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*ADMITTED CA. & VA. ONLY

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R. BRADLEY KOERNER

January 25, 1995¹

Ms. Rosalind K. Allen
Commercial Radio Division
Wireless Telecommunications Bureau
Federal Communications Commission
Room 644; Mail Stop 1600D
1919 M Street, N.W.
Washington, D.C. 20554

FCC FORM 489

Re: New York RSA No. 3 Cellular Partnership
New York RSA No. 3 - Chautauqua
KNKQ273; Market No. 561(B)
File No. 06049-CL-L-94
FCC Form 489 - Minor Modification Notification

Dear Ms. Allen:

Transmitted herewith, on behalf of New York RSA No. 3 Cellular Partnership ("NY3CP"), is an original paper and three microfiche (one original and two copies) versions of FCC Form 489 - minor modification notification. NY3CP has constructed a new cell enhancer at Bolivar as a minor modification to the system. Service was commenced at the Bolivar cell enhancer on January 17, 1995.

The addition of the Bolivar cell enhancer extends the outer envelope of the service area boundary of the New York RSA No. 3 wireline cellular system into Pennsylvania RSA No. 2(B) and Pennsylvania RSA No. 3(B)(2). The five-year fill-in periods for these markets have not expired. The wireline licensees for Pennsylvania RSA No. 2(B) and Pennsylvania RSA No. 3(B)(2) have each consented to these extensions pursuant to Section 22.912(b) of the Commission's Rules. Consequently, this amendment is classified as minor. As the FCC has announced that it will continue to accept FCC Form 401 in lieu of Form 600, NY3CP has attached a Form 401 Schedule B to its Form 489 in order to provide the Commission with the requisite technical data associated with the Bolivar cell enhancer. The appropriate filing fee of \$70.00 is attached hereto.

¹ Reflects date executed for microfiching purposes.

McFADDEN, EVANS & SILL

Ms. Rosalind K. Allen
January 25, 1995
Page 2

Please contact the undersigned counsel should you have any questions in this regard.

Sincerely,



William J. Sill
Christine M. Crowe
Counsel for Rochester Telephone
Mobile Communications, Inc., a
General Partner of New York
RSA No. 3 Cellular Partnership

Enclosure

cc: G. Fassett
J. Yates

Est. Avg. Burden Hrs. Per Response: 3.62 Hrs.

NOTIFICATION OF STATUS OF FACILITIES UNDER PART 22 OF FCC RULES

Read Instructions Before Completing Form

All applicants must complete Items 1 through 7 and Certification.

1. Legal Name of Applicant New York RSA No. 3 Cellular Partnership		Call Sign or Other FCC Identifier KNKQ273
Assumed Name Used for Doing Business (if any) N/A		
Mailing Street Address or P.O. Box, City, State and ZIP Code 180 South Clinton Avenue, Rochester, NY 14646		Area Code - Telephone No. (716)777-2700
2. Fee Data. Refer to 47 CFR Section 1.1105 or Common Carrier Services Fee Filing Guide for information. FCC Use Only		
(a) Fee Type Code CDC	(b) Fee Multiple (if required) 1	(c) Fee Due For Fee Type Code in 3(a) \$70.00
3. Name of Contact Representative (if other than applicant) Sill, William J.		
Firm or Company Name McFadden, Evans & Sill		
Mailing Street Address or P.O. Box, City, State and ZIP Code 1627 Eye St., N.W., Suite 810, Washington, DC 20006		Area Code - Telephone No. (202)293-0700
4. Call Sign KNKQ273	5. File No. of Authorization to which this application applies 06049-CL-L-94	6. Indicate frequency block, if cellular <input type="checkbox"/> Block A <input checked="" type="checkbox"/> Block B
7. This form is to notify or request that:		
a. <input type="checkbox"/> Facilities have been constructed exactly in accordance with the authorization		Complete item(s) 8
b. <input type="checkbox"/> An extension of time to complete construction is being requested		9 & 10
c. <input type="checkbox"/> Application is being submitted within 30 days after expiration of authorization, and reinstatement is requested		9, 10 & 11
d. <input type="checkbox"/> Facilities have been constructed with minor modifications from those authorized		12
e. <input checked="" type="checkbox"/> Minor modifications have been made to existing facilities (major modifications require the filing of FCC 401); or that changes have been made in the authorization covering ownership, citizenship, station control, business connections, and monopolistic practices		13-19
f. <input type="checkbox"/> Assignor requests FCC records on facilities be returned to original status because partial assignment not completed within 60 days		1 - 7
g. <input type="checkbox"/> Permanent authorization is being requested prior to the expiration of a developmental authorization		Any applicable item!
8. Have the facilities constructed per the File No. in Item 5 been constructed exactly in accordance with the authorization? <input type="checkbox"/> Yes <input type="checkbox"/> No		
9. (a) Has equipment been delivered? <input type="checkbox"/> Yes <input type="checkbox"/> No If "NO", answer items 9(b)-(d).		(1) Date Ordered (2) Date Delivery Promised
(c) Has installation commenced? <input type="checkbox"/> Yes <input type="checkbox"/> No If "YES", submit as Exhibit _____ a description of the extent of installation and the date installation commenced.		(d) Estimated date by which construction can be completed
10. Submit as Exhibit _____ reason(s) why construction has not been completed or other reason(s) for reinstatement.		
11. Is reinstatement being requested? <input type="checkbox"/> Yes <input type="checkbox"/> No If "YES", give expiration date of authorization: _____		
12. Are the representations contained in the granted application for authorization still true and correct? <input type="checkbox"/> Yes <input type="checkbox"/> No If "NO", give particulars in Exhibit _____ and include in referenced exhibit applicable pages of FCC 401 and exhibits attached thereto showing changes from representations made in granted application for authorization.		

13. If for modification of license indicate proposed changes:

- A. Addition of Transmitter on Same Frequency as Existing Transmitter
 B. Change in Authorized Power
 C. Change(s) of Control Point(s)
 D. Change in Points of Communication
 E. Change in Other Particulars

Changes are described in Exhibit 3. If for additional transmitter, Exhibit must state explicitly that reliable service area contour (RSAC) and interference contour (IC) of new transmitter are respectively contained entirely within RSAC and IC of previously authorized facilities. If modifications involve items shown in FCC 401, Exhibit shall include applicable pages of FCC 401, showing items modified.

14. Show the following for licensed transmitters which are being deleted.

(a) Location Number	(b) Transmitter Number
DNA	

15. Is the station now operating?
 Yes No

16. Proposed Location of Transmitter If Changed From Authorization

(a) Current		(b) Proposed			FCC Use Only Loc. No.
(1) Location No.	(2) Transmitter No.	(3) Proposed Location (Street Address, City or Town, State)	(4) North Latitude (Deg-Min-Sec)	(5) West Longitude (Deg-Min-Sec)	
	DNA				

17(a) Have there been any changes in the data furnished in the application for authorization covering ownership, citizenship, station control, business connections, and monopolistic practices?

Yes No

(b) Have such changes been reported to the Commission?

Yes No If "NO", show changes in Exhibit _____

See file nos. 07739-CL-TC-94, granted Dec. 5, 1994; and 00941-CL-TC-1-95, on Public Notice Jan. 1, 1995

18. If this application is for modification of license, show in Exhibit _____ why the proposed change(s) is (are) deemed necessary and the purpose it will serve. (Report No. CL-95-36)

19. Has applicant been denied state certification for the facilities proposed in this application?

Yes No If "YES", attach as Exhibit _____ a statement describing the state authority's action and any pending appeals, or whether the state appeal process has been exhausted. Attached copies of any state authority decisions.

20. Certification

The applicant hereby waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests a station license in accordance with this application. All the answers on this application are a material part of the application.

The applicant represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

All statements made in the attached exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that the statements made in this application are true, complete and correct to the best of his (her) knowledge and belief, and are made in good faith.

Date 1/17/95	Typed Name of Applicant (Must Correspond With Item 1) New York RSA No. 3 Cellular Partnership
Signature 	Designate Appropriate Classification Officer of <input type="checkbox"/> Individual Applicant <input checked="" type="checkbox"/> Member of Applicant Partnership <input type="checkbox"/> Officer of Applicant Corporation or Association

Willful False Statements Made on this Form are Punishable by Fine and 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).

Public Interest Statement

New York RSA No. 3 Cellular Partnership ("NY3CP"), by the instant application, notifies the Commission that it has added a cell enhancer at Bolivar to its wireline system. The resulting FCC service area boundary extends outside of the RSA boundary into Pennsylvania RSA No. 2(B) and Pennsylvania RSA No. 3(B)(2). The five-year fill-in periods for these markets have not expired. The wireline licensees of these markets have consented to the extensions. Copies of these contract extension letters will be supplied upon Commission request. Accordingly, this amendment is classified as minor pursuant to Section 22.912(b) of the Commission's Rules. The service area boundary, CGSA and cells comprising the New York RSA No. 3 wireline cellular system are accurately depicted on the attached 1:500,000 scale and reduced maps. 47 C.F.R. § 22.163.

The Bolivar cell enhancer is necessary to enhance service in the New York 3 RSA towns of Bolivar, NY (pop. 1,261) and Richburg, and along State Highways 275 and 417. These areas have been determined to be areas of customer demand. The Bolivar cell enhancer is constructed to meet this demand. For the reasons stated above, this modification is in the public interest.

Use of Cell Enhancer

New York RSA No. 3 Cellular Partnership ("NY3CP") has constructed a cell enhancer at Bolivar. Only type-accepted equipment has been employed. The instant modification utilizes the cell enhancer not on a developmental, but on a permanent basis, as authorized by Amendment of Sections of Part 22 of the Commission's Rules in the Matter of Airborne Use of Cellular Telephones and the Use of Cell Enhancers in the Domestic Public Cellular Radio Service (Report and Order), 7 FCC Rcd. 23 (1991).

ENGINEERING METHODOLOGY
New York RSA No. 3 Cellular Partnership
Market 561-B, New York RSA #3, Chautauqua

Found in Table(s) MOB-3 are the results of the engineering calculations for each of the antennas in the instant application.

The Service Area Boundary Contour for each cell was calculated in accordance with the Commission's rules. First, average terrain elevations and effective radiated power on the horizon were determined for each antenna, along 8 radials beginning at true north and spaced 45 degrees apart. Distances to the service area boundaries were calculated utilizing the appropriate formula as specified by the Commission's rules. Linear interpolation of distance by angle was then applied to determine the distance to the service area boundaries between each of the 8 cardinal radials.

The Cellular Geographic Service Area (CGSA) was derived by combining the service area boundary contours of each cell into a composite service area boundary. The composite service area boundary shows only the outer boundary of the composite individual service area boundaries. Where the composite service area boundary is within the RSA boundary, the CGSA is co-terminous with the composite service area boundary. Where extensions of the composite service area boundary exist beyond the RSA boundary, the CGSA is defined by the RSA boundary, except where claims have been made for unserved areas in adjacent markets whose 5 year fill-in period has expired. In those areas, the CGSA is defined to include the areas of the composite service area boundary within the adjacent market which are not included in the composite service area boundary of the adjacent market carrier.

The terrain data used in the calculations of the distance of the FCC contours were abstracted from a computer-based map of the United States. The computer-based map is the Thirty Second (30") Point U.S. Terrain Data File from the United States Department of Commerce, National Oceanic and Atmospheric Administration, Environmental, Data and Information Service, National Geophysical and Solar-Terrestrial Data Center, Boulder, Colorado.

Additional engineering data will be supplied to the Commission upon request.

ENGINEERING STATEMENT
New York RSA No. 3 Cellular Partnership
Market 561-B, New York RSA #3, Chautauqua

The applicant is the licensee of the Domestic Public Cellular Radio Telecommunications Service Station KKKQ273 and is authorized to serve New York RSA 3, Chautauqua. With this application, New York RSA No. 3 Cellular Partnership (NY3CP) is notifying the Commission of the addition of a new cell enhancer, Bolivar, to the southern portion of the RSA near the town of Bolivar.

The purpose of this amendment is to enhance coverage to the towns of Bolivar and Richburg, and to portions of Highways 417 and 275 in order to ensure that high quality service is provided in areas where subscriber demand has been shown to exist.

The Service Area Boundary Contour of the proposed cell site extends beyond the farther of the RSA Boundary or any authorized Service Area boundary extensions beyond the RSA Boundary into the CGSA of Bell Atlantic Mobile of Pittsburgh, Inc. in the Pennsylvania RSA No. 2 - McKean market, and into the Pennsylvania RSA No. 3 (B) (2) market of Pennsylvania 3 Sector 2 Limited Partnership. An agreement has been reached between New York RSA No. 3 Cellular Partnership and the operators of both Pennsylvania RSA No. 2 and Pennsylvania RSA No. 3 for the extensions into their respective markets. Because of these agreements, this amendment is classified as minor in accordance with the Commission's rules.

NATURE OF MODIFICATIONS
New York RSA No. 3 Cellular Partnership
Market 561-B, New York RSA #3, Chautauqua

The nature of modifications to the New York RSA No. 3 Cellular Partnership wireline cellular system in the New York RSA #3 as reported in the attached Exhibits are as follows:

Bolivar Rerad - New Location

Other Cells - No Change

Control Point - No Change

Frequency Plan - Modified - See attached Exhibit

FCC Service Area Boundary Map - Modified - See attached Exhibit

CGSA - No Change

FREQUENCY PLAN
New York RSA No. 3 Cellular Partnership
Market 561-B, New York RSA #3, Chautauqua

The frequency plan for the New York RSA #3 has been modified as shown below. Coordination with other potentially affected carriers will be completed in accordance with the Commissions Rules prior to the commencement of operation as proposed.

FCC No.	Control Channel	Voice Channels
Add Bolivar	342	576 597 618 639 660

Notes:

For channels 1-799: Frequency = (870.000 - (channel * .030))MHz

For channels 991-1023: Frequency = (869.010 - ((channel-991) * .030))MHz

Schedule B
(Complete One Schedule B Per Antenna Location)

There are 1 Schedule B's with this application. This is Schedule B number 1.

27. Antenna Location Record (For Temporary Fixed Stations, see Instruction 8(B))

<p>a. Street Address, City, County and State (If in area not designated by street, give distance and direction from, and name of, nearest town)</p> <p><i>Bolivar ReRad</i> <i>Depot Street</i> <i>Bolivar (Allegany County) NY</i></p>	<p>b. North Latitude (Deg - Min - Sec) <i>42 - 5 - 22</i></p> <p>c. West Longitude (Deg - Min - Sec) <i>78 - 7 - 47</i></p>	<p>FCC Use Only Loc No</p> <p>Ant. Markings</p>
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28. Application Type (Mark "X" as many as applicable)

- A Radio Station Authorization
- B Amendment of Pending Application (As indicated in Item 2 on Schedule A)
- C Fill In
- D Modification of Authorization
- E Partial Assignment (A separate FCC 401 is to be filed by assignee and assignor)
(Mark "X" One)
File No. _____ Assignee Assignor
- F Subsidiary Communications Authorization

29. Does the applicant request waiver of any requirements of FCC Rules? YES NO
If "YES," attach Exhibit _____ specifying Rule(s) for which waiver is requested and demonstrating good cause for each waiver. (See instruction No. 12)

30. Are there any other pending applications known to the applicant with which this application is believed to be mutually exclusive? YES NO
If "YES," provide the following. If cellular, indicate frequency block, i.e. A or B, in Item C.

a. File Number	b. Call Sign	c. Frequency (MHz)

31. Nature of Request (Mark "X" as many as applicable)

- A Change Frequency
- B Add Frequency
- C Delete Frequency
- D Increase Power
- E Increase Antenna Height
- F Change Antenna/Transmitter Location
- G Change Control Point Location
- H Additional Antenna Location
- I Change Antenna System
- J Other (specify) _____

Attach as Exhibit 3 a showing of specific details of changes.

32. Would grant of this application have a significant environmental effect per Rule Section 1.1307? YES NO
If "YES," attach Exhibit _____ as the required environmental assessments per Rule Sections 1.1308 and 1.1311

33. Table MOB-2 ANTENNAS, RADIATION AND POINTS OF COMMUNICATION.

- 1 One Table MOB-2 is to be completed for each new or modified antenna system at each site, including the addition or modification of transmitters which will change power output from a transmitter, or effective radiated power or emissions
- 2 Attach separate Table MOB-2 if authorization of more than one antenna system is required.
- 3 Supplementary Explanations of Certain Items
 - d - Directions of Maximum Gain The maximum number of directions to be shown is 4. Specify bearings of directions of maximum gain, in degrees from true north. If omnidirectional, specify "Omni."
 - e - Maximum Antenna Gain Maximum power gain over reference half-wave dipole, in decibels
 - h - Beam Width of Major Lobe of Antenna Pattern Defined as the arc, in degrees, including only points on the polar diagram which are within 3 decibels (half power points) of the point of maximum gain. For omnidirectional antennas, the beam width is defined as 360 degrees
- j(2) - Class of Station Use the following codes

BS - Base Station	TS - Test	SB - Subscriber Station
CT - Control Station	DI - Dispatch	RX - Relay Station
RP - Repeater	SI - Signaling	IO - Inter-Office
ST - Standby	CO - Central Office	

Table MOB-2

There are 1 Table MOB-2's with this Schedule B. This is Table MOB-2 number 1 of Schedule B number 1

a. Antenna Status 1. <input type="checkbox"/> Existing 2. <input checked="" type="checkbox"/> Proposed		b. Make of Antenna <i>Decibel Products</i>		c. Type No. of Antenna <i>DB569</i>	
d. Directions of Maximum Gain <i>Omni</i>		e. Maximum Antenna Gain <i>90</i> Decibels	f. Maximum Effective Radiated Power <i>1000</i> Watts	g. Height of Antenna Tip Above Ground Level <i>310</i> Feet	
h. Beam Width of Major Lobe of Antenna Pattern <i>360</i> Degrees		i. Polarization (Mark "X" One) 1. <input checked="" type="checkbox"/> Vertical 2. <input type="checkbox"/> Horizontal 3. <input type="checkbox"/> Circular 4. <input type="checkbox"/> Elliptical			
j. Transmitters (Same line numbers apply to same transmitters)					
FCC Use Only Transmitter No	Line No.	(1) Frequency (MHz)	(2) Class of Station (Enter Code)	(3) Emission Designators	(4) Transmitter Output Power (Watts)
	1	<i>Band "B"</i>	<i>S1/BS</i>	<i>40K0F1D/40K0F3E</i>	<i>250</i>
	2	<i>Cellular</i>			<i>Adjusted to</i>
	3	<i>Frequencies</i>			<i>achieve</i>
	4				<i>specified</i>
	5				<i>ERP.</i>
	6				
	7				
	8				

Transmitters, continued

Line No	(5) Points of Communication	(6) Azimuth of Radio Path (Degrees From True North)	(7) Length of Radio Path (Miles)
1	<i>Authorized mobiles and portables in this service area</i>	<i>N/A</i>	<i>N/A</i>
2			
3			
4			
5			
6			
7			
8			

Applicant's Name

New York RSA No. 3 Cellular Partnership

Market: 561B Call Sign: KNKQ273

FCC File No. Only:

34. Has the applicant obtained reasonable assurance that it can use the proposed site?

Yes No

35. Antenna Structure Statement

(a) Status of Structure (Mark "X" One)

1 New Structure 2 Existing Structure, Height Not Increased

3 Existing Structure, Height Increased

(b) Overall Heights of Antenna Structure (Feet)

(Height, should include obstruction light, if required, and any other surmounting appurtenance)

Above Ground Level	Site Elevation	Above Mean Sea Level
310	+ 2332	= 2642

(c) Will proposed transmitting antenna be supported by the antenna structure of any other radio station?

Yes No If "YES," give Call Sign

(d) Distance from transmitting antenna structure to nearest runway of nearest aircraft landing area (Miles)

6.3

(e) Is the antenna mounted on an existing structure or building which currently bears lighting and markings prescribed by FCC Rules Part 177

Yes No If "YES," give FCC Antenna Tower No. or FAA Aeronautical Study No. if known

(f) Has FAA been notified?

Yes No If "YES," answer items (f)1-3

1 Date Filed (Month-Day-Year)
9/13/94

2 Name Under Which Filed
Rochester Tel Mobile Communications

3 Regional Office Where Filed (City, State)
Jamaica, NY

(g) Aeronautical Hazards. List any natural formation or existing man-made structure (hills, trees, water tanks, tower, etc.) that applicant believes would tend to shield the antenna structure from aircraft and thereby minimize the aeronautical hazard of the antenna structure.

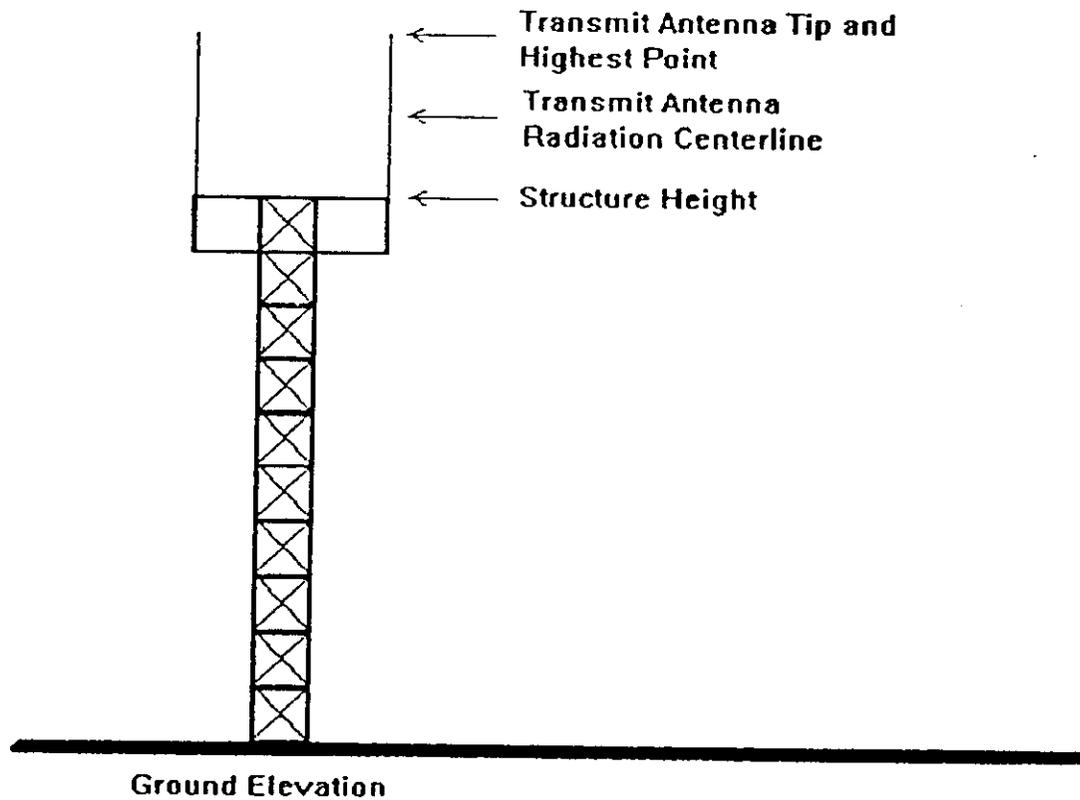
None known.

See 94-AEA-1709-OE

36. Vertical Profile Sketch of Antenna Structure. In the space below draw a vertical profile sketch. DO NOT attach a separate Exhibit. Use only the space provided below.

Bolivar ReRad
Depot Street
Bolivar (Allegany County) NY

	Feet AGL	Feet AMSL		Feet AGL	Feet AMSL
Highest Point	310	2642	Transmit Antenna Tip #1	310	2642
Structure Height	300	2632	Radiation Centerline #1	306	2638
Ground Elevation		2332			



Bolivar Rerad
42 5 22.00 N
78 7 47.00 W

NOTE: This drawing is not to scale and all existing antennas may not be shown.

37. Table MOB-3 HEIGHT AND POWER ENGINEERING DATA

1. One Table MOB-3 must be completed for each antenna. DO NOT SUBSTITUTE A SEPARATE EXHIBIT FOR THIS TABLE.
2. All distances specified in feet in this Table are to be rounded to the nearest whole number.
3. Supplementary engineering information may be included in an Exhibit _____

Table MOB-3

There are 1 Table MOB-3's with this Schedule B. This is Table MOB-3 number 1 of Schedule B number 1

List here the frequencies which have identical Column (c) and Column (d) values		(a) Radial Bearing (Degrees From True North)	(b) Average Elevation Along Radial (2-10 mi.) Above Mean Sea Level (Feet)	(c) Height of Antenna Radiation Center Above Average Elevation of Radial (2-10 mi.) (Feet)	(d) Effective Radiated Power in Radial Direction (Watts)	(e) Distance to Reliable Service Area Contour (Miles)
1	Band "B" Cellular Frequencies	0°	1857	781	100.0	22.1
2		45°	1938	700	100.0	21.3
3		90°	2001	637	100.0	20.6
4		135°	2074	564	100.0	19.8
5		180°	1920	718	100.0	21.5
6		225°	1580	1058	100.0	24.5
7		270°	1970	668	100.0	21.0
8		315°	2022	616	100.0	20.4
		(f) Average Terrain Elevation (Feet) 1920		(g) Antenna Radiation Center Height Above Average Terrain (Feet) 718		

*Show radials and associated data in direction of each co-channel station as prescribed by Rule Section 22.115(a). If more space is needed for additional radials, attach as Exhibit _____

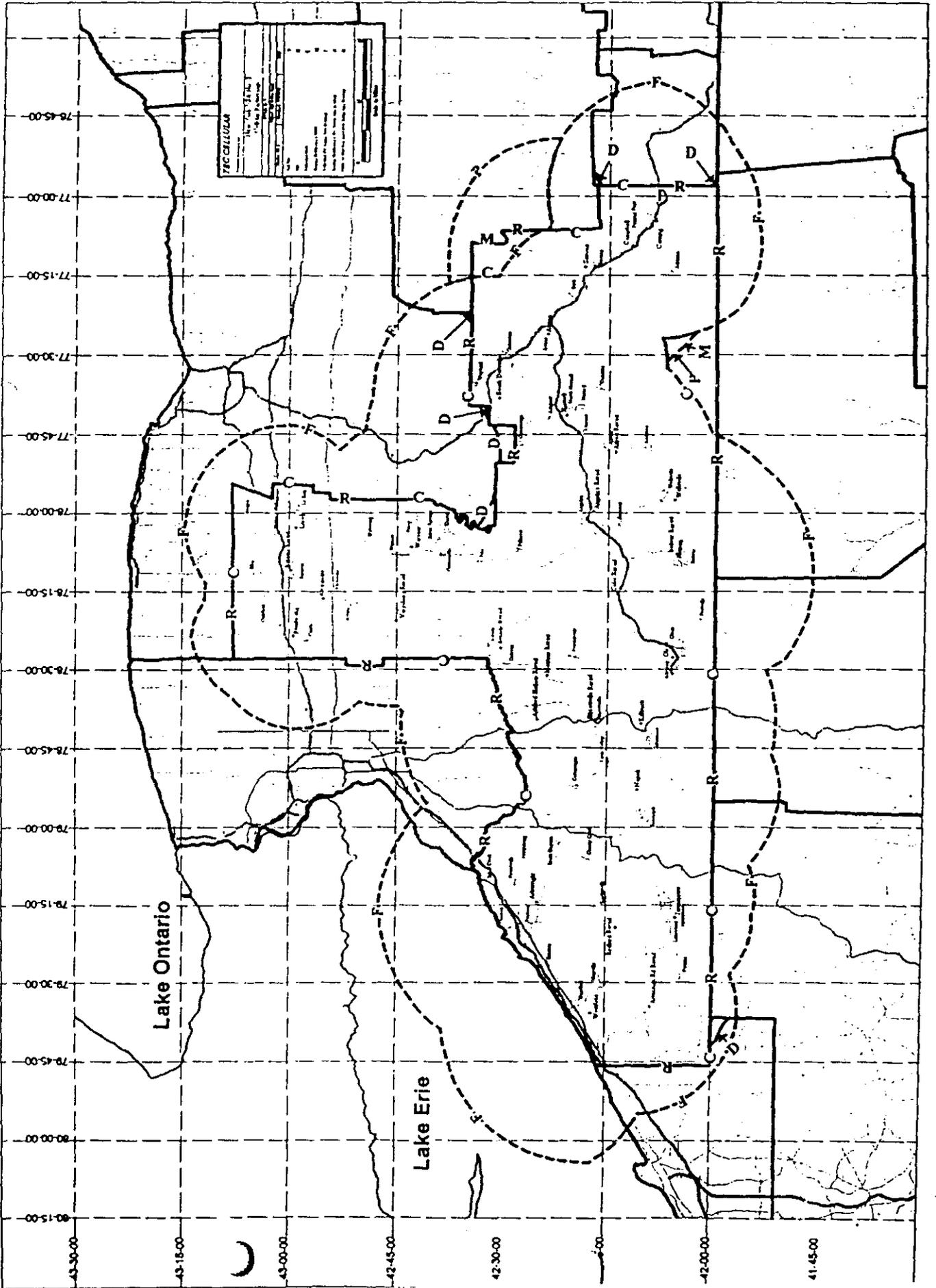
(h) If the values in Table MOB-3, column (b) above have been computer generated, identify the file (data base) used to obtain the values:
NGDC 30 Second Point Elevation Data

(i) Is antenna omnidirectional and mounted at the top of the antenna structure? Yes No
If "NO," attach as Exhibit N/A a directional antenna pattern (polar diagram) showing power distribution (expressed in decibels of power gain over a reference half-wave dipole antenna) of signal radiated in the horizontal plane, as well as any engineering drawings required by Section 22.15(j)(4) of FCC Rules and Regulations.

(j) Are there any co-channel facilities within the mileage standards specified in Section 22.15(b)(1) of FCC Rules and Regulations? Yes No
If "YES," attach as Exhibit _____ interference studies required by Rule Section 22.15(b)(2).

38. Table MOB-4 LOCATIONS OF FIXED ANTENNAS REGULARLY RECEIVING SIGNALS OF THE STATION
(All frequencies associated with each fixed antenna are to be grouped together. List each location once.)

(a) Location (City or Town, County and State)	(b) Latitude (Deg-Min-Sec)	(c) Longitude (Deg-Min-Sec)	(d) Call Sign	(e) Frequency (MHz)
N/A	N/A	N/A	N/A	N/A



1015

McFADDEN, EVANS & SILL
FCC ESCROW - UPSTATE PARTNERS NETWORK
1627 EYE STREET, NW., SUITE 810
WASHINGTON, D.C. 20006

December 29, 1994

68-2570
510

P of the
G of

F.C.C.

\$ 70⁰⁰/₁₀₀

Security

10/100 Dollars

Central Fidelity
National Bank
Arlington, Virginia 22209

For (X(2) 489 - Bolivia (H6-1))

Signed

Will J. Hill

⑈00001015⑈ ⑆051000253⑆ 7911541742⑈

**Facilities Under Construction
or Operational Less Than One Year**

File No.	Location	Frequencies
06049-CL-L-94	Pembroke	Block B Cellular Frequencies
06049-CL-L-94	Angelica	
06049-CL-L-94	Cuba	
06049-CL-L-94	Wellsville	
06049-CL-L-94	Alfred	
06049-CL-L-94	Machias	
06049-CL-L-94	Arcade	
02233-CL-L-95	Batavia	
02676-CL-L-95	Varysburg (Sheldon)	
06049-CL-L-94	Bolivar	
06049-CL-L-94	Savona*	

*Unconstructed

Description of Transaction

Rochester Telephone Mobile Communications, Inc. ("RTMC") proposes to purchase for cash in an aggregate amount of \$23.5 million the partnership interests currently held by Armstrong Cellular of New York, Inc., D & F Cellular, Inc., Seneca Nation Cellular Company and Western New York Cellular, Inc., together with all of the issued and outstanding stock of Empire Cellular Telephone, Inc. held by its owners – Empire Telephone Corporation and I.C.T. Limited Partnership.

In addition, RTMC has granted to Upstate Cellular Network ("Upstate") an option to have the purchase agreements entered into among RTMC and transferrors assigned to it. The option is exercisable until five business days prior to the closing.¹

If Upstate elects not to exercise its option, after consummation of these transactions, the ownership of New York RSA No. 3 Cellular Partnership will be as follows:

RTMC	43.75%
Upstate	45.00%
Empire Cellular Telephone, Inc. (wholly-owned by RTMC)	11.25%

By this Application, Applicants seek Commission consent to the transfers of control to RTMC. Applicants and Upstate are filing a companion Application for Commission consent to the transfers of control to Upstate. Should Upstate elect to exercise the option described above, it will do so only after obtaining Commission consent thereto.

¹ RTMC and NYNEX Mobile of New York, Inc. have previously agreed to transfer their respective 22.5% partnership interests to Upstate. These transactions are independent of the option described above and have previously been approved by the Commission.

Rochester Telephone Mobile Communications, Inc.
FCC Form 490
Exhibit 4

Ownership

Rochester Telephone Mobile Communications, Inc. is a wholly-owned subsidiary of Frontier Cellular Holding Inc., which in turn, is a wholly-owned subsidiary of Frontier Telecommunications Holding Inc. The address of these corporations is 161 Chestnut Street, Rochester, New York 14603.

Frontier Telecommunications Holding Inc. is a wholly-owned subsidiary of Frontier Corporation, a publicly-traded corporation. Frontier Corporation's address is 180 South Clinton Avenue, Rochester, New York 14646.

Rochester Telephone Mobile Communications, Inc.
FCC Form 490
Exhibit 5

Licensee Qualifications

Attached is the current licensee qualification report (FCC Form 430) for New York RSA No. 3 Cellular Partnership.

LICENSEE QUALIFICATION REPORT

See reverse side for information regarding public burden statement.

INSTRUCTIONS

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

<p>1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office:</p> <p>New York RSA No. 3 Cellular Partnership 161 Chestnut Street Rochester, New York 14603</p>	<p>2. (Area Code) Telephone Number: (716) 777-2101</p> <p>3. If this report supercedes a previously filed report, specify its date: March 31, 1995</p>
<p>4. Filer is (check one): <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):</p>	<p>5. Under the laws of what State (or other jurisdiction) is the Filer organized? New York</p>

6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:
 DPLMRS; F P/P MW

7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? *If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances. But See Exhibit 1* Yes No

(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? *If "YES", attach as Exhibit II a statement relating the facts.* Yes No

(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal Court? *If "YES", attach as Exhibit III a statement relating the facts.* Yes No

(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to Items 7(b) and 7(c)? *If "YES", attach as Exhibit IV a statement relating the facts.* Yes No

8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by this Commission? *If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer. See Exhibit V* Yes No

If Filer is an individual (sole proprietorship) or partnership, answer the following and item 11:

<p>9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners: See Exhibit X</p>	<p>(b) Is individual or each member of a partnership a citizen of the United States? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(c) Is individual or any member of a partnership a representative of an alien or of a foreign government? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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If Filer is a corporation, answer the following and item 11:

10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

DNA

(b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

(c) Is the Filer directly or indirectly controlled by any other corporation?

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses to the president and directors of the controlling corporation.

Yes No

(d) Is any officer or director of the Filer an alien?

Yes No

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

Yes No

(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof.

Yes No

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of Filer's knowledge and belief, and are made in good faith.

WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND 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)).	Date 27 July 85	Filer (Must correspond with that shown in item 1) New York Telephone Cellular Partnership	Typed or Printed Name James C. Clinehan
	Signature 		Title CEO

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1980

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in a common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Federal Communications Commission, Office of Managing Director, Washington, DC 20554, and to Office of Management and Budget, Paperwork Reduction Project (3060-0105), Washington, DC 20503.

New York RSA No. 3 Cellular Partnership
FCC Form 430
Exhibit I

Applications
Answer to Question 7(a)

in its decision in Portland Cellular Partnership, 6 FCC Rcd. 2283 (1991), the Commission, responding to the decision of the United States Court of Appeals for the District of Columbia Circuit in Northern Cellular Telephone LP v. FCC, 897 F.2d 1164 (D.C. Cir. 1990), vacated its earlier grant of the Block B Cellular license for Portland, Maine, to the Portland Cellular Partnership. The Court of Appeals had reversed the Commission's decision waiving the financial requirement for Portland Cellular Partnership. NYNEX Mobile Communications, the parent of New York Cellular Geographic Service Area, Inc., is a partner in Portland Cellular Partnership. On June 4, 1993, the Commission affirmed its 1991 decision. See Portland Cellular Partnership, 8 FCC Rcd. 4146 (1993).

**Other Radio Stations
Answer to Question 8**

New York RSA No. 3 Cellular Partnership through the ultimate owners of Upstate Cellular Network -- Frontier Corporation and Celco Partnership -- has interests in the following additional radio stations:

UPSTATE

1. Upstate is the cellular licensee of the following entities:

Buffalo, NY MSA
Utica-Rome, NY MSA

2. Upstate holds a 5% or greater interest in the following cellular entities:

Rochester Telephone Mobile Communications
St. Lawrence Seaway RSA Cellular Partnership
Syracuse SMSA Limited Partnership

3. Upstate holds the following non-cellular Part 22 licenses:

KEK 284
KGI 786
KEK 269
KEK 303

FRONTIER

1. Frontier directly or indirectly holds a 5% or greater interest in the following entities, which entities directly or indirectly hold a 5% or greater interest in cellular licensees:

DePue Communications, Inc.
Fairmount Cellular, Inc.
Frontier Cellular Holding Inc.
Frontier Communications of Alabama, Inc.
Frontier Communications of DePue, Inc.
Frontier Communications of Fairmount, Inc.

Frontier Communications of Lamar County, Inc.
Frontier Communications of New York, Inc.
Frontier Communications of Orion, Inc.
Frontier Communications of Sylvan Lake, Inc.
Frontier Communications of the South, Inc.
Frontier Subsidiary Telco, Inc.
Frontier Telecommunications Holding Inc.
Frontier Telecommunications Inc.
Lamar County Cellular, Inc.
O.T. Cellular Inc.
Rochester Telephone Mobile Communications, Inc.
Rochester Tel Mobile RSA 2, Inc.
RTMC Holding, Inc.
Southland Rural Cellular Company, Inc.
Utica-Rome Cellular Partnership
Upstate Cellular Network

2. Frontier holds a 5% or greater interest in the following non-cellular Part 22 licensees:

Frontier Communications of Alabama, Inc.
Frontier Communications of Breezewood, Inc.
Frontier Communications of Canton, Inc.
Frontier Communications of Georgia, Inc.
Frontier Communications of Indiana, Inc.
Frontier Communications of Iowa, Inc.
Frontier Communications of Michigan, Inc.
Frontier Communications of Mississippi, Inc.
Frontier Communications of Minnesota, Inc.
Frontier Communications of Mondovi, Inc.
Frontier Communications of New York, Inc.
Frontier Communications of Oswayo River, Inc.
Frontier Communications of Pennsylvania, Inc.
Frontier Communications of Seneca-Gorham, Inc.
Frontier Communications of St. Croix, Inc.
Frontier Communications of the South, Inc.
Frontier Communications of Thorntown, Inc.
Frontier Communications of Viroqua, Inc.
Frontier Communications of Wisconsin, Inc.

3. Frontier directly or indirectly holds a 5% or greater interest in the following cellular licensees:

Binghamton MSA Limited Partnership
Georgia RSA No. 3 Limited Partnership
Illinois Independent RSA No. 3 General Partnership
Illinois Valley Cellular RSA 2-I Partnership
Illinois Valley Cellular RSA 2-II Partnership
Illinois Valley Cellular RSA 2-III Partnership
New York RSA No. 3 Cellular Partnership
New York RSA 2 Cellular Partnership
Orange County-Poughkeepsie Limited Partnership
Rochester Telephone Mobile Communications
South Alabama Cellular Company
St. Lawrence Seaway RSA Cellular Partnership
Syracuse SMSA Limited Partnership
Upstate Cellular Network

CELLCO

1. CELLCO directly or indirectly holds a 5% or greater interest in the following entities, which entities hold a 5% or greater interest in cellular licensees:

Bell Atlantic Cellular, L.P.
Bell Atlantic NYNEX Mobile, Inc.
New York Cellular Geographic Service Area, Inc.
New England Special Limited Partnership
NYNEX Mobile Communications Company
NYNEX Mobile of New Hampshire, Inc.
NYNEX PSC, Inc.
Upstate Cellular Network
Utica-Rome Cellular Partnership

2. CELLCO indirectly holds a 5% or greater interest in the following cellular licensees:

Bell Atlantic Mobile Systems, Inc.
Bell Atlantic Mobile Systems of Baltimore, Inc.
Bell Atlantic Mobile Systems of Northern New Jersey, Inc.
Bell Atlantic Mobile Systems of West Virginia, Inc.

Berkshire Cellular Limited Partnership
Cape and Islands Cellular Limited Partnership
Catskills RSA Limited Partnership
Hudson Valley RSA Cellular Partnership
Manchester NECMA Limited Partnership
Metro Mobile CTS of Hartford, Inc.
Metro Mobile CTS of Fairfield County, Inc.
Metro Mobile CTS of New Haven, Inc.
Metro Mobile CTS of New London, Inc.
Metro Mobile CTS of Windham, Inc.
Metro Mobile CTS of Charlotte, Inc.
Bell Atlantic Mobile of Hickory, Inc.
Metro Mobile CTS of Greenville, Inc.
Metro Mobile CTS of Cherokee, Inc.
Metro Mobile CTS of Lancaster, Inc.
Metro Mobile CTS of Albuquerque, Inc.
Metro Mobile CTS of Phoenix, Inc.
El Paso Cellular Telephone Company
Greenville Cellular Telephone Company
New Bedford Cellular Telephone Company
Providence Cellular Telephone Company
Springfield Cellular Telephone Company
New York Cellular Geographic Service Area, Inc.
New York SMSA Limited Partnership
RSA 2 Cellular Partnership
Orange County-Poughkeepsie Limited Partnership
Portland Cellular Partnership
Rochester Telephone Mobile Communications
Springwich Cellular Limited Partnership
St. Lawrence Seaway RSA Cellular Partnership
Syracuse SMSA Limited Partnership
Upstate Cellular Network

Public Interest/Qualifications

By this transaction, Rochester Telephone Mobile Communications, Inc. ("RTMC") proposes to acquire effective control of the fifty-five percent partnership interests held by transferrors. In addition, as described in Exhibit 3, RTMC has granted to Upstate Cellular Network ("Upstate") an option to have the purchase agreement entered into among transferrors and RTMC assigned to it. By this Application, Applicants seek Commission consent to the transfers of control to RTMC. RTMC and Upstate are filing a companion Application seeking Commission consent to the transfers of control to Upstate. These acquisitions will permit RTMC -- the managing general partner of New York RSA No. 3 Cellular Partnership, the wireline licensee in this market -- to focus its efforts on the provision of high-quality cellular service to the residents of and roamers in this market. It will also permit RTMC to achieve managerial, administrative and operational efficiencies. As such, the proposed transfers of control will serve the public interest.

RTMC is technically and financially qualified to manage the Commission licensee in this market. As described above, the Commission has previously found RTMC qualified to act in this capacity.

RTMC intends to rely primarily upon operations to fund the acquisition (\$23.5 million) and first year operating (\$6.6 million) costs. RTMC projects operating revenues and expenses for the next twelve months of \$8.7 million and \$6.6 million respectively. RTMC's unaudited balance sheet, as of June 30, 1995, is attached hereto.

To the extent necessary, RTMC will rely upon funding from its ultimate parent -- Frontier Corporation -- to fund the costs of acquisition and first-year operating costs. Frontier Corporation, as shown by its most recent financial statements (attached hereto) has net current assets of \$326,902,000 and total net assets of \$1,760,951,000. These far exceed the benchmarks that the Commission has previously found acceptable. See *Petition for Reconsideration of the Return of Round IV Cellular Applications for Failure To Demonstrate Availability of Sufficient Net Liquid Assets*, 103 FCC 2d 26 (1986).

RTMC Inc.
Balance Sheet
June 30, 1995
(Dollars in Thousands)

	June 30, 1995
ASSETS:	
Cash and Equivalents	\$335
Accounts Receivable	57
Other Current Assets	0
Total Current Assets	392
Net Plant and Equipment	0
Investment in Cellular Affiliate	116
Other Long Term Assets	500
Total Assets	<u>\$1,009</u>
LIABILITIES AND STOCKHOLDERS' EQUITY:	
Accounts Payable and Accrued Liabilities	\$21
Tax related Liabilities	54
Other Current Liabilities	0
Total Current Liabilities	76
Notes Payable	500
Other Liabilities and Deferred Credits	2
Total Liabilities	578
Minority Interests	0
Stockholders' Equity	431
Total Liabilities and Stockholders' Equity	<u>\$1,009</u>

Note to Condensed Consolidated Financial Statements

The condensed consolidated financial statements of Frontier Corporation for the years ended December 31, 1994, 1993 and 1992 have been derived from the audited financial statements that have been prepared in conformity with generally accepted accounting principles, including certain accounting practices as prescribed by federal and various state regulatory bodies, where appropriate. These

condensed consolidated financial statements provide an overview of the financial results and financial condition of Frontier Corporation. The complete audited financial statements have been bound into the Frontier Corporation Proxy Statement for the 1995 Annual Meeting of Share-owners, which has been enclosed in the same mailing as this Summary Annual Report.

Condensed Consolidated Statement of Income

<i>In thousands, except per share data (1)</i>	Years ended December 31,	1994	1993	1992
Revenues and Sales:				
Telephone Operations		\$609,678	\$593,871	\$567,272
Telecommunication Services		375,814	312,579	236,777
Total Revenues and Sales		985,492	906,450	804,049
Costs and Expenses		762,228	711,505	628,915
Operating Income:				
Telephone Operations		183,259	164,271	152,032
Telecommunication Services		40,005	30,674	23,102
Total Operating Income		223,264	194,945	175,134
Interest expense		43,594	46,550	50,066
Gain on sale of assets		10,063	4,449	—
Equity earnings (loss) from unconsolidated wireless interests		3,185	1,296	(661)
Other income (expense), net		(19,141)	(21,188)	(12,377)
Income taxes		63,843	50,232	41,527
Income Before Extraordinary Item and Cumulative Effect of Change in Accounting Principle		109,934	82,720	70,503
Extraordinary item associated with debt refinancing, net of income taxes		—	—	(1,072)
Cumulative effect of change in accounting principle for postemployment benefits, net of income taxes		(7,197)	—	—
Consolidated Net Income		\$102,737	\$ 82,720	\$ 69,431
Earnings per common share before extraordinary item and cumulative effect of change in accounting principle		\$ 1.50	\$ 1.21	\$ 1.04
Extraordinary item		—	—	(.02)
Cumulative effect of change in accounting principle		(.10)	—	—
Earnings Per Common Share		\$ 1.40	\$ 1.21	\$ 1.02
Average Common Shares Outstanding		72,575	67,454	66,638

(1) Share and per share data have been adjusted to reflect a 2-for-1 stock split distributed in April 1994 in the form of a 100 percent stock dividend.

Condensed Consolidated Balance Sheet

<i>In thousands of dollars</i>	December 31,		1994	1993	1992
ASSETS					
Current Assets (including Cash and Cash Equivalents)		\$	528,507	\$ 221,744	\$ 241,66
Property, Plant and Equipment, net			969,864	1,027,191	1,039,67
Deferred Charges and Other Assets			262,580	261,266	232,55
Total Assets			\$1,760,951	\$1,510,201	\$1,513,89
LIABILITIES AND SHAREOWNERS' EQUITY					
Current Liabilities		\$	201,605	\$206,359	\$ 245,12
Long-Term Debt			578,600	492,555	525,59
Deferred Credits and Other Liabilities			157,622	136,188	121,57
Shareowners' Equity			823,124	675,099	621,59
Total Liabilities and Shareowners' Equity			\$1,760,951	\$1,510,201	\$1,513,89

Condensed Consolidated Statement of Cash Flows

<i>In thousands of dollars</i>	Years ended December 31,		1994	1993	1992
Cash Flows from Operating Activities					
Net income		\$	102,737	\$ 82,720	\$ 69,43
Adjustments to Net Income, primarily depreciation			134,795	127,377	122,64
Changes in operating assets and liabilities			(25,077)	18,540	24,12
Net Cash Provided by Operating Activities			212,455	228,637	216,19
Net Cash (Used in) Investing Activities			(50,537)	(109,122)	(121,53)
Net Cash Provided by (Used in) Financing Activities			123,935	(157,578)	(70,01)
Net Increase (Decrease) in Cash and Cash Equivalents			285,853	(38,063)	24,64
Cash and Cash Equivalents at Beginning of Year			31,284	69,347	44,65
Cash and Cash Equivalents at End of Year			\$ 317,137	\$ 31,284	\$ 69,34

Condensed Consolidated Statement of Shareowners' Equity

<i>In thousands of dollars</i>	1994	1993	1992
Beginning Balance	\$675,099	\$621,594	\$604,431
Net Income	102,737	82,720	69,431
Dividends	(60,818)	(55,087)	(52,124)
Equity Offering	105,871	—	—
Acquisitions/Divestitures	—	25,766	(142)
Other	235	106	(2)
Ending Balance	\$823,124	\$675,099	\$621,594

Supplemental Wireless Operating Data (Unaudited)

The following table sets forth unaudited, summarized financial data for the company's Wireless Communications business segment. This table reflects both a full 100 percent consolidation and a proportionate share consolidation of entities in which the company has a significant ownership interest or acts as managing partner. The

proportionate results presented reflect the company's ownership percentage of cellular interests consolidated for financial reporting purposes and the company's ownership percentage of its significant unconsolidated cellular interests (which are accounted for on the equity method for financial reporting purposes).

<i>Dollars in thousands</i>	Total Properties Managed Assuming 100% Ownership			Frontier Proportionate Share ^(a)		
	1994	1993	1992	1994	1993	1992
Revenues	\$67,125	\$36,900	\$25,943	\$35,602	\$27,352	\$19,767
Total Costs and Expenses	57,258	33,008	22,807	30,235	23,648	16,558
Operating Income	\$ 9,867	\$ 3,892	\$ 3,136	\$ 5,367	\$ 3,704	\$ 3,209
Number of Customers	146,614	58,097	37,616	60,357	44,869	30,397
Total POPs	4,198,000	2,081,705	1,733,968	1,710,625	1,328,980	1,088,885

(a) At December 31, 1994, the company's proportionate ownership interests in the various partnerships it manages were: 50% of the Upstate Cellular Network (which includes 100% of Buffalo, 100% of Utica-Rome, 85% of Rochester, 55% of Syracuse, 40% of NY RSA #1, and 100% of PageCo), 70% of Alabama RSA #4 and #6, and 22.5% of NY RSA #3. At December 31, 1993, the company's proportionate ownership interests were 85% of Rochester, 70% of Utica-Rome, 100% of PageCo, 70% of Alabama RSA #4 and #6, and 22.5% of NY RSA #3. At December 31, 1992, the company's proportionate ownership interests were 85% of Rochester, 50% of Alabama RSA #4 and #6, 100% of PageCo and 20% of NY RSA #3.

Report of Management

The condensed financial statements in this Summary Annual Report were derived from the consolidated financial statements included in the Frontier Corporation Proxy Statement for the 1995 Annual Meeting of Shareowners, which has been enclosed in the same mailing as this Summary Annual Report. The integrity and objectivity of the financial information presented in the Proxy Statement and this Summary Annual Report is the responsibility of the management of Frontier Corporation. □ The financial statements report on management's accountability for corporate operations and assets. To this end management maintains a highly developed system of internal controls and procedures designed to provide reasonable assurance that the company's assets are protected and that all transactions are accounted for in conformity with generally accepted accounting principles. The system includes

documented policies and guidelines, augmented by a comprehensive program of internal and independent audits conducted to monitor overall accuracy of financial information and compliance with established procedures. □ Price Waterhouse LLP, an independent accounting firm, provides an objective assessment of the degree to which management meets its responsibility for financial reporting. They regularly evaluate the system of internal accounting controls and perform such tests and other procedures they consider necessary to express an opinion that the financial statements present fairly the financial position of the company.



Louis L. Massaro
Corporate Vice President-Finance

Report of Independent Accountants

To the Shareowners of Frontier Corporation

We have audited, in accordance with generally accepted auditing standards, the consolidated balance sheets of Frontier Corporation as of December 31, 1994, 1993 and 1992 and the related consolidated statements of income, shareowners' equity and cash flows for each of the three years in the period ended December 31, 1994 bound into the Proxy Statement for the 1995 Annual Meeting of Shareowners of the corporation (which statements are not presented herein), and in our report, which includes explanatory paragraphs relating to changes in accounting principles, dated January 16, 1995, we expressed an unqualified opinion on those

consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated financial statements, when read in conjunction with the consolidated financial statements from which it has been derived, is fairly stated in all material respects in relation thereto.



January 16, 1995
1900 Chase Square
Rochester, New York 14604