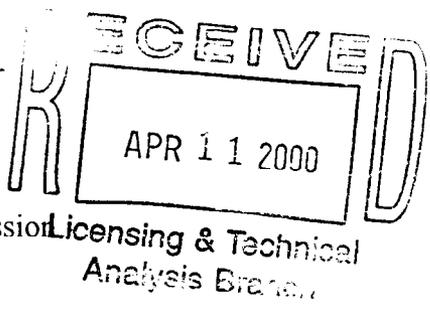


COPY

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April 6, 2000



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

Re: BellSouth Carolinas PCS, L.L.C.  
FCC Form 602 — Ownership Disclosure Information

Dear Ms. Salas:

Pursuant to Section 1.919(b)(4) of the Commission's rules, and the procedures set forth in *Public Notice*, DA 99-3 14 (released Feb. 10, 1999), BellSouth Carolinas PCS, L.L.C. ("Applicant") hereby submits an original and one copy of an FCC Form 602 Ownership Disclosure Information for the Wireless Telecommunications Services. This information is submitted in connection with an FCC Form 603 application being filed contemporaneously via the Commission's Universal Licensing System ("ULS") notifying the Commission of the *pro forma* transfer of control of Applicant from BellSouth Enterprises, Inc. to BellSouth Cellular Corp.

In preparing the instant Form 602, Applicant has used its best efforts and acted in good faith to provide the most complete ownership information possible. Should significant updated or additional information become available to Applicant, the enclosed Form 602 will be revised accordingly. Additional information will be provided upon request.

Should you have any questions regarding this application, please contact Ben G. Almond, Vice President - Federal Regulatory, BellSouth DC, Inc., 1133 21st Street, N.W., Suite 900, Washington, D.C. 20036, telephone number (202) 463-4112.

Sincerely,

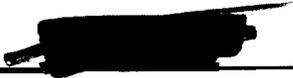
WILKINSON BARKER KNAUER, LLP

By: Craig E. Gilmore

Enclosure

4-6-00

**Applicant/Licensee Information**

1) First Name (if individual):	MI:	Last Name:	suffix:
2) Applicant Name (if entity): <b>BellSouth Carolinas PCS, L.L.C.</b>		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:
None			

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name: Thomas	MI: M	Last Name: Meiss	Suffix:
Title: Vice President, Secretary and General Counsel			 Date: 4/4/06
Signature: <i>Thomas M. Meiss</i>			

**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 Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>BellSouth Carolinas PCS, L.P.</b>			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 1100 Peachtree Street, N.E., Atlanta, GA 30309				
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( <b>L</b> ) (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):  0 - See Attachment 1			9) Disclosable Interest Holder's Country of Citizenship:  U.S.A.	
10) <u>Relationship</u> Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  N/A				

**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 Attachment 1			

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): <b>DukeNet Communications, Inc.</b>			3) Disclosable Interest Holder TIN: 	
4) Disclosable Interest Holder's Address: <b>400 S. Tyroh Street, Charlotte, NC 78201</b>				
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:  <b>20%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  <b>0 - See Attachment 1</b>			9) Disclosable Interest Holder's Country of Citizenship:  <b>U.S.A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>See Attachment 1</b>				

**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:
None			

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):		3) Disclosable Interest Holders TIN:		
Duke Energy Corporation		[REDACTED]		
4) Disclosable Interest Holder's Address:				
526 South Church Street, Charlotte, NC 28202				
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:
				20%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:	
0 - See Attachment 1			U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):				
See Attachment 1				

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:
None .			

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): Interpath Communications, Inc.			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: P.O. Box 13961-RTP, NC 27609				
5) Type of Interest in Applicant ( <b>I</b> ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( <b>C</b> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 10%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - See Attachment 1			9) Disclosable Interest Holders Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Attachment 1				

**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:
None			

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 Name (if entity): Carolina Power and Light Company			3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: P.O. Box 1551 Raleigh, NC 27602				
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: 10%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - See Attachment 1			9) Disclosable Interest Holder Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Attachment 1				

**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:
None			

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)

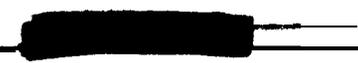
1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:		suffix:
2) Disclosable Interest Holder's Name (if entity): <b>BellSouth Personal Communications, Inc.</b>				3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>1100 Peachtree Street, N.E., Atlanta, GA 30309</b>					
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:  55.76%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  0 - See Attachment 1			9) Disclosable Interest Holder's Country of Citizenship:  U.S.A.		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  See Attachment 1					

**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 Attachment 1			

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): <b>BellSouth Cellular Corp.</b>				3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>1100 Peachtree Street, N.E., Atlanta, GA 30309</b>					
5) Type of Interest in Applicant ( <b>I</b> ) (refer to instructions for list)		6) Disclosable Interest Holder is a(n): ( <b>C</b> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: <b>55.76%</b>	
8) Disclosable Interest Holder Type of Ownership (refer to instructions for list): <b>0 - See Attachment 1</b>			9) Disclosable Interest Holder's Country of Citizenship:		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>See Attachment 1</b>					

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 Attachment 1			

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): <b>BellSouth Mobile Systems, Inc.</b>			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 1100 Peachtree Street, N.E. Atlanta, GA 30309				
5) Type of Interest in Applicant ( <b>I</b> ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( <b>C</b> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  55.76%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O-See Attachment 1			9) Disclosable Interest Holder's Country of Citizenship:  U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  See Attachment 1				

**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 Attachment 1			

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): <b>BellSouth Enterprises, Inc.</b>				3) Disclosable Interest Holder TIN: 	
4) Disclosable Interest Holder's Address: 1100 Peachtree Street, N.E., Atlanta, GA 30309					
5) Type of Interest in Applicant ( <input checked="" type="checkbox"/> ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( <input checked="" type="checkbox"/> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  55.76%	
8) Disclosable Interest Holder Type of Ownership (refer to instructions for list):  @-See Attachment 1			9) Disclosable Interest Holder's Country of Citizenship:  U.S.A.		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  See Attachment 1					

**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 Attachment 1			

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 Name (if entity): <b>BellSouth Corporation</b>		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 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:  55.76%	
8) Disclosable Interest Holder Type of Ownership (refer to instructions for list):  O-See Attachment 1		9) Disclosable Interest Holder's Country of Citizenship:  U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  See Attachment 1			

**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 Attachment 1			

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

As reflected in the attached FCC Form 602, **BellSouth Carolinas PCS, L.L.C.** (“Applicant”) is a limited liability company whose sole member is **BellSouth Carolinas PCS, L.P.** (“BPCS”). BPCS is a partnership comprised of **BellSouth Personal Communications, Inc.** (“BPCI”), the sole general partner, and **DukeNet Communications, Inc.** (“DukeNet”) and **Interpath Communications, Inc.** (“Interpath”), as limited partners.’

**DukeNet** is a wholly-owned subsidiary of **Duke Energy Corporation** (“Duke Energy”), and **Interpath** is a wholly-owned subsidiary of **Carolina Power and Light Company** (“Carolina Power”). Both **Duke Energy** and **Carolina Power** are publicly traded companies, and no person or entity is known to own ten percent or more of their outstanding stock. Additional information concerning **DukeNet**, **Duke Energy**, **Interpath**, and **Carolina Power** is contained in the attached Form 602.

**BPCI** is a wholly-owned subsidiary of **BellSouth Cellular Corp.** (“BSCC”), which is a wholly-owned subsidiary of **BellSouth Mobile Systems, Inc.** (“BMSI”). **BMSI** is a wholly-owned subsidiary of **BellSouth Enterprises, Inc.** (“BSE”). **BSE**, in turn, is a wholly-owned subsidiary of **BellSouth Corporation** (“BSC”).

**BSC** is a publicly traded company. No person or entity is known to own ten percent or more of its outstanding stock. **BSC** is a holding company providing telecommunications services, systems and products primarily through two wholly-owned subsidiaries, **BellSouth Telecommunications, Inc.** (“BST”) and **BSE**.

**BST**, a Georgia corporation, primarily provides tariffed public **landline** telephone service within localities in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

**BSE** is the holding company for **BSC**’s investments in companies generally engaging in telecommunications activities other than public **landline** telephone services, including commercial and private mobile radio services, and advertising and publishing services. Such services include cellular, rural radio, point-to-point microwave, broadband personal communications, and private land mobile radio services. **BSC** subsidiaries also provide **wireline** and wireless cable services, data services, and long distance services in accordance with the Telecommunications Act of 1996.

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‘Other limited partners holding less than a 10% ownership interest are omitted.

The following lists FCC regulated businesses of Applicant and its **BellSouth** disclosable interest holders — BPCS, BPCI, BSCC, BMSI, BSE, and BSC -beginning with BSC, Applicant's ultimate corporate parent and the real party in interest.\* Entities which hold FCC licenses are indicated in bold italics; other entities are listed to make clear the relationship between Applicant and its disclosable interest holders. TINs are listed for these entities, as appropriate. Unless otherwise indicated, each entity is owned 100% by its parent company.

Additional information will be provided upon request.

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<sup>2</sup>As noted above, information concerning Applicant's non-BellSouth disclosable interest holders — DukeNet, Duke Energy, Interpath, and Carolina Power — is contained in the attached Form 602.

As of April 1, 2000

BellSouth Corporation  
BellSouth International Network Holdings, Inc.  
**Be//South International ACCESS, Inc.**  
**Global Leasing Company**  
**Be//South Telecommunications, Inc.**  
BellSouth Value Added Services Holdings, Inc.  
**Be//South Long Distance, Inc.**  
**Be//South Wireless Cable, Inc.**  
Madison Merger Subsidiary, Inc.  
**Huntsville MSA Limited Partnership (25% LP)**  
RAM Broadcasting Corporation  
RAM Communications Group, Inc.  
**Be//South Wireless Data L.P. (.50% GP)**  
RAM/BSE Communications L.P. (50% GP)  
**Be//South Wireless Data L.P. (94.65% LP)**  
**South Florida Television Inc.**  
BellSouth Enterprises, Inc.  
**Be//South International, Inc.**  
BellSouth Mobile Data, Inc.  
RAM/BSE Communications L.P. (49% GP; 1% LP)  
**BellSouth Wireless Data L.P. (94.65% LP)**  
BellSouth Mobile Systems, Inc.  
**Be//South Cellular Corp.**  
**American Cellular Communications Corporation (71.6332%)**  
**Anniston-Westel Company, Inc.**  
**Atlanta-Athens MSA Limited Partnership (40% GP/10.9% LP)**  
Bakersfield Holdings, Inc.  
**BCTC of Texas, Inc.**  
**Indiana 8, L.L.C.**  
BSCC of Houston, Inc.  
**AB Cellular Holding, L.L.C. (8.992%)**  
**Houston Cellular Telephone Company, L.P. (99% LP)**  
Galveston Cellular Partnership (87.3462% GP)  
**Galveston Cellular Telephone Company**  
Houston Cellular Holding Company (Tex), LLC  
**Houston Cellular Telephone Company, L.P. (1% GP)**  
Wireless Telecommunications Investment Company LLC  
Gary Cellular Corporation  
**Gary Cellular Telephone Company (33.30% GP)**  
Georgia Cellular Corporation  
**Atlanta-Athens MSA Limited Partnership (49% LP)**  
Georgia Cellular Holdings, Inc.  
**Atlanta-Athens MSA Limited Partnership (.1% LP)**  
**Indiana Cellular Corporation**  
Jackson Holdings, Inc.  
Jackson Acquisitions Corp. (94%)  
Jackson Cellular Corporation  
**MCTA (50.1% GP)**  
Los Angeles RCCs, Inc. (85%)  
ACCC of Los Angeles, Inc. (51%)  
**AB Cellular Holding, L. L. C. (35.393%)**

**Houston Cellular Telephone Company, L.P. (99% LP)**

Galveston Cellular Partnership (87.3462% GP)

**Galveston Cellular Telephone Company**

Houston Cellular Holding Company (Tex), LLC

**Houston Cellular Telephone Company, L.P. (1% GP)**

Wireless Telecommunications Investment Company LLC

**Westel-Indianapolis Company**

**Bloomington Cellular Telephone Company (94.21422% GP)**

BSCC Cellular of Indiana, L.P. (99% LP)

**Kokomo Celltelco Partnership (9.041% GP)**

Muncie Cellular Telephone Company, Inc. (93.1005%)

**Terre Haute Cellular Telephone Company, Inc. (92.8548%)**

**Westel-Los Angeles Company**

ACCC of Los Angeles, Inc. (49%)

**AB Cellular Holding, L. L. C. (35.393%)**

**Houston Cellular Telephone Company, L.P. (99% LP)**

Galveston Cellular Partnership (87.3462% GP)

**Galveston Cellular Telephone Company**

Houston Cellular Holding Company (Tex), LLC

**Houston Cellular Telephone Company, L.P. (1% GP)**

Wireless Telecommunications Investment Company LLC

**Westel-Milwaukee Company, Inc.**

BSCC Cellular of Indiana, L.P. (1% GP)

**Westel Richmond, Inc.**

**Orlando SMSA Limited Partnership (19.72% LP)**

**Memphis SMSA Limited Partnership (25% LP)**

**Tennessee RSA Limited Partnership (25% LP)**

**Be/South Mobility Inc**

**Acadiana Cellular Genera/ Partnership (RSA's No. 5 & 6) (35% GP)**

**Alabama Cellular Service, Inc.**

**Huntsville MSA Limited Partnership (48.75% GP/1.25% LP)**

**American Cellular Communications Corporation (28.3668%)**

**Atlanta-Athens MSA Limited Partnership (40% GP/10.9% LP)**

Georgia Cellular Corporation

**Atlanta-Athens MSA Limited Partnership (49% LP)**

Georgia Cellular Holdings, Inc.

**Atlanta-Athens MSA Limited Partnership (.1% LP)**

**BellSouth Mobility Communications, Inc.**

B-Side Carriers L.P. (13.263% LP)

B-Side L.L.C. (12.618%)

B-Side Carriers L.P. (.268% GP)

Cellular Radio of Chattanooga (25%)

**Chattanooga MSA Limited Partnership (29.54% LP)**

**Century Cellunet of North Louisiana Cellular Limited Partnership (9% LP)**

Chattanooga CGSA, Inc.

**Chattanooga MSA Limited Partnership (40% GP/15.31% LP)**

**Decatur RSA Limited Partnership (40% GP/40% LP)**

**Florida Cellular Service, Inc.**

**Jacksonville MSA Limited Partnership (40% GP/45.76% LP)**

**Florida RSA No. 2B (Indian River) Limited Partnership (40% GP/31.5% LP)**

**Georgia RSA No. 1 Limited Partnership (25% GP/49.46% LP)**

**Georgia RSA No. 2 Limited Partnership (30% GP/31.227% LP)**

**Georgia RSA No. 3 Limited Partnership (30% GP/45% LP)**

Jackson Acquisitions Corp. (6%)  
Jackson Cellular Corporation  
**MCTA (50.1% GP)**

**Kentucky CGSA, Inc.**  
Louisiana CGSA, Inc.  
BSCC of Louisiana, Inc.  
**Louisiana Cellular Ho/dings, L.L.C. (1%)**  
**Lafayette MSA Limited Partnership (30% GP/21% LP)**  
**Louisiana Cellular Holdings, L.L.C. (99%)**  
**Louisiana RSA No. 8 Limited Partnership (40% GP/10% LP)**  
**Louisiana RSA No. 7 Cellular General Partnership (66.7% GP)**

Memphis CGSA, Inc.  
**Memphis SMSA Limited Partnership (40% GP/35% LP)**  
**Tennessee RSA Limited Partnership (40% GP/35% LP)**

**M-T Cellular, Inc.**  
**Northeastern Georgia RSA Limited Partnership (1% GP/34% LP)**  
**Northeast Mississippi Cellular, Inc.**  
**Orlando CGSA, Inc.**  
**Orlando SMSA Limited Partnership (30.67% GP/49.61% LP)**  
**Memphis SMSA Limited Partnership (25% LP)**  
**Tennessee RSA Limited Partnership (25% LP)**

**South Carolina Cellular Service, Inc.**  
**ALLTEL Cellular Associates of South Carolina Limited Partnership (46.41968% LP)**  
**Chattanooga MSA Limited Partnership (15.15% LP)**  
**MCTA (49.9% GP)**  
**Pittsburgh SMSA Limited Partnership (3.6% LP)**

**Be//South Persona/ Communications, Inc.**  
BellSouth Carolinas PCS, L.P. (55.7647% GP)  
**Be//South Carolinas PCS, L. L. C.**  
Huntsville Cellular Telephone Corp., Inc.  
**Huntsville MSA Limited Partnership (25% LP)**  
**Be//South Wireless, Inc.**

Unless indicated otherwise, each subsidiary is owned 100% by its parent company.

**Bold Italics** indicates an entity which holds a license.