

Applicant/Licensee Information

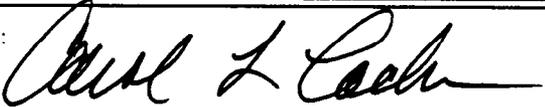
1) First Name (if individual):	MI:	Last Name:	suffix:
2) Applicant Name (if entity): ALLOY LLC		3) Applicant TIN:	

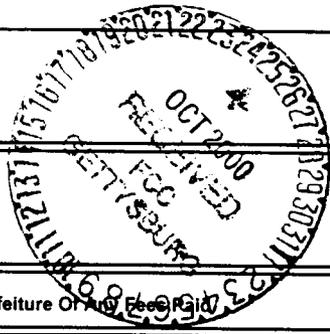
Related FCC Regulated Businesses of Applicant/Licensee

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

5) 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: 10/25/00



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 Holder's Name (if entity): SBC COMMUNICATIONS INC.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders 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 Holders 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)

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:
SEE SBC COMMUNICATIONS INC.'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): BELLSOUTH CORPORATION			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 (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 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 Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): ALLOY MANAGEMENT CORP.		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holders Address: ATTENTION: CAROL TACKER 1100 PEACHTREE STREET, N.E., NINTH FLOOR, 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 Hldler's Country of Citizenship: UNITED STATES	
40) Relationship Description (if the discloseable 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 1 OOA Dallas, TX 75252	Provision of CMRS services		71.00
ACADIANA CELLULAR GENERAL PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		35.00
ALABAMA CELLULAR SERVICE, LLC 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
ALLTEL CELLULAR ASSOCIATES OF SOUTH CAROLINA LIMITED PARTNERSHIP One Allied Drive Little Rock, AR 72202	Provision of CMRS services		46.42
AMARILLO SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		71.00
AMCELL OF ATLANTIC CITY, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
AMERICAN CELLULAR COMMUNICATIONS LLC 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
AMERICAN CELLULAR NETWORK COMPANY, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
AMERITECH MOBILE COMMUNICATIONS, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
AMERITECH WIRELESS COMMUNICATIONS, LLC 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		100.00
ANNISTON-WESTEL COMPANY, LLC 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
ATLANTA-ATHENS MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
AURORA/ELGIN CELLULAR TELEPHONE, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
BCTC OF TEXAS, LLC 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
BELLSOUTH CAROLINAS PCS, L.L.C. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
BELLSOUTH MOBILITY LLC 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:
BELLSOUTH PERSONAL COMMUNICATIONS, LLC 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
BELLSOUTH WIRELESS DATA, L.P. 10 Woodbridge Center Drive Woodbridge, NJ 07095	Provision of CMRS services		95.68
BLOOMINGTON CELLULAR TELEPHONE COMPANY 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		94.21
CCPR OF THE VIRGIN ISLANDS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
CCPR SERVICES, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
CELL SOUTH OF NEW JERSEY, LLC 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		100.00
CHAMPAIGN CELLTELCO 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		98.32
CHATTANOOGA MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		69.73
CINCINNATI SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services		53.03
CORPUS CHRISTI SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
C-SW CELLULAR PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
DALLAS SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		99.50
DECATUR CELLULAR TELEPHONE COMPANY, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
DECATUR RSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		80.00
DELAWARE VALLEY PCS COMMUNICATIONS, LLC 17330 Preston Road, Suite 100A 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:
BETROIT 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 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	98.00
FLORIDA CELLULAR SERVICE, LLC 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 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 MOBILNET OF AUSTIN LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	64.18
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 100A 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 LLC 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:
JACKSONVILLE MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	85.76
JOLIET CELLULAR TELEPHONE, LLC 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
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 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	81.00
KENTUCKY CGSA, LLC 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
LAFAYETTE MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	51.00
LOUISIANA CELLULAR HOLDINGS, L.L.C. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
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 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	64.68
MCALLEN-EDINBURG-MISSION SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	77.50
MCTA 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	73.30
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

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
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 9B 1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.40
MISSOURI RSA 11/12 LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
M-T CELLULAR, LLC 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
NEW YORK HOLDINGS, LLC 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
NORTHEAST MISSISSIPPI CELLULAR, LLC 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
OKLAHOMA CITY SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A 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 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	60.00
ORLANDO CGSA, LLC 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 BELL WIRELESS NORTHWEST, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
PACIFIC TELESIS MOBILE SERVICES, LLC 17330 Preston Road, Suite 1 OOA 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:
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 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
SAN JUAN CELLULAR TELEPHONE COMPANY ² 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
SBMS CELLULAR TELECOMMUNICATIONS BLOOMINGTON, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
SBMS CELLULAR TELECOMMUNICATIONS SPRINGFIELD, LLC 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
SNET CELLULAR, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
SNET MOBILITY, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of international long distance services	[REDACTED]	100.00
SOUTHWESTERN BELL MOBILE SYSTEMS, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
SOUTHWESTERN BELL WIRELESS, LLC 17330 Preston Road, Suite 1 OOA 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
TENNESSEE RSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
TEXAS RSA 6 LIMITED PARTNERSHIP 17330 Preston Road, Suite 1 OOA Dallas, TX 75252	Provision of CMRS services	[REDACTED]	49.50
TEXAS RSA 7B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
TEXAS RSA 9B1 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 100A 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 100A 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]	33.34
TEXAS RSA 20B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
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 60631	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, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
WASHINGTON/BALTIMORE CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	87.16
WESTEL-INDIANAPOLIS LLC 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	[REDACTED]	100.00
WESTEL-MILWAUKEE COMPANY, LLC 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 Applications to transfer control of these entities to Alloy LLC have been granted by the Commission, but the transaction is awaiting consummation.

³ 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. See also *In re Applications of SBC Communications Inc. and BellSouth Corporation*, File Nos. 0000117778, *et al.*, WT Docket No. 00-81, DA 00-2223, rel. Sep. 29, 2000, at ¶¶ 14-17.

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. Alloy Management Corp., 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 and in Alloy Management Corp. through SBC Alloy Holdings, Inc. SBC Alloy Holdings, Inc. is jointly owned by nine wholly owned subsidiaries of SBC: New Southwestern Bell Mobile Systems, Inc. (“New SBMS”; 62.32 percent); Ameritech Corporation (“Ameritech”; 11.09 percent); AWACS, Inc. (9.19 percent); Southern New England Telecommunications Corporation (“SNET”; 6.31 percent); Associated Communications Corporation (“Associated”; 4.55 percent); New SBC Wireless, Inc. (“New SBCW”; 3.47 percent); Pacific Telesis Group (“PTG”; 2.73 percent); Radiofone Holdings, Inc. (“Radiofone”; 0.29 percent); and The Woodbury Telephone Company (“Woodbury”; 0.05 percent). SBC directly owns SNET, PTG, New SBCW, and Ameritech. SNET directly owns Woodbury. 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.

BellSouth holds its indirect interests in the Applicant through five (5) wholly owned subsidiaries: BellSouth Cellular Corp.; BellSouth Mobile Data, Inc.; RAM Broadcasting Corporation; BSCC of Houston, LLC; and ACCC of Los Angeles, Inc. BellSouth directly owns RAM Broadcasting Corporation and BellSouth Enterprises, Inc. BellSouth Enterprises, Inc. directly owns BellSouth Mobile Data, Inc. and BellSouth Mobile Systems, Inc. BellSouth Mobile Systems, Inc. directly owns BellSouth Cellular Corp. BellSouth Cellular Corp. directly owns BSCC of Houston, LLC, Los Angeles RCCs, LLC and Westel-Los Angeles, LLC. Los Angeles RCCs, LLC and Westel-Los Angeles, LLC directly own 51% and 49%, respectively, of ACCC of Los Angeles, Inc.

SBC Alloy Holdings, Inc. and BellSouth equally own and control Alloy Management Corp., which – in addition to the de minimis ownership interest in Alloy LLC described above – controls Alloy LLC. Therefore, although the economic interests in Alloy LLC are divided approximately 60/40 between SBC subsidiaries and BellSouth subsidiaries, control is equally shared.

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

MARY M. DIXON
(202) 942-5520

October 25, 2000

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

Re: Form 602 for Alloy LLC

Dear Sir/Madam:

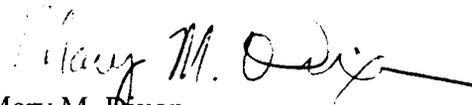
Enclosed for filing please find a Form 602 for Alloy LLC. Also enclosed is a photocopy of the first page of this form. Please date stamp the photocopy of the first page for my files and return it to the courier.

Please direct any questions or correspondence concerning this form to:

Carol L. Tacker
1100 Peachtree Street, N.E., 9th Floor
Atlanta, GA 30309
Telephone: 404-249-09 17
Facsimile: 404-249-0922

Thank you for your assistance.

Sincerely,


Mary M. Dixon
Counsel for Alloy LLC



Enclosures