

QUESTAR CORP
Form 4
June 15, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BECK TERESA

(Last) (First) (Middle)

1681 SOUTH MOHAWK WAY

(Street)

SALT LAKE CITY, UT 84108

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUESTAR CORP [STR]

3. Date of Earliest Transaction
(Month/Day/Year)
06/13/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock and attached Common Stock Purchase Rights				(A) or (D) Price	1,969.581	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Phantom Stock Units	\$ 64.28	06/13/2005		A	26.4382	(1) (1)	Phantom Stock Units	26.4382
Phantom Stock Units	\$ 64.28	06/13/2005		A	3.864	(1) (1)	Phantom Stock Units	3.864
Common Stock and attached Common Stock Purchase Rights	\$ 0					(4) (4)	Common Stock and attached Common Stock Purchase Rights	0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BECK TERESA
1681 SOUTH MOHAWK WAY X
SALT LAKE CITY, UT 84108

Signatures

Abigail L. Jones Attorney in Fact for T. Beck

06/15/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This date is unknown until I retire as a director.
- (2) I defer my director's fees, and such fees are accounted for in phantom stock units that are credited with dividends.
- (3) I have been granted restricted phantom stock units under Questar's Long-term Stock Incentive Plan. Such units are credited with dividends.

(4) The question about dates is irrelevant since I am not reporting any changes in my stock options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. f the sale, SPEEDCOM's only assets are the investment in P-Com common stock, which applying recent trading prices, has a value of approximately \$9,000,000, and a receivable from P-Com of \$75,000. While management of SPEEDCOM is currently evaluating the effects of the sale, it is not currently expected to result in a loss if current P-Com market prices continue. F-73 SPEEDCOM WIRELESS CORPORATION SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS YEARS ENDED DECEMBER 31, 2002 (AMOUNTS IN THOUSANDS) Additions Write Offs and Balance at Charged to Deductions Beginning Statement From Balance at of Year of Operations Reserves End of Year ----- Allowance for doubtful accounts: Year ended December 31, 2002..... \$ 231 420 (488) \$ 163

===== Inventory related reserves: Year ended December 31, 2002..... \$ 67 167 (-) \$ 234

===== F-74 608,532,358 Shares P-COM, INC. COMMON STOCK [LOGO] P-COM, INC. PART II INFORMATION NOT REQUIRED IN PROSPECTUS ITEM 13. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION. All costs and expenses incurred in connection with the sale and distribution of the common stock being registered for sale will be paid by the Registrant. The following is an itemized statement of these costs and expenses. All amounts shown are estimates except for the Securities and Exchange Commission registration fee. SEC Registration Fee \$ 6,940 Blue sky qualification fees and expenses 10,000 Printing and engraving 10,000 Legal fees and expenses 25,000 Accounting fees and expenses 25,000 Transfer agent and registrar fees 5,000 Miscellaneous expenses 10,000 ----- Total \$ 9,194

===== ITEM 14. INDEMNIFICATION OF DIRECTORS AND OFFICERS. Section 102 of the Delaware General Corporation Law allows a corporation to include in its certificate of incorporation a provision that eliminates the personal liability of the directors of that corporation to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except where the director breached the duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. The Registrant's certificate of incorporation contains a provision that eliminates the personal liability of its directors in accordance with Section 102 of the Delaware General Corporation Law. Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnification to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. Article VII of the Registrant's bylaws provides for mandatory indemnification of its directors and permissible indemnification of its officers, employees and other agents to the maximum extent permitted under the Delaware General Corporation Law. The Registrant has entered into indemnification agreements with its officers and directors, which are intended to provide the Registrant's officers and directors with indemnification to the maximum extent permitted under the Delaware General Corporation Law. ITEM 15. RECENT SALES OF UNREGISTERED SECURITIES. In July 2001, the Registrant issued 3,797,468 shares of its common stock to two existing stockholders at a per share price of \$0.79, for aggregate proceeds of \$3.0 million. The unregistered shares were priced at an amount greater than the public market trading price of the common stock and was based on the pro forma calculation of Adjusted Net Tangible Book Value per share. There were no underwriters involved in the issuance and sale of these securities, and the Registrant relied on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended (the "Securities Act"). In December 2002, the Registrant issued 3,333,333 shares of common stock to two investors at a per share price of \$0.15, for aggregate proceeds of \$500,000 in cash. The unregistered shares were priced at an amount greater than the public market trading price of the common stock and was based on the pro forma calculation of Adjusted II-1 Net Tangible Book Value per share. In conjunction with this common stock issuance, the Registrant issued warrants to purchase up to 750,000 shares of common stock to these two investors. The warrants have an exercise price of \$0.30 a share, an exercise period of 10 years from the date of issuance, are fully vested and are immediately exercisable. There were no underwriters involved in the issuance and sale of these securities, and the Registrant relied on the exemption from registration provided by Section 4(2) of the Securities Act. On March 26, 2003, May 28, 2003, and July 18, 2003, the Registrant issued and sold convertible promissory notes in the aggregate

face amount of \$2.7 million to accredited investors for aggregate gross proceeds of \$2.7 million in cash. These convertible promissory notes mature one year from their respective dates of issuance. Together with the convertible promissory notes, the Registrant issued (i) Series A Stock Purchase Warrants for the purchase of up to 4,074,075 shares of the Registrant's common stock at an exercise price of \$0.12 per share and an exercise period of three years; (ii) Series B Stock Purchase Warrants for the purchase of 5,703,704 shares of the Registrant's common stock at an exercise price of \$0.20 per share and an exercise period of three years; (iii) Series A-1 Stock Purchase Warrants for the purchase of 4,074,075 shares of the Registrant's common stock at an exercise price of \$0.0001 per share and an exercise period of three years; and (iv) Series B-1 Stock Purchase Warrants for the purchase of 5,703,704 shares of the Registrant's common stock at an exercise price of \$0.0001 per share and an exercise period of three years. On December 2, 2003, all of the outstanding Series A-1 Stock Purchase Warrants and Series B-1 Stock Purchase Warrants were terminated in accordance with their terms, without ever being exercised. On October 3, 2003, the holders of these convertible promissory notes converted the aggregate outstanding principal amount of these notes into shares of the Registrant's Series C Convertible Preferred Stock, which have a state value of \$1,750 per share, as further described below. There were no underwriters involved in the issuance and sale of these securities, and the Registrant relied on the exemption from registration provided by Section 4(2) of the Securities Act. On August 4, 2003, the Registrant issued approximately 1,000,000 shares of its Series B Convertible Preferred Stock, with a stated value of \$21.138 per share, upon the conversion of approximately \$22 million of its 7% Convertible Subordinated Notes due 2005. The Series B Convertible Preferred Stock will bear no dividends. Pursuant to an agreement with the Registrant, the holders of the Series B Convertible Preferred Stock are required to convert their shares into shares of common stock as soon as reasonably practicable. However, no holder of Series B Convertible Preferred Stock is required to convert its shares into shares of common stock if the conversion would cause the holder or any of its affiliates, individually or in the aggregate, to hold more than 9.999% of P-Com's outstanding common stock. Each share of Series B Convertible Preferred Stock is convertible into a number of shares of the Registrant's common stock equal to the stated value divided by \$0.20. This conversion price is subject to adjustment for stock splits, stock dividends and similar transactions. There were no underwriters involved in the issuance and sale of these securities, and the Registrant relied on the exemption from registration provided by Section 4(2) of the Securities Act. On October 3, 2003, the Registrant issued and sold approximately 8553 shares of its Series C Convertible Preferred Stock, with a stated value of \$1,750 per share, resulting in aggregate gross proceeds of approximately \$14.6 million. On December 18, 2003, the Registrant issued and sold approximately 1590 additional shares of Series C Convertible Preferred Stock for aggregate gross proceeds of approximately \$2.8 million. Dividends will accrue on all outstanding shares of Series C Convertible Preferred Stock, beginning on the first anniversary of their respective dates of issuance, at 6% per annum paid semi-annually in cash or common stock, at the option of the Registrant, and increasing to 8% per annum beginning on the second anniversary of their respective dates of issuance. The Series C Convertible Preferred Stock may be converted into shares of the Registrant's common stock at any time at the option of their holders. However, no holder of Series C Convertible Preferred Stock may convert its shares into shares of common stock if the conversion would cause the holder or any of its affiliates, individually or in the aggregate, to hold more than 9.999% of P-Com's outstanding common stock. The outstanding shares of Series C Convertible Preferred Stock are also mandatorily convertible at the option of the Registrant beginning on the 180th day following the effective date of the registration statement covering the sale of the shares of common stock issuable upon their conversion, subject to certain conditions. Each share of Series C Convertible Preferred Stock is convertible into a number of shares of the Registrant's common stock equal to the stated value plus accrued dividends, if any, divided by \$0.10. This conversion price is subject to adjustment for stock splits, stock dividends and similar transactions and for any dilutive issuances of common stock or common stock equivalents. Together with each share of Series C Convertible Preferred Stock, the Registrant also issued (i) one Series C-1 Warrant to purchase 7,000 shares of the Registrant's common stock at an initial exercise price of \$0.15 per share and an II-2 exercise period of five years, and (ii) one Series C-2 Warrant to purchase 7,000 shares of the Registrant's common stock at an initial exercise price of \$0.18 per share and an exercise period of 5 years. There were no underwriters involved in the issuance and sale of these securities, and the Registrant relied on the exemption from registration provided by Section 4(2) of the Securities Act. On December 12, 2003, the Registrant issued 1,363,636 shares of its common stock to United Manufacturing Assembly, Inc. ("UMAI"), in consideration for the reduction of \$150,000 in accounts payable to UMAI. There were no underwriters involved in the issuance and sale of these securities, and the Registrant relied on the exemption from

registration provided by Section 4(2) of the Securities Act. On December 18, 2003, the Registrant issued warrants to purchase 350,000, 2,600,000, and 3,600,000 shares of its common stock to Carlos Belfiore, Samuel Smookler and Cagan McAfee Capital Partners, LLC ("CMCP"), respectively, in consideration for the reduction in the number of options granted to Messrs. Belfiore and Smookler, and CMCP, due to a limitation in the maximum number of shares issuable under the Registrant's 1995 Stock Option/Stock Issuance Plan. There were no underwriters involved in the issuance and sale of these securities, and the Registrant relied on the exemption from registration provided by Section 4(2) of the Securities Act. On December 18, 2003, the Registrant issued and sold 2,000 shares of its Series D Convertible Preferred Stock, with a stated value of \$1,000 per share, as partial consideration for the extinguishment of its obligations under three promissory notes in the aggregate principal amount of \$3 million. The Series D Convertible Preferred Stock will bear no dividends. The Series D Convertible Preferred Stock may be converted into shares of the Registrant's common stock at any time at the option of its holders. However, no holder of Series D Convertible Preferred Stock may convert its shares into shares of common stock if the conversion would cause the holder or any of its affiliates, individually or in the aggregate, to hold more than 9.999% of P-Com's outstanding common stock. Each share of Series D Convertible Preferred Stock is convertible into a number of shares of the Registrant's common stock equal to the stated value, divided by \$0.15. This conversion price is subject to adjustment for stock splits, stock dividends and similar transactions. There were no underwriters involved in the issuance and sale of these securities, and the Registrant relied on the exemption from registration provided by Section 4(2) of the Securities Act.

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES. (a) Exhibits. See Index of Exhibits on page II-6. (b) Schedules. The required schedules are set forth in Part I of this Registration Statement.

ITEM 17. UNDERTAKINGS. (a) The undersigned Registrant hereby undertakes: (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the Registration Statement; (2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered II-3 therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. (b) Insofar as indemnification for liabilities arising under the Securities Act, may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions referenced in Item 14 of this Registration Statement or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

II-4 SIGNATURES Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Campbell, State of California, on this 30th day of January, 2004.

P-COM, INC. By: /s/ Samuel Smookler ----- Samuel Smookler
 Chief Executive Officer Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated. Name Title Date
 ----- /s/ Samuel Smookler Chief Executive
 Officer (Principal January 30, 2004 ----- Executive Officer) Samuel Smookler /s/ Daniel Rumsey
 Acting Chief Financial Officer, Vice ----- President and General Counsel (Principal Daniel W.
 Rumsey Financial Officer and Principal Accounting ----- Officer) January 30, 2004 * Chairman of
 the Board January 30, 2004 ----- George P. Roberts * Director January 30, 2004
 ----- Frederick Fromm * Director January 30, 2004 ----- Brian T. Josling *

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Director January 30, 2004 ----- John A. Hawkins /s/ R. Craig Roos Director January 30, 2004
----- R. Craig Roos *By: /s/ SAM SMOOKLER ----- As Attorney-in-Fact II-5
INDEX OF EXHIBITS Exhibit Number Description of Document ----- 3.1(1) Restated
Certificate of Incorporation filed with the Delaware Secretary of State on March 9, 1995 3.1A(2) Certificate of
Amendment of Restated Certificate of Incorporation filed with the Delaware Secretary of State on June 16, 1997
3.1B(3) Certificate of Designation for the Series A Junior Participating Preferred Stock, as filed with the Delaware
Secretary of State on October 8, 1997 3.1C(4) Amended and Restated Certificate of Designation of the Series A
Junior Participating Preferred Stock, as filed with the Delaware Secretary of State on December 21, 1998 3.1D(5)
Certificate of Designation for the Series B Convertible Participating Preferred Stock, as filed with the Delaware
Secretary of State on December 21, 1998 3.1E(6) Certificate of Correction of Certificate of Designations for the Series
B Convertible Participating Preferred Stock, as filed with the Delaware Secretary of State on December 23, 1998
3.1F(7) Certificate of Elimination of Series B Convertible Participating Preferred Stock as filed with the Delaware
Secretary of State on June 15, 1999 3.1G(8) Certificate of Amendment of Restated Certificate of Incorporation filed
with the Delaware Secretary of State on October 20, 2000 3.1H(9) Certificate of Amendment of Restated Certificate
of Incorporation filed with the Delaware Secretary of State on June 24, 2002 3.1I(10) Certificate of Designation,
Preferences and Rights of Series B Convertible Preferred Stock of P-Com, Inc., as filed with the Delaware Secretary
of State on July 29, 2003. 3.1J(11) Certificate of Designation, Preferences and Rights of Series C Convertible
Preferred Stock of P-Com, Inc., as filed with the Delaware Secretary of State on September 24, 2003. 3.1I+ Certificate
of Amendment of Restated Certificate of Incorporation filed with the Delaware Secretary of State on December 3,
2003. 3.1J+ Certificate of Designation, Preferences and Rights of Series D Convertible Preferred Stock of P-Com,
Inc., as filed with the Delaware Secretary of State on December 15, 2003. 3.2(12) Bylaws 3.2A+ Amendment to
Bylaws, effective as of December 3, 2003. 4.1(13) Form of Common Stock Certificate 4.2(14) Amended and Restated
Rights Agreement dated as of January 24, 2001 between Registrant and BankBoston, N.A. 4.3*(15) 1995 Stock
Option/Stock Issuance Plan (as amended and restated through July 17, 2002), including forms of Notices of Grant of
Automatic Stock Option for initial grant and annual grants and Automatic Stock Option Agreements. 4.4*(16)
Amendment to 1995 Stock Option/Stock Issuance Plan, effective as of December 3, 2003. 4.5*(17) Employee Stock
Purchase Plan, as amended 5.1 Opinion of Sheppard, Mullin, Richter & Hampton, LLP 10.18(18) Form of
Indemnification Agreement by and between the Company and each of its officers and directors and a list of
signatories. 10.35#(19) Joint Development and License Agreement between Siemens Aktiengesellschaft and P-Com,
Inc. dated June 30, 1998. II-6 Exhibit Number Description of Document ----- 10.74(20) Stock
Purchase Warrant between P-Com, Inc. and Marshall Capital Management, Inc., dated January 20, 2000. 10.90*(21)
Employment and Continuity of Benefits Agreement by and between George Roberts and P-Com, Inc., dated May 31,
2001. 10.92(22) Common Stock PIPES Agreement, dated June 26, 2002, by and among P-Com, Inc and the investors
signatory thereto. 10.93*#(23) General Release and Settlement Agreement by and between P-Com, Inc. and James J.
Sobczak dated May 1, 2002. 10.94*#(23) Severance Letter Agreement by and between P-Com, Inc. and Caroline
dated April 8, 2002. 10.95*#(23) Severance Letter Agreement by and between P-Com, Inc. and Alan T. Wright dated
April 8, 2002. 10.96*#(23) Form of Amendment to Change in Control Severance Agreement by and between P-Com,
Inc. and the officers P-Com listed as signatories thereto. 10.97(23) Form of Letter of Intent regarding Proposed
Restructuring of 4 1/4% Convertible Subordinated Notes due 2002 by and among P-Com, Inc. and the beneficial
holders of the Notes dated April 12, 2002. 10.98#(23) Engagement Letter Agreement by and between P-Com, Inc. and
Cagan McAfee Capital Partners dated December 10, 2001 and Addendum dated June 13, 2002. 10.99(23) Warrant
Issuance Agreement by and between P-Com, Inc. and Cagan McAfee Capital Partners dated December 1, 2001.
10.100(23) Accounts Receivable Purchase Agreement by and between P-Com, Inc. and Silicon Valley Bank dated
June 26, 2002. 10.101#(23) OEM Agreement by and between P-Com, Inc. and Shanghai Datang Mobile
Communications dated July 1, 2002. 10.102(24) Registration Rights Agreement, dated November 1, 2002, between
P-Com, Inc. and the noteholders signatory thereto. 10.103(25) Indemnification Agreement between P-Com, Inc. and
Caroline B. Kahl dated September 19, 2002. 10.104(25) Agreement for Settlement and Release of Claims between
SPC Electronics America, Inc. and P-Com, Inc. dated April 3, 2002. 10.105(25) Agreement for Settlement and
Release of Claims among Remec, Inc., Remec Wireless, Inc., and Remec Manufacturing Philippines, Inc. and P-Com,
Inc. and P-Com, Italia S.p.A. dated July 10, 2002. II-7 Exhibit Number Description of Document -----
----- 10.106(25) Agreement for Settlement and Release of Claims by and between EESA, Inc., EESA

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Europe S.r.l., and Eltel Engineering S.r.l. and P-Com, Inc. and P-Com, Italia S.p.A. dated April 23, 2002. 10.107(25) Loan and Security Agreement between P-Com, Inc. and Silicon Valley Bank dated September 20, 2002 10.108(25) Loan and Security Agreement (Exim Program) between P-Com, Inc. and Silicon Valley Bank dated September 20, 2002. 10.109(25) Secured Promissory Notes issued to Silicon Valley Bank dated September 20, 2002. 10.110(25) Warrant to Purchase Stock Agreement between P-Com, Inc. and Silicon Valley Bank dated September 20, 2002. 10.111(25) Amendment to OEM Agreement between P-Com, Inc. and Shanghai Datang Mobile Communication effective July 1, 2002. 10.112(26) Senior Subordinated Secured Promissory Notes issued to BBT Fund LP dated November 1, 2002. 10.113(26) Addendum II to Engagement Letter, dated December 10, 2001, between P-Com, Inc. and Cagan McAfee Capital Partners, effective as of January 9, 2003. 10.114(26) Termination Agreement and Release among P-Com, Inc., XT Corporation and Telaxis Communications Corp., dated January 7, 2003. 10.115(26) Consulting Agreement with Liviakis Financial Communications dated February 3, 2003. 10.116(26) Engagement letter with HPC Capital Management dated February 6, 2003. 10.117(10) Securities Purchase Agreement, dated May 28, 2003, by and among P-Com, Inc., North Sound Legacy Fund LLC, North Sound Legacy Institutional Fund LLC and North Sound Legacy International Ltd. 10.118(10) Registration Rights Agreement, dated May 28, 2003, by and among P-Com, Inc., North Sound Legacy Fund LLC, North Sound Legacy Institutional Fund LLC and North Sound Legacy International Ltd. 10.119(10) Security Agreement, dated May 28, 2003, by P-Com, Inc. and North Sound Legacy Institutional Fund LLC, as collateral agent for North Sound Legacy Fund LLC, North Sound Legacy Institutional Fund LLC and North Sound Legacy International Ltd. 10.120(11) Form of Securities Purchase Agreement, dated October 3, 2003, by and among P-Com, Inc. and certain investors signatory thereto. 10.121(11) Form of Registration Rights Agreement, dated October 3, 2003, by and among P-Com, Inc. and certain investors signatory thereto. 10.122(11) Form of Series C-1 Warrant 10.123(11) Form of Series C-2 Warrant 10.124+ Form of Registration Rights Agreement, dated as of October 3, 2003, by and among P-Com, Inc., P Investors LLC, Woodmont Investments Ltd. and Newberg Family Trust. 10.125+ Form of Joinder Agreement, dated December 16, 2003, by and among P-Com, Inc. and certain investors signatory thereto. 10.126+ Closing Memorandum, dated as of December 10, 2003, by and between P-Com, Inc. and SPEEDCOM Wireless Corporation. 10.127+ Debt Conversion Agreement, dated as of December 10, 2003, by and among P-Com, Inc., SPEEDCOM Wireless Corporation, North Sound Legacy Fund LLC, North Sound Legacy Institutional Fund LLC and North Sound Legacy International Ltd. 10.128 Form of Convertible Promissory Note, issued by P-Com to each of North Sound Legacy Fund LLC, North Sound Legacy Institutional Fund LLC and North Sound Legacy International Ltd. 10.129+ Note Repurchase Agreement, dated as of December 18, 2003, by and among P-Com, Inc., North Sound Legacy Fund LLC, North Sound Legacy Institutional Fund LLC and North Sound Legacy International Ltd. 10.130+ Form of Registration Rights Agreement, dated as of December 18, 2003, by and among P-Com, Inc., North Sound Legacy Fund LLC, North Sound Legacy Institutional Fund LLC and North Sound Legacy International Ltd. 10.131 Engagement Letter Agreement, dated as of August 25, 2003, between P-Com, Inc. and Burnham Hill Partners, a division of Pali Capital, Inc. 10.132* Severance Agreement, dated April 4, 2003, between P-Com, Inc. and Daniel W. Rumsey. 10.133* Employment Letter Agreement, dated July 25, 2003, between P-Com, Inc. and Samuel Smookler. 10.134* Employment Letter Agreement, dated October 20, 2003, between P-Com, Inc. and Carlos Belfiore. 16.1(27) Letter from PricewaterhouseCoopers LLP to the Securities and Exchange Commission, dated August 14, 2003, regarding the change in the independent auditor of P-Com, Inc. 21.1(26) Subsidiaries of the Registrant II-8 Exhibit Number Description of Document ----- 23.1 Consent of Aidman, Piser & Company, P.A. 23.2 Consent of PricewaterhouseCoopers LLP 23.3 Consent of Sheppard, Mullin, Richter & Hampton LLP (included in Exhibit 5.1) 24.1+ Power of Attorney (on signature page to initial filing of this Registration Statement) ----- * Compensatory benefit arrangement. # Confidential treatment has been granted as to certain portions of these exhibits. + Previously filed. (1) Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 33-95392) declared effective with the Securities and Exchange Commission on August 17, 1995. (2) Incorporated by reference to Exhibit 3.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 000-25356) for the quarterly period ended June 30, 1997, filed with the Securities and Exchange Commission on August 18, 1997. (3) Incorporated by reference to Exhibit 3 to the Registrant's Current Report on Form 8-K (File No. 000-25356) filed with the Securities and Exchange Commission on October 2, 1997. (4) Incorporated by reference to Exhibit 3.2C of the Registrant's Form 8-A/A filed with the Securities and Exchange Commission on December 22, 1998. (5) Incorporated by reference to Exhibit 3.2D of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 24, 1998. (6) Incorporated by

reference to Exhibit 3.2E of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 24, 1998. (7) Incorporated by reference to Exhibit 3.2F to the Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 2000, filed with the Securities and Exchange Commission on April 2, 2001. (8) Incorporated by reference to Exhibit 3.2A to the Registrant's Annual Report on Form 10-K, for the fiscal year ended December 31, 2001, filed with the Securities and Exchange Commission on April 1, 2002. (9) Incorporated by reference to Exhibit 3.2G to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2002, filed with the Securities and Exchange Commission on August 14, 2002. (10) Incorporated by reference to the exhibits filed as part of the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2003, filed with the Securities and Exchange Commission on August 14, 2003. (11) Incorporated by reference to the exhibits filed as part of the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 7, 2003. (12) Incorporated by reference to Exhibit 3.3A to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended on September 30, 2002, filed with the Securities and Exchange Commission on November 14, 2002. (13) Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 33-88492) declared effective with the Securities and Exchange Commission on March 2, 1995. (14) Incorporated by reference to Exhibit 4.10 to the Registrant's Form 8-A/A filed with the Securities and Exchange Commission on May 7, 2001. (15) Incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-55604) filed with the Securities and Exchange Commission on February 14, 2001. (16) Incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 (File No. 111511) filed with the Securities and Exchange Commission on December 23, 2003. (17) Incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-63762) filed with the Securities and Exchange Commission on June 25, 2001. (18) Incorporated by reference to the identically numbered exhibit to the Registrant's Registration Statement on Form S-1 (File No. 33-88492) declared effective with the Securities and Exchange Commission on March 2, 1995. (19) Incorporated by reference to the identically numbered exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1998. (20) Incorporated by reference to the identically numbered exhibit to the Registrant's Registration Statement on Form S-3/A (File No. 333-70937) as filed with the Securities and Exchange Commission on May 4, 2000. II-9 (21) Incorporated by reference to the identically numbered exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2001, filed with the Securities and Exchange on December 24, 2001. (22) Incorporated by reference to the identically numbered exhibit to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 26, 2002. (23) Incorporated by reference to the identically numbered exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2002, filed with the Securities and Exchange Commission on August 14, 2002. (24) Incorporated by reference to the identically numbered exhibit to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 6, 2002. (25) Incorporated by reference to the identically numbered exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2002, filed with the Securities and Exchange Commission on November 14, 2002. (26) Incorporated by reference to the identically numbered exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, filed with the Securities and Exchange Commission on March 31, 2003. (27) Incorporated by reference to the identically numbered exhibit to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 14, 2003. II-10