

**Applicant/Licensee Information**

1) First Name (if individual):	MI: <i>MI</i>	Last Name:	Suffix:
2) Applicant Name (if entity): WORCESTER TELEPHONE COMPANY		3) Applicant TIN:	<i>[REDACTED]</i>

**RECEIVED**  
OCT 15 2001  
Licensing & Technical  
Analysis Branch

**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: <b>Kellye</b>	MI: <b>E</b>	Last Name: <b>Abernathy</b>	suffix:
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Title: Assistant Vice President-Regulatory

Signature:

*Kellye E. Abernathy for*

Date:

*10-5-01*

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 ( 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: Approx. 63.76
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): The General Partner in Worcester Telephone Company, Southwestern Bell Mobile Systems, LLC, 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)**

11 a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11 b) Principal Business.	11 c) TIN:	11 d) Percent of Interest Held:
See Exhibit 2			

**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 ( 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. 36.24	
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): The General Partner in Worcester Telephone Company, Southwestern Bell Mobile Systems, LLC, is wholly owned by SBC Wireless, LLC, which is wholly owned by Cingular Wireless LLC. See Exhibit 1. The Limited Partner, Pinnacle Cellular Limited Partnership, General Partner is Ozark Cellular Corporation, which is wholly owned by Associated Communications Corporation, which is wholly owned by New SBC Wireless, Inc., which is wholly owned by SBC Communications Inc.			

**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.			

SBC Communications Inc. (“SBC”), through various wholly owned subsidiaries, indirectly holds approximately 60 percent of the Applicant’s LLC Units. **BellSouth** Corporation (“**BellSouth**”), through various wholly owned subsidiaries, indirectly holds approximately 40 percent of the Applicant’s LLC Units. Cingular Wireless Corporation, which is owned and controlled equally by SBC and **BellSouth**, directly holds less than one percent of the Applicant’s LLC Units.

SBC holds its indirect interests in the Applicant through SBC Alloy Holdings, Inc. SBC Alloy Holdings, Inc. is jointly owned by ten (10) wholly owned subsidiaries of SBC: New Southwestern Bell Mobile Systems, Inc. (“New SBMS;” 62.01 percent); Ameritech Corporation (“Ameritech;” 11.04 percent); AWACS, Inc. (9.15 percent); Southern New England Telecommunications Corporation (“SNET;” 6.3 1 percent); Associated Communications Corporation (“Associated;” 4.53 percent); New SBC Wireless, Inc. (“New SBCW;” 3.45 percent); Pacific Telesis Group (“PTG;” 2.72 percent); SBC Wireless Services LLC (“SBC Wireless;” 0.47 percent); Radiofone Holdings, Inc. (“Radiofone;” 0.29 percent); and SBC Management Services, L.P. (“SBC Management;” 0.03 percent). SBC directly owns SNET, PTG, New SBCW, SBC Management, SBC Services, Inc. and Ameritech. New SBCW owns 80 percent and PTG owns 20 percent of New SBMS. New SBCW also owns Associated and Radiofone in addition to Delaware Valley Cellular Corporation, which directly owns AWACS, Inc. SBC Services, Inc. directly owns SBC Wireless.

BellSouth holds its indirect interests in Applicant through five (5) wholly owned subsidiaries: BellSouth Cellular Corp. (“BSCC;” 36.25 percent); BellSouth Mobile Data, Inc. (“BSMD;” 0.87 percent); RAM Broadcasting Corporation (“RAM;” 0.88 percent); AB Cellular Holding, LLC (“AB Cellular;” 1.04 percent); and Wireless Telecommunications Investment Company LLC (“WTIC;” 0.96 percent). BellSouth directly owns RAM and BellSouth Enterprises, Inc. BellSouth Enterprises, Inc. directly owns BSMD and BellSouth Mobile Systems, Inc. BellSouth Mobile Systems, Inc. directly owns BSCC. BSCC directly owns Los Angeles RCCs, LLC, which directly owns ACCC of Los Angeles, Inc. ACCC of Los Angeles, Inc. directly owns BSCC of Houston, LLC, WTIC, and 61.054 percent of AB Cellular. BSCC of Houston, LLC directly owns BSCC of Houston Holdings, Inc. and 37.024 percent of AB Cellular. BSCC of Houston Holdings, Inc. directly owns 1.922 percent of AB Cellular.

SBC and BellSouth equally own and control Cingular Wireless Corporation, which – in addition to the de minimis ownership interest in the Applicant described above – controls the Applicant. Therefore, although the economic interests in the Applicant are divided approximately 60/40 between SBC subsidiaries and **BellSouth** subsidiaries, control is equally shared.

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