05-149

FCC 601 Main Form	DOCKET FILE COPY ORIGINAL **FCC Application for Wireless Telecommunications Bureau Radio Service Authorization**	Approved by OMB 3060 - 0798 See instructions for public burden estimate Submitted 03/16/2005 at 03:35PM File Number: **0002068574**

1) Radio Service Code: **CW**	1a) Existing Radio Service Code:
2) Application Purpose: **Amendment**	
3a) If this request is for a Developmental License, Demonstration License, or a Special Temporary Authorization (STA), enter the code and attach the required exhibit as described in the instructions. Otherwise enter N (Not Applicable).	(N)D M S N/A
3b) If this request is for Special Temporary Authority due to an emergency situation, enter 'Y'; otherwise enter 'N'. Refer to Rule 1.915 for an explanation of situations considered to be an emergency.	(N)Yes No
4) If this request is for an Amendment or Withdrawal, enter the file number of the pending application currently on file with the FCC.	File Number: **0002068574**
5) If this request is for a Modification, Renewal Only, Renewal/Modification, Cancellation of License, Consolidate Call Signs, Duplicate License, or Administrative Update, enter the call sign of the existing FCC license.	Call Sign:
6) If this request is for a New, Amendment, Renewal Only, or Renewal/Modification, enter the requested authorization expiration date (this item is optional).	
7) Is this request "major" as defined in Section 1.929 of the Commission's Rules when read in conjunction with the applicable radio service rules found in Parts 22 and 90 of the Commission's Rules? (NOTE: This question only applies to certain site-specific applications. See the instructions for applicability and full text of Section 1.929)	( )Yes No
8a) Does this filing request a Waiver of the Commission's Rules? If 'Yes', attach an exhibit providing the rule numbers and expanding circumstances.	(Y)Yes No
8b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.	
8c) Are the frequencies or parameters requested in this filing covered by grandfathered privileges, previously approved by waiver, or functionally integrated with an existing station?	( )Yes No
9) Are attachments being filed with this application?	(Y)Yes No

Applicant Information

10) FCC Registration Number (FRN): **0012211611**			
11) Licensee is a(n): **Limited Liability Corporation**			
12) First Name (if individual):	MI:	Last Name:	Suffix:
13) Entity Name (if other than individual): **Wirefree Partners III, LLC**			
14) Name of Real Party in Interest of Applicant (if different from applicant):			
15) Taxpayer Identification Number of Real Party in Interest:			
16) Attention To:			
17) P.O. Box:	And/Or	18) Street Address: **6511 Griffith Road, Room 3**	

19) City: **Laytonsville**	20) State: **MD**	21) Zip Code: **20882**
22) Telephone Number: **(301)540-6222**	23) FAX Number: **(301)540-7930**	
24) E-Mail Address: **sspencer@wfcnet.net**		

Contact Information (If different than applicant)

25) First Name: **Janet**	MI: **F**	Last Name: **Moran**	Suffix:
26) Entity Name: **Patton Boggs LLP**			
27) P.O. Box:	And/Or	28) Street Address: **2550 M Street, N.W.**	
29) City: **Washington**	30) State: **DC**	31) Zip Code: **20037**	
32) Telephone Number: **(202)457-5668**		33) FAX Number: **(202)457-6482**	
34) E-Mail Address: **jmoran@pattonboggs.com**			

Regulatory Status

35) This filing is for authorization to provide or use the following type(s) of radio service offering (enter all that apply):	**(Yes)** Common Carrier **(No)** Non-Common Carrier **(No)** Private, internal communications **(No)** Broadcast Services **(No)** Band Manager

Type of Radio Service

36) This filing is for authorization to provide the following type(s) of radio service (enter all that apply):	**(No)** Fixed **(Yes)** Mobile **(No)** Radiolocation **(No)** Satellite (sound) **(No)** Broadcast Services
37) Interconnected Service? **(Y)**Yes No	

Fee Status

38) Is the Applicant exempt from FCC application fees?	( )Yes No
39) Is the Applicant exempt from FCC regulatory fees?	( )Yes No

Alien Ownership Questions (If any answer is Yes, attach exhibit explaining circumstances.)

40) Is the applicant a foreign government or the representative of any foreign government?	**(N)**Yes No
41) Is the applicant an alien or the representative of an alien?	**(N)**Yes No
42) Is the applicant a corporation organized under the laws of any foreign government?	**(N)**Yes No
43) Is the applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	**(N)**Yes No

44) Is the applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N)Yes No

Basic Qualification Questions (If any answer is Yes, attach exhibit explaining circumstances.)

45) Has the applicant or any party to this application or amendment had any FCC station authorization, license, or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)Yes No
46) Has the applicant or any party to this application or amendment, or any party directly or indirectly controlling the applicant, ever been convicted of a felony by any state or federal court?	(N)Yes No
47) Has any court finally adjudged the applicant or any party directly or indirectly controlling the applicant 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 any other means or unfair methods of competition?	(N)Yes No
48) Is the applicant or any party directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?	(N)Yes No

Aeronautical Advisory Station (Unicom) Certification

49) ( ) I certify that the station will be located on property of the airport to be served, and, in cases where the airport does not have a control tower, RCO, or FAA flight service station, that I have notified the owner of the airport and all aviation service organizations located at the airport within ten days prior to application.

50) Race, Ethnicity, Gender of Applicant/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

General Certification Statements

1) The applicant 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 an authorization in accordance with this application.

2) The applicant certifies that grant of this application would not cause the applicant to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
***If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.**

3) The applicant certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

4) The applicant certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under Section 1.2002(c) of the rules, 47 CFR § 1.2002(c). See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b) for the definition of 'party to the application' as used in this certification.

5) The applicant certifies that it either (1) has current Form 602 on file with the Commission, (2) is filing an update Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

6) The applicant certifies that the facilities, operations, and transmitters for which this authorization is hereby requested are either: (1) categorically excluded from routine environmental evaluation for RF exposure as set forth in 47 C.F.R. § 1.1307(b); or, (2) have been found not to cause human exposure to levels of radiofrequency radiation in excess of the limits specified in 47 C.F.R. §§ 1.1310 and 2.1093; or, (3) are the subject of one or more Environmental Assessments filed with the Commission.

Signature

51) Typed or Printed Name of Party Authorized to Sign			
First Name: **Shelley**	MI: **L**	Last Name: **Spencer**	Suffix:
52) Title: **Manager**			
Signature: **Shelley L Spencer**			53) Date: **03/16/05**

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

Upon grant of this license application, the licensee may be subject to certain construction or coverage requirements. Failure to meet the construction or coverage requirements will result in termination of the license. Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of license requested in this application.

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, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).

FCC 601 **Schedule B**	**Schedule for Geographically Licensed Services**	Approved by OMB 3060 - 0798 See instructions for public burden estimate File Number: **0002068574**

Market/Channel Block

1) Market Designator	2) Market Name	3) Channel Block	4) Sub-Market Designator	5) I am seeking a Tribal Lands Bidding Credit in this market
BTA027	**Austin, TX**	**C5**	**5**	**No**
BTA081	**Cincinnati, OH**	**C5**	**5**	**No**
BTA095	**Columbus, OH**	**C5**	**5**	**No**
BTA106	**Dayton-Springfield, OH**	**C5**	**5**	**No**
BTA162	**Gallup, NM**	**E**		**No**
BTA174	**Greensboro-Winston-Salem-High**	**C4**	**4**	**No**
BTA239	**Lakeland-Winter Haven, FL**	**C5**	**5**	**No**
BTA244	**Las Cruces, NM**	**C5**	**5**	**No**
BTA268	**McAllen, TX**	**C5**	**5**	**No**
BTA289	**Melbourne-Titusville, FL**	**C5**	**5**	**No**
BTA324	**Norfolk-Virginia Beach-Newport**	**C5**	**5**	**No**

BTA336	Orlando, FL	C5	5	No
BTA374	Richmond-Petersburg, VA	C5	5	No
BTA386	Roswell, NM	F		No
BTA413	Seattle-Tacoma, WA	C5	5	No
BTA491	US Virgin Islands	F		No

Tribal Lands Information						
6) Market Designator	7) Channel Block	8) Name of Tribal Lands	9) Area, in square kilometers, of tribal lands contained within designated market	10) Indicate with an "X" those tribal lands where applicant has secured the required certification(s) from the tribal governments (attach certification(s))	11) The amount of bidding credit as defined by FCC Rules (by Market)	12) Additional amount of bidding credit requested (attach justification)

Certification Statements

For Applicants Claiming Eligibility as an Entrepreneur Under the General Rule

Applicant certifies that they are eligible to obtain the licenses for which they apply.

For Applicants Claiming Eligibility as a Publicly Traded Corporation

Applicant certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Applicants Claiming Eligibility using a Control Group Structure

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Applicants Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Applicant certifies that they are eligible to obtain the licenses for which they apply.

Applicant certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Applicants Claiming Eligibility as a Rural Telephone Company

Applicant certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

For Applicants Claiming Tribal Lands Bidding Credit

Applicant certifies that it will comply with the bidding credit buildout requirements and consult with the tribal government(s) regarding the siting of facilities and deployment of service on the tribal land(s) as set out in the applicable FCC rules.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

Attachment List

Attachment Type	Date	Description	Contents
Other	03/05/05	Exhibit C: Closed Bidding Eligibility	01799923899420506672505 51.pdf
Ownership	03/05/05	Exhibit A: Ownership	01799923999420506672505 51.pdf
Other	03/05/05	Exhibit D: Designated Entities	01799924099420506672505 51.pdf
Other	03/05/05	Exhibit E: Agreements and Other Instruments	01799924299420506672505 51.pdf
Waiver	03/05/05	Exhibit G: Waiver Request	01799924399420506672505 51.pdf
Other	03/05/05	Exhibit H: Geographic Overlap Statement	01799924499420506672505 51.pdf
Other	03/05/05	Exhibit I: Miscellaneous Information	01799924599420506672505 51.pdf
Other	03/16/05	Amended Exhibit C: Closed Bidding Eligibility	01800162599420506672505 51.pdf
Other	03/16/05	Amended Exhibit D: Designated Entities	01800162699420506672505 51.pdf

Wirefree Partners III, LLC
FCC Form 601
Exhibit A: Ownership

Wirefree Partners III, LLC ("Applicant") is a recently formed Delaware limited liability company that was organized to participate in FCC Auction 58. The Applicant's name and address is:

Wirefree Partners III, LLC
6511 Griffith Road, Room 3
Laytonsville, Maryland 20882

1. **Direct Ownership**

Wirefree Partners II, LLC
6511 Griffith Road, Room 2
Laytonsville, Maryland 20882
Direct Ownership interest in Applicant: 100%

2. **Indirect Ownership**

Wirefree Partners III, LLC is ultimately controlled by Wirefree Partners, LLC, through holding 25.76% of the total equity and the majority of the voting limited liability company membership of Wirefree Partners II, LLC which holds 100% of the membership interest in the Applicant.

Wirefree Partners, LLC
6511 Griffith Road, Room 1
Laytonsville, Maryland 20882
Indirect Ownership interest in Applicant: 25.76%

The Applicant's managers are Shelley L. Spencer, W. Chris Blane, Thomas D. Body, III, Kenneth M. Elefant, and Eugene Yoo. The address and citizenship of each manager is listed below. The Applicant is a limited liability company that is managed by a Board of Managers. The Applicant does not have any officers.

A. Controlling Interests:

Wirefree Partners, LLC ultimately controls the Applicant through holding 25.76% of the total equity and the majority of the voting limited liability company membership of Wirefree Partners II, LLC. Wirefree Partners, LLC also appoints the majority of managers of Wirefree Partners II, LLC, an intermediate subsidiary that holds 100% of the Applicant, and Wirefree Partners III, LLC, the Applicant.

Wirefree Partners, LLC
6511 Griffith Road, Room 1
Laytonsville, Maryland 20882
Citizenship: U.S. (Delaware limited liability company)

Wirefree Partners, LLC is controlled by the individuals listed below, who collectively hold 100% of the membership interests in Wirefree Partners, LLC. The individuals named below are also the sole managers of Wirefree Partners, LLC. As noted above, Wirefree Partners, LLC controls 25.76% of the equity and the majority of the voting interests in Wirefree Partners II, LLC, the Applicant's sole member, and therefore its controlling interests are controlling interests of the Applicant:

Shelley L. Spencer
6511 Griffith Road
Laytonsville, MD 20882
Citizenship: U.S.

Thomas D. Body, III
7595 Arborlakes Court
Unit 615
Naples, FL 34112-7566
Citizenship: U.S.

W. Chris Blane
PMB # 270
505 Beachland Blvd.
Suite 1
Vero Beach, FL 32963
Citizenship: U.S.

Wirefree Partners, LLC's intermediate subsidiary, Wirefree Partners II, LLC holds 100% of the limited liability company membership of the Applicant and controls the Applicant.

Wirefree Partners II, LLC
6511 Griffith Road, Room 2
Laytonsville, Maryland 20882
Citizenship: U.S. (Delaware limited liability company)

In addition to the three managers of Wirefree Partners, LLC that are also managers of Wirefree Partners II, LLC, Wirefree Partners II, LLC has two additional members of its Board of Managers that were appointed by Globespan WF II Holdings, Inc. and Lightspeed WF Holdings II, Inc., respectively, that are deemed "controlling interests" under the FCC's affiliation rules:

Eugene Yoo
300 Hamilton Avenue
Palo Alto, CA 94301
Citizenship: U.S.

Kenneth M. Elefant
2200 Sand Hill Road
Menlo Park, CA 94025
Citizenship: U.S.

B. Parties holding 10% or more of each class of stock, warrant, option or debt securities in the Applicant and the amount and percentage held:

Wirefree Partners II, LLC
6511 Griffith Road, Room 2
Laytonsville, Maryland 20882
Citizenship: U.S. (Delaware limited liability company)
Percentage: 100% membership interest

C. Parties holding 10% or greater indirect interest in Applicant

1. Wirefree Partners, LLC
6511 Griffith Road, Room 1
Laytonsville, MD 20882
Percentage held: 25.76% total membership interest in Wirefree Partners II, LLC, the 100% owner of Applicant
100% Common Unit membership interest in Wirefree Partners II, LLC, the 100% owner of Applicant

Wirefree Partners, LLC holds 25.76% of the total limited liability company membership interest in Wirefree Partners II, LLC, and the majority of the voting interest in Wirefree Partners II, LLC. The following entities own 100% of Wirefree Partners, LLC.

Shelley L. Spencer
6511 Griffith Road
Laytonsville, MD 20882
Citizenship: U.S.
Class of LLC membership: Common
Warrants: None
Option: None
Debt: None
Amount: 35% Common LLC Membership interest in Wirefree Partners, LLC
Percentage held: 9.02% indirect interest in Applicant

Thomas D. Body, III
7595 Arborlakes Court
Unit 615
Naples, FL 34112-7566
Citizenship: U.S.
Class of LLC membership: Common
Warrants: None
Option: None
Debt: None
Amount: 32.5% Common LLC Membership interest in Wirefree Partners, LLC
Percentage held: 8.37% indirect interest in Applicant

W. Chris Blane
PMB # 270
505 Beachland Blvd.
Suite 1
Vero Beach, FL 32963
Citizenship: U.S.
Class of LLC membership: Common
Warrants: None
Option: None
Debt: None
Amount: 32.5% Common LLC Membership interest in Wirefree Partners, LLC
Percentage held: 8.37% indirect interest in Applicant

The parties listed below hold a 10% or greater, but non-controlling, membership interest in Wirefree Partners II, LLC, the immediate parent of the Applicant. The members holding these interests will at all times have voting rights that, in the aggregate, remain below 49% of the voting interests in Wirefree Partners II, LLC and will not have a controlling interest in Wirefree Partners, II, LLC or the Applicant, Wirefree Partners III, LLC. Wirefree Partners III, LLC has also entered into a servicing agreement with Wirefree Partners, LLC, which will further assure that day-to-day operational management will remain with Wirefree Partners, LLC.

2. Globespan WF II Holdings, Inc.
300 Hamilton Avenue
Palo Alto, CA 94301
Citizenship: U.S.
Class of LLC membership in Applicant: 50% Class A
50% Class B
Warrants: None
Options: None
Debt: None
Amount: 10,000 Class A Membership Units (non-voting) in Wirefree Partners II, LLC
5,000 Class B Membership Units in Wirefree Partners II, LLC
Percentage Interest: 50% Class A Membership interest (non-voting) in Wirefree Partners II, LLC
50% Class B Membership interest in Wirefree Partners II, LLC
Percentage interest: 37.12% of indirect ownership interest in Applicant

Globespan WF II Holdings, Inc. is a corporation comprised of four venture capital limited partnerships. Of the four partnerships, only one holds a greater than 10% indirect interest in the Applicant.

Globespan Capital Partners IV
300 Hamilton Avenue
Palo Alto, CA 94301
Warrants: None
Options: None
Debt: None
Amount: 86.4% of Globespan WF II Holdings, Inc.
Percentage Interest: 32.07% indirect interest in Applicant

3. Lightspeed WF II Holdings, Inc.
2200 Sand Hill Road
Menlo Park, CA 94025
Citizenship: U.S.
Class of LLC membership in Applicant: 50% Class A
50% Class B

Warrants: None
Options: None
Debt: None
Amount: 10,000 Class A Membership Units (non-voting) in Wirefree Partners II, LLC
5,000 Class B Membership Units in Wirefree Partners II, LLC
Percentage Interest: 50% Class A Membership interest (non-voting) in Wirefree Partners II, LLC
50% Class B Membership interest in Wirefree Partners II, LLC
Percentage interest: 37.12% of indirect ownership interest in Applicant

Lightspeed WF Holdings II, Inc. is a corporation comprised of five venture capital funds. The only fund that holds a greater than 10% indirect interest in the Applicant is:

Lightspeed Venture Partners VI, LP
2200 Sand Hill Road
Menlo Park, CA 94025
Warrants: None
Options: None
Debt: None

Amount: 87.98% interest in Lightspeed WF II Holdings, Inc.
Percentage Interest: 32.65% indirect interest in the Applicant

3. Other Disclosable Interests and Entities

The Applicant, Wirefree Partners III, LLC, does not hold any ownership interest in any FCC-regulated entity or applicant for an FCC license.

Wirefree Partners II, LLC, which holds 100% of the limited liability company membership interest in the Applicant, does not hold any ownership interest in any FCC-regulated entity or applicant for an FCC license. None of the members of Wirefree Partners II, LLC (Wirefree Partners, LLC, Globespan WF II Holdings, Inc., and Lightspeed WF Holdings, Inc.) hold any ownership interest in any FCC-regulated entity or applicant for an FCC license. None of the indirect owners of Lightspeed WF Holdings, Inc. or Globespan WF II Holdings, Inc. that hold 10% or more in the Applicant hold any ownership interests in any FCC-regulated entity or applicant for an FCC license. None of the members of Wirefree Partners II, LLC's Board of Managers, Shelley Spencer, Thomas D. Body, III, W. Chris Blane, Kenneth M. Elefant, nor Eugene Yoo, hold any ownership interest in any FCC-regulated entity or applicant for an FCC license.

Neither Wirefree Partners, LLC, which ultimately controls the Applicant through its 25.76% indirect ownership of the Applicant and control of the majority of the voting interests in Wirefree Partners II, LLC, nor its controlling interests, Shelley Spencer, Thomas D. Body, III, nor W. Chris Blane, hold any ownership interest in any FCC-regulated entity or applicant for an FCC license.

Wirefree Partners III, LLC
FCC Form 601
Amended Exhibit C: Closed Bidding Eligibility

Wirefree Partners III, LLC, the applicant, is eligible for Auction 58 licenses in closed bidding because it, its controlling interests, affiliates, and controlling interests of affiliates have combined total assets of less than $500 million and have had combined gross revenues of less than $125 million in each of the last two years. The gross revenues and total assets for the Applicant, its affiliates, its controlling interests, and controlling interests of affiliates is set forth separately and in the aggregate below.

Gross Revenues and Total Assets

A. Applicant

Entity Name	Total Assets	Gross Revenue 2002	Gross Revenue 2003
Wirefree Partners III, LLC	0	0	0

B. Applicant's Affiliates (other than Affiliates of Controlling Interests listed under Section D below)

Entity Name	Total Assets	Gross Revenue 2002	Gross Revenue 2003
Wirefree Partners II, LLC	0	0	0
Wirefree Partners, LLC	0	0	0
Shelley L. Spencer[1]	N/A	N/A	N/A
W. Chris Blane[2]	N/A	N/A	N/A
Thomas D. Body, III[3]	N/A	N/A	N/A

[1] This affiliate is an individual, so all assets and "revenues" are excluded pursuant to the Commission's policy excluding personal net worth from DE eligibility calculations. See Amendment of Part 1 of the Commission's Rules – Competitive Bidding Procedures, Second Order on Reconsideration of the Third Report and Order and Order on Reconsideration of the Fifth Report and Order, 18 FCC 10180, 10185 (2003). Except as discussed in Section F herein, affiliates of this individual are listed under Section D herein.

[2] Id.

[3] Id.

Kenneth M. Elefant[4]	N/A	N/A	N/A
Eugene Yoo[5]	N/A	N/A	N/A

C. Applicant's Controlling Interests

In the case of Wirefree Partners II, LLC, the Applicant's Controlling Interests are the same as those entities that are Applicant's Affiliates listed under Section B above.

Entity Name	Total Assets	Gross Revenue 2002	Gross Revenue 2003
Wirefree Partners II, LLC	0	0	0
Wirefree Partners, LLC	0	0	0
Shelley L. Spencer[6]	N/A	N/A	N/A
W. Chris Blane[7]	N/A	N/A	N/A
Thomas D. Body, III[8]	N/A	N/A	N/A
Kenneth M. Elefant[9]	N/A	N/A	N/A
Eugene Yoo[10]	N/A	N/A	N/A

[4] Id.

[5] Id.

[6] Id.

[7] Id.

[8] Id.

[9] Id.

[10] Id.

D. Affiliates of Applicant's Controlling Interests

Entity Name	Total Assets	Gross Revenue 2002	Gross Revenue 2003
Eyevest, LLC	$1,500,000	0	0
The Shelley L. Spencer Revocable Trust	$2,500,000	N/A	N/A
The Massoud Ahmadi Revocable Trust	$740,000	N/A	N/A
Wirefree Connect, Inc.	$3,000	0	0
Wirefree Partners, Inc.	$150,000	0	0
Ahmadi & Associates, Inc.	0	0	0
PolyTriplex Technologies, Inc.	$1,611,780	0	$1,491,571
Suncoast Environmental International, Inc.	$1,000	$1,173,472	$930,125
Angeles Capital, LLC	$1,000,000	0	0
PolyTriplex Investors, LLC	$3,000,000	0	0
Durand Marie, LLC	$3,500,000	0	0
Highland Oaks Ranch, LLC	$10,000	0	0
Cumberland Associates Inc.	0	0	0
Cumberland Development Company	0	0	0
Thomas D. Body & Co.	0	0	0

D. Aggregate Total Assets and Gross Revenues

	Aggregate Total Assets	Aggregate Gross Revenue 2002	Aggregate Gross Revenue 2003
	$14,015,780 [11]	$1,173,472	$2,421,696

E. Exclusion of Kinship Affiliation Gross Revenues

Shelley L. Spencer's father owns and operates a family counseling personal service business, Design for Individuals and Family's Inc. Under the Commission's kinship affiliation, Shelley L. Spencer, an owner and Manager of the Applicant, is presumed to own or control or have the power to control such entity unless the presumption is rebutted. In this case, Ms. Spencer has never been involved in any way with her father's counseling business; nor has Ms. Spencer's father participated in any way in Ms. Spencer's business ventures. Ms. Spencer has also lived independently of her father for twenty four years. Since the family members are not closely involved with each other in business matters, Ms. Spencer's father's business is not reported as an affiliate of the Applicant nor an affiliate of a controlling interest in the Applicant.

F. Certification

The Applicant does not use audited financial statements. The Applicant did not exist during the years 2001-2003 and there is no predecessor-in-interest to the Applicant. The Applicant does not have a chief financial officer, but Shelley L. Spencer, in her capacity as a Manager of the Applicant, certifies that the Applicant's financial statement set forth above is prepared in accordance with Generally Accepted Accounting Principles and is accurate.

[11] The total figure in this column differs from Applicant's FCC Form 175 solely because there was a typographical error in Applicant's Form 175. No new assets are reflected in this application.

Wirefree Partners III, LLC
FCC Form 601
Amended Exhibit D: Designated Entities

Wirefree Partners III, LLC is eligible for a 25% bidding credit because its average annual gross revenues of it, its affiliates and controlling interests is less than $15 million for the preceding three years, and therefore meets the Commission's definition of a "very small business" for Auction 58. Calculation of the gross revenues for the Applicant, the Applicant's affiliates, the Applicant's controlling interests, and affiliates of controlling interests, demonstrating such eligibility is set forth separately and in the aggregate below.

A. Applicant

Entity Name	Gross Revenue -- 2001	Gross Revenue -- 2002	Gross Revenue -- 2003	Average Gross Revenue for Preceding Three Years
Wirefree Partners III, LLC[1]	0	0	0	0

B. Applicant's Affiliates

Entity Name	Gross Revenue 2001	Gross Revenue 2002	Gross Revenue 2003	Average Gross Revenue for Preceding Three Years
Wirefree Partners II, LLC[2]	0	0	0	0
Wirefree Partners, LLC[3]	0	0	0	0
Shelley L. Spencer[4]	N/A	N/A	N/A	N/A

[1] Company formed in 2004. There is no predecessor in interest for this limited liability company.

[2] Id..

[3] Id..

[4] This affiliate is an individual, so all "revenues" are excluded pursuant to the Commission's policy excluding personal net worth from DE eligibility calculations. See Amendment of Part 1 of the Commission's Rules – Competitive Bidding Procedures, Second Order on Reconsideration of the Third Report and Order and Order on Reconsideration of the Fifth Report and Order, 18 FCC 10180, 10185-6 (2003). Affiliates of this individual are listed under Section D herein.

W. Chris Blane[5]	N/A	N/A	N/A	N/A
Thomas D Body, III[6]	N/A	N/A	N/A	N/A
Kenneth M. Elefant[7]	N/A	N/A	N/A	N/A
Eugene Yoo[8]	N/A	N/A	N/A	N/A

C. Applicant's Controlling Interests.

Entity Name	Gross Revenue 2001	Gross Revenue 2002	Gross Revenue 2003	Average Gross Revenue for Preceding Three Years
Wirefree Partners II, LLC[9]	0	0	0	0
Wirefree Partners, LLC[10]	0	0	0	0
Shelley L. Spencer[11]	N/A	N/A	N/A	N/A
W. Chris Blane[12]	N/A	N/A	N/A	N/A
Thomas D Body, III[13]	N/A	N/A	N/A	N/A

[5] Id.

[6] Id.

[7] Id.

[8] Id.

[9] Company formed in 2004. There is no predecessor in interest for this limited liability company.

[10] Id..

[11] This affiliate is an individual, so all "revenues" are excluded pursuant to the Commission's policy excluding personal net worth from DE eligibility calculations. See Amendment of Part 1 of the Commission's Rules – Competitive Bidding Procedures, Second Order on Reconsideration of the Third Report and Order and Order on Reconsideration of the Fifth Report and Order, 18 FCC 10180, 10185-6 (2003). Affiliates of this individual are listed under Section D herein.

[12] Id.

[13] Id.

Kenneth M. Elefant[14]	N/A	N/A	N/A	N/A
Eugene Yoo[15]	N/A	N/A	N/A	N/A

D. Controlling Interests' Affiliates

Entity Name	Gross Revenue 2001	Gross Revenue 2002	Gross Revenue 2003	Average Gross Revenue for Preceding Three Years
Eyevest, LLC	0	0	0	0
The Shelley L. Spencer Revocable Trust[16]	N/A	N/A	N/A	N/A
The Massoud Ahmadi Revocable Trust[17]	N/A	N/A	N/A	N/A
Wirefree Connect, Inc.	0	0	0	0
Wirefree Partners, Inc.	0	0	0	0
Ahmadi & Associates, Inc.	$5,000	0	0	$1,666
Poly-Triplex Technologies, Inc.	0	0	$1,491,579	$497,193
Suncoast Environmental International, Inc.	$820,602	$1,173,472	$930,125	$974,733
Angeles Capital, LLC	0	0	0	0

[14] Id.

[15] Id.

[16] As noted in Exhibit C herein, all trust revenues are reported as personal income to the Trustee, Shelley L. Spencer, a manager of the Applicant. Therefore, such revenues are part of Ms. Spencer's personal net worth, which the Commission has excluded from the calculation of an applicant's assets and gross revenues. Amendment of Part 1 of the Commission's Rules – Competitive Bidding Procedures, Second Order on Reconsideration of the Third Report and Order and Order on Reconsideration of the Fifth Report and Order, 18 FCC 10180, 10185-6 (2003).

[17] Id.

Poly-Triplex Investors, LLC	0	0	0	0
Durand Marie LLC	0	0	0	0
Highland Oaks Ranch, LLC	0	0	0	0
Cumberland Associates Inc.	0	0	0	0
Cumberland Development Company	0	0	0	0
Thomas D. Body & Co.	0	0	0	0

E. Aggregate Gross Revenue and Average Gross Revenue for the Preceding Three Years.

	Aggregate Gross Revenue 2001	Aggregate Gross Revenue 2002	Aggregate Gross Revenue 2003	Aggregate Average Gross Revenue for Preceding Three Years
	$825,602	$1,173,472	$2,421,704	$1,473,592

F. Certification

The Applicant does not use audited financial statements. The Applicant did not exist during the years 2001-2003 and there is no predecessor-in-interest to the Applicant. The Applicant does not have a chief financial officer, but Shelley L. Spencer, in her capacity as a Manager of the Applicant, certifies that the Applicant's financial statement set forth above is prepared in accordance with Generally Accepted Accounting Principles and is accurate.

Wirefree Partners III, LLC
FCC Form 601
Exhibit E – Agreements and Other Instruments

1. **Agreements Relating To The Competitive Bidding Process**

(1) Auction Agreement including Form of Spectrum Manager Lease among SprintCom, Inc., WirelessCO, L.P., Sprint Spectrum, L.P., Wirefree Partners, LLC, Wirefree Partners II, LLC, and Wirefree Partners III, LLC

Wirefree Partners III, LLC ("Wirefree") and its parent companies Wirefree Partners II, LLC and Wirefree Partners, LLC (collectively "the Wirefree Entities") entered into an Auction Agreement with SprintCom, Inc., WirelessCO, L.P., and Sprint Spectrum, L.P. (collectively "Sprint") on December 9, 2004 (the "Auction Agreement"). The agreement reflects Wirefree's business plan to operate its own, independent, facilities-based network on 50% of the spectrum in each market where Wirefree acquires spectrum in Auction 58 and lease the remaining 50% to Sprint. As disclosed in Exhibit B to Wirefree's Short Form application filed on November 30, 2004, the Auction Agreement also contains agreements relating to bidding strategy pursuant to which Sprint advised Wirefree during the Auction whether it would be willing to lease spectrum from Wirefree based on Wirefree's proposed lease fees that vary with Auction prices and comparable interest rates.

With the FCC's elimination of installment payments originally available to bidders in the C block auction, Wirefree has chosen to fund its own facilities-based business and acquisition of spectrum through revenues generated by the lease of a portion of the spectrum. The Auction Agreement sets forth the terms under which Wirefree and Sprint will enter into long term spectrum manager leases for one-half of the spectrum for each license. The Auction Agreement and corresponding leases and agreements are arms length contracts negotiated between the parties as independent entities. The relationship is purely a contractual relationship and does not include any provisions for any type of equity investment by Sprint. The Agreement also does not vest Sprint with any management rights over Wirefree or any of its affiliates, except to the extent, and only in the event that Wirefree breaches its obligations under the spectrum leases and fails to timely cure such breach.

The leasing arrangement has been carefully structured to comply with the FCC's rules for both designated entities and spectrum leasing as recently set forth in the Commission's spectrum leasing orders.[1] Specifically, Wirefree intends to build a

[1] *Promoting Efficient Use of Spectrum Through Elimination of Barriers to the Development of Secondary Markets*, Report and Order and Further Notice of Proposed Rulemaking, 18 F CC Rcd 20604 (2003), *Erratum*, 18 FCC Rcd 24817 (2003), and Second Report and Order, Order on Reconsideration, and Second Further Notice of Proposed Rulemaking, 19 FCC Rcd 17,503 (2004). The rules adopted in the Second Report and Order and Order on Reconsideration become effective on February 25, 2005. See 69 FR 77501 (published December 27, 2004).

spectrum-based business on 5 MHz of spectrum and build its own facilities-based network. Wirefree will not be just a leasing company, but rather intends to use the revenue provided from its leasing to support its ability to achieve its primary business objective.

Wirefree has elected to lease only 5 MHz of the spectrum to Sprint through the use of spectrum manager leases. Wirefree and Sprint will each operate its own independent business. The parties' relationship is solely one of lessor and lessee under the lease agreements; the parties have no relationship outside of the leasing arrangement. There is no agreement by the parties to combine their effort, property, money, skill or knowledge. The Wirefree Entities will run their own facilities-based business without any input from Sprint and Wirefree has no right to influence Sprint's business operations using the leased spectrum, except in Wirefree's role as lessor of, and consistent with its exercise of *de facto* control over, the licensed spectrum in the spectrum leases. Sprint is not an equity investor in any of the Wirefree Entities and Sprint will not have any management positions or rights in any of the Wirefree Entities. The parties will not have any common employees.

The Auction Agreement sets forth the general terms for the spectrum manager leases and includes a form of spectrum manager lease to be executed by the parties once the licenses are awarded. The parties will execute and file the leases with the FCC pursuant to the FCC's spectrum leasing rules following the FCC's issuance of the licenses. Under the terms of the Auction Agreement and form of lease, Wirefree will lease to Sprint 5 of its 10 MHz of licensed spectrum for a ten year term that coincides with the license term. Subject to the FCC's renewal of Wirefree's licenses, the leases will automatically renew for a term of five years plus the time equal to the period of time between grant of the applicable license by the FCC and the commencement of the leases. After this first renewal term, Sprint may renew the leases for two ten year terms and one five year renewal term. Each renewal term is subject to the FCC's renewal of the licenses.

The Wirefree Entities will build and own an independent facilities-based network using 5 MHz of spectrum in each market. Because Sprint has an interest in assuring that Wirefree complies with its obligations as a licensee and retains its eligibility to hold the licenses as a designated entity, Sprint has required Wirefree to establish its *bona fide* intent to maintain as its primary business an independent facilities based network using the licensed spectrum. To that end, and in order to induce Sprint to commit to enter into the leases, Wirefree has agreed to complete an initial build out of facilities using the licensed spectrum in each market within thirty-six months of FCC grant of the licenses.

The leasing revenues will provide Wirefree with funds to: (1) service its debt used to acquire the spectrum; (ii) deploy its networks; and (iii) operate its independent PCS network. Sprint's lease obligations include annual payments calculated as a percentage of Wirefree's Spectrum Cost in each market; a refundable deposit equal to a percentage of Wirefree's "Spectrum Cost" ("Spectrum Cost" is defined as Wirefree's net winning bids in the auction plus certain costs), which may, at Sprint's election, be credited

against lease payments in the later years of the lease, or credited against a potential purchase of the spectrum by Sprint subject to the conditions set forth below; and interim fees to cover Wirefree's expenses payable from the time the Auction has been completed until the leases are effective and the first lease payment is received. Sprint's obligation to pay the lease fee is absolute and unconditional as long as the leases are in effect and while Wirefree's debt financing is outstanding.

The initial lease fee will be in effect for at least the first five years of each lease. Beginning in the sixth year of the lease, Wirefree has the exclusive right to elect to continue to operate its own network or to require Sprint to lease the remaining 5 MHz of Wirefree's licensed spectrum in each market. If Wirefree elects to continue providing spectrum-based services using its facilities-based network, the Sprint lease fee for each lease will drop to 30% of the lease fee applicable during the first five years. If Wirefree elects to require Sprint to lease the remaining 5 MHz, the lease fee will stay at the lease rate established for the first five years. Under the Auction Agreement, Wirefree's decision whether to lease additional spectrum to Sprint is fully within Wirefree's discretion and control. The Auction Agreement contains an express acknowledgement that Wirefree is under no obligation to lease the additional spectrum to Sprint and may continue to lease only 5 MHz of spectrum to Sprint during the full term of the leases. The Auction Agreement further expressly confirms that Sprint has no contractual right to use any spectrum beyond the 5 MHz of spectrum initially leased unless and until Wirefree has elected to lease the remaining spectrum to Sprint.

If Wirefree elects to lease 10 MHz of spectrum to Sprint in year six of the lease term, Sprint or Wirefree may amend the lease agreements to change the leases from spectrum manager leases to *de facto* transfer leases. In addition, only if Wirefree makes the election to require Sprint to lease the full 10 MHz, Sprint may elect to purchase the spectrum from Wirefree rather than continue to lease the spectrum for the remainder of the lease term. Wirefree and Sprint have agreed to a purchase price for the spectrum in the event Wirefree elects to lease the full 10 MHz to Sprint; the purchase price will vary with the year of the lease. The modification of the leases into *De Facto* Transfer leases and/or any purchase of the licenses by Sprint would be subject to FCC approval and compliance with FCC Rules. Sprint also has a right of first refusal to lease or purchase the licensed spectrum only if Wirefree elects to sell the spectrum, which right of first refusal will extend from the date of the Auction Agreement until twelve months after the end of the lease term.

Wirefree will fund a significant portion of its spectrum costs in the short run through debt funding provided by Lehman Brothers, Inc. (or an affiliate thereof) (the "Lehman Debt Facility") and ultimately through a bond offering. The financing is conditioned on the FCC's grant of all the licenses for which Wirefree has been declared the high bidder and subsequent effectiveness of the spectrum manager leases. Wirefree does not intend to use the Lehman Debt Facility as a long term facility but rather to use the Lehman Debt Facility to bridge the gap between the Auction, licensing, effectiveness of the leases and the bond offering. If the licenses are not granted or the leases are not effective eighteen months after the Auction's close, Wirefree must repay the Lehman

Debt Facility. Wirefree is hopeful that FCC licensing and effectiveness of the leases will be completed well before this maturity date is reached. Wirefree is required, pursuant to the terms of the Auction Agreement, to use its commercially reasonable efforts to effectuate a refinancing of the Lehman Debt Facility by the fifteenth month of the close of the Auction if the licenses have not been granted and the leases are not yet effective and the Lehman Debt Facility remains outstanding. If Wirefree is not able to successfully refinance the Lehman Debt Facility, in consideration for Wirefree continuing to pursue the licenses and protect Sprint's interest in leasing a portion of the spectrum, Sprint has agreed by the eighteenth month following the close of the Auction if the licenses have not been granted and the leases are not yet effective to arrange for a refinancing of the Lehman Debt Facility and to refinance the debt if a third party lender can not be found.

The debt financing secured solely by Wirefree is critical to its financial structure and ability to acquire and maintain the spectrum and operate its own network. As a condition for the debt financing, and to protect its rights as a creditor, Lehman Brothers has required, and Sprint, as lessee, has agreed to toll any claims which Sprint may have under the Auction Agreement or the spectrum leases against Wirefree until Wirefree has paid its debt in full, after which Sprint may pursue any claims it may have. The entities that hold the ownership in Wirefree and Sprint have further agreed, as a condition for the debt facility, not to institute a bankruptcy proceeding until one year after Wirefree's debt is paid in full and to forgo any legal or equitable claims against the Applicant while the debt is outstanding.

2. Agreements Supporting Applicant's Designated Entity Status

(1) Servicing Agreement between Wirefree Partners III, LLC and Wirefree Partners, LLC [as amended]

Wirefree, as the applicant and prospective licensee, has entered into a Servicing Agreement with Wirefree Partners, LLC to provide network services and administrative services. Wirefree Partners, LLC holds the controlling interest in Wirefree and qualifies Wirefree as a designated entity and very small business eligible for closed bidding and a 25% bidding discount in Auction 58. The Servicing Agreement formalizes the corporate structure in which Wirefree will hold the FCC licenses and own the network as a subsidiary of Wirefree Partners, LLC and Wirefree Partners, LLC, as the controlling interest and ultimate parent company, will construct and operate the network and assume the administrative responsibilities inherent in running a facilities-based network and in leasing a portion of the spectrum to Sprint. The Servicing Agreement is required as a condition of Wirefree's debt financing and is essentially a financial construct intended to clearly delineate the lines of responsibility between the two related companies.

Pursuant to the terms of the Servicing Agreement, Wirefree Partners, LLC will provide Wirefree with network related system services and administrative services. System services include planning, constructing, operating and maintaining Wirefree's facilities-based network. Wirefree will own the network and will receive all the revenue

generated by the network. Wirefree Partners, LLC will be responsible for build-out and operation and maintenance of the network. Wirefree Partners, LLC will also ensure that Wirefree's obligations as lessor under the spectrum manager leases are fulfilled. Under the Servicing Agreement, Wirefree Partners, LLC will also provide administrative services including maintaining books and records, preparing tax filing and financial reports, hiring legal counsel and obtaining insurance. Wirefree has granted Wirefree Partners, LLC a limited power of attorney to facilitate its ability to perform the services to be provided by Wirefree Partners, LLC on behalf of Wirefree under the Servicing Agreement.

Wirefree Partners, LLC will prepare an annual budget for Wirefree that will detail all the anticipated costs. Wirefree Partners, LLC is required to maintain costs within the budget and available capital of Wirefree. Wirefree Partners, LLC will be paid a quarterly Servicing Fee for its services. Wirefree can terminate Wirefree Partners, LLC's engagement as the servicer under the Servicing Agreement in certain circumstances. Any successor appointed to replace Wirefree Partners, LLC must comply with the FCC's rules, and if appointed in the first five years, must qualify as a very small business pursuant to the FCC's rules. Sprint has agreed, in principal, to serve as a potential back up servicer in the event Wirefree Partners, LLC's role as servicer is terminated for the limited causes permitting termination under the Servicing Agreement. However, any substitution of Wirefree by Sprint would be subject to prior FCC approval, to the extent required, and subject to compliance with any FCC designated entity rules. Wirefree has agreed as a condition to its debt financing, to pledge its interests in the Servicing Agreement to the trustee of its debt financing. This limited pledge will enable the trustee to enforce the terms of the Servicing Agreement if Wirefree does not fulfill its obligations under the Servicing Agreement. The pledge will permit the Trustee to preserve the collateral that supports the debt by ensuring ongoing network operations and avoiding any possible default on the licenses or spectrum manager leases. Wirefree's lender and Sprint are third party beneficiaries of the Servicing Agreement.

(2) Pledge and Security Agreement dated as of December 22, 2004 between Wirefree Partners, LLC, Globespan WF II Holdings, Inc., Lightspeed WF II Holdings, Inc., and SprintCom, Inc., Sprint Spectrum L.P and WirelessCo, LP, Wirefree Partners II, LLC and U.S. Bank National Association

The owners of the limited liability company interests of Wirefree Partners II, LLC[2] (the "Members"), the direct parent of Wirefree, entered into a Pledge and Security Interest Agreement with Sprint on December 22, 2004 (the "Pledge and Security Agreement"). The limited purposes of the Pledge and Security Agreement is to provide Sprint with a legal remedy to assure that Wirefree continues to meet its obligations to Sprint under the lease agreements if a court of competent jurisdiction issues a final judgment declaring Wirefree Partners, LLC in material default of its duties and obligations to Sprint under the Auction Agreement or in material default of its obligations

[2] The owner or members of Wirefree Partners II, LLC are Wirefree Partners, LLC (the controlling DE), Globespan WF II Holdings, Inc., and Lightspeed WF II Holdings, Inc.

under the Servicing Agreement and the default is not cured within five days of issuance of the final judgment. Because Sprint has an interest in assuring that Wirefree satisfies its contractual obligations and its obligations to the FCC as the spectrum licensee, Sprint is a named, third party beneficiary of the Servicing Agreement. Since the Auction Agreement and Servicing Agreement impose obligations on Wirefree Partners, LLC to manage and maintain the spectrum for Wirefree in accordance with the Auction Agreement and the leases, a material default by Wirefree Partners, LLC under either of these agreements could jeopardize Sprint's use of the spectrum under the leases and put the licenses at risk of forfeiture.

As security for the performance of Wirefree Partners, LLC's duties and obligations under the Auction Agreement and Servicing Agreement, the Members have pledged to Sprint as collateral their limited liability company interests in Wirefree Partners II, LLC and the associated rights and benefits. Sprint may only force a sale of the collateral or exercise its rights as a secured party under the Pledge and Security Agreement upon a court issuing a final order and compliance with the FCC rules and any required FCC approval of a transfer of control of the spectrum licensed to Wirefree Partners III, LLC. Absent a court judgment, the Members retain all the rights associated with their limited liability company interests.

(3) Commitment from Lehman Brothers, Inc and Lehman Commercial Paper, Inc. to Provide Debt Financing and Related Credit Agreement

As disclosed by Wirefree in Exhibit B to its Short Form Application, Wirefree has a commitment from Lehman Commercial Paper, Inc. and Lehman Brothers, Inc. (collectively "Lehman") to provide Wirefree with debt financing to acquire spectrum in Auction 58. Pursuant to the terms of the Commitment, Lehman has agreed to provide Wirefree with a short term loan that will be repaid subsequently by proceeds from a bond offering, longer term credit facility, or other refinancing. The terms of the debt are standard third party terms for senior secured debt facilities. As a condition of debt funding, Wirefree will be required to either refinance the debt or exercise its right to lease 10 MHz of spectrum to Sprint if the reduction in Sprint lease revenues at that time in Wirefree's business would be so significant that the reduction would materially impair the rating.of any bond offering or the credit quality of a credit facility reasonably determined thereunder. The debt facility and future debt facilities will be guaranteed by Wirefree Partners II, LLC. The debt facilities will be secured by a first priority security interest in substantially all of Wirefree's tangible and intangible assets including Wirefree's interest in the Auction Agreement, the spectrum manager leases, bank accounts and revenue streams, and rights to spectrum acquired by Wirefree in Auction 58. Wirefree has also engaged Lehman as its exclusive financier and advisor for a bond offering or other debt financing to replace the short term loan once the licenses are granted and the spectrum manager leases are effective.

(4) Limited Liability Company Operating Agreements

There are three entities in the Wirefree corporate ownership chain:

(1) **Wirefree Partners III, LLC, the applicant**. Wirefree Partners III, LLC is wholly-owned by Wirefree Partners II, LLC.

(2) **Wirefree Partners II, LLC, the direct parent of the applicant**. Wirefree Partners, LLC exercises *de jure* and *de facto* control over Wirefree Partners II, LLC and therefore Wirefree Partners III, LLC. Specifically, Wirefree Partners, LLC owns 51% of the voting interests and all the common membership interests in Wirefree Partners II, LLC and is entitled to appoint a majority of the members of the Board of Managers. Two venture capital firms, Globespan WF II Holdings, Inc. and Lightspeed WF II Holdings, Inc. (each an "Investor" and collectively the "Investors") own all of the preferred membership interests in Wirefree Partners II, LLC, hold 49% of the voting interests, and are entitled to appoint one manager each to the Board of Managers of Wirefree Partners II LLC and Wirefree Partners III, LLC.

(3) **Wirefree Partners, LLC, the controlling interest and ultimate parent of the applicant**. Three entrepreneurs, W. Chris Blane, Thomas D. Body, III and Shelley Spencer own all of the membership interests in Wirefree Partners, LLC and are the controlling interest holders of all three Wirefree entities.

Each entity's management and operations are governed by a limited liability company operating agreement and related agreements. The relevant terms are described below.

A. Wirefree Partners III, LLC Operating Agreement

Wirefree is a limited liability company with management, control and operation of the company vested exclusively in the Board of Managers. A simple majority of the Board of Managers can approve most corporate actions and controls the Company's operations. Wirefree, as a subsidiary of Wirefree Partners II, LLC ("Wirefree II") is required to have a Board of Managers that is proportionately equivalent to the Board of Managers of Wirefree II. Wirefree's Board of Managers currently has five members: three members are appointed by Wirefree Partners, LLC and one member is appointed by each of the Investors. The current composition of the Board of Managers is set forth in the January 25, 2005 amendment to Wirefree's short form application.

Wirefree is required, as a condition of the Lehman debt facility, to appoint two independent managers to the Wirefree Board of Managers. At that time, the total size of the Board will increase from five managers to nine managers. Wirefree Partners, LLC will be entitled to elect seven members – two of these members must qualify as "independent managers" under Wirefree's Operating Agreement and the Lehman Debt Facility - and five will be at Wirefree Partner, LLC's sole discretion. Each Investor will continue to have the right to appoint one member of the Board of Managers. The Operating Agreement provides that Wirefree Partners, LLC shall at

all times be entitled to appoint, at a minimum, a majority of the Managers on the Board of Managers regardless of the number of Managers comprising the Board for as long as Wirefree is required to qualify under the FCC's Rules as a Very Small Business or Entrepreneur. The agreement's investor protections are discussed in the section below.

Wirefree is a single member LLC owned entirely by Wirefree II. As the sole member, Wirefree II controls all of the voting interests in Wirefree and Wirefree II is entitled to all distributions of profits and losses from Wirefree.

B. Wirefree II Operating Agreement and Members' Agreement

Wirefree II is owned by Wirefree Partners, LLC, its controlling interest, and the Investors who made an equity investment in Wirefree II in December, 2004. Wirefree II is managed by its Board of Managers identical in size and composition to the Board of Managers of Wirefree described above. Wirefree II is authorized to act on most matters through a simple majority vote of its Board of Managers. Wirefree II has issued three classes of membership interests. Wirefree Partners, LLC, as the controlling interest, owns all of the common membership units representing 25.76% of the total equity and 51% of the voting interests. Wirefree Partners, LLC's 51% voting interest provides it with *de jure* control over Wirefree II and Wirefree, the applicant. The Investors own all of the Class A and Class B preferred membership units. The Class A preferred units represent 37.12% of the total equity and have no voting rights. Wirefree II is required to redeem the Class A units for their original purchase price at the time of a bond offering provided there are sufficient proceeds for the redemption. The Class B preferred units represent 37.12% of the total equity and carry 49% of the voting rights. The Class B preferred units accrue a dividend once Wirefree has completed a qualified build out of its facilities-based network in each market. The Investors can convert their Class A and Class B preferred units into common units at their election and are required to convert their preferred interests to common units in the event of an Initial Public Offering or at the request of two-thirds of the outstanding preferred units. Following such a conversion, Class A units outstanding, if any, will remain non-voting while Class B will convert into voting units. The post-conversion rights of all of the Class B unit holders are limited to 49% of the voting interests if the conversion would cause Wirefree to be disqualified as a very small business, would be considered an assignment by the FCC or would violate the Communications Act, the Wirefree II Members' Agreement or the Auction Agreement. Once the Class A units are redeemed, Wirefree Partners, LLC's equity interest will be adjusted to a 49% equity interest with a corresponding 51% voting interest and the Class B units will represent 51% of the equity interests with a corresponding 49% voting interest.

Wirefree II is required to distribute profits and losses that recognize a preferred return attributable to the Class A and Class B preferred interests. Specifically, distributions prior to dissolution will be allocated to give priority to the return of capital to the Investors, payment of any outstanding accrued dividends, and an overall return to both common and preferred unit holders. The distribution of profits from Wirefree's

network operations are allocated pursuant to the Operating Agreement with a majority allocated to the common unit holders and a minority percentage allocated to the Class B preferred unit holders. The distribution of profits derived from the Spectrum Manager Leases with Sprint are allocated with a minority share allocated to the common units and a majority share allocated to the Class B preferred unit holders until the Investors reach their specified return. Once the Investors' specified return is met, the profits from the leasing revenue will be distributed to provide the common unit holders with a larger percentage of the returns and the Class B preferred unit holders with a smaller return percentage return. In the event of dissolution, cash will be allocated first to creditors and the creation of any necessary reserves before being allocated to the equity unit holders as described above. The Investors have the right, pursuant to the Wirefree II Members' Agreement, to put their ownership interests in Wirefree II to Wirefree Partners, LLC anytime after December 31, 2010.

In addition, Wirefree II signed an agreement with each Investor to maintain the Investors' status as venture capital operating companies pursuant to the regulations of the Department of Labor. The agreement acknowledges the Investors' rights to consult and advise the company. The agreement states expressly that the agreement is not to be construed to confer any rights on the Investors to control business decisions by the company's managers and officers nor is it to be construed to provide the Investors with any operational or *de jure* control over the company.

C. Wirefree Partners, LLC Operating Agreement

Wirefree Partners, LLC is managed by its three person Board of Managers. The Board can act on an affirmative vote of a majority of the Board of Managers. The members of the Board of Managers are appointed by a majority of the members of Wirefree Partners, LLC. The three members of Wirefree Partners, LLC, that collectively and individually qualify as entrepreneurs and very small businesses, are W. Chris Blane, Thomas D. Body, III and Shelley Spencer. Profits and losses are distributed ratably to the members in proportion to their percentage membership interests.

3. Summary of Investor Protection Agreements

A. Wirefree Partners III, LLC Operating Agreement

As noted above, Wirefree is a limited liability company with management, control and operation of the company vested exclusively in the Board of Managers. A simple majority of the Board of Managers can approve most corporate actions and controls the Company's operations. Wirefree, as a subsidiary of Wirefree Partners II is required to have a Board of Managers that is proportionately equivalent to the Board of Managers of Wirefree II. Wirefree's Board of Managers currently has five members: three members are appointed by Wirefree Partners, LLC and one member is appointed by each of the Investors.

The Operating Agreement provides that Wirefree Partners, LLC shall all times be entitled to appoint, at a minimum, a majority of the Managers on the Board of Managers regardless of the number of Managers comprising the Board for as long as Wirefree is required to qualify under the FCC's Rules as a Very Small Business or Entrepreneur.

Upon closing of the Lehman Debt Facility, two independent directors will be named to the Board of Managers. Prior to, or concurrently therewith, the Operating Agreement will be amended to require the unanimous consent of the Board of Managers for certain actions. These limited rights are protections designed to protect Wirefree's equity investors and lenders. Specifically, 100% of the Managers on Wirefree's Board of Managers will be required to vote affirmatively to do any of the following:

- amend the Operating Agreement's provision requiring at least two independent managers;
- engage in any business or activity other than those set forth in the Operating Agreement;
- dissolve or liquidate, in whole or in part, consolidate or merge with or into any other entity or convey or transfer the company's properties and assets substantially as an entirety to any entity; or
- institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the company or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator or other similar official of the company or a substantial part of the company's property, or make any assignment for the benefit of creditors, or admit in writing the company's inability to pay the company's debts generally as they become due, or take corporate action in furtherance of any such action.

B. Wirefree II Operating Agreement and Members' Agreement

Wirefree II is owned by Wirefree Partners, LLC, its controlling interest, and the Investors who made an equity investment in Wirefree II in December, 2004. Wirefree II is managed by its Board of Managers identical in size and composition to the Board of Wirefree described above. Wirefree II is authorized to act on most matters through a simple majority vote of its Board of Managers. In certain limited circumstances the Investors have investor protection rights under the Wirefree II Operating Agreement and the Members' Agreement entered into by the members of

Wirefree II. These agreements require Wirefree II to obtain the specific consent of each Investor Manager on the Board of Manager before the Board approves specific actions. These limited supermajority rights are designed to protect the Investors' investment and apply to the following actions:

- modifying or entering into new agreements relating to Wirefree's debt financing, its participation in the Auction, or its agreement to lease a portion of its spectrum to Sprint;
- adjusting the members' capital accounts;
- admitting new members and issuing additional membership units;
- making tax elections, changing in tax allocations or changing in the tax matters member;
- requiring the withdrawal of a member of the limited liability company;
- deciding to raise additional funding for its facilities-based network; and
- distributing non-cash assets in connection with a dissolution or termination of Wirefree.

The Commission has recognized the need for and validity of supermajority rights to protect investor rights in DE structures since the initial C block auction. *Implementation of Section 309(j) of the Communications Act – Competitive Bidding*, Fifth Memorandum Opinion and Order, 10 FCC Rcd 403, 447-448 (1994).

Wirefree Partners, LLC's 51% voting interest provides it with *de jure* control over Wirefree II and Wirefree, the applicant. Certain matters, that are commonly provided investor protections, require the vote by Wirefree II members to include the affirmative vote of at least two-thirds of the Investors owing Class B Preferred Interests. The matters for which such approval is required are:

- altering the rights of membership interest with respect to liquidation preference, redemption rights or voting rights;
- amending the Operating Agreement or Certificate of Formation;
- increasing or decreasing the number of authorized LLC membership units;
- reclassifying any LLC membership units;
- selling the company;
- liquidating dissolving or winding up the company or effecting a recapitalization or reorganization of the company or selling any subsidiaries;
- granting an exclusive license or selling the company's intellectual property;
- entering into a line of business other than that authorized by the Operating Agreement;
- incurring liabilities or entering to agreements for a line of business other than those authorized by the Operating Agreement;
- permitting liens other than those required by the company's debt financing and the Auction Agreement with Sprint;
- making loans or investments in any affiliate not authorized by the Operating Agreement and permitting any subsidiaries to do the same;

- acquiring another company or entering into a joint venture;
- compensating employees, consultant and service providers above an approved amount;
- using the equity proceeds for purposes not authorized by the Operating Agreement;
- paying or declaring dividends on the common membership interests;
- incurring more than $5,000,000 in indebtedness;
- redeeming membership interests except as already agreed to by the company;
- issuing any additional membership interests or debt with equity features in an amount greater than $5,000,000; and
- increasing or decreasing the size of the Board of Managers.

The Wirefree II Members' Agreement also grants the investors certain rights of first offer, first refusal and co-sale in the event of the proposed sale by Wirefree Partners, LLC or one of its members of its interest in Wirefree Partners, LLC or Wirefree II. As is typical of venture capital investors, the Investors in Wirefree II were granted certain registration rights in the event of an Initial Public Offering in an Investors' Rights Agreement entered into by Wirefree II and the Investors. In addition, Wirefree II signed an agreement with each Investor to maintain the Investors' status as venture capital operating companies pursuant to the regulations of the Department of Labor. The agreement acknowledges the Investors' rights to consult and advise the company. The agreement states expressly that the agreement is not to be construed to confer any rights on the Investors to control business decisions by the company's managers and officers nor is it to be construed to provide the Investors with any operational or *de jure* control over the company.

Wirefree Partners III, LLC
FCC Form 601
Exhibit G: Waiver Request

Request for Waiver of Section 1.2110(c)(2)(ii)(F).

Section 1.2110(c)(2)(ii)(F) of the Commission's rules requires all officers and directors of the applicant to be considered to have a controlling interest in the corporation. As a limited liability company, Applicant and its parent companies do not have officers and directors. However, each limited liability company is governed by a Board of Managers. To the extent necessary, Applicant requests a waiver of Section 1.2110(c)(2)(ii)(F) to exclude the assets and revenue of managers appointed as independent managers and the managers appointed by the equity investors in Wirefree II, Applicant's immediate parent company. Under the terms of the Applicant's limited liability company operating agreement and the agreement of Wirefree II, these Managers will always represent a minority of the seats on the Board of Managers and therefore cannot control the Applicant.

Specifically, as noted in Exhibit A above, Applicant has two venture capital equity investors Globespan WF II Holdings, Inc. and Lightspeed WF II Holdings, Inc. (collectively the "Investors"). As a condition of their equity investment, each of the Investors has the right to appoint one manager to the Board of Managers of Wirefree II, the immediate parent company of the Applicant and to have proportionate representation on the Board of Managers of the Applicant. In addition, as a condition of its debt financing, the Applicant and Wirefree II are required to appoint two independent managers to each of the company's Board of Managers. The votes of these independent managers will only be required on matters that could result in liquidation of the company, a filing for bankruptcy, or elimination of the independent manager board seats. Wirefree Partners, LLC, the ultimate parent company of the Applicant, appoints the remaining members of the Board of Managers of Wirefree II. The managers appointed by Wirefree Partners, LLC at all times will represent a majority of the managers on the Board of Managers. Therefore, the managers appointed by the Investors and the independent managers will represent only a minority of the board and never have majority control of the companies.

The FCC's rules allow waivers if the applicant can show (1) the underlying purpose of the rule would not be served, or would be frustrated by application to the instant case, and that a grant of the requested waiver would be in the public interest; or (2) in view of unique or unusual factual circumstances of the instant case, application of the rule(s) would be inequitable, unduly burdensome or contrary to the public interest, or the applicant has no reasonable alternative.[1] In the instant case, the underlying purpose of the rule would not be served because it is clear that the manager appointed by each of the Investors and the independent managers will never control the Applicant. In addition, under the Commission's former control group structure, passive investors could have a seat on a board without violating the Commission's control group rules or attributing the revenues or assets of the passive investors' board member to the applicant. When the Commission adopted the more flexible "controlling interest" standard, it said "if any investor has either *de jure* or *de facto* control of the applicant, the investor's gross revenues will be attributed." The Commission's designation of every officer and director as a controlling interest is in direct conflict

1 *See* 47 C.F.R. § 1.925(b)(3).

with the intended flexibility of the controlling interest standard. It is well established precedent, both for designated entities and in corporate law, that a single director and a minority of directors on a board do not exercise *de jure* control over a corporate entity. Indeed, the definition of *de jure* control used consistently by the Commission imposes a majority control and 51% voting rule. 47 C.F.R. §1.2110(c)(2). It is illogical to treat every member of a board of managers as a "controlling interest" as stated in Section 1.2110(c)(2)(ii)(F) of the Commission's rules. This was not the precedent used in the control group structure and should not be applied to designated entities whose true controlling interest entrepreneurs retain majority control of their companies' boards. The test should be majority control, not mere membership on a board.

In addition, if the related businesses of every single member of an applicant's board of managers is attributable, this rule will have a chilling effect on investment in designated entities since applicants and designated entity licensees will be forced to screen their managers and directors for their attributable revenues and assets rather than their qualifications, investment or industry expertise. For example, the rule as applied would prohibit a general partner in a venture capital firm who may be responsible for the investment decision in a designated entity from serving on a designated entity's board – even if that manager is one of five members of a board of managers. Similarly, the rule would prevent an investor with multiple outside investments that exceed the revenue and asset caps for designated entities from serving on the board in a minority capacity.

The underlying purpose of the rule will not be served if Wirefree cannot seek the advice and service of successful, experienced board members without first considering the attribution of these directors' other business interests. In the instant case, it is clear that neither the Investor-named managers nor the independent managers will ever have *de facto* or *de jure* control over the Applicant. Therefore, to the extent necessary, Applicant requests a waiver of Section 1.2110(c)(2)(ii)(F) to exclude the assets and revenues of the managers appointed by the Investors and the independent managers from the definition of "controlling interest."

Wirefree Partners III, LLC
FCC Form 601
Exhibit H: Geographic Overlap Statement

No spectrum acquired by the applicant, Wirefree Partners III, LLC ("Wirefree"), as a result of Auction 58 will create a geographic overlap with other spectrum in which the applicant, or an affiliate of the applicant, already holds a direct or indirect interest (of 10 percent or more) either as a licensee or spectrum lessee, and that could also be used to provide interconnected mobile voice and/or data services.

As noted in Exhibit E hereto, Wirefree has entered into an auction agreement that obligates Wirefree to lease 5 MHz of the spectrum won in Auction 58 to Sprint. However, Sprint is not an affiliate of Wirefree. The parties' relationship is solely one of lessor and lessee under the lease agreements; the parties have no relationship outside of the leasing arrangement. There is no agreement by the parties to combine their effort, property, money, skill or knowledge. Wirefree will run its own facilities-based business without any input from Sprint and Wirefree has no right to influence Sprint's business operations, except in its role as spectrum manager in the spectrum leases. Sprint is not an equity investor in Wirefree or any of Wirefree's affiliates, Sprint will not have any management positions or rights in Wirefree. The parties will not have any common employees, and such leases are subject to separate approval by the Commission. Therefore, Wirefree has not provided information regarding Sprint's spectrum holdings, or any geographic overlap of Sprint, as a result of the leases.

Wirefree Partners III, LLC
FCC Form 601
Exhibit I: Miscellaneous Information

Shelley L. Spencer, a business woman who has previously participated in FCC Auctions as a designated entity and entrepreneur, holds a 35% indirect interest in the Applicant, and will serve as a Manager of the Board of Managers of the Applicant and its ultimate parent company, Wirefree Partners, LLC.

FCC 602
Main Form

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB
3060 – 0799
See instructions for
Public burden estimate
Submitted
03/07/2005 at 9:00 AM
File Number:
0002082106

Reference Copy

Filing Type

1a) X Current Filing ___Proposed Filing

1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's Rules? ___Yes X No

If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.

Filer Information

2) First Name (if individual):	MI:	Last Name:	Suffix:
3) Filer Name (if entity): Wirefree Partners III, LLC		4) FCC Registration Number (FRN): 12211611	

5) Contact Information

Name and Address:	Telephone Number:
Shelley L Spencer PO BOX 6511 Griffth Road, Room 3 Laytonsville MD 20882	301-540-6222
	Fax Number: 301-540-7930
	E-mail Address: sspencer@wfcnet.net

Related FCC Regulated Businesses of Filer

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:

Signature
7) Typed or Printed Name of Party Authorized to Sign

First Name: Shelley	MI: L	Last Name: Spencer	Suffix:
Title: Manager			
Signature: *Shelley L Spencer*			Date: 3/07/2005

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC 602
Schedule A

FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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

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):	3) FCC Registration Number(FRN):
Wirefree Partners II, LLC	12882189

4) Disclosable Interest Holder's Address:
6511 Griffith Road, Room 2
Laytonsville MD 20882

5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes):	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Filer:
Direct Ownership Interest in Filer	Limited Liability Company	100

8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes):	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:
Membership Shares	United States US

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

Reference Copy

FCC 602
Schedule A

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 First Name (if individual):	MI:	Last Name:	Suffix:

2) Disclosable Interest Holder's Name (if entity):	3) FCC Registration Number(FRN):
Wirefree Partners, LLC	12211637

4) Disclosable Interest Holder's Address:
6511 Griffith Road, Room 1
Laytonsville MD 20882

5) Type of Interest in Filer ( ) (refer to instructions for a list of codes):	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Filer:
Indirect Ownership Interest in Filer Management Contract	Limited Liability Company	25.76

8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes):	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:
Membership Shares Other:100% common membership in Wirefree Partners II, LLC	United States US

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

Reference Copy

FCC 602
Schedule A

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

Reference Copy

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:
Shelley	L	Spencer	

2) Disclosable Interest Holder's Name (if entity):	3) FCC Registration Number(FRN):
	12864161

4) Disclosable Interest Holder's Address:
6511 Griffith Road
Laytonsville MD 20882

5) Type of Interest in Filer ( ) (refer to instructions for a list of codes):	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Filer:
Indirect Ownership Interest in Filer other: Manager	Individual	9.02

8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes):	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:
Membership Shares Other:35% membership in Wirefree Partners, LLC	United States US

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

FCC 602
Schedule A

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 First Name (if individual):	MI:	Last Name:	Suffix:
Thomas	D	Body	III

2) Disclosable Interest Holder's Name (if entity):	3) FCC Registration Number(FRN):
	12877106

4) Disclosable Interest Holder's Address:
7595 Arborlakes Court, Unit 615
Naples FL 341127566

5) Type of Interest in Filer ( ) (refer to instructions for a list of codes):	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Filer:
Indirect Ownership Interest in Filer other:Manager	Individual	8.37

8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes):	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:
Membership Shares Other:32.5% membership interest in Wirefree Partners, LLC	United States US

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

Reference Copy

FCC 602
Schedule A

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 First Name (if individual):	MI:	Last Name:	Suffix:
W	C	Blane	

2) Disclosable Interest Holder's Name (if entity):	3) FCC Registration Number(FRN):
	12880449

4) Disclosable Interest Holder's Address:
505 Beachland Blvd. Suite 1 PMB 270
Vero Beach FL 32963

5) Type of Interest in Filer ( ) (refer to instructions for a list of codes):	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Filer:
Indirect Ownership Interest in Filer other:Manager	Individual	8.37

8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes):	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:
Membership Shares Other:32.5% membership interest in Wirefree Partners, LLC	United States US

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

Reference Copy

FCC 602
Schedule A

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 First Name (if individual):	MI:	Last Name:	Suffix:
Eugene		Yoo	

2) Disclosable Interest Holder's Name (if entity):	3) FCC Registration Number(FRN):
	12880555

4) Disclosable Interest Holder's Address:
300 Hamilton Avenue
Palo Alto CA 94301

5) Type of Interest in Filer ( ) (refer to instructions for a list of codes):	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Filer:
other:Manager	Individual	0

8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes):	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:
Other:Manager	United States US

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

Reference Copy

FCC 602
Schedule A

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

Reference Copy

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:
Kenneth	M	Elefant	

2) Disclosable Interest Holder's Name (if entity):	3) FCC Registration Number(FRN):
	12880506

4) Disclosable Interest Holder's Address:
2200 Sand Hill Road
Menlo Park CA 94025

5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes):	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Filer:
other:Manager	Individual	0

8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes):	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:
Other:Manager	United States US

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

FCC 602
Schedule A

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 First Name (if individual):	MI:	Last Name:	Suffix:

2) Disclosable Interest Holder's Name (if entity):	3) FCC Registration Number(FRN):
Lightspeed WF II Holdings, Inc.	12881686

4) Disclosable Interest Holder's Address:

2200 Sand Hill Road
Menlo Park CA 94025

5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes):	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Filer:
Indirect Ownership Interest in Filer	Corporation	37.12

8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes):	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:
Membership Shares Other:50% Class A nonvoting membership in Wirefree Partners II, LLC; 50% Class B voting membership in Wirefree Partners II, LLC	United States US

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

Reference Copy

FCC 602
Schedule A

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 First Name (if individual):	MI:	Last Name:	Suffix:

2) Disclosable Interest Holder's Name (if entity):	3) FCC Registration Number(FRN):
Lightspeed Venture Partners VI, L.P.	12881744

4) Disclosable Interest Holder's Address:

2200 Sand Hill Road
Menlo Park CA 94025

5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes):	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Filer:
Indirect Ownership Interest in Filer	Limited Partnership	32.65

8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes):	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:
Common Stock:Voting Other:87.95% shareholder in Lightspeed WF II Holdings, Inc.	United States US

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

Reference Copy

FCC 602
Schedule A

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 First Name (if individual):	MI:	Last Name:	Suffix:

2) Disclosable Interest Holder's Name (if entity):	3) FCC Registration Number(FRN):
Globespan WF II Holdings, Inc.	12880589

4) Disclosable Interest Holder's Address:

300 Hamilton Avenue
Palo Alto CA 94301

5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes):	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Filer:
Indirect Ownership Interest in Filer	Corporation	37.12

8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes):	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:
Membership Shares Other:50% Class A nonvoting membership in Wirefree Partners II, LLC; 50% Class B voting membership in Wirefree Partners II, LLC	United States US

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

Reference Copy

FCC 602
Schedule A

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 First Name (if individual):	MI:	Last Name:	Suffix:

2) Disclosable Interest Holder's Name (if entity):	3) FCC Registration Number(FRN):
Globespan Capital Partners IV, L.P.	12881249

4) Disclosable Interest Holder's Address:
300 Hamilton Avenue
Palo Alto CA 94301

5) Type of Interest in Filer ( ) (refer to instructions for a list of codes):	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Filer:
Indirect Ownership Interest in Filer	Limited Partnership	32.07

8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes):	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:
Common Stock:Voting Other:86.4% of Globespan WF II Holdings, Inc.	United States US

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

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d)Percent of Interest Held

Reference Copy

Attachment to FCC Form 602
FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Wirefree Partners III, LLC ("Applicant") is a recently formed Delaware limited liability company that was organized to participate in FCC Auction 58. The information provided herein is identical to that provided in the Applicant's FCC Form 601 application for Auction 58. The Applicant's name and address is:

Wirefree Partners III, LLC
6511 Griffith Road, Room 3
Laytonsville, Maryland 20882

1. <u>Direct Ownership</u>

Wirefree Partners II, LLC
6511 Griffith Road, Room 2
Laytonsville, Maryland 20882
Direct Ownership interest in Applicant: 100%

2. <u>Indirect Ownership</u>

Wirefree Partners III, LLC is ultimately controlled by Wirefree Partners, LLC, through holding 25.76% of the total equity and the majority of the voting limited liability company membership of Wirefree Partners II, LLC which holds 100% of the membership interest in the Applicant.

Wirefree Partners, LLC
6511 Griffith Road, Room 1
Laytonsville, Maryland 20882
Indirect Ownership interest in Applicant: 25.76%

The Applicant's managers are Shelley L. Spencer, W. Chris Blane, Thomas D. Body, III, Kenneth M. Elefant, and Eugene Yoo. The address and citizenship of each manager is listed below. The Applicant is a limited liability company that is managed by a Board of Managers. The Applicant does not have any officers.

A. Controlling Interests:

Wirefree Partners, LLC ultimately controls the Applicant through holding 25.76% of the total equity and the majority of the voting limited liability company membership of Wirefree Partners II, LLC. Wirefree Partners, LLC also appoints the majority of managers of Wirefree Partners II, LLC, an intermediate subsidiary that holds 100% of the Applicant, and Wirefree Partners III, LLC, the Applicant.

Wirefree Partners, LLC
6511 Griffith Road, Room 1
Laytonsville, Maryland 20882
Citizenship: U.S. (Delaware limited liability company)

Wirefree Partners, LLC is controlled by the individuals listed below, who collectively hold 100% of the membership interests in Wirefree Partners, LLC. The individuals named below are also the sole managers of Wirefree Partners, LLC. As noted above, Wirefree Partners, LLC controls 25.76% of the equity and the majority of the voting interests in Wirefree Partners II, LLC, the Applicant's sole member, and therefore its controlling interests are controlling interests of the Applicant:

Shelley L. Spencer
6511 Griffith Road
Laytonsville, MD 20882
Citizenship: U.S.

Thomas D. Body, III
7595 Arborlakes Court
Unit 615
Naples, FL 34112-7566
Citizenship: U.S.

W. Chris Blane
PMB # 270
505 Beachland Blvd.
Suite 1
Vero Beach, FL 32963
Citizenship: U.S.

Wirefree Partners, LLC's intermediate subsidiary, Wirefree Partners II, LLC holds 100% of the limited liability company membership of the Applicant and controls the Applicant.

Wirefree Partners II, LLC
6511 Griffith Road, Room 2
Laytonsville, Maryland 20882
Citizenship: U.S. (Delaware limited liability company)

In addition to the three managers of Wirefree Partners, LLC that are also managers of Wirefree Partners II, LLC, Wirefree Partners II, LLC has two additional members of its Board of Managers that were appointed by Globespan WF II Holdings, Inc. and Lightspeed WF Holdings II, Inc., respectively, that are deemed "controlling interests" under the FCC's affiliation rules:

Eugene Yoo
300 Hamilton Avenue
Palo Alto, CA 94301
Citizenship: U.S.

Kenneth M. Elefant
2200 Sand Hill Road
Menlo Park, CA 94025
Citizenship: U.S.

B. Parties holding 10% or more of each class of stock, warrant, option or debt securities in the Applicant and the amount and percentage held:

Wirefree Partners II, LLC
6511 Griffith Road, Room 2
Laytonsville, Maryland 20882
Citizenship: U.S. (Delaware limited liability company)
Percentage: 100% membership interest

C. Parties holding 10% or greater indirect interest in Applicant

1. Wirefree Partners, LLC
6511 Griffith Road, Room 1
Laytonsville, MD 20882
Percentage held: 25.76% total membership interest in Wirefree Partners II, LLC, the 100% owner of Applicant
100% Common Unit membership interest in Wirefree Partners II, LLC, the 100% owner of Applicant

Wirefree Partners, LLC holds 25.76% of the total limited liability company membership interest in Wirefree Partners II, LLC, and the majority of the voting interest in Wirefree Partners II, LLC. The following entities own 100% of Wirefree Partners, LLC.

Shelley L. Spencer
6511 Griffith Road
Laytonsville, MD 20882
Citizenship: U.S.
Class of LLC membership: Common
Warrants: None
Option: None
Debt: None
Amount: 35% Common LLC Membership interest in Wirefree Partners, LLC
Percentage held: 9.02% indirect interest in Applicant

Thomas D. Body, III
7595 Arborlakes Court
Unit 615
Naples, FL 34112-7566
Citizenship: U.S.
Class of LLC membership: Common
Warrants: None
Option: None
Debt: None
Amount: 32.5% Common LLC Membership interest in Wirefree Partners, LLC
Percentage held: 8.37% indirect interest in Applicant

W. Chris Blane
PMB # 270
505 Beachland Blvd.
Suite 1
Vero Beach, FL 32963
Citizenship: U.S.
Class of LLC membership: Common
Warrants: None
Option: None
Debt: None
Amount: 32.5% Common LLC Membership interest in Wirefree Partners, LLC
Percentage held: 8.37% indirect interest in Applicant

The parties listed below hold a 10% or greater, but non-controlling, membership interest in Wirefree Partners II, LLC, the immediate parent of the Applicant. The members holding these interests will at all times have voting rights that, in the aggregate, remain below 49% of the voting interests in Wirefree Partners II, LLC and will not have a controlling interest in Wirefree Partners, II, LLC or the Applicant, Wirefree Partners III, LLC. Wirefree Partners III, LLC has also entered into a servicing agreement with Wirefree Partners, LLC, which will further assure that day-to-day operational management will remain with Wirefree Partners, LLC.

2. Globespan WF II Holdings, Inc.
300 Hamilton Avenue
Palo Alto, CA 94301
Citizenship: U.S.
Class of LLC membership in Applicant: 50% Class A
50% Class B

Warrants: None
Options: None
Debt: None
Amount: 10,000 Class A Membership Units (non-voting) in Wirefree Partners II, LLC
5,000 Class B Membership Units in Wirefree Partners II, LLC
Percentage Interest: 50% Class A Membership interest (non-voting) in Wirefree Partners II, LLC
50% Class B Membership interest in Wirefree Partners II, LLC
Percentage interest: 37.12% of indirect ownership interest in Applicant

Globespan WF II Holdings, Inc. is a corporation comprised of four venture capital limited partnerships. Of the four partnerships, only one holds a greater than 10% indirect interest in the Applicant.

Globespan Capital Partners IV
300 Hamilton Avenue
Palo Alto, CA 94301
Warrants: None
Options: None
Debt: None
Amount: 86.4% of Globespan WF II Holdings, Inc.
Percentage Interest: 32.07% indirect interest in Applicant

3. Lightspeed WF II Holdings, Inc.
2200 Sand Hill Road
Menlo Park, CA 94025
Citizenship: U.S.
Class of LLC membership in Applicant: 50% Class A
50% Class B
Warrants: None
Options: None
Debt: None
Amount: 10,000 Class A Membership Units (non-voting) in Wirefree Partners II, LLC
5,000 Class B Membership Units in Wirefree Partners II, LLC
Percentage Interest: 50% Class A Membership interest (non-voting) in Wirefree Partners II, LLC
50% Class B Membership interest in Wirefree Partners II, LLC
Percentage interest: 37.12% of indirect ownership interest in Applicant

Lightspeed WF Holdings II, Inc. is a corporation comprised of five venture capital funds. The only fund that holds a greater than 10% indirect interest in the Applicant is:

Lightspeed Venture Partners VI, LP
2200 Sand Hill Road
Menlo Park, CA 94025
Warrants: None
Options: None
Debt: None

Amount: 87.98% interest in Lightspeed WF II Holdings, Inc.
Percentage Interest: 32.65% indirect interest in the Applicant

3. Other Disclosable Interests and Entities

The Applicant, Wirefree Partners III, LLC, does not hold any ownership interest in any FCC-regulated entity or applicant for an FCC license.

Wirefree Partners II, LLC, which holds 100% of the limited liability company membership interest in the Applicant, does not hold any ownership interest in any FCC-regulated entity or applicant for an FCC license. None of the members of Wirefree Partners II, LLC (Wirefree Partners, LLC, Globespan WF II Holdings, Inc., and Lightspeed WF Holdings, Inc.) hold any ownership interest in any FCC-regulated entity or applicant for an FCC license. None of the indirect owners of Lightspeed WF Holdings, Inc. or Globespan WF II Holdings, Inc. that hold 10% or more in the Applicant hold any ownership interests in any FCC-regulated entity or applicant for an FCC license. None of the members of Wirefree Partners II, LLC's Board of Managers, Shelley Spencer, Thomas D. Body, III, W. Chris Blane, Kenneth M. Elefant, nor Eugene Yoo, hold any ownership interest in any FCC-regulated entity or applicant for an FCC license.

Neither Wirefree Partners, LLC, which ultimately controls the Applicant through its 25.76% indirect ownership of the Applicant and control of the majority of the voting interests in Wirefree Partners II, LLC, nor its controlling interests, Shelley Spencer, Thomas D. Body, III, nor W. Chris Blane, hold any ownership interest in any FCC-regulated entity or applicant for an FCC license.