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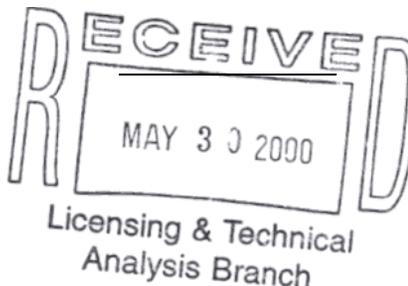
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WRITER'S DIRECT DIAL

May 23, 2000



Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

**Re: Neoworld License Holdings, Inc.
Updated FCC Form 602: FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

To whom it may concern:

On behalf of Neoworld License Holdings, Inc., we filed an amended FCC Form 602 on May 5, 2000. Because this form was not filed subject to a Commission deadline and has not appeared on Public Notice, it may be amended as a matter of right pursuant to section 1.927(a) of the Commission's Rules. Accordingly, we are attaching one schedule (two pages) to be associated with the filing. Kindly substitute this revised schedule for that filed on May 5, 2000. For the Commission's convenience, we have attached a list of the changes made to the May 5, 2000 version.

Should any questions arise with respect to this filing, kindly contact the undersigned.

Sincerely,

Elizabeth R. Sachs

Enclosures



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**May 18, 2000 Changes to May 5, 2000
FCC Form 602: FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Neoworld License Holdings, Inc

Amended item 11 on Schedule A for Goldman Sachs & Co. to identify AirCell, Inc., Classic Communications Inc., Dave1 Communications, Inc., Diveo Broadband Networks, Inc., Madison River Telephone Company, LLC, and USTEL INC. as FCC regulated businesses in which Goldman Sachs & Co. holds a 10% or greater interest.

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 Holder's Name (if entity): Goldman Sachs & Co. (GS Capital Partners III, LP, GS Capital Partners III Offshore, LP, Goldman, Sachs & Co. Verwaltungs GmbH, Stone Street Fund 2000 LP, Bridge Street Special Opportunities Fund 2000, LP, Bridge Street Special Opportunities Fund 2000, LP)		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: 85 Broad Street, New York, NY 10004			
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):		7) Percent of Interest Held in Applicant: 13.6%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Membership interest in Neoworld Holdings, LLC, which is the parent of Neoworld, Inc. which is the parent 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:
AirCell, Inc. 1172 Century Drive, Building B, Suite 280 Louisville, CO 80027	Air-Ground Voice and Data Communications Services	N/A	Approx. 18%
Classic Communications, Inc.	Cable Operator	N/A	Approx. 12.89%
Davel Communications, Inc. 10120 Windhorst Road Tampa, FL 33619	Communications Services (NEC)	N/A	Approx. 12.10 %
Diveo Broadband Networks, Inc.	Provider of broadcast data transport and dedicated Internet access	N/A	Approx. 22%
Madison River Telephone Company, LLC 6330 Quadrangle Drive, Suite 325 Chapel Hill, NC 27514	Local and Long Distance Telephone Services	N/A	Approx. 33.3%

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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, 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): Membership interest in Neoworld Holdings, LLC, which is the parent of Neoworld, Inc. which is the parent of 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:	IId) Percent of Interest Held.
USTEL INC. 2775 South Rainbow Blvd. #102 Las Vegas, NV 89102	Telephone Communications (filed for bankruptcy 3/10/99)	N/A	Approx. 45.33%