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January 29, 2001

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Licensing & Technical
Analysis Branch

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Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA1 7325-7245

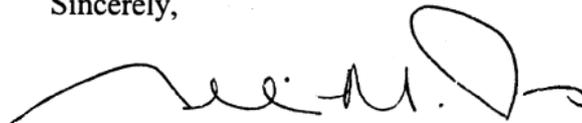
**Re: Virginia Cellular LLC
Updated FCC Form 602: FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

To Whom It May Concern,

On behalf of Virginia Cellular LLC, and pursuant to FCC Rule Section 1.919(b)(4), we hereby submit the attached Form 602 to provide ownership information in association with a notification of consummation of a pro forma assignment of authorization filed January 29, 2001, file number 0000348 148.

Should you have any questions or concerns pertaining to this matter, please contact undersigned counsel.

Sincerely,



Allison M. Jones

Enclosures

Applicant/Licensee Information

1) First Name (if Individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Virginia Cellular LLC		3) Applicant TIN: 	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:

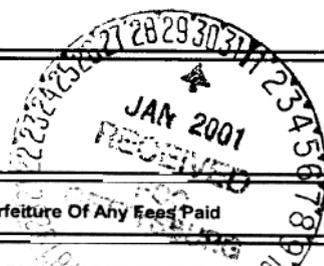
Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Charles	MI: R.	Last Name: Brale	Suffix: III
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Title: **President**

Signature: 	Date: 1/25/0
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Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Schedule for Disclosable Interest Holder

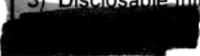
Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	Mi:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity) Virginia Cellular, Inc.		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address Route 16 Box 19, Charlottesville, VA 22901			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 53%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 10 - Membership interest in Virginia Cellular LLC		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)			
11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): Charles		MI: R.	Last Name: Braley	suffix: III
2) Disclosable Interest Holders Name (if entity)			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address Route 16, Box 19, Charlottesville, VA 22901				
5) Type of Interest in Applicant (I, O, K) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 63%
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - 100% owner of Virginia Cellular, Inc. which has a membership interest in Virginia Cellular LLC			9) Disclosable Interest Holders Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Owns 100% of Virginia Cellular, Inc., which owns 53% of Applicant				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

II a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	II b) Principal Business	II c) TIN:	II d) Percent of Interest Held.

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:		suffix.
2) Disclosable Interest Holders Name (if entity) MI Inc.				3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holders Address Route 16 Box 19, Charlottesville, VA 22901					
5) Type of Interest in Applicant (D) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 22%	
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership interest in Virginia Cellular LLC			9) Disclosable Interest Holders Country of Citizenship: USA		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant).					

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified!)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business	IIc) TIN.	II d) Percent of Interest Held.

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as **required** to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Richard	MI. B.	Last Name. Morrow	suffix.
2) Disclosable Interest Holder's Name (if entity)		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address 121 South Augusta Street, Staunton, VA 24401			
5) Type of Interest in Applicant (I, O, K) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant. 22%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - 100% owner of MI Inc., which has a membership interest in Virginia Cellular LLC		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Owns 100% of MI Inc., which owns 22% of Applicant			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business.	11c) TIN:	11d) Percent of Interest Held:

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI	Last Name:	Suffix
2) Disclosable Interest Holders Name (if entity) B2 Inc.		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address Route 16 Box 19, Charlottesville, VA 22901			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 20%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership interest in Virginia Cellular LLC		9) Disclosable Interest Holders Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held.

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if Individual): William	MI N.	Last Name Braley	suffix
2) Disclosable Interest Holder's Name (if entity)		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address 121 South Augusta Street, Staunton, VA 24401			
5) Type of Interest in Applicant (I, O, K) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 20%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - 100% owner of B2 Inc., which has a membership interest in Virginia Cellular LLC		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Owns 100% of B2 Inc., which owns 20% of Applicant			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity) M3 Inc.			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address Route 16 Box 19, Charlottesville, VA 22901				
5) Type of Interest in Applicant (D) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 5%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 3 - Membership interest in Virginia Cellular LLC			9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable Interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held: