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Building The
Wireless Future™

April 18, 1995

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APR 18 1995

CTIA

Cellular
Telecommunications
Industry Association
1250 Connecticut
Avenue, N.W.
Suite 200
Washington, D.C. 20036
202-785-0081 Telephone
202-785-0721 Fax

Mr. William F. Caton
Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

Re: **Ex Parte Presentation**
PR Docket Nos. 94-105

Dear Mr. Caton:

On Tuesday, April 18, 1995, Mr. Randall S. Coleman, Vice President, Regulatory Policy and Law of the Cellular Telecommunications Industry Association ("CTIA"), sent the attached letter and its attachments to Mr. Stanley P. Wiggins of the Wireless Telecommunications Bureau.

Pursuant to Section 1.1206 of the Commission's Rules, an original and one copy of this letter and the attachments are being filed with your office. If you have any questions concerning this submission, please contact the undersigned.

Sincerely,

Andrea D. Williams
Staff Counsel

Attachments

No. of Copies rec'd 0/1
List A B C D E



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APR 11 1995

FEDERAL COMMUNICATIONS
COMMISSION

CTIA

Cellular
Telecommunications
Industry Association
1250 Connecticut
Avenue, N.W.
Suite 200
Washington, D.C. 20036
202-785-0081 Telephone
202-785-0721 Fax
202-736-3256 Direct Dial

April 18, 1995

Mr. Stanley P. Wiggins
Wireless Telecommunications Bureau
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

Randall S. Coleman
Vice President for
Regulatory Policy and Law

Dear Stan:

Per your request, enclosed are copies of the Annual Reports of several CTIA member carriers that were recently submitted to the California Public Utility Commission. I have also enclosed a chart delineating the California markets and the carriers which service those markets.

The Annual Reports provide the information you requested concerning the most recent, publicly available information concerning operating revenues for wholesale and retail operations of the carrier. In some instances, the carriers have provided explanations which will assist your review these documents.

If you should have any further questions, please do not hesitate to contact me.

Sincerely,

Randy
Randall S. Coleman

CALIFORNIA MARKETS	CARRIER	CARRIER
Los Angeles	LA Cellular (BellSouth)	AirTouch Cellular
San Francisco	AirTouch Cellular	GTE PCS
San Diego	U S WEST Cellular*	AirTouch Cellular
San Jose	AirTouch Cellular	GTE PCS
Sacramento	McCaw Cellular	AirTouch Cellular
Oxnard	McCaw Cellular	AirTouch Cellular
Fresno	McCaw Cellular	GTE PCS
Bakersfield	LA Cellular (BellSouth)	GTE PCS
Stockton	McCaw Cellular	AirTouch Cellular
Vallejo	McCaw Cellular	AirTouch Cellular
Santa Rosa	Cagal Cellular*	GTE PCS
Santa Barbara	McCaw Cellular	GTE PCS
Salinas	Salinas Cellular Telco.*	GTE PCS
Modesto	McCaw Cellular	AirTouch Cellular
Visalia	McCaw Cellular	GTE PCS
Santa Cruz	Santa Cruz Cellular Tel.*	GTE PCS
Chico	McCaw Cellular	AirTouch Cellular
Redding	McCaw Cellular	AirTouch Cellular
Yuba City	McCaw Cellular	AirTouch Cellular
California RSA 1	U.S. Cellular*	Cal-One (Cal-North)
California RSA 2	U.S. Cellular*	Modoc RSA 2 LP (AirTouch Cellular)
California RSA 3	Sierra Cellular*	McCaw Cellular
California RSA 4	Cellular 2000*	GTE PCS
California RSA 5	SLO Cellular*	GTE PCS
California RSA 6	Western Wireless*	GTE PCS
California RSA 7	Centennial Cellular*	GTE PCS
California RSA 8	McCaw Cellular	AirTouch Cellular
California RSA 9	U.S. Cellular*	GTE PCS
California RSA 10	Data Cellular*	AirTouch Cellular
California RSA 11	Atlantic Cellular*	Cellular Pacific*
California RSA 12	McCaw Cellular	GTE PCS

***Data not available.**

AirTouch Cellular California Managed Markets

(\$000)	Los Angeles SMSA Limited Partnership		AirTouch Cellular (San Diego)		Sacramento-Valley Limited Partnership		Modoc RSA Limited Partnership	
	1994	1993	1994	1993	1994	1993	1994	1993
Net Income - Before Tax⁽¹⁾	\$190,558	\$147,167	\$23,595	\$21,936	\$5,671	\$6,706	(\$22)	(\$42)
Tax Provision⁽²⁾	78,596	62,698	9,732	9,346	2,339	2,857	(9)	(18)
Net Income - After Tax⁽³⁾	111,962	84,469	13,863	12,590	3,332	3,849	(13)	(24)
Total Assets⁽⁴⁾	\$468,340	\$390,873	\$141,270	\$105,923	\$109,011	\$90,677	\$1,294	\$355
Return on Assets⁽⁵⁾	23.9%	21.6%	9.8%	11.9%	3.1%	4.2%	(1.0%)	(6.8%)
Capital Additions⁽⁶⁾	\$121,737	\$68,547	\$18,039	\$10,914	\$23,823	\$18,068	\$962	\$38
Total Gross Plant⁽⁷⁾	\$558,584	\$436,847	\$92,383	\$74,384	\$119,000	\$95,177	\$1,388	\$425

- (1) Page 11, Line 7
- (2) Page 11a
- (3) Net Income - Tax Provision
- (4) Page 7, Line 27
- (5) Net Income After Tax/Total Assets
- (6) Page 7, Line 22
- (7) Page 7, Line 22

Source: 1993 and 1994 Annual Reports filed with the California Public Utilities Commission.



AirTouch Communications
One California Street, 9th Floor
San Francisco, CA 94111

March 31, 1995

Mr. Douglas Long, Chief Accountant
Accounting and Auditing Branch, Room 3251
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102

Re: Compliance with the Commission's Annual Reporting Requirements
for Cellular Carriers

Dear Mr. Long:

Attached are the original plus two copies of the annual financial reports for
the Los Angeles SMSA Limited Partnership (U-3003-C).

If there are any questions concerning these reports, members of the
Commission staff should contact me at (415) 658-5166 or Richard Nelson at
(415) 658-2059.

Very truly yours,

A handwritten signature in black ink that reads "Kim Mahoney". The signature is written in a cursive style.

Kim Mahoney
Manager - Regulatory

Enclosure

cc Richard C. Nelson

**CELLULAR COMMUNICATIONS LICENSEES
(WHOLESALERS)**

ANNUAL REPORT

OF

Los Angeles SMSA Limited Partnership

Exact Legal Name of Reporting Licensee

**(If name was changed during the year, show also the
previous name and date of change.)**

3 Park Plaza

Irvine, CA 92714

(Address of Licensee)

**TO THE
PUBLIC UTILITIES COMMISSION
STATE OF CALIFORNIA
FOR THE
YEAR ENDED DECEMBER 31, 1994**

**Name, title, address and telephone number (including area code), of the
person to be contacted concerning this report:**

Mr. Richard C. Nelson, Director-Regulatory

Ninth Floor, One California Street, San Francisco, CA 94111 (415) 658-2059

TABLE OF CONTENTS

Schedules which are not applicable to the licensee shall be indicated in Column (d) by inserting the symbol "N" opposite each such schedule.

Line No.	Schedule No. (a)	Title of Schedule (b)	Page No. (c)	(d)
<u>GENERAL INFORMATION</u>				
1		General Instructions	1	
2	1	General Information	2	
3	2	Directors or Proprietors	3	
4	3	Principal Officers	3	
5	4	Voting Powers and Controls	4	N
6	5	Significant Changes During the Year	5	
<u>FINANCIAL AND ACCOUNTING DATA</u>				
7		Instructions to Comparative Balance Sheets	6	
8	6	Comparative Balance Sheets	7-8	
9		Instructions for Income and Retained Earnings or Proprietary Capital Statements	9	
10	7	Income Statements	10-11	
11	8	Retained Earnings & Partnership Capital Statements	12	
12	8a	Reconciliation of Partners' Capital	13	
13	9	Analysis of Operating Expenses	14	
14	10	Analysis of Cellular Communications Plant Account	15	
15	11	Analysis of Deferred Charges and Credits	16	N
16	12	Long-Term Debt (Account 225)	17	N
17	13	Capital Stock and Dividends	18	N
<u>MISCELLANEOUS</u>				
18	14	Verifications	19	

GENERAL INSTRUCTIONS

1. The word licensee in the following inquiries means the corporation, company, association, partnership, or person in whose behalf the report is made.
2. One completed copy of this report (two copies if three received) must be filed NOT LATER THAN MARCH 31, following the year covered by the report, with:

CALIFORNIA PUBLIC UTILITIES COMMISSION
STATE BUILDING, CIVIC CENTER
SAN FRANCISCO, CALIFORNIA 94102
3. Failure to file this report on time will subject a public utility to the penalties and sanctions provided by the Public Utilities Code.
4. The Oath, on the last page, must be signed by an officer, partner or owner, not by a public accountant.
5. The report must be prepared in ink or by the use of a typewriter.
6. Every schedule must be filled in, and every question answered. LEAVE NO SCHEDULE BLANK. Insert the words "none" or "Not applicable (n/a)" when appropriate.
7. Certain balance sheet and income statement accounts refer to supplemental schedules. The totals of the details in the latter must agree with the balances of the accounts to which they refer.
8. Some schedules provide for a "balance at beginning of year". The amount shown should agree with the "balance at end of year" as shown in the report for the previous year. If there is a difference it should be explained by a footnote.
9. Items of a reverse or contrary character shall be enclosed in parenthesis.
10. Throughout the report, money items shall be shown in units of dollars.
11. When there is insufficient space in a schedule to permit a complete statement of the requested information, insert sheets should be prepared and identified by the number of the schedule to which it refers. Be certain that the inserts are securely attached to the report.
12. This report must cover a calendar year, from January 1 through December 31. Fiscal year reports will not be accepted.

SCHEDULE 1, GENERAL INFORMATION

1. Name and title of officer having custody of the general books of account and address of the office where such books are kept.

M.S. Gyani
 V.P. Finance and Treasurer
 One California Street,
 San Francisco, CA 94111

2. Type of organization of the licensee (corporation, partnership, proprietor, etc.)

Partnership

3. General description of territory served by the licensee.

Orange County
 Los Angeles County, except the northern part
 Southern portion of Ventura County
 Southern and eastern portions of San Bernardino County
 Western portion of Riverside County

4. Date when cellular communications operations were begun.

June 12, 1984

5. If incorporated specify:

(a) Date of filing articles of incorporation
 with Secretary of State: N/A

(b) State in which incorporated: N/A

(c) Commission decision Number granting
 Operating Authority: 84-04-014
 Date: April 4, 1984

6. List all affiliated companies and their relationship to the licensee. If licensee is a partnership, provide this information for each partner. Use a separate page, if needed.

State whether the affiliate is a:

- (a) regulated public utility
 (b) publicly held corporation

See attached schedule, page 2a

SCHEDULE 1. GENERAL INFORMATION**6. AirTouch Cellular**

AirTouch Cellular is a subsidiary of AirTouch Communications of California which is a subsidiary of AirTouch Communications, Inc., a publicly owned corporation. AirTouch Cellular is affiliated with AirTouch Paging, a regulated utility, and unregulated companies such as AirTouch International, AirTouch Satellite Services, Inc and AirTouch Services, all of which are subsidiaries of AirTouch Communications, Inc.

Contel Cellular Inc.

Contel Cellular Inc. (formerly Contel Mobilecom, Inc.) is a publicly held corporation. Contel Cellular, Inc. is an affiliate of Continental Telephone Company of California which is a regulated public utility in California. GTE Corporation acquired the assets of Contel Corporation in a merger concluded in late 1991.

United States Cellular Corporation

United States Cellular Corporation is a subsidiary of Telephone and Data Systems, Inc., which is a publicly held corporation.

GTE Mobilnet Incorporated

GTE Mobilnet Incorporated is a subsidiary of GTE Corporation which is a publicly held corporation. It is an affiliate of General Telephone Company of California, the West Coast Telephone Company of California (a subsidiary of GTE of the Northwest, Inc.) and U.S. Sprint Communications Corporation, all of which are regulated public utilities in California. GTE Mobilnet Incorporated in turn has the subsidiary GTE Mobilnet of California which is a regulated public utilities in California. GTE Mobile Communications a subsidiary of GTE is a certificated cellular reseller tariffed to retail cellular service in Los Angeles.

Annual report of

Los Angeles SMSA Limited Partnership

Year ended December 31, 1994

(Los Angeles Area)				
SCHEDULE 2				
DIRECTORS, PROPRIETORS, PARTNERS				
Line No.	Name of director or proprietor (for partnerships identify each partner, identify which are general or limited partners, and show each partner's percent of interest in the licensee.) (a)	Office Address (including Street and No.) (b)	Term Began (c)	Term Expires (d)
1	AirTouch Cellular General Partner - 82.3%	3 Park Plaza Irvine, CA 92714	N/A	N/A
2				
3				
4	GTE Mobilnet, Inc. Limited Partner - 1.0%	245 Perimeter Center Pkwy. Atlanta, GA 30348	N/A	N/A
5				
6				
7	U.S. Cellular Corp. Limited Partner - 5.5%	8410 West Bryn Mawr, Suite 700 Chicago, IL 60631	N/A	N/A
8				
9				
10	Contel Cellular, Inc. Limited Partner - 11.2%	245 Perimeter Center Pkwy. Atlanta, GA 30348	N/A	N/A
11				
12				
13				
14				

SCHEDULE 3			
PRINCIPAL OFFICERS			
<i>AirTouch Cellular, General Partner</i>			
(For Corporations, show the data requested; for other forms of business organizations, show names of individuals holding comparable positions.)			
Line No.	Title of office (a)	Name of person holding office at end of year (b)	Address (c)
1	President and Chief Executive Officer	C.L.Cox	2999 Oak Road, 10th Floor Walnut Creek, CA 94596
2	Vice-President	B.R. Jones (Los Angeles Area)	3 Park Plaza Irvine, CA 92714
3	Secretary	M.G.Gill	One California San Francisco, CA 94111
4	VicePresident- Finance and Treasurer	M.S.Gyani	2999 Oak Road, 9th Floor Walnut Creek, CA 94596
5	Controller & Asst. Treasurer	M. S. Gunning	2999 Oak Road, 9th Floor Walnut Creek, CA 94596

SCHEDULE 4, VOTING POWERS AND CONTROLS

1. Name each of the stockholders at the end of the year who held five percent or more of the voting capital stock of the licensee.

2. State the total number of stockholders at the end of the year holding (a) common stock _____-0-_____ and (b) preferred stock _____-0-_____.

Line No.	Name (a)	Address (b)	Number of shares held	
			Common (c)	Preferred (d)
1	NONE			
2				
3				
4				
5				
6				
7				
8				
9				
10				

SCHEDULE 5, SIGNIFICANT CHANGES DURING THE YEAR

Give Particulars of:

1. Issuances of capital stock or long-term debt (including dates, amounts, regulatory authorizations and proceeds.)

NONE

2. Changes in franchise rights

NONE

3. Significant changes in plant

Added sixty new cell sites to the system to improve coverage and service to customers.

4. Changes in ownership or control

NONE

5. Other significant changes. Include rate changes.

The Partnership implemented a new process for inter-market transfer for AirTouch Customers, initiated several new wholesale rate plans for providers of rental phones, expanded the Super-Value Plans to offer a 1000 minute plan as well as a Super-Value Starter Plan and implemented a quarterly filing process for digital cell site modifications.

INSTRUCTIONS TO SCHEDULE 6, COMPARATIVE BALANCE SHEET

1. List the accounts representing assets and liabilities of the licensee. Licensees who, in addition to providing licensed cellular communications service, are engaged in other operations, shall combine assets and liabilities related to other operations on line numbers 11, 17 and 25, page 7, and line numbers 11 and 16 on page 8. The accounts so combined shall be restricted to those specifically mentioned on these lines. If other accounts contain material amounts which can be determined without allocation or analysis for other than licensed cellular operations, the licensee shall show the following information for each such account:

- a. Account number and title
- b. Amount directly related to other than licensed cellular operations

SCHEDULE 6. COMPARATIVE BALANCE SHEET

Line No.	Account No.		Balance at beginning of year	Balance at end of year	Increase or (decrease)
Assets and Other Debits					
<u>Current Assets</u>					
1	100	Cash	\$26,660	\$38,100	\$11,440
2	101.1&.3	Accounts Receivable	118,063,540	114,853,227	(1,210,313)
3	102.1&.2	Allowance for Uncollectable Accounts	(2,524,744)	(2,972,384)	(447,640)
4	103	Income Taxes Receivable	0	0	0
5	104.1&.2	Notes Receivable - Total	0	227,708	227,708
6	105	Prepayments - Total	2,126,388	2,949,803	823,415
7	106.1&.3	Materials and Supplies	0	0	0
8	107	Interest and Dividends Receivable	0	0	0
9	108.1&.3	Other Current Assets	361,684	14,857	(346,827)
10	109.1&.2	Accumulated Deferred Income Taxes - Current - Cellular Communications Operations	0	0	0
11		Current Assets - Non-Cellular Operations (Include Accounts 101.2, 106.2, 108.2, 109.3 and 109.4)	2,316,343	14,640,463	12,324,120
12		Total Current Assets	\$118,369,871	\$129,751,774	\$11,381,903
<u>Deferred Charges</u>					
13	110	Deferred Charges (Schedule 11)	\$0	\$0	\$0
14	111	Unamortized Debt Expense	0	0	0
15	112	Intangible Assets	869,977	219,848	(650,129)
16	113.1&.2	Accumulated Deferred Income Taxes - Non-Current Cellular Communications Operations	0	0	0
17		Deferred Charges - Non-Cellular Operations (Include Accounts 113.3 and 113.4)	0	0	0
18		Total Deferred Charges	\$869,977	\$219,848	(\$650,129)
<u>Long-Term Assets</u>					
<u>Cellular Investments and Other Long-Term Assets</u>					
19	120.1&.3	Other Long-Term Assets	\$374,993	\$218,821	(\$156,172)
20	121.1&.2	Investments - Total	0	0	0
21		Total Cellular Investments and Other Long-Term Assets	\$374,993	\$218,821	(\$156,172)
<u>Cellular Communications Plant</u>					
22	122, 123, 124 & 125	Total Gross Cellular Communications Plant (Schedule 10)	\$438,847,067	\$558,583,999	\$121,736,932
23	126 & 127	Accumulated Depreciation & Amortization of Cellular Communications Plant	(165,588,528)	(220,434,621)	(54,846,093)
24		Total Net Cellular Communications Plant	\$271,258,539	\$338,149,378	\$66,890,839
25		Long-Term Assets - Non-Cellular Operations (Include Accounts 120.2, 121.2, 130 and 131)	\$0	\$0	\$0
26		Total Long-Term Assets	\$271,633,532	\$338,368,199	\$66,734,667
27		Total Assets and Other Debits	\$390,873,380	\$468,339,821	\$77,466,441

Annual report of

Los Angeles SMSA Limited Partnership

Year ended December 31, 1994

SCHEDULE 6, COMPARATIVE BALANCE SHEET					
Line No.	Account No.		Balance at beginning of year	Balance at end of year	Increase or (decrease)
		Liabilities and Equity			
		<u>Current Liabilities</u>			
1	200.1&2	Notes Payable - Total	\$0	\$0	\$0
2	201.1&2	Accounts Payable - Total	42,038,351	63,291,333	21,252,982
3	202.1&2	Accrued Liabilities - Total	13,069,992	22,737,599	9,667,607
4	203	Advance billing and Payments	6,033,832	9,513,984	3,480,152
5	204	Taxes Accrued	2,852,194	3,426,418	774,224
6	205	Interest Accrued	105,208	152,567	47,361
7	206.1&3	Other Current Liabilities	1,963,223	5,676,001	3,712,778
8	207	Current Maturities of Long-Term Debt	0	0	0
9	211.1&2	Accumulated Deferred Income Taxes - Current - Cellular Communications Operations	0	0	0
10	214	Customer Deposits	2,533,352	3,907,017	1,373,665
11		Current Liabilities - Non-Cellular Operations (Included Accounts 206.2, 211.3 and 211.4)	2,173,409	2,292,776	119,367
			0	0	0
12		Total Current Liabilities	\$70,569,559	\$110,997,695	\$40,428,136
		<u>Deferred Credits</u>			
13	216	Other Deferred Credits (Schedule 11)	\$2,550,741	\$3,014,841	\$464,100
14	219.1&2	Unamortized Deferred Investment Tax Credits - Cellular Communications Operations	0	0	0
15	220.1&2	Accumulated Deferred Income Taxes - Non-Current - Cellular Communi- cations Operations	0	0	0
16		Deferred Credits - Non-Cellular Operations (Include accounts 219.3, 219.4, 220.3 and 220.4)	0	0	0
17		Total Deferred Credits	\$2,550,741	\$3,014,841	\$464,100
		<u>Long-Term Liabilities</u>			
18	221	Obligations on Capital Leases	\$1,401,472	\$1,288,008	(\$112,464)
19	223	Advances from Affiliated Companies	0	0	0
20	224	Unamortized Premium and Discount on Long-Term Debt	0	0	0
21	225	Long-Term Debt (Schedule 12)	0	0	0
22		Total Long-Term Liabilities	\$1,401,472	\$1,288,008	(\$112,464)
		<u>Equity</u>			
23	230	Common Stock (Schedule 13)	\$0	\$0	\$0
24	231	Preferred Stock (Schedule 13)	0	0	0
25	232	Other Paid-In Capital	0	0	0
26	233	Retained Earnings (Schedule 8)	0	0	0
27	234	Proprietary Capital - Proprietor- ship and Partnership (Schedule 8)	316,351,608	353,038,277	36,686,669
28		Total Equity	\$316,351,608	\$353,038,277	\$36,686,669
29		Total Liabilities and Equity	\$390,873,380	\$468,338,821	\$77,466,441

**INSTRUCTIONS TO SCHEDULE 6, INCOME AND RETAINED
EARNINGS OR PROPRIETARY CAPITAL STATEMENTS**

1. Show the requested information regarding transactions during the year.
2. For those extraordinary items reflected on this Schedule, please provide the following information for each item:
 - a. Nature of extraordinary item
 - b. Amount of extraordinary item before considering the related income tax effects
 - c. Amount of the income tax effect related to the extraordinary item
3. For those prior period adjustments reflected on this Schedule, please provide the following information for each adjustment:
 - a. Nature of the prior period adjustment
 - b. The effect on net income and the period to which the adjustment related
 - c. Amount of the prior period adjustment before considering the related income tax effects
 - d. Amount of the income tax effects related to the prior period adjustment
4. For those amounts of miscellaneous debits and credits reflected in the Retained Earnings and Proprietary Capital Statements in this Schedule, please provide the following information:
 - a. Description of each transaction included in these amounts
 - b. The amount of each above described transaction before considering the related income tax effects
 - c. Amount of the income tax effects related to each above described transaction

Annual report of

Los Angeles SMSA Limited Partnership

Year ended December 31, 1994

SCHEDULE 7, INCOME STATEMENT			
Line No.	Account No.	Income Statement Wholesale Cellular, Retail Cellular and Non-Cellular Operations	Current Year
		WHOLESALE CELLULAR COMMUNICATIONS OPERATING INCOME	
1	400	Operating Revenues - Wholesale	\$427,952,954
2	401	Operating Expenses - Wholesale (Schedule 9)	207,367,453
3		Operating Income Before Income Taxes - Wholesale	<u>\$220,585,501</u>
4	402	Operating Income Taxes - Wholesale	\$0
5	403	Operating Income Taxes Deferred - Wholesale	0
6	405	Investment Tax Credits - Wholesale	0
7		Net Operating Income - Wholesale	<u>\$220,585,501</u>
		<u>RETAIL CELLULAR COMMUNICATIONS OPERATING INCOME</u>	
8		Operating Revenues - Retail	\$457,977,755
9		Operating Expenses - Retail (Schedule 9)	478,555,194
10		Operating Income Before Income Taxes - Retail	<u>(\$20,577,439)</u>
11		Operating Income Taxes - Retail	\$0
12		Operating Income Taxes Deferred - Retail	0
13		Investment Tax Credits - Retail	0
14		Net Operating Income - Retail	<u>(\$20,577,439)</u>

(Continued)

Annual report of

Los Angeles SMSA Limited Partnership

Year ended December 31, 1994

SCHEDULE 7, INCOME STATEMENT			
Line No.	Account No.		Current Year
		<u>INCOME FROM NON-CELLULAR OPERATIONS</u>	
1	450	Income - Non-Cellular Operations	\$20,537,155
2	454	Income Deductions - Non-Cellular Operations	29,988,009
3		Non-Cellular Operating Income	(\$9,450,854)
4	456	Interest Expense	\$0
5		Total Net Income (Before Extraordinary Items)	\$190,557,208
6	458	Extraordinary Items (net of tax effect)	\$0
7		Total Net Income (After Extraordinary Items)	\$190,557,208

SCHEDULE 7A
Los Angeles SMSA Limited Partnership
Estimated Tax Accrual
1994
(Pro Forma)

INCOME STATEMENT INFORMATION

Income Before Taxes	\$190,557,208
State Tax Provision	(17,721,820)
Federal Tax Provision	<u>(60,873,500)</u>
Net Income After Taxes	<u>\$111,961,888</u>

BALANCE SHEET INFORMATION

	<u>State</u>	<u>Federal</u>
Current Taxes Payable	\$16,073,691	\$59,290,789
Deferred Taxes		
Depreciation	655,955	2,025,237
State Income Tax Deduction	0	(1,648,710)
Other	992,174	1,208,184
Amortization ITC	0	0
Total Tax Provision	<u>\$17,721,820</u>	<u>\$60,873,500</u>

Annual report of

Los Angeles SMSA Limited Partnership

Year ended December 31, 1994

SCHEDULE 8, RETAINED EARNINGS AND PARTNERSHIP CAPITAL STATEMENTS			
Line No.	Account No.		Current Year
		<u>RETAINED EARNINGS STATEMENT</u>	
1	233	Retained Earnings (at beginning of year)	\$0
2		Net Income (or loss) for the year	0
3		Prior Period Adjustment (s)	0
4		Miscellaneous Credits	0
5		Total Credits	\$0
6		Dividends Declared	\$0
7		Prior Period Adjustment (s)	0
8		Miscellaneous Debits	0
9		Total Debits	\$0
10		Retained Earnings - (at end of year)	\$0
		<u>PARTNERSHIP CAPITAL STATEMENT</u> ⁽¹⁾	
11	234	Partnership Capital - (at beginning of year)	\$316,351,608
12		Net Income (or loss) for the year	\$190,557,208
13		Prior Period Adjustment (s)	0
14		Partnership Capital Contributions	0
15		Miscellaneous Credits	0
16		Total Credits	\$190,557,208
17	234.1	Partners' Drawings	\$153,870,539
18		Prior Period Adjustment (s)	
19		Miscellaneous Debits	0
20		Total Debits	\$153,870,539
21	234	Total Partnership Capital - (at end of year)	\$353,038,277

^{1/} This statement also should be used by sole proprietors.

SCHEDULE 8A, RECONCILIATION OF PARTNERS' CAPITAL ACCOUNTS						
Line No.						Total
1	Name of Partner	AirTouch Cellular	Contel	U.S. Cellular	GTE Mobilnet	
2	Percentage of Ownership Capital:					
3	Beginning of Year	82.3%	11.2%	5.5%	1.0%	100.0%
4	End of Year	82.3%	11.2%	5.5%	1.0%	100.0%
5	Partner's Capital:					
6	Balance Beginning of Year	\$260,357,377	\$35,431,378	\$17,399,338	\$3,163,515	\$316,351,608
7	Credits					
8	Net Income	\$156,828,582	\$21,342,407	\$10,480,646	\$1,905,572	\$190,557,208
9	Capital Contributions During Year	0	0	0	0	0
10	Other Credits	0	0	0	0	0
11	Total Credits	\$156,828,582	\$21,342,407	\$10,480,646	\$1,905,572	\$190,557,208
12	Debits					
13	Net Losses	\$0	\$0	\$0	\$0	\$0
14	Withdrawals During Year	126,635,454	17,233,500	8,462,880	1,538,705	153,870,539
15	Other Debits	0	0	0	0	0
16	Total Debits	\$126,635,454	\$17,233,500	\$8,462,880	\$1,538,705	\$153,870,539
17	Balance End of Year	\$290,550,505	\$39,540,285	\$19,417,104	\$3,530,382	\$353,038,277

SCHEDULE 9, ANALYSIS OF OPERATING EXPENSES

For those expense accounts where subaccounts are not maintained for Retail Operations, the method of allocations shall be explained in footnotes to this Schedule.

Line No.	Account No.	Description	Wholesale Operations	Retail Operations	Total
1	610	Cellular Maintenance Expense	\$22,982,600	\$0	\$22,982,600
2	613, 615, 616	Depreciation and Amortization Expense	55,385,431	2,193,910	57,579,341
3	619	Telecommunications - Direct Operating Expense	16,195,542	XXXXXXX	16,195,542
4	621, 623, 625	Customer Accounts and Sales Expense	53,865,552	124,447,549	178,313,101
5	617, 635, 637	Other Operating Expense	13,368,706	787,372	14,156,078
6	627, 631, 633, 639	General and Administrative Expense	52,005,709	9,072,324	61,078,033
7	641	Gain or Loss on Retirement or Sale of Cellular Plant	0	0	0
8	643	Operating Expense Charges to Constr.-Cr.	(6,436,087)	0	(6,436,087)
9		Charges by wholesalers for numbers and other services	XXXXXXX	342,054,039	342,054,039
10		Total Operating Expenses	\$207,367,453	\$478,555,194	\$685,922,647

SCHEDULE 10, ANALYSIS OF CELLULAR COMMUNICATIONS PLANT ACCOUNTS							
Line No.	Account No.	Account Title	Balance at Beginning of Year	Additions during Year	Retirements during Year	Transfers and Adjustments	Balance at end of Year
1	300	Land	\$1,761,966	\$798,675	\$5,556	\$0	\$2,555,085
2	302	Buildings	58,777,442	14,375,080	1,240,097	0	\$71,912,425
3	304	Leasehold Improvements	9,858,591	5,624,740	65,388	0	\$15,417,943
4	305	Antennae	8,047,722	1,692,575	135,871	0	\$9,604,426
5	306	Power Equipment	13,016,813	2,613,329	330,585	0	\$15,299,557
6	307	Switching Equipment	40,619,586	18,740,927	551,199	0	\$58,809,314
7	308	Base Site Controller	0	0	0	0	\$0
8	309	Towers	8,130,767	2,323,729	116,630	0	\$10,337,866
9	310	Radio Frequency Channel Equipment	179,373,834	22,528,454	1,247,696	0	\$200,654,592
10	312	Transmission	65,845,071	24,729,793	317,256	0	\$90,257,608
11	314	Vehicles	3,530,434	820,088	468,987	0	\$3,881,535
12	316	Tools and Work Equipment	5,934,791	2,016,109	185,611	0	\$7,765,289
13	318	Office Furniture and Equipment	13,776,492	12,789,140	56,046	0	\$26,509,586
14	122	Cellular Communications Plant in Service	\$ 408,673,509	\$ 109,052,639	\$ 4,720,922	\$ 0	\$513,005,226
15	123	Cellular Communications Plant Under Construction	28,173,558	18,845,509	1,440,294	0	\$45,578,773
16	124	Cellular Communications Property held for Future Use	0	0	0	0	\$0
17	125	Cellular Communications Plant Aquisition Adjustment	0	0	0	0	\$0
18		Total Cellular Communications Plant	\$ 436,847,067	\$ 127,898,148	\$ 6,161,216	\$ 0	\$ 558,583,999

Annual report of Los Angeles SMSA Limited Partnership Year ended December 31, 1994**SCHEDULE 11, ANALYSIS OF DEFERRED CHARGES AND CREDITS**

List hereunder the major items comprising the balances at the end of the year on Line 13, Page 7 and Line 13, page 8. Show the account titles, the nature of the items, and the amount.

Deferred Charges	Amount	Other Deferred Credits	Amount
NONE		POST RETIREMENT BENEFITS	3,014,841