% and NYNEX PCS Inc. owns 10.15% of Cellco.

#### B. VODAFONE AIRTOUCH PLC

Vodafone AirTouch Plc ( ) 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

---

<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.

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 Vodafone Luxembourg 3 S.a.r.l. ("Lux 3"), a Luxembourg corporation. The three Luxembourg entities own Vodafone US Partners (Taskonly, 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. (Taskonly), which in turn is the 100% owner of AirTouch Paging (TIN: Taskonly) JV Partnerco (TIN: N/A) and AirTouch PCS Holding, Inc. (Taskonly). AirTouch Communications, Inc. and AirTouch PCS Holding, Inc. own 49% and 51%, respectively, of PCS Nucleus, L.P. (Taskonly). Vodafone AirTouch Plc holds its indirect, 65.1% interest in Cellco through AirTouch Paging, JV Partnerco, LLC, and PCS Nucleus, L.P.

**II. FCC-REGULATED BUSINESSES OWNED BY CELLCO PARTNERSHIP**

| 4a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 4b)<br>Principal Business: | 4c)<br>TIN: | 4d)<br>Percent of Interest Held: |
|--|----------------------------|-------------|----------------------------------|
| Allentown SMSA Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921   | Telecommunications         |             | 53.1                             |
| Anderson Cellular Telephone Company<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         |             | 97                               |
| Athens Cellular, Inc.<br>4151 Ashford-Dunwoody Road<br>Atlanta, GA   | Telecommunications         |             | 86.6                             |
| Badlands Cellular of North Dakota Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111                            | Telecommunications         |             | 49.0                             |
| Bell Atlantic Mobile of Asheville, Inc.<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         |             | 100                              |
| Bell Atlantic Mobile of Rochester, L.P.<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         |             | 85                               |

| 4a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 4b)<br>Principal Business: | 4c)<br>TIN: | 4d)<br>Percent of Interest Held: |
|--|----------------------------|-------------|----------------------------------|
| Binghamton MSA Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921   | Telecommunications         | UNSWER      | 100                              |
| Bismarck MSA Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111   | Telecommunications         |             | 51.0                             |
| Blue Ridge Cellular Telephone Company<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         |             | 100                              |
| Boise City MSA Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008  | Telecommunications         |             | 100                              |
| Cellular Inc. Network Corporation<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111  | Telecommunications         |             | 100                              |
| Coconino, Arizona RSA Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008   | Telecommunications         |             | 100                              |
| Colorado 4 - Park Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111  | Telecommunications         |             | 61.75                            |
| Colorado 7 - Saguache Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111  | Telecommunications         |             | 69.4                             |
| Colorado RSA No. 3 Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008  | Telecommunications         |             | 100                              |
| CommNet Cellular, Inc.<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111   | Telecommunications         |             | 100                              |
| CommNet Cellular License Holding LLC<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111   | Telecommunications         |             | 100                              |
| Dallas MTA, L.P.<br>6 Campus Circle<br>Westlake, TX 76262  | Telecommunications         |             | 100                              |
| Des Moines MSA General Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008  | Telecommunications         |             | 100                              |

| 4a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 4b)<br>Principal Business: | 4c)<br>TIN: | 4d)<br>Percent of Interest Held: |
|--|----------------------------|-------------|----------------------------------|
| Dubuque MSA Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         | [REDACTED]  | 100                              |
| Duluth MSA Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008  | Telecommunications         | [REDACTED]  | 100                              |
| Eastern South Dakota Cellular of South Dakota Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111                | Telecommunications         | [REDACTED]  | 100                              |
| Gold Creek Cellular of Montana Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111                               | Telecommunications         | [REDACTED]  | 100                              |
| Grays Harbor - Mason Cellular Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008   | Telecommunications         | [REDACTED]  | 37.5                             |
| Great Salt Flats Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008  | Telecommunications         | [REDACTED]  | 49                               |
| GTE Mobilnet of Terre Haute Limited Partnership<br>245 Perimeter Center Parkway<br>Atlanta, GA 30346   | Telecommunications         | [REDACTED]  | 16.67                            |
| GTE Mobilnet of Santa Barbara L.P.<br>107 Elm Street, 5th Floor<br>Stamford, CT  | Telecommunications         | [REDACTED]  | 10                               |
| Hamilton Cellular Telephone Company<br>26935 Northwestern Hwy<br>Southfield, MI  | Telecommunications         | [REDACTED]  | 99.6                             |
| Idaho 6 - Clark Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111  | Telecommunications         | [REDACTED]  | 100                              |
| Idaho RSA 3 Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008   | Telecommunications         | [REDACTED]  | 33.33                            |
| Idaho RSA 3 Limited Partnership<br>3350 161st Avenue SE<br>Bellevue, WA 98008  | Telecommunications         | [REDACTED]  | 66.66                            |
| Idaho RSA No. 2 Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008   | Telecommunications         | [REDACTED]  | 50                               |

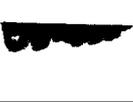
| 4a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 4b)<br>Principal Business: | 4c)<br>TIN: | 4d)<br>Percent of Interest Held: |
|--|----------------------------|-------------|----------------------------------|
| Idaho RSA No. 1 Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008   | Telecommunications         | [REDACTED]  | 75                               |
| Illinois SMSA Limited Partnership<br>2000 W. Ameritech Center Drive, #3G39D<br>Hoffman Estates, IL 98008   | Telecommunications         | [REDACTED]  | 12.65                            |
| Iowa 8 - Monona Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111  | Telecommunications         | [REDACTED]  | 44.92                            |
| Iowa RSA 5 Limited Partnership<br>One GTE Place<br>Alpharetta, GA 30004-8511   | Telecommunications         | [REDACTED]  | 78.57                            |
| Iowa RSA No. 4 Limited Partnership<br>245 Perimeter Center Parkway<br>Atlanta, GA 30346  | Telecommunications         | [REDACTED]  | 10.11                            |
| Iowa RSA No. 2 Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008  | Telecommunications         | [REDACTED]  | 49.5                             |
| Los Angeles SMSA Limited Partnership<br>One California Street<br>San Francisco, CA 94111   | Telecommunications         | [REDACTED]  | 82.3                             |
| Metroplex Telephone Company<br>P.O. Box 97061<br>Redmond, WA   | Telecommunications         | [REDACTED]  | 17                               |
| Missouri RSA 9B1 Limited Partnership<br>17330 Preston Road, Suite 100A<br>Dallas, TX 75252   | Telecommunications         | [REDACTED]  | 14.7                             |
| Modoc RSA Limited Partnership<br>2150 River Plaza Drive<br>Sacramento, CA 95833  | Telecommunications         | [REDACTED]  | 25                               |
| Mohave Cellular Limited Partnership<br>P.O. Box 3801<br>Stamford, CT   | Telecommunications         | [REDACTED]  | 33.33                            |
| Muskegon Cellular Partnership<br>26935 Northwestern Hwy<br>Southfield, MI  | Telecommunications         | [REDACTED]  | 79.41                            |
| Nationwide 929.8875 LLC<br>12221 Merit Drive, Suite 800<br>Dallas, TX  | Telecommunications         | [REDACTED]  | 50                               |

| 4a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 4b)<br>Principal Business: | 4c)<br>TIN: | 4d)<br>Percent of Interest Held: |
|--|----------------------------|-------------|----------------------------------|
| New Hampshire RSA 2 Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         | [REDACTED]  | 100                              |
| New Mexico RSA No. 5 Limited Partnership<br>One GTE Place<br>Alpharetta, GA 30004-8511   | Telecommunications         | [REDACTED]  | 16.33                            |
| New Mexico RSA 3 Limited Partnership<br>245 Perimeter Center Parkway<br>Atlanta, GA 30346  | Telecommunications         | [REDACTED]  | 12.25                            |
| New York RSA 2 Cellular Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         | [REDACTED]  | 42                               |
| New York RSA No. 3 Cellular Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         | [REDACTED]  | 100                              |
| New York SMSA Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         | [REDACTED]  | 90                               |
| NewPar<br>26935 Northwestern Highway<br>Southfield, MI   | Telecommunications         | [REDACTED]  | 100                              |
| North Central RSA 2 of North Dakota Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111                          | Telecommunications         | [REDACTED]  | 65.06                            |
| North Dakota 5 - Kidder Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111                                      | Telecommunications         | [REDACTED]  | 61.75                            |
| North Dakota RSA No. 3 Limited Partnership<br>One California Street<br>San Francisco, CA 94111   | Telecommunications         | [REDACTED]  | 41.45                            |
| North Dakota RSA No. 3 Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008  | Telecommunications         | [REDACTED]  | 15.41                            |
| Northern New Mexico Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111  | Telecommunications         | [REDACTED]  | 58.36                            |
| Northwest Dakota Cellular of North Dakota Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111                    | Telecommunications         | [REDACTED]  | 53.36                            |

| 4a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 4b)<br>Principal Business: | 4c)<br>TIN:   | 4d)<br>Percent of Interest Held: |
|--|----------------------------|---|----------------------------------|
| NYNEX Mobile Limited Partnership 1<br>180 Washington Valley Road<br>Bedminster, NJ 07921   | Telecommunications         |    | 100                              |
| NYNEX Mobile Limited Partnership 2<br>180 Washington Valley Road<br>Bedminster, NJ 07921   | Telecommunications         |    | 100                              |
| NYNEX Mobile of New York L.P.<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         |    | 100                              |
| Olympia Cellular Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008  | Telecommunications         |    | 76.42                            |
| Omaha Cellular Telephone Company<br>3350 161st Avenue, SE<br>Bellevue, WA 98008  | Telecommunications         |    | 93.75                            |
| Orange County-Poughkeepsie MSA Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921   | Telecommunications         |   | 85                               |
| Oxnard/Ventura/Simi Limited Partnership<br>P.O. Box 19707<br>Irvine, CA  | Telecommunications         |  | 82.3                             |
| Pennsylvania No. 3 Sector 2 Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         |  | 38.5                             |
| Pennsylvania No. 4 Sector 2 Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         |  | 50                               |
| Pennsylvania RSA No. 6(II) Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921   | Telecommunications         |  | 51.1                             |
| Pittsburgh SMSA Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         |  | 92.8                             |
| Pittsfield Cellular Telephone Company<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         |  | 70.9                             |

| 4a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 4b)<br>Principal Business: | 4c)<br>TIN:   | 4d)<br>Percent of Interest Held: |
|--|----------------------------|---|----------------------------------|
| Platte River Cellular of Colorado Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111                            | Telecommunications         |    | 61.75                            |
| Portland Cellular Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         |    | 66.7                             |
| PrimeCo Personal Communications, L.P.<br>6 Campus Circle<br>Westlake, TX 76262   | Telecommunications         |    | 100                              |
| Pueblo MSA Limited Partnership<br>8350 East Crescent Parkway, Suite 400, Englewood,<br>CO 80111  | Telecommunications         |    | 73.99                            |
| Redding MSA Limited Partnership<br>2150 River Plaza Drive<br>Sacramento, CA 95833  | Telecommunications         |    | 48.45                            |
| RSA 7 Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008   | Telecommunications         |   | 14.14                            |
| Sacramento Valley Limited Partnership<br>2150 River Plaza Drive<br>Sacramento, CA 95833  | Telecommunications         |  | 49.9                             |
| Salinas Cellular Telephone Company<br>65 1 Gateway Blvd., Suite 1500<br>S. San Francisco, CA   | Telecommunications         |  | 42.96                            |
| San Antonio MTA, L.P.<br>6 Campus Circle<br>Westlake, TX 76262   | Telecommunications         |  | 100                              |
| San Isabel Cellular of Colorado Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111                              | Telecommunications         |  | 49.0                             |
| Seattle SMSA Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008  | Telecommunications         |  | 99.12                            |
| Sioux City MSA Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111   | Telecommunications         |  | 74.50                            |
| Smoky Hill Cellular of Colorado Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111                              | Telecommunications         |  | 66.0                             |

| 4a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 4b)<br>Principal Business: | 4c)<br>TIN:   | 4d)<br>Percent of Interest Held: |
|--|----------------------------|---|----------------------------------|
| South Dakota 7 - Sully Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111                                       | Telecommunications         |    | 100                              |
| South Dakota 8 - Kingsbury Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111                                   | Telecommunications         |    | 100                              |
| Soutwestco Wireless, L.P.<br>1133 North Scottsdale Road<br>Scottsdale, AZ 85254  | Telecommunications         |    | 100                              |
| Spokane MSA Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008   | Telecommunications         |    | 100                              |
| Springfield Cellular Telephone Company<br>26935 Northwestern Hwy<br>Southfield, MI   | Telecommunications         |    | 92.61                            |
| St. Joseph Celltelco<br>10895 Lowell<br>Overland Park, KS 66210  | Telecommunications         |   | 43.5                             |
| St. Lawrence Seaway RSA Cellular Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921   | Telecommunications         |  | 40                               |
| Syracuse SMSA Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         |  | 55                               |
| Two Buttes Cellular of Colorado Limited Partnership<br>3350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111                              | Telecommunications         |  | 49                               |
| Jpstate Cellular Network<br>180 Washington Valley Road<br>Bedminster, NJ 07921   | Telecommunications         |  | 100                              |
| Utah RSA 6 Limited Partnership<br>3350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111   | Telecommunications         |  | 80                               |
| Vermont RSA Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921  | Telecommunications         |  | 100                              |
| Vodafone AirTouch Licenses LLC<br>One California Street<br>San Francisco, CA   | Telecommunications         |  | 100                              |

| 4a)<br>Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary): | 4b)<br>Principal Business: | 4c)<br>TIN:   | 4d)<br>Percent of Interest Held: |
|--|----------------------------|---|----------------------------------|
| Wasatch Utah RSA No. 2 Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008  | Telecommunications         |  | 66.67                            |
| Washington DC SMSA Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921   | Telecommunications         |  | 64.7                             |
| Waterloo MSA Limited Partnership<br>180 Washington Valley Road<br>Bedminster, NJ 07921   | Telecommunications         |  | 100                              |
| Wyoming 1 - Park Limited Partnership<br>8350 East Crescent Parkway, Suite 400<br>Englewood, CO 80111   | Telecommunications         |  | 66                               |
| Yuma, Arizona RSA Limited Partnership<br>3350 161st Avenue, SE<br>Bellevue, WA 98008   | Telecommunications         |  | 100                              |