

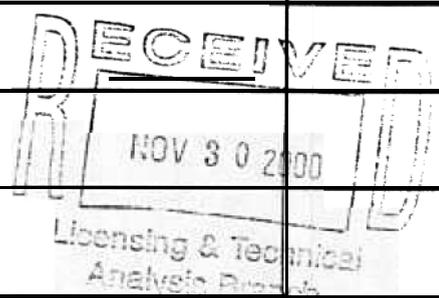
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Applicant/Licensee Information

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:
N/A			



Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Carol	MI: L	Last Name: Tacker	Suffix:
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Title: Vice President-General Counsel-Corporate and Secretary

Signature: <i>Carol Tacker</i>	Date: 11-28-00
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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).

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:
2) Disclosable Interest Holders Name (if entity) SBC COMMUNICATIONS INC.		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holders Address: ATTN: Wayne Watts, 175 East Houston, San Antonio, Texas 78205			
5) Type of Interest in Applicant (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 Approx. 42.60	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 = 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): The General Partner in Midland-Odessa SMSA Limited Partnership, Southwestern Bell Wireless, LLC , which wholly owns SWBW B-Band Development, LLC, a Limited Partner, is wholly owned by Southwestern Bell Mobile Systems, LLC, which is wholly owned by SBC Wireless, LLC. See Exhibit 1.			

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.
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:
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 (I) (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 Holders Type of Ownership (refer to Instructions for list): 0 – 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 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:
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 (refer to instructions for list) D)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant 219.00	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): L (Voting)		9) Disclosable Interest Holders Country of Citizenship: UNITED STATES	
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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 Cingular Wireless LLC. Cingular Wireless 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 Cingular Wireless LLC is held by Cingular Wireless 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 Cingular Wireless Management Corp., which – in addition to the de minimis ownership interest in Cingular Wireless LLC described above – controls Alloy LLC. Therefore, although the economic interests in Cingular Wireless 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 Cingular Wireless LLC, SBC, and **BellSouth** on file with the Commission.

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