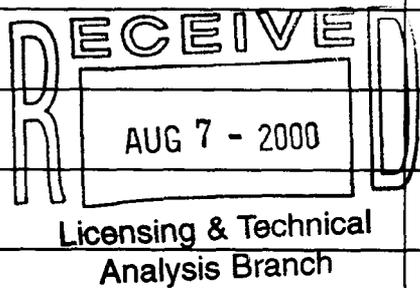


Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix
2) Applicant Name (if entity):		3) Applicant TIN :	
Empire Cellular, Inc.		[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
New York NewCo Subsidiary, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	[REDACTED]	100.0%
			

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Glem	S.	Rabin	Esq.
Title:			
Assistant Vice President -- Federal Regulatory Affairs			
Signature:			Date:
			July 3 1.2000

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).

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): Telespectrum, Inc.			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): C		7) Percent of Interest Held in Applicant: 100%	
6) 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): Parent corporation to Empire Cellular, 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:
Toledo MSA Limited Partnership One Allied Drive, Little Rock, AR 72202	Telecommunications		85.1%
Youngstown-Warren MSA Limited Partnership One Allied Drive, Little Rock, AR 72202	Telecommunications		96.86%
Telespectrum of Virginia, Inc. One Allied Drive, Little Rock, AR 72202	Telecommunications		100.0%
Charlestown-North Charleston MSA Limited Partnership One Allied Drive, Little Rock, AR 72202	Telecommunications		75.0%
Greenville MSA Limited Partnership One Allied Drive, Little Rock, AR 72202	Telecommunications		89.17%
ICN-Charleston West Virginia Limited Partnership One Allied Drive, Little Rock, AR 72202	Telecommunications		85.0%
Raleigh-Durham MSA Limited Partnership One Allied Drive, Little Rock, AR 72202	Telecommunications		92.02%
South Bend/Mishawaka MSA Limited Partnership One Allied Drive, Little Rock, AR 72202	Telecommunications		83.70%

