

COMPETITIVE TELECOMMUNICATIONS SERVICE PROVIDERS

For the provision of (check all that apply):

- | | |
|--|---|
| <input type="checkbox"/> INTEREXCHANGE CARRIER | <input type="checkbox"/> PAGING |
| <input checked="" type="checkbox"/> CELLULAR | <input type="checkbox"/> COMPETITIVE ACCESS |
| <input type="checkbox"/> PERSONAL COMMUNICATIONS SERVICES | <input type="checkbox"/> OTHER (Describe): |
| <input type="checkbox"/> ALTERNATIVE OPERATOR SERVICE PROVIDER | |

ANNUAL REPORT

OF

Cincinnati SMSA Limited Partnership
(Exact legal name of respondent)

If name was changed during year, show also the
previous name and date of change.

2000 W. Ameritech Center Drive, Hoffman Estates, Cook, IL 60195-5000
Address City County State Zip Code

847/706-7600

Phone: (Area Code) Number

2000 W. Ameritech Center Drive, Hoffman Estates, IL 60195-5000

(Address of principal business office at end of year)

TO THE PUBLIC UTILITIES COMMISSION OF OHIO



CONFIDENTIAL

FOR THE

YEAR ENDED DECEMBER 31, 1998

Name, title, address and telephone number (including area code) of the person to be contacted concerning this report.

Lina Tsui, Manager, Partnership Analysis

2000 W. Ameritech Center Drive, Hoffman Estates, IL 60195-5000 847/765-6188

TABLE OF CONTENTS

Title	Page
General Instructions.....	1
Identity of Respondent.....	2
Important Changes During The Year.....	3
Directors, Proprietors, Partners (Schedule 1).....	4
Statement of Intrastate Gross Earnings (Revenue) For The Year (Schedule 2).....	5
Name, Address and Phone Number of the Company's Contact Persons and Whom Invoice Should be Directed.....	6
Verification.....	7

GENERAL INSTRUCTIONS, DEFINITIONS, ETC.

Please read the general instructions carefully before filling out this form:

1. The word "Respondent" in the following inquiries means the person, firm, association, or company in whose behalf the report is made.
2. The schedules and questions contained in this report were developed to be generally applicable to all competitive telecommunication service providers. All instructions shall be followed and each question answered as fully and accurately as possible. Sufficient answers shall appear to show that no schedule, question, or line item has been overlooked.
3. If answers to an inquiry are given elsewhere in the report, incorporation of the information by reference is sufficient.
4. Customary abbreviations may be used except that the exact name of the respondent shall be shown in full on the "Title Page" and in the "Verification" page.
5. Where the space provided is insufficient for the required data or it is necessary or desirable to insert additional statements or schedules, the insert pages shall show the number and title of the schedule to which it pertains, as well as the name of the respondent and the year covered, and shall be on 8 1/2" x 11" durable paper.
6. The information required with respect to any statement furnished is the minimum requirement. The respondent may add such further material information as is necessary to ensure that the required statements are not misleading.
7. All copies filed with the Commission must be legible and permanent. All entries shall be made in permanent ink or by a typewriter. Items of a reverse or contrary character shall be enclosed in parentheses, or indicated by a minus sign followed by the amount.
8. The annual report shall be signed by a duly elected officer of the respondent and it shall be notarized.
9. "Operating" as used in this report refers to regulated operations while "Nonoperating" refers to nonregulated operations.

IDENTITY OF RESPONDENT

1. State whether respondent is a corporation, a joint stock association, a firm or partnership, or an individual.

Partnership

2. Date when operations began.

November 2, 1984

3. If a consolidated or merged company, give names of each such incident, date, and Commission authority. If a reorganized company, give name of original corporation.

N/A

4. If incorporated specify (a) Date of filing articles of incorporation,
(b) State in which incorporated,

N/A

5. Commission Case Number granting operating authority and date issued.

CPCN No. 45 (83-1308-RC-ACE) CPCN No. 52 (86-2097-RC-AAC)
CPCN No. 51 (84-1224-RC-ACE)

6. State whether or not the respondent during the year conducted any part of its business under a name or names other than that shown Title Page; if so, give full particulars.

Ameritech Cellular

7. General description of service territory served by respondent.

Cincinnati/Dayton, Hamilton/Middletown, Springfield, and Columbus
Metropolitan Areas

8. Number of locations within Ohio.

10 Stores

IMPORTANT CHANGES DURING THE YEAR

Report important changes of the types listed. Except as otherwise indicated data furnished should apply to the same period the report covers. Answers should be numbered in accordance with the inquiries and if "none" states the fact, it should be used. If information which answers an inquiry is given elsewhere in the report, identification of the other answer will be sufficient.

1. Changes in ownership or control (shareholders holding 5% or more of outstanding stock).
Champaign Telephone Company sold its interest in the partnership to Ameritech Mobile Phone Service of Cincinnati and GIT-Cell, Inc.
2. Other important changes: Give brief particulars of each other important change which is not disclosed elsewhere in this report.

None

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SCHEDULE: 1

DIRECTORS, PROPRIETORS, PARTNERS

1. Give the name of each director or proprietor. (For partnerships identify each partner, identify which are general or limited partner and show each partner's percent of interest.)

Line No.	Name and Address (City and State) (a)	Served Continuously From (b)	Term Expired or Current Term Will Expire (c)
1	Ameritech Mobile Phone Service of Cincinnati, Inc.		
2	General Partner 53.0336%		
3			
4	Cincinnati Bell Cellular System Company		
5	Limited Partner 45.0672%		
6			
7	B60 Communications Investment Company		
8	Limited Partner 1.2016%		
9			
10	GIT-Cell, Inc.		
11	Limited Partner 0.6976%		
12			
13			
14			
15			
(For corporations, show the data requested; for other forms of business organizations, show names of individuals holding comparable positions.)			
16	Name of Chairman of the Board	21	Treasurer
17	Name of Secretary of Board	22	Controller Gib Wolf
18	President Herb Hribar/Walter S. Catlow	23	Vice President - Finance Nancy G. Howe
19	(to 7-1-98) (since 7-1-98)		
20	Vice-President Dennis Myers		
	Secretary Dennis Myers		

Instructions:

Schedule 2 is used for PUCO annual assessment purposes pursuant to Section 4905.10, RC. The reporting company shall maintain supporting and/or subsidiary records to separately record revenues derived from total operations and from its Ohio intrastate operations. Information presented herein is subject to audit by the PUCO.

The jurisdictional separation of revenues reported in this schedule should conform, to the extent applicable, to the procedures and instructions of CFR 47 Parts 32 and 36.

For interexchange carriers, intrastate refers to messages originating and terminating in Ohio.

For cellular, competitive access, and paging providers, intrastate refers to amounts billed to an Ohio account.

SCHEDULE: 2

STATEMENT OF INTRASTATE GROSS EARNINGS (REVENUE) *		
Line No.	Item	Amount Ohio Intrastate
1	Operating and Miscellaneous Revenue - Wholesale Cellular Communications, Radio Common Carrier, Directory Revenue, Rent Revenue, Special Billings (revenue from work performed for others, rent revenue-nonoperating, return on regulated investment used to provide nonregulated products and services, etc.)	\$20,368,648
2	Other Revenue, Dividend and Interest Income, Gains From Disposition of Property - Operating and Nonoperating, Other Operating or Nonoperating Gains (foreign currency exchange or transfer, extinguishment of debt, company's share of earnings of affiliated company accounted for on equity method, income from sinking and other funds, etc.)	
3	SUBTOTAL (1) + (2)	\$20,368,648
4	Earnings or receipts from sales to other public utilities for resale	()
5	TOTAL (3) + (4)	\$20,368,648

SCHEDULE: 3

IN ORDER TO ENSURE THAT PUCO CORRESPONDENCE IS DIRECTED TO THE APPROPRIATE PERSON AT THE CORRECT ADDRESS, PLEASE COMPLETE THE FOLLOWING.

Name, Title, Address, and Phone Number of the Company's Contact Persons to Receive Entries and Orders from the Docketing Division

Stephanie Cassioppi Director, External Affairs
Name Title
2000 W. Ameritech Center Drive, Hoffman Estates, IL 60195-5000
Address
847/765-5731
Phone Number (Including Area Code)

Name, Title, Address, and Phone Number of Person to whom Invoice should be Directed

Lina Tsui Manager, Partnership Analysis
Name Title
2000 W. Ameritech Center Drive, Hoffman Estates, IL 60195-5000
Address
847/765-6188
Phone Number (Including Area Code)

Name and Address of the President

Walter S. Catlow President
Name Title
2000 W. Ameritech Center Drive, Hoffman Estates, IL 60195-5000
Address

VERIFICATION

The foregoing report must be verified by the President or Chief Officer of the company. The oath required may be taken before any person authorized to administer an oath by the laws of the State in which the same is taken.

OATH

State of Illinois
County of Cook

Nancy G. Howe makes oath and says that
(Insert here the name of the affiant.)

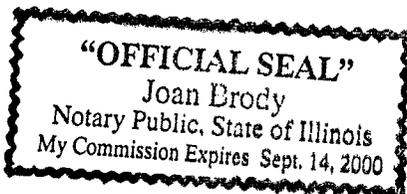
She is Vice President Finance
(Insert here the official title of deponent)

of Cincinnati SMSA Limited Partnership
(Insert here the exact legal title or name of the respondent.)

that he has examined the foregoing report; that to the best of his knowledge, information, and belief, all statements of fact contained in the said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from and including January 1, 1998, to and including December 31, 1998.

Nancy G. Howe
(Signature of affiant.)

Joan Brody 3/10/99
NOTARY PUBLIC





Cellular Services
2000 West Ameritech Center Drive
Hoffman Estates, IL 60195-5000
Office 847/765-5705
Fax 847/765-3714

Nancy G. Howe
Vice President, Finance

March 8, 1999

Mr. Gary Vigorito
Public Utilities Commission of Ohio
Fiscal Division
180 East Broad Street
Columbus, OH 43266-0573

Dear Mr. Vigorito:

We are enclosing one (1) Annual Report for the Cincinnati SMSA Limited Partnership for its wholesale cellular operations for the year ended December 31, 1998.

We respectfully request that the Commission take note that all pages in the enclosed report are stamped "Confidential" and should be treated by the Commission and the staff as proprietary.

If you have any questions concerning the enclosed, please call Stephanie Cassioppi at (847) 765-5731.

Sincerely,

A handwritten signature in cursive script that reads "Nancy G. Howe".

/gs
Enclosures

cc: Office of the Consumer's Council
State of Ohio
77 S. High Street
Columbus, OH 43266-0550