

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): AIM Investment LTD				3) Disclosable Interest Holder's TIN: DNA - Foreign Entity	
4) Disclosable interest Holder's Address: P.O. Box 301, Queens House, Don Road, St. Helier, Jersey, CI					
5) Type of Interest in Applicant (I) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): (0) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 10.64%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): L			9) Disclosable Interest Holder's Country of Citizenship: United Kingdom		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): AIM Investment LTD owns a limited partnership interest in Carolina PCS I Limited Partnership ("CPCSI") which represents 12.9% of the equity of CPCSI. See Exhibit I.					

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:
N/A			

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

1) Disclosable Interest Holder's First Name (if individual): Michael	MI: W.	Last Name: Green	Suff IX
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 400 Brookfield Parkway, Greenville, South Carolina 29607			
5) Type of Interest in Applicant (I) (refer to Instructions for list) K, O, R	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 9.07%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): L		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): Michael W. Green holds 100% of the stock of Carolina PCS Corporation, the sole general partner of Carolina PCS I Limited Partnership ("CPCSI") and an 11% limited partnership equity interest in CPCSI. CPCSI owns 82.45% of Applicant. See Exhibit I.			

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:

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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): Carolina PCS Corporation				3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 400 Brookfield Parkway, Greenville, South Carolina 29607					
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: 1%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G (See Exhibit I)			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): Carolina PCS Corporation ("CPCSC") is the sole general partner of Carolina PCS I Limited Partnership, which in turn owns 82.45% of Applicant. CPCSC's general partnership interest represents 100% of the controlling interest and 1% of the equity. See Exhibit I.					

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:
N/A			

OWNERSHIP INFORMATION

Carolina Phone – Orangeburg LLC, dba, Carolina Phone (“CP”) is the licensee of C block Broadband PCS Station KNL455 in the Orangeburg, South Carolina BTA. CP is a South Carolina limited liability company organized as a manager-managed limited liability company, so members are not managers by virtue of their ownership interest. The ownership interest is analogous to a limited partner ownership interest. CP’s sole manager is Michael W. Green. CP’s ownership is as follows:

Carolina PCS I Limited Partnership (“CPCSI”)	82.45%
International Management And Development Company (“IM”)	14.04%
AMA Investment Group (“AMA”)	<u>3.51%</u>
Total	100.0%

IM is a Saudi Arabian company. Its business address is:

P.O. Box 2774
Riyadh 11468
Saudi Arabia

AMA is a Saudi Arabian company. Its business address is:

P.O. Box 2468
Riyadh 11468
Saudi Arabia

IM and AMA are not affiliated with each other. Neither IM nor AMA have any input into the control or operation of CP and their assets are not attributable to CP.

CPCSI is a North Carolina limited partnership. CPCSI’s business address is:

400 Brookfield Parkway
Greenville, South Carolina 29607

CPCSI’s sole general partner is Carolina PCS Corporation, a North Carolina corporation (“CPCSC”). One hundred percent of the stock of CPCSC is owned by Michael W. Green. Michael W. Green is a United States Citizen and maintains no other attributable business interests in other FCC licensees, other than through CPCSI. The CPCSC general partnership interest represents one hundred percent of the controlling interest of CPCSI and one percent of the equity.

Michael W. Green also holds an 11% limited partnership equity interest in CPCSI. The Management team of CPCSI collectively owns an additional 14.674% of the equity in CPCSI through limited partnership interests. No single member of the management team owns 10% or more of the equity and all members of the CPCSI management team are United States citizens.

Mr. Green and all members of the CPCSI management team are “Qualified Investors” under the Commission’s C Block eligibility rules.

AIM Investment LTD (“AIM”) is a United Kingdom company owning a limited partnership interest in CPCSI which represents 12.9% of the equity of CPCSI. AIM is affiliated with AMA, as defined in the FCC’s rules, through a degree of common ownership. AIM is not part of CPCSI’s management team and exercises no indicia of control over CPCSI and its assets are not attributable to CPCSI. AIM’s address is:

P.O. Box 301
Queens House
Don Road
St. Helier, Jersey, CI

No other entity or individuals hold an equity interest in CPCSI of 10% or greater, however, in the aggregate, citizens of foreign countries hold additional limited partnership interests which account for 11% of the equity of CPCSI bringing the total foreign ownership in CPCSI to 23.9%. None of these interest holders are affiliated with each other nor are their assets attributable to CPCSI. In the aggregate, the citizenship and percentage of total equity in CPCSI, on a fully diluted basis, of these foreign investors, (including the interest held by AIM), represent the following breakdown:

Saudi Arabia	10.52%
Germany	00.23%
Antigua	00.23%
United Kingdom	<u>12.92%</u>
Total	23.9%

The remaining equity holders in CPCSI are all United States citizens whose individual assets are not attributable to CPCSI.

ORIGINAL

KURTIS & ASSOCIATES, P.C.

SUITE 600
2000 M STREET, N.W.
WASHINGTON, D.C. 20036

(202) 328-4500
TELECOPIER (202) 328-1231

March 9, 2000

Via UPS Overnight

Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7425

Re: Carolina Phone - Orangeburg LLC, dba, Carolina Phone
FCC Form 602, Ownership Disclosure Information for
the Wireless Telecommunications Services

Dear Sir/Madam:

Transmitted herewith on behalf of Carolina Phone - Orangeburg LLC, dba, Carolina Phone ("Carolina Phone") is a completed Ownership Disclosure Information for the Wireless Telecommunications Services Form (FCC Form 602).

An additional copy of this submission along with a self-addressed stamped envelope are enclosed for date-stamping and return by the Commission. Please direct any inquiries on this matter to the undersigned counsel for Carolina Phone.

Very truly yours,


Lisa L. Leibow, Esq.

Enclosure

LLL/jlc