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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		3a) Applicant TIN:	3b) FCC Registration Number (FRN):

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) FCC Registration Number (FRN)	4e) Percent of Interest Held:
N/A				

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: <b>Kellye</b>	MI: E.	Last Name: Abernathy	Suffix:
Title: Assistant Vice President-Regulatory			

Signature: <i>Kellye Abernathy</i>	Date: 1-23-02
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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 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 entit)		3a) Disclosable interest Holder's TIN:		3b) FCC Registration Number(FRN):
SBC COMMUNICATIONS INC.				0005-I 937-01
4) Disclosable Interest Holder's Address: ATTN: Wayne Watts, 175 East Houston, San Antonio, Texas 78205				
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  71 .00	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - OTHER (Voting)			9) Disclosable Interest Holder's 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, which is wholly owned by Cingular 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) FCC Registration Number (FRN):	11e) 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 Holder's First Name (if individual)		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity) <b>BellSouth Corporation</b>		3a) Disclosable Interest Holder's TIN:		3b) FCC Registration Number(FRN): 0004-9424-47
4) Disclosable Interest Holder's Address: <b>ATTN: CHARLES FEATHERSTUN, 1155 Peachtree Street, N.E., Atlanta, GA 30309</b>				
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 28.40
8) Disclosable Interest Holders Type of <b>Ownership</b> (refer to instructions for list): 0 - OTHER (Voting)			9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the <b>discloseable</b> 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, which is wholly owned by Cingular 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) FCC Registration Number (FRN):	11e) Percent of Interest Held:
See Exhibit 2				

Schedule for Disclosable Interest Holders

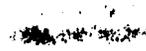
**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if Individual)	MI	Last Name.	suffix:
2) Disclosable Interest Holders Name (if entity) <b>ALAMO CELLULAR, INC.</b>		3a) Disclosable Interest Holder's TIN:	3b) FCC Registration Number(FRN):
4) Disclosable Interest Holders Address: <b>1722 Broadway, Lubbock, TX 79401</b>			
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)		8) Disclosable Interest Holder's 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):			

**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) FCC Registration Number (FRN):	11e) Percent of Interest Held:
<b>This disclosable interest holder is not controlled by Applicant, thus Applicant does not have knowledge of all interests held by this entity.</b>				

Reference the FCC Form 602 for Cingular Wireless LLC on file with the Commission.



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