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TRITON PCS HOLDINGS INC
Form SC 13D/A
February 14, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(RULE 13d-101)

Information to be Included in Statements Filed Pursuant to
Rule 13d-1(a) and Amendments thereto Filed Pursuant to Rule 13d-2(a)

(Amendment No. 3)*

TRITON PCS HOLDINGS, INC.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

896775103
(CUSIP Number)

Harvey M. Eisenberg, Esq.
O'Sullivan LLP
30 Rockefeller Plaza, 41st Floor
New York, New York 10112
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

January 1, 2003
(Date of Event Which Required Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject to this Schedule 13D, and is filing this schedule because ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13-d-7(b) for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("ACT") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

J.P. Morgan Partners (23A SBIC), LLC
13-337-6808

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(see Instructions) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (see Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--------------|----|--------------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 9,014,157 Class A Common Stock |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | Not applicable. |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 9,014,157 Class A Common Stock |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER |
| | | Not applicable. |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,014,157 Class A Common Stock

12 CHECK THE BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

15.0%

14 TYPE OF REPORTING PERSON (see Instructions)

CO

15 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

J.P. Morgan (SBIC) LLC (the successor to
J.P. Morgan Investment Corporation)
13-3610568

16 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions)

(a) []
(b) [X]

17 SEC USE ONLY

18 SOURCE OF FUNDS (see Instructions)

WC

19 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

[]

20 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | | |
|--------------|----|--------------------------|---------------------------------|
| NUMBER OF | 21 | SOLE VOTING POWER | |
| SHARES | | | 7,549,104 Class B Common Stock |
| BENEFICIALLY | 22 | SHARED VOTING POWER | |
| OWNED BY | | | Not applicable. |
| EACH | 23 | SOLE DISPOSITIVE POWER | |
| REPORTING | | | 7,549, 104 Class B Common Stock |
| PERSON WITH | 24 | SHARED DISPOSITIVE POWER | |
| | | | Not applicable. |

25 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,549,104 Class B Common Stock

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26 CHECK THE BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [X]

27 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.1%

28 TYPE OF REPORTING PERSON (see Instructions)
CO

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ISSUER Triton PCS Holdings, Inc. CUSIP NUMBER: 896775103

29 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)
60 Wall Street SBIC Fund, L.P.
13-3926426

30 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(see Instructions) (b) [X]

31 SEC USE ONLY

32 SOURCE OF FUNDS (see Instructions)
WC

33 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) []

34 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

35 SOLE VOTING POWER
NUMBER OF 376,995 Class B Common Stock
SHARES

36 SHARED VOTING POWER
BENEFICIALLY Not applicable.

37 SOLE DISPOSITIVE POWER
OWNED BY 376,995 Class B Common Stock
EACH

38 SHARED DISPOSITIVE POWER
REPORTING 376,995 Class B Common Stock
PERSON WITH Not applicable.

39 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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376,995 Class B Common Stock

40 CHECK THE BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES [X]

41 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.6%

42 TYPE OF REPORTING PERSON (see Instructions)

PN

SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

PRELIMINARY NOTE: This Schedule 13D/A amends and restates in its entirety the original Schedule 13D filed with the Securities and Exchange Commission on January 10, 2001 and is being amended to reflect a change in the name and controlling persons of the Reporting Person.

ITEM 1. SECURITY AND ISSUER.

This statement (the "Statement") relates to the Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock") and Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock" and together with the Class A Common Stock, sometimes referred to herein as the "Common Stock"), of Triton PCS Holdings, Inc. (the "Issuer"). The Class B Common Stock may be converted at any time at the option of the holder thereof into an equivalent number of shares of Class A Common Stock. The Issuer's principal executive offices are located at 375 Technology Drive, Malver, PA 19355.

ITEM 2. IDENTITY AND BACKGROUND.

This Statement is being filed by each of the following Reporting Persons: (i) J.P. Morgan Partners (23A SBIC), LLC (formerly known as CB Capital Investors, L.P.), a Delaware limited liability company (hereinafter referred to as "JPMP (SBIC)") whose principal office is located at c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas, New York, New York 10020, (ii) J.P. Morgan SBIC LLC, a Delaware limited liability company (hereinafter referred to as "JPM SBIC"), whose principal office is located at 60 Wall Street, New York, New York 10260, and (iii) Sixty Wall Street SBIC Fund, L.P., a Delaware limited partnership (hereinafter referred to as "Sixty Wall"), whose principal office is located at 60 Wall Street, New York, New York 10260.

JPMP (SBIC) is engaged in the venture capital and leveraged buyout business. The Managing Member of JPMP (SBIC) is J.P. Morgan Partners (23A SBIC Manager), Inc. (formerly known as CB Capital Investors, Inc.), a Delaware corporation (hereinafter referred to as "JPMP (SBIC Manager)", whose principal business office is located at the same address as JPMP (SBIC). JPMP (SBIC Manager) is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP (SBIC) Manager (the "JPMP (SBIC) Manager

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Disclosed Parties").

JPM (SBIC) Manager is a wholly-owned subsidiary of The Chase Manhattan Bank, a New York corporation (hereinafter referred to as "Chase Bank") which is engaged in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of Chase Bank (the "Chase Bank Disclosed Parties").

JPM SBIC is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule C hereto and incorporated herein by reference are the names, business address and employments of each executive officer and director of JPM SBIC (the "JPM SBIC Disclosed Parties").

JPM SBIC is a wholly-owned subsidiary of J.P. Morgan Capital Corporation, a Delaware corporation (hereinafter referred to as "JPMCC"), whose principal business office is located at the same address as JPM SBIC. JPMCC is also engaged in the venture capital and leveraged buyout business. Set forth in Schedule D hereto and incorporated herein by reference are the names, business addresses and employments of each executive officer and director of JPMCC (the "JPMCC Disclosed Parties").

Sixty Wall is also engaged in the venture capital and leveraged buyout business and is owned principally by employees of J.P. Morgan Chase & Co. Incorporated (formerly known as The Chase Manhattan Corporation), a Delaware corporation and its direct and indirect subsidiaries. Sixty Wall co-invests with JPMCC and its subsidiaries.

The general partner of Sixty Wall is Sixty Wall Street SBIC Corporation, a Delaware corporation, whose principal business address is located at the same address as Sixty Wall, JPM SBIC and JPMCC (hereinafter referred to as "Sixty Wall Corp."). Sixty Wall Corp. is also engaged in the venture capital and leveraged buyout

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business. Set forth in Schedule E hereto and incorporated herein by references are the names, business addresses, principal occupations and employments of each executive officer and director of Sixty Wall Corp. (the "Sixty Wall Corp. Disclosed Parties").

Each of Chase Bank, JPMCC and Sixty Wall Corp. is a wholly-owned subsidiary of JP Morgan Chase & Co. (formerly known as The Chase Manhattan Corporation), a Delaware corporation (hereinafter referred to as "JP Morgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule F hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JP Morgan Chase (the "JP Morgan Chase Disclosed Parties"), and together with the JPM (SBIC) Manager Disclosed Parties, the Chase Bank Disclosed Parties, the JPM SBIC Disclosed Parties, the JPMCC Disclosed Parties, and the Sixty Wall Corp. Disclosed Parties, the "Disclosed Parties").

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During the last five years, no Reporting Person or, to the knowledge of such Reporting Person, no Disclosed Party related to such Reporting Person, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The funds provided by JPMP (SBIC) for the purchase of the Issuer's Common Stock were obtained from JPMP (SBIC) contributed capital, which includes funds that are held available for such purpose. The funds provided by JPM SBIC for the purchase of the Issuer's Common Stock were obtained from JPM SBIC contributed capital, which includes funds that are held available for such purpose. All of the funds for Sixty Wall's purchase of the Issuer's Common Stock were obtained from Sixty Wall contributed capital, which includes funds that are held available for such purpose.

ITEM 4. PURPOSE OF TRANSACTIONS.

On December 31, 2000, J.P. Morgan & Co. Incorporated merged with and into The Chase Manhattan Corporation (the "Merger"), with the surviving corporation being J.P. Morgan Chase. As a result of the Merger, J.P. Morgan Chase indirectly acquired the Issuer's Common Stock held by JPM SBIC and Sixty Wall and as a result thereof, J.P. Morgan Chase may be deemed the indirect Beneficial Owner through the Reporting Persons of 21,442,026 shares of the Issuer's Common Stock which represented 37.13% of the Issuer's outstanding Common Stock as of March 26, 2001.

JPMP (SBIC), JPM SBIC, Sixty Wall, Private Equity Investors III, L.P. and Equity-Linked Investors-II, which collectively own an aggregate of 56.3% of the outstanding Class A common stock of the Issuer as of March 26, 2001, have verbally agreed that they will not be selling any additional securities of the Issuer at this time. They have also verbally agreed to act together, in cooperation with the Issuer and the Issuer's management, in determining the timing and extent of future sales of securities of the Issuer. The foregoing entities should be deemed to be acting together for such purposes until further notice.

The acquisition of the Issuer's equity securities has been made by JPMP (SBIC), JPM SBIC and Sixty Wall for investment purposes. Although none of JPMP (SBIC), JPM SBIC and Sixty Wall has a present intention to do so, each of JPMP (SBIC), JPM SBIC and Sixty Wall may make additional purchases of the Issuer's Common Stock either in the open market or in privately negotiated transaction, including transactions with the Issuer, depending on an evaluation of the Issuer's business prospects and financial condition, the market for the Common Stock, other available investment opportunities, money and stock market conditions and other future developments. Depending on these factors, each of JPMP (SBIC), JPM SBIC and Sixty Wall may decide to sell all or part of its holdings of the Issuer's Common Stock in one or more public or private transactions.

Except as set forth in this Item 4, none of JPMP (SBIC), JPM SBIC and Sixty Wall has a present

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plan or proposal that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D. However, JPMP (SBIC), JPM SBIC and Sixty Wall each reserve the right to propose or participate in future transactions which may result in one or more of such actions, including but not limited to, an extraordinary corporate transaction, such as a merger, reorganization or liquidation, sale of a material amount of assets of the Issuer or its subsidiaries, or other transactions which might have the effect of causing the Issuer's Common Stock to cease to be listed on the NASDAQ National Market System or causing the Common Stock to become eligible for termination of registration, under section 12 (g) of the Exchange Act.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

JPMP (SBIC) may be deemed the beneficial owner of 9,014,157 shares of Common Stock, which represents 15.3% of the Common Stock as of December 31, 2001. JPMP (SBIC) has the sole voting power and dispositive power with respect to its shares of the Issuer's Common Stock. JPM SBIC may be deemed beneficial owner of 7,549,104 shares of Common Stock, which represents 11.3% of the outstanding shares of Common Stock as of December 31, 2001. JPM SBIC has the sole voting power and dispositive power with respect to its shares of Common Stock. Sixty Wall may be deemed the beneficial owner of 376,995 shares of Common Stock, which represents 0.6% of the Common Stock as of December 31, 2001. Sixty Wall has the sole voting power and dispositive power with respect to its shares of Common Stock. Each of JPMP (SBIC), JPM and Sixty Wall disclaims that it is a member of a group with any other persons either for purposes of this Statement or for any other purpose related to its beneficial ownership of the Issuer's securities.

Each of the Reporting Persons is a party to the agreement described in the second paragraph of Item 4 (the "Agreement"), and as such, they may be deemed to be part of a "group" for purposes of Section 13 of the Securities Exchange Act of 1934, as amended, whose members collectively hold more than 5% of the Issuer's Common Stock (a "Group"). Each Reporting Person disclaims membership in any Group and disclaims beneficial ownership of any shares of Common Stock held by any of the other parties to the Agreement or any member of a Group that might be attributed to them by reason of the Agreement. The filing of this Statement shall not be construed as an admission that the Reporting Person is the beneficial owner of such shares or that the Reporting Person and any of such other stockholders' constitute such a person or group. Each Reporting Person is not responsible for the accuracy of any information filed in this Statement relating to any Reporting Person other than itself and its related persons or entities.

On December 7, 2001, JPMP (SBIC) sold 2,395,457 shares of Class A Common Stock for a purchase price of \$29.10 per share in an open market transaction.

On July 1, 2002, Arnold L. Chavkin, an executive officer of the Reporting Persons, received Restricted Stock Option to purchase 23,750 Shares as a Director of the Issuer pursuant to a Restricted Stock Agreement, a copy of which is attached hereto as Exhibit B and incorporated herein by reference.

Except as reported in Item 4 above and incorporated herein by reference, there have been no transactions involving the Issuer's Common Stock during the past sixty days which are required to be reported in this Statement.

No person other than JPMP (SBIC), JPM SBIC and Sixty Wall, has the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of the Issuer's Common stock owned beneficially by JPMP

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(SBIC), JPM SBIC and Sixty Wall.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Stockholders Agreement. Each of JPMP (SBIC), JPM SBIC and Sixty Wall are parties to the First Amended and Restated Stockholders Agreement, dated October 27, 1999, by and among the Issuer and certain of its stockholders, a copy of which is attached as Exhibit A hereto and is incorporated by reference herein.

Verbal Agreement. Each of JPMP (SBIC), JPM SBIC and Sixty Wall is a party to the verbal agreement described in the second paragraph of Item 4 of this Statement, which description is incorporated by reference herein in response to this Item.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

SCHEDULE A

Item 2 information for executive officers and directors of JPMP (SBIC) Manager.

SCHEDULE B

Item 2 information for executive officers and directors of Chase Bank.

SCHEDULE C

Item 2 information for executive officers and directors of JPM SBIC.

SCHEDULE D

Item 2 information for executive officers and directors of JPMCC.

SCHEDULE E

Item 2 information for executive officers and directors of Sixty Wall Corp.

SCHEDULE F

Item 2 information for executive officers and directors of JP Morgan Chase.

EXHIBIT A

First Amended and Restated Stockholders Agreement, dated October 27, 1999 by and among Triton PCS Holdings, Inc., AT&T Wireless PCS, L.L.C., and the other parties appearing on the signature pages thereto.*

EXHIBIT B

Restricted Stock Agreement dated July 1, 2002.

*Filed previously.

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SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

J.P. MORGAN PARTNERS (23A SBIC), LLC

By: J.P. Morgan Partners (23A SBIC Manager), Inc.
its Managing Member

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

February 14, 2003

Date

SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

J.P. MORGAN SBIC LLC

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

February 14, 2003

Date

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SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SIXTY WALL STREET SBIC FUND, L.P.

By: Sixty Wall Street SBIC Corporation,
its General Partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

February 14, 2003

Date

SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

SCHEDULE A

J.P. MORGAN PARTNERS (23A SBIC MANAGER), INC.

EXECUTIVE OFFICERS (1)

| | |
|---|--------------------------|
| President | Jeffrey C. Walker* |
| Executive Vice President | Mitchell J. Blutt, M.D.* |
| Executive Vice President | Arnold L. Chavkin* |
| Executive Vice President | John M.B. O'Connor* |
| Managing Director | Dr. Dana Beth Ardi* |
| Managing Director | Christopher C. Behrens* |
| Managing Director | Julie Casella-Esposito* |
| Managing Director | Rodney A. Ferguson* |
| Managing Director | Cornell P. French* |
| Managing Director | Michael R. Hannon* |
| Managing Director | Alfredo Irigoin* |
| Managing Director | Andrew Kahn* |
| Managing Director | Jonathan R. Lynch* |
| Managing Director | Stephen P. Murray* |
| Managing Director | Timothy Purcell* |
| Managing Director | Faith Rosenfeld* |
| Managing Director | Shahan D. Soghikian* |
| Managing Director | Timothy J. Walsh* |
| Managing Director | Richard D. Waters, Jr. * |
| Managing Director | Damion E. Wicker, M.D.* |
| Managing Director | Eric R. Wilkinson* |
| Senior Vice President and Assistant Secretary | James Hutter* |

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| | |
|---|---------------------|
| Senior Vice President and Assistant Secretary | Mounir Nahas* |
| Senior Vice President, Treasurer and Assistant Secretary | Elisa R. Stein* |
| Vice President and Assistant Secretary | Richard Madsen* |
| Vice President and Assistant Secretary | Puneet Gulati* |
| Vice President and Assistant Secretary | Thomas Szymoniak* |
| Vice President and Assistant Secretary | Scott Kraemer* |
| Secretary | Anthony J. Horan** |
| Assistant Secretary | Robert C. Carroll** |
| Assistant Secretary | Denise G. Connors** |
| Assistant Secretary | Euisun Lisa Lee** |
| Assistant Secretary | Timothy Samson** |

(1) Each of whom is a United States citizen except for Messrs. Irigoin, and Soghikian.

* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

** Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

DIRECTORS (1)

Jeffrey C. Walker*

(1) Each of whom is a United States citizen except for Messrs. Britts, Irigoin, and Soghikian.

* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

** Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

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SCHEDULE B

THE CHASE MANHATTAN BANK

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EXECUTIVE OFFICERS(1)

| | |
|--|---|
| Chairman of the Board and Chief Executive Officer Vice Chairman | William B. Harrison Jr.* David A. Coulter* |
| Vice Chairman; Chairman, Investment Bank Vice Chairman | Walter A. Gubert* Thomas B. Ketchum* |
| Vice Chairman; Co-Chief Executive Officer, Investment Bank Vice Chairman | Donald H. Layton* James B. Lee Jr. * |
| Vice Chairman; Head of Finance, Risk Management and Administration Vice Chairman Managing Director; Head of Credit Risk Policy Executive Vice President; General Auditor Chief Financial Officer General Counsel Director of Human Resources Director of Corporate Marketing and Communications Executive Vice President; Head of Market Risk Management Managing Director; Corporate Treasurer | Marc J. Shapiro* Jeffrey C. Walker** Suzanne Hammett* William J. Moran* Dina Dublon* William H. McDavid* John J. Farrell* Frederick W. Hill* Lesley Daniels Webster* David B. Edelson* |
| Corporate Secretary Senior Vice President; Chief Compliance Officer Controller Assistant Corporate Secretary | Anthony James Horan* Gregory S. Meredith* Joseph L. Scalfani* James C. Berry* |

DIRECTORS (1)

| NAME | PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS |
|------------------|---|
| Hans W. Becherer | Retired Chairman of the Board and Chief Executive Officer Deere & Company One John Deere Place Moline, IL 61265 |

(1) Each of whom is a United States citizen.

* Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

** Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York New York 10020.

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| NAME | PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS |
|--------------------------|---|
| Frank A. Bennack, Jr. | President and Chief Executive Officer The Hearst Corporation 959 Eighth Avenue New York, New York 10019 |
| Lawrence A. Bossidy | Chairman of the Board Honeywell International P.O. Box 3000 Morristown, NJ 07962-2245 |
| Ellen V. Futter | President and Trustee American Museum of Natural History Central Park West at 79th Street New York, NY 10024 |
| William H. Gray, III | President and Chief Executive Officer The College Fund/UNCF 9860 Willow Oaks Corporate Drive P.O. Box 10444 Fairfax, Virginia 22031 |
| William B. Harrison, Jr. | Chairman of the Board and Chief Executive Officer J.P. Morgan Chase & Co. 270 Park Avenue, 8th Floor New York, New York 10017-2070 |
| Helene L. Kaplan | Of Counsel Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, New York 10036 |

SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

SCHEDULE C

J.P. MORGAN SBIC LLC

EXECUTIVE OFFICERS(1)

| | |
|--------------------------|--------------------------|
| President | Jeffrey C. Walker* |
| Executive Vice President | Mitchell J. Blutt, M.D.* |
| Executive Vice President | Arnold L. Chavkin* |
| Executive Vice President | John M.B. O'Connor* |
| Managing Director | Dr. Dana Beth Ardi* |
| Managing Director | Christopher C. Behrens* |
| Managing Director | Julie Casella-Esposito* |
| Managing Director | Rodney A. Ferguson* |
| Managing Director | Cornell P. French* |

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| | |
|---|-------------------------|
| Managing Director | Michael R. Hannon* |
| Managing Director | Alfredo Irigoin* |
| Managing Director | Andrew Kahn* |
| Managing Director | Jonathan R. Lynch* |
| Managing Director | Stephen P. Murray* |
| Managing Director | Timothy Purcell* |
| Managing Director | Faith Rosenfeld* |
| Managing Director | Shahan D. Soghikian* |
| Managing Director | Timothy J. Walsh* |
| Managing Director | Richard D. Waters, Jr.* |
| Managing Director | Damion E. Wicker, M.D.* |
| Managing Director | Eric R. Wilkinson* |
| Senior Vice President and Assistant Secretary | James Hutter* |
| Senior Vice President and Assistant Secretary | Mounir Nahas* |
| Senior Vice President, Treasurer and Assistant Secretary | Elisa R. Stein* |
| Vice President and Assistant Secretary | Richard Madsen* |
| Vice President and Assistant Secretary | Puneet Gulati* |
| Vice President and Assistant Secretary | Thomas Szymoniak* |
| Vice President and Assistant Secretary | Scott Kraemer* |
| Secretary | Anthony J. Horan** |
| Assistant Secretary | Robert C. Carroll** |
| Assistant Secretary | Denise G. Connors** |
| Assistant Secretary | Euisun Lisa Lee** |
| Assistant Secretary | Timothy Samson** |

(1) Each of whom is a United States citizen except for Messrs. Irigoin, and Soghikian.

* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

** Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017.

SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

DIRECTORS (1)

Jeffrey C. Walker*

(1) Each of whom is a United States citizen except for Messrs. Irigoin, and Soghikian.

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SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

SCHEDULE D

J.P. MORGAN CAPITAL CORPORATION

EXECUTIVE OFFICERS(1)

| | |
|---|--------------------------|
| President | Jeffrey C. Walker* |
| Executive Vice President | Mitchell J. Blutt, M.D.* |
| Executive Vice President | Arnold L. Chavkin* |
| Executive Vice President | John M.B. O'Connor* |
| Managing Director | Dr. Dana Beth Ardi* |
| Managing Director | Christopher C. Behrens* |
| Managing Director | Julie Casella-Esposito* |
| Managing Director | Rodney A. Ferguson* |
| Managing Director | Cornell P. French* |
| Managing Director | Michael R. Hannon* |
| Managing Director | Alfredo Irigoien* |
| Managing Director | Andrew Kahn* |
| Managing Director | Jonathan R. Lynch* |
| Managing Director | Stephen P. Murray* |
| Managing Director | Timothy Purcell* |
| Managing Director | Faith Rosenfeld* |
| Managing Director | Shahan D. Soghikian* |
| Managing Director | Timothy J. Walsh* |
| Managing Director | Richard D. Waters, Jr.* |
| Managing Director | Damion E. Wicker, M.D.* |
| Managing Director | Eric R. Wilkinson* |
| Senior Vice President and Assistant Secretary | James Hutter* |
| Senior Vice President and Assistant Secretary | Mounir Nahas* |
| Senior Vice President, Treasurer and Assistant Secretary | Elisa R. Stein* |
| Vice President and Assistant Secretary | Richard Madsen* |
| Vice President and Assistant Secretary | Puneet Gulati* |
| Vice President and Assistant Secretary | Thomas Szymoniak* |
| Vice President and Assistant Secretary | Scott Kraemer* |
| Secretary | Anthony J. Horan** |
| Assistant Secretary | Robert C. Carroll** |
| Assistant Secretary | Denise G. Connors** |
| Assistant Secretary | Euisun Lisa Lee** |
| Assistant Secretary | Timothy Samson** |

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SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

DIRECTORS (1)

Jeffrey C. Walker*

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SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

SCHEDULE E

SIXTY WALL STREET SBIC CORPORATION

EXECUTIVE OFFICERS (1)

| | |
|--------------------------|--------------------------|
| President | Jeffrey C. Walker* |
| Executive Vice President | Mitchell J. Blutt, M.D.* |
| Executive Vice President | Arnold L. Chavkin* |
| Executive Vice President | John M.B. O'Connor* |
| Managing Director | Dr. Dana Beth Ardi* |
| Managing Director | Christopher C. Behrens* |
| Managing Director | Julie Casella-Esposito* |
| Managing Director | Rodney A. Ferguson* |
| Managing Director | Cornell P. French* |
| Managing Director | Michael R. Hannon* |
| Managing Director | Alfredo Irigoin* |
| Managing Director | Andrew Kahn* |
| Managing Director | Jonathan R. Lynch* |
| Managing Director | Stephen P. Murray* |
| Managing Director | Timothy Purcell* |
| Managing Director | Faith Rosenfeld* |
| Managing Director | Shahan D. Soghikian* |

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| | |
|---|-------------------------|
| Managing Director | Timothy J. Walsh* |
| Managing Director | Richard D. Waters, Jr.* |
| Managing Director | Damion E. Wicker, M.D.* |
| Managing Director | Eric R. Wilkinson* |
| Senior Vice President and Assistant Secretary | James Hutter* |
| Senior Vice President and Assistant Secretary | Mounir Nahas* |
| Senior Vice President, Treasurer and Assistant Secretary | Elisa R. Stein* |
| Vice President and Assistant Secretary | Richard Madsen* |
| Vice President and Assistant Secretary | Puneet Gulati* |
| Vice President and Assistant Secretary | Thomas Szymoniak* |
| Vice President and Assistant Secretary | Scott Kraemer* |
| Secretary | Anthony J. Horan** |
| Assistant Secretary | Robert C. Carroll** |
| Assistant Secretary | Denise G. Connors** |
| Assistant Secretary | Euisun Lisa Lee** |
| Assistant Secretary | Timothy Samson** |

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SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

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ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

SCHEDULE F

J.P. MORGAN CHASE & CO.

EXECUTIVE OFFICERS(1)

| | |
|---|--------------------------|
| Chairman of the Board and Chief Executive Officer | William B. Harrison Jr.* |
| Vice Chairman | David A. Coulter* |
| Vice Chairman | Walter A. Gubert* |
| Vice Chairman | Thomas B. Ketchum* |
| Vice Chairman | Donald H. Layton* |
| Vice Chairman | James B. Lee Jr. * |
| Vice Chairman | Jeffrey C. Walker** |
| Vice Chairman; Head of Finance, Risk Management and Administration | Marc J. Shapiro* |
| Executive Officer | Steven D. Black* |
| Executive Officer | Donald H. McCree III* |
| Executive Officer | James I. Staley* |
| Executive Officer | Don M. Wilson* |
| Executive Officer | William T. Winters* |
| Executive Vice President; General Auditor | William J. Moran* |
| Executive Vice President; Chief Financial Officer | Dina Dublon* |
| Executive Vice President; Head of Market Risk Management | Lesley Daniels Webster* |
| Chief Credit Officer | Robert S. Strong* |
| Managing Director | Paul W. Brandow* |
| Managing Director; Corporate Treasurer | David B. Edelson* |
| Managing Director; Head of Credit Risk Policy | Suzanne Hammett* |
| Managing Director | Louis M. Morrell* |
| Managing Director | John Steinhardt* |
| Managing Director | John Wilmet* |
| Managing Director | Jorge V. Jasson* |
| General Counsel | William H. McDavid* |
| Corporate Secretary | Anthony James Horan* |
| Senior Vice President; Assistant General Counsel | Ronald C. Mayer* |
| Senior Vice President; Chief Compliance Officer | Gregory S. Meredith* |
| Director of Human Resources | John J. Farrell* |
| Director of Corporate Marketing and Communications | Frederick W. Hill* |
| Controller | Joseph L. Scalfani* |
| Assistant Corporate Secretary | James C. Berry* |

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SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

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DIRECTORS (1)

| NAME | PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS |
|--------------------------|---|
| Hans W. Becherer | Retired Chairman of the Board and Chief Executive Officer Deere & Company One John Deere Place Moline, IL 61265 |
| Riley P. Bechtel | Chairman and Chief Executive Officer Bechtel Group, Inc. P.O. Box 193965 San Francisco, CA 94119-3965 |
| Frank A. Bennack, Jr. | President and Chief Executive Officer The Hearst Corporation 959 Eighth Avenue New York, New York 10019 |
| Lawrence A. Bossidy | Chairman of the Board Honeywell International P.O. Box 3000 Morristown, NJ 07962-2245 |
| M. Anthony Burns | Chairman of the Board Ryder System, Inc. 3600 N.W. 82nd Avenue Miami, Florida 33166 |
| H. Laurence Fuller | Retired Co-Chairman BP Amoco p.l.c. 1111 Warrenville Road, Suite 25 Chicago, Illinois 60563 |
| Ellen V. Futter | President and Trustee American Museum of Natural History Central Park West at 79th Street New York, NY 10024 |
| William H. Gray, III | President and Chief Executive Officer The College Fund/UNCF 9860 Willow Oaks Corporate Drive P.O. Box 10444 Fairfax, Virginia 22031 |
| William B. Harrison, Jr. | Chairman of the Board and Chief Executive Officer J.P. Morgan Chase & Co. 270 Park Avenue, 8th Floor New York, New York 10017-2070 |
| Helene L. Kaplan | Of Counsel Skadden, Arps, Slate, Meagher & Flom LLP Four Times Square New York, New York 10036 |
| Lee R. Raymond | Chairman of the Board and Chief Executive Officer Exxon Mobil Corporation 5959 Las Colinas Boulevard |

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John R. Stafford Chairman of the Board
 American Home Products Corporation
 5 Giralda Farms
 Madison, New Jersey 07940

SCHEDULE 13D

ISSUER Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

NAME PRINCIPAL OCCUPATION OR EMPLOYMENT;
 BUSINESS OR RESIDENCE ADDRESS

Lloyd D. Ward Chief Executive Officer
 U.S. Olympic Committee
 One Olympic Plaza
 Colorado Springs, CO 80909
