

ORIGINAL FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): ALLOY		3) Applicant TIN: 	

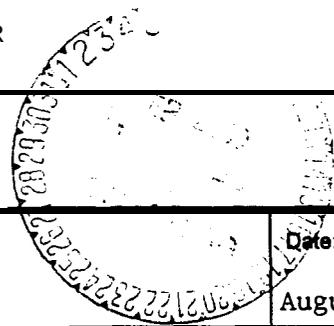
Related FCC Regulated Businesses of Applicant/Licensee

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

1) Typed or Printed Name of Party Authorized to Sign

First Name: CAROL	MI: L.	Last Name: TACKER	Suffix:
Title: VICE PRESIDENT / GENERAL COUNSEL & SECRETARY			
Signature: 			Date: August 31, 2000



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 16, Section 1661) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 212(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 663).

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): SBCCOMMUNICATIONS INC. -			3) Disclosable Interest Holder's TIN: [REDACTED]	
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 —			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)

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.3 FCC FORM 602 WHICH IS ON FILE WITH THE COMMISSION			

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 100A 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 100A 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. 1 100 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, MC. 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 1 00A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
C 17330 Preston Road, Suite 100A Dallas, TX 75252	S 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 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	82.50
DECATUR CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	99.50
DECATUR RSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	80.00
DELAWARE VALLEY PCS COMMUNICATIONS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
DETROIT SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	95.42
EASTERN MISSOURI CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	98.00
FLORIDA CELLULAR SERVICE, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
FLORIDA RSA NO. 2B (INDIAN RIVER) LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	71.50
GARY CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
GENESEE TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
GEORGIA RSA NO. 1 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	74.46
GEORGIA RSA NO. 2 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	61.23
GEORGIA RSA NO. 3 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	75.00
GTE WIRELESS SEATTLE LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
GTE MOBILNET OF AUSTIN LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	64.18

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
GTE WIRELESS VICTORIA LLC 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
GTE MOBILNET OF TEXAS RSA #11 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	64.00
GTE MOBILNET OF TEXAS RSA #16 LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	71.20
HOUMA-THIBODAUX CELLULAR PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	99.01
HUNTSVILLE MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
INDIANA 8, L.L.C. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
INDIANA CELLULAR CORPORATION 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
JACKSONVILLE MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	85.76
JOLIET CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	82.90
KANKAKEE CELLULAR L.L.C. 5 13 1 Meadowlark Lane Protage, MI 49024	Provision of CMRS services	[REDACTED]	10.07
KANSAS CITY SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	81.00
KENTUCKY CGSA, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
LAFAYETTE MS.4 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	51.00
LONG BRANCH CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
LOUISIANA CELLULAR HOLDINGS, L.L.C. 1100 Peachtree Street, N.E. Atlanta, GA 30309	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:
LOUISIANA RSA NO. 7 CELLULAR GENERAL PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	66.70
LOUISIANA RSA NO. 8 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	50.00
LUBBOCK SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	71.00
MADISON SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	64.68
MCALLEN-EDINBURG-MISSION SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	77.50
MCTA 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	73.26
MEMPHIS SMSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
MIDLAND-ODESSA SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	71.00
MILWAUKEE SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	79.08
MISSOURI RSA 8 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	60.00
MISSOURI RSA 9B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.40
MISSOURI RSA 11/12 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
M-T CELLULAR, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
MUNCIE CELLULAR TELEPHONE COMPANY, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	93.10
NEW BRUNSWICK CELLULAR TELEPHONE COMPANY 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:
NEW YORK HOLDINGS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
NORTHEAST MISSISSIPPI CELLULAR, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
NORTHEASTERN GEORGIA RSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	35.00
OCEAN COUNTY CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
OKLAHOMA CITY SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	62.00
OKLAHOMA RSA 3 LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	74.00
OKLAHOMA RSA 9 LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	60.00
ORLANDO CGSA, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
ORLANDO SMSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
PACIFIC BELL WIRELESS, LLC 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
PACIFIC TELESIS MOBILE SERVICES 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
PEGASUS CELLULAR TELEPHONE COMPANY NO. 3 (NY-4), MC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
ST. JOSEPH SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	51.00
SAN ANTONIO SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	70.00
SAN JUAN CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
SBMS CELLULAR TELECOMMUNICATIONS BLOOMINGTON, INC. . 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	96.01
SBMS CELLULAR TELECOMMUNICATIONS SPRINGFIELD, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	96.72
SNET CELLULAR, INC. 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
SNET MOBILITY, INC. 17330 Preston Road Suite 1 OOA Dallas, TX 75252	Provision of international long distance services	[REDACTED]	100.00
SOUTHWESTERN BELL MOBILE SYSTEMS, INC. 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
SOUTHWESTERN BELL WIRELESS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
SPRINGWICH CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	99.76
SYRACUSE TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
TENNESSEE RSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
TERRE HAUTE CELLULAR TELEPHONE COMPANY, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	92.85
TEXAS RSA 6 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	49.50
TEXAS RSA 7B 1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
TEXAS RSA 9B 1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	35.62
TEXAS RSA 9B4 LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	84.62
TEXAS RSA 1 OB 1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	75.00

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
TEXAS RSA 10B3 LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 00A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	75.00
TEXAS RSA 18 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	34.00
TEXAS RSA 19 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	33.3-i
TEXAS RSA 20B 1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
TEXAS/ILLINOIS CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
THUMB CELLULAR LIMITED PARTNERSHIP P.O. Box 650 Pigeon, MI 48755	Provision of CMRS services	[REDACTED]	23.00
TOLEDO MSA LIMITED PARTNERSHIP Regulatory Team R040 1 8725 West Higgins Road Chicago, IL 6063 1	Provision of CMRS services	[REDACTED]	14.90
TOPEKA SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	77.00
USVI CELLULAR TELEPHONE CORPORATION 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
VINELAND CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	94.56
WASHINGTON/BALTIMORE CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	87.16
WESTEL-INDIANAPOLIS COMPAN 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
WESTEL-MILWAUKEE COMPANY, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
WICHITA SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	60.00
WORCESTER TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	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

NEW YORK
DENVER
LOS ANGELES
LONDON

PETER J. SCHILDKRAUT
(202) 942-5634

September 8, 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