

Edgar Filing: IPCS INC - Form 425

IPCS INC  
Form 425  
September 26, 2001

Filed by AirGate PCS, Inc.  
Pursuant to Rule 425 under the Securities  
Act of 1933, as amended and deemed  
Filed pursuant to Rule 14a-12(b) of  
the Securities Act of 1934  
Subject Company: iPCS, Inc.  
Commission File No. 333-47682; 333-47688

[AirGate PCS LOGO]

Presentation Regarding the  
Acquisition of

[iPCS Logo]

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[AirGate PCS LOGO]

Safe Harbor Provisions

Certain statements contained in this presentation, such as statements concerning AirGate PCS', iPCS' or the combined company's anticipated performance, plans for growth and anticipated financial results and other factors that could affect future operations or performance and other non-historical facts, are forward looking statements made pursuant to the "safe-harbor" provisions of the Private Securities Litigation Reform Act of 1995. Since these forward looking statements are based on factors that involve risks and uncertainties, actual results may differ materially from those expressed or implied by such forward looking statements. Such factors include: the ability to successfully integrate the two businesses, the competitiveness and financial impact of Sprint PCS pricing plans, products and services; the ability of Sprint PCS to provide back office, customer care and other services; consumer purchasing patterns; potential fluctuations in quarterly results; an adequate supply of subscriber equipment; risks related to our ability to compete with larger, more established businesses; rapid technological and market change; risks related to future growth and expansion; the ability to successfully complete the build-out of the iPCS network, the potential need for additional capital, anticipated future losses; the significant level of indebtedness of the combined companies and volatility of AirGate PCS's stock price. For a detailed discussion of these and other cautionary statements and factors that could cause actual results to differ from those contained in this presentation, please refer to AirGate PCS's and iPCS' filings with the Securities and Exchange Commission ("SEC"), especially in the "investment considerations" section of AirGate PCS's Form 10-K for the fiscal year ended September 30, 2000, AirGate PCS's Form 10-Q for the fiscal quarter ended June 30, 2001, iPCS' Form 10-K for the fiscal year ended December 31, 2000, iPCS' Form 10-Q for the fiscal quarter ended June 30, 2001, and in subsequent filings with the SEC. In addition, EBITDA is a financial measure used in the financial community. It is not, however, a measure of financial performance under generally accepted accounting principles in the United States. Neither company will undertake to update or revise any forward-

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looking statement contained herein.

On January 8, 2001, the SEC declared effective iPCS' registration statement relating to the resale of up to 300,000 warrants to purchase shares of its common stock and the offer and sale of 2,929,699 shares of its common stock. iPCS has filed a registration statement with the SEC for an initial public offering of 8,333,333 shares of its common stock. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state. Offers to sell these securities will be made only by means of a prospectus.

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[Sprint PCS LOGO]

[AirGate PCS LOGO]

Transaction Rationale

- . Creates premier Sprint PCS affiliate
- . Fully funded with a significant cash cushion
- . EBITDA break-even calendar Q3 2002
- . Importance to Sprint PCS
- . iPCS markets have attractive characteristics
- . Strong operating performance to date
- . Proactive management of shareholder liquidity

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[Sprint PCS LOGO]

[AirGate PCS Logo]

Transaction Summary

Transaction Value	\$900 million enterprise value (based on PCSA close on 8/28/01)
Consideration	12.4 million common shares 1.1 million shares reserved for options and warrants \$97 million assumed net debt(1)
POPs Added	7.4 million
Governance CEO	Thomas M. Dougherty

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Board Seats	iPCS will designate 3 Board seats (out of 9)
Structure	Wholly-owned unrestricted subsidiary
Expected Closing	End of February 2002
(1) Includes anticipated cash proceeds from the exercise of options and warrants.	

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[Sprint PCS LOGO]

[AIRGATE LOGO]

AirGate with iPCS

Airgate PCS, Inc.  
(Public Company)  
(Operating Company)

Current PCSA Stock  
\$300M Sr Disc Notes  
\$153.5M Sr Credit Facility  
(Lehman)

Unrestricted Subsidiary

AGW Leasing, Inc.  
(Equipment Company)

AirGate Network Services  
LLC (Softco)

iPCS, Inc.  
(Holding Company)

\$300M  
Sr Disc Notes

100%

iPCS Wireless, Inc.  
(Operating Company)

\$140M  
Sr Credit Facility

100%

iPCS Equipment, Inc.  
(Equipment Company)

Current Indenture  
(Existing Operations)

Current Indenture  
(Existing Operations)

[SPRINT LOGO]

[SPRINT PCS LOGO]

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[AirGate PCS LOGO]

Valuation

. Acquisition implies a 20% discount to AirGate's enterprise value / total POP

(in millions, except per POP)

AirGate

iPCS

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Total POPs	7.1	7.4
Fully Diluted Shares Outstanding	14.9	13.5
Equity Value	\$ 887	\$803
Enterprise Value	\$1,076	\$900
Enterprise Value / Total POP	\$ 151/1/	\$121/1/

/1/ Based on PCSA closing price of \$59.47 on August 28, 2001

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[Sprint PCS LOGO]

[AIRGATE LOGO]

Overview of AirGate

[Map of AirGate PCS and Sprint PCS markets in Tennessee, North Carolina, South Carolina and Georgia]

- . 6th largest Sprint PCS affiliate
  - 7.1 million total POPs
  - 6.2 million planned covered POPs
  - over 179,000 subscribers (6/30/01)
- . Contiguous to Sprint PCS major Southeastern Markets
  - Atlanta
  - Charlotte
- . Sprint Local Exchange carrier presence in 30% of territory
- . Attractive demographics
  - High POP density
  - Tourist destinations

[sprint LOGO]

[Sprint PCS LOGO]

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[AIRGATE PCS LOGO]

Strong Operational Performance

Network Coverage

Cell Sites On Air

9/30/99	0
3/31/00	190
9/30/00	567
3/31/00	633

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9/30/01

690-720 (Forecast)

### 3Q FY 2001 Distribution

Sprint	20%
B2B	13%
Third Party Retailers	28%
Company Stores	38%

### Productivity 3Q FY 2001

#### Net Adds/1000,000 Pops/week

AirGate	39
Triton	34
Sprint PCS	32
Alamosa	27
iPCS	25
US Unwired	22
Ubiquitel	20
Telecorp	15

### Costs Under Control

#### 3Q FY 2001 CPGA

iPCS	\$320
US Unwired	\$340
Sprint PCS	\$340
Alamosa	\$361
AirGate	\$377
Triton	\$437
Telecorp	\$491

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[Sprint PCS LOGO]

[AIRGATE LOGO]

### No Deposit ASL Controls

- . Reduced acquisition costs
  - Limited handset choice
  - Collect activation and initiation fees
  - Extend commissions chargeback period
- . Minimum \$49.99 rate plan
- . Do not offer in B2B channel
- . Customer additions exclude fraudulent subscribers

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[Sprint PCS LOGO]

[AIRGATE LOGO]

And Financial Performance is Exceeding Expectations

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	12/31/00	3/31/01	6/30/01
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Net new subscribers (000)	46.7	40.1	35.9
ARPU (\$)	\$ 54	\$ 58	\$ 59
Net roaming margin (\$millions)	\$ 3.8	\$ 3.5	\$ 6.1
EBITDA/1/ (\$millions)	\$ (20.4)	\$ (13.6)	\$ (8.3)
CapEx (\$millions)	\$ 10.6	\$ 12.1	\$ 17.9

/1/ Excluding non-cash stock option compensation expenses

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[Sprint PCS LOGO]

[AirGate PCS LOGO]

Overview of iPCS

[Map of various counties in Wisconsin, Michigan, Indiana, Missouri, Illinois, Iowa and Nebraska]

- . 5th largest Sprint PCS affiliate
  - 7.4 million total POPs
  - 5.9 million planned covered POPs
  - over 107,000 subscribers (6/30/01)
- . Contiguous to Sprint PCS major  
Midwestern markets
  - Chicago
  - Detroit
  - Des Moines
  - Indianapolis
  - St. Louis
- . 30 MHz of spectrum in most markets
- . Less competitive markets
- . Attractive demographics
  - high POP density
  - major corporate headquarters

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[Sprint PCS LOGO]

[AirGate PCS LOGO]

Key Market Demographics/1/

Markets	Total POPs	POP Density	Median HH Income	Traffic Density	Coverage Percentage
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Grand Rapids	1,060,600	209	\$31,711	30,722	90%
Saginaw - Bay City	634,100	89	27,554	20,719	73%
Peoria	464,600	95	33,611	16,981	81%
Davenport - Moline	430,500	138	34,948	16,340	94%
Springfield	267,200	103	34,673	21,385	89%
Cedar Rapids	285,700	75	34,256	23,707	78%
Bloomington	234,100	71	40,438	16,843	91%
Champaign - Urbana	221,100	94	36,102	17,058	92%
Decatur - Effingham	247,600	60	32,110	13,835	79%
Traverse City	241,000	53	28,422	0	74%
Average - Top 10 Markets	408,650	121	\$32,562	20,622	85%

(1) Data per Paul Kagan's 2001 Wireless Telecom Atlas & Databook. Averages are POP-weighted averages.

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[Sprint PCS LOGO]

[AirGate PCS Logo]

iPCS Spectrum Distribution

- Average of 25 MHz spectrum across territory

MHz	No. of Mkts	Total POPs	% of Total
10 MHz	8	1,641,200	22%
20 MHz	3	398,600	8%
30 MHz	26	5,405,900	70%
Total	37	7,445,700	100%

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[Sprint PCS LOGO]

[Logo of AirGate PCS]

Competition

. iPCS' markets have on average between 3 and 4 competitors

Operational in iPCS' Markets

Carrier	# of iPCS' Markets (of 37)	% of iPCS' Markets (of 37)	# of iPCS' Covered POPs (of 5,908,452)	% of iPCS' Covered POPs (of 5,908,452)	Service
Verizon Wireless	23	62.2%	4,669,129	79.0%	Cellular

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Nextel	16	43.2%	4,232,110	71.6%	ESMR
VoiceStream	10	27.0%	2,832,051	47.9%	PCS
USCellular	11	29.7%	1,876,024	31.8%	Cellular
CenturyTel	5	13.5%	1,866,798	31.6%	Cellular
Cingular Wireless	16	43.2%	1,839,045	31.1%	Cellular
Iowa Wireless	7	18.9%	1,282,430	21.7%	PCS
AT&T Wireless/ TeleCorp PCS	5	13.5%	1,003,150	17.0%	PCS
PrimeCo	5	13.5%	965,253	16.3%	PCS
America Wireless	4	10.8%	849,168	14.4%	PCS

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[AirGate PCS LOGO]

AirGate Pro Forma Footprint

[Map of AirGate's and iPCS' combined markets]

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[Sprint PCS LOGO]

[AirGate PCS logo]

Pro Forma Ownership

iPCS Ownership

	AirGate Shares	% Ownership
Blackstone Group	4,169,250	14.6%
Geneseo Communications, Inc.	2,465,168	8.6%
Cambridge Telecom, Inc.	2,113,002	7.4%
TCW	1,042,313	3.7%
Cass Communications	704,334	2.5%
Technology Group, LLC	704,334	2.5%
Montrose Mutual PCS, Inc.	704,334	2.5%
Gridley Enterprises	352,167	1.2%
Timothy M. Yager	107,259	0.4%
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	12,362,161	43.4%
iPCS Option/Warrant Holders		
Employee Option Holders	478,928	1.7%
High Yield Warrant Holders	475,334	1.7%
Sprint Warrants	183,577	0.6%
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	1,137,839	4.0%
Total Fully Diluted Shares	13,500,000	
Pro Forma Fully Diluted Combined Company Ownership		47.4%



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\*Implied exchange ratio 0.1594 shares of AirGate for every share of iPCS

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[AirGate PCS LOGO]

## Pro Forma Statistics

(data in millions, except subscribers)

	AirGate	iPCS	Combined
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Market Information(1):			
Licensed POPs (mm)	7.1	7.4	14.5
Planned Covered POPs (mm)	6.1	5.9	12.0
Subscribers	179,403	107,412	286,815
2nd Calendar Quarter Financial Information (Ended June 30, 2001):			
Total Revenue	\$47.6	\$25.6	\$73.2
EBITDA (before non-cash comp)	(8.3)	(7.7)	(16.0)
EBITDA (pre-marketing and selling)	10.4	2.2	12.6
Fully Diluted Shares Outstanding	14.9	13.5	28.4

(1) As of June 30, 2001.

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## Summary

- . Acquisition at a discount
- . iPCS build out substantially complete at the end of calendar 2001
- . Excellent demographics and growth
- . Spectrum
- . Pro forma company is fully funded
- . EBITDA breakeven delayed by just one quarter

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[sprint LOGO]

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Additional Information

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In connection with the proposed merger, AirGate PCS, Inc. will file a proxy statement/prospectus with the SEC. INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. The proxy statement/prospectus will be filed with the SEC by AirGate PCS, Inc. Investors and security holders may obtain a free copy of the proxy statement/prospectus (when it is available) and other documents containing information about AirGate PCS, Inc. and iPCS, Inc., without charge, at the SEC's web site at [www.sec.gov](http://www.sec.gov). Copies of the proxy statement/prospectus and the SEC filings that will be incorporated by reference in the proxy statement/prospectus may also be obtained for free by directing a request to: Investor Relations, AirGate PCS, Inc., 233 Peachtree St. NE, Harris Tower Suite 1700, Atlanta, Georgia 30303, Phone: 404 525-7272, Fax: 404 525-7922.

In addition, the identity of the persons who, under SEC rules, may be considered "participants in the solicitation" of AirGate PCS shareholders in connection with the proposed transaction, and any description of their direct or indirect interests, by security holdings or otherwise, is available in an SEC filing under Schedule 14A made by AirGate PCS on December 20, 2000.

This communication is not an offer to purchase shares of iPCS, Inc., nor is it an offer to sell shares of AirGate PCS, Inc. common stock which may be issued in any proposed merger with iPCS, Inc. Any issuance of AirGate PCS, Inc. common stock in any proposed merger with iPCS, Inc. would have to be registered under the Securities Act of 1933, as amended and such AirGate, PCS, Inc. common stock would be offered only by means of a prospectus complying with the Act.

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