

TABLE OF CONTENTS

I.	<u>Introduction</u>	<u>Page #</u>
	A. Highlights of Changes from Original Bidder Information Package	1
	B. FCC Auction Highlights	5
	C. Summary of Licenses to be Auctioned	7
II.	<u>Auction Procedures, Terms and Conditions</u>	
	Part I. Pre-Auction Procedures	23
	Part II. Auction Event	33
	Part III. Post-Auction Procedures	39
III.	<u>Electronic Filing and Remote Access Instructions, Software Order Form and Seminar Registration Form</u>	
	A. Electronic Filing and Remote Access Information	47
	B. Electronic Bid Submission Software Order Form	61
	C. Auction Seminar Registration Form	63
IV.	<u>FCC Forms and Instructions</u>	
	A. FCC Form 175 - Application to Participate in an FCC Auction & FCC Form 175-S (Supplemental)	67
	B. FCC Form 175 Organizational Guidelines and Checklist for Attachments	71
	C. FCC Form 159 - FCC Remittance Advice Form & Advice Continuation Sheet	75
V.	<u>Sixth Report and Order and Amended FCC Rules</u>	87



I. Introduction



SUPPLEMENTAL BIDDER PACKAGE

HIGHLIGHTS OF CHANGES FROM ORIGINAL BIDDER INFORMATION PACKAGE

This Supplemental Bidder Package contains several changes to the original Bidder Information Package released on May 19, 1995. This document is intended to supplement, but not replace, the original Bidder Information Package. Where changes to the original Bidder Information Package appear in this Supplemental Bidder Package, those changes are controlling. Potential applicants to the C block auction should pay particular attention to the following list of changes appearing in this Supplemental Bidder Package:

I. Introduction

A. New Dates

Auction Date: Monday, December 11, 1995.

Auction Seminar: Thursday, November 16, 1995. The mock auction will be conducted remotely in lieu of an on-site auction seminar.

Pre-Auction Deadlines:

- Short form Application (FCC Form 175) . . . 5:30 p.m., ET, Monday, November 6, 1995
- Upfront Payments:
 - Wire Transfer 3:00 p.m., ET, Monday, November 27, 1995
 - Cashier's Check 11:59 p.m., ET, Monday, November 27, 1995

B. Change in Basic Trading Area

The "Summary of Licenses to be Auctioned" is included in the Supplemental Bidder Package due to an error in the original Bidder Information Package. Market number B306 is "Morgantown, WV," not Morgantown, LA, as originally published.

C. Public Notice

The Public Notice released on October 6, 1995 (which is not included in this Supplemental Bid Package) replaces the May 11, 1995 Public Notice.

II. Auction Procedures, Terms and Conditions

This section has changed significantly since the publication of the original Bidder Information Package. The Auction Procedures, Terms and Conditions has been republished in its entirety in Part II of this Supplemental Bidder Package. New instructions regarding

electronic filing are contained in this section. Applicants for the C block auction are encouraged to file their FCC Form 175s electronically. **Applicants should be aware that only those applicants who file applications electronically will be permitted to bid electronically or telephonically. Applicants who file their applications manually, however, will only be permitted to bid telephonically.**

In the original Bidder Information Package, the term MHz-pops (number of megahertz of the spectrum block multiplied by the population of the BTA service area) is used to describe the activity rules, stage transition rules, bid increment rules, etc. In this Supplemental Bidder Package, all references to the term "MHz-pops" have been changed to the term "bidding units". Bidding units are equivalent to the MHz-pop calculation. The electronic bidding software screens refer to the MHz-pops or bidding units as "bid units".

In the original Bidder Information Package, and in the Public Notice dated October 6, 1995, the deposit withheld to assess the penalty for a disqualification or default was incorrectly described as five percent of the amount bid on the defaulted licenses. **If the amount of the penalty for a default or disqualification cannot be determined, the bidder will be required to make a deposit of 20 percent, not five percent, of the net amount bid on such licenses.**

III. Electronic Filing and Remote Access Instructions and Software Order Form

The electronic filing and remote access instructions have been changed significantly. This section has been republished in its entirety. This section includes information on obtaining the new electronic bidding software and its associated costs. The software costs \$175 and charges for remote electronic access and bidding will be assessed at \$2.30 per minute. In addition, the round results formats have been changed. An order form is included in the Supplemental Bidder Package for qualified applicants to purchase the bidding software.

IV. FCC Forms and Instructions

The Supplemental Bidder Package contains a new short form application, FCC Form 175 and FCC Form 175-S (supplemental). Potential applicants must use the new FCC Form 175 and FCC Form 175-S (marked "October 1995" in the bottom right-hand corner). Previous versions of the FCC Form 175 and FCC Form 175-S will not be accepted. In addition, a new "Organizational Guidelines and Checklist for Attachments" section appears in Section IV of the Supplemental Bidder Package. Finally, the new FCC Form 159 and FCC Form 159-C, and revised instructions concerning upfront payments, are included in this section.

Potential applicants are advised to ignore the spreadsheet format of page 119 (Security Holders Worksheet) and pages 133-172 (down payment and installment payment information) of the original Bidder Information Package. Applicants that file electronically should provide the security holders information in an ASCII text file.

V. Selected FCC Rules

The Commission's Sixth Report and Order and amended Rules (except for Appendices B through D) are included in Section V of this Supplemental Bidder Package. Among other things, the Sixth Report and Order made significant changes to the C block rules concerning bidder preferences. Potential applicants must review these changes closely to evaluate which preferences may be available to them.

Applicants should review the items contained in Section V. of the original Bidder Information Package, which remain valid, except to the extent they have been modified by the Sixth Report and Order and Amended Rules.

FCC "C" BLOCK AUCTION HIGHLIGHTS

493 BROADBAND PCS LICENSES FOR BASIC TRADING AREAS

**Simultaneous Multiple
Round Auction:**

Bidding will begin Monday, December 11, 1995. The precise schedule for bidding will be announced in a Public Notice, two weeks prior to the start of the auction.

Auction Seminar:

Thursday, November 16, 1995

Bidder Eligibility Requirements

Review Bidder Information Package, Supplemental Bidder Package, applicable Rules and Public Notices for complete details.

Deadline for Receipt of Completed Short Form Application (FCC Form 175/175-S)
Monday, November 6, 1995, no later than 5:30 p.m. ET

Deadline for Receipt of Upfront Payment
Monday, November 27, 1995, no later than 11:59 p.m. ET (Deliveries)
Monday, November 27, 1995, no later than 3:00 p.m. ET (Wire Transfers)

**For Additional Information please contact:
Hudson & Marshall Auctioneers
1225 I Street, N.W., Suite 500
Washington, DC 20005
(202) 408-1322**

**SUMMARY OF LICENSES TO BE AUCTIONED
BLOCK C**

Market No.	Basic Trading Area	License No.*	Population**	Upfront Payment***
M001 - New York				
B321	New York, NY	PBB321C	18,050,615	\$8,122,776.75
B184	Hartford, CT	PBB184C	1,123,678	\$505,655.10
B007	Albany-Schenectady, NY	PBB007C	1,028,615	\$462,876.75
B318	New Haven-Waterbury-Meriden, CT	PBB318C	976,311	\$440,239.95
B438	Syracuse, NY	PBB438C	791,140	\$356,013.00
B010	Allentown-Bethlehem-Easton, PA	PBB010C	686,688	\$309,009.60
B412	Scranton-Wilkes Barre-Hazleton, PA	PBB412C	678,410	\$305,284.50
B361	Poughkeepsie-Kingston, NY	PBB361C	424,766	\$191,144.70
B063	Burlington, VT	PBB063C	369,128	\$166,107.60
B319	New London-Norwich, CT	PBB319C	357,482	\$160,866.90
B043	Binghamton, NY	PBB043C	356,645	\$160,490.25
B453	Utica-Rome, NY	PBB453C	316,633	\$142,484.85
B127	Elmira-Corning-Hornell, NY	PBB127C	315,036	\$141,767.10
B463	Watertown, NY	PBB463C	296,253	\$133,313.85
B352	Plattsburgh, NY	PBB352C	123,121	\$55,404.45
B164	Glens Falls, NY	PBB164C	118,599	\$53,342.55
B333	Oneonta, NY	PBB333C	107,742	\$48,463.90
B388	Rutland-Bennington, VT	PBB388C	97,987	\$44,094.15
B435	Stroudsburg, PA	PBB435C	95,709	\$43,069.05
B208	Ithaca, NY	PBB208C	84,097	\$42,343.65
M002 - Los Angeles-San Diego				
B262	Los Angeles, CA	PBB262C	14,549,810	\$6,547,414.50
B402	San Diego, CA	PBB402C	2,488,016	\$1,124,107.20
B245	Las Vegas, NV	PBB245C	857,856	\$388,035.20
B028	Bakersfield, CA	PBB028C	543,477	\$244,564.65
B406	Santa Barbara-Santa Maria, CA	PBB406C	389,608	\$188,323.60
B405	San Luis Obispo, CA	PBB405C	217,162	\$97,722.90
B124	El Centro-Calexico, CA	PBB124C	109,303	\$49,186.35
M003 - Chicago				
B078	Chicago, IL	PBB078C	8,182,076	\$3,681,934.20
B155	Ft. Wayne, IN	PBB155C	646,796	\$291,031.20
B344	Peoria, IL	PBB344C	455,643	\$205,039.35
B380	Rockford, IL	PBB380C	412,120	\$185,454.00
B424	South Bend-Mishawaka, IN	PBB424C	330,821	\$148,869.45
B426	Springfield, IL	PBB426C	254,696	\$114,613.20
B109	Decatur-Effingham, IL	PBB109C	247,606	\$111,423.60
B126	Elkhart, IN	PBB126C	235,152	\$105,818.40
B071	Champaign-Urbana, IL	PBB071C	222,312	\$100,040.40
B046	Bloomington, IL	PBB046C	215,766	\$97,107.75
B039	Benton Harbor, MI	PBB039C	161,378	\$72,620.10
B243	La Salle-Peru-Ottawa-Stratford, IL	PBB243C	148,331	\$68,748.85
B225	Kankakee, IL	PBB225C	127,042	\$57,188.90
B103	Danville, IL	PBB103C	114,241	\$51,408.45
B294	Michigan City-La Porte, IN	PBB294C	107,086	\$48,179.70
B161	Galesburg, IL	PBB161C	75,574	\$34,008.30
B213	Jacksonville, IL	PBB213C	70,795	\$31,857.75
B286	Mattoon, IL	PBB286C	62,314	\$28,041.30
M004 - San Francisco-Oakland-San Jose				
B404	San Francisco-Oakland-San Jose, CA	PBB404C	6,420,984	\$2,889,442.80
B389	Sacramento, CA	PBB389C	1,656,581	\$745,461.45
B157	Fresno, CA	PBB157C	755,580	\$340,011.00
B434	Stockton, CA	PBB434C	512,626	\$230,661.70
B372	Reno, NV	PBB372C	439,279	\$197,875.55
B303	Modesto, CA	PBB303C	418,978	\$188,540.10

SUMMARY OF LICENSES TO BE AUCTIONED

BLOCK C

Market No.	Basic Trading Area	License No.*	Population**	Upfront Payment***
	M004 - San Francisco-Oakland-San Jose (cont.)			
B458	Visalia-Porterville-Hanford, CA	PBB458C	413,390	\$186,025.50
B397	Salinas-Monterey, CA	PBB397C	355,660	\$160,047.00
B371	Redding, CA	PBB371C	253,255	\$113,964.75
B079	Chico-Oroville, CA	PBB079C	206,918	\$93,113.10
B291	Merced, CA	PBB291C	192,705	\$86,717.25
B134	Eureka, CA	PBB134C	142,578	\$64,160.10
B485	Yuba City-Marysville, CA	PBB485C	122,643	\$55,189.35
	M005 - Detroit			
B112	Detroit, MI	PBB112C	4,705,164	\$2,117,323.80
B169	Grand Rapids, MI	PBB169C	916,060	\$412,227.00
B444	Toledo, OH	PBB444C	782,184	\$351,982.80
B390	Saginaw-Bay City, MI	PBB390C	615,364	\$276,913.80
B145	Flint, MI	PBB145C	500,229	\$225,103.06
B241	Lansing, MI	PBB241C	489,698	\$220,364.10
B223	Kalamazoo, MI	PBB223C	352,384	\$158,572.80
B255	Lima, OH	PBB255C	249,734	\$112,380.30
B033	Battle Creek, MI	PBB033C	227,541	\$102,393.45
B310	Muskegon, MI	PBB310C	206,974	\$93,138.30
B446	Traverse City, MI	PBB446C	204,600	\$92,070.00
B209	Jackson, MI	PBB209C	193,187	\$86,934.15
B143	Findlay-Tiffin, OH	PBB143C	147,523	\$66,385.35
B307	Mt. Pleasant, MI	PBB307C	118,558	\$53,351.10
B005	Adrian, MI	PBB005C	91,476	\$41,164.20
B345	Petoskey, MI	PBB345C	65,863	\$38,638.35
B011	Alpena, MI	PBB011C	63,429	\$28,543.05
B409	Sault Ste. Marie, MI	PBB409C	51,041	\$22,968.45
	M006 - Charlotte-Greensboro-Greenville-Raleigh			
B074	Charlotte-Gastonia, NC	PBB074C	1,671,037	\$751,966.65
B174	Greensboro-Winston-Salem-High Point, NC	PBB174C	1,241,349	\$558,607.05
B368	Raleigh-Durham, NC	PBB368C	1,089,423	\$490,240.35
B177	Greenville-Spartanburg, SC	PBB177C	788,212	\$354,695.40
B072	Charleston, SC	PBB072C	624,369	\$280,966.05
B141	Fayetteville-Lumberton, NC	PBB141C	571,328	\$257,097.60
B091	Columbia, SC	PBB091C	569,754	\$255,939.30
B020	Asheville-Hendersonville, NC	PBB020C	510,055	\$229,524.75
B016	Anderson, SC	PBB016C	305,120	\$137,304.00
B189	Hickory-Lenoir-Morganton, NC	PBB189C	292,409	\$131,584.05
B478	Wilmington, NC	PBB478C	249,711	\$112,369.95
B147	Florence, SC	PBB147C	239,208	\$107,643.60
B176	Greenville-Washington, NC	PBB176C	218,937	\$98,521.65
B165	Goldensboro-Kinston, NC	PBB165C	217,319	\$97,793.55
B382	Rocky Mount-Wilson, NC	PBB382C	199,296	\$89,683.20
B316	New Bern, NC	PBB316C	154,955	\$69,729.75
B214	Jacksonville, NC	PBB214C	149,838	\$67,427.10
B436	Sumter, SC	PBB436C	149,524	\$67,285.80
B312	Myrtle Beach, SC	PBB312C	144,053	\$64,823.85
B335	Orangeburg, SC	PBB335C	114,458	\$51,506.10
B062	Burlington, NC	PBB062C	108,213	\$48,695.85
B377	Roanoke Rapids, NC	PBB377C	76,314	\$34,341.30
B178	Greenwood, SC	PBB178C	68,435	\$30,795.75
	M007 - Dallas-Ft. Worth			
B101	Dallas-Ft. Worth, TX	PBB101C	4,329,924	\$1,948,465.80
B027	Austin, TX	PBB027C	899,361	\$404,712.45
B419	Shreveport, LA	PBB419C	583,266	\$262,469.70
B264	Lubbock, TX	PBB264C	392,901	\$176,805.45

SUMMARY OF LICENSES TO BE AUCTIONED

BLOCK C

Market No.	Basic Trading Area	License No.*	Population**	Upfront Payment***
	M007 - Dallas-Ft. Worth (cont.)			
B013	Amarillo, TX	PBB013C	380,341	\$171,953.45
B304	Monroe, LA	PBB304C	324,397	\$145,978.65
B260	Longview-Marshall, TX	PBB260C	292,659	\$131,696.55
B441	Temple-Killeen, TX	PBB441C	291,768	\$131,295.60
B459	Waco, TX	PBB459C	270,052	\$121,523.40
B452	Tyler, TX	PBB452C	269,762	\$121,392.90
B443	Texarkana, TX/AR	PBB443C	255,983	\$115,192.35
B003	Abilene, TX	PBB003C	253,174	\$113,928.30
B327	Odessa, TX	PBB327C	213,420	\$96,039.00
B473	Wichita Falls, TX	PBB473C	209,339	\$94,202.55
B400	San Angelo, TX	PBB400C	155,845	\$70,130.25
B418	Sherman-Denison, TX	PBB418C	151,914	\$68,361.30
B296	Midland, TX	PBB296C	111,567	\$50,205.15
B341	Paris, TX	PBB341C	89,422	\$40,239.90
B087	Clovis, NM	PBB087C	71,024	\$31,980.80
B057	Brownwood, TX	PBB057C	57,684	\$25,957.80
B191	Hobbs, NM	PBB191C	55,765	\$25,094.25
B040	Big Spring, TX	PBB040C	34,589	\$15,565.05
	M008 - Boston-Providence			
B051	Boston, MA	PBB051C	4,133,895	\$1,860,252.75
B364	Providence-Pawtucket, RI-New Bedford-Fall River, MA	PBB364C	1,509,789	\$679,405.05
B480	Worcester-Fitchburg-Leominster, MA	PBB480C	709,705	\$319,387.25
B427	Springfield-Holyoke, MA	PBB427C	672,970	\$302,838.50
B274	Manchester-Nashua-Concord, NH	PBB274C	540,704	\$243,316.80
B357	Portland-Brunswick, ME	PBB357C	471,814	\$212,226.30
B030	Bangor, ME	PBB030C	316,838	\$142,577.10
B251	Lewiston-Auburn, ME	PBB251C	221,697	\$99,763.65
B201	Hyannis, MA	PBB201C	204,256	\$91,915.20
B249	Lebanon-Claremont, NH	PBB249C	167,576	\$75,409.20
B465	Waterville-Augusta, ME	PBB465C	165,671	\$74,551.95
B351	Pittsfield, MA	PBB351C	139,352	\$62,708.40
B227	Keene, NH	PBB227C	111,709	\$50,289.05
B363	Presque Isle, ME	PBB363C	86,936	\$39,121.20
	M009 - Philadelphia			
B346	Philadelphia, PA-Wilmington, DE-Trenton, NJ	PBB346C	5,899,345	\$2,654,705.25
B181	Harrisburg, PA	PBB181C	654,808	\$294,663.60
B240	Lancaster, PA	PBB240C	422,822	\$190,269.90
B483	York-Hanover, PA	PBB483C	417,848	\$188,031.60
B370	Reading, PA	PBB370C	336,523	\$151,435.35
B025	Atlantic City, NJ	PBB025C	319,416	\$143,737.20
B116	Dover, DE	PBB116C	251,257	\$113,065.65
B437	Sunbury-Shamokin, PA	PBB437C	187,362	\$84,312.90
B475	Williamsport, PA	PBB475C	161,996	\$72,898.20
B360	Pottsville, PA	PBB360C	152,585	\$68,663.25
B429	State College, PA	PBB429C	123,788	\$55,703.70
	M010 - Washington-Baltimore			
B461	Washington, DC	PBB461C	4,118,628	\$1,853,382.60
B029	Baltimore, MD	PBB029C	2,430,563	\$1,093,753.35
B179	Hagerstown, MD-Chambersburg, PA-Martinsburg, WV	PBB179C	327,693	\$147,461.85
B075	Charlottesville, VA	PBB075C	190,128	\$85,557.60
B398	Salisbury, MD	PBB398C	163,043	\$73,369.35
B100	Cumberland, MD	PBB100C	156,707	\$70,518.15
B479	Winchester, VA	PBB479C	137,549	\$61,897.05
B183	Harrisonburg, VA	PBB183C	128,910	\$58,009.50
B156	Fredericksburg, VA	PBB156C	124,664	\$56,094.30

SUMMARY OF LICENSES TO BE AUCTIONED

BLOCK C

Market No.	Basic Trading Area	License No.*	Population**	Upfront Payment***
	M011 - Atlanta			
B024	Atlanta, GA	PBB024C	3,197,171	\$1,438,726.95
B410	Savannah, GA	PBB410C	630,180	\$283,581.00
B271	Macon-Warner Robins, GA	PBB271C	589,208	\$265,143.60
B026	Augusta, GA	PBB026C	521,822	\$234,819.90
B076	Chattanooga, TN	PBB076C	510,860	\$229,887.00
B092	Columbus, GA	PBB092C	342,333	\$154,049.85
B006	Albany-Tifton, GA	PBB006C	324,899	\$146,204.55
B160	Gainesville, GA	PBB160C	170,365	\$76,664.25
B022	Athens, GA	PBB022C	166,030	\$74,713.50
B334	Opelika-Auburn, AL	PBB334C	124,022	\$55,809.90
B364	Rome, GA	PBB364C	115,066	\$51,779.70
B102	Dalton, GA	PBB102C	96,609	\$44,374.05
B085	Cleveland, TN	PBB085C	87,355	\$39,309.75
B237	La Grange, GA	PBB237C	64,164	\$28,873.80
	M012 - Minneapolis-St. Paul			
B298	Minneapolis-St. Paul, MN	PBB298C	2,840,561	\$1,278,252.45
B119	Duluth, MN	PBB119C	400,771	\$180,346.95
B138	Fargo, ND	PBB138C	286,015	\$134,106.75
B277	Mankato-Fairmont, MN	PBB277C	245,144	\$110,314.80
B391	St. Cloud, MN	PBB391C	243,888	\$109,749.60
B378	Rochester-Austin-Albert Lea, MN	PBB378C	233,167	\$104,925.15
B166	Grand Forks, ND	PBB166C	213,832	\$96,269.40
B422	Sioux Falls, SD	PBB422C	207,716	\$93,472.20
B123	Eau Claire, WI	PBB123C	180,589	\$81,261.55
B477	Willmar-Marshall, MN	PBB477C	123,749	\$55,687.05
B046	Bismarck, ND	PBB046C	123,682	\$55,666.90
B299	Minot, ND	PBB299C	122,667	\$55,209.15
B142	Fergus Falls, MN	PBB142C	120,187	\$54,075.15
B461	Worthington, MN	PBB461C	96,602	\$43,470.90
B001	Aberdeen, SD	PBB001C	86,891	\$40,000.95
B301	Mitchell, SD	PBB301C	84,095	\$37,842.75
B064	Brainerd, MN	PBB064C	78,486	\$35,309.25
B464	Watertown, SD	PBB464C	74,556	\$33,549.75
B037	Bemidji, MN	PBB037C	57,632	\$25,934.40
B199	Huron, SD	PBB199C	53,189	\$23,935.05
B113	Dickinson, ND	PBB113C	38,001	\$17,100.45
B207	Ironwood, MI	PBB207C	33,059	\$14,876.55
B476	Williston, ND	PBB476C	27,512	\$12,360.40
	M013 - Tampa-St. Petersburg-Orlando			
B440	Tampa-St. Petersburg-Clearwater, FL	PBB440C	2,249,405	\$1,012,232.25
B336	Orlando, FL	PBB336C	1,266,429	\$565,393.05
B408	Sarasota-Bradenton, FL	PBB408C	513,348	\$231,006.60
B239	Lakeland-Winter Haven, FL	PBB239C	405,382	\$182,421.90
B107	Daytona Beach, FL	PBB107C	399,413	\$179,735.85
B269	Melbourne-Titusville, FL	PBB269C	398,978	\$179,540.10
B326	Ocala, FL	PBB326C	194,633	\$87,674.85
	M014 - Houston			
B196	Houston, TX	PBB196C	4,064,263	\$1,824,413.85
B034	Beaumont-Port Arthur, TX	PBB034C	432,129	\$194,458.05
B238	Lake Charles, LA	PBB238C	259,426	\$116,741.25
B059	Bryan-College Station, TX	PBB059C	150,998	\$67,949.10
B456	Victoria, TX	PBB456C	148,963	\$67,483.35
B265	Lufkin-Nacogdoches, TX	PBB265C	144,061	\$64,636.45

SUMMARY OF LICENSES TO BE AUCTIONED

BLOCK C

Market No.	Basic Trading Area	License No.*	Population**	Upfront Payment***
	M015 - Miami- Ft. Lauderdale			
B293	Miami-Ft. Lauderdale, FL	PBB293C	3,270,606	\$1,471,772.70
B469	West Palm Beach-Boca Raton, FL	PBB469C	893,145	\$401,915.25
B151	Ft. Myers, FL	PBB151C	479,452	\$215,753.40
B152	Ft. Pierce-Vero Beach-Stuart, FL	PBB152C	341,279	\$153,575.55
B313	Naples, FL	PBB313C	152,099	\$68,444.55
	M016 - Cleveland			
B084	Cleveland-Akron, OH	PBB084C	2,894,133	\$1,302,359.85
B065	Canton-New Philadelphia, OH	PBB065C	513,623	\$231,130.35
B484	Youngstown-Warren, OH	PBB484C	492,619	\$221,678.55
B131	Erie, PA	PBB131C	275,572	\$124,007.40
B278	Mansfield, OH	PBB278C	221,514	\$99,681.30
B403	Sandusky, OH	PBB403C	133,019	\$59,858.55
B416	Sharon, PA	PBB416C	121,003	\$54,451.35
B122	East Liverpool-Salem, OH	PBB122C	108,278	\$48,724.20
B021	Ashtabula, OH	PBB021C	99,821	\$44,919.45
B287	Meadville, PA	PBB287C	86,169	\$38,776.05
	M017 - New Orleans-Baton Rouge			
B320	New Orleans, LA	PBB320C	1,367,169	\$615,226.05
B032	Baton Rouge, LA	PBB032C	623,657	\$280,645.65
B302	Mobile, AL	PBB302C	594,397	\$267,478.65
B236	Lafayette-New Iberia, LA	PBB236C	496,579	\$223,480.55
B343	Pensacola, FL	PBB343C	344,408	\$164,962.70
B042	Biloxi-Gulfport-Pascagoula, MS	PBB042C	336,791	\$162,905.95
B009	Alexandria, LA	PBB009C	280,133	\$126,069.85
B186	Houma-Thibodaux, LA	PBB186C	263,691	\$118,666.45
B164	Ft. Walton Beach, FL	PBB164C	171,536	\$77,191.20
B186	Hattiesburg, MS	PBB186C	161,694	\$72,862.30
B269	McComb-Brookhaven, MS	PBB269C	107,296	\$48,284.10
B180	Hammond, LA	PBB180C	96,563	\$43,012.35
B246	Laurel, MS	PBB246C	79,148	\$36,616.25
	M018 - Cincinnati-Dayton			
B081	Cincinnati, OH	PBB081C	1,990,451	\$895,702.95
B106	Dayton-Springfield, OH	PBB106C	1,207,699	\$543,460.05
B073	Charleston, WV	PBB073C	481,387	\$216,624.16
B187	Huntington, WV-Ashland, KY	PBB187C	363,936	\$163,771.20
B474	Williamson, WV-Pikeville, KY	PBB474C	185,682	\$83,556.90
B046	Bluefield, WV	PBB046C	184,020	\$82,809.00
B035	Beckley, WV	PBB035C	167,112	\$75,200.40
B359	Portsmouth, OH	PBB359C	93,366	\$42,010.20
B259	Logan, WV	PBB259C	43,032	\$19,364.40
	M019 - St. Louis			
B394	St. Louis, MO	PBB394C	2,742,114	\$1,233,951.30
B428	Springfield, MO	PBB428C	532,680	\$239,796.00
B067	Carbondale-Marion, IL	PBB067C	209,497	\$94,273.65
B060	Columbia, MO	PBB060C	190,536	\$85,741.20
B066	Cape Girardeau-Sikeston, MO	PBB066C	181,795	\$81,807.75
B367	Quincy, IL-Hannibal, MO	PBB367C	177,213	\$79,745.85
B366	Poplar Bluff, MO	PBB366C	148,240	\$66,708.00
B217	Jefferson City, MO	PBB217C	141,404	\$63,831.80
B308	Mt. Vernon-Centralia, IL	PBB308C	119,286	\$53,678.70
B383	Rolla, MO	PBB383C	98,233	\$44,204.85
B470	West Plains, MO	PBB470C	67,165	\$30,224.25
B230	Kirkville, MO	PBB230C	55,563	\$25,003.35

**SUMMARY OF LICENSES TO BE AUCTIONED
BLOCK C**

Market No.	Basic Trading Area	License No.*	Population**	Upfront Payment***
M020 - Milwaukee				
B297	Milwaukee, WI	PBB297C	1,751,525	\$788,186.25
B272	Madison, WI	PBB272C	593,145	\$266,915.25
B018	Appleton-Oshkosh, WI	PBB018C	399,281	\$179,867.45
B173	Green Bay, WI	PBB173C	310,435	\$139,695.75
B234	La Crosse, WI-Winona, MN	PBB234C	295,789	\$133,096.05
B466	Wausau-Rhineland, WI	PBB466C	220,060	\$99,027.00
B216	Janesville-Beloit, WI	PBB216C	214,510	\$96,529.50
B432	Stevens Point-Marshfield-Wisconsin Rapids, WI	PBB432C	201,240	\$90,558.00
B417	Sheboygan, WI	PBB417C	103,877	\$46,744.85
B148	Fond du Lac, WI	PBB148C	90,083	\$40,537.35
B276	Marion, WI	PBB276C	80,421	\$36,189.45
B282	Marquette, MI	PBB282C	79,859	\$35,936.55
B279	Marquette, WI-Menominee, MI	PBB279C	65,488	\$29,460.80
B132	Escanaba, MI	PBB132C	46,082	\$20,736.90
B194	Houghton, MI	PBB194C	45,101	\$20,295.45
B206	Iron Mountain, MI	PBB206C	44,596	\$20,068.20
M021 - Pittsburgh				
B350	Pittsburgh, PA	PBB350C	2,507,839	\$1,128,527.55
B218	Johnstown, PA	PBB218C	241,247	\$108,561.15
B012	Altoona, PA	PBB012C	222,625	\$100,181.25
B471	Wheeling, WV	PBB471C	219,937	\$98,971.65
B082	Clarksburg-Elkins, WV	PBB082C	190,498	\$85,724.10
B431	Steubenville, OH-Weirton, WV	PBB431C	142,523	\$64,135.35
B117	Du Bois-Clearfield, PA	PBB117C	124,180	\$55,881.00
B328	Oil City-Franklin, PA	PBB328C	105,882	\$47,646.90
B306	Morgantown, WV	PBB306C	104,546	\$47,045.70
B317	New Castle, PA	PBB317C	96,246	\$43,310.70
B203	Indiana, PA	PBB203C	89,994	\$40,467.30
B137	Fairmont, WV	PBB137C	57,249	\$25,762.05
M022 - Denver				
B110	Denver, CO	PBB110C	2,073,952	\$933,278.40
B089	Colorado Springs, CO	PBB089C	409,482	\$184,266.90
B366	Pueblo, CO	PBB366C	266,001	\$119,700.45
B168	Grand Junction, CO	PBB168C	187,062	\$84,177.90
B149	FT. Collins-Loveland, CO	PBB149C	166,136	\$83,781.20
B369	Rapid City, SD	PBB369C	181,278	\$81,575.10
B069	Casper-Gillette, WY	PBB069C	136,172	\$60,827.40
B172	Greeley, CO	PBB172C	131,821	\$59,319.45
B077	Cheyenne, WY	PBB077C	103,939	\$46,772.55
B411	Scottsbluff, NE	PBB411C	101,954	\$45,879.30
B381	Rock Springs, WY	PBB381C	56,981	\$25,641.45
B375	Riverton, WY	PBB375C	46,859	\$21,086.55
M023 - Richmond-Norfolk				
B324	Norfolk-Virginia Beach-Newport News-Hampton, VA	PBB324C	1,635,296	\$735,883.20
B374	Richmond-Petersburg, VA	PBB374C	1,090,869	\$490,891.05
B376	Roanoke, VA	PBB376C	606,215	\$274,146.75
B104	Danville, VA	PBB104C	165,434	\$74,445.30
B266	Lynchburg, VA	PBB266C	154,497	\$69,523.65
B430	Staunton-Wayneboro, VA	PBB430C	100,322	\$45,144.90
B284	Martinsville, VA	PBB284C	90,577	\$40,759.65
M024 - Seattle (Excluding Alaska)				
B413	Seattle-Tacoma, WA	PBB413C	2,706,949	\$1,219,027.05
B331	Olympia-Centralia, WA	PBB331C	258,937	\$116,521.65
B482	Yakima, WA	PBB482C	215,548	\$96,996.60

SUMMARY OF LICENSES TO BE AUCTIONED -

BLOCK C

Market No.	Basic Trading Area	License No.*	Population**	Upfront Payment***
	M024 - Seattle (Excluding Alaska) (cont.)			
B055	Bremerton, WA	PBB055C	189,731	\$85,378.95
B468	Wenatchee, WA	PBB468C	166,563	\$74,953.35
B036	Bellingham, WA	PBB036C	127,780	\$57,501.00
B002	Aberdeen, WA	PBB002C	83,057	\$37,375.65
B356	Port Angeles, WA	PBB356C	76,810	\$34,474.50
	M025 - Puerto Rico-U.S. Virgin Islands			
B488	San Juan, PR	PBB488C	2,170,246	\$976,610.70
B489	Mayaguez-Aguadilla-Ponce, PR	PBB489C	1,351,600	\$608,220.00
B491	US Virgin Islands	PBB491C	102,000	\$45,900.00
	M026 - Louisville-Lexington-Evansville			
B263	Louisville, KY	PBB263C	1,352,955	\$608,829.75
B252	Lexington, KY	PBB252C	816,101	\$367,245.45
B135	Evansville, IN	PBB135C	504,859	\$227,186.55
B052	Bowling Green-Glasgow, KY	PBB052C	222,748	\$100,236.60
B339	Paducah-Murray-Mayfield, KY	PBB339C	217,082	\$97,686.90
B338	Owensboro, KY	PBB338C	157,104	\$70,696.80
B098	Corbin, KY	PBB098C	128,186	\$57,683.70
B423	Somerset, KY	PBB423C	111,487	\$50,169.15
B273	Madisonville, KY	PBB273C	46,126	\$20,756.70
	M027 - Phoenix			
B347	Phoenix, AZ	PBB347C	2,404,760	\$1,082,142.00
B447	Tucson, AZ	PBB447C	866,880	\$300,096.00
B382	Prescott, AZ	PBB382C	107,714	\$48,471.30
B486	Yuma, AZ	PBB486C	106,895	\$48,102.75
B420	Sierra Vista-Douglas, AZ	PBB420C	97,624	\$43,930.80
B144	Flagstaff, AZ	PBB144C	96,591	\$43,465.95
B322	Nogales, AZ	PBB322C	29,678	\$13,354.20
	M028 - Memphis-Jackson			
B290	Memphis, TN	PBB290C	1,396,390	\$628,375.50
B210	Jackson, MS	PBB210C	615,521	\$276,984.45
B449	Tupelo-Corinth, MS	PBB449C	291,701	\$131,265.45
B211	Jackson, TN	PBB211C	255,379	\$114,920.55
B175	Greenville-Greenwood, MS	PBB175C	213,943	\$98,274.35
B292	Meridian, MS	PBB292C	200,024	\$90,010.80
B094	Columbus-Starkville, MS	PBB094C	166,415	\$74,686.75
B120	Dyersburg-Union City, TN	PBB120C	113,943	\$51,274.35
B049	Blytheville, AR	PBB049C	79,448	\$35,750.70
B315	Natchez, MS	PBB315C	73,214	\$32,946.30
B455	Vicksburg, MS	PBB455C	59,250	\$26,662.50
	M029 - Birmingham			
B044	Birmingham, AL	PBB044C	1,200,338	\$540,151.20
B305	Montgomery, LA	PBB305C	440,745	\$198,335.25
B198	Huntsville, AL	PBB198C	439,832	\$197,924.40
B450	Tuscaloosa, AL	PBB450C	237,918	\$107,083.10
B115	Dothan-Enterprise, AL	PBB115C	210,225	\$94,601.25
B158	Gadsden, AL	PBB158C	174,034	\$78,315.30
B146	Florence, AL	PBB146C	173,076	\$77,884.20
B017	Anniston, AL	PBB017C	161,897	\$72,853.65
B108	Decatur, AL	PBB108C	131,556	\$59,200.20
B415	Selma, AL	PBB415C	74,457	\$33,506.65

**SUMMARY OF LICENSES TO BE AUCTIONED
BLOCK C**

Market No.	Basic Trading Area	License No.*	Population**	Upfront Payment***
M030 - Portland				
B358	Portland, OR	PBB358C	1,690,930	\$760,918.50
B395	Salem-Albany-Corvallis, OR	PBB395C	440,062	\$198,027.90
B133	Eugene-Springfield, OR	PBB133C	282,912	\$127,310.40
B288	Medford-Grants Pass, OR	PBB288C	209,038	\$94,067.10
B038	Bend, OR	PBB038C	102,745	\$48,235.25
B385	Roseburg, OR	PBB385C	94,649	\$42,592.05
B261	Longview, WA	PBB261C	85,446	\$38,450.70
B097	Coos Bay-North Bend, OR	PBB097C	79,600	\$35,820.00
B231	Klamath Falls, OR	PBB231C	74,566	\$33,554.70
M031 - Indianapolis				
B204	Indianapolis, IN	PBB204C	1,321,911	\$594,859.95
B235	Lafayette, IN	PBB235C	247,523	\$111,385.35
B442	Terre Haute, IN	PBB442C	236,968	\$106,635.60
B047	Bloomington-Bedford, IN	PBB047C	217,914	\$98,061.30
B233	Kokomo-Logansport, IN	PBB233C	184,899	\$83,204.55
B309	Muncie, IN	PBB309C	182,386	\$82,073.70
B015	Anderson, IN	PBB015C	178,808	\$80,463.60
B093	Columbus, IN	PBB093C	139,128	\$62,807.60
B280	Marion, IN	PBB280C	109,238	\$49,157.10
B373	Richmond, IN	PBB373C	104,942	\$47,223.90
B457	Vincennes-Washington, IN	PBB457C	93,758	\$42,191.10
M032 - Des Moines- Quad Cities				
B111	Des Moines, IA	PBB111C	728,830	\$327,973.50
B105	Davenport, IA-Moline, IL	PBB105C	419,650	\$188,842.50
B421	Sioux City, IA	PBB421C	328,919	\$148,013.55
B462	Waterloo-Cedar Falls, IA	PBB462C	281,009	\$117,454.05
B070	Cedar Rapids, IA	PBB070C	260,686	\$117,308.70
B118	Dubuque, IA	PBB118C	176,542	\$79,443.90
B086	Clinton, IA-Sterling, IL	PBB086C	147,981	\$66,591.45
B061	Burlington, IA	PBB061C	137,543	\$61,894.35
B150	Ft. Dodge, IA	PBB150C	131,731	\$59,278.95
B337	Ottumwa, IA	PBB337C	122,988	\$55,344.60
B285	Mason City, IA	PBB285C	118,834	\$53,475.30
B205	Iowa City, IA	PBB205C	115,731	\$52,078.95
B283	Marshalltown, IA	PBB283C	55,695	\$25,062.75
M033 - San Antonio				
B401	San Antonio, TX	PBB401C	1,530,954	\$688,929.30
B099	Corpus Christi, TX	PBB099C	499,988	\$224,994.60
B268	McAllen, TX	PBB268C	424,063	\$190,828.35
B056	Brownsville-Harlingen, TX	PBB056C	277,825	\$125,021.25
B242	Laredo, TX	PBB242C	152,881	\$68,796.45
B121	Eagle Pass-Del Rio, TX	PBB121C	100,813	\$45,385.85
M034 - Kansas City				
B226	Kansas City, MO	PBB226C	1,839,569	\$827,806.06
B445	Topeka, KS	PBB445C	245,879	\$110,565.66
B220	Joplin, MO-Miami, OK	PBB220C	215,095	\$96,792.75
B393	St. Joseph, MO	PBB393C	191,489	\$86,170.05
B275	Manhattan-Junction City, KS	PBB275C	122,878	\$55,295.10
B349	Pittsburg-Parsons, KS	PBB349C	90,934	\$40,920.30
B247	Lawrence, KS	PBB247C	81,798	\$36,809.10
B414	Sedalia, MO	PBB414C	79,705	\$35,867.25
B129	Emporia, KS	PBB129C	46,157	\$20,770.65

SUMMARY OF LICENSES TO BE AUCTIONED

BLOCK C

Market No.	Basic Trading Area	License No.*	Population**	Upfront Payment***
M035 - Buffalo- Rochester				
B060	Buffalo-Niagara Falls, NY	PBB060C	1,231,795	\$554,307.75
B379	Rochester, NY	PBB379C	1,118,963	\$503,533.35
B330	Olean, NY-Bradford, PA	PBB330C	239,343	\$107,704.35
B215	Jamestown-Dunkirk, NY-Warren, PA	PBB215C	186,945	\$84,125.25
M036 - Salt Lake City				
B399	Salt Lake City-Ogden, UT	PBB399C	1,308,035	\$588,615.75
B050	Boise-Nampa, ID	PBB050C	416,503	\$187,426.35
B365	Provo-Orem, UT	PBB365C	269,407	\$121,233.15
B202	Idaho Falls, ID	PBB202C	190,267	\$85,620.15
B451	Twin Falls, ID	PBB451C	136,831	\$61,573.95
B353	Pocatello, ID	PBB353C	89,851	\$40,342.95
B392	St. George, UT	PBB392C	83,263	\$37,468.35
B258	Logan, UT	PBB258C	79,415	\$35,736.75
M037 - Jacksonville				
B212	Jacksonville, FL	PBB212C	1,114,847	\$501,681.15
B439	Tallahassee, FL	PBB439C	418,963	\$188,533.35
B159	Gainesville, FL	PBB159C	260,538	\$117,242.10
B340	Panama City, FL	PBB340C	171,195	\$77,037.75
B454	Valdosta, GA	PBB454C	139,228	\$62,651.70
B467	Waycross, GA	PBB467C	99,034	\$44,565.30
B058	Brunswick, GA	PBB058C	71,130	\$32,008.50
M038 - Columbus				
B095	Columbus, OH	PBB095C	1,477,891	\$665,050.95
B342	Parkersburg, WV-Marietta, OH	PBB342C	180,025	\$81,011.25
B487	Zanesville-Cambndge, OH	PBB487C	178,179	\$80,180.55
B023	Athens, OH	PBB023C	123,864	\$55,738.80
B080	Chillicothe, OH	PBB080C	93,579	\$42,110.55
B281	Manion, OH	PBB281C	92,023	\$41,410.35
M039 - El Paso-Albuquerque				
B008	Albuquerque, NM	PBB008C	688,812	\$309,875.40
B128	El Paso, TX	PBB128C	649,860	\$292,437.00
B244	Las Cruces, NM	PBB244C	197,166	\$88,724.70
B407	Santa Fe, NM	PBB407C	174,526	\$78,536.70
B139	Farmington, NM-Durango, CO	PBB139C	162,778	\$73,249.20
B162	Gallup, NM	PBB162C	122,277	\$55,024.65
B386	Roswell, NM	PBB386C	70,088	\$31,530.60
B068	Carlsbad, NM	PBB068C	48,605	\$21,872.25
M040 - Little Rock				
B257	Little Rock, AR	PBB257C	852,026	\$383,411.70
B153	Ft. Smith, AR	PBB153C	282,187	\$126,984.15
B140	Fayetteville-Springdale-Rogers, AR	PBB140C	222,526	\$100,136.70
B219	Jonesboro-Paragould, AR	PBB219C	159,439	\$71,747.55
B348	Pine Bluff, AR	PBB348C	152,918	\$68,813.10
B193	Hot Springs, AR	PBB193C	117,439	\$52,847.55
B125	El Dorado-Magnolia-Camden, AR	PBB125C	108,810	\$48,984.50
B387	Russellville, AR	PBB387C	81,863	\$36,838.35
B182	Hamson, AR	PBB182C	74,459	\$33,506.55
M041 - Oklahoma City				
B329	Oklahoma City, OK	PBB329C	1,305,472	\$587,462.40
B248	Lawton-Duncan, OK	PBB248C	177,830	\$80,023.50
B130	Enid, OK	PBB130C	85,968	\$38,699.10
B019	Ardmore, OK	PBB019C	83,979	\$37,790.55

SUMMARY OF LICENSES TO BE AUCTIONED

BLOCK C

Market No.	Basic Trading Area	License No.*	Population**	Upfront Payment***
	M041 - Oklahoma City (cont.)			
B433	Stillwater, OK	PBB433C	72,552	\$32,648.40
B004	Ada, OK	PBB004C	52,677	\$23,704.65
B267	McAlester, OK	PBB267C	50,914	\$22,911.30
B354	Ponca City, OK	PBB354C	48,058	\$21,625.20
	M042 - Spokane-Billings			
B425	Spokane, WA	PBB425C	612,862	\$275,787.90
B041	Billings, MT	PBB041C	290,242	\$130,608.90
B171	Great Falls, MT	PBB171C	161,038	\$72,467.10
B480	Walla Walla, WA-Pendleton, OR	PBB480C	151,563	\$88,203.35
B228	Kennewick-Pasco-Richland, WA	PBB228C	150,033	\$87,514.85
B300	Missoula, MT	PBB300C	139,270	\$82,671.50
B250	Lewiston-Moscow, ID	PBB250C	110,028	\$49,512.60
B064	Butte, MT	PBB064C	65,252	\$29,363.40
B053	Bozeman, MT	PBB053C	65,077	\$29,284.65
B224	Kalispell, MT	PBB224C	59,218	\$26,648.10
B188	Helena, MT	PBB188C	58,752	\$26,438.40
	M043 - Nashville			
B314	Nashville, TN	PBB314C	1,429,309	\$643,189.05
B083	Clarksville, TN-Hopkinsville, KY	PBB083C	220,469	\$99,211.05
B096	Cookeville, TN	PBB096C	117,613	\$52,925.85
	M044 - Knoxville			
B232	Knoxville, TN	PBB232C	948,055	\$426,624.75
B229	Kingsport-Johnston City, TN-Bristol, VA/TN	PBB229C	652,639	\$293,687.55
B295	Middlesboro-Harian, KY	PBB295C	121,217	\$54,547.65
	M045 - Omaha			
B332	Omaha, NE	PBB332C	905,991	\$407,695.95
B256	Lincoln, NE	PBB256C	309,515	\$139,281.75
B167	Grand Island-Kearney, NE	PBB167C	141,541	\$63,693.45
B323	Norfolk, NE	PBB323C	112,526	\$50,636.70
B325	North Platte, NE	PBB325C	80,249	\$36,112.05
B185	Hastings, NE	PBB185C	72,833	\$32,774.85
B270	McCook, NE	PBB270C	36,618	\$16,478.10
	M046 - Wichita			
B472	Wichita, KS	PBB472C	597,494	\$268,872.30
B396	Salina, KS	PBB396C	143,408	\$64,533.60
B200	Hutchinson, KS	PBB200C	125,094	\$56,292.30
B163	Garden City, KS	PBB163C	65,059	\$29,276.55
B187	Hays, KS	PBB187C	60,926	\$27,418.70
B253	Liberal, KS	PBB253C	53,960	\$24,282.00
B170	Great Bend, KS	PBB170C	40,779	\$18,350.55
B114	Dodge City, KS	PBB114C	37,454	\$16,854.30
	M047 - Honolulu			
B192	Honolulu, HI	PBB192C	836,231	\$376,303.95
B190	Hilo, HI	PBB190C	120,317	\$54,142.65
B222	Kahului-Wailuku-Lahaina, HI	PBB222C	100,504	\$45,226.80
B254	Lihue, HI	PBB254C	51,177	\$23,029.65
	M048 - Tulsa			
B448	Tulsa, OK	PBB448C	836,559	\$376,451.55
B311	Muskogee, OK	PBB311C	148,287	\$66,720.15
B088	Coffeyville, OK	PBB088C	63,504	\$28,576.80
B031	Bartlesville, OK	PBB031C	48,066	\$21,629.70

**SUMMARY OF LICENSES TO BE AUCTIONED
BLOCK C**

Market No.	Basic Trading Area	License No.*	Population**	Upfront Payment***
	M049 - Alaska			
B014	Anchorage, AK	PBB014C	388,943	\$175,024.35
B136	Fairbanks, AK	PBB136C	92,111	\$41,449.95
B221	Juneau-Ketchikan, AK	PBB221C	68,989	\$31,045.05
	M050 - Guam-Northern Mariana Islands			
B490	Guam	PBB490C	133,000	\$59,850.00
B493	Northern Mariana Islands	PBB493C	43,000	\$19,350.00
	M051 - American Samoa			
B492	American Samoa	PBB492C	47,000	\$21,150.00
	Totals		252,668,719	\$113,650,523.55
Notes:				
* This license number must be used on the FCC Form 159 in FCC Code 2 block when making down payments, final payments, or installment payments.				
Do not specify individual licenses on the FCC Form 159 accompanying an upfront payment.				
** All population figures are 4/1/90 U.S. Census, U.S. Department of Commerce, Bureau of the Census				
*** Upfront Payment = Population x Block Size in MHz x \$.015				
Based on material Copyrighted 1992 by Rand McNally & Company. Rights granted pursuant to a license from Rand McNally & Company (through an arrangement with the Personal Communications Industry Association) to all interested parties for use solely in connection with the licensing, building, marketing and operation of personal communications services, certain specialized mobile radio services and local multipoint distribution services.				

II. Auction Procedures, Terms and Conditions



II. AUCTION PROCEDURES, TERMS AND CONDITIONS

All general inquiries regarding this auction should be made to Hudson & Marshall, Inc at (202) 408-1322.

For software technical support, please call (202) 414-1260.

The Federal Communications Commission ("FCC") will hold a simultaneous multiple round auction for 493 licenses to provide Personal Communications Services (PCS) in the 2 GHz band ("broadband PCS"). These licenses will authorize service on 30 MHz of spectrum over the 493 basic trading areas ("BTAs") in the United States and will be on frequency block C (one of the "Entrepreneurs' Blocks"). Frequency block C encompasses 1895-1910 MHz paired with 1975-1990 MHz.

The FCC plans to begin the auction on December 11, 1995. The precise schedule for bidding in the first week of the auction will be announced in a Public Notice prior to the start of the auction. Bidding will be conducted on each business day, unless otherwise announced, until bidding has closed on all licenses.

The auction headquarters will be at the FCC's auction facility, located at:

**The Postal Square Building
2 Massachusetts Avenue, N.E.
Washington, D. C. 20002**

(Adjacent to Union Station, entrance on North Capitol Street)

During the auction, bidding will only be permitted from remote locations, either telephonically or electronically by computer.

Those wishing to participate in the auction must submit a "short-form" application on FCC Form 175 in accordance with these Procedures, Terms, and Conditions, Commission's rules and instructions in the original Bidder Information Package and the Supplemental Bidder Package. The FCC Form 175 must be received no later than 5:30 P.M. ET on November 6, 1995, and must be transmitted pursuant to the instructions set forth in the Bidder Information Package and the Supplemental Bidder Package. Applicants for the C Block auction are encouraged to file their FCC Form 175s electronically. **Applicants should be aware that only those applicants who file applications electronically will be permitted to bid electronically or telephonically. Applicants who file their applications manually, however, will only be permitted to bid telephonically.** Electronic filing will enable applicants to receive interactive feedback while completing the application, and immediate acknowledgement that the FCC Form 175 has been submitted for filing. General filing information and detailed instructions regarding electronic filing are set forth in Part I of these Procedures, Terms and Conditions, titled "Pre-Auction Procedures" and in Section III of this Supplemental Bidder Package.

Applicants whose FCC Form 175 has been accepted for filing will be required to submit an upfront payment (in U.S. dollars), in conjunction with FCC Remittance Advice Form (FCC Form 159). **Each applicant must submit an upfront payment sufficient to make it eligible to bid on at least one of the BTA C block licenses that it applied for on the FCC Form 175, or the applicant will not be eligible to participate in the auction.** As detailed in the Bidder Information Package, the Supplemental Bidder Package and the Auction Public Notice, the upfront payment must be made by wire transfer or cashier's check payable to the "Federal Communications Commission" or "FCC" and must be received **no later than Monday, November 27, 1995**, at the Mellon Bank in Pittsburgh, Pennsylvania. **No other form of payment will be accepted.**

In each of the 493 BTAs, one 30 MHz license on block C will be offered for bid. Portions of the offered spectrum are currently being used by incumbent microwave licensees, and PCS licensees may incur costs associated with relocating these incumbent users to other frequency bands. The Commission recently adopted a Notice of Proposed Rulemaking (NPRM) seeking comment on a proposed microwave relocation cost-sharing program which would require PCS licensees on all frequency blocks to share in the cost of relocating microwave stations. Participants in the C block auction are encouraged to obtain copies of this NPRM. This Supplemental Bidder Package includes a detailed listing of BTAs, with their FCC market number, market description, license number and population, as well as the upfront payment required to bid for that market. This list is the same as the Summary of Licenses to be Auctioned that was included in the original Bidder Information Package, except for a correction to Market Number B306. Market Number B306 is "Morgantown, WV," and not "Morgantown, LA," as originally published.

The information contained in the Bidder Information Package and the Supplemental Bidder Package may be amended or supplemented. The FCC will issue Public Notices to convey the new or supplemental information to prospective bidders. It is the responsibility of all prospective bidders to maintain a current understanding of all FCC Rules and Public Notices pertaining to this auction. Copies of FCC documents, including Public Notices, may be obtained for a fee by calling International Transcription Services, Inc. at (202) 857-3800. Additionally, prospective bidders may retrieve some of these documents from the FCC Internet node via anonymous FTP @ fcc.gov.

Notice Concerning Challenges to Certain PCS Rules

On July 27, 1995, the U.S. Court of Appeals for the D.C. Circuit granted Omnipoint Corporation's Motion for Stay of certain rules pertaining to the C block auction. *Omnipoint Corporation v. FCC*, No. 95-1374 (D.C. Cir. 1995) (Order Granting Motion for Stay, July 27, 1995). Omnipoint challenged the Commission's amendment of 47 C.F.R. § 24.709(b)(6) in the Sixth Report and Order which permitted all C block applicants to avail themselves of the control group minimum 50.1/49.9 percent equity option. After hearing oral argument on September 28, 1995, the Court lifted the stay of the C block auction. However, the Court has not yet released an opinion on the merits. Potential applicants should be aware that the Court's opinion could have an impact on the C block auction rules.

Radiophone, Inc. and Cincinnati Bell Telephone Co. have challenged portions of the Commission's cellular eligibility rules in the U.S. Court of Appeals for the 6th Circuit (Case number 94-3701). By order of the Court, the Commission is required to give notice of the pending petitions for review of the 10 MHz Limitation, 47 C.F.R. § 24.204(a), and the cellular ownership attribution rule, 47 C.F.R. § 24.204(d)(2)(ii), to all persons who make initial applications to participate in the auction and who may be affected, should the petitioners prevail.

The Procedures, Terms and Conditions are organized in three parts:

- Part I: Pre-Auction Procedures
- Part II: Auction Event
- Part III: Post-Auction Procedures

Part I: PRE-AUCTION PROCEDURES

I. Eligibility to Bid on C Block Licenses

Potential applicants should consult the Commission's Sixth Report and Order, PP Docket No. 93-253 (released July 18, 1995), 60 FR 37786 (Friday, July 21, 1995) (included as Section V. to this Supplemental Bid Package) concerning changes to the C block rules.

II. Short Form Application (FCC Form 175)

In order to be eligible to bid, applicants must submit an FCC Form 175 application to the Commission. **This application must be received by the FCC no later than 5:30 p.m. Eastern Time on Monday, November 6, 1995. Late applications will not be accepted.** Applications may be submitted electronically, by hand delivery, by certified U.S. mail (return receipt requested) or by private courier.

A. FCC Form 175 General Information

Because of the significance of the FCC Form 175 application to the auction, it is important to take note of the following requirements. Applicants will be required to complete all the items on the FCC Form 175. **The previous version of the FCC Form 175 is no longer valid. A new FCC Form 175 (revised 10/95) is included in this Supplemental Bidder Package. Furthermore, the FCC Form 175-M which was used in the MDS auction will not be accepted for the C Block auction.** Applicants should carefully review §§ 1.2105(a)(2), 24.705, and 24.813 of the Commission's Rules. In completing an FCC Form 175, applicants should note the following:

1. Applicants should apply for all licenses on which they want to be eligible to bid in the auction. Bids will not be accepted on licenses for which an applicant has not applied on its FCC Form 175.

2. For "Auction No." in item 6 of the FCC Form 175, applicants should enter "5."

3. Applicants are required to create a ten-digit FCC Account Number, which the Commission will use to identify and track applicants. Each applicant must create this FCC account number by using its taxpayer identification number (TIN), if it has one, with a prefix of '0', *i.e.*, 0123456789. If an applicant does not have a taxpayer identification number, the applicant should use its ten-digit area code and telephone number (*i.e.*, 5552345678). Each applicant must include its FCC Account Number when submitting any amendments, additional information or other correspondence regarding its application, and must include this number on each FCC Form 159 (FCC Remittance Advice) accompanying required auction upfront payments, down payments and installment payments submitted to the Commission. This number also must be used whenever an applicant writes, calls, or otherwise inquires about its application. Applicants will also need this number to register and bid in the auction.

4. Applicants must indicate on their FCC Form 175, if applicable, their status as a small business (businesses or small business consortia with gross revenues not more than \$40 million, in accordance with 47 C.F.R. § 24.720(b)). If applicable, applicants are required to indicate their status as a minority-owned businesses or women-owned business, so that the Commission can monitor its compliance with Section 309(j) of the Communications Act. Applicants that qualify as small businesses or small business consortia must enter "25" next to "% Bidding Credit Eligibility" and must enter "C" next to "Installment Payment Plan Type." Installment Payment Plan C allows qualified winning bidders to pay the remaining 90% due on their license according to the following terms: Interest will be imposed based on the rate for 10-year U.S. Treasury obligations applicable on the date the license is granted; payment will include interest only for the first six years and payments of interest and principal amortized over the remaining four years of the license term. Applicants with gross revenues greater than \$40 million, but not more than \$75 million, must enter "B" next to "Installment Payment Plan Type." Installment Payment Plan B allows qualified winning bidders to pay the remaining 90% due on their license according to the following terms: Interest will be imposed based on the rate for 10-year U.S. Treasury obligations applicable on the date the license is granted plus 2.5 percent; payment will include interest only for the first year and payments of interest and principal amortized over the remaining nine years of the license term. Applicants with gross revenues greater than \$75 million, but less than \$125 million, must enter "A" next to "Installment Payment Plan Type." Installment Payment Plan A allows qualified winning bidders to pay the remaining 90% due on their license according to the following terms: Interest will be imposed based on the rate for 10-year U.S. Treasury obligations applicable on the date the license is granted plus 3.5 percent; payments will include both interest and principal amortized over the term of the license. All applicants should pay particular attention to the Commission's Sixth Report and Order, PP Docket No. 93-253, (released July 18, 1995), 60 FR 37786 (Friday, July 21, 1995) (included in Section V. of this Supplemental Bidder Package) and the provisions of 47 C.F.R. §§ 24.709 and 24.720. In accordance with 47 C.F.R. § 24.709(c) and (d), the FCC will conduct random audits to ensure that applicants meet the financial eligibility requirements.

5. Applicants will have to identify on the FCC Form 175 the market number for each

C block license on which they want to bid. The market number for each BTA is listed in this Supplemental Bidder Package. The upfront payment amount is also included so that applicants can calculate the upfront payment amount required to be eligible to bid on the maximum number of bidding units in any single round of bidding. Bidding units are derived by multiplying the number of megahertz of the spectrum block, in this case 30, by the population of the BTA service area(s). Bidding units are equivalent to "MHz-pops" defined in the original Bidders Information Package. Applicants should note that the BTAs have been organized by population within the corresponding Major Trading Area ("MTA"). BTA service areas are based on Rand McNally 1992 Commercial Atlas & Marketing Guide, 123rd Edition, at pages 38-39 ("BTA/MTA Map"). Rand McNally organizes the 50 states and the District of Columbia into 487 BTAs. Six additional BTA-like areas will be licensed separately, they are:

- (a) American Samoa
- (b) Guam
- (c) Northern Mariana Islands
- (d) Mayagüez/Aguadilla-Ponce, Puerto Rico. Consisting of the following municipios: Adjuntas, Aguada, Aguadilla, Añasco, Arroyo, Cabo Rojo, Coama, Guánica, Guayama, Guayanilla, Hormigueros, Isabela, Jayuya, Juana Díaz, Lajas, Las Marías, Mayagüez, Maricao, Maunabo, Moca, Patillas, Peñuelas, Ponce, Quebradillas, Rincón, Sabana Grande, Salinas, San Germán, Santa Isabel, Villalba, and Yauco.
- (e) San Juan, Puerto Rico (including all other municipios not included in Mayagüez/Aguadilla-Ponce)
- (f) United States Virgin Islands

6. Applicants will be required to list the name(s) of the person(s) (up to a maximum of three) authorized to represent them at the auction. **Only those individuals listed on the FCC Form 175 will be authorized to submit or withdraw bids for the applicant during the auction.**

7. Applicants should read the "Certifications" listed on the FCC Form 175 carefully before signing their manually filed application. Applicants who file their FCC Form 175 application electronically will not be required to transmit an original or electronic signature. However, by submitting the form electronically, the certifying official has made representation that it is an authorized representative of the applicant for the license(s) selected, and it has read the instructions and the certifications and all matters and things stated in the application and attachments, including exhibits, are true and correct. These certifications help to ensure a fair and competitive auction and require, among other things, disclosure to the Commission of certain information on applicant ownership and agreements or arrangements concerning the auction. **Submission of a false certification to the Commission may result in penalties, including monetary forfeitures, license forfeitures, and ineligibility to participate in future auctions, and/or criminal prosecution.**

8. If the Commission wishes to communicate with the applicant by telephone or fax, those communications will be directed to the contact person identified on the FCC Form 175. A space is provided for both a telephone number and a fax number. All written communications and registration information will be directed to the applicants contact person at the address specified on the FCC Form 175. (Applicants must provide a street address; no P.O. box addresses may be used.)

9. Section 24.813 of the Commission's Rules requires each applicant to submit certain ownership information as an exhibit to its FCC Form 175 application. Specifically, each applicant must attach:

(a) A list of its subsidiaries, if any. Subsidiary means any business five percent or more whose stock, warrants, options or debt securities are owned by the applicant or an officer, director, stockholder or key management personnel of the applicant. This list must include a description of each subsidiary's principal business and a description of each subsidiary's relationship to the applicant.

(b) A list of its affiliates, if any. Affiliates means any business which holds a five percent or more interest in the applicant, or any business in which a five percent or more interest is held by another company which holds a five percent interest in the applicant (e.g., Company A owns 5% of Company B (the applicant) and 5% of Company C; Companies A and C are affiliates).

(c) A list of names, addresses, citizenship and principal business of any person holding five percent or more of each class of stock, warrants, or options or debt securities together with the amount and percentage held, and the name, address, citizenship and principal place of business of any person on whose account, if other than the holder, such interest is held. If any of these persons are related by blood or marriage, include such relationship in the statement.

(d) In the case of partnerships, the name and address of each partner, each partner's citizenship and the share of interest participation in the partnership. This information must be provided for all partners, regardless of their respective ownership interests in the partnership.

The FCC waives the information disclosure requirement of Section 24.813(a)(1) and 24.813(a)(2) with respect to other, outside ownership interests of attributable stockholders of applicants, except that direct, attributable ownership interests in other Commercial and Private Mobile Radio Service licensees or applicants shall be disclosed on the FCC Form 175. All long-form (FCC Form 600) reporting requirements will continue to apply.

10. Applicants must also attach an exhibit identifying all parties with whom they have entered into any consortium arrangements, joint ventures, partnerships or other agreements or understandings which relate in any way to the competitive bidding process of Auction No. 5.

11. As a convenience to applicants, the FCC has provided a new "FCC Form 175 Organizational Guidelines and Checklist for Attachments" in this Supplemental Bidder Package. This document replaces the old "FCC Form 175 Organizational Guidelines and Checklist for Attachments" which appeared in the original Bidder Information Package. For expediency of processing, we hope that applicants will choose to file the information in the order set forth in the checklist. While this format is not required, it will assist the Commission in processing this information more quickly.

12. Microfiche copies of manually filed FCC Form 175 and 175-S are required for all submissions in excess of five pages in accordance with § 24.806(e) of the Commission's rules. However, for this auction the FCC will allow submission of a 3.5" diskette (in lieu of microfiche) which contains ASCII text (.TXT) files of all ownership documentation attached to the FCC Form 175.

Failure to sign a manually filed FCC Form 175 and/or submit the required exhibit information (both electronic and manual filers) will result in dismissal of the application and inability to participate in the auction. Only original signatures will be accepted for manually filed applications.

B. FCC Form 175 Filing Options

Auction applicants will have the opportunity to file their applications either electronically or manually (via hard copy paper application). **Applicants should be aware that those applicants who file applications electronically will be permitted to bid electronically or telephonically. Applicants who file their applications manually, however, will only be permitted to bid telephonically.** Electronic filing will enable the applicant to: 1) receive interactive feedback while completing the application, and 2) receive immediate acknowledgement that the FCC Form 175 has been submitted for filing. The following is a brief description of each filing method:

1. Electronic Filing of FCC Form 175 Applications

The Commission has implemented a remote access system to allow applicants to submit their FCC Form 175 applications electronically. The remote access system for initial filing of the FCC Form 175 applications will be generally available 24 hours per day beginning at approximately the same time as the release of this Supplemental Bidder Package. FCC Form 175 applications that are filed electronically using this remote access system must be submitted and confirmed by **5:30 p.m. Eastern Time on Monday, November 6, 1995**. Late applications or unconfirmed submissions of electronic data will not be accepted. The electronic filing process consists of an initial filing period and a resubmission period to make minor corrections. **Applicants should be aware that only those who file electronic applications will be permitted to bid electronically.**

The remote FCC Form 175 submission software will ask the applicant for an FCC Account Number. The FCC Account Number that is required to log into the software is the same number that is required in Item #7 of the FCC Form 175 application, as discussed

under Section A (Completion of Form 175) above.

In addition, the applicant will be required to enter a self-assigned password. This password must be entered in **both** the password and the verify password fields. The applicant should be careful when entering the passwords since the data entry is **case sensitive**. The applicant will need to remember the exact spelling of the password and keep it secure. In the event that an applicant loses its password to the remote electronic filing system, the applicant must notify the FCC Technical Support Hotline at (202) 414-1260 and will be required to obtain a replacement code in person at the auction headquarters located at 2 Massachusetts Avenue, N.E. in Washington, DC. Only the certifying official or one of the applicant's authorized representatives identified on the electronic submission of the FCC Form 175 application will be able to obtain a replacement password and two forms of identification will be required (at least one must be a photo identification). To ensure the security of the filed applications, replacement passwords will not be provided over the telephone. **Further, if an applicant exits the FCC Form 175 without ever submitting the application, the password associated with that FCC Account Number and any data entered will not be saved.**

The FCC Form 175 submission software contains six main screens. The first screen is the "Profile" screen which is used to capture the general FCC Form 175 information. **The second screen is the "Licenses" screen which is used to select the licenses for which the applicant wishes to apply.** The third screen provides the "Required Certifications" as listed on the FCC Form 175. Applicants should read the "Required Certifications" prior to submitting an application. The fourth screen is used to submit the required FCC Form 175 exhibits. **Applicants must provide their exhibits in an ASCII Text (.TXT) file format.** The fifth screen allows the applicant to enter or import a free-form waiver request. The last screen provides the instructions for filing the FCC Form 175 application.

The electronic filing method will capture all of the information required on the FCC Form 175 application and will electronically submit the application to the FCC when the FCC Form 175 has been properly completed and the applicant presses the submit button. The system will provide interactive error messages to help ensure the application contains the required information. Applicants who file FCC Form 175 applications electronically through the FCC remote access system will be able to print their application. At any time during the initial filing period or resubmission filing period, but prior to the deadlines, electronic filing applicants may make modifications to their FCC Form 175 application on-line. **The Commission will prohibit submission of FCC Form 175 applications after the deadline and encourages applicants to file their applications early in order to ensure that their applications are submitted and confirmed.**

2. Electronic Review of FCC Form 175 Applications

The FCC Form 175 review software may be used to review and print applicants' FCC Form 175 applications. It also provides the ability to download other applicants' FCC Form 175s once the FCC Form 175 resubmission period has started and during the time frame established by the FCC. Parties interested in reviewing, printing, or downloading applicants'

FCC Form 175 applications should be aware that this feature will be provided via a 900 number telephone service at a cost of \$2.30 per minute.

Once the Commission releases the Public Notice that identifies the accepted, incomplete and rejected applications, the remote access system will generally be available on a 24-hour basis for resubmission of FCC Form 175 applications to make minor corrections and for the public to access FCC Form 175 filings. At certain times, the system may not be available due to internal maintenance and processing requirements or other unforeseen technical difficulties. A message will be provided when access is denied.

Those applicants who wish to file their FCC Form 175 electronically or review other FCC Form 175 applications online will need to carefully review the Bidder Information Package, the Supplemental Bidder Package and all subsequent Public Notices. The Commission is continuously trying to improve its FCC Form 175 application software. **Therefore, applicants should note that previous versions of the remote FCC Form 175 software are no longer applicable. Applicants must download the new and improved version specific to this auction (file name: F175v5.exe). Additional instructions are contained in Section III of this Supplemental Bidder Package.**

After the deadline for resubmitting corrected applications, the Commission will release another Public Notice announcing all applications that have been accepted for filing.

3. Manual Filing of FCC Form 175

Auction applicants will be permitted to file their FCC Form 175 applications in hard copy. A copy of the FCC Form 175 and FCC Form 175-S (Supplemental Form), with instructions, are located in this Supplemental Bidder Package. For those applicants who file manually, whether mailed, hand delivered or sent by private courier, applications must be addressed to:

Office of the Secretary
Attn: Auction 5 Short-Form Processing
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, DC 20554

Applications will not be accepted if delivered to any other location. Only the revised FCC Form 175 will be accepted for filing. Additionally, applicants should be aware that if they file manually they will only be permitted to submit their bids telephonically. Electronic bidding is reserved for qualified bidders that submitted their applications electronically.

C. Application Fee.

There is no application fee required when filing a FCC Form 175. However, to be eligible to bid, an applicant is required to submit an upfront payment. See Section III below.

D. Procedures after FCC Form 175 Applications are Filed and Process for Minor Corrections.

After the deadline for filing FCC Form 175 applications has passed, the Commission will process all applications to determine whether they are acceptable for filing. The Commission will issue a Public Notice listing all applications which are accepted for filing, rejected, and those which have minor defects that may be corrected. The Public Notice announcing accepted, incomplete, and rejected applications will also announce the deadline for filing corrected applications. **As described more fully in the Commission's Rules, applicants may make only minor corrections to their FCC Form 175 applications. 47 C.F.R. § 24.822. Applicants will not be permitted to make major modifications to their applications.** Applicants will **not** be permitted to modify their license selection(s), change their certifying official, or change *de facto* and/or *de jure* control of the applicant.

If the FCC Form 175 application is initially submitted electronically, any modifications to the application must also be submitted electronically. Applicants that initially filed the FCC Form manually will not be able to file corrections electronically.

Each applicant should note that the financial eligibility requirements for this auction require the computation of gross revenues and total assets of the applicant, its attributable investors, and all of its affiliates. Merely certifying that an applicant is financially eligible is insufficient; each applicant must provide an amount which demonstrates eligibility.

After the deadline for resubmitting corrected applications, the Commission will release another Public Notice announcing all applications that have been accepted for filing.

E. Auction Seminar

The Federal Communications Commission will sponsor a one day seminar for those applicants whose FCC Form 175 have been filed. The bidding procedures, auction rules, and activity rules will be discussed at the seminar. A mock auction will also be conducted. In addition, the Commission will provide instruction and assistance in electronic and manual filing the FCC Remittance Advice Form (FCC Form 159) which is required with all upfront payments.

Included in this Supplemental Bidder Package is a seminar registration form which must be submitted to Hudson and Marshall, Inc.

III. Upfront Payments

In order to be eligible to bid at the auction, applicants must submit an upfront payment together with an FCC Remittance Advice Form (FCC Form 159). A sample FCC Form 159 and instructions for making upfront payments are contained in this Supplemental Bidder Package. This information replaces the information contained in Tab IV of the original Bidder Information Package. All payments must be made in U.S. dollars, must be

in the form of a wire transfer or cashier's check, and must be made payable to the "Federal Communications Commission" or "FCC." No other form of payment will be accepted. Cashier's checks must be drawn on a financial institution whose deposits are insured by the Federal Deposit Insurance Corporation (FDIC). **Please note: Payments made by cashier's check must be received by 11:59 p.m. Eastern Time, November 27, 1995. Payments made by wire transfer must be received by 3:00 p.m. Eastern Time, November 27, 1995, in order to be recorded as received. Failure to accurately complete the FCC Form 159 could result in a delay in processing your remittance.**

After the FCC Form 175 has been successfully submitted, electronic filers will be given the option to generate and complete the FCC Form 159 (FCC Remittance Advice Form) will be offered. Applicants may complete the FCC Form 159 at any time after the FCC Form 175 has been successfully submitted. The FCC Form 159 screen allows the applicant to complete and print its FCC Form 159 which must accompany its upfront payment to participate in the auction. Certain information will appear automatically on the screen based on the information entered on the applicant's FCC Form 175 application (*i.e.*, the name and address of the applicant, the payment type code, the FCC Code 1 (auction number), *etc.*). The FCC Form 159 should be completed, submitted and printed. The printed copy must accompany an applicant's upfront payment if the applicant is paying by cashier's check or must be faxed to Mellon Bank at (412) 236-5702 if the applicant wishes to submit its upfront payment by wire transfer.

A. Making Auction Payments by Cashier's Check

Each cashier's check and corresponding FCC Remittance Advice Form (FCC Form 159) must be in an separate envelope, (only one check and one FCC Form 159 is required to be submitted with the upfront payment) addressed to:

**Mellon Bank
Attention: Auction No. 5
P.O. Box 358850
Pittsburgh, PA 15251 - 5850**

If delivering an auction payment in person or by courier, the cashier's check and FCC Remittance Advice Form (FCC Form 159) must be delivered to:

**Mellon Bank
Attention:
Wholesale Lockbox Shift Supervisor
27th Floor (153-2713)
3 Mellon Bank Center
525 William Penn Way
Pittsburgh, PA 15259 - 0001
(Note: Please indicate on the inside envelope "Lockbox No. 358850".)**

B. Making Auction Payments by Wire Transfer

If making an auction payment by wire transfer, an applicant must fax a completed FCC Remittance Advice Form (FCC Form 159) to Mellon Bank at (412) 236-5702 **at least one hour prior to placing the order for the wire transfer** (but on the same business day). On the cover sheet of the fax, the applicant should write "Wire Transfer - Auction Payment for Auction Event #5". To submit funds by wire transfer, you will need the following information:

ABA Routing Number: 043000261
Receiving Bank: Mellon Pittsburgh
BNF: FCC/AC--9116106
OBI Field: (Skip one space between each information item)
"AUCTIONPAY"
FCC ACCOUNT NO. (SAME AS FCC FORM 159, BLOCK 1)
PAYMENT TYPE CODE (SAME AS FCC FORM 159, BLOCK 14)
FCC CODE (SAME AS FCC FORM 159, BLOCK 17)
PAYOR NAME (SAME AS FCC FORM 159, BLOCK 3)
LOCKBOX NO. 358850

Failure to deliver the upfront payment in a timely manner will result in dismissal of the application and disqualification from participation in the auction.

The upfront payment for Auction No. 5 is \$0.015 per bidding unit for the largest combination of bidding units upon which a bidder wishes to bid in a single round of bidding. The upfront payment submitted by each applicant is not attributed to specific licenses but instead will define the maximum number of bidding units on which the applicant will be permitted to bid in any single round of bidding. The upfront payment amounts for the licenses to be auctioned in each BTA are listed in Tab I. B of the original Bidder Information Package.

In calculating the upfront payment amount, an applicant should determine the maximum number of bidding units on which it wishes to bid in any single round and submit an upfront payment covering that number of bidding units. In this auction, all of the licenses are for 30 MHz of spectrum. Thus, if an applicant wants to be eligible to bid in any single bidding round on licenses in BTAs with a total population of 750,000 persons, the applicant must submit an upfront payment of \$337,500 (30 MHz times 750,000 times \$0.015).

An applicant may, on its FCC Form 175, apply for every license being offered, but its actual bidding in any round will be limited by the bidding units associated with its upfront payment. As explained under Activity Rules, in Part II of the Procedures, Terms and Conditions, bidders will be required to remain active in each round of the auction on a specified percentage of the bidding units for which they are currently eligible.

IV. Registration for the Auction

Only qualified applicants who have submitted timely upfront payments will be permitted to register for the auction. **Registration materials will only be sent to the address and contact person identified in an applicant's FCC Form 175.** Registration will be completed prior to the auction in two separate overnight mailings. The first registration package will include the bidder's login code and login password. A second registration mail-out will include the bidder's identification number and a schedule for bidding in the first week of the auction. At the end of the registration mail-out process, bidders will be in possession of the following information:

- FCC Account Number (self-assigned on the FCC Form 175)
- Login password
- Login code
- Bidder identification number

After the release of the FCC Public Notice announcing qualified applicants, the auction registration process will begin. The two overnight mailings will take place within three business days of each other. Any applicant who has not received both mailings five business days after the release of the Public Notice should contact Hudson & Marshall at (202) 408-1322.

All applicants will be pre-registered prior to the auction event; **no on-site registration will be available. Applicants who have not received the two separate registration packages will not be able to submit bids. It is the applicant's responsibility to ensure all registration information has been received.**

Qualified bidders must be aware that lost login codes, passwords or bidder identification numbers can only be replaced at the FCC Auction Center located at 2 Massachusetts Avenue, NE, Washington, DC 20002. Additionally, only an authorized representative or certifying official, as designated on an applicant's FCC Form 175, must appear in person with two forms of identification (one of which must be a photo identification) in order to receive replacement codes.

Part II: AUCTION EVENT

The Auction will begin on December 11, 1995. The precise schedule for bidding in the first week of the auction will be provided in the registration packages and announced by Public Notice prior to the start of the auction. Bidders will have the option of bidding electronically or telephonically. **Applicants should be aware that only those applicants who file applications electronically will be permitted to bid electronically.** Applicants who file their applications manually will only be permitted to bid telephonically. There will be no on-site bidding allowed for this auction.

Generally there will be one bidding round per day during the first week of the

auction. Each bidding round contains the following periods:

- Bid submission period
- Bid submission round results
- Bid withdrawal period
- Final round results

The times of the bidding periods for the first week of the auction will be included in the second registration package and by Public Notice. The Commission may, however, increase or decrease the amount of time for bid submission as well as the number of rounds per day depending upon the bidding activity level and the aggregate amount of high bids.

Bids must be submitted before the conclusion of the bid submission period and high bid withdrawals must be submitted before the conclusion of the bid withdrawal period. Bidders may print a hard copy confirmation to their local printer after electronic bid submission or after withdrawing a high bid electronically. Telephonic bidders will be required to provide a fax number to the bid operator and will receive an automatic fax back confirmation of their bid submission or high bid withdrawal.

All FCC auction announcements will be available on the FCC remote electronic bidding system and through Internet and the FCC Auction Bulletin Board Service, including the schedule for bid submission and bid withdrawal periods. The FCC will make a further announcement if it decides to extend a period. If a period is extended, the time remaining clock on the bid submission and bid withdrawal screens will be refreshed automatically to reflect the change.

Round results will be available after the conclusion of each period on the FCC electronic bidding system, via Internet and the FCC Auction Bulletin Board Service. The FCC electronic bidding system provides the flexibility for a user to define their own file formats. Round results file formats will be available through Internet and the FCC Auction Bulletin Board Service and are included in this Supplemental Bidder Package. This information replaces the information contained in the original Bidder Information Package.

I. Auction Procedures

The C block licenses will be awarded through a simultaneous multiple round auction. Bids will be accepted on all licenses in each round of the auction until there are no new valid bids on any of the licenses (See infra section II.C for specific information about stopping rules). High bid amounts will be posted after the end of the bid submission period in each round. In addition, information regarding all valid bids submitted and all bid withdrawals in each round, as well as the minimum accepted bids for the following round, will be provided.

A. Bid Submission and Withdrawal Procedures

1. Bid Submission

Each bidder may submit bids once in each round for as many licenses as it is eligible, according to the bidding units associated with the upfront payment. Bidders will be able to place their bids electronically or by telephone. Each bidder will be required to log in to the FCC auction computer system, using a log-in code and confidential password unique to that bidder, and in addition must provide its bidder identification number and FCC account number in order to place or withdraw a bid. To place a bid telephonically, bidders must call the FCC Bidding Line during the bid submission period. This telephone number will be provided to all qualified bidders in their registration materials. The bid operator will request the log-in code, system password, FCC account number, bidder identification number, authorized bidder name and fax number.

2. Bid Withdrawals

A high bidder who wishes to withdraw one or more of its high bids during the bid withdrawal period may do so electronically or telephonically subject to the bid withdrawal penalty specified in the Commission's Rules, 47 C.F.R. § 24.704(a)(1). If a high bid is withdrawn, the license will be offered (without a minimum bid increment - see explanation below) in the next round at the second highest bid price, which may be less than or equal to (in the case of tie bids) the amount of the withdrawn bid. The FCC will be identified as the high bidder on the withdrawn license until a new valid bid is submitted on that license. In addition, to prevent a bidder from strategically delaying the close of the auction, the FCC retains the discretion to limit the number of times that a bidder may re-bid on a license from which it has withdrawn a high bid.

B. Minimum Bid Increments and Tie Bids

There will be no minimum opening bid and no minimum bid increment on a license until the license has received an initial bid. Once a bid has been received on a license the minimum bid increment for that license will be set initially at the greater of five (5) percent of the previous high bid or \$0.02 per bidding unit. The Commission retains the discretion to vary the minimum bid increments in each round of the auction for individual licenses or groups of licenses by announcement prior to each round.

Each bid will be date and time stamped when it is entered into the computer system. In the event of tie bids, the Commission will identify the high bidder on the basis of the order in which bids are received by the Commission, starting with the earliest bid.

C. Number of Licenses that May be Acquired and Other Licensing Restrictions

No bidder may hold more than 98 Entrepreneurs' Blocks licenses (frequency blocks C and F). 47 C.F.R. § 24.710. Bidders should also be aware that there are other restrictions pertaining to PCS cellular cross-ownership and a Commercial Mobile Radio Service (CMRS)

spectrum cap of 40 MHz in any geographic area. See 47 C.F.R. §§ 24.204, 24.229, 20.6. See, Sixth Report and Order, PP Docket No. 93-253, (released July 18, 1995), 60 FR 37786 (Friday, July 21, 1995) (included in Section V. of this Supplemental Bidder Package).

II. Activity Rules

In order to ensure that the auction closes within a reasonable period of time, the Commission will impose an activity rule to discourage bidders from waiting until the end of the auction before participating. The activity rule provides for three stages with increasing levels of minimum activity required in each stage if a bidder is to maintain its current eligibility.

A. Stage Transition Rule

The C block auction may have three stages, and the transition from one stage to the next will be determined by the aggregate level of bidding activity, subject to Commission discretion. The transition rule also may be defined in terms of the "auction activity level" -- the sum of the activity units of those licenses whose high bid increased in the current round, as a percentage of the total activity units of all licenses in that auction. The auction will start in Stage One and move to Stage Two when the auction activity level is below ten percent for three consecutive rounds in Stage One. The auction will move from Stage Two to Stage Three when the auction activity level is below five percent for three consecutive rounds in Stage Two. In no case can the auction revert to an earlier stage. However, the Commission retains the discretion to determine and announce during the course of an auction when, and if, to move from one auction stage to the next. These determinations will be based on a variety of measures of bidder activity including, but not limited to, the auction activity level defined above, the percentage of licenses (measured in terms of activity units) on which there are new bids, the number of new bids, and the percentage increase in revenue.

B. Activity Requirements

A bidder will be considered "active" on a license in the current round if it is either the high bidder at the end of the bid withdrawal period in the previous round or submits a bid in the current round which meets or exceeds the minimum valid bid. A bidder's activity level in a round is the sum of the bidding units associated with licenses on which the bidder is active. The minimum required activity levels for each stage of the auction are as follows:

1. Stage One: In each round of the first stage of the auction, a bidder who wishes to maintain its current eligibility is required to be active on licenses encompassing at least 60% of the bidding units for which it is currently eligible. Failure to maintain the requisite activity level will result in a reduction in the number of bidding units upon which a bidder will be eligible to bid in the next round of bidding (unless an activity rule waiver is used). During the first stage, if activity is below the required minimum level, eligibility in the next round will be calculated by multiplying the current round activity by five-thirds (5/3). Eligibility for each applicant in the first round is determined by the amount of the upfront payment received.

2. **Stage Two:** In each round of the second stage, a bidder who wishes to maintain its current eligibility is required to be active on 80% of the bidding units for which it is eligible in the current round. During the second stage, if activity is below the required minimum level, eligibility in the next round will be calculated by multiplying the current round activity by five-fourths (5/4).

3. **Stage Three:** In each round of the third stage, a bidder who wishes to maintain its current eligibility is required to be active on licenses encompassing 95 percent of the bidding units for which it is eligible in the current round. In the final stage, if activity in the current round is below 95 percent of current eligibility, eligibility in the next round will be calculated by multiplying the current round activity by twenty-nineteenths (20/19).

As stated above, activity requirements increase in each auction stage, therefore, it is necessary for bidders to check current activity during the bid submission period in the first round following a stage transition. Bidders who do not wish to submit any new bids in that round should check to determine whether their activity level is sufficient to maintain their current eligibility. Bidders may do this either telephonically or through the FCC WAN by entering the bid submission module and comparing the current activity to the activity required.

C. Activity Rule Waivers

Bidders will be provided five activity rule waivers that may be used in any round during the course of the auction. If a bidder's activity level is below the required activity level a waiver will automatically be applied, if a bidder still has waivers remaining and does not submit an automatic waiver override. That is, if a bidder fails to submit a bid in a round or bids below the required activity level, and its activity level from any standing high bids (high bids at the end of the bid withdrawal period in the previous round) falls below its required activity level, a waiver will be automatically applied. A waiver will preserve current eligibility in the next round. An activity rule waiver applies to an entire round of bidding and not to a particular license. **An automatic waiver invoked in a round in which there are no new valid bids will not keep the auction open.**

Bidders will be afforded an opportunity to override the automatic waiver mechanism if they wish to intentionally reduce their eligibility and do not want to use a waiver to retain their eligibility at its current level. If a bidder overrides the automatic waiver mechanism, its eligibility will be permanently reduced and it will not be permitted to regain its bidding eligibility from a previous round.

Bidders will have the option of proactively entering an activity rule waiver during the bid submission period. If a bidder submits a proactive waiver in a round in which no other bidding activity occurs, **the auction will remain open.** Therefore in the later rounds of the auction, if a bidder does not intend to bid but wants to ensure that the auction does not close, it should enter a proactive waiver in place of a bid. The submission of a proactive waiver will prevent the auction from closing.

III. Stopping Rules

Bidding will normally remain open on all licenses until bidding stops on every license. The auction will close after one round passes in which no new valid bids or proactive waivers are submitted. The Commission retains the discretion, however, to keep an auction open even if no new valid bids and no proactive waivers are submitted. In the event that the Commission exercises this discretion, the effect will be the same as if a bidder had submitted a proactive waiver. Thus, if a bidder has any activity rule waivers left, an automatic waiver will be applied if its activity from standing high bids does not meet its required activity level. Bidders whose activity from the standing high bid does not meet its required activity level and that have no activity rule waivers remaining will have their maximum eligibility reduced according to the activity rules as described above.

The Commission may also declare at any time after 40 rounds that the auction will end after a specified number of additional rounds. If the Commission invokes this stopping rule, it will accept bids in the final round(s) only for licenses on which the high bid increased in at least one of the preceding three rounds. The Commission also retains the discretion to close bidding on a particular license or licenses. In the unlikely event that we use such a license-by-license stopping rule, we would anticipate doing so only after 40 rounds; applying it first to the largest BTAs, and only if three or more rounds have passed without any bids on these licenses.

The Commission does not intend to exercise these options except in extreme circumstances such as where the auction is proceeding very slowly, there is minimal overall bidding activity and it appears unlikely that the auction will close within a reasonable period of time. Before exercising these options, however, the Commission would first attempt to increase the pace of the auction by announcing that the auction will move into the next stage, where bidders would be required to maintain a higher level of bidding activity. Under these circumstances, the Commission may also first increase the number of bidding rounds per day and increase the amount of the minimum bid increments for those limited number of licenses where there is still a high level of bidding activity.

IV. Additional Auction Information

A. Collusion

To prevent collusion, the Commission's rules prohibit communications during the course of the auction among applicants for the same geographic license areas when such communications concern bids, bidding strategies or settlements. *See* 47 C.F.R. § 1.2105(c).

B. Delay, Suspension or Cancellation of the Auction

The Commission may, by Public Notice or by announcement during the auction, delay, suspend or cancel the auction in the event of natural disaster, technical obstacle, evidence of an auction security breach, unlawful bidding activity, administrative necessity, or for any other reason that affects the fair and competitive conduct of competitive bidding. In

such cases, the Commission may, in its sole discretion, resume the auction starting from the beginning of the current or some previous round or cancel the auction in its entirety. Network failure at the auction may cause the Commission to delay or suspend the auction.

C. Bid Withdrawal Penalties

Any high bidder who withdraws a high bid during the course of an auction will be subject to a payment equal to the difference between the amount bid and the amount of the winning bid the next time the license is offered by the Commission. No withdrawal payment will be assessed if the subsequent winning bid exceeds the withdrawn bid. This payment will be deducted from any upfront payments or down payments that the withdrawing bidder has deposited with the Commission.

D. Releasing Bidder Identities

Bidders' identities, FCC Account Numbers, and the licenses for which they have applied will be disclosed prior to the auction. Thus, bidders will know in advance of the auction the identities of the bidders against whom they are bidding. During the course of the auction, bidder identities and all bids submitted and withdrawn will be disclosed during the round results period.

Part III: POST-AUCTION PROCEDURES FOR HIGH BIDDERS

I. Down Payment

The winning bidder for each license must submit sufficient additional funds (a "down payment") to bring the amount of money on deposit with the government to 5 percent of their net winning bid within five (5) business days after bidding is declared closed and the high bidders are announced. In the event that a bidder has is subject to a bid withdrawal penalty, the bidder's upfront payment (and down payment, if required) will be applied first to satisfy the penalty, and then toward its down payment. **If the amount of the penalty cannot yet be determined, the bidder will be required to make a deposit of 20 percent of the net amount bid on such licenses.** In the original Bidder Information Package, and in the Public Notice dated October 6, 1995, this deposit percentage was incorrectly described as 5 percent of the amount bid on defaulted licenses.

The remainder of the down payment, an additional 5 percent of the applicant's net winning bid, will be due within 5 business days after the license is granted. A sample FCC Remittance Advice Form (FCC Form 159) and further instructions for making auction down payments will be included in the Public Notice announcing the auction winners. The instructions for submitting cashier's checks and/or wire transfers are identical to those presented in the Pre-Auction Procedures Upfront Payments Section contained in this Supplemental Bidder Package.

II. Installment Payments

Instructions for making quarterly installment payments will be included in the Public Notice announcing auction winners.

III. Submission of Long-Form Applications (FCC Form 600) and Award of Licenses

Unless otherwise announced by Public Notice, winning bidders must timely submit a properly completed FCC Form 600 application (either electronically or manually) for each C block license within ten (10) business days after a Public Notice is issued announcing the high bidders and/or instructions on filing the FCC Form 600. Winning bidders must complete a FCC Form 600, Long-Form Application and Schedule "A" for each individual BTA license won through the auction. A copy of the FCC Form 600 was included in the original Bidder Information Package. Detailed filing instructions will be released by the Commission in the Public Notice announcing the auction winners. FCC Form 600 applications may be submitted electronically, by hand-delivery, by certified U.S. Mail (return receipt requested) or by private courier. Detailed electronic filing instructions will be included in a future Public Notice. Manual submission of the FCC Form 600 must be sent to:

**Office of the Secretary
Attn: Broadband PCS Processing Section
Federal Communications Commission
1919 M St., N.W., Room 222
Washington, D.C. 20554**

Once a winning bidder has submitted its down payment and an acceptable FCC Form 600, the Commission will release a Public Notice announcing the acceptability of the long-form application, triggering the 30-day filing window for petitions to deny. After resolving any petitions to deny, and if it is otherwise satisfied that the applicant is qualified, the Commission will issue the C block license. The remainder of the winning bidder's down payment, an additional five (5) percent of the applicant's net winning bid, is due within five (5) business days after the license is granted. All license grants will be conditioned on timely payments of the remaining down payment and all installment payments as set forth in 47 C.F.R. § 24.711 of the Commission's Rules.

IV. Default and Disqualification

After bidding closes, a defaulting auction winner (*i.e.*, a winner who fails to remit the required down payment within the prescribed period of time, fails to submit a long-form application, fails to make full payment, or is otherwise disqualified) will be subject to the penalties set forth in the Commission's Rules. In addition, if a default or disqualification involves gross misconduct, misrepresentation or bad faith by an applicant, the Commission may also declare the applicant and its principals ineligible to bid in future auctions, and may take any other action that it may deem necessary, including institution of proceedings to

revoke any existing licenses held by the applicant. *See Competitive Bidding Second Report and Order* in PP Docket No. 93-253, 9 FCC Rcd 2348 (1994) at ¶ 198.

V. Refund of Upfront Money

All applicants who submitted upfront payments, yet were not winning bidders for any BTA licenses, may be entitled to a refund of their upfront payments after the conclusion of the auction. Any refund will be conditioned upon the existence of excess funds on deposit after any applicable bid withdrawal penalties have been paid. After the close of the auction, a refund package will be delivered, via Federal Express, to these applicants at the address provided in the payor blocks 4 through 7 of the Remittance Advice Form, FCC Form 159. The package will include a cover letter which outlines the procedures for processing a refund, and an FCC Form SF-3881 (ACH Vendor/Miscellaneous Payment Enrollment Form).

Applicants are expected to complete their section of the SF-3881 and forward the form to their financial institution for final completion. Once the SF-3881 has been properly completed, it must be transmitted by facsimile to the Billings and Collections Branch, Federal Communications Commission, ATTN: William Koch. The fax number is (202) 418-2843. The original SF-3881 must also be mailed to the following address:

Federal Communications Commission
ATTN: William Koch
1919 M Street, N.W., Room 452
Washington, DC 20554

Bidders who drop out of the auction may also be eligible for a refund of upfront payments prior to the close of the auction. Qualified bidders who wish to obtain a refund, prior to the close of the auction, must have exhausted all of their activity rule waivers and have no remaining bidding unit eligibility. These bidders must forward a written request for refund, along with a copy of their bidding eligibility screen print, to Regina Dorsey or William Koch to the address listed above. Additionally, a copy of the refund request and the bidding eligibility screen print should also be transmitted by fax number (202) 418-2843. Once your request has been approved, a refund package will be forwarded to the address provided on the FCC Form 159.

Refund processing generally takes up to two weeks to complete. Bidders with questions regarding the refund process or completion of the SF-3881 should contact either Regina Dorsey or William Koch at (202) 418-1995.

VI. Construction Requirements

Licensees of 30 MHz blocks must serve with a signal level sufficient to provide adequate service to at least one-third of the population in their licensed area within five years of being licensed and two-thirds of the population in their licensed area within 10 years of being licensed. Licensees may choose to define population using the 1990 census or the

2000 census. Failure by any licensee to meet these requirements will result in forfeiture or non-renewal of the license and the licensee will be ineligible to regain it.

Licensees must file maps and other supporting documents showing compliance with the respective construction requirements within the appropriate five-year and ten-year benchmarks of the date of their initial licenses. See 47 C.F.R. § 24.203.

VII. Bidder Alert

A. Applicant Certification Requirements

The Terms contained in the Commission's Report and Orders, Public Notices and in the Bidder Package are not negotiable. Prospective bidders should review these auction documents thoroughly prior to the auction to make certain that they understand all of the provisions and are willing to be bound by all of the Terms before making any bid.

All applicants must certify under penalty of perjury on their FCC Form 175 applications that they are legally, technically, financially and otherwise qualified to hold a license. Prospective bidders are reminded that submission of a false certification to the Commission is a serious matter that may result in severe penalties including monetary forfeitures, license revocations, being barred from participating in future auctions, and/or criminal prosecution.

B. A Note on Possible Deceptive Solicitations

As is the case with many business investment opportunities, some unscrupulous entrepreneurs may attempt to use the PCS auctions to deceive and defraud unsuspecting investors. According to the Securities and Exchange Commission ("SEC"), common warning signals of such fraud include the following: the first contact is a "cold call" from a telemarketer or made in response to an inquiry prompted by a television or radio infomercial; the offering materials used to invest in the venture appear to be targeted at IRA funds by, for example, including all documents and papers needed for the transfer of funds maintained in IRA accounts; the amount of the minimum investment is less than \$20,000; the sales representative makes verbal representations that (1) the IRS, FTC, SEC, FCC, or some other government agency has approved the investment; (2) the investment is not subject to state or federal securities laws; (3) the investment will yield unrealistically high short-term profits. In addition, the offering materials often include actual copies of FCC releases, or quotes from Commission personnel, giving the appearance of FCC approval or knowledge of the solicitation.

The Commission does not approve any individual investment proposal, nor does it provide a warranty with respect to any license being auctioned. Potential applicants or investors are reminded that winning a license in the C block auction is not a guarantee of success in the marketplace. Information about deceptive telemarketing investment schemes is available from the Federal Trade Commission (FTC) at (202) 326-2222 and from the

Securities and Exchange Commission (SEC) at (202) 942-7040. Complaints about specific deceptive telemarketing investment schemes should be directed to the National Fraud Information Center at 1 (800) 876-7060, the FTC or the SEC. Consumers who have concerns about specific PCS investment proposals may also call the FCC Auction Hotline at (202) 418-1400.

