

ORIGINAL

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix
2) Applicant Name (if entity): ALLOY LLC		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
SEE EXHIBIT 1			

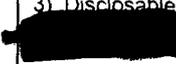
Signature

Type or Printed Name of Party Authorized to Sign

First Name: WAYNE	MI:	Last Name: WATTS	Suffix:
Title: SECRETARY			
Signature: 			Date: 5/3/00
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees			
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 entity): SBC COMMUNICATIONS INC.			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: ATTENTION: WAYNE WATTS 175 EAST HOUSTON, SAN ANTONIO, TX 78205				
5) Type of Interest in Applicant (D, 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: (SEE EXHIBIT 2)
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): (SEE EXHIBIT 2)				

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 SBC COMMUNICATIONS INC.'S FCC FORM 602 WHICH IS ON FILE WITH THE COMMISSION			

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): BELLSOUTH CORPORATION-		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: ATTENTION: CHARLES FEATHERSTUN 1155 PEACHTREE STREET, N.E., ATLANTA, GA 30309			
5) Type of Interest in Applicant () (refer to instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (SEE EXHIBIT 2)			

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 BELLSOUTH CORPORATION'S FCC FORM 602 WHICH IS ON FILE WITH THE COMMISSION			

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)

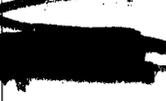
1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): ALLOY MANAGEMENT CORP.		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: ATTENTION: CHARLES FEATHERSTUN 1155 PEACHTREE STREET, N.E., ATLANTA, GA 30309			
5) Type of Interest in Applicant (D, M) (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: (SEE EXHIBIT 2)	
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): -			

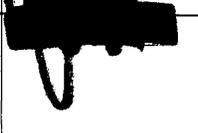
Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

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:

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
ABILENE SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	71.00
ACADIANA CELLULAR GENERAL PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	35.00
ALABAMA CELLULAR SERVICE, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
ALBANY TELEPHONE COMPANY 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
ALLTEL CELLULAR ASSOCIATES OF SOUTH CAROLINA LIMITED PARTNERSHIP One Allied Drive Little Rock, AR 72202	Provision of CMRS services	[REDACTED]	46.42
AMARILLO SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	71.00
AMCELL OF ATLANTIC CITY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	96.18
AMERICAN CELLULAR COMMUNICATIONS CORPORATION 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
AMERICAN CELLULAR NETWORK CORP. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
AMERITECH MOBILE COMMUNICATIONS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
AMERITECH WIRELESS COMMUNICATIONS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
AMERITECH WIRELESS HOLDINGS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
ANNISTON-WESTEL COMPANY, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
ATLANTA-ATHENS MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
AURORA/ELGIN CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	83.17

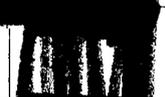
4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
BCTC OF TEXAS, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
BELLSOUTH CAROLINAS PCS, L.L.C. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
BELLSOUTH CAROLINAS PCS, L.P. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	55.76
BELLSOUTH MOBILITY INC 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
BELLSOUTH PERSONAL COMMUNICATIONS, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
BELLSOUTH WIRELESS DATA L.P. 10 Woodbridge Center Drive Woodbridge, NJ 07095	Provision of CMRS services	[REDACTED]	95.15
BLOOMINGTON CELLULAR TELEPHONE COMPANY 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	94.21
BUFFALO TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
CCPR OF THE VIRGIN ISLANDS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
CCPR SERVICES, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
CELL SOUTH OF NEW JERSEY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	86.80
CHAMPAIGN CELLTELCO 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	98.32
CHATTANOOGA MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	91.88
CINCINNATI SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	53.03
CORPUS CHRISTI SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
C-SW CELLULAR PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
DALLAS SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		82.50
DECATUR CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		99.50
DECATUR RSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		80.00
DELAWARE VALLEY PCS COMMUNICATIONS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
DETROIT SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		95.42
EASTERN MISSOURI CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		98.00
FLORIDA CELLULAR SERVICE, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
FLORIDA RSA NO. 2B (INDIAN RIVER) LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		71.50
GARY CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
GENESEE TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
GEORGIA RSA NO. 1 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		74.46
GEORGIA RSA NO. 2 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		61.23
GEORGIA RSA NO. 3 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		75.00
HOUMA-THIBODAUX CELLULAR PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		99.01
HUNTSVILLE MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
INDIANA 8, L.L.C. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
INDIANA CELLULAR CORPORATION 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
JACKSONVILLE MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		85.76
JOLIET CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		82.90
KANKAKEE CELLULAR L.L.C. 5131 Meadowlark Lane Protage, MI 49024	Provision of CMRS services		10.07
KANSAS CITY SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		81.00
KENTUCKY CGSA, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
LAFAYETTE MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		51.00
LONG BRANCH CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
LOUISIANA CELLULAR HOLDINGS, L.L.C. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
LOUISIANA RSA NO. 7 CELLULAR GENERAL PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		66.70
LOUISIANA RSA NO. 8 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		50.00
LUBBOCK SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		71.00
MADISON SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		64.68
MCALLEN-EDINBURG-MISSION SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas TX 75252	Provision of CMRS services		77.50

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
MC1A 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		73.26
MEMPHIS SMSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
MIDLAND-ODESSA SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		71.00
MILWAUKEE SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		79.08
MISSOURI RSA 8 LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		60.00
MISSOURI RSA 9B I LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		50.40
MISSOURI RSA 11/12 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
M-T CELLULAR, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
MUNCIE CELLULAR TELEPHONE COMPANY, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		93.10
NEW BRUNSWICK CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		100.00
NEW YORK HOLDINGS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
NORTHEAST MISSISSIPPI CELLULAR, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
NORTHEASTERN GEORGIA RSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		35.00
OCEAN COUNTY CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
OKLAHOMA CITY SMSA LIMITED PARTNERSHIP -17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		62.00

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
OKLAHOMA RSA 3 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		74.00
OKLAHOMA RSA 9 LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		60.00
ORLANDO CGSA, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
ORLANDO SMSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
PACIFIC BELL WIRELESS, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
PACIFIC TELESIS MOBILE SERVICES 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		100.00
PEGASUS CELLULAR TELEPHONE COMPANY NO. 3 (NY-4), INC. 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		100.00
ST. JOSEPH SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		51.00
SAN ANTONIO SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		70.00
SAN JUAN CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		50.00
SBMS CELLULAR TELECOMMUNICATIONS BLOOMINGTON, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		96.01
SBMS CELLULAR TELECOMMUNICATIONS SPRINGFIELD, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		96.72
SNET CELLULAR, INC. 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		100.00
SOUTHWESTERN BELL MOBILE SYSTEMS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
SOUTHWESTERN BELL WIRELESS, INC. 17330 Preston Road, Suite 1 OOA -Dallas, TX 75252	Provision of CMRS services		100.00

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
SPRINGWICH CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		99.76
SYRACUSE TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
TENNESSEE RSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
TERRE HAUTE CELLULAR TELEPHONE COMPANY, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		92.85
TEXAS RSA 6 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		49.50
TEXAS RSA 7B 1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
TEXAS RSA 9B 1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		35.62
TEXAS RSA 9B4 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		84.62
TEXAS RSA 10B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		75.00
TEXAS RSA 18 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		34.00
TEXAS RSA 19 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		33.34
TEXAS RSA 20B 1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
TEXAS/ILLINOIS CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
THUMB CELLULAR LIMITED PARTNERSHIP P.O. Box 650 Pigeon, MI 48755	Provision of CMRS services		23.00
TOLEDO MSA LIMITED PARTNERSHIP Regulatory Team R040 1 8725 West Higgins Road Chicago, IL 60631	Provision of CMRS services		14.90

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN: A	4d) Percent of Interest Held:
TOPEKA SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		77.00
USVI CELLULAR TELEPHONE CORPORATION 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
VINELAND CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		94.56
WASHINGTON/BALTIMORE CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		87.16
WESTEL-INDIANAPOLIS COMPANY 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
WESTEL-MILWAUKEE COMPANY, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
WICHITA SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		60.00
WORCESTER TELEPHONE COMPANY 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		90.60

NOTES

¹ Neither Alloy LLC nor either of its controlling parties controls this entity; accordingly, they do not have its TIN. Therefore, Alloy LLC is supplying this entity's unique Licensee ID Number, which is publicly available on the Universal Licensing System.

² Neither Alloy LLC nor either of its controlling parties controls this entity; accordingly, they do not have its TIN. Therefore, Alloy LLC is supplying this entity's unique Licensee ID Number, which is publicly available on the Universal Licensing System.

As of the consummation of the transaction combining the domestic mobile wireless businesses of SBC Communications Inc. (“SBC”) and BellSouth Corporation (“BellSouth”), SBC intends to hold indirectly approximately 60 percent of the Applicant’s LLC Units. BellSouth, through various wholly owned subsidiaries, will indirectly hold approximately 40 percent of the Applicant’s LLC Units. Alloy Management Corp., which will be owned and controlled equally by SBC and BellSouth, will directly hold less than one percent of the Applicant’s LLC Units. SBC will have an indirect interest and BellSouth will have a direct interest in Alloy Management Corp.

SBC intends to hold its indirect interests in the Applicant and in Alloy Management Corp. through a chain of one or more wholly owned subsidiaries. SBC, however, has not yet identified these subsidiaries.

BellSouth will hold its indirect interests in the Applicant through three ownership chains (beginning with the direct owner of the Applicant):

1. BellSouth Cellular Corp.; BellSouth Mobile Systems, Inc.; BellSouth Enterprises, Inc.; BellSouth Corporation.
2. BellSouth Mobile Data, Inc.; BellSouth Enterprises, Inc.; BellSouth Corporation.
3. RAM Broadcasting Corporation; BellSouth Corporation.

ARNOLD & PORTER

555 TWELFTH STREET, N.W.
WASHINGTON, D.C. 20004 - 1206

(202) 942-5000
FACSIMILE (202) 942-5999

PETER J SCHILDKRAUT
(202) 942-5634

NEW YORK
DENVER
LOS ANGELES
LONDON

May 4, 2000

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

Re: Form 602 for Alloy LLC

Dear Sir/Madam:

Enclosed for filing please find a Form 602 for Alloy LLC. Also enclosed is a photocopy of the first page of this form. Please date stamp the photocopy of the first page for my files and return it to the courier.

Please direct any questions or correspondence concerning this form to:

Charles Featherstun
1155 Peachtree Street, N.E., Suite 1700
Atlanta, GA 30309
Telephone: 404-249-3855
Facsimile: 404-249-5664

Thank you for your assistance.

Sincerely,



Peter J. Schildkraut
Counsel for Alloy LLC

Enclosures

