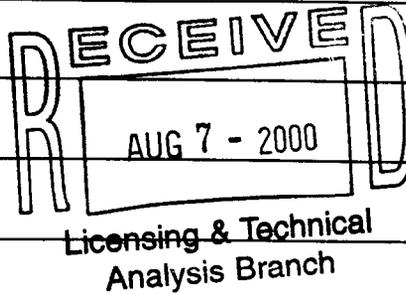


Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
ALLTEL Wireless Holdings, LLC		[REDACTED]	

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	Esq.
Tie:			
Assistant Vice President -- Federal Regulatory Affairs			
Signature: 			Date:
			July 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 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).

EXHIBIT 1

Related FCC Regulated Businesses of TeleSpectrum, Inc.

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

EXHIBIT 2

Related FCC Regulated Businesses of Virginia Metronet, Inc.

11(a)	11(b)	11(c)	11(d)
Allentown MSA Limited Partnership	Telecommunications	[REDACTED]	4%
CLNS General Partnership	Telecommunications	[REDACTED]	40%
Pennsylvania RSA No. 5 General Partnership	Telecommunications	[REDACTED]	40%
Orlando SMSA Limited Partnership	Telecommunications	[REDACTED]	18.5%
Reading SMSA Limited Partnership	Telecommunications	[REDACTED]	10%
Williamsport/PA-8 Cellular Limited Partnership	Telecommunications	[REDACTED]	30.77%

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.

