

Applicant/ Licensee Information

1) First Name (if individual):	MI:	Last Name:	suffix:
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2) Applicant Name (if entity): ALLTEL Mobile Communications, Inc.	3) Applicant TIN: [REDACTED]
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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:
*ALLTEL Mobile Communications of the Carolinas, Inc., One Allied Drive, Little Rock, AR 72202	Telecommunications	[REDACTED]	100 Direct
*ALLTEL Communications, Inc., One Allied Drive, Little Rock, AR 72202	Telecommunications	[REDACTED]	100 Direct
Texas RSA #8-East Limited Partnership, One Allied Drive, Building IV, FSS, Little Rock, Arkansas 72202	Telecommunications	[REDACTED]	14.29
Texas RSA #8-West Limited Partnership, One Allied Drive, Building IV, FSS, Little Rock, Arkansas 72202	Telecommunications	[REDACTED]	14.29

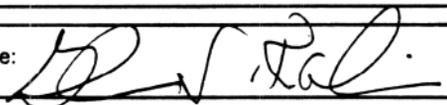
RECEIVED
OCT 12 1999
Licensing & Technical
Analysis Branch

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Glenn	MI: S.	Last Name: Rabin	Suffix: Mr.
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Title: Assistant Vice President - Federal Regulatory Affairs

Signature: 	Date: 7/30/99
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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 form 602 for these companies incorporated herein by reference.

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): David	MI: A.	Last Name: Atkins	suffix:
2) Disclosable Interest Holder's Name (if entity): One Allied Drive, Little Rock, AR 72202		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: One Allied Drive, Little Rock, AR 72202			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (1) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
8) Disclosable Interest Holder Type of Ownership (refer to instructions for list):		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): Operations Vice President - Market Cluster - ALLTEL Mobile 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:
ALLTEL Communications , Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		
ALLTEL Mobile Communications of the Carolinas, Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		
Standard Group, Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		

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): Americo	MI:	Last Name: Cornacchione	Suffix:
2) Disclosable Interest Holder's Name (if entity): One Allied Drive, Liffle Rock, AR 72202		3) Disclosable Interest Holder's TIN:	
4) Disclosable interest Holder's Address: One Allied Drive, Little Rock, AR 72202			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (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):		9) Disclosable Interest Holders 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): Vice President - Accounting - ALLTEL Mobile 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:
ALLTEL Communications, Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		

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): Michael	MI: T.	Last Name: Flynn	Suffix:
2) Disclosable Interest Holder's Name (if entity): One Allied Drive, Little Rock, AR 72202		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: One Allied Drive, Little Rock, AR 72202			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (1) (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):		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): President - Communications Operations - ALLTEL Mobile 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 sheet, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
ALLTEL Corporation, One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
ALLTEL Communications, Inc., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
ALLTEL Mobile Communications of the Carolinas, Inc., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		

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): Francis	MI: X.	Last Name: Frantz	suffix:
2) Disclosable Interest Holder's Name (if entity): One Allied Drive, Little Rock, AR 72202		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address: One Allied Drive, Little Rock, AR 72202			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holders 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): Sole Director and Secretary - ALLTEL Mobile 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:
ALLTEL Corporation, One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
ALLTEL Communications, Inc., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
360° Communications Company, One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
ALLTEL Mobile Communications of the Carolinas, Inc., One Allied Drive, Bldg. IV, F5S, LR, AR 72202	Telecommunications		
Standard Group, Inc., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
Aliant Communications, Inc., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
Aliant Communications Co., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
Aliant Cellular, Inc., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		

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): James	MI: F.	Last Name: Gadberry	suffix:
2) Disclosable Interest Holder's Name (if entity): One Allied Drive, Little Rock, AR 72202		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: One Allied Drive, Little Rock, AR 72202			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (1) (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):		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): Executive Vice President - Finance and Administration - ALLTEL Mobile 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:
ALLTEL Communications, Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		
ALLTEL Mobile Communications of the Carolinas, Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		

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): Charles	MI: R.	Last Name: Galloway	Suffix:
2) Disclosable Interest Holder's Name (if entity): One Allied Drive, Little Rock, AR 72202		3) Disclosable Inter& Hold&s TIN:	
4) Disclosable Interest Holder's Address: One Allied Drive, Little Rock, AR 72202			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (1) (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):		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): Assistant Secretary - ALLTEL Mobile 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:
ALLTEL Communications, Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		
ALLTEL Mobile Communications of the Carolinas, Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		

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): Jim	MI: C.	Last Name: Kimzey	suffix:
2) Disclosable Interest Holder's Name (if entity): One Allied Drive, Little Rock, AR 72202		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: One Allied Drive, Little Rock, AR 72202			
5) Type of Interest in Applicant (0) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): (I) (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):		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): Vice President - Network Services - ALLTEL Mobile 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:
ALLTEL Communications, Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		

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): Dan	MI: P.	Last Name: Thompson	Suffix:
2) Disclosable Interest Holder's Name (if entity): One Allied Drive, Little Rock, AR 72202		3) Disclosable Interest Hold&s TIN:	
4) Disclosable Interest Holder's Address: One Allied Drive, Little Rock, AR 72202			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (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):		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Operations Vice President - Market Cluster - ALLTEL Mobile 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:
ALLTEL Communications, Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		

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): Jeffery	MI: R.	Last Name: Gardner	suffix:
2) Disclosable Interest Holder's Name (if entity): One Allied Drive, Little Rock, AR 72202		3) Disclosable Interest Holder's TIN:	
4) Disclosable interest Holder's Address: One Allied Drive, Little Rock, AR 72202			
5) Type of Interest in Applicant (0) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): (1) (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):		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): Senior Vice President – Finance and Treasurer – ALLTEL Mobile 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:
ALLTEL Corporation, One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
ALLTEL Communicabons, Inc., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
ALLTEL Mobile Communications of the Carolinas, Inc., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
Standard Group, Inc., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
Aliant Communications Co., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
Aliant Cellular, Inc., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
Aliant Communications Inc., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Discosable Interest Holders

Discosable Interest Holder Information (complete as many as required to describe all **discosable** interest holders)

1) Discosable Interest Hold&s First Name (if individual): John	MI:	Last Name : Reed	suffix:
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2) **Discosable** Interest Holder's **Name** (if entity):

3) **Discosable** Interest Holder's TIN:

4) **Discosable** Interest Holder's **Address**:
One Allied Drive, **Little Rock**, AR 72202

5) Type of Interest in Applicant () (refer to instructions for list)	6) Discosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:
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8) Discosable Interest Holdeh Type of Ownership (refer to instructions for list):	9) Discosable Interest Holder's Country of Citizenship : USA
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10) **Relationship Description** (if the **discosable** Merest holder is an **indirect** owner, list path of **ownership** from **indirect** owner to **the applicant**):
Vice President – Tax – ALLTEL Mobile Communications, Inc.

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

11a) Name and address of all FCC Regulated Businesses owned by Discosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Standard Group, Inc., One Allied Drive, Bldg. IV, F5S , Little Rock , AR 72202	Telecommunications		
ALLTEL Mobile Communications of the Carolinas, Inc., One Allied Drive, Bldg. IV, F5S , Little Rock, AR 72202	Telecommunications		
Aliant Communications, Inc., One Allied Dnve, Bldg. IV, F5S , Little Rock, AR 72202	Telecommunications		
Aliant Communications Co., One Allied Drive, Bldg. IV, F5S , Little Rock, AR 72202	Telecommunications		
Aliant Cellular, Inc., One Allied Drive, Bldg. IV, F5S , Little Rock, AR 72202	Telecommunications		

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): Jerry	MI: M.	Last Name: Green	Suffix:
2) Disclosable Interest Holder's Name (if entity): One Allied Drive, Little Rock, AR 72202		3) Disclosable Interest Holder's TIN: .	
4) Disclosable Interest Holder's Address: One Allied Drive, Little Rock, AR 72202			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (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):		9) Disclosable Interest Holder's Country of Citizenship : USA	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Assistant Treasurer – ALLTEL Mobile 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:
ALLTEL Mobile Communicabons, Inc., One Allied Drive, Bldg. IV, F55 , Little Rock, AR 72202	Telecommunications		
ALLTEL Mobile Communications of the Carolinas, Inc., One Allied Drive, Bldg. IV , F55 , Little Rock, AR 72202	Telecommunications		
Aliant Communications , Inc., One Allied Drive, Bldg. IV, F55 , Little Rock, AR 72202	Telecommunications		
Aliant Communications Co., One Allied Drive, Bldg. IV, F55 , Little Rock, AR 72202	Telecommunications		
Aliant Cellular, Inc., One Allied Drive, Bldg. IV, F55 , Little Rock, AR 72202	Telecommunications		

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): Scott	MI: T.	Last Name: Ford	suffix:
2) Disclosable Interest Holder's Name (if entity): One Allied Drive, Little Rock, AR 72202		3) Disclosable Interest Holder's TIN: . . .	
4) Disclosable Interest Holder's Address: One Allied Drive, Little Rock, AR 72202			
5) Type of Interest in Applicant (0) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): (I) (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]:		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): President - ALLTEL Mobile 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:
ALLTEL Communrcabons, Inc., One Allied Dnve, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		
ALLTEL Corporation, Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		
ALLTEL Mobile Communications of the Carolinas, Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		

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): ALLTEL Corporation		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: One Allied Drive, Little Rock, AR 72203			
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: 100	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C		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): Sole owner of ALLTEL Mobile Communications, Inc.			

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:	II d) Percent of Interest Held:
See FCC form 602 for ALLTEL Corporation, Inc. herein by reference.			

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): J. Scott	MI:	Last Name: Chesbro	suffix:
2) Disclosable Interest Holder's Name (if entity): One Allied Drive, Little Rock, AR 72202		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address: One Allied Drive, Little Rock, AR 72202			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (1) (refer to instructions for list of axes):		7) Percent of Interest Held in Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship : USA	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Executive Vice President – Marketing and Business Development - ALLTEL Mobile 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) Prindpal Business:	11c) TIN:	11d) Percent of Interest Held:
ALLTEL Corporation, One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		
ALLTEL Mobile Communications of the Carolinas, Inc., One Allied Drive, Bldg. IV, F55, Little Rock, AR 72202	Telecommunications		

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	suffix:
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2) Applicant Name (if entity):
ALLTEL Cellular Associates of South Carolina Limited Partnership

3) Applicant TIN

1-077652

Related FCC Regulated Businesses of Applicant/Licensee

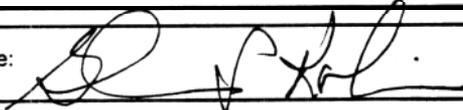
4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:

Signature

5) Typed or Printed Name of Party Authorized to Sign

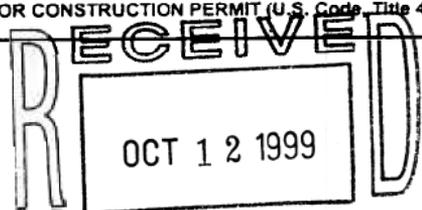
First Name: Glenn	MI:	Last Name: Rabin	suffix: Mr.
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Title: Federal Regulatory Counsel

Signature: 	Date: 9/30/99
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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).



Licensing & Technical
Analysis Branch

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:
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2) Disclosable Interest Holder Name (if entity):

ALLTEL Mobile Communications of the Carolinas, Inc.

3) Disclosable Interest Holder's TIN:
34-1382703

4) Disclosable Interest Holder's Address:

One Allied Drive, Little Rock, AR 72202

5) Type of Interest in Applicant (D) (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: 53.6%
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G	9) Disclosable Interest Holder's Country of Citizenship: USA
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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:
See FCC Form 602 for ALLTEL Mobile Communications of the Carolinas, Inc. contained herein by reference.	Telecommunications		

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): South Carolina Cellular Services, Inc.		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: c/o BellSouth Mobility, Inc. 1100 Peachtree Street, N.E. 10th Floor, Atlanta Georgia 30309			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (G) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant 46.4%	
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):			

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 Form 602 for South Carolina Cellular Services, Inc./BellSouth			
Mobility, Inc. Incorporated herein by reference.			