

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): MIDLAND-ODESSA SMSA LIMITED PARTNERSHIP		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:
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N/A

RECEIVE

OCT 31 2000

Licensing & Technical
Analysis Branch

Carol

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Tacker

Title: Vice President-General Counsel & Secretary

Signature:

Kelene Hernandez for

Date:

10 27-00

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).

10-30-

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 Holders First Name (if individual):		MI:	Last Name:	Suffix:
4) Disclosable Interest Holders Name (if entity): BellSouth Corporation			5) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holders Address: ATTN: CHARLES, FEATHERSTUN, 1155 Peachtree Street, N.E., Atlanta, GA 30309				
5) Type of Interest in Applicant (1) (refer to instructions for list)		6) Disclosable Interest Holder is a(n): (C (refer to instructions for list of codes):		8) Percent of interest Held in Applicant: Approx. 28.40
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O – OTHER (VOTING)			9) Disclosable Interest Holders Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): SEE EXHIBIT 1.				

related **FCC** Regulated Businesses of Disclosable Interest Holders (repeat for **each** interest holder **identifier**)

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:
SEE EXHIBIT 2.			

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):		MI:	Last Name:		Suffix:
2) Disclosable Interest Holders Name (if entity): ALAMO CELLULAR, INC.				3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holders Address: 1722 Broadway, Lubbock, TX 79401					
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: 29.00	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): L (Voting)			9) Disclosable Interest Holders Country of Citizenship: UNITED STATES		

10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):
N/A

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:
This disclosable interest holder is not controlled by Applicant, thus Applicant does not have knowledge of all interests held by this entity.			

SBC Wireless, LLC is wholly owned by Alloy LLC. Alloy LLC is approximately 60% owned by SBC Alloy Holdings, Inc. and approximately 40% owned by three wholly owned subsidiaries of **BellSouth** Corporation ("**BellSouth**"), **BellSouth** Cellular Corp.; **BellSouth** Mobile Data, Inc.; and RAM Broadcasting Corporation. In addition, a de **minimis** share of Alloy LLC is held by Alloy Management Corp.

SBC Alloy Holdings, Inc. is jointly owned by nine wholly owned subsidiaries of SBC Communications Inc. ("**SBC**"), Southern New England Telecommunications Corporation ("**SNET**"); The **Woodbury** Telephone Company ("Woodbury"); Pacific Telesis **Group** ("**PTG**"); New Southwestern Bell Mobile Systems, Inc. ("New SBMS"); New **SBC** Wireless, Inc. ("New SBCW"); AWACS, Inc.; Associated Communications Corporation ("Associated"); Radiofone Holdings, Inc. ("Radiofone"); and Ameritech Corporation ("Ameritech"). SBC directly owns SNET, PTG, New SBCW, and Ameritech. SNET directly owns Woodbury. New SBCW owns 80% and PTG owns 20% of New SBMS. New SBCW also owns Associated and Radiofone in addition to Delaware Valley Cellular Corporation, which directly owns AWACS, Inc.

BellSouth directly owns **RAM** Broadcasting Corporation and **BellSouth** Enterprises, Inc., which directly owns (1) **BellSouth** Mobile Systems, Inc., which directly owns **BellSouth** Cellular Corp., and (2) **BellSouth** Mobile Data, Inc.

SBC Alloy Holdings, Inc. and **BellSouth** equally own and control Alloy Management Corp., which – in addition to the de **minimis** ownership interest in Alloy LLC described above – controls Alloy LLC. Therefore, although the economic interests in Alloy LLC are divided approximately 60/40 between SBC subsidiaries and **BellSouth** subsidiaries, control is equally shared.

For further information, reference the FCC Forms 602 for Alloy LLC, SBC, and **BellSouth** on file with the Commission.

Reference the FCC **Forms** 602 for SBC Communications Inc. and **BellSouth** Corporation on file with the Commission.