

Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

TRITON PCS HOLDINGS INC  
Form SC 13D/A  
February 17, 2004

-----  
 OMB APPROVAL  
 -----  
 OMB Number: 3235-0145  
 Expires: December 31, 2005  
 Estimated average burden  
 hours per response..... 11  
 -----

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. 4)\*

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'Melveny & Myers LLP  
30 Rockefeller Plaza, 24th Floor  
New York, New York 10112

-----  
(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

January 1, 2004

-----  
(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

Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

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).

\* 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.

Page 1 of 22

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), L.P. (formerly known as 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) [X]

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

7 SOLE VOTING POWER

NUMBER OF SHARES 9,018,907 Class A Common Stock (includes vesting of Restricted Stock for 4,750)

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

Not applicable.

9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 9,018,907 Class A Common Stock (includes vesting of RestrictedStock for 4,750 Shares)

10 SHARED DISPOSITIVE POWER

Not applicable.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

9,018,907 Class A Common Stock (includes vesting of Restricted Stock for 4,750 Shares)

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

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

15.0%

14 TYPE OF REPORTING PERSON (see Instructions)

PN

Page 2 of 22

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 (SBIC), LLC (the successor to J.P. Morgan Investment Corporation)

13-3610568

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

(b) [X]

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

7 SOLE VOTING POWER

NUMBER OF 7,549,104 Class B Non-voting Common Stock

SHARES

8 SHARED VOTING POWER

Not applicable.

BENEFICIALLY

OWNED BY

9 SOLE DISPOSITIVE POWER

EACH

7,549,104 Class B Non-voting Common Stock

REPORTING

PERSON WITH

10 SHARED DISPOSITIVE POWER

Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

Not applicable.

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,549,104 Class B Non-voting Common Stock  
-----

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

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

11.1%  
-----

14 TYPE OF REPORTING PERSON (see Instructions)

OO  
-----

Page 3 of 22

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)

60 Wall Street SBIC Fund, LLP 13-3610568  
-----

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

(b) [X]  
-----

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  
-----

7 SOLE VOTING POWER

NUMBER OF 376,995 Class B Non-voting Common Stock  
-----

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

Not applicable.  
-----

OWNED BY

9 SOLE DISPOSITIVE POWER

EACH

376,995 Class B Non-voting Common Stock  
-----

REPORTING

Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

PERSON WITH 10 SHARED DISPOSITIVE POWER

Not applicable.

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

376,995 Class B Non-voting Common Stock

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

[X]

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

0.6%

-----  
14 TYPE OF REPORTING PERSON (see Instructions)

PN

-----  
Page 4 of 22

SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

-----  
PRELIMINARY NOTE: The information contained in this Schedule 13D/A has been amended to reflect an increase in the amount of Shares reported by J.P. Morgan Partners (23A SBIC), L.P. as a result of vesting of Restricted Stock, a change in the name of the Reporting Person from J.P. Morgan Partners (23A SBIC), LLC to J.P. Morgan Partners (23A SBIC), L.P. and a change in the Controlling Persons of the Reporting Persons.

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, Malvern, 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), L.P. (formerly known as J.P. Morgan Partners (23A SBIC), LLC and CB Capital Investors, L.P.), a Delaware limited Partnership (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

## Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

(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 General Partner 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 Disclosed Parties").

JPMP (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").

Page 5 of 22

### SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.  
-----

CUSIP NUMBER: 896775103  
-----

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 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

## Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

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 JPMP (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".

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.

Page 6 of 22

### SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.  
-----

CUSIP NUMBER: 896775103  
-----

#### 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 16,945,006 shares of the Issuer's Common Stock which represented 26.7% of the Issuer's outstanding Common Stock as of December 31, 2003.

JPMP (SBIC), JPM SBIC, Sixty Wall, Private Equity Investors III, L.P.

## Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

and Equity-Linked Investors-II, which collectively owned 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 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

Page 7 of 22

### SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

-----

-----

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 9,018,907 shares of Common Stock, which represents 15.0% of the Issuer's Common Stock as of December 31, 2003. 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 the Issuer's Non-Voting Common Stock, which represents 11.1% of the outstanding shares of the Issuer's Common Stock as of December 31, 2003. JPM SBIC has the sole voting power and dispositive power with respect to its shares of the Issuer's Non-Voting Common Stock. Sixty Wall may be deemed the beneficial owner of 376,995 shares of the Issuer's Non-Voting Common Stock, which represents 0.6% of the Issuer's Common Stock as of December 31, 2003. Sixty Wall has the



## Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

sole voting power and dispositive power with respect to its shares of the Issuer's Non-Voting 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 and a director of the Issuer, received a stock award (the "Stock Award") pursuant to a Director Stock Award Agreement by and between Triton PCS Holdings and Arnold L. Chavkin, dated as of July 1, 2002, a copy of which is attached hereto as Exhibit B and incorporated herein by reference. The Stock Award vests in five equal annual installments commencing June 1, 2003. On June 1, 2003, 4,750 shares vested under the Stock Award. Mr. Chavkin is obligated to transfer these shares to JPMP (SBIC) at its request.

Page 8 of 22

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 (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

Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

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.

Page 9 of 22

SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.  
-----

CUSIP NUMBER: 896775103  
-----

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.\*

EXHIBIT C

Joint Filing Agreement

\*Filed previously.

Page 10 of 22

SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.  
-----

CUSIP NUMBER: 896775103  
-----

Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

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.

FEBRUARY 11, 2004  
-----

Date

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

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

By: /s/ Jeffrey C. Walker  
-----

Name: Jeffrey C. Walker  
Title: President

Page 11 of 22

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.

FEBRUARY 11, 2004  
-----

Date

J.P. MORGAN PARTNERS SBIC LLC

By: /s/ Jeffrey C. Walker  
-----

Name: Jeffrey C. Walker  
Title: President

Page 12 of 22

SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.  
-----

CUSIP NUMBER: 896775103  
-----

FEBRUARY 11, 2004  
-----

Date

SIXTY WALL STREET FUND, L.P.

By: SIXTY WALL STREET SBIC FUND, L.P.  
its General Partner

By: /s/ Jeffrey C. Walker  
-----

Name: Jeffrey C. Walker  
Title: President

Page 13 of 22

SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

EXHIBIT C

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is accurate.

Dated this 11th day of February, 2004.

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

By: J.P. Morgan Partners (23A SBIC Manager), Inc.,  
Its General Partner

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

J.P. MORGAN SBIC LLC

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

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

Page 14 of 22

SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

SCHEDULE A

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

EXECUTIVE OFFICERS(1)

Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
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.*

DIRECTORS (1)

Jeffrey C. Walker\*

-----  
(1) Each of whom is a United States citizen except for Mr. Irigoin.

\* 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.

Page 15 of 22

SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.  
-----

CUSIP NUMBER: 896775103  
-----

SCHEDULE B

THE CHASE MANHATTAN BANK

EXECUTIVE OFFICERS (1)

Chairman of the Board and Chief Executive Officer	William B. Harrison
Vice Chairman	David A. Coulter*
Vice Chairman	Thomas B. Ketchum*
Vice Chairman; Co-Chief Executive Officer, Investment Bank	Donald H. Layton*
Vice Chairman; Head of Finance, Risk Management and Administration	Marc J. Shapiro*
Vice Chairman	Jeffrey C. Walker**
Executive Officer	Donald H. McCree III
Chief Financial Officer	Dina Dublon*
General Counsel	William H. McDavid*
Director of Human Resources	John J. Farrell*
Director of Corporate Marketing and Communications	Frederick W. Hill*
Executive Vice President; Head of Market Risk Management	Lesley Daniels Webst
Controller	Joseph L. Scalfani*

Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

-----  
(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.

Page 16 of 22

SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.  
-----

CUSIP NUMBER: 896775103  
-----

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
------------------	---

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
--------------------------	--

-----



SCHEDULE D

J.P. MORGAN CAPITAL CORPORATION

EXECUTIVE OFFICERS (1)

President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
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.*

DIRECTORS (1)

Jeffrey C. Walker\*

(1) Each of whom is a United States citizen except for Mr. Irigoin.

\* 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.

Page 19 of 22

SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.

CUSIP NUMBER: 896775103

SCHEDULE E

SIXTY WALL STREET SBIC CORPORATION

EXECUTIVE OFFICERS (1)

President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	Christopher C. Behrens*



Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director  
Managing Director

Julie Casella-Esposito\*  
Rodney A. Ferguson\*  
Cornell P. French\*  
Michael R. Hannon\*  
Alfredo Irigoien\*  
Andrew Kahn\*  
Jonathan R. Lynch\*  
Stephen P. Murray\*  
Timothy Purcell\*  
Faith Rosenfeld\*  
Shahan D. Soghikian\*  
Timothy J. Walsh\*  
Richard D. Waters, Jr.\*  
Damion E. Wicker, M.D.\*

DIRECTORS (1)

Jeffrey C. Walker\*

-----  
(1) Each of whom is a United States citizen except for Mr. Irigoien.

\* 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.

Page 20 of 22

SCHEDULE 13D

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  
Vice Chairman  
Vice Chairman  
Vice Chairman  
Vice Chairman  
Vice Chairman; Head of Finance, Risk Management and Administration  
Executive Officer  
Executive Vice President; Chief Financial Officer  
Executive Vice President; Head of Market Risk Management  
General Counsel  
Director of Human Resources  
Director of Corporate Marketing and Communications  
Controller

William B. Harrison  
David A. Coulter\*  
Thomas B. Ketchum\*  
Donald H. Layton\*  
Jeffrey C. Walker\*\*  
Marc J. Shapiro\*  
Donald H. McCree III  
Dina Dublon\*  
Lesley Daniels Webst  
William H. McDavid\*  
John J. Farrell\*  
Frederick W. Hill\*  
Joseph L. Scalfani\*

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

Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

- \* 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.

Page 21 of 22

SCHEDULE 13D

ISSUER: Triton PCS Holdings, Inc.  
-----

CUSIP NUMBER: 896775103  
-----

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
John H. Biggs	Former Chairman and Chief Executive Officer TIAA-CREF 730 Third Avenue New York, NY 10017
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
Ellen V. Futter	President and Trustee American Museum of Natural History Central Park West at 79th Street New York, NY 10024

Edgar Filing: TRITON PCS HOLDINGS INC - Form SC 13D/A

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  
Irving, TX 75039-2298

---

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

---

(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.