FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1997

PCS NUCLEUS, LIMITED PARTNERSHIP



FLORIDA DEPARTMENT OF STATE

Sandra Mortham

Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

1a. DOCUMENT # **B9500000372**

FILED

96 DEC 31 PH 4:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA





Mailing Address 6 CAMPUS CIRCLE	Principal Office Address 1209 ORANGE STREET WILMINGTON DE 19801		3. Date Formed or Registered 10/20/1995	5a. Capital Contributions as Shown on record. \$250,000,000.00
WESTLAKE TX 76262			3a. Date of Last Report 12/22/1995	
2. Mailing Address	2a. Principal Office Address		4. State or Country of Formation DE	Contributions in FLORIDA to date:
S-≋te, Apt. #, etc.	Suite, Apt. #, etc.	Suite, Apt. #, etc.		Applied For Not Applicable
City & State	City & State	City & State		\$8.75 Additional
Zip Country	Zip	Zip Country		Fee Required State (See reverse side for fee information)
9. Name and Address of Current Registered Agent 10. If changed, new Registered Agent/Office				d Agent/Office
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET, SUITE 105 TALLAHASSEE FL 32301		Name		
		Street Address (P.O. Box Number Is Not Acceptable)		
		Sulte, Apt. ≢, etc.		
		City		FL Zip Code
10a. Pursuant to the provisions of sections 620 1051 are for the purpose of changing its registered office or agent. I am famil ar with, and accept the obligation	registered agent, or both, in the State of Flo			
SIGNATURE (Registered Agent Accepting Appointment)			DATE	
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.				
11. Name(s) of General Partner(s)	11a. (Do NOT Use Post Office E	al Partner Box Numbers)	1b. City, State & Zip Code	11c. Registration/ Document Number
AIRTOUCH PCS HOLDING, INC.	2999 OAK ROAD, MS	102	WALNUT CREEK CA 94596	F95000004930
U.S. WEST PCS HOLDINGS, INC.	7800 EAST ORCHARD	ROA	ENGLEWOOD CO 80111	F95000005289
•			0000020 -01/14/ ***117	7578001 79701170001 70.00 ****585.00

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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filling is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k). Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true any acceptable and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this growths required by charter 50° Florida Statutes.

SIGNATURE

Typed or Printed Name of General Parine/Signing Form

Director Prime Co Per

Comunicatus Daytime Telephone Number

NTE 12/30/96 Der_817 258 1440