

**Exhibits**



Exhibit A: Historical and Projected Operating Characteristics

Financial Industry Services  
 Copyright 2003 by PriceWaterhouseCoopers

Quadrants for  
 3 quarters ending December 31, 1999

Category	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045	2046	2047	2048	2049	2050																																																																																																																																																																																																																																																			
WFA	118,241	121,237	124,233	127,229	130,225	133,221	136,217	139,213	142,209	145,205	148,201	151,197	154,193	157,189	160,185	163,181	166,177	169,173	172,169	175,165	178,161	181,157	184,153	187,149	190,145	193,141	196,137	199,133	202,129	205,125	208,121	211,117	214,113	217,109	220,105	223,101	226,97	229,93	232,89	235,85	238,81	241,77	244,73	247,69	250,65	253,61	256,57	259,53	262,49	265,45	268,41	271,37	274,33	277,29	280,25	283,21	286,17	289,13	292,09	295,05	298,01	301,00	304,00	307,00	310,00	313,00	316,00	319,00	322,00	325,00	328,00	331,00	334,00	337,00	340,00	343,00	346,00	349,00	352,00	355,00	358,00	361,00	364,00	367,00	370,00	373,00	376,00	379,00	382,00	385,00	388,00	391,00	394,00	397,00	400,00	403,00	406,00	409,00	412,00	415,00	418,00	421,00	424,00	427,00	430,00	433,00	436,00	439,00	442,00	445,00	448,00	451,00	454,00	457,00	460,00	463,00	466,00	469,00	472,00	475,00	478,00	481,00	484,00	487,00	490,00	493,00	496,00	499,00	502,00	505,00	508,00	511,00	514,00	517,00	520,00	523,00	526,00	529,00	532,00	535,00	538,00	541,00	544,00	547,00	550,00	553,00	556,00	559,00	562,00	565,00	568,00	571,00	574,00	577,00	580,00	583,00	586,00	589,00	592,00	595,00	598,00	601,00	604,00	607,00	610,00	613,00	616,00	619,00	622,00	625,00	628,00	631,00	634,00	637,00	640,00	643,00	646,00	649,00	652,00	655,00	658,00	661,00	664,00	667,00	670,00	673,00	676,00	679,00	682,00	685,00	688,00	691,00	694,00	697,00	700,00	703,00	706,00	709,00	712,00	715,00	718,00	721,00	724,00	727,00	730,00	733,00	736,00	739,00	742,00	745,00	748,00	751,00	754,00	757,00	760,00	763,00	766,00	769,00	772,00	775,00	778,00	781,00	784,00	787,00	790,00	793,00	796,00	799,00	802,00	805,00	808,00	811,00	814,00	817,00	820,00	823,00	826,00	829,00	832,00	835,00	838,00	841,00	844,00	847,00	850,00	853,00	856,00	859,00	862,00	865,00	868,00	871,00	874,00	877,00	880,00	883,00	886,00	889,00	892,00	895,00	898,00	901,00	904,00	907,00	910,00	913,00	916,00	919,00	922,00	925,00	928,00	931,00	934,00	937,00	940,00	943,00	946,00	949,00	952,00	955,00	958,00	961,00	964,00	967,00	970,00	973,00	976,00	979,00	982,00	985,00	988,00	991,00	994,00	997,00	1,000,000



Exhibit A: Historical and Projected Operating Characteristics

Prepared Monthly Stock by  
 Copyright 1997 by Processional Computer  
 Corporation, Inc.  
 Updated as of December 31, 1999



	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010
Revenue	1,071,813	20,154,110	117,113,848	118,113,140	118,113,140	118,113,140	118,113,140	118,113,140	118,113,140	118,113,140	118,113,140	118,113,140	118,113,140	118,113,140
Expenses	(27,382,750)	(1,018,252)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)
EBITDA	1,044,431	19,135,858	105,401,300	106,400,592	106,400,592	106,400,592	106,400,592	106,400,592	106,400,592	106,400,592	106,400,592	106,400,592	106,400,592	106,400,592
Less: Depreciation	(1,044,431)	(1,018,252)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)
Net Profit	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Less: Depreciation	(1,044,431)	(1,018,252)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)	(11,712,548)
After Tax Cash Flow	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Less: Capital Expenditures	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Less: Working Capital Requirements	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Free Cash Flow	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Less: Debt Service	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Available Cash Flow	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Less: Cash Flow Abandon	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Free Cash Flow	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Present Value Factor	0.9057	0.8187	0.7350	0.6638	0.6013	0.5470	0.4996	0.4577	0.4208	0.3885	0.3603	0.3359	0.3147	0.2961
Present Value of Cash Flows	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Assumptions: 12% WACC  
 10% Growth Rate  
 10% Discount Rate  
 10% Capex Rate  
 10% Debt Service

12% WACC  
 10% Growth Rate  
 10% Discount Rate  
 10% Capex Rate  
 10% Debt Service

12% WACC  
 10% Growth Rate  
 10% Discount Rate  
 10% Capex Rate  
 10% Debt Service

12% WACC  
 10% Growth Rate  
 10% Discount Rate  
 10% Capex Rate  
 10% Debt Service

12% WACC  
 10% Growth Rate  
 10% Discount Rate  
 10% Capex Rate  
 10% Debt Service

12% WACC  
 10% Growth Rate  
 10% Discount Rate  
 10% Capex Rate  
 10% Debt Service

# Exhibit B: Weighted Average Cost of Capital

Financial Advisory Services  
Copyright 2000 by PricewaterhouseCoopers



Qualcomm, Inc.  
Valuation as of December 31, 1999

Weighted Average Cost of Capital Calculation											
(S000s. except percentages)											
Calculation of the Equity Rate of Return											Source
Risk Free Rate	$R_f$		6.83%								Federal Statistical Release 20-year U.S. Treasury bond
Equity Risk Premium	$RP_m$		5.00%								PwC Study
Levered Beta	$B_l$		1.43								Industry Average(see below)
Size Premium	$RP_s$		0.00%								Shannon Pratt
Company Specific Risk	$A$		0.00%								Company Characteristics
Expected Return on Equity Capit	$R_f+B(RP_m)+RP_s+A$		13.98%								
Calculation of the Debt Rate of Return											
Cost of Debt	$k_d$		11.89%								Based on comparable company public debt offering yields.
Tax Rate Calculation											
Federal Corporate Income Tax Rate			40.00%								
Average State Income Tax Rate			0.00%								
Effective Income Tax Rate	$t$		40.00%								
Expected Return on Debt Capital	$k_d(1-t)$		7.13%								
Comparable Company Analysis											
	$B_l$	Book Value of Debt <sup>1</sup>	Stock Price	Common Shares	Market Value of Equity	Total Capital	Debt/Equity	Debt/Capital	Tax Rate	$B_m$	
AERIAL COMMUNICATIONS	1.558	\$ 828.0	\$ 54.50	71.8	\$ 3,912.5	4,740	21%	17%	40%	1.38	
OMNIPPOINT CORP	1.884	\$ 2,413.0	\$ 108.44	53.1	\$ 5,756.1	8,169	42%	30%	40%	1.51	
POWERTEL INC	1.604	\$ 1,108.1	\$ 100.50	27.2	\$ 2,734.9	3,843	41%	29%	40%	1.29	
SPRINT PCS GROUP	0.860	\$ 7,921.0	\$ 104.38	372.7	\$38,900.6	46,822	20%	17%	40%	0.77	
VOICESTREAM WIRELESS C	1.280	\$ 540.0	\$ 128.25	12.5	\$ 1,601.1	2,141	34%	25%	40%	1.06	
	Totals	12,810			52,905	65,715	32%	24%			
										Average $B_m$	1.20
										Median $B_m$	1.29
Relevered Beta Calculation											
Subject Company Debt to Equity	$D/E$		32%								
Average Unlevered Beta	$B_m$		1.20								
Subject Company Levered Beta	$B_m(1+D/E(1-t))$		1.43								
Weighted Average Cost of Capital using CAPM											
Debt Rate of Return		7.13%	24%	1.71%							
Equity Rate of Return		13.98%	76%	10.62%							
			Discount Rate	12.34%							
			Rounded	12.00%							
<sup>1</sup> Debt includes both short and long term interest bearing debt plus preferred stock.											

**Exhibit C: Valuation of the Existing Subscriber Base**

<b>Financial Advisory Services</b> Copyright 2000 by PriceWaterhouseCoopers						
<b>Qualcomm, Inc.</b> Valuation as of December 31, 1999						
<b>DECLINE OF EXISTING SUBSCRIBER BASE</b>						
Assumptions Pertaining to Decline of Current Subscribers Over Life of Subscriber Base						
	Year 1 2000	Year 2 2001	Year 3 2002	Year 4 2003	Year 5 2004	Year 6 2005
Beginning Subscribers	260,686					30,669
Ending Subscribers	182,480	127,736	89,415	62,591	43,813	37,241
Average Subscribers	221,583	155,108	108,576	76,003	53,202	
After Tax Cash Flow per Existing Subscriber Per Month	\$10.24	\$21.17	\$24.68	\$27.47	\$25.57	\$22.72
Income Stream for Current Subscribers	\$27,227,884	\$19,409,492	\$12,154,804	\$23,050,796	\$16,322,426	\$10,153,600
<b>REPLACEMENT OF EXISTING RETAIL SUBSCRIBER BASE</b>						
Assumptions Pertaining to Replacement of Current Beginning Subscribers Over Life of Subscriber Base						
Beginning Subscribers	0					258,124
Ending Subscribers	3,895	38,021	100,618	155,357	197,509	227,816
Average Subscribers	1,947	20,958	69,319	127,987	176,433	
After Tax Cash Flow per Acquired Subscriber Per Month	\$ (165.87)	\$ (82.10)	\$ (30.37)	\$ (7.29)	\$ 7.28	\$ 20.17
Income Stream for Current Subscribers	(\$3,876,376)	(\$20,647,097)	(\$23,266,212)	(\$11,193,117)	\$15,410,324	\$55,135,693
<b>DIFFERENCE:</b>						
Income from Current Beginning Subscribers						
Less: Income from Replaced Subscribers						
Difference in Operating Income	\$11,104,260	\$60,056,589	\$57,421,016	\$16,243,914	\$912,102	(\$44,982,093)
Positive Difference	\$11,104,260	\$60,056,589	\$57,421,016	\$16,243,914	\$912,102	\$0
Discount Rate Applied to Positive Difference	14.00%					
Periods Discounted	1.00	2.00	3.00	4.00	5.00	5.00
Present Value Factor	0.88	0.77	0.67	0.59	0.52	0.52
PV of Cash Flows	\$27,284,438	\$46,211,595	\$38,757,550	\$21,459,306	\$473,717	\$0
<b>Net Present Value</b>	<b>\$134,186,687</b>					
<b>Fair Market Value of Retail Subscriber Base</b>	<b>\$134,000,000</b>					

# Exhibit D: Fair Market Value of the License using the Income Approach

Financial Advisory Services

Copyright 2000 by PricewaterhouseCoopers



Qualcomm, Inc.

Valuation as of December 31, 1999

Calculation of the License Value

				Value per POP
Fair Market Value of the Business Enterprise	\$	905,450,910	100%	\$ 146.03
Tangible Assets		138,858,812	15%	\$ 22.40
Subscriber List		134,186,607	15%	\$ 21.64
Working Capital		32,071,864	4%	\$ 5.17
Goodwill/Going Concern		409,083,939	45%	\$ 65.98
FCC License Value		191,249,688	21%	\$ 30.84





**Exhibit G: Historical Bond Offerings of PCS and Cellular Companies**



Financial Advisory Services

Copyright 2000 by PricewaterhouseCoopers

Qualcomm, Inc.

Valuation as of December 31, 1999

Maturity	Issue Date	Issuer	Raise (\$M)	Instrument Description	Coupon Rate (%)	Yield Rate (%)	Moody Rating	S&P Rating
05/15/05	05/04/95	Centennial Cellular Corp	100.0	10.125% Senior Notes due '05	10.125	Market	B2	B
06/15/15	06/07/95	United States Cellular Corp	650.0	Zero Cpn LYONS due '15	Zero	6.000	Ba3	BBB-
07/01/05	06/30/95	CommNet Cellular Inc	80.0	11.250% Sub Notes due '05	11.250	11.250	Caa	CCC+
08/15/00	08/17/95	Cellular Communications Inc	281.6	Zero Cpn Sr Discount Nts due '00	Zero	11.250	Ba3	CCC+
10/01/03	09/21/95	PriCellular Corp	205.0	Zero Cpn Sr Sub Disc Nts due '01	Zero	4.510	B1	CCC+
12/15/05	12/06/95	Cleantel Communications Inc	367.0	Sr Discount Nts due '05	Varies	Varies	B1	NR
02/01/06	02/01/96	InterCel Inc	357.5	Step-Up Bonds due '06	Varies	Varies	B2	CCC+
04/15/06	04/03/96	Vanguard Cellular Systems Inc	200.0	9.375% Senior Debs due '06	9.375	9.390	B1	B+
05/01/06	04/16/96	InterCel Inc	360.0	Sr Discount Nts due '06	Varies	12.000	B2	B-
06/01/06	05/12/96	Western Wireless Corp	200.0	10.500% Sr Sub Notes due '06	10.500	10.500	B1	B-
06/01/08	05/23/96	Rogers Candel Inc	510.0	9.375% Sen Secured Dbs due '08	9.375	9.375	Ba3	BB+
06/01/16	05/23/96	Rogers Candel Inc	175.0	9.750% Sen Secured Dbs due '16	9.750	9.810	Ba3	BB+
07/15/01	07/11/96	AirTouch Communications	250.0	7.125% Notes due '01	7.125	7.161	Baa2	BBB+
07/15/06	07/11/96	AirTouch Communications	400.0	7.500% Notes due '06	7.500	7.583	Baa2	BBB+
08/15/06	07/11/96	AirTouch Communications	250.0	11.000% Senior Notes due '06	11.000	11.000	R2	B+
08/15/06	08/20/96	Sprint Spectrum LP	500.0	Zero Cpn Sr Discount Nts due '06	Zero	12.500	B2	B+
10/01/06	09/19/96	Sygnel Wireless Inc	110.0	11.500% Senior Notes due '06	11.500	11.500	Caa	CCC+
10/01/03	10/02/96	AirTouch Communications	250.0	7.000% Notes due '03	7.000	1.019	Baa2	BBB+

Source: Securities Data Corporation

**Informational Items**

Average Value	9.565
Median Value	9.810
Minimum Value	4.510
Maximum Value	13.250

As of May 6, 1996 January 14, 1997

9.565	9.325
9.810	9.690
4.510	4.510
13.250	13.250

**Exhibit H: Market Approach - Primary Market Sales**



Qualcomm, Inc.  
Valuation as of December 31, 1999

Financial Advisory Services  
Copyright 2000 by PricewaterhouseCoopers

**Market Approach - Auctions**

	A Block		B Block		C Block		D Block		E Block		F Block	
	March 13, 1995	March 13, 1995	March 13, 1995	March 13, 1995	May 6, 1996	January 14, 1997	January 14, 1997	January 14, 1997	January 14, 1997	January 14, 1997	April 15, 1999	April 15, 1999
Conclusion of Auction	\$ 131,723,000	\$ 126,020,126	\$ 288,885,000	\$ 35,552,273	\$ 5,136,581	\$ 5,136,581	\$ 5,136,581	\$ 5,136,581	\$ 38,400,069	\$ 17,217,164	\$ 255,883,000	\$ 17,217,164
Gross Bids for Block	5,136,581	5,136,581	5,136,581	5,136,581	5,136,581	5,136,581	5,136,581	5,136,581	5,136,581	14,86	14,86	14,86
POP	25.64	24.53	56.24	6.92	6.92	6.92	6.92	6.92	7.48	(3.72)	(3.72)	(3.72)
Gross Bid/POP												
Less: Bidding Credits			(14.06)						(1.87)			
Plus: Ownership/Transfer Restriction			14.06						1.87			
Less: Favorable Financing Adjustment			(9.47)						(0.82)			
Plus: Market Competition Premium			23.38	3.46	3.46	3.46	3.46	3.46	3.33			
Net Adjusted Bid/POP	25.64	24.53	70.15	10.38	10.38	10.38	10.38	10.38	9.99	29.72	29.72	29.72
Spectrum Equalized Net Adjusted Value/POP	25.64	24.53	70.15	31.15	31.15	31.15	31.13	31.13	29.96			

	1999 POPs	Reconciled Fair Market Value of Minimal License
Average Price per POP	\$ 34.61	\$ 186,010,499
Average A/M/D/E/F/C/D/E/F Price per POP	\$ 28.69	
Average D/E/F Price per POP	\$ 30.75	
Average D/E/F/C/D/E/F Price per POP	\$ 30.49	
Reconciled Price per POP	\$ 30.00	
1999 POPs	6,200,350	

Adjustments				
Entrepreneur's Block Discount	0.0%	0.0%	0.0%	-25.0%
Ownership/Transfer Restriction	0.0%	0.0%	0.0%	25.0%
Favorable Financing Adjustment	0.0%	0.0%	0.0%	0.0%
Market Competition	0.0%	0.0%	50.0%	100.0%
Spectrum Equalization	0.0%	0.0%	300.0%	300.0%

# Exhibit I: Historical PCS Sales Summary 1996 - 1999

Financial Advisory Services

Copyright 2000 by PricewaterhouseCoopers



Qualcomm, Inc.

Valuation as of December 31, 1999

	1996	1997	1998	1999
<b>A/B Block</b>				
Total Markets	n/a	34	40	76
Total Pops (Millions)		22.9	75.4	354.2
Total Priced Deals (Millions)		\$557	\$2,949	\$64,153
Total Priced Markets		29	30	66
Total Priced Pops (Millions)		17.4	58.4	325.7
Estimated Total Sales (Millions)		\$733	\$3,809	\$69,755
Avg. \$/pop		\$32	\$51	\$197
<b>C Block</b>				
Total Markets	n/a	24	1	61
Total Pops (Millions)		1.4	0.5	34.8
Total Priced Deals (Millions)		\$10	n/a	\$429
Total Priced Markets		13	0	61
Total Priced Pops (Millions)		0.3	n/a	34.8
Estimated Total Sales (Millions)		\$43	n/a	\$429
Avg. \$/pop		\$30	n/a	\$12
<b>D/E/F Block</b>				
Total Markets	n/a	177	55	351
Total Pops (Millions)		20	41.3	244.9
Total Priced Deals (Millions)		\$38.3	\$298	\$8,863
Total Priced Markets		168	27	335
Total Priced Pops (Millions)		18.5	32.8	238.8
Estimated Total Sales (Millions)		\$41.5	\$374	\$9,091
Avg. \$/pop		\$2	\$9	\$37
<b>Total</b>				
Total Markets	n/a	235	96	488
Total Pops (Millions)		44.4	117.2	633.9
Total Priced Deals (Millions)		\$605	\$3,247	\$73,445
Total Priced Markets		210	57	462
Total Priced Pops (Millions)		36.2	91.2	599.3
Estimated Total Sales (Millions)		\$817	\$4,183	\$79,275
Avg. \$/pop		\$17	\$36	\$125

\* Totals include all mixed BTA/MTA group deals, exclude joint venture agreements, but include swaps.  
Copyright Paul Kagan Associates, Inc.

Source: Paul Kagan Associates, Inc. Wireless Telecom Investor (No. 142 & 131)

# Exhibit J: Summary Fair Market Value Reconciliation

<i>Financial Advisory Services</i> Copyright 2000 by PricewaterhouseCoopers	
<b>Qualcomm, Inc.</b> <b>Valuation as of December 31, 1999</b>	
<b>Summary Reconciliation of Value</b>	
Income Approach	\$30.84
Market Approach	\$30.00
Fair Market Valuation 1999 POPs	\$30.00 \$6,200,350
Fair Market Value of the Miami MTA Pioneer's Preference License Rounded	\$186,010,499 \$186,000,000

**CERTIFICATE OF SERVICE**

I, Susanne M. Gyldenvand, hereby certify that on this 28<sup>th</sup> day of January 2000, I served copies of the foregoing Petition on the parties listed on the attached Service List by first-class, postage prepaid United States mail, or by hand-delivery to those so indicated with an asterisk (\*):

\*Chairman William Kennard  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

\*Commissioner Susan Ness  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

\*Commissioner Gloria Tristani  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

\*Commissioner Michael Powell  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

\*Commissioner Harold Furchtgott-Roth  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Thomas Sugrue, Chief  
Wireless Telecommunications Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Kathleen O'Brien-Ham, Deputy Chief  
Wireless Telecommunications Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Steve Weingarten, Chief  
Commercial Wireless Division  
Wireless Telecommunications Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Jeff Steinberg, Deputy Chief  
Commercial Wireless Division  
Wireless Telecommunications Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Christopher Wright  
General Counsel  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

James Carr  
Office of General Counsel  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Julius Knapp  
Office of Engineering & Technology  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Rodney Small  
Office of Engineering & Technology  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Charles Iseman  
Office of Engineering & Technology  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Amy Zoslov  
Chief, Auctions Division  
Wireless Telecommunications Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Louis Sigalos  
Deputy Chief, Auctions Division  
Wireless Telecommunications Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

David R. Siddall  
Verner Liipfert Bernhard McPherson  
and Hand, Chartered  
901 15<sup>th</sup> Street, NW  
Washington, DC 20005-2301  
Counsel to The Walt Disney Company

Elridge A. Stafford  
Executive Director – Federal Regulatory  
U S WEST Wireless, LLC  
c/o U S WEST, Inc.  
1020 19<sup>th</sup> Street, NW – Suite 700  
Washington, DC 20036

Alan S. Tilles, Esq.  
Shulman, Rogers, Gandal,  
Pordy & Ecker, P.A.  
11921 Rockville Pike - 3<sup>rd</sup> Floor  
Rockville, MD 20852-2743  
Counsel for Personal Communications  
Industry Association, Inc.

Mark E. Crosby  
Industrial Telecommunications Association, Inc.  
1110 N. Glebe Road – Suite 500  
Arlington, VA 22201-5720

Robert M. Gurs  
Shook, Hardy & Bacon L.L.P.  
Hamilton Square  
600 14<sup>th</sup> Street, NW - Suite 800  
Washington, DC 20005-2004  
Counsel for Association of Public-Safety  
Communications Officials-International, Inc.

Johnathan D. Blake  
Ellen P. Goodman  
Covington & Burling  
1201 Pennsylvania Avenue, NW  
PO Box 7566  
Washington, DC 20044-7566  
Counsel for Association of Maximum  
Service Television, Inc.

Caressa D. Bennet, Regulatory Counsel  
Gregory W. Whiteaker  
Rural Telecommunications Group  
10-00 Vermont Avenue, NW - 10<sup>th</sup> Floor  
Washington, DC 20005

Greg Ruggiero  
Microradio Empowerment Coalition  
2-12 Seaman Ave., #5K  
New York, New York 10034

Edwin F. Kemp, General Director  
Wireless Systems Engineering  
Union Pacific Railroad  
1416 Dodge Street  
Omaha, NE 68179

Michael R. King, Vice President  
Palletized Trucking, Inc.  
2001 Collingsworth Street  
P. O. Box 8744  
Houston, Texas 77249-8744

National Association of Broadcasters  
1771 N Street, NW  
Washington, DC 20036-2891



Jeffry A. Brueggeman  
Daniel L. Poole  
Office of General Counsel  
U S WEST, Inc.  
1801 California Street – Room 5100  
Denver, CO 80202

Dr. Michael C. Trahos, D.O., NCE, CET  
Chairman – Legislative/Regulatory Affairs  
Region-20 821 MHz Public Safety RPRC  
4600 King Street, Suite 6K  
Alexandria, Virginia 22302-1249

Martin W. Bercovici  
KELLER AND HECKMAN LLP  
1001 G Street, NW - Suite 500 West  
Washington, DC 20001  
Counsel for International Association of Fire Chiefs, Inc. and  
International Municipal Signal Association

Charles R. Naftalin  
Julie A. Barrie  
Koteen & Naftalin, L.L.P.  
1150 Connecticut Avenue, NW  
Suite 1000  
Washington D.C. 20036  
Counsel for  
Alaskan Choice Television

Deborah Lipoff, Vice President/General Counsel  
Rand McNally & Company  
8255 North Central Park  
Skokie, Illinois 60076

Jonathan L. Wiener  
Goldberg, Godles, Wiener & Wright  
1229 Nineteenth Street, NW  
Washington, DC 20036  
Counsel for  
Rand McNally & Company

Marilyn Mohrman-Gillis, Vice-President, Policy and Legal Affairs  
Lonna M. Thompson, Director, Legal Affairs  
Association of America's Public Television Stations  
1350 Connecticut Avenue  
Suite 200  
Washington, DC 20036

Brett Kilbourne, Staff Attorney  
United Telecom Council  
1140 Connecticut Avenue, N.W.  
Suite 1140  
Washington, DC 20036

Edgar C. Reihl, P.E.  
Principal RF Engineer & Director, Global Compliance  
Shure Brothers Incorporated  
222 Hartrey Avenue  
Evanston, IL 60202-3696

Edward Abrams, President  
Utility Communications, Inc.  
920 Sherman Avenue  
Hamden, Connecticut 06514

Alan L. Van Velkinburgh  
President  
Houston 2-Way Radio  
5200 Mitchelldale - Suite D-4  
Houston, TX 77092

Daniel T. Pohlman  
President  
Baycom Inc.  
2040 Radisson Street  
Green Bay, WI 54302-2085

Grant E. Seiffert, Vice-President, Government Relations  
Derek R. Khlopin, Regulatory Counsel  
Telecommunications Industry Association  
2500 Wilson Boulevard  
Suite 300  
Arlington, VA 22201-3834

Gary Shapiro, President  
Consumer Electronics Manufacturers Association  
2500 Wilson Boulevard  
Arlington, VA 22201-3834

William K. Keane  
Arter & Hadden LLP  
1801 K Street, N.W., Suite 400K  
Washington, DC 20006-1301  
Counsel for MRFAC, Inc.

Elizabeth R. Sachs  
Lukas, Nace, Gutierrez & Sachs  
1111 Nineteenth Street, N.W.  
Suite 1200  
Washington DC 20036  
Counsel for ArrayComm, Inc.

Christine M. Gill  
McDermott, Will & Emery  
600 13th Street, N.W.  
Washington, D. C. 20005-3096  
Counsel for Southern Communications Services, Inc.

Kathleen Q. Abernathy  
Wilkinson Barker Knauer LLP  
2300 N Street, NW - Suite 700  
Washington, DC 20037-1128  
Counsel for U S WEST, Inc. and  
Spectrum Exchange

Jill M. Lyon  
Sr. VP for Regulatory Relations  
and Deputy General Counsel  
American Mobile Telecommunications Association  
1150 15<sup>th</sup> Street, NW - Suite 250  
Washington, DC 20036

George R. Borsari, Jr.  
Borsari & Paxson  
2021 L Street, NW - Suite 402  
Washington, DC 20036  
Counsel for  
The National Translator Association

Pamela J. Riley  
David A. Gross  
1818 N Street, NW, Suite 800  
Washington, DC 20036  
Counsel for  
AirTouch Communications, Inc.

Raul R. Rodriguez  
Juan-F. Madrid  
Leventhal, Senter & Lerman P.L.L.C.  
2000 K Street, NW - Suite 600  
Washington DC 20006  
Counsel for The U.S. GPS Industry Council

Carol L. Tacker  
Vice President & General Counsel  
SBC Wireless, Inc.  
17330 Preston Road, Suite 100A  
Dallas, TX 75252

Alfred G. Richter, Jr.  
Senior VP & General Counsel – External Affairs  
SBC Wireless, Inc.  
175 East Houston, Suite 1250  
San Antonio, TX 78205

Roger K. Toppins  
General Attorney & Asst. General Counsel  
External Affairs  
SBC Communications Inc.  
One Bell Plaza, Suite 3008  
Dallas, TX 75202

Laura S. Roecklein  
Dow, Lohnes & Albertson, PLLC  
1200 New Hampshire Avenue, NW  
Suite 800  
Washington DC 20036-6802  
Counsel for Nextel Communications, Inc.

Howard E. Woolley  
Vice President Wireless & International Relations  
Government Relations  
Bell Atlantic Mobile/ Bell Atlantic  
1300 I Street, NW  
Suite 400W  
Washington DC 20005

Scott R. Leonard  
Communications Group Manager  
New York State Technology Enterprise Corporation  
75 Electronic Parkway  
Rome, New York 13441

Robert A. Mazer  
Albert Shuldiner  
Vinson & Elkins L.L.P.  
1455 Pennsylvania Avenue, NW  
Washington DC 2004-1008  
Counsel for USA Digital Radio, Inc.

Lawrence R. Sidman, Esq.  
David R. Siddall, Esq.  
Verner, Liipfert, Bernhard, McPherson & Hand, Chartered  
901 15<sup>th</sup> Street, NW, Suite 700  
Washington, DC 20005  
Counsel for Harris Corporation

Henry M. Rivera  
Larry S. Solomon  
J. Thomas Nolan  
Shook, Hardy & Bacon L.L.P.  
600 14<sup>th</sup> Street, NW - Suite 800  
Washington, DC 20005-2004  
Counsel for Metricom, Inc.

Thomas J. Keller  
John M. R. Kneuer  
Verner Liipfert, Bernhard, McPherson and Hand, Chartered  
901 15<sup>th</sup> Street, NW, Suite 700  
Washington DC 20005  
Counsel for The Association of American Railroads

David A. Williams, Associate  
8283 Greensboro Drive  
McLean, VA 22102-3838  
Counsel for Public Safety Wireless Network

Ralph A. Haller  
President  
Fox Ridge Communications, Inc.  
17 E, Middle Street  
Gettysburg, PA 17325

Jeffrey L. Timmons  
Jason S. Roberts  
Irwin, Campbell & Tannenwald, P.C.  
1730 Rhode Island Avenue, NW  
Suite 200  
Washington, DC 20036  
Counsel for KM Communications, Inc.

Howard J. Symons  
Sara F. Seidman  
David M. Janas  
Mintz, Levin, Cohn, Ferris  
Glovsky and Popeo, P.C.  
701 Pennsylvania Avenue, NW – Suite 900  
Washington DC 20004  
Counsel for AT&T Corp.

Leigh M. Chinitz, Ph.D.  
Manager, Telecommunications Strategy and Spectrum  
Motorola, Inc.  
1350 I Street, NW - Suite 400  
Washington, DC 20005-3305

Douglas I. Brandon  
Vice President – Regulatory Affairs  
AT&T Wireless Services, Inc.  
1150 Connecticut Avenue, NW – Fourth Floor  
Washington, DC 20036

Stuart Ingis  
Piper Marbury Rudnick & Wolfe LLP  
1200 19<sup>th</sup> Street NW  
Washington DC 20036-2412  
Counsel for PSINet

Ruth M. Milkman  
Lawler, Metzger & Milkman, LLC  
1909 K Street, NW – Suite 820  
Washington, DC 20006  
Counsel for FreeSpace Communications

Richard A. Bohn  
Technical Advisor  
Electronic Services Section  
Maryland State Police  
7755 Washington Boulevard  
Jessup, MD 20794

Robert R. Moreau  
Chief of Police  
City of El Cajon  
100 Fletcher Parkway  
El Cajon, CA 92020

National Telecommunications and  
Information Administration  
United States Department of Commerce  
Washington, DC 20230

Thomas E. Wheeler, President/CEO  
Duston L. Ashton  
Cellular Telecommunications Industry Association  
1250 Connecticut Avenue, NW – Suite 800  
Washington, DC 20036

Albert J. Catalano  
Catalano & Plache, PLLC  
3221 M Street, NW  
Washington, DC 20007-3616  
Counsel for Dataradio Corporation

George Y. Wheeler  
Koteen & Naftalin, L.L.P.  
1150 Connecticut Avenue  
Washington, DC 20036-4104  
Counsel for Telephone and Data Systems, Inc.

Cheryl A. Tritt  
Morrison & Foerster LLP  
2000 Pennsylvania Avenue, NW  
Washington, DC 20006-1888  
Counsel for Burst Networks, Inc.

Gwen Mitchell-Byrd  
President  
Atlanta Communications Company  
1270 Techwood Drive, NE  
Atlanta, GA 30318

Richard Hart  
President  
Puget Sound Instrument Company, Inc.  
4611 11<sup>th</sup> Ave., NW  
Seattle, WA 98107

Gary Flanigan  
Mobile Radio Supervisor  
Nex-Tech  
145 N. Main  
PO Box 158  
Lenora, Kansas 67645

Ross Greer  
President/Owner  
Greer Communications, Inc.  
910-C Max Court  
Clarksville, TN 37043

Carlton C. Cozart  
President  
TBA Communications, Inc.  
4803 George Road, Suite 330  
Tampa, FL 33634

Tony J. Miller  
Platte Valley Communications  
2215 Avenue I  
P. O. Box 505  
Kearny, NE 68848-0505



John Landsberger, President  
BCI Communications  
9322 E. Dr. MLK Jr. Blvd.  
Tampa, FL 33610

Michael A. Lees  
President  
Western Communications, Inc.  
3106 S. Highway 79  
Rapid City, SD 57701

Dale C. Tripp  
President  
Supreme Radio Communications, Inc.  
4017 North Prospect Road  
Peoria Heights, IL 61614

Ronald D. Gilbert  
President  
Bytel, Inc.  
2525 South Shore Blvd., Suite 202  
League City, TX 77573

Ken Doll  
Vice President  
BearCom Wireless Worldwide  
3505 Cadillac Avenue, Bldg. L-1  
Costa Mesa, CA 92626

R. Todd Hankey, CFO  
Hankey's Radio, Inc.  
P. O. Box 775  
Evergreen Place & Elm Street  
Frederick, MD 21701

Nathan Sherman, President  
S & P Communications  
6712 Randolph Blvd.  
San Antonio, TX 78233

Glenn M. Hobbs  
President  
Communications & Electronics, Inc.  
1423 Latta Street  
Chattanooga, TN 37406

Alfred R. Mitchell  
President  
Coosa Valley Communications  
10 Bale Street  
Rome, GA 30165

Brad Cox  
Allcomm Wireless, Inc.  
4116 First Avenue North  
Birmingham, AL 35222

Fred Brady  
President  
DFW Communications  
2120 Regency Drive  
Irving, TX 75062

Paul B. Boudreau  
President  
ALL - COMM  
55 American Legion Highway  
Revere, Massachusetts 02151

John Reardon  
General Counsel  
Mobex Communications, Inc.  
1150 18<sup>th</sup> Street, Suite 250  
Washington, DC 20036-3839

Cathy Petty  
Vice President  
Mobile Communications of Gwinnet, Inc.  
885 Cripple Creek Drive  
Lawrenceville, GA 30243

Ronald J. Dorler Sr.  
President  
Dorler Communications Co.  
220 Riverside Industrial Pkwy  
Portland, Maine 04103

Charles A. Fox  
Director of Communications  
County of Charleston  
4356 Azalea Drive  
North Charleston, SC 29405-7477

Griffin A. Holcomb Jr.  
EMA Director  
Talledega County Emergency Management Agency  
1 Court Square, Basement  
P. O. Box 43  
Talladega, AL 35161

Cotton Howell  
Director  
Office of Emergency Management  
Post Office Box 11706  
Rock Hill, South Carolina 29731-1706

Michael McDermott  
President  
McDermott Communications Co.  
5310 W. Century Blvd. - Suite 101  
Los Angeles, CA 90045

Major Stan Copeland, Jail Administrator  
Douglas County Sheriff's Office  
6840 West Church Street  
Douglasville, GA 30134

Don Bigbie  
Vice President  
Savannah Communications  
P. O. Box 7328  
Garden City, Georgia 31418

David Bowles  
Managing Member  
Commercial Communications, LLC  
5211 Hwy 42  
Hattiesburg, Mississippi 39401

Larry G. Brown  
President  
Ohio Valley 2-Way Radio Inc.  
2035 E. Parrish Avenue  
Owensboro, Kentucky 42303

**Mike McCord**  
**President**  
**McCord Communications**  
**PO Box 8466**  
**Gadsden, AL 35902**

**Anthony Sabino Jr.**  
**President**  
**Regional Communications, Inc.**  
**864 Midland Avenue**  
**Paramus, NJ 07653-0144**

**Gene R. Fruehling**  
**President**  
**Express Radio, Inc.**  
**10850 Wiles Road**  
**Coral Springs, FL 33076**

**Sam Nelson**  
**Kay Communications, Inc.**  
**3307 East Napoleon Street**  
**Sulphur, LA 70663**

**Joseph D. Blair**  
**President**  
**Blair Communications, Inc.**  
**2207 Royal Lane – Suite 102**  
**Dallas, TX 75229**

**Robert W. Conrey**  
**CEO/ President**  
**Advanced Electronics, Inc.**  
**18220 South Broadway**  
**Gardenia, CA 90248**

**Gene Parry**  
**Communications Electronics, Inc.**  
**9494 Deereco Road**  
**Timonium, MD 21093**

**Richard C. Nowakowski**  
**Radio Frequency Coordinator**  
**City of Chicago**  
**Office of Emergency Communications**  
**1411 W. Madison Street**  
**Chicago, IL 60607-1809**

**Edwin F. Kemp**  
General Director  
Wireless Systems Engineering  
Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

**Mark D. Pallans**  
Telecommunications Mgr/Chmn, FCC Region Nine 800 Mhz Committee  
City of Ft. Lauderdale  
100 N. Andrews Avenue  
Fort Lauderdale, FL 33301

**A.J. Fasse**  
Secretary Treasurer  
Ford Communications, Inc.  
330 Town Center Drive - Suite 600  
Dearborn, Michigan 48126

**Michael Donatelli**  
Manager of Electronic Operations  
City of Chicago  
Office of Emergency Communications  
1411 West Madison Street  
Chicago, IL 60607-1809

**Susan J. Levine**  
Deputy Director  
Communications Division  
City of San Diego  
1220 Caminito Centre  
San Diego, CA 92102

**Michael J. Knapp**  
Executive Director  
Federal and State Regulatory  
Telcordia Technologies, Inc.  
2020 K Street, NW - Suite 400  
Washington, DC 20006

**Erwin L. Willis**  
Administrator  
North County Dispatch J.P.A.  
16936 El Fuego - P.O. Box 410  
Rancho Santa Fe, CA 92067

Kenneth Witkowski  
Division Chief  
City of Mishawaka  
P. O. Box 902  
200 N. Church Street  
Mishawaka, IN. 46544

Farzed Nazem  
Chief Technology Officer  
Yahoo! Inc.  
3420 Central Expressway  
Santa Clara, CA 95051

Frederick M. Gratke  
AVP Telecommunications  
Burlington Northern Santa Fe Company  
2600 Lou Menk Drive  
Ft. Worth, TX 76131-2830

Curt Knight  
Manager, Telecommunication Services Section  
2102 West Encanto Blvd.  
P. O. Box 6638  
Phoenix, AZ 85005-6638

Kathleen M. H. Wallman  
Chair  
Public Safety National  
Coordination Committee  
Wallman Strategic Consulting, LLC  
555 Twelfth Street, NW  
Washington, DC 20004

Peter Cramton  
Professor of Economics  
University of Maryland  
Department of Economics  
College Park, MD 20742-7211

Allen F. Gerth  
CEO  
Mobilcomm, Inc  
1211 W. Sharon Road  
Cincinnati, OH 45240

Sara F. Seidman  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
701 Pennsylvania Avenue, NW  
Washington, DC 20004  
Council for AT&T Wireless

George I. Zysman  
Lucent Technologies  
67 Whippany Road  
Room 4A340  
Whippany, NJ 07981

Ed Dodge  
President, Soo Line Railroad  
Executive Vice President Operations, Canadian Pacific Railway  
Canadian Pacific Railway  
401 9<sup>th</sup> Avenue, SW  
Calgary, AB, Canada  
T2P 4Z4

Carol L. Tacker  
Vice President & General Counsel  
SBC Wireless, Inc.  
17330 Preston Road, Suite 100A  
Dallas, TX 75252

Scott Blake Harris  
Harris, Wiltshire & Grannis LLP  
1200 Eighteenth Street, NW  
Washington, DC 20036  
Counsel for Cisco Systems, Inc.

The Honorable Tom Bliley  
Chairman, Committee on Commerce  
U. S. House of Representatives  
Rayburn House Office Building, Room 2125  
Washington, DC 20515-6115

Thomas Gutierrez  
Lukas, Nace, Guitierrez & Sachs Chartered  
1111 Nineteenth Street, NW, Suite 1200  
Washington, DC 20036  
Counsel for Leap Wireless International, Inc.

David Alan Nall  
Squire, Sanders & Dempsey L.L.P.  
1201 Pennsylvania Avenue, NW  
P. O. Box 407  
Washington, DC 20044-0407  
Counsel for Boeing Company

Peter K. Pitsch  
Intel Government Affairs  
1634 I Street, NW #300  
Washington, DC 20006

William M. Yandell, III  
Alaska DigiTel, LLC  
5350 Poplar Avenue, Suite 875  
Memphis, TN 38119

Timothy Cough  
Whitten's 2-Way Service, Inc.  
155 Robertson Blvd.  
Brewer, ME 04401

W. David Haire  
President  
Coastal Electronics, Inc.  
4527 Hwy 17 So.  
P. O. Box 12007  
New Bern, NC 28561

David R. Groen  
President  
CTI Products Inc.  
1211 West Sharon Road  
Cincinnati, OH 45240

I. Dino Ajo  
President  
Delta Radio Systems, Inc.  
7805 NW 57<sup>th</sup> Street  
Miami, FL 33166

C. Patrick Cuntz  
Radio Division Manager  
EMCO, Inc.  
8900 South Choctaw Drive  
Baton Rouge, LA 70815



**Don Livingston**  
**President**  
**Communications Engineering Services**  
**2112 West Yonge Street**  
**Pensacola, FL 32505**

**Richard T. Jones**  
**President**  
**Metropolitan Communications**  
**The Great American Enterprise Inc.**  
**103 Commercial Avenue**  
**Carrollton, Georgia 30117**

**Honorable Byron L. Dorgan**  
**United States Senate**  
**Washington, DC 20510**

**Glenn E. Bair, II**  
**Vice President Sales and Service**  
**Bair's Electronics Service, Inc.**  
**557 SE Avenue E**  
**Belle Glade, FL 33430**

**Michael Knop**  
**President**  
**Jackson Communications, Inc.**  
**510 West Cohea**  
**Jackson, Mississippi 39203**

**Karl F. Hosterman**  
**President**  
**Centre Communications**  
**PO Box 119**  
**Route 144 South**  
**Bellefonte, PA 16823**

**Mike Hasty**  
**President**  
**Hasty's Communications East, Inc.**  
**112 Key Drive**  
**Brunswick, GA 31520**

**Chris Bergman**  
Vice President  
Texas Communications  
7801 North Lamar Blvd, Suite C-71  
Austin, TX 78752

**David Alston**  
Director – 2Way Radio Division  
Teletouch Communications Inc.  
PO Box 12540  
Longview, TX 75607

**John W. McCall**  
Macon Communications, Inc.  
4470 Broadway  
Macon, GA 31206

**Don Holzheimer, Owner**  
**Bonnie Holbrook, General Manager**  
Industrial & Electronics LLP  
201 Erie Drive  
P.O. Box 31632  
Billings, MT 59107

**Eucke Warren**  
President  
Sierra Electronics  
690 East Glendale Avenue – Suite 9B  
PO Box 1545  
Sparks, NV 89432-1545

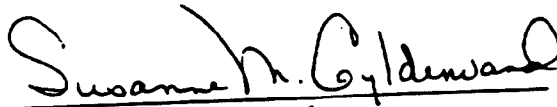
**James E. Berg**  
President  
Sioux Falls Two Way Radio Service, Inc.  
700 East 3<sup>rd</sup> Street  
Sioux Falls, SD 57103

**Brian F. Fontes**  
Senior Vice President for Policy and Administration  
The Cellular Telecommunications Industry Association  
1250 Connecticut Avenue, NW – Suite 800  
Washington, DC 20036-2603

Scott Donohue  
President  
Coloma Wireless, LLC  
One Lombard Street  
San Francisco, CA 94111

Marc Berejka  
Federal Government Affairs Manager  
Microsoft Corporation  
21 Dupont Circle, Suite 500  
Washington, DC 20036

\*International Transcription Services, Inc.  
1231 20<sup>th</sup> Street, NW  
Washington, DC 20037

  
Susanne M. Gyldenvand  
Susanne M. Gyldenvand