

ORIGINAL

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
ALLTEL Wireless Holdings, LLC.		Applied for	

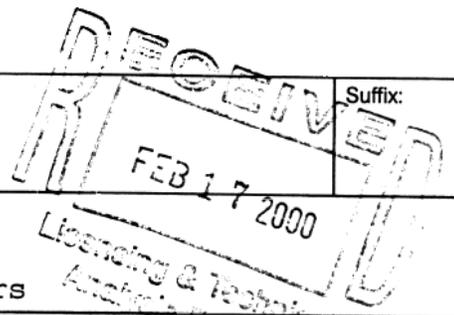
Related FCC Regulated Businesses of Applicant/Licensee

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

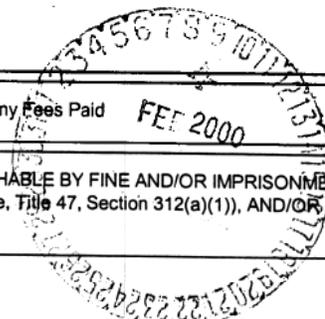
First Name:	MI:	Last Name:	Suffix:
Glenn	S.	Rabin	
Title:			
Assistant Vice President - Federal Regulatory Affairs			



Signature:	Date:
<i>[Handwritten Signature]</i>	1/19/2000

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 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).



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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 Hdder's Name (if entity): Cellular Plus Limited Partnership			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 () (refer to Instructions for list) (D)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): (L)		7) Percent of Interest Held in Applicant: 3.33%	
8) Disclosable Interest Hdder's Type of Ownership (refer to instructions for list): (C)			9) Disc&able Interest Holder's Country of Citizenship: USA	
0) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Direct Equity Holder				

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 Hdder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
ALLTEL Wireless Holdings, LLC. One Allied Drive Little Rock, AR 72202	Telecommunications	/Applied for	3.33%
Williamsport/PA-8 Cellular Limited Partnership (address same as above)	Telecommunications		69.23%

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EXHIBIT 1**Related FCC Regulated Businesses of TeleSpectrum, Inc.**

11(a)	11(b)	11(c)	11(d)
Empire Cellular, Inc.	Telecommunications		100%
New England Special Limited Partnership	Telecommunications		9.9%
New York MSA Limited Partnership	Telecommunications		10%
TeleSpectrum of Virginia, Inc.	Telecommunications		100%
Charleston-North Charleston MSA Limited Partnership	Telecommunications		75%
Greensville MSA Limited Partnership	Telecommunications		89.17%
ICN-Charleston, West Virginia Limited Partnership	Telecommunications		85%
Raleigh-Durham MSA Limited Partnership	Telecommunications		92.0228%
South Bend/Mishawaka MSA Limited Partnership	Telecommunications		83.7%
Susquehanna Cellular Communications Limited Partnership	Telecommunications		97.8%
Toledo MSA Limited Partnership	Telecommunications		85.1%
Tyler/Longview/Marshall MSA Limited Partnership	Telecommunications		60%
Youngstown-Warren MSA Limited Partnership	Telecommunications		96.863%

ATTACHMENT A

ALLTEL Wireless Holdings, LLC, is a Delaware limited liability company which is held by the entities listed in the Schedule As to the instant filing. Each of these entities' ultimate parent is 360" Communications Company which, in turn, is a wholly owned subsidiary of ALLTEL Corporation.

Specifically, Susquehanna Cellular Communications Limited Partnership and South **Bend/Mishawaka** MSA Limited Partnership are controlled by TeleSpectrum, Inc. as the sole general partner. TeleSpectrum, Inc. is also a managing general partner of Illinois Independent RSA No. 3 General Partnership. TeleSpectrum, Inc., 360" Communications Company of Pennsylvania No. 3, and Virginia Metronet, Inc. are all wholly owned subsidiaries of 360" Communications Company.

Further, **Williamsport/PA-8** Cellular Limited Partnership is held 69.23% by Cellular Plus Limited Partnership. Cellular Plus Limited Partnership and Pennsylvania RSA No. 1 OB(1) Limited Partnership are both controlled by 360" Communications Company of Pennsylvania No. 1 ("**360-CCPA1**"), Pennsylvania RSA #12 Limited Partnership is held 66.67% by 360" Communications Company of Pennsylvania No. 2 ("**360-CCPA2**"). **360-CCPA1** and **360CCPA2** are wholly-owned subsidiaries of 360" Communications Company and do not directly hold any FCC licenses.

Additional information for 360" Communications Corporation and ALLTEL Corporation is currently on file with the Commission and the FCC Form 602s for these two companies are incorporated herein by reference.

WILKINSON) BARKER) KNAUER)

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January 20, 2000

Magalie Roman Salas, Secretary
Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

Re: ALLTEL WIRELESS HOLDINGS, LLC
FCC Ownership Disclosure Information for the Wireless
Telecommunications Services (FCC Form 602)

Dear Ms. Salas:

Pursuant to § 1.919 of the Commission's rules, ALLTEL WIRELESS HOLDINGS LLC ("ALLTEL") hereby files an FCC Ownership Disclosure Information for the Wireless Telecommunications Services (FCC Form 602).

By this filing, ALLTEL has attempted to provide the most complete ownership information possible, using good faith and best efforts. Should additional information be requested, the enclosed Form 602 will be updated accordingly,

Please contact the undersigned should you have any questions concerning this submission.

Sincerely,

WILKINSON BARKER KNAUER, LLP

By: Georgina L.O. Feigen*
Jeffrey S. Cohen

Enclosure

* Practice limited to matters and proceedings before federal courts and agencies.

