

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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NEW YORK OFFICE  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174

November 28, 2001

Wireless Telecommunications Bureau  
Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 173257245

Re: FCC Form 602 Ownershin Report for PrimeCo Spectrum Holdings. LLC

Dear Sir or Madam:

On behalf of PrimeCo Spectrum Holdings, LLC ("PrimeCo"), transmitted herewith are an original and one (1) copy of its updated FCC Form 602 ownership report.

Please date-stamp the enclosed extra copy provided for this purpose and return it to our offices. Should you have any questions concerning this matter, please do not hesitate to contact Nancy Killien Spooner at (202) 424-7673.

Very truly yours,



Nancy Killien Spooner

Enclosures 

cc: Steven Greenberg  
Eliot Greenwald



12/5/01 BSH

**Applicant/Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): <b>PrimeCo Spectrum Holdings LLC</b>		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:	

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name: <b>Barry</b>	MI:	Last Name: <b>Porter</b>	Suffix:
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Title: **Managing Member of General Partner of Clarity Partners, L.P., Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz, LLC, Sole Member of Applicant**

Signature: 	Date: 11/01/01
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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 <b>First</b> Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Chicago 20 MHz LLC</b>			er's TIN:
4) Disclosable interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 902104452</b>			
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>M</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>100%</b>	
8) Disclosable Interest <b>Holder's</b> Type of Ownership (refer to instructions for list): <b>0</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Sole Member of Applicant.</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 Discosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	II d) Percent of Interest Held:

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 <b>First</b> Name (if individual):	MI:	Last Name:	suffix:
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2) Disclosable Interest Holders Name (if entity): **PrimeCo Wireless Communications, LLC** Holder's TIN:

4) Disclosable Interest Holders Address:  
**100 N. Crescent Drive, Suite 300, Beverly Hills, CA 902104452**

5) Type of Interest in Applicant ( <b>I</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>M</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  <b>100%</b>
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6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  <b>O</b>	9) Disclosable Interest Holders Country of Citizenship:  <b>U.S.A.</b>
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  
  
**Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.**

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:

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): Clarity Partners, L.P.			Holder's TIN:
4) Disclosable Interest Holder's Address: 100 N. Crescent Drive, Suite 300, Beverly Hills, CA 90210-5452			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( L ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  14.89%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  O		9) Disclosable Interest Holder's Country of Citizenship:  U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant. Also, Managing Member of Clarity PrimeCo Holdings, LLC, Member of PrimeCo Wireless Communications LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.			

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:

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>Clarity Advisors, L.P.</b>			er's TIN:
4) Disclosable Interest Holder's Address: 100 N. Crescent Drive, Suite 300, Beverly Hills, CA 9021 <b>0-5452</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( L ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  2.56%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  O		9) Disclosable Interest Holder's Country of Citizenship:  U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect <b>owner</b> , list path of ownership from indirect owner to the applicant): <b>Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</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:	II d) Percent of Interest Held:

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 <b>Holder's First</b> Name (if individual):	MI:	Last Name:	suffix
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2) Disclosable Interest Holder's Name (if entity): **Clarity Associates, L.P.** holder's TIN:

4) Disclosable Interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 90210-5452</b>
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5) Type of Interest in Applicant (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( L ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>.24%</b>
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>O</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>
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10) Relationship Description (if the <b>discloseable</b> interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of <b>PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC. Sole Member of Applicant.</b>
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**Related FCC Regulated Businesses of Disciosable 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:

Schedule for Disclosable Interest Holders

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

1) Disclosable Interest Holders <b>First</b> Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest <b>Holder's</b> Name (if entity): <b>Clarity PrimeCo Holdings, LLC</b>		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 90210-5452</b>			
5) Type of Interest in Applicant ( ) (refer to Instructions for list)	6) Disclosable Interest Holder is <b>a(n)</b> : ( <b>M</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  9.09%	
8) Disclosable Interest Holder Type of Ownership (refer to instructions for list):  0		9) Disclosable Interest Holder's Country of Citizenship:  U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</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:

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>Clarity PrimeCo GP</b>		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 9021 0-6452</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( G ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  2.48%	
8) Disclosable Interest Holder Type of Ownership (refer to instructions for list):  0		9) Disclosable Interest Holder's Country of Citizenship:  U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant</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:	II d) Percent of Interest Held:

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>Clarity GenPar, LLC</b>		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 90210-5452</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( M ) (refer to Instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>29.26%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>G</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>General Partner of Clarity Partners, L.P., Clarity Advisors, L.P., Clarity Associates, L.P., and Clarity PrimeCo GP, each of which is a Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</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:

Schedule for Disclosable Interest Holders

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

1) Discosable Interest Holder's <b>First</b> Name (if individual): <b>Barry</b>	MI:	Last Name: <b>Porter</b>	suffix:
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2) **Discosable** Interest Holder's Name (if entity): Jer's TIN:

4) Discosable Interest Holdeh Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 902104452</b>
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5) Type of Interest in Applicant (   ) (refer to Instructions for list)	6) Discosable Interest Holder is a(n): (   ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>29.26%</b>
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8) Discosable Interest Holder's Type of Ownership (refer to instructions for list): <b>O</b>	9) Discosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>
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10) Relationship Desaiption (if the disdoseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Managing Member of Clarity GenPar, LLC, General Partner of Clarity Partners, L-P., Clarity Advisors, L.P.. Clarity Associates, L.P., and Clarity PrimeCo GP, each of which is a Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</b>
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Related FCC Regulated Businesses of Discosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Discosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:

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 <b>First</b> Name (if individual): <b>Stephen</b>	MI: <b>P</b>	Last Name: <b>Rader</b>	suffix:
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2) Disclosable Interest Holder's Name (if entity):

or's TIN:

4) Disclosable Interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 90210-5452</b>
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5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>29.26%</b>
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Managing Member of Clarity GenPar, LLC, General Partner of Clarity Partners. L.P., Clarity Advisors, L.P., Clarity Associates, L.P., and Clarity PrimeCo GP, each of which is a Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</b>
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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:

FCC Ownership Disclosure information for the  
Wireless Telecommunications Services

Approved by OMB  
3060 -0799  
See instructions for  
public burden estimate

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 <b>First Name</b> (if individual): <b>R. Rudolph</b>	MI:	Last Name: <b>Reinfrank</b>	suffix:
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2) Disclosable Interest Holders Name (if entity): \_\_\_\_\_ Identifier's TIN: \_\_\_\_\_

4) Disclosable Interest Holders Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 902104452</b>
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5) Type of Interest in Applicant ( ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  29.26%
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8) <b>Disclosable</b> Interest Holder's Type of Ownership (refer to instructions for list):  <input checked="" type="radio"/>	9) <b>Disclosable</b> Interest Holders Country of Citizenship:  U.S.A.
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10) Relationship <b>Description</b> (if the disclosable interest holder is an indirect <b>owner</b> , list path of ownership from indirect <b>owner</b> to the <b>applicant</b> ): <b>Managing Member of Clarity GenPar, LLC, General Partner of Clarity Partners, L.P., Clarity Advisors, L.P., Clarity Associates, L.P., and Clarity PrimeCo GP, each of which is a Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</b>
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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:

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): <b>David</b>	MI:	Last Name: <b>Lee</b>	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: <b>100 N. Crescent Drive, Suite 300, Beverly Hills, CA 90210-5452</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( I ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>29.26%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>O</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Managing Member of Clarity GenPar, LLC, General Partner of Clarity Partners, L.P., Clarity Advisors, L.P., Clarity Associates, L.P., and Clarity PrimeCo GP, each of which is a Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</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:

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>JPMP Chicago PCS, LLC</b>			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: <b>1221 Avenue of the Americas, New York, NY 10020</b>				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( M ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: <b>1.3%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>O</b>			9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</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:

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): J.P. Morgan Partners (BHCA), L.P.			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 1221 Avenue of the Americas, New York, NY 10020				
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( L ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  13.3%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  O			9) Disclosable Interest Holder's Country of Citizenship:  U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant; also, Member of JPMP Chicago PCS, LLC, Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.				

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:
Advanced Telecom Group 110 Stony Point Rd, 2 <sup>nd</sup> Floor, Santa Rosa, CA 95401	Telecommunications		10%
Broadslate Networks 630 Peter Jefferson Parkway, Ste 300, Charlottesville, VA	Telecommunications		23.3%
Lightship Telecom 1301 Virginia Dr, Ste 120, Fort Washington, PA 19035	Telecommunications		49%
Western Integrated Network Colorado Center Tower Two Ste Z-800.2000 South Colorado Blvd, Denver, CO 80222	Telecommunications		17.1%
Triton PCS Holdings, Inc. 1100 Cassatt Road, Berwyn, PA 19312	Wireless mobile telephony		16.5%
Smith TV of New York 720 Second Avenue South, St. Petersburg, FL 33703	Broadcasting		11.1%

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):		Holder's TIN:	
<b>JPMP Master Fund Manager, L.P.</b>			
4) Disclosable Interest Holder's Address: <b>1221 Avenue of the Americas, New York, NY 10020</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( L ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  13.3%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  G		9) Disclosable Interest Holders Country of Citizenship:  U.S.A.	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>General Partner of J.P. Morgan Partners (BHCA), L.P., Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</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:
Advanced Telecom Group 110 Stony Point Rd, 2 <sup>nd</sup> Floor, Santa Rosa, CA 95401	Telecommunications		10%
Broadslate Networks 630 Peter Jefferson Parkway, Ste 300. Charlottesville. VA	Telecommunications		23.3%
Lightship Telecom 1301 Virginia Dr, Sto 120, Fort-ton. PA 19035	Telecommunications		49%
Western Integrated Network Colorado Center Tower Two Ste 2-800, 2000 South Colorado Blvd, Denver. CO 80222	Telecommunications		17.1%
Trlton PCS Holdings. Inc. 1100 Cassatt Road, Berwyn, PA 19312	Wireless mobile telephony		16.5%
Smith N of New York 720 Second Avenue South, St. Petersburg, FL 33703	Broadcasting		11.1%

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>Chatham Ventures, Inc.</b>			3	t's TIN:
4) Disclosable Interest Holders Address: <b>270 Park Avenue, New York, NY 10017</b>				
5) Type of Interest in Applicant ( I ) (refer to instructions for list)		6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):		7) Percent of interest Held in Applicant: <b>13.3%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>L</b>			9) Disclosable interest Holders Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Holds 100% of equity in JPMP Master Fund Manager, L.P., General Partner of J.P. Morgan Partners (BHCA), L.P., Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</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:
Advanced Telecom Group 110 Stony Point Rd, 2 <sup>nd</sup> Floor, Santa Rosa, CA 95401	Telecommunications		10%
Broadslate Networks 630 Peter Jeffenon Parkway, Ste 300, Charlottesville, VA	Telecommunications		23.3%
Lightship Telecom 1301 Virginia Dr, Ste 120, Fort Washington, PA 19035	Telecommunications		49%
Western Integrated Network Colorado Center Tower Two Ste 2-800, 2000 South Colorado Blvd, Denver, CO 80222	Telecommunications		17.1%
Triton PCS Holdings, Inc. 1100 Cassatt Road, Berwyn, PA 19312	Wireless mobile telephony		16.5%
Smith TV of New York 720 Second Avenue South, St Petersburg, FL 33703	Broadcasting		11.1%

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:
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2) Disclosable Interest Holder's Name (if entity): **JPMP Capital Corp.** Holder's TIN:

4) Disclosable interest Holder's Address: <b>270 Park Avenue, New York, NY 10017</b>
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5) Type of Interest in Applicant ( I ) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>13.3%</b>
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8) Disclosable interest Holder's Type of Ownership (refer to instructions for list): <b>G</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>General Partner of JPMP Master Fund Manager, L.P., General Partner of J.P. Morgan Partners (BHCA), L.P., Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</b>
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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) Prindpai Business:	11c) TIN:	II d) Percent of Interest Held:
Advanced Telecom Group 110 Stony Point Rd. 2 <sup>nd</sup> Floor, Santa Rosa, CA 95401	Telecommunications		10%
Broadslate Networks 630 Peter Jefferson Parkway, Ste 300, Charlottesville, VA	Telecommunications		23.3%
Lightship Telecom 1301 Virginia Dr, Ste 129. Fort Washington, PA 19035	Telecommunications		49%
Western Integrated Network Colorado Center Tower Two Ste 2-800, 2000 South Colorado Blvd, Denver, CO 66222	Telecommunications		17.1%
Triton PCS Holdings, Inc. 1100 Cassatt Road, Berwyn, PA 19312	Wireless mobile telephony		16.5%
Smith TV of New York 720 Second Avenue South, St. Petersburg, FL 33703	Broadcasting		11.1%

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 Holders Name (if entity): <b>J.P. Morgan Chase &amp; Co.</b>			Holder's TIN:
4) Disclosable Interest Holders Address: <b>270 Park Avenue, New York, NY 10017</b>			
5) Type of Interest in Applicant (.) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  13.3%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  0		9) Discosable Interest Holders Country of Citizenship:  U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Sole parent of JPMP Capital Corp., General Partner of JPMP Master Fund Manager, L.P., General Partner of J.P. Morgan Partners (BHCA), L.P., Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant. Also, sole parent of Chatham Ventures, inc., 100% interest holder of JPMP Master Fund Manager, L.P., etc.</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	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Advanced Telecom Group 110 Stony Point Rd, 2 <sup>nd</sup> Floor, Santa Rosa, CA 95401	Telecommunications		10%
Broadslate Networks 630 Peter Jefferson Parkway, Ste 300, Charlottesville, VA	Telecommunications		23.3%
Lightship Telecom 1301 Virginia Dr. Ste 120, Fort Washington, PA 19035	Telecommunications		49%
Western Integrated Network Colorado Center Tower Two Sts 2-800, 2000 South Colorado Blvd, Denver, CO 80222	Telecommunications		17.1%
Triton PCS Holdings, Inc. 1100 Cassatt Road, Berwyn, PA 19312	Wireless mobile telephony		16.5%
Smith TV of New York 720 Second Avenue South, St. Petersburg, FL 33703	Broadcasting		11.1%

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 Holders Name (if entity): <b>PCG Chicago PCS, LLC</b>		holder's TIN:	
4) Disclosable Interest Holders Address: <b>c/o GKW Unified Holdings, LLC, 360 N Crescent Drive, Beverly Hills, CA 90210</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( M ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>13.3%</b>	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): <b>0</b>		9) Disclosable Interest Holders Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</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:	II d) Percent of Interest Held:

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): PCG Tagi (Series F), LLC		3) I	TIN:
4) Disclosable Interest Holder's Address: c/o GKW Unified Holdings, LLC, 360 N Crescent Drive, Beverly Hills, CA 90210			
5) Type of Interest in Applicant ( I ) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): ( M ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 13.3%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O		9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of PCG Chicago PCS, LLC, Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.			

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:

Schedule for Disclosable Interest Holders

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

1) Disclosable interest <b>Holder's First</b> Name (if individual):	MI:	Last Name:	suffix:
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2) **Disclosable** Interest Holder's Name (if entity): **GKW Unified Holdings, LLC** **Holder's TIN:**

4) Disclosable Interest Holder's Address: <b>c/o GKW Unified Holdings, LLC, 360 N Crescent Drive, Beverly Hills, CA 90210</b>
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5) Type of Interest in Applicant ( <b>I</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>M</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>13.3%</b>
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>O</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>U.S.A.</b>
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Member of PCG Tagi (Series F), LLC. Member of PCG Chicago PCS, LLC. Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</b>
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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:

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 <b>First</b> Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): <b>Pacific Capital Group, Inc.</b>			ers' TIN:
4) Disclosable Interest Holder's Address: <b>c/o GKW Unified Holdings, LLC, 360 N Crescent Drive, Beverly Hills, CA 90210</b>			
5) Type of Interest in Applicant ( <b>I</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>C</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>13.3%</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0</b>		9) Disclosable Interest Holders Country of Citizenship: <b>U.S.A.</b>	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Managing Member of GKW Unified Holdings. LLC, Member of PCG Tagi (Series F), LLC, Member of PCG Chicago PCS, LLC, Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz LLC, Sole Member of Applicant.</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	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

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): Trimaran Chicago Partners, LLC			Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: c/o Trimaran Fund Management LLC, 425 Lexington Avenue, New York, NY 10017				
5) Type of Interest in Applicant ( I ) (refer to instructions for list)		6) Disclosable Interest Holder is a(n): ( M ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 20.8%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): cl			9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of PrimeCo Wireless Communications, LLC, Sole Member of Chicago 20 MHz, LLC, Sole Member of Applicant.				

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: