

05-149

FCC 601 Main Form	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 05:57PM File Number: 0002069013
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1) Radio Service Code: CW	1a) Existing Radio Service Code:
2) Application Purpose: Amendment	
3a) If this request is for a D evelopmental License, D emonstration License, or a S pecial 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 S pecial 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.	() 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: 0002069013
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.	(N) 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): 0012189718			
11) Licensee is a(n): Limited Liability Corporation			
12) First Name (if individual):	MI:	Last Name:	Suffix:
13) Entity Name (if other than individual): Vista PCS, 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: 2100 Electronics Lane	

19) City: Ft. Myers	20) State: FL	21) Zip Code: 33912
22) Telephone Number: (239)489-1699		23) FAX Number: (239)489-1928
24) E-Mail Address:		

Contact Information (If different than applicant)

25) First Name: Russell	MI: D	Last Name: Lukas	Suffix:
26) Entity Name: Lukas, Nace, Gutierrez & Sachs, Chartered			
27) P.O. Box:	And/Or	28) Street Address: 1650 Tysons Boulevard, Suite 1500	
29) City: McLean	30) State: VA	31) Zip Code: 22102	
32) Telephone Number: (703)584-8678		33) FAX Number: (703)584-8696	
34) E-Mail Address: rlukas@fcclaw.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):	<input checked="" type="checkbox"/> (Yes) Common Carrier <input type="checkbox"/> (No) Non-Common Carrier <input type="checkbox"/> (No) Private, internal communications <input type="checkbox"/> (No) Broadcast Services <input type="checkbox"/> (No) Band Manager
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Type of Radio Service

36) This filing is for authorization to provide the following type(s) of radio service (enter all that apply):	<input checked="" type="checkbox"/> (Yes) Fixed <input checked="" type="checkbox"/> (Yes) Mobile <input type="checkbox"/> (No) Radiolocation <input type="checkbox"/> (No) Satellite (sound) <input type="checkbox"/> (No) Broadcast Services
37) Interconnected Service? (<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No	

Fee Status

38) Is the Applicant exempt from FCC application fees?	(<input type="checkbox"/>) Yes <input checked="" type="checkbox"/> No
39) Is the Applicant exempt from FCC regulatory fees?	(<input type="checkbox"/>) Yes <input checked="" type="checkbox"/> 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?	(<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No
41) Is the applicant an alien or the representative of an alien?	(<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No
42) Is the applicant a corporation organized under the laws of any foreign government?	(<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> 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?	(<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> 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 <u>No</u>
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 <u>No</u>
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 <u>No</u>
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 <u>No</u>

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: James	MI: A	Last Name: Dwyer	Suffix: Jr.
52) Title: Chief Executive Officer			
Signature: James A Dwyer Jr.			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: 0002069013
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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
BTA007	Albany-Schenectady, NY	C4	4	No
BTA010	Allentown-Bethlehem-Easton, PA	C4	4	No
BTA020	Asheville-Hendersonville, NC	C4	4	No
BTA047	Bloomington-Bedford, IN	C3	3	No
BTA074	Charlotte-Gastonia, NC	C4	4	No
BTA081	Cincinnati, OH	C3	3	No
BTA093	Columbus, IN	C3	3	No
BTA095	Columbus, OH	C3	3	No
BTA096	Cookeville, TN	C1	1	No
BTA098	Corbin, KY	C1	1	No
BTA106	Dayton-Springfield, OH	C3	3	No

BTA117	Du Bois-Clearfield, PA	C1	1	No
BTA135	Evansville, IN	C3	3	No
BTA138	Fargo, ND	C1	1	No
BTA142	Fergus Falls, MN	C1	1	No
BTA166	Grand Forks, ND	C1	1	No
BTA179	Hagerstown, MD-Chambersburg, P	C4	4	No
BTA189	Hickory-Lenoir-Morganton, NC	C4	4	No
BTA196	Houston, TX	C3	3	No
BTA203	Indiana, PA	C1	1	No
BTA220	Joplin, MO-Miami, OK	C4	4	No
BTA229	Kingsport-Johnston City, TN-Br	C1	1	No
BTA244	Las Cruces, NM	C4	4	No
BTA261	Longview, WA	C4	4	No
BTA284	Martinsville, VA	C1	1	No
BTA318	New Haven-Waterbury-Meriden, C	C3	3	No
BTA319	New London-Norwich, CT	C3	3	No
BTA324	Norfolk-Virginia Beach-Newport	C3	3	No
BTA329	Oklahoma City, OK	C3	3	No
BTA350	Pittsburgh, PA	C4	4	No
BTA361	Poughkeepsie-Kingston, NY	C4	4	No
BTA364	Providence-Pawtucket, RI-New B	C3	3	No
BTA376	Roanoke, VA	C4	4	No
BTA412	Scranton-Wilkes Barre-Hazleton	C3	3	No
BTA413	Seattle-Tacoma, WA	C3	3	No
BTA414	Sedalia, MO	C1	1	No
BTA480	Worcester-Fitchburg-Leominster	C3	3	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	03/07/05	Exh H - Geographic Overlap Statement	0179993528186641215548361.pdf
Other	03/07/05	Exh E - Agreements and Other Instruments	0179993538186641215548361.pdf
Other	03/07/05	Exh D - Designated Entities: Status as a Very Small Business	0179993548186641215548361.pdf
Ownership	03/07/05	Exh C - Closed Bidding Eligibility	0179993558186641215548361.pdf
Other	03/07/05	Exh B - Foreign Ownership	0179993568186641215548361.pdf
Ownership	03/07/05	Exh A - Ownership Information	0179993578186641215548361.pdf
Ownership	03/16/05	Amended Exh A - Ownership Information	0180017718186641215548361.pdf
Other	03/16/05	Amended Exh B - Foreign Ownership	0180017728186641215548361.pdf

VISTA PCS, LLC

**FCC Form 601: Amended Exhibit A
Ownership Information**

Part 1. Direct Ownership

Vista PCS, LLC ("Vista") is a limited liability company and has issued no stock, warrants, options, or debt securities. The following entities hold membership interests in Vista in the amount indicated:

Name: Valley Communications, LLC
Address: 2100 Electronics Lane
Ft. Myers, FL 33912
Organized: U.S.A.
Direct Interest: 20% (100%)¹

Name: Cellco Partnership, d/b/a Verizon Wireless ("Verizon Wireless")
Address: 180 Washington Valley Road
Bedminster, NJ 07921
Organized: U.S.A.
Direct Interest: 80%

Part 2. Indirect Ownership

The following entities hold indirect interests in Vista equal to 10% or more:

Name: Dwyer Nevada Family Limited Partnership
Address: 100 Electronics Lane
Ft. Myers, FL 33912
Organized: U.S.A.
Indirect Interest: 18.8% (100%)²

Dwyer Nevada Family Limited Partnership owns 94% of the membership units of Valley Communications, LLC, which in turn owns 20% of the membership units of Vista.

¹ Because Valley Communications, LLC holds a controlling interest in Vista, its 20% equity interest is also reported here as a 100% interest pursuant to the FCC's multiplier rule. 47 C.F.R. § 1.2112(a)(6) (controlling interests and 50% or greater ownership interests shall be treated and reported as 100% interests). Ownership percentages calculated pursuant to the FCC's multiplier rule are denoted in parentheses. *Id.*

² Because Dwyer Nevada Family Limited Partnership has a controlling interest in Vista, its 18.8% equity interest is also reported here as a 100% interest pursuant to the FCC's multiplier rule. *Id.*

Name: James A. Dwyer, Jr.
 Address: 2100 Electronics Lane
 Ft. Myers, FL 33912
 Citizenship: U.S.A.
 Indirect Interest: 18.8% (100%)³

James A. Dwyer, Jr. owns 100% of Dwyer Nevada Family Limited Partnership, which owns 94% of the membership units of Valley Communications, LLC, which in turn owns 20% of Vista's membership units.

The following entities have direct and/or indirect interests in Verizon Wireless, which in turn owns 80% of Vista's membership units.⁴

Entity	Ownership Interest
Bell Atlantic Cellular Holdings, L.P.	10.94% (13.67%)
Bell Atlantic Global Wireless, Inc.	11.07% (13.84%)
GTE Corporation	24.67% (30.84%)
GTE Wireless Incorporated	23.96% (29.95%)
JV Partnerco, LLC	31.00% (38.74%)
NYNEX Corporation	9.43% (11.79%)
NYNEX PCS Inc.	8.2% (10.3%)
Verizon Communications Inc.	44% (100%)
Verizon Investments, Inc.	11.07% (13.84%)
Vodafone 2 (Unlimited)	36% (45%)
Vodafone Americas Holdings Inc.	36% (45%)
Vodafone Americas Inc.	36% (45%)
Vodafone Group Plc	36% (45%)
Vodafone Holdings Luxembourg Ltd.	36% (45%)
Vodafone Intermediate Enterprises Ltd.	36% (45%)
Vodafone International 1 S.a.r.l.	36% (45%)
Vodafone International Holdings Limited	26.32% (32.9%)
Vodafone International Operations Limited	36% (45%)
Vodafone Jersey Dollar Holdings Limited	36% (45%)
Vodaphone Limited	36% (45%)
Vodafone Luxembourg S.a.r.l	36% (45%)
Vodafone Luxembourg 4 S.a.r.l	36% (45%)

³ Because Mr. Dwyer has a controlling interest in Vista, his 18.8% interest is also reported here as a 100% interest pursuant to the FCC's multiplier rule. See 47 C.F.R. § 1.2112(a)(6).

⁴ Vodafone Luxembourg 5 S.a.r.l. ("Lux 5") was reported as an indirect interest holder on the Vista's Form 175 filed November 30, 2004. Lux 5 is not reported here because a Verizon Wireless internal audit determined that Lux 5 holds a less than one percent actual interest in Verizon Wireless and, in turn Vista, and therefore does not meet the requirements of a disclosable interest holder.

Entity	Ownership Interest
Vodafone Worldwide Holdings Limited	9.68% (12.1%)

Part III. Other Disclosable Interests and Entities

Vista currently holds no ownership interest in any FCC-regulated entity. In addition, Vista's controlling interest holders, Valley Communications, LLC, Dwyer Nevada Family Limited Partnership, and James A. Dwyer, Jr., do not currently own a 10% or greater interest in any FCC-regulated entity.

Verizon Wireless, Verizon Communications and/or Vodafone Group PLC, each holders of 10% or greater direct and/or indirect non-controlling interests in Vista, own 10% or more of the following FCC-regulated entities.⁵

FCC-Licensed Entity	Principal Business
AirTouch Cellular	Telecommunications
Allentown SMSA Limited Partnership	Telecommunications
Anderson CellTelCo	Telecommunications
Athens Cellular, Inc.	Telecommunications
Badlands Cellular of North Dakota Limited Partnership	Telecommunications
Bell Atlantic Communications, Inc. d/b/a Verizon Long Distance	Telecommunications
Bell Atlantic Mobile of Asheville, Inc.	Telecommunications
Bell Atlantic Mobile of Rochester, L.P.	Telecommunications
Binghamton MSA Limited Partnership	Telecommunications
Bismarck MSA Limited Partnership	Telecommunications
Boise City MSA Limited Partnership	Telecommunications
Cal-One Cellular Limited Partnership	Telecommunications
California RSA No. 3 Limited Partnership	Telecommunications
California RSA No. 4 Limited Partnership	Telecommunications
CANTV USA, Inc.	Telecommunications
Cellular Inc. Network Corporation	Telecommunications
Chicago 10 MHz LLC	Telecommunications
Chicago SMSA Limited Partnership	Telecommunications
Colorado 7 - Saguache Limited Partnership	Telecommunications
Colorado RSA No. 3 Limited Partnership	Telecommunications
CommNet Cellular License Holding LLC	Telecommunications

⁵ TELUS Communications Inc. and TELUS Communications (Quebec) Inc. were listed as disclosable interests of Verizon Communications on the Vista Form 175 filed Nov. 30, 2004. Verizon Communications sold its shares of these entities on Dec. 14, 2004; hence, they are no longer disclosable interests of Verizon Communications requiring disclosure on Vista's Form 601.

FCC-Licensed Entity	Principal Business
Compania Anonima Nacional de Venezuela	Telecommunications
Contel of the South, Inc.	Operating Telephone Company
CyberTel Cellular Telephone Company	Telecommunications
Dallas MTA, L.P.	Telecommunications
Danville Cellular Telephone Company Limited Partnership	Telecommunications
Des Moines MSA General Partnership	Telecommunications
Dubuque MSA Limited Partnership	Telecommunications
Duluth MSA Limited Partnership	Telecommunications
Eastern South Dakota Cellular Inc.	Telecommunications
Fayetteville Cellular Telephone Company Limited Partnership	Telecommunications
Fresno MSA Limited Partnership	Telecommunications
Gadsden CellTelCo Partnership	Telecommunications
Gila River Cellular General Partnership	Telecommunications
Gold Creek Cellular of Montana Limited Partnership	Telecommunications
Grays Harbor-Mason Cellular Limited Partnership	Telecommunications
GTE Mobilnet of California Limited Partnership	Telecommunications
GTE Mobilnet of Florence, Alabama, Incorporated	Telecommunications
GTE Mobilnet of Fort Wayne Limited Partnership	Telecommunications
GTE Mobilnet of Indiana Limited Partnership	Telecommunications
GTE Mobilnet of Indiana RSA #3 Limited Partnership	Telecommunications
GTE Mobilnet of Indiana RSA #6 Limited Partnership	Telecommunications
GTE Mobilnet of Santa Barbara Limited Partnership	Telecommunications
GTE Mobilnet of South Texas Limited Partnership	Telecommunications
GTE Mobilnet of Terre Haute Limited Partnership	Telecommunications
GTE Mobilnet of Texas RSA #17 Limited Partnership	Telecommunications
GTE Mobilnet of the Southwest LLC	Telecommunications
GTE Pacifica Incorporated, d/b/a Verizon Pacifica	Telecommunications
GTE Railfone LLC	Telecommunications
GTE Southwest Incorporated, d/b/a Verizon Southwest	Operating Telephone Company
GTE Wireless of the Midwest Incorporated	Telecommunications
Idaho 6 - Clark Limited Partnership	Telecommunications
Idaho RSA 3 Limited Partnership	Telecommunications
Idaho RSA No. 1 Limited Partnership	Telecommunications
Idaho RSA No. 2 Limited Partnership	Telecommunications
Illinois RSA 1 Limited Partnership	Telecommunications
Illinois RSA 6 and 7 Limited Partnership	Telecommunications
Illinois SMSA Limited Partnership	Telecommunications
Illinois Valley Cellular 2-1 Partnership	Telecommunications
Illinois Valley Cellular RSA 2-III Partnership	Telecommunications

FCC-Licensed Entity	Principal Business
Indiana RSA #1 Limited Partnership	Telecommunications
Indiana RSA 2 Partnership	Telecommunications
Iowa 8 – Monona Limited Partnership	Telecommunications
Iowa RSA 5 Limited Partnership	Telecommunications
Iowa RSA No. 2 Limited Partnership	Telecommunications
Iowa RSA No. 4 Limited Partnership	Telecommunications
Kentucky RSA No. 1 Partnership	Telecommunications
Los Angeles SMSA Limited Partnership	Telecommunications
Mannesman Telecommunications USA, Inc.	Telecommunications
Missouri Valley Cellular, Inc.	Telecommunications
Modoc RSA Limited Partnership	Telecommunications
Mohave Cellular Limited Partnership	Telecommunications
Muskegon Cellular Partnership	Telecommunications
Nationwide 929.8875 LLC	Telecommunications
NC-2 LLC	Telecommunications
New Hampshire RSA 2 Partnership	Telecommunications
New Mexico RSA 3 Limited Partnership	Telecommunications
New Mexico RSA 6-1 Partnership	Telecommunications
New Mexico RSA No. 5 Limited Partnership	Telecommunications
NewPar	Telecommunications
New York RSA 2 Cellular Partnership	Telecommunications
New York RSA No. 3 Cellular Partnership	Telecommunications
New York SMSA Limited Partnership	Telecommunications
North Central RSA 2 of North Dakota Limited Partnership	Telecommunications
North Dakota 5 – Kidder Limited Partnership	Telecommunications
North Dakota RSA No. 3 Limited Partnership	Telecommunications
Northeast Pennsylvania SMSA Limited Partnership	Telecommunications
Northern New Mexico Limited Partnership	Telecommunications
Northwest Dakota Cellular of North Dakota Limited Partnership	Telecommunications
NYNEX Long Distance Company d/b/a Verizon Enterprise Solutions	Telecommunications
NYNEX Mobile Limited Partnership 1	Telecommunications
NYNEX Mobile Limited Partnership 2	Telecommunications
NYNEX Mobile of New York L.P.	Telecommunications
Olympia Cellular Limited Partnership	Telecommunications
Omaha Cellular Telephone Company	Telecommunications
Orange County-Poughkeepsie MSA Limited Partnership	Telecommunications
Oxnard-Ventura-Simi Limited Partnership	Telecommunications

FCC-Licensed Entity	Principal Business
Pennsylvania 3 Sector 2 Limited Partnership	Telecommunications
Pennsylvania 4 Sector 2 Limited Partnership	Telecommunications
Pennsylvania RSA 1 Limited Partnership	Telecommunications
Pennsylvania RSA No. 6(I) Limited Partnership	Telecommunications
Pennsylvania RSA No. 6(II) Limited Partnership	Telecommunications
Pittsburgh SMSA Limited Partnership	Telecommunications
Pittsfield Cellular Telephone Company	Telecommunications
Platte River Cellular of Colorado Limited Partnership	Telecommunications
Portland Cellular Partnership	Telecommunications
PRT Larga Distancia	Telecommunications
Pueblo Cellular Inc.	Telecommunications
Puerto Rico Telephone Company, Inc.	Operating Telephone Company
Redding MSA Limited Partnership	Telecommunications
Rockford MSA Limited Partnership	Telecommunications
RSA 7 Limited Partnership	Telecommunications
Sacramento Valley Limited Partnership	Telecommunications
San Antonio MTA, L.P.	Telecommunications
San Isabel Cellular of Colorado Limited Partnership	Telecommunications
Sanborn Cellular, Inc.	Telecommunications
Sangre DeCristo Cellular, Inc.	Telecommunications
Seattle SMSA Limited Partnership	Telecommunications
Sioux City MSA Limited Partnership	Telecommunications
Smoky Hill Cellular of Colorado Limited Partnership	Telecommunications
Southern & Central Wireless, LLC	Telecommunications
Southern Indiana RSA Limited Partnership	Telecommunications
Southwestco Wireless Limited Partnership	Telecommunications
Spokane MSA Limited Partnership	Telecommunications
Springfield Cellular Telephone Company	Telecommunications
St. Joseph CellTelCo	Telecommunications
St. Lawrence Seaway RSA Cellular Partnership	Telecommunications
Syracuse SMSA Limited Partnership	Telecommunications
Telesector Resources Group Inc.	Affiliate Service Company
The Great Salt Flats Partnership	Telecommunications
The Micronesian Telecommunications Corporation	Telecommunications
Topeka Cellular Telephone Company	Telecommunications
Tuscaloosa Cellular Partnership	Telecommunications
Upstate Cellular Network	Telecommunications
Utah RSA 6 Limited Partnership	Telecommunications
Verizon Airfone Inc.	Telecommunications
Verizon Avenue Corp.	Telecommunications
Verizon California Inc.	Operating Telephone Company

FCC-Licensed Entity	Principal Business
Verizon Corporate Services Group Inc.	Affiliate Service Company
Verizon Data Services Inc.	Affiliate Service Company
<i>Verizon Delaware Inc.</i>	<i>Operating Telephone Company</i>
Verizon Directories Corp.	Print and Internet Advertising and Directory Company
Verizon Florida Inc.	Operating Telephone Company
Verizon Global Solutions Inc.	Telecommunications
Verizon Hawaii Inc.	Operating Telephone Company
Verizon Hawaii International Inc.	Telecommunications
Verizon Laboratories Inc.	Research
Verizon Maryland Inc.	Operating Telephone Company
Verizon New England Inc.	Operating Telephone Company
Verizon New Jersey Inc.	Operating Telephone Company
Verizon New York Inc.	Operating Telephone Company
Verizon North Inc.	Operating Telephone Company
Verizon Northwest Inc.	Operating Telephone Company
Verizon Pennsylvania Inc.	Operating Telephone Company
Verizon Select Services Inc.	Telecommunications
Verizon South Inc.	Operating Telephone Company
Verizon Virginia Inc.	Operating Telephone Company
Verizon Washington, DC, Inc.	Operating Telephone Company
Verizon West Coast Inc.	Operating Telephone Company
Verizon West Virginia Inc.	Operating Telephone Company
Verizon Wireless (VAW) LLC	Telecommunications
Verizon Wireless (VWMS) of Texas LP	Telecommunications
Verizon Wireless Messaging Services, LLC	Telecommunications
Verizon Wireless of the East LP	Telecommunications
Verizon Wireless Personal Communications LP	Telecommunications
Verizon Wireless Tennessee Partnership	Telecommunications
Verizon Wireless Texas LLC	Telecommunications
Vermont RSA Limited Partnership	Telecommunications
Virginia 10 RSA Limited Partnership	Telecommunications
Virginia Cellular Retail Limited Partnership	Telecommunications
Virginia RSA 5 Limited Partnership	Telecommunications
Virginia RSA 5 Retail Limited Partnership	Telecommunications
Wasatch Utah RSA No. 2 Limited Partnership	Telecommunications
Washington DC SMSA Limited Partnership	Telecommunications
Waterloo MSA Limited Partnership	Telecommunications
Wyoming 1 – Park Limited Partnership	Telecommunications

VISTA PCS, LLC

**FCC Form 601: Amended Exhibit B:
Foreign Ownership**

As disclosed in the Form 175 and Exhibit A of the instant application, Vista PCS, LLC ("Vista") is 20% owned, and solely controlled, by Valley Communications, LLC, a Delaware limited liability company, and 80% owned by Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless" or "Cellco"), a Delaware general partnership. Verizon Wireless is a partnership ultimately owned, indirectly, by Verizon Communications, Inc. ("Verizon") and Vodafone Group Plc ("Vodafone"). Verizon, a Delaware corporation, owns 55% of the partnership, and ultimately controls, Cellco; Vodafone, a corporation organized under the laws of the United Kingdom, owns 45%.¹ Vodafone indirectly holds 36% (45% by application of the multiplier rule) of Vista's membership shares. Vodafone's interest flows through the following intermediate, foreign, holding companies, which in turn hold indirect interests in Verizon Wireless² (none of the companies listed below own any direct interest in any company holding common carrier radio licenses, nor will they following grant of the instant application):³

Entity	Item (1): Indirect Own. % in Vista	Item (2): Country of Origin/Principal Place of Business	Item (2): Address
Vodafone 2 (Unlimited)	36% (45%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597
Vodafone Americas Holdings Inc.	36% (45%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597
Vodafone Americas Inc.	36% (45%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597
Vodafone Group Plc	36% (45%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597
Vodafone Holdings Luxembourg Ltd.	36% (45%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597
Vodafone Intermediate Enterprises Ltd.	36% (45%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597

¹ Control of Verizon Wireless is vested in a seven-member Board of Representatives; four members are designated by Verizon and three members are designated by Vodafone. Verizon holds majority control of the Board, and thus has sole affirmative control of Cellco.

² Vodafone Luxembourg 5 S.a.r.l. ("Lux 5") was reported as an indirect interest holder on the Vista's Form 175 filed November 30, 2004. Lux 5 is not reported here because a Verizon Wireless internal audit determined that Lux 5 holds a less than one percent actual interest in Verizon Wireless and, in turn Vista, and therefore does not meet the requirements of a disclosable interest holder.

³ Figures in parenthesis denote percentage held pursuant to application of multiplier rule.

Entity	Item (1): Indirect Own. % in Vista	Item (2): Country of Origin/Principal Place of Business	Item (2): Address
Vodafone International 1 S.a.r.l.	36% (45%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597
Vodafone International Holdings Limited	26.3232% (32.9%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597
Vodafone International Operations Limited	36% (45%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597
Vodafone Jersey Dollar Holdings Ltd.	36% (45%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597
Vodafone Luxembourg S.a.r.l.	36% (45%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597
Vodafone 4 Luxembourg S.a.r.l.	36% (45%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597
Vodafone Worldwide Holdings Ltd.	9.6768% (12.1%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597
Vodaphone Ltd.	36% (45%)	United Kingdom	2999 Oak Road, 10 th Floor Walnut Creek, CA 94597

Item (3): Public Interest Statement

In conjunction with the creation of the Verizon Wireless partnership, Verizon and Vodafone sought Commission approval, pursuant to Section 310(b)(4) of the Communications Act, 47 U.S.C. § 310(b)(4), for Vodafone to indirectly hold up to 65.1 percent of Verizon Wireless. The Commission granted the parties' request, determining that "the public interest would be served by allowing the proposed indirect foreign ownership," consistent with the Commission's *Foreign Participation Order*.⁴ The Commission stated further that its ruling "allows [Verizon Wireless] to be indirectly owned by Vodafone in an amount up to 65.1 percent" and that Verizon Wireless "would need additional Commission authority under section 310(b)(4) before Vodafone could increase its investment above authorized levels ... [or] before any other foreign entity or entities [other than ownership from the U.S. and U.K.] acquire, in the aggregate, a greater-than-25 percent interest in [Verizon Wireless]."⁵ Prior to the Commission's grant of Vodafone's indirect ownership interest in Verizon Wireless, Vodafone itself received authorization to hold up to a 100 percent indirect ownership interest in U.S. common carrier radio licensees.⁶

⁴ *Vodafone AirTouch Plc*, 15 FCC Rcd 16507, 16514 (WTB 2000). The Commission's approval covered Verizon Wireless's authorizations for commercial mobile radio service – the very same service at issue in Auction No. 58.

⁵ *Id.* at 16514 n.34.

⁶ See *AirTouch Communications, Inc.*, 14 FCC Rcd 9430, 9434 (WTB 1999).

Vodafone holds only a 45 percent indirect ownership interest in Verizon Wireless, well below the Commission-authorized level of 65.1 percent. Moreover, no other foreign entity or entities have since acquired, in the aggregate, a greater-than-25 percent indirect interest in Verizon Wireless. Vodafone also holds a 36 percent indirect ownership interest in Vista (45 percent pursuant to application of the multiplier rule), which also is well below the level of indirect foreign ownership that has been approved for Verizon Wireless. Thus, inasmuch as the Commission has previously found Vodafone's indirect interest in Verizon Wireless to be consistent with the public interest, the Commission should extend its previous Section 310(b)(4) public interest determination to the licenses at issue in this application.

Item (4): Petition for Declaratory Ruling

Vista has filed a Petition for Declaratory Ruling with the Commission seeking approval of Vodafone's indirect foreign ownership.⁷ That petition remains pending.

⁷ Vista PCS, LLC Request for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934, as Amended, filed November 30, 2004.

VISTA PCS, LLC

FCC Form 601: Exhibit C
Closed Bidding Eligibility

Set forth below are the total assets and gross revenues of Vista, its affiliates, its controlling interests, and affiliates of its controlling interests for the two most recently completed fiscal years (2003 and 2002) prior to the filing of Vista's FCC Form 175. See 47 C.F.R. §§ 1.2110, 24.709. Together they have had gross revenues of less than \$125 million in 2003 (\$4,259,897) and 2002 (\$2,725,604) and total assets of less than \$500 million (\$36,036,758).¹ Thus, Vista qualifies to hold those Auction 58 licenses won in closed bidding. See *id.* § 24.709(a).

Vista PCS, LLC (Applicant)

2002 Gross Revenues:	\$0.00
2003 Gross Revenues:	\$0.00
Total Assets:	\$0.00

James A. Dwyer, Jr. (controlling interest)²

2002 Gross Revenues:	\$0.00
2003 Gross Revenues:	\$0.00
Total Assets:	\$0.00

Valley Communications, LLC (controlling interest)

2002 Gross Revenues:	\$0.00
2003 Gross Revenues:	\$0.00
Total Assets:	\$0.00

Quality Cellular Communications, Inc. (affiliate of controlling interest)

2002 Gross Revenues:	\$0.00
2003 Gross Revenues:	\$0.00
Total Assets:	\$133,989

¹ The various entities described in the table and their relationships to Mr. Dwyer are shown in Attachment C-1 hereto.

² It is noted that Dwyer Nevada Family Limited Partnership, which holds an indirect interest in the Applicant as set forth in Exhibit A, is an entity that holds Mr. Dwyer's personal assets. Thus, such assets and revenues derived from these assets are not attributable to Vista as the Commission does not consider income and net worth of individuals when determining eligibility as an entrepreneurial licensee. See *Amendment of Part 1 of the Commission's Rules - Competitive Bidding Procedures*, 18 FCC Rcd 10180, 10185-86 (2003). Significantly, even if these assets and revenues were attributable to Vista, they would not, either individually or together with all other entities identified in this exhibit, cause Vista to exceed the eligibility caps applicable to entrepreneurs.

Wireless One Network Management, LP (affiliate of controlling interest)

2002 Gross Revenues: \$1,683,305
2003 Gross Revenues \$1,402,414
Total Assets: \$731,581

Qualicom Systems, Inc. (affiliate of controlling interest)³

2002 Gross Revenues: \$885,766
2003 Gross Revenues \$730,729
Total Assets: \$334,658

Dwyer Family Limited Partnership (affiliate of controlling interest)⁴

2002 Gross Revenues: \$156,533
2003 Gross Revenues \$2,126,754
Total Assets: \$34,836,530

Aircraft Management Ventures, LLC (affiliate of controlling interest)

2002 Gross Revenues: Not in Existence
2003 Gross Revenues Not in Existence
Total Assets: \$0.00

Vista's aggregate gross revenues for the preceding two years, computed in accordance with 47 C.F.R. §§ 1.2110(c), are as follows:

2002 Aggregate Gross Revenues: \$2,725,604
2003 Aggregate Gross Revenues: \$4,259,897
Aggregate Total Assets: \$36,036,758

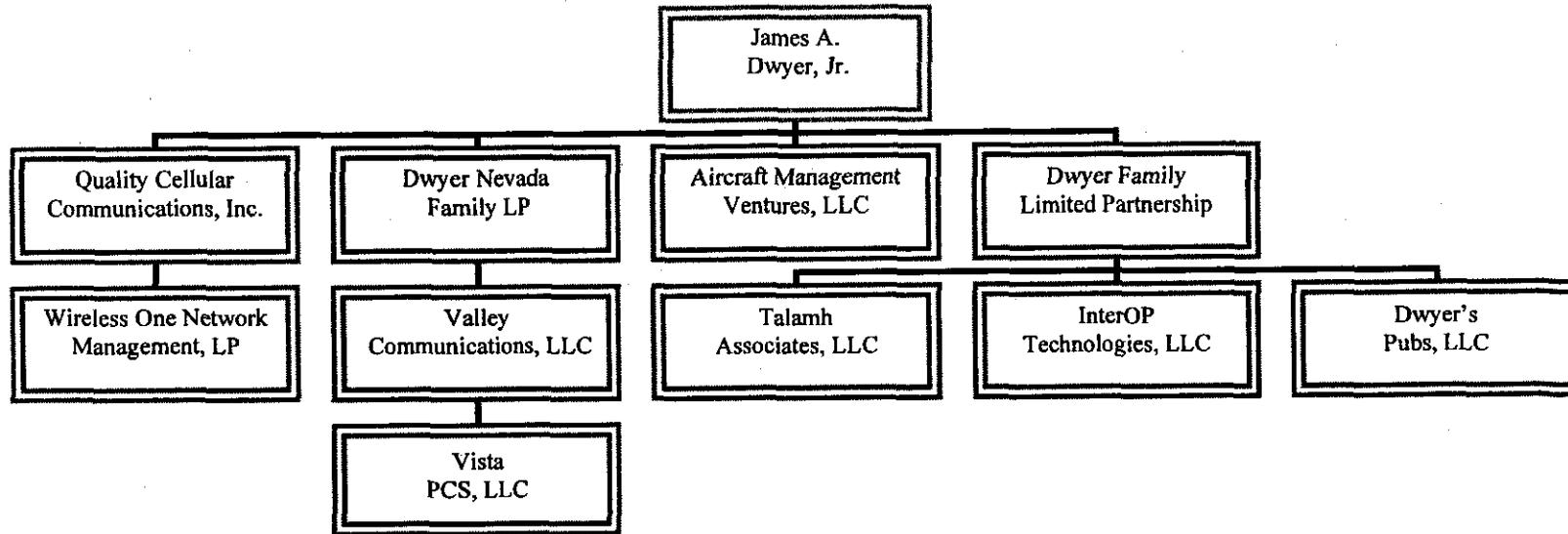
The above revenues are not based on audited financial statements. Mr. Dwyer certifies that the foregoing statements of the gross revenues and total assets are true and accurate, to the best of his knowledge, and have been prepared in accordance with generally accepted accounting principles.

³ Qualicom Systems, Inc. is wholly-owned in equal shares by Mr. Dwyer's adult children.

⁴ The revenues and assets of Dwyer Family Limited Partnership are consolidated and include Talamh Associates, LLC, InterOp Technologies, LLC, and Dwyer's Pubs, LLC. These entities are all affiliates of Mr. Dwyer.

VISTA PCS, LLC

FCC Form 601: Attachment C-1
Holdings of James A. Dwyer, Jr.



VISTA PCS, LLC

FCC Form 601: Exhibit D
Designated Entities
Status as a Very Small Business

Set forth below are the gross revenues of Vista, its affiliates, its controlling interests, and affiliates of its controlling interests for the three most recently completed fiscal years (2003, 2002, and 2001) prior to the filing of Vista's FCC Form 175 and their average gross revenues for those three years. See 47 C.F.R. § 1.2110. Together they have had average annual gross revenues of less than \$15 million in 2003, 2002, and 2001 (\$2,915,348). Thus, Vista qualifies as a Very Small Business. See *id.* § 24.720(b)(2). However, Vista did not win C and F block licenses in open bidding in Auction 58, and will not be using the bidding credit available to Very Small Businesses.

Vista PCS LLC (Applicant)

2001 Gross Revenues:	\$0.00
2002 Gross Revenues:	\$0.00
2003 Gross Revenues:	\$0.00
Average Gross Revenues:	\$0.00

James A. Dwyer, Jr. (controlling interest)¹

2001 Gross Revenues:	\$0.00
2002 Gross Revenues:	\$0.00
2003 Gross Revenues:	\$0.00
Average Gross Revenues:	\$0.00

Valley Communications, LLC (controlling interest)

2001 Gross Revenues:	\$0.00
2002 Gross Revenues:	\$0.00
2003 Gross Revenues:	\$0.00
Average Gross Revenues:	\$0.00

Quality Cellular Communications, Inc. (affiliate of controlling interest)

2001 Gross Revenues:	\$0.00
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¹ It is noted that Dwyer Nevada Family Limited Partnership, which holds an indirect interest in the Applicant as set forth in Exhibit A, is an entity that holds Mr. Dwyer's personal assets. Thus, such assets and revenues derived from these assets are not attributable to Vista as the Commission does not consider income and net worth of individuals when determining eligibility as an entrepreneurial licensee. See *Amendment of Part 1 of the Commission's Rules - Competitive Bidding Procedures*, 18 FCC Rcd 10180, 10185-86 (2003). Significantly, even if these revenues were attributable to Vista, they would not, either individually or together with all other entities identified in this exhibit, cause Vista to exceed the eligibility cap applicable to Very Small Businesses.

2002 Gross Revenues: \$0.00
2003 Gross Revenues: \$0.00
Average Gross Revenues: \$0.00

Wireless One Network Management, LP (affiliate of controlling interest)

2001 Gross Revenues: \$371,301
2002 Gross Revenues: \$1,683,305
2003 Gross Revenues \$1,402,414
Average Gross Revenues: \$1,152,340

Qualicom Systems, Inc. (affiliate of controlling interest)

2001 Gross Revenues: \$760,690
2002 Gross Revenues: \$885,766
2003 Gross Revenues \$730,729
Average Gross Revenues: \$792,395

Dwyer Family Limited Partnership (affiliate of controlling interest)²

2001 Gross Revenues: \$628,554
2002 Gross Revenues: \$156,533
2003 Gross Revenues \$2,126,754
Average Gross Revenues: \$970,614

Aircraft Management Ventures, LLC (affiliate of controlling interest)

2001 Gross Revenues: Not in Existence
2002 Gross Revenues: Not in Existence
2003 Gross Revenues Not in Existence
Average Gross Revenues: \$0.00

Applicant's aggregate gross revenues for the preceding three years, computed in accordance with 47 C.F.R. §§ 1.2110(c), are as follows:

2001 Aggregate Gross Revenues: \$1,760,545
2002 Aggregate Gross Revenues: \$2,725,604
2003 Aggregate Gross Revenues: \$4,259,897
Average Gross Revenues (2001-2003): \$2,915,348

The above revenues are not based on audited financial statements. Mr. Dwyer certifies that the foregoing statements of the gross revenues are true and accurate, to the best of his knowledge, and have been prepared in accordance with generally accepted accounting principles.

² The revenues of Dwyer Family Limited Partnership are consolidated and include Talamh Associates, LLC, InterOp Technologies, LLC, and Dwyer's Pubs, LLC. These entities are all affiliates of Mr. Dwyer.

VISTA PCS, LLC

**FCC Form 601: Exhibit E
Agreements and Other Instruments**

**I. AGREEMENTS DISCLOSED PURSUANT TO SECTION 1.2107 OF THE
COMMISSION'S RULES**

A. Vista Agreements

Vista PCS, LLC ("Vista") hereby certifies under penalty of perjury that, with respect to the licenses in Auction No. 58, it has entered into a partnership, joint venture, consortium or other agreement, arrangement or understanding of any kind relating to the licenses being auctioned, including any such agreements relating to the post-auction market structure, with Cellco Partnership d/b/a Verizon Wireless ("Cellco" or "Verizon Wireless"). Specifically, Vista and Cellco entered into an Amended and Restated Bidding Agreement on January 25, 2005. That agreement, which governed Vista's bidding during Auction No. 58, is summarized in Section II.B.4 below..

B. Other Agreements – Verizon Wireless

At the time Vista filed its short-form application, Verizon Wireless or its affiliates had reached agreements or understandings regarding bids or bidding strategies, or that could be viewed as relating to the licenses being auctioned or the post-auction market structure with the following parties.

Cricket Communications, Inc.
Vista
Valley Communications, L.C.C.
Metro PCS
Royal Street Communications, LLC
All States 1031 X-Change Facilitator, LLC
Centennial Communications Corp.
Cingular Wireless LLC
Tritel A/B Holding, LLC
Puerto Rico Telephone Company, Inc.
GTE Pacifica, Inc.

1. Agreements, Arrangements or Understanding Relating to Licenses
Auctioned and Post-Auction Market Structure

While disclosure of agreements relating to the licenses being auctioned or the post-auction market structure is not specifically required by Section 1.2107(d) of the Commission's Rules ("Rules"), all of these agreements are described below.

Agreement with Cricket Communications, Inc.

Pursuant to an Agreement in Principle dated November 24, 2004, Cellco and Cricket Communications, Inc. ("Cricket") confirmed their mutual interest in pursuing a transaction. Specifically, the proposed transaction involves the following: (1) full or partial assignment of 23 personal communications services ("PCS") licenses and system assets associated with certain of the licenses covering 20 BTAs not in Auction 58 from Cricket and certain wholly owned subsidiaries of Cricket to Cellco; (2) an Intercarrier Roamer Service Agreement whereby Cellco and its affiliates would provide wireless services to Cricket customers who are roaming in Cellco's or its affiliates' wireless operating markets in the United States (except for Cricket customers registered in a Cricket home market that overlaps a Verizon Wireless SID, who are restricted from roaming in the overlapping Verizon Wireless SID); (3) a swap of PCS licenses in a single BTA not in Auction 58 which is conditioned upon Cricket reaching an agreement with Bell Mobility resolving certain interference issues; and (4) Cellco's option to use one carrier's worth of spectrum covered by a Cricket PCS license until the earlier of the first anniversary of the agreement and the closing of the license swap. The Agreement in Principle expressly provides that the parties will not engage in any communications or discussions concerning, or any coordination of, any Auction 58 bid or bidding strategy. On December 28, 2004, Cellco and Cricket executed a definitive agreement with respect to the Intercarrier Roamer Service Agreement. As of the date of this application, Cellco and Cricket have not reached a definitive agreement with respect to items (1), (3) and (4) above, but the parties continue to work toward that result.

Agreements with Vista and Valley Communications, LLC.

Cellco's agreements with Vista and Valley Communications, L.C.C. ("Valley") are summarized in detail in Section II.B below.

Agreements with GWI PCS1, Inc. a subsidiary of Metro PCS¹

On November 30, 2004, Cellco and MetroPCS, Inc ("MetroPCS") entered into a written agreement in principle pertaining to (1) an intercarrier services agreement whereby Cellco would provide wireless services to customers of MetroPCS' and related companies in presently owned and after-acquired markets when the customers were roaming in Verizon Wireless' and its affiliates' wireless operating markets in the United States; (2) an asset purchase agreement whereby Cellco would purchase 10 MHz of spectrum disaggregated from a 30 MHz PCS license held by MetroPCS affiliate GWI PCS1, Inc in the San Francisco Basic Trading Area ("BTA"); and (3) the right of Verizon Wireless to enter into a lease with respect to the spectrum being acquired pending

¹ Cellco's Form 175 application also identified Royal Street Communications, LLC (Royal Street) and All States 1031 X-Change Facilitator, LLC in connection with this arrangement. The agreement as ultimately documented does not include those entities as signatories, but any markets licensed to Royal Street will be eligible for inclusion in the roaming arrangement.

closing. The agreement in principle contained explicit provisions to prevent the exchange of any information pertaining to Auction No. 58 bids, bidding strategy, post-auction market structure or auction-related settlement agreements.

The agreement in principle culminated in a definitive Intercarrier Roamer Service Agreement, a License Purchase Agreement, and a Short-Term Spectrum Manager Lease Agreement covering the same 10 MHz of PCS spectrum in the San Francisco BTA that is the subject of the License Purchase Agreement, each dated February 24, 2005. On March 2, 2005 and March 3, 2005 respectively Cellco and MetroPCS filed an application with the FCC seeking consent to the partial assignment and a notification pertaining to the spectrum manager lease.

Agreement with Centennial Communications Corp.

In a letter dated October 27, 2004, Cellco, Centennial Communications Corp. ("Centennial"), Cal-One Cellular ("Cal-One"), and Cal-Ore Cellular ("Cal-Ore") outlined the principal terms, provisions, and conditions including purchase price that would serve as a basis for negotiations to a possible agreement to purchase certain cellular interests. As of the date of this application, Cellco, Centennial, Cal-One and Cal-Ore have not reached a definitive agreement, but the parties continue to work toward that result

Agreement with Cingular Wireless LLC and Tritel A/B Holding, LLC

Tritel A/B Holding, LLC ("Tritel"), a wholly owned subsidiary of Cingular Wireless LLC (jointly "Cingular"), and Cellco entered into a Purchase and Sale Agreement dated as of November 30, 2004, pursuant to which Cingular agreed to assign from Tritel a 10 MHz portion of a 20 MHz broadband PCS license covering the Knoxville, TN BTA in return for a cash payment from Cellco to Cingular. On December 7, 2004, the parties submitted an application for Commission consent to the partial assignment of the license. On December 15, 2004, the Commission released a Public Notice announcing acceptance of the application (File No. 00001963588) for filing. On January 12, 2005, Cingular filed a *pro forma* notification with the FCC reporting a corporate restructuring that resulted in the merger of Tritel into New Cingular Wireless LLC ("New Cingular"), a wholly owned subsidiary of Cingular. Also on January 12, 2005, Cingular and Cellco made a minor amendment to their application to reflect the new licensee/assignor as New Cingular. On January 26, 2005, the Commission released a Public Notice announcing grant of the application. See Public Notice, Rep.No. 2056, at 10 (rel. Jan. 26, 2005) This partial assignment was consummated on February 23, 2005.

Agreement with Puerto Rico Telephone Company, Inc. and GTE Pacifica, Inc.

Pursuant to a Bidding Agreement entered into on November 29, 2004 by and between Cellco, Puerto Rico Telephone Company, Inc. ("PRT") and GTE Pacifica, Inc. ("GTE Pacifica"), the parties agreed that: (1) PRT would obtain eligibility for, and bid on, solely the F Block license in the U.S. Virgin Islands, BTA in Auction 58; (2) GTE

Pacifica would obtain eligibility for, and bid on, solely the A Block license in the Guam-Northern Mariana Islands MTA in Auction 58; and (3) Cellco would not apply to submit bids for the F Block license in the U.S. Virgin Islands, BTA or the A Block license in the Guam-Northern Mariana Islands MTA in Auction 58.

2. Agreements Relating to Coordination of Bidding

At the time Vista filed its short-form application, Cellco had entered into an agreement or understanding with the following entities, pursuant to which they will coordinate their bidding strategies prior to and during Auction 58:

Vista (described in detail in Section II.B.4 below)

Valley (described in detail in Section II.B.4 below)

PRT (described in detail in Section I.B.1 above)

GTE Pacifica (described in detail in Section I.B.1 above)

II. AGREEMENTS SUPPORTING STATUS AS VERY SMALL BUSINESS

Pursuant to Sections 1.2112(b)(2) and 24.709 of the Rules, Vista hereby summarizes the agreements and other documents that support its eligibility as a Very Small Business.

A. List of Agreements and Other Documents

1. Amended and Restated Limited Liability Company Agreement of Vista PCS, LLC, dated as of February 25, 2005 (the "Vista LLC Agreement").
2. Management Agreement Between Cellco Partnership d/b/a Verizon Wireless and Vista PCS LLC, dated November 30, 2004 ("Management Agreement").
3. Amended and Restated Credit Agreement By and Among Cellco Partnership d/b/a Verizon Wireless and Vista PCS, LLC and Other Persons that Become Parties Hereto in Accordance With the Terms Hereof, dated February 15, 2005 ("Credit Agreement").
4. Amended and Restated Bidding Agreement Between Vista PCS, LLC, Valley Communications, LLC and Cellco Partnership d/b/a Verizon Wireless dated January 25, 2005 ("Bidding Agreement").

B. Summary of Agreements

1. Vista LLC Agreement²

The Vista LLC Agreement, between Valley³ and Cellco creates Vista as a two-member limited liability company (§ 2.7) organized under the laws of the State of Delaware (§ 2.1). Vista was formed for the purpose of, but not limited to, participating in FCC Auction No. 58, acquiring and maintaining licenses outside of Auction No. 58, building out and operating its commercial mobile radio service ("CMRS") systems, and providing CMRS in the United States (§2.5(a)).

Management

Vista is managed by a Management Committee (Article 6), initially consisting of three members (§ 6.1(b)). Valley will control the Management Committee at all times (§ 6.1(c)). Two members of the Management Committee are appointed by Valley, and one member is appointed by Cellco (§ 6.1(c)). Except for a limited class of matters, such as admitting new members, the Management Committee has the sole power to bind Vista (§ 6.1(e)). Neither member may bind, act for, or assume any obligations or responsibility on behalf of Vista or the other member (§§ 2.5(b), 7.1).

Valley controls the Management Committee (§ 6.1(a)) and all operational decisions of the Management Committee, as well as virtually all other decisions, are made by a simple majority vote of the members of the committee (§ 6.1(e)). The only decisions of the Management Committee which require more than a simple majority vote deal with certain investor protections described below under the heading "Investor Protections" (§ 6.1(f) and (g)), which are patterned after investor protections previously found by the FCC to be appropriate in a variety of circumstances, including those involving designated entities.

As set forth in Section 6.1(f), the Management Committee has the authority, by simple majority vote, to, among other things:

- execute and deliver or to authorize the execution and delivery of contracts, deeds, licenses, instruments of transfer and other documents in the ordinary course of business;
- employ, retain, consult with and dismiss personnel;

² The Vista LLC Agreement provides that Valley and Cellco may create "Mirror LLCs" to hold the licenses Vista acquires in Auction No. 58 (§ 4.4). This provision was designed to give the parties flexibility in addressing operational and other issues. No Mirror LLC has been created to date, but the parties anticipate that the Mirror LLC Agreements will be substantially similar to the Vista LLC Agreement (§ 4.4). Any request to assign a license from Vista to a Mirror LLC will require prior FCC consent.

³ James A. Dwyer, Jr. is the controlling member of Valley.

- establish and enforce limits of authority and internal controls with respect to all personnel and functions;
- engage attorneys, consultants, accountants and other agents and representatives;
- develop or cause to be developed accounting procedures for the maintenance of Vista's books and accounts;
- make all tax elections;
- select or change the type of technology used in Vista's business;
- make pricing decisions with respect to products and services offered;
- change Vista's fiscal year;
- to engage a qualified appraiser;
- to obtain liability insurance coverage for directors and officers; and
- do all such other acts as specifically authorized in the Vista LLC Agreement or by the unanimous agreement of the members in writing.

The Vista LLC Agreement provides that Vista will have a Chief Executive Office ("CEO"), nominated by Valley, and such other officers as the Management Committee unanimously deems appropriate in order to carry out the business of Vista (§ 6.12(a)). James A. Dwyer, Jr. is the initial CEO.

Qualification as a Very Small Business

The Vista LLC Agreement expressly provides that the members intend that Valley will control Vista as provided in Sections 1.2110 and 24.720 of the Rules (6.1(a)). If questions arise as to whether the Vista LLC Agreement is consistent with those rules, the agreement requires Valley and Cellco to cooperate in good faith to reform the management structure in order to comply with those rules, consistent with each party's intent in entering into the agreement (§ 6.1(a)). The Vista LLC Agreement also contains various covenants designed to ensure Vista's continued eligibility as a Very Small Business as long as its continued eligibility is required under the Rules (e.g. § 4.1(b) and (c)).

Capital Contributions and Financing

Prior to the filing of the upfront payment, Valley made a \$20,000 capital contribution to Vista and Cellco made a \$80,000 capital contribution (§ 9.1(a)), giving Valley 20% of the equity of Vista and Cellco 80 % of the equity. Until total Capital Contributions reach \$50 million, all funding needs of Vista will be met solely on cash Capital Contributions with Valley contributing 20% and Cellco 80% (§ 9.1(b)). Thereafter, the funding shall be met 15% through additional cash contributions and 85% through debt financing until all Auction 58 licenses have been purchased. (§ 9.1(b)). None of the capital being invested in Vista by Valley has been provided, loaned or guaranteed by Cellco or any Cellco affiliate. Rather, Valley has maintained, and is obligated to continue to maintain, its own independent financing to make its capital contributions to Vista (§ 4.2). Vista is required to use reasonable efforts to secure third party financing for its business operations and, if such financing is not available on

commercially reasonable terms, Vista may secure financing from Cellco pursuant to the Credit Agreement described below (§ 4.7). The funds for the upfront payment and for the amount due with the filing of this application, up to the aggregate of \$50 million, have been paid with capital contributions of the members. With respect to amounts due over and above \$50 million, 15% have been paid by the members' equity contributions (20% by Valley; 80% by Cellco), and the remaining 85% has been lent by Cellco pursuant to that Credit Agreement.

Transferability of Interests

Valley has agreed not to transfer its interest in Vista until the construction obligations associated with the licenses have been satisfied in accordance with the Rules (§ 5.1(a)). After that, Valley is free to transfer its interest, subject only to Cellco's right of first refusal (§ 5.2). Valley also has the right, but not the obligation, to put its interest in Vista to Cellco after the construction obligations associated with the licenses have been satisfied for a period of nine months in accordance with the Rules, at prices determined by a formula established in the LLC Agreement (§ 5.4). Valley may exercise this right unilaterally, subject only to obtaining FCC consent before closing, by delivering notice to Cellco (§ 5.4(c)). In the event that the closing of the Put cannot be consummated within a specified period of time, Valley may transfer its interest to a third party without giving Cellco a right of first refusal (§ 5.4(e)). Cellco does not have an option or "call" right with respect to Valley's interest in Vista.⁴ Cellco has agreed not to sell its interest in Vista before construction except to an affiliate (§ 5.1(b)).

Other Provisions

Under the Vista LLC Agreement, profits, losses and distributions are distributed in accordance with each member's equity interest in Vista (§§ 10.1 and 10.2). Vista is required to produce annual, quarterly and monthly statements and maintain books and records (§§ 11.1 and 11.2). In addition, the members are required to indemnify each other for breaches of their respective representations, warranties, and covenants (§§ 12.1 and 12.4). Vista may not be dissolved or placed into bankruptcy or insolvency proceedings without Valley's consent, subject to certain exceptions (§ 13.2(a)) which include, but not limited to, (i) the unanimous consent of all Members, (ii) court ordered dissolutions, and (iii) certain circumstances in which James Dwyer ceases to control Valley and, thus, Vista (§ 13.2(a)). There also are provisions addressing the members' rights regarding breach of the representations, warranties, and covenants of the Members, including the representation and warranty that Valley is an eligible Entrepreneur and Very Small Business.

2. Management Agreement

The Management Agreement delegates to Cellco certain responsibilities as the manager of the CMRS systems Vista acquires as a result of Auction No. 58. The

⁴ Cellco also has no right to acquire any interest in Valley or any of Mr. Dwyer's interest in Valley.

Management Agreement specifies that Cellco will manage those systems under Vista's continuing oversight, review, supervision and control (Recitals), that control of the CMRS systems will remain in Vista, and that nothing in the Management Agreement will give Cellco *de facto* or *de jure* control over Vista or its operations (§ 12.3). Vista's Management Committee retains authority and ultimate control over the determination and implementation of policy and business strategy, including Vista's business plans, budgets, technical service, construction schedules, service offerings, and other aspects of Vista's operation (§§ 3.2, 3.3, 4.1, and 4.2).

Under the Agreement, Vista is obligated to maintain its own bank accounts (§ 7.3). In addition, Vista will receive receipts associated with the operation of its systems that will be deposited to these Vista accounts (§ 7.3). There is to be no commingling of Vista's and Cellco's funds. Vista is also responsible for the payment of all financial obligations and operating expenses (except out-of-pocket expenses) (§ 4.1). Vista enjoys the profits and bears the risk of loss from the operation of the Vista systems (§ 4.1). It must approve key Cellco employees responsible for the operation of the Vista systems (§ 5.1), and it has the right to require the removal of any Cellco employee working on the Vista system (§ 5.1(a), (b), and (c)). Vista also has the right, for cause, to require Cellco to discharge any independent contractor engaged to perform services under the Management Agreement (§ 5.2). Finally, Vista is responsible for the filing of federal, state and local tax returns, audits thereof, payment of all other fees and assessments, FCC filings and filings with other governmental entities (§§ 4.1, 4.2(b)(ii), 8.7, and 8.8).

Vista also retains unfettered use of, and unimpaired access to, all facilities and equipment associated with the Vista systems (§ 4.1). As set forth in Section 4.2(a), consistent with the principle that Vista will retain operating control of the systems, the Management Agreement precludes Cellco from taking the following actions without Vista's prior written authority:

- modify an annual budget, business plan, construction schedule, construction plan or technical services plan once approved by Vista;
- cause Vista to incur any debt not in the ordinary course of business; enter into individual or a series of contracts or commitments in excess of specified amounts;
- obligate Vista for any expense exceeding a specified amount, except under contracts executed by Vista;
- settle any legal action or litigation regarding Vista or the Vista systems;
- manage the Vista systems in a manner inconsistent with the applicable annual budget, business plan, construction schedule, construction plan, or technical services plan.
- enter into any contracts or commitments regarding Vista exceeding specified amounts except with limited exceptions.

Section 4.2(b) prohibits Cellco from taking any of the following actions:

- sell, trade or surrender licenses, or attempt to modify the licenses;
- sign or make any filings with the FCC or any other governmental authority with respect to any Vista system; or
- *grant a security interest in or hypothecate any assets of any Vista system, except for a purchase money security interest granted in the ordinary course of business and in accordance with the annual budget.*

Under Section 2.1, and subject to the foregoing limitations, Cellco will provide or arrange for the following services for the Vista systems:

- administrative services,
- technical operation and maintenance services,
- marketing services in accordance with the pricing and other terms specified by Vista, and
- assistance with the preparation of filings with regulatory authorities and the negotiation of certain transactions.

Section 2.2 provides that, under the direction and guidance of Vista and pursuant to the business plan and budgets approved by its Management Committee, Cellco will also:

- develop and implement plans for the construction of the systems in accordance with the technical services plan developed with Vista;
- develop and implement the sales, marketing, promotional programs for the systems; and
- develop and implement system maintenance and monitoring plans, among other things.

Cellco is required to perform its services in accordance with the Rules and with all other applicable legal requirements (§ 14.4). Cellco is also required to perform its services in a diligent, professional, commercially reasonable and workmanlike manner, consistent with industry standards for the wireless telecommunications industry (§ 14.4). Cellco is entitled to be reimbursed for out-of-pocket expenses incurred in its performance under the Management Agreement (§ 7.1) and to be paid a management fee (§ 7.2).

The Management Agreement requires that Vista approve certain actions by Cellco (e.g., § 4.2). If Vista rejects a proposal, and the parties cannot resolve the matter in a mutually acceptable manner, Vista has the right to direct how the matter will be handled (§ 6.3).

The Management Agreement has an initial term of eight years (§ 10.1). Vista and Cellco may terminate the Management Agreement at will upon one year's written notice (§ 10.2(a)(vi), (b)(v)). In addition, Vista may terminate the Management Agreement upon, *inter alia*, Cellco's breach of the agreement, after a specified cure period, or an FCC final order revoking, terminating, canceling or refusing to renew any Vista license due to any act of omission or commission by Cellco (§ 10.2(a)). Cellco may terminate

the agreement upon, *inter alia*, nonpayment or other material breach.(§ 10.2(b)). Any termination of the Management Agreement will trigger the development of a transition program to assure continued operation of the Vista systems and to minimize any disruption to existing customers (§ 10.3).

Other provisions in the Management Agreement govern indemnification (Art. XIII), representations and warranties (Art. XIV), limitation of liability (Art. XV), confidentiality (Art. XVI), and other general provisions (Art. XVII).

3. Credit Agreement

The Credit Agreement provides a credit line for Vista to fund working capital, to pay for licenses acquired in FCC Auction No. 58, and to build out and operate CMRS systems pursuant to those licenses (Recitals).

The Credit Agreement became effective on November 30, 2004 (Recitals). New funds may be drawn down under the Credit Agreement until the earliest of:

- the sixth anniversary;
- 180 days after neither Cellco nor its affiliates is a member of Vista;
- 180 days after the Management Agreement is terminated due to a material breach by Vista; or
- 180 days after Vista enters into an agreement with a direct competitor of Cellco that provides for the same services being offered under the Management Agreement; or (v) Vista receives a refund of all funds deposited with the Commission because it was not a successful bidder in Auction 58 or the Commission does not grant at least one license to Vista as a result of the disposition of any Commission or judicial appeals. (§§ 1, 2.1 and 2.2(c)).

Cellco is required to make loans only up to the Loan Commitment Amount (§ 2.1), which is the sum of:

- the loans made to Vista for the upfront and initial down payment amounts under the Rules;
- the remaining amount required to acquire the licenses won in Auction No. 58;
- the amount required to construct the systems, subject to certain limits; and
- the amount necessary to operate the systems and related working capital requirements as established through the Budget process (§§ 1 and 2.2).

Interest on the aggregate principal balance accrues at a rate equal to 9% per annum (§ 2.4(a)), is compounded quarterly and accrues from the date that funds are drawn down, but no interest is payable until the earlier of: (i) the second anniversary of the date on which Vista has satisfied the construction benchmarks in the Rules; or (ii) the date on which either the Management Agreement has been terminated (other than due to a default by Cellco) (§§ 1 and 2.4(c)). Thereafter, the accrued interest becomes due in a phased-in manner (§ 2.4(c)). All accrued interest and the entire outstanding principal

balance is due on the Maturity Date, which is the seven years and six months from the execution of the Credit Agreement (§§ 1 and 2.4(d)).

As set forth in Sections 2.5 and 2.6, as preconditions to the Cellco's duty to make loans under the Credit Agreement, Vista must:

- execute documents providing Cellco with first priority liens on the assets of Vista pursuant to the Security Agreement attached to the Credit Agreement;
- provide Cellco with legal opinions as to certain customary matters upon Cellco's request; and
- confirm the continuing accuracy of certain representations and warranties in the Credit Agreement (§§ 2.5 and 2.6).

Other provisions of the Credit Agreement address customary representations and warranties of lenders and borrowers (§§ 3 and 4); covenants of Vista, including the use of the proceeds for the stated purposes, to comply with and satisfy its obligations under the Management Agreement, to form holding company subsidiaries, the stock of which will be pledged to Cellco as collateral for the loans and to comply with laws, books and records, insurance, financial statements and other reports, indebtedness, investments, negative covenants (regarding the secured assets; changes in control over, and other transactions concerning, Vista; changes to the scope of Vista's business, etc.) (§ 5); Events of Default (including failure to pay, breaches of representations and warranties or covenants, bankruptcy proceedings or insolvency, changes in control, material adverse effects, or termination of the Vista LLC Agreement) and Remedies Upon Default (termination of Credit Agreement, amounts thereunder deemed due and payable, protection of security interests) (§ 6); and Miscellaneous provisions (§ 7).

4. Bidding Agreement

The Bidding Agreement governed the procedures employed by Vista during Auction No. 58. Under the Bidding Agreement, Valley was in control of Vista's bidding activities (§§ 2.1 and 3.4). The Bidding Agreement established an Auction Committee, comprised of three members, two appointed by Valley, one by Cellco (§ 2.1). The Auction Committee directed all of Vista bids and bidding decisions, subject to certain bid limits established in the Agreement (§§ 1.2.1 and 2.2.1). Mr. Dwyer was one of the members of the committee and actively supervised the conduct of the bids. The second Valley-appointed member of the Auction Committee was a direct employee of Valley with no prior relationship with Cellco.

Prior to executing the Bidding Agreement, the parties mutually agreed on the markets on which they would bid and set bidding limits for each of the markets (§§ 1.2, 2.2.2, 2.3, 3.1 and 3.2). Those markets and bid limits were incorporated in the Bidding Agreement. The agreement provided that the Auction Committee could modify the bidding limits and the markets in which Vista would bid (§§ 2.3 and 3.2). While the agreement required the parties to attempt to reach a consensus on these issues, the final decision was made by majority vote of the Auction Committee if the parties could not

agree, unless it pertained to a limited class of decisions which required a unanimous vote (§ 2.2.2). The Bidding Agreement required unanimous consent, *inter alia*, for the bids in excess of the authorized bid limits, subject to certain exceptions, and to bid more than the minimum bidding increment (§§ 2.3.2 and 3.2).

The Bidding Agreement also gave the Committee some discretion to exceed the bid limits or to bid in additional markets under certain circumstances in order to maintain bidding flexibility (§ 3.2).

Section 3.4 of the Bidding Agreement provided for Vista to obtain the funds necessary to participate in Auction No. 58 through:

- capital contributions of its members;
- loans from third parties; or
- loans from Cellco in accordance with the Credit Agreement.

Other provisions in the Bidding Agreement govern confidentiality of information received pursuant thereto (Art. 4), and incorporate from the Vista LLC Agreement certain general miscellaneous provisions relating to such matters as governing law, amendment and waiver.

C. Investor Protections

Pursuant to Sections 1.2112(b)(3) and 24.709 of the Rules, Vista hereby summarizes the investor protections included in Vista's organizational and operational documents.

Certain traditional investor protections have been built into the Vista LLC Agreement in order to protect the legitimate interests of the non-controlling member. For example, Section 6.1(g) requires the consent of the Cellco-appointed member of the Vista Management Committee before Vista can take the following major corporate actions: acquire new spectrum licenses, other than in the ordinary course of business; change its accounting methodology; approve annual official statements of Vista; change the compensation for Vista senior management; sell, lease, exchange, transfer or dispose of any licenses or material assets outside of any applicable Put or right of first refusal procedures; make an expenditure in excess of \$5 million; make fundamental changes in Vista's corporate structure, including, but not limited to a merger, consolidation, dissolution, or conversion to a corporation; enter into transactions outside of the ordinary course of business; make material amendments to the organizational documents of Vista; make material changes in the business of Vista; deviate in a material manner from the approved annual budget; declare any extraordinary distributions; appoint a liquidating trustee or initiate bankruptcy proceedings; or admit additional members, except in predefined circumstances.

Supermajority approval also is required for Vista to incur indebtedness in excess of \$10 million (§ 6.1(g)(vii)), although the parties are required to cooperate

in Vista's efforts to secure third party financing on reasonable terms and conditions.

Cellco also has rights of first refusal with respect to the sale of another member's interest in or the assets of Vista (§§ 5.2 and 5.3). This Cellco right is subject to various limitations, including the time in which the right must be exercised, and the price paid to the other member or Vista with respect to the interests or assets being sold (§§ 5.2 and 5.3).

Finally, Cellco also has the ability to cause the dissolution of Vista in certain limited circumstances where the deal structure originally negotiated is no longer in place (§ 13.2).

In addition to the investor protections in the Vista LLC Agreement, the Credit Agreement contains a number of standard lender protection provisions.

VISTA PCS, LLC

FCC Form 601: Exhibit H
Geographic Overlap Statement

Except as indicated in the chart below, none of the spectrum to be acquired by Vista PCS, LLC ("Vista") as a result of FCC Auction No.58 would create a geographic overlap with other spectrum in which Vista, or an affiliate of Vista,¹ already holds a direct or indirect interest (of 10% or more), either as a licensee or spectrum lessee, and that also could be used to provide interconnected mobile voice and/or data services. The chart details those BTAs where there will be full or partial overlaps with the spectrum holdings of both Verizon Wireless and Vista PCS, LLC.

BTA No.	BTA Name	Verizon Wireless Current MHz (incl. pending transactions)	Verizon Wireless Auction 58 MHz	Vista Auction 58 MHz
7	Albany-Schenectady, NY	25	10	10
8	Albuquerque, NM	28	10	0
10	Allentown-Bethlehem, PA	35	0	10
20	Asheville, NC	25	0	10
47	Bloomington-Bedford, IN	25	10	10
74	Charlotte-Gastonia, NC	25	10	10
81	Cincinnati, OH	35	0	10
84	Cleveland-Akron, OH	25	10	0
90	Columbia, MO	25	10	0
93	Columbus, IN	25	0	10
95	Columbus, OH	35	0	10
96	Cookeville, TN	25	0	15
106	Dayton-Springfield, OH	35	0	10
117	DuBois-Clearfield, PA	25	0	15
135	Evansville, IN	25	0	10
138	Fargo, ND	35	0	15
142	Fergus Falls-Alexandria, MN	10	0	15
166	Grand Forks, ND	25	0	15
174	Greensboro-Winston Salem, NC	25	10	0
179	Hagerstown, MD-Chambersburg, PA	25	0	10
189	Hickory-Lenoir, NC	25	0	10
196	Houston, TX	35	0	10
203	Indiana, PA	35	0	15
215	Jamestown, NY-Warren, PA	35	10	0

¹ Vista notes that Verizon Wireless holds a non-controlling minority interest in Vista and is not an affiliate of Vista's as that term is defined in Section 1.2110 of the FCC's rules. However, for purposes of full disclosure of spectrum overlaps, Vista has included Verizon Wireless's spectrum holdings and/or leased operations in this chart.

BTA No.	BTA Name	Verizon Wireless Current MHz (incl. pending transactions)	Verizon Wireless Auction 58 MHz	Vista Auction 58 MHz
220	Joplin, MO-Miami, OK	10	0	10
229	Kingsport, TN	25	0	15
231	Klamath Falls, OR	13	7	0
244	Las Cruces, NM	25	0	10
252	Lexington, KY	35	10	0
261	Longview, WA	10	0	10
263	Louisville, KY	25	10	0
274	Manchester-Nashua, NH	25	10	0
284	Martinsville, VA	25	0	15
298	Minneapolis-St. Paul, MN	10	10	0
318	New Haven-Waterbury, CT	35	0	10
319	New London-Norwich, CT	35	0	10
324	Norfolk-Virginia Beach, VA	35	0	10
331	Olympia-Centralia, WA	35	10	0
332	Omaha, NE	35	10	0
350	Pittsburgh, PA	35	0	10
357	Portland-Brunswick, ME	35	10	0
361	Poughkeepsie, NY	35	10	0
364	Providence-Pawtucket, RI	35	0	10
376	Roanoke, VA	25	0	10
378	Rochester-Austin, MN	3	7	0
391	St. Cloud, MN	3	7	0
394	St. Louis, MO	25	10	0
395	Salem-Albany-Corvalis, OR	35	7	0
402	San Diego, CA	35	10	0
412	Scranton-Wilkes Barre, PA	35	0	10
413	Seattle-Tacoma, WA	35	0	10
414	Sedalia, MO	10	0	15
477	Willmar-Marshall, MN	3	7	0
480	Worcester-Fitchburg, MA	35	0	10

**FCC 602
Main Form**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Approved by OMB
3060 - 0790
See instructions for
Public burden estimate
Submitted
03/04/2005 at 4:46 PM
File Number:
0002082093

Filing Type

1a) 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 Yes No Rules?

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): Vista PCS, LLC		4) FCC Registration Number (FRN): 12189718	

5) Contact Information

Name and Address: Russell D Lukas PO BOX 1850 Tysons Boulevard, Suite 1500 McLean VA 22102	Telephone Number: 703-584-8678
	Fax Number: 703-584-8696
	E-mail Address: rlukas@fcclaw.com

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: James	MI: A	Last Name: Dwyer	Suffix: Jr.
Title: Chief Executive Officer			
Signature: James A Dwyer Jr.			Date: 3/04/2005
<p>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).</p>			

**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): Valley Communications, LLC			3) FCC Registration Number(FRN): 12845764	
4) Disclosable Interest Holder's Address: 2100 Electronics Lane Ft. Myers FL 33912				
5) Type of Interest in Filer () (refer to instructions for a list of codes): Direct Ownership Interest in Filer other:Controlling Interest		6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): Limited Liability Company		7) Percent of Interest Held in Filer: 20
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares			9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: 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 necessary)	10b) Principle Business	10c) FCCRegistration Number(FRN)	10d) Percent of Interest Held
Vista PCS, LLC	Telecommunications	12189718	20

**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): Cellco Partnership dba Verizon Wireless		3) FCC Registration Number(FRN): 3290673	
4) Disclosable Interest Holder's Address: 180 Washington Valley Road Bedminster NJ 07921			
5) Type of Interest in Filer () (refer to instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): General Partnership		7) Percent of Interest Held in Filer: 80
8) Disclosable Interest Holder's Type of Ownership () (refer to instructions for a list of codes): Membership Shares	9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation: 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 necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Allentown SMSA Limited Partnership	Telecommunications	3299781	73.88
Anderson CellTelCo	Telecommunications	4268926	97

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 necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
Athens Cellular, Inc.	Telecommunications	1545474	86.88
Badlands Cellular of North Dakota Limited Partnership	Telecommunications	1608264	49
Bell Atlantic Mobile of Asheville, Inc.	Telecommunications	3595105	100
Bell Atlantic Mobile of Rochester, L.P.	Telecommunications	3402666	100
Binghamton MSA Limited Partnership	Telecommunications	1840230	100
Bismarck MSA Limited Partnership	Telecommunications	1606532	51
Boise City MSA Limited Partnership	Telecommunications	1574409	100
Cal-One Cellular Limited Partnership	Telecommunications	1736453	22.48
California RSA No. 3 Limited Partnership	Telecommunications	3820263	27.72
California RSA No. 4 Limited Partnership	Telecommunications	1838671	50
Cellular Inc. Network Corporation	Telecommunications	1607795	100
Chicago 10 MHz LLC	Telecommunications	3802907	100
Chicago SMSA Limited Partnership	Telecommunications	2846962	95

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 necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Colorado 7 - Saguache Limited Partnership	Telecommunications	3770286	69.4
Colorado RSA No. 3 Limited Partnership	Telecommunications	1572403	100
CommNet Cellular License Holding LLC	Telecommunications	1621663	100
CyberTel Cellular Telephone Company	Telecommunications	2805737	87.95
Dallas MTA, L.P.	Telecommunications	1658970	100
Danville Cellular Telephone Company Limited Partnership	Telecommunications	3594868	95.81
Des Moines MSA General Partnership	Telecommunications	5005491	100
Dubuque MSA Limited Partnership	Telecommunications	2842599	100
Duluth MSA Limited Partnership	Telecommunications	1574425	100
Eastern South Dakota Cellular Inc.	Telecommunications	6574289	100
Fayetteville Cellular Telephone Company Limited Partnership	Telecommunications	1945492	99.47
Fresno MSA Limited Partnership	Telecommunications	1842954	98.1
Gadsden CellTelCo Partnership	Telecommunications	1573039	98

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 necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Gila River Cellular General Partnership	Telecommunications	1607183	75
Gold Creek Cellular of Montana Limited Partnership	Telecommunications	1627702	96.91
Grays Harbor - Mason Cellular Limited Partnership	Telecommunications	1572320	100
GTE Mobilnet of California Limited Partnership	Telecommunications	3579380	100
GTE Mobilnet of Florence, Alabama, Incorporated	Telecommunications	1573518	93.07
GTE Mobilnet of Fort Wayne Limited Partnership	Telecommunications	3577608	86.67
GTE Mobilnet of Indiana Limited Partnership	Telecommunications	3579364	94.84
GTE Mobilnet of Indiana RSA #3 Limited Partnership	Telecommunications	1640697	53.33
GTE Mobilnet of Indiana RSA #6 Limited Partnership	Telecommunications	1640705	43.75
GTE Mobilnet of Santa Barbara Limited Partnership	Telecommunications	3577624	100
GTE Mobilnet of South Texas Limited Partnership	Telecommunications	3579406	85.51
GTE Mobilnet of Terre Haute Limited Partnership	Telecommunications	3577582	93
GTE Mobilnet of Texas RSA #17 Limited Partnership	Telecommunications	3293941	31.91

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 necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
GTE Mobinet of the Southwest LLC	Telecommunications	1843861	100
GTE Railfone LLC	Telecommunications	6369342	100
GTE Wireless of the Midwest Incorporated	Telecommunications	3578580	100
Idaho 6 - Clark Limited Partnership	Telecommunications	1607886	91.64
Idaho RSA 3 Limited Partnership	Telecommunications	1837137	100
Idaho RSA No. 1 Limited Partnership	Telecommunications	1572361	100
Idaho RSA No. 2 Limited Partnership	Telecommunications	1572346	100
Illinois RSA 1 Limited Partnership	Telecommunications	1837111	100
Illinois RSA 6 and 7 Limited Partnership	Telecommunications	2642334	72.72
Illinois SMSA Limited Partnership	Telecommunications	2840718	100
Illinois Valley Cellular 2-1 Partnership	Telecommunications	1840511	40
Illinois Valley Cellular RSA 2-III Partnership	Telecommunications	3747664	33.53
Indiana RSA #1 Limited Partnership	Telecommunications	3293966	40

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 necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Indiana RSA 2 Partnership	Telecommunications	2837078	75
Iowa 8 - Monona Limited Partnership	Telecommunications	1608009	44.92
Iowa RSA 5 Limited Partnership	Telecommunications	1837301	100
Iowa RSA No. 2 Limited Partnership	Telecommunications	4121950	49.5
Iowa RSA No. 4 Limited Partnership	Telecommunications	1837285	100
Kentucky RSA No. 1 Partnership	Telecommunications	1836709	50
Los Angeles SMSA Limited Partnership	Telecommunications	2963817	94.5
Missouri Valley Cellular, Inc.	Telecommunications	6754196	100
Modoc RSA Limited Partnership	Telecommunications	2987776	50
Mohave Cellular Limited Partnership	Telecommunications	5010590	33.33
Muskegon Cellular Partnership	Telecommunications	5005517	79.41
Nationwide 929.8875 LLC	Telecommunications	1542547	50
NC-2 LLC	Telecommunications	3996184	100

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 necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
New Hampshire RSA 2 Partnership	Telecommunications	3299922	100
New Mexico RSA 3 Limited Partnership	Telecommunications	1838697	78.92
New Mexico RSA 6-1 Partnership	Telecommunications	1838655	71.43
New Mexico RSA No. 5 Limited Partnership	Telecommunications	1838713	59.33
New Par	Telecommunications	3010816	100
New York RSA 2 Cellular Partnership	Telecommunications	1836584	42.86
New York RSA No. 3 Cellular Partnership	Telecommunications	3398716	100
New York SMSA Limited Partnership	Telecommunications	3473220	100
North Central RSA 2 of North Dakota Limited Partnership	Telecommunications	1608280	65.06
North Dakota 5 - Kidder Limited Partnership	Telecommunications	1607985	61.75
North Dakota RSA No. 3 Limited Partnership	Telecommunications	1572429	56.86
Northeast Pennsylvania SMSA Limited Partnership	Telecommunications	3250123	83.97
Northern New Mexico Limited Partnership	Telecommunications	1604966	100

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 necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Northwest Dakota Cellular of North Dakota Limited Partnership	Telecommunications	1608306	53.36
NYNEX Mobile Limited Partnership 1	Telecommunications	5005525	100
NYNEX Mobile Limited Partnership 2	Telecommunications	3300795	100
NYNEX Mobile of New York L.P.	Telecommunications	1840214	100
Olympia Cellular Limited Partnership	Telecommunications	1574367	100
Omaha Cellular Telephone Company	Telecommunications	5005533	93.75
Orange County-Poughkeepsie MSA Limited Partnership	Telecommunications	3300811	85
Oxnard-Ventura-Simi Limited Partnership	Telecommunications	2963791	94.5
Pennsylvania 3 Sector 2 Limited Partnership	Telecommunications	2147551	100
Pennsylvania 4 Sector 2 Limited Partnership	Telecommunications	2147494	100
Pennsylvania RSA 1 Limited Partnership	Telecommunications	2837151	80
Pennsylvania RSA No. 6(II) Limited Partnership	Telecommunications	3290350	59.66
Pittsburgh SMSA Limited Partnership	Telecommunications	3290335	82.8

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 necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Pittsfield Cellular Telephone Company	Telecommunications	3290418	70.92
Platte River Cellular of Colorado Limited Partnership	Telecommunications	1608249	61.75
Portland Cellular Partnership	Telecommunications	3682887	100
Pueblo Cellular, Inc.	Telecommunications	6754345	100
Redding MSA Limited Partnership	Telecommunications	1723964	97.1
Rockford MSA Limited Partnership	Telecommunications	1840537	100
RSA 7 Limited Partnership	Telecommunications	1572445	14.14
Sacramento Valley Limited Partnership	Telecommunications	2972149	100
San Antonio MTA, L.P.	Telecommunications	1558982	100
San Isabel Cellular of Colorado Limited Partnership	Telecommunications	1608199	49
Sanborn Cellular, Inc.	Telecommunications	6754253	100
Sangre DeCristo Cellular, Inc.	Telecommunications	6754360	100
Seattle SMSA Limited Partnership	Telecommunications	1581305	99.12

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 necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Sioux City MSA Limited Partnership	Telecommunications	1609411	74.5
Smoky Hill Cellular of Colorado Limited Partnership	Telecommunications	1808223	95.65
Southern & Central Wireless, LLC	Telecommunications	4584942	100
Southern Indiana RSA Limited Partnership	Telecommunications	1837269	100
Southwestco Wireless Limited Partnership	Telecommunications	3290525	100
Spokane MSA Limited Partnership	Telecommunications	1578749	100
Springfield Cellular Telephone Company	Telecommunications	3012515	91.47
St. Joseph CellTelCo	Telecommunications	5005541	87
St. Lawrence Seaway RSA Cellular Partnership	Telecommunications	3477918	40
Syracuse SMSA Limited Partnership	Telecommunications	3472290	100
The Great Salt Flats Partnership	Telecommunications	1622273	100
Topeka Cellular Telephone Company	Telecommunications	5068713	78.02
Tuscaloosa Cellular Partnership	Telecommunications	1573104	98.3

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 necessary)	10b) Principle Business	10c) FCC Registration Number(FRN)	10d) Percent of Interest Held
Upstate Cellular Network	Telecommunications	3407764	100
Utah RSA 6 Limited Partnership	Telecommunications	1607241	80
Verizon Wireless (VAW) LLC	Telecommunications	3800307	100
Verizon Wireless Messaging Services, LLC	Telecommunications	3295904	100
Verizon Wireless of the East LP	Telecommunications	7609324	100
Verizon Wireless Personal Communications LP	Telecommunications	1659069	100
Verizon Wireless Tennessee Partnership	Telecommunications	6209373	100
Vermont RSA Limited Partnership	Telecommunications	5005558	100
Virginia Cellular Retail Limited Partnership	Telecommunications	7500416	100
Virginia RSA 5 Limited Partnership	Telecommunications	1837210	98.98
Virginia RSA 5 Retail Limited Partnership	Telecommunications	7500432	98.98
Wasatch Utah RSA No. 2 Limited Partnership	Telecommunications	1572387	66.67
Washington DC SMSA Limited Partnership	Telecommunications	3290376	100

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 necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
Waterloo MSA Limited Partnership	Telecommunications	2844546	88.54
Wyoming 1 - Park Limited Partnership	Telecommunications	1608157	66
Pennsylvania RSA 6 (I) Limited Partnership	Telecommunications	4821765	57.13
Virginia 10 RSA Limited Partnership	Telecommunications	2056943	67
AirTouch Cellular	Telecommunications	6146468	100
Verizon Wireless Texas LLC	Telecommunications	4447371	100
Verizon Wireless (VWMS) of Texas LP	Telecommunications	1837194	100
Vista PCS, LLC	Telecommunications	12189718	80

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