

WPHN751	GS	6/19/95	UA	Radiofone, Inc.
WPHQ664	GS	7/6/95	UA	Radiofone, Inc.
WPHQ672	GS	9/20/99	UA	Radiofone, Inc.
WPFM664	GS	9/13/99	UA	Radiofone, Inc.
WPFM890	GS	7/23/96	UA	Radiofone, Inc.
WPFM891	GS	7/23/96	UA	Radiofone, Inc.
WPFN544	GS	9/13/99	UA	Radiofone, Inc.
WPFN562	GS	9/13/99	UA	Radiofone, Inc.
WPGJ904	GS	1/27/95	UA	Radiofone, Inc.
WPHQ738	GS	7/17/95	UA	Radiofone, Inc.
WPHW434	GS	2/27/96	UA	Radiofone, Inc.
WPHX564	GS	6/13/96	UA	Radiofone, Inc.
WPHY517	GS	8/7/95	UA	Radiofone, Inc.
WPHY547	GS	8/17/95	UA	Radiofone, Inc.
WPHZ277	GS	8/30/95	UA	Radiofone, Inc.
WPLA857	GS	8/22/95	UA	Radiofone, Inc.
WPLA859	GS	6/13/96	UA	Radiofone, Inc.
WPIC360	GS	8/24/95	UA	Radiofone, Inc.
WPIC393	GS	8/23/95	UA	Radiofone, Inc.
WPID503	GS	9/6/95	UA	Radiofone, Inc.
WPID526	GS	9/6/95	UA	Radiofone, Inc.
WPIE400	GS	9/1/95	UA	Radiofone, Inc.
WPIE401	GS	9/1/95	UA	Radiofone, Inc.
WPIF965	GS	9/20/99	UA	Radiofone, Inc.
WPIK331	GS	9/27/95	UA	Radiofone, Inc.
WPIK356	GS	9/25/99	UA	Radiofone, Inc.
WPIK357	GS	9/25/99	UA	Radiofone, Inc.
WPIK360	GS	9/25/99	UA	Radiofone, Inc.
WPIZ223	GS	12/1/95	UA	Radiofone, Inc.
WPJS780	GS	10/10/96	UA	Radiofone, Inc.
WPJS783	GS	10/10/96	UA	Radiofone, Inc.
WPJS784	GS	10/10/96	UA	Radiofone, Inc.
WPJS785	GS	10/10/96	UA	Radiofone, Inc.
WPJX538	GS	12/5/96	UA	Radiofone, Inc.
WPKN466	GS	5/12/97	UA	Radiofone, Inc.
WPMU934	GS	1/19/99	UA	Radiofone, Inc.
WPMU938	GS	1/19/99	UA	Radiofone, Inc.
WPMU944	GS	1/19/99	UA	Radiofone, Inc.
WPMU947	GS	1/19/99	UA	Radiofone, Inc.
WPMU948	GS	1/19/99	UA	Radiofone, Inc.
WPMU949	GS	1/19/99	UA	Radiofone, Inc.
WPPC866	GS	10/27/99	UA	Radiofone, Inc.
WPPC867	GS	10/27/99	UA	Radiofone, Inc.
WPFJ979	GS	6/28/99	UA	ValuePage, Inc.*

WPFJ984	GS	6/28/99	UA	ValuePage, Inc.*
WPHF425	GS	6/28/99	UA	ValuePage, Inc.*
WPHF585	GS	6/28/99	UA	ValuePage, Inc.*
WPHN734	GS	6/28/99	UA	ValuePage, Inc.*
WPJG348	GS	6/28/99	UA	ValuePage, Inc.*
WPJG349	GS	6/28/99	UA	ValuePage, Inc.*
WPIC880	GS	6/28/99	UA	ValuePage, Inc.*
WPKL379	GS	8/30/99	UA	ValuePage, Inc.*
WPKL381	GS	8/30/99	UA	ValuePage, Inc.*
WPOZ838	GS	9/20/99	UA	ValuePage, Inc.*
WPPA290	GS	9/20/99	UA	ValuePage, Inc.*
WPPA294	GS	9/20/99	UA	ValuePage, Inc.*
WPPA695	GS	9/27/99	UA	ValuePage, Inc.*

**\*The assignment of these licenses for stations in the 929 MHz Private Carrier Paging Radio Service from Radiofone, Inc. to ValuePage, Inc. was not consummated. Pursuant to senior FCC staff advice, the parties to this transaction are in the process of formally notifying the Commission that the assignment of licenses to ValuePage, Inc. was not consummated and are requesting that the Commission update its license database to show Radiofone, Inc. as the licensee for these stations.**

**DESCRIPTION OF THE TRANSACTION, PUBLIC INTEREST SHOWING AND  
RELATED DEMONSTRATIONS**

**In the copy of this application that was filed with the Federal Communications Commission, this Exhibit contained a complete copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations.**

**A copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations appears at Exhibit 1 to the Form 603 applying for the Commission's consent to transfer control of Part 22 Cellular, Part 22 Paging and Part 101 Microwave authorizations held by Radiofone, Inc. (which is the first application included in this set).**

Pursuant to 47 C.F.R. § 1.923(e) (West, WESTLAW through October 1, 1999), the Applicants state that this transfer of control application is categorically exempt from environmental processing under 47 C.F.R. § 1.1306 (West, WESTLAW through October 1, 1999) because a mere transfer of control can have no environmental impact.

Response to Question T59:

On November 8, 1999, a case entitled South Austin Coalition Community Council, et al. v. SBC Communications, Inc. and the company F/K/A Ameritech Corporation, No. 99 C 7232, was filed in the United States District Court for the Northern District of Illinois by six customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. Despite the decisions of both the Commission and the Department of Justice approving the merger,<sup>1</sup> the complaint alleges that the merger of SBC and Ameritech violates Section 7 of the Clayton Act<sup>2</sup> and seeks injunctive relief to unwind the merger altogether or to cause SBC to divest assets in various markets.

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<sup>1</sup> In re Applications of Ameritech Corp. and SBC Communications Inc., Memorandum Opinion and Order, CC Docket No. 98-141, FCC 99-279 (Oct. 8, 1999); United States v. SBC Communications, Civ. No. 99-0715, 1999 U.S. Dist. LEXIS 16789 (D.D.C. Aug. 2, 1999); Plaintiff's Motion for Entry of Final Judgment, id. (filed July 7, 1999).

<sup>2</sup> 15 U.S.C. § 18.

If Filer is a corporation, answer the following and Item 11:

10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

One hundred percent of SBC Corporation Inc.'s shares are owned by its shareholders.

(b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

SEE EXHIBIT VII.

(c) Is the Filer directly or indirectly controlled by any other corporation?

YES  NO

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.

(d) Is any officer or director of the Filer an alien?

YES  NO

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign country?

YES  NO

(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof.

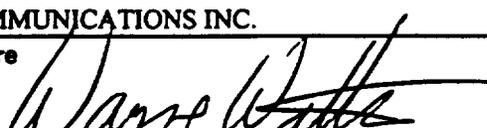
YES  NO

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM 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).

Filer (must correspond with that shown in Item 1)	Typed or Printed Name	
SBC COMMUNICATIONS INC.	WAYNE WATTS	
Signature	Title	Date
	V.P. & ASSISTANT GENERAL COUNSEL- CORPORATE	

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, AMD-PER, Washington, DC 20554. Paperwork Reduction Project (3060-0105), or via the Internet to jboley@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection unless it displays a currently valid OMB control number or if we fail to provide you with this notice.

This notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.

LICENSEE QUALIFICATION REPORT

See reverse for public  
burden estimate

INSTRUCTIONS:

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

<b>1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office</b>  SBC COMMUNICATIONS INC., 175 EAST HOUSTON STREET, SAN ANTONIO, TX 78205	<b>2. (Area Code) Telephone Number</b> 210-351-3476
<b>4. Filer is (check one):</b> <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation  <input type="checkbox"/> Other (Specify):	<b>3. If this report supersedes a previously filed report, specify its date</b> JULY 24, 1998
	<b>5. Under the laws of what State (or other jurisdiction) is the Filer organized?</b> DELAWARE

**6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permitted:**

SEE EXHIBIT I.

<b>7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES", attach as Exhibit 1 a statement giving call sign and file number of license or permit revoked and relating circumstances.</b>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
<b>(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition? If "YES", attach as Exhibit II a statement relating the facts.</b>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
<b>(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? If "YES", attach as Exhibit III a statement relating the facts.</b>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
<b>(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to in Items 7(b) and 7(c)? If "YES", attach as Exhibit IV a statement relating the facts.</b>	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
<b>8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? If "YES", attach as Exhibit V the name of each such licensee and the licensee's relation to the Filer.</b>	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO

If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:

<b>9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:</b>	<b>(b) Is individual or each member of a partnership a citizen of the United States?</b> <input type="checkbox"/> YES <input type="checkbox"/> NO
	<b>(c) Is individual or any member of a partnership a representative of an alien or of a foreign government?</b> <input type="checkbox"/> YES <input type="checkbox"/> NO

**Form 490  
Exhibit 5**

**Attached is a Form 430 for SBC Communications Inc.**

**Response to Item 6:**

Filer is a holding company, and as such, it does not directly control any FCC license. In general, one or more of Filer's subsidiaries have licenses in the following categories:

Experimental Radio Service  
Public Mobile Service  
Personal Communications Service  
Satellite Communications  
Private Land Mobile Radio Service  
Fixed Microwave Services  
Personal Radio Services

Filer makes this filing as required by the FCC Forms 312 and 490, not as a permittee or licensee.

On November 8, 1999, a case entitled South Austin Coalition Community Council, et al. v. SBC Communications Inc. and the company F/K/A Ameritech Corporation, No. 99 C 7232, was filed in the United States District Court for the Northern District of Illinois by five customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. The complaint alleges that the merger of SBC and Ameritech violates the Sherman Act and seeks injunctive relief in the form of unwinding of the merger, or divestiture.

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
ABILENE SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	71.00
ALBANY TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
AMARILLO SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	71.00
AMCELL OF ATLANTIC CITY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	96.18
AMERICAN CELLULAR NETWORK CORP. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
AMERITECH CENTER PHASE I, INC. 30 South Wacker Drive Chicago, IL 60606	Real estate	[REDACTED]	100.00
AMERITECH COMMUNICATIONS, INC. 30 South Wacker Drive Chicago, IL 60606	Provision of wireline telecommunications services	[REDACTED]	100.00
AMERITECH CORPORATION 30 South Wacker Drive Chicago, IL 60606	Telecommunications holding company	[REDACTED]	100.00
AMERITECH INFORMATION SYSTEMS, INC. 225 West Randolph Street, 23 - C Chicago, IL 60606	Telecommunications and systems integration and sale and service of systems	[REDACTED]	100.00
AMERITECH MINNEAPOLIS PAGING CORPORATION 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
AMERITECH MOBILE COMMUNICATIONS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
AMERITECH MOBILE SERVICES, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
AMERITECH MOBILE SERVICES OF WISCONSIN, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
AMERITECH NEW MEDIA, INC. 300 South Riverside Plaza, 18 <sup>th</sup> Floor Chicago, IL 60606	Provision of cable TV services	[REDACTED]	100.00
AMERITECH PUBLISHING, INC. 100 East BigBeaver Road Troy, MI 48083	Directory assistance and publishing	[REDACTED]	100.00

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
AMERITECH ST. LOUIS PAGING CORPORATION 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
AMERITECH WIRELESS HOLDINGS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
AMERITECH WIRELESS COMMUNICATIONS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
AURORA/ELGIN CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	83.17
BUFFALO TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
CCPR OF THE VIRGIN ISLANDS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	54.56
CCPR PAGING, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	54.56
CCPR SERVICES, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	54.56
CCPR TELECOMMUNICATIONS, INC. 103 Ortegón Street Guaynabo, PR 00966	Provision of switched local exchange and exchange access services	[REDACTED]	54.56
CELL SOUTH OF NEW JERSEY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	86.80
CELLULAR NORTH MICHIGAN NETWORK GENERAL PARTNERSHIP P.O. Box 4065 Monroe, LA 71211-4065	Provision of CMRS services	[REDACTED]	11.19
CHAMPAIGN CELLTELCO 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	98.32
CINCINNATI SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	53.03
CORPUS CHRISTI SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
C-SW CELLULAR PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
DALLAS SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	82.50
DECATUR CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	99.50
DELAWARE VALLEY PCS COMMUNICATIONS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
DETROIT SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	95.42
EASTERN MISSOURI CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	98.00
GARY CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	66.67
GENESSEE TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
ILLINOIS BELL TELEPHONE COMPANY 225 West Randolph Street, HQ - 27A Chicago, IL 60606	Provision of wireline telecommunications services	[REDACTED]	100.00
INDIANA BELL TELEPHONE COMPANY, INC. 220 N. Meridian Street Indianapolis, IN 46204	Provision of wireline telecommunications services	[REDACTED]	100.00
JOLIET CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	82.90
KANKAKEE CELLULAR L.L.C. 5131 Meadowlark Lane Protage, MI 49024	Provision of CMRS services	[REDACTED]	10.07
KANSAS CITY SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	81.00
LONG BRANCH CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
LUBBOCK SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	71.00
MADISON SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	64.68

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
MCALLEN-EDINBURG-MISSION SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	77.50
MICHIGAN BELL TELEPHONE COMPANY 444 Michigan Avenue Detroit, MI 48226	Provision of wireline telecommunications services	[REDACTED]	100.00
MIDLAND-ODESSA SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	71.00
MILWAUKEE SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	79.08
MISSOURI RSA 11/12 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
MISSOURI RSA 8 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	60.00
MISSOURI RSA 9B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.40
NEVADA BELL 645 East Plumb Lane Reno, NV 98502	Provision of wireline telecommunications services	[REDACTED]	100.00
NEW BRUNSWICK CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
NEW YORK HOLDINGS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
OCEAN COUNTY CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
THE OHIO BELL TELEPHONE COMPANY 45 Erieview Plaza, Room 1600 Cleveland, OH 44114	Provision of wireline telecommunications services	[REDACTED]	100.00
OKLAHOMA CITY SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	62.00
OKLAHOMA RSA 3 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	74.00
OKLAHOMA RSA 9 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	60.00

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
ONEPOINT COMMUNICATIONS CORP. c/o The VenCom Group, Inc. 2201 Waukegan Road, Suite E-200 Bannockburn, IL 60015	Provision of telecommunications services to multi-dwelling units	[REDACTED]	10.00
PACIFIC BELL TELEPHONE COMPANY 140 New Montgomery Street San Francisco, CA 94105	Provision of wireline telecommunications services	[REDACTED]	100.00
PACIFIC BELL WIRELESS, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
PACIFIC TELESIS MOBILE SERVICES 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
PEGASUS CELLULAR TELEPHONE COMPANY NO. 3 (NY-4), INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
PINE BLUFF CELLULAR, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	97.02
PINNACLE CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
ST. JOSEPH SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	51.00
SAN ANTONIO SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	70.00
SAN JUAN CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	54.56
SBC ADVANCED SOLUTIONS, INC. 175 East Houston San Antonio, TX 78205	Provision of advanced services (not yet providing services)	[REDACTED]	100.00
SBC TELECOM, INC. One Bell Plaza Dallas, TX 75202	Provision of wireline telecommunications services (not yet providing services)	[REDACTED]	100.00
SBMS CELLULAR TELECOMMUNICATIONS BLOOMINGTON, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	96.01
SBMS CELLULAR TELECOMMUNICATIONS SPRINGFIELD, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	96.72

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
SECURITYLINK FROM AMERITECH, INC. Two Mid America Plaza Suite 200 Oakbrook Terrace, IL 60181	Provision of alarm services	[REDACTED]	100.00
SNET AMERICA, INC. 127 Washington Avenue, 5 <sup>th</sup> Floor North Haven, CT 06473	Provision of wireline telecommunications services	[REDACTED]	100.00
SNET CELLULAR, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
SNET DIVERSIFIED GROUP, INC. 310 Orange Street New Haven, CT 06510	Provision of telecommunications services	[REDACTED]	100.00
SNET ENHANCED SERVICES, INC. 6 Devine Street North Haven, CT 06473	Provision of information services	[REDACTED]	100.00
SNET PERSONAL VISION, INC. 555 Long Wharf Drive, 5 <sup>th</sup> Floor New Haven, CT 06511	Provision of cable TV services	[REDACTED]	100.00
THE SOUTHERN NEW ENGLAND TELEPHONE COMPANY 310 Orange Street New Haven, CT 06510	Provision of wireline telecommunications services	[REDACTED]	100.00
SOUTHERN WIRELESS VIDEO, INC. 175 East Houston Street San Antonio, TX 78205	Provision of wireless cable TV services	[REDACTED]	100.00
SOUTHWESTERN BELL COMMUNICATIONS SERVICES-ILLINOIS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of long distance services	[REDACTED]	100.00
SOUTHWESTERN BELL COMMUNICATIONS SERVICES-MARYLAND, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of long distance services	[REDACTED]	100.00
SOUTHWESTERN BELL COMMUNICATIONS SERVICES-MASSACHUSETTS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of long distance services	[REDACTED]	100.00
SOUTHWESTERN BELL COMMUNICATIONS SERVICES-NEW YORK, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of long distance services	[REDACTED]	100.00
SOUTHWESTERN BELL MOBILE SYSTEMS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
SOUTHWESTERN BELL TELEPHONE COMPANY 530 McCullough Street San Antonio, TX 78215	Provision of wireline telecommunications services	[REDACTED]	100.00

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
SOUTHWESTERN BELL WIRELESS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
SPRINGWICH CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	99.76
SYRACUSE TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00
TEXAS RSA 10B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	75.00
TEXAS RSA 18 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	34.00
TEXAS RSA 19 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	33.34
TEXAS RSA 20B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
TEXAS RSA 6 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	49.50
TEXAS RSA 7B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	50.00
TEXAS RSA 9B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	35.62
TEXAS RSA 9B4 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	84.62
TEXAS/ILLINOIS CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	55.50
THUMB CELLULAR LIMITED PARTNERSHIP P.O. Box 650 Pigeon, MI 48755	Provision of CMRS services	[REDACTED]	23.00
TOLEDO MSA LIMITED PARTNERSHIP Regulatory Team R0401 Chicago, IL 60631	Provision of CMRS services	[REDACTED]	14.90

<sup>1</sup> SBC Communications Inc. has been unable to obtain this entity's TIN from its controlling partner. Therefore, it is supplying this entity's unique Licensee ID Number, which is publicly available on the Universal Licensing System.

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
TOPEKA SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	77.00
USVI CELLULAR TELEPHONE CORPORATION 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	54.56
VINELAND CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	94.56
WASHINGTON/BALTIMORE CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	87.16
WICHITA SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	60.00
WISCONSIN BELL, INC. 722 North Broadway, 18 <sup>th</sup> Floor Milwaukee, WI 53202	Provision of wireline telecommunications services	[REDACTED]	100.00
THE WOODBURY TELEPHONE COMPANY 299 Main Street South Woodbury, CT 06789	Provision of wireline telecommunications services	[REDACTED]	100.00
WORCESTER TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	[REDACTED]	100.00

NOTE: SBC Communications Inc. ("SBC") consummated its merger with Ameritech Corporation ("Ameritech") on October 8, 1999. The above list includes every Ameritech subsidiary or affiliate that holds an FCC authorization. SBC presently is conducting a review of the dozens of Ameritech's subsidiaries and affiliates that do not hold FCC authorizations to determine which ones may be, nonetheless, "FCC regulated." See *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, DA 99-1001, at 5 (May 25, 1999) (stating that "FCC regulated" businesses include, but are not limited to, holders of FCC authorizations). SBC will update this Form 602 once this review has been completed.

SBC COMMUNICATIONS INC.

DIRECTORS

Edward E. Whitacre, Jr.	Chairman of the Board
Clarence C. Barksdale	
James E. Barnes	
August A. Busch III	
Royce S. Caldwell	
Ruben R. Cardenas	
William P. Clark	
Martin K. Eby, Jr.	
Herman E. Gallegos	
Jess T. Hay	
James A. Henderson	
Admiral Bobby R. Inman	
Charles F. Knight	
Lynn M. Martin	
John B. McCoy	
Mary S. Metz	
Richard C. Notebart	
Toni Rembe	
S. Donley Ritchey	
Joyce M. Roch	
Richard M. Rosenberg	
Ing. Carlos Slim Helú	
Laura D'Andrea Tyson	
Patricia P. Upton	

ADVISORY DIRECTOR

Gilbert F. Amelio

OFFICERS

Edward E. Whitacre, Jr.	President and Chief Executive Officer
Royce S. Caldwell	President-SBC Operations
J. Cliff Eason	President-SBC International Operations
Stan Sigman	President and Chief Executive Officer- SBC Wireless, Inc.
Cassandra C. Carr	Senior Executive Vice President-External Affairs
James D. Ellis	Senior Executive Vice President and General Counsel
Charles E. Foster	Group President-SBC
Blaine H. Bull	Senior Vice President-Public Affairs

Karen Jennings	Senior Vice President-Human Resources
James S. Kahan	Senior Vice President Corporate Development
Donald E. Kiernan	Senior Vice President, Treasurer and Chief Financial Officer
Liam S. Coonan	Senior Vice President and Assistant General Counsel
Patricia Diaz Dennis	Senior Vice President-Regulatory and Public Affairs
Linda S. Mills	Senior Vice President- Corporate Communications
Judith M. Sahn	Vice President and Secretary
Randall Stephenson	Vice President and Controller
Wayne A. Wirtz	Assistant Secretary
Roger W. Wohlert	Assistant Treasurer

*Proposed director and officer appointments as of November 19, 1999:*

**DIRECTORS**

Edward E. Whitacre, Jr.	Chairman of the Board
Clarence C. Barksdale	
James E. Barnes	
August A. Busch III	
Royce S. Caldwell	
Ruben R. Cardenas	
William P. Clark	
Martin K. Eby, Jr.	
Herman E. Gallegos	
Jess T. Hay	
James A. Henderson	
Admiral Bobby R. Inman	
Charles F. Knight	
Lynn M. Martin	
John B. McCoy	
Mary S. Metz	
Richard C. Notebart	
Toni Rembe	
S. Donley Ritchey	
Joyce M. Roch	
Richard M. Rosenberg	
Ing. Carlos Slim Helú	
Laura D'Andrea Tyson	
Patricia P. Upton	

ADVISORY DIRECTOR

Gilbert F. Amelio

OFFICERS

Edward E. Whitacre, Jr.  
Royce S. Caldwell  
James W. Callaway  
Cassandra C. Carr

Liam S. Coonan

Patricia Diaz Dennis

James D. Ellis

Charles E. Foster  
Karen Jennings

James S. Kahan

Donald E. Kiernan

Edward A. Mueller  
Linda S. Mills

Stanley T. Sigman  
Judith M. Sahn  
Robert B. Pickering  
Wayne A. Wirtz  
Roger W. Wohlert

President and Chief Executive Officer  
President-SBC Operations  
Group President-SBC Services  
Senior Executive Vice President-External  
Affairs

Executive Vice President and  
Associate General Counsel  
Senior Vice President-Regulatory and  
Public Affairs

Senior Executive Vice President and  
General Counsel

Group President-SBC  
Senior Executive Vice President-Human  
Resources

Senior Executive Vice President-  
Corporate Development

Senior Executive Vice President, Treasurer  
and Chief Financial Officer

President-SBC International Operations  
Senior Executive Vice President-  
Corporate Communications

Group President-SBC National Operations  
Vice President and Secretary

Senior Vice President-Finance

Assistant Secretary

Assistant Treasurer

**Response to Item T54**

SBC is a holding company and does not directly hold any FCC licenses. SBC directly and indirectly holds interests in multiple subsidiaries that are FCC licensees. One of SBC's Directors is a citizen of Mexico. Since SBC is not a licensee nor is it applying for a FCC license, the fact that one member of its 20-member Board of Directors is a Mexican national is permissible under section 310(b)(4) of the Communications Act.<sup>1</sup>

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<sup>1</sup> 47 U.S.C. § 310(b)(4) (West, WESTLAW through Pub. L. No. 105-175).

**ARNOLD & PORTER**

555 TWELFTH STREET, N.W.  
WASHINGTON, D.C. 20004-1206

(202) 942-5000  
FACSIMILE: (202) 942-5000

PAUL S. FEIRA  
(202) 942-5769

NEW YORK  
DENVER  
LOS ANGELES  
LONDON

November 16, 1999

Federal Communications Commission  
Transfer of Control  
P.O. Box 358130  
Pittsburgh, PA 15251-5130

Re: Application of Radiofone Services, L.L.C. and SBC Communications Inc.  
for Authority, Pursuant to Part 90 of the Commission's Rules, To Transfer  
Control of a License Controlled by Radiofone Services, L.L.C.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy of the application of Radiofone Services, L.L.C. and SBC Communications Inc. for authority pursuant to Part 90 of the Commission's Rules to transfer control of licenses under Part 90 held by Radiofone Services, L.L.C. (Call Signs KNEZ916 and KZS854). Also enclosed is a check payable to the Federal Communications Commission in the amount of \$90.00 for the prescribed filing fee.

Please direct questions or correspondence concerning SBC Communications Inc.'s portion of this application to:

Wayne Watts  
Vice President and Assistant General Counsel – Corporate  
SBC Communications Inc.  
175 E. Houston  
San Antonio, TX 78205  
210-351-3476 (voice)  
210-351-3488 (facsimile)

**ARNOLD & PORTER**

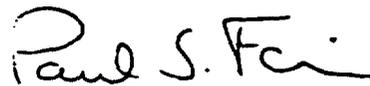
Federal Communications Commission  
November 16, 1999  
Page 2

Please direct questions or correspondence concerning the portion of this application dealing with Radiofone Services, L.L.C. to:

Richard D. Rubino, Esq.  
Blooston, Mordkofsky, Jackson & Dickens  
2120 L Street, N.W.  
Washington, D.C. 20037  
(202) 828-5519 (voice)  
(202) 828-5568 (facsimile)

Thank you for your assistance.

Very truly yours,

A handwritten signature in cursive script that reads "Paul S. Feira".

Paul S. Feira

Enclosures

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING  
  
(1) LOCKBOX # 358130

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

APPROVED BY OMB 3080-0589

PAGE NO. 1 OF 1

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
**ARNOLD & PORTER**

(3) TOTAL AMOUNT PAID (dollars and cents)  
**\$ 90.00**

(4) STREET ADDRESS LINE NO. 1  
**555 TWELFTH STREET, N.W.**

(5) STREET ADDRESS LINE NO. 2

(6) CITY  
**WASHINGTON**

(7) STATE  
**DC**

(8) ZIP CODE  
**20004**

(9) DAYTIME TELEPHONE NUMBER (include area code)  
**(202) 942-5000**

(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B. IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)  
**RADIOFONE SERVICES, L.L.C.**

(12) STREET ADDRESS LINE NO. 1  
**3131 NORTH I-10 SERVICE ROAD EAST**

(13) STREET ADDRESS LINE NO. 2

(14) CITY  
**METAIRIE**

(15) STATE  
**LA**

(16) ZIP CODE  
**70002**

(17) DAYTIME TELEPHONE NUMBER (include area code)  
**(504) 830-5400**

(18) COUNTRY CODE (if not in U.S.A.)

**COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC)	(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
KNEZ916, et al	P A T M	2	\$ 90.00	
(23A) FCC CODE 1			(24A) FCC CODE 2	
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY
(23B) FCC CODE 1			(24B) FCC CODE 2	
(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	FCC USE ONLY
(23C) FCC CODE 1			(24C) FCC CODE 2	
(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	FCC USE ONLY
(23D) FCC CODE 1			(24D) FCC CODE 2	

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN [REDACTED]

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2)  
APPLICANT TIN [REDACTED]

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT  
I, **MARY M. DIXON** Certify under penalty of perjury that the foregoing and supporting information  
(PRINT NAME)  
are true and correct to the best of my knowledge, information and belief. SIGNATURE *Mary M. Dixon*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER [REDACTED] EXPIRATION DATE [REDACTED]

MASTERCARD

VISA

heretby authorize the FCC to charge my VISA or MASTERCARD for the service(s) described above.

AUTHORIZED SIGNATURE [REDACTED] DATE [REDACTED]

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

FOR  
FCC  
USE  
ONLY

**PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE**  
(This application must be filed before Transfer of Control takes place)

1.(a) Name of corporate licensee <b>Radiofone Services, L.L.C.</b>				
(b) Number and street address <b>3131 North I-10 Service Road</b>				
(c) City <b>Metairie</b>		(d) State <b>Louisiana</b>		(e) ZIP Code <b>70002</b>
2. Internet address:		3. Taxpayer Identification Number 		
4. Call sign and radio service of each station <b>Conventional Industrial/Business Pool Radio Service stations: KNEZ916 and KZS854</b>				
5.(a) Fee Type Code <b>P A T M</b>	(b) Fee Multiple <b>2</b>	(c) Fee Due \$ <b>90.00</b>	<b>FOR FCC USE ONLY</b>	
6. Name(s) and Address(es) of Transferee				
7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.				YES NO <input checked="" type="checkbox"/> <input type="checkbox"/>
8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.				<input type="checkbox"/> <input checked="" type="checkbox"/>
<b>9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL:</b>				
(a) Will any officer or director of such corporation be an alien? If "YES", see instruction 6.				YES NO <input type="checkbox"/> <input type="checkbox"/>
Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see instruction 6.				<input type="checkbox"/> <input type="checkbox"/>
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer items (d) through (h) below.				<input type="checkbox"/> <input type="checkbox"/>
(d) What is the name and address of the corporation in immediate control?				<input type="checkbox"/> <input type="checkbox"/>
(e) Under the laws of what State or Country is the controlling corporation organized?				<input type="checkbox"/> <input type="checkbox"/>
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.				YES NO <input type="checkbox"/> <input type="checkbox"/>
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.				<input type="checkbox"/> <input type="checkbox"/>
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in items (d) through (h).				<input type="checkbox"/> <input type="checkbox"/>
<b>CERTIFICATION</b>				
<ul style="list-style-type: none"> <li>• Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise;</li> <li>• Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</li> <li>• Neither applicant nor any member thereof is a foreign government or representative thereof;</li> <li>• Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</li> <li>• Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.</li> </ul>				
WILLFUL FALSE STATEMENTS MADE ON THIS FORM 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).				
SIGNATURE <u><i>J. Harvey</i></u>		DATE <u>11/16/99</u>		
Authorized Employee of Licensee Corporation				
SIGNATURE _____		DATE _____		
Transferee of Control (Check one)				
<input type="checkbox"/> Individual <input type="checkbox"/> Partner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (Specify): _____				

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

FOR  
FCC  
USE  
ONLY

**PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE**  
(This application must be filed before Transfer of Control takes place)

1. (a) Name of corporate licensee <b>RADIOFONE SERVICES, L.L.C.</b>			
(b) Number and street address <b>3131 NORTH I-10 SERVICE ROAD EAST</b>			
(c) City <b>METAIRIE</b>		(d) State <b>LA</b>	(e) ZIP Code <b>70002</b>
2. Internet address:		3. Taxpayer Identification Number 	
4. Call sign and radio service of each station  <b>CONVENTIONAL INDUSTRIAL/BUSINESS POOL RADIO SERVICE STATIONS: KNEZ 916 AND KZS854</b>			
5. (a) Fee Type Code <b>PATM</b>	(b) Fee Multiple <b>2</b>	(c) Fee Due \$ <b>90.00</b>	FOR FCC USE ONLY
6. Name(s) and Address(es) of Transferee <b>SBC COMMUNICATIONS INC., 175 EAST HOUSTON STREET, SAN ANTONIO, TX 78205</b>			
7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3.			YES NO <input checked="" type="checkbox"/> <input type="checkbox"/>
8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3.			<input type="checkbox"/> <input checked="" type="checkbox"/>
<b>9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL:</b>			
(a) Will any officer or director of such corporation be an alien? If "YES", see Instruction 6.			YES NO <input type="checkbox"/> <input type="checkbox"/>
(b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see instruction 6.			<input type="checkbox"/> <input type="checkbox"/>
(c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer Items (d) through (h) below.			<input type="checkbox"/> <input type="checkbox"/>
(d) What is the name and address of the corporation in immediate control?			
(e) Under the laws of what State or Country is the controlling corporation organized?			
(f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3.			YES NO <input type="checkbox"/> <input type="checkbox"/>
(g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien.			<input type="checkbox"/> <input type="checkbox"/>
(h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in Items (d) through (h).			<input type="checkbox"/> <input type="checkbox"/>
<b>CERTIFICATION:</b>			
<ul style="list-style-type: none"> <li>* Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise;</li> <li>* Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons;</li> <li>* Neither applicant nor any member thereof is a foreign government or representative thereof;</li> <li>* Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith;</li> <li>* Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.</li> </ul>			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM 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).			
SIGNATURE _____ <small>Authorized Employee of Licensee Corporation</small>		DATE _____	
SIGNATURE _____ <small>Transferee of Control (Check One)</small>		DATE <u>11/16/99</u>	
<input type="checkbox"/> Individual <input type="checkbox"/> Partner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (Specify): _____			

**DETAILS / ADDITIONAL INFORMATION:**

SEE EXHIBITS 1 AND 2.

UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION

**PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION**

1. Name and mailing address of corporate licensee  
RADIOFONE SERVICES, L.L.C., 17330 PRESTON ROAD,  
SUITE 100A, DALLAS, TX 75252

2. Call sign and radio service of each station  
CONVENTIONAL INDUSTRIAL/BUSINESS POOL RADIO  
SERVICE STATIONS: KNEZ916 AND KZS854

**DO NOT WRITE IN THIS BLOCK**

**CONDITIONS OF GRANT**

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

DATE AUTHORIZED:



FEDERAL  
COMMUNICATIONS  
COMMISSION

**THIS AUTHORIZATION TO BE FILED WITH  
CORPORATION'S RADIO STATION RECORDS**

**DESCRIPTION OF THE TRANSACTION, PUBLIC INTEREST SHOWING AND  
RELATED DEMONSTRATIONS**

**In the copy of this application that was filed with the Federal Communications Commission, this Exhibit contained a complete copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations.**

**A copy of the Description of the Transaction, Public Interest Showing and Related Demonstrations appears at Exhibit 1 to the Form 603 applying for the Commission's consent to transfer control of Part 22 Cellular, Part 22 Paging and Part 101 Microwave authorizations held by Radiofone, Inc. (which is the first application included in this set).**

On November 8, 1999, a case entitled South Austin Coalition Community Council, et al. v. SBC Communications, Inc. and the company F/K/A Ameritech Corporation, No. 99 C 7232, was filed in the United States District Court for the Northern District of Illinois by six customers of Ameritech on behalf of a purported class of local telephone customers of Ameritech and SBC. Despite the decisions of both the Commission and the Department of Justice approving the merger,<sup>1</sup> the complaint alleges that the merger of SBC and Ameritech violates Section 7 of the Clayton Act<sup>2</sup> and seeks injunctive relief to unwind the merger altogether or to cause SBC to divest assets in various markets.

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<sup>1</sup> In re Applications of Ameritech Corp. and SBC Communications Inc., Memorandum Opinion and Order, CC Docket No. 98-141, FCC 99-279 (Oct. 8, 1999); United States v. SBC Communications, Civ. No. 99-0715, 1999 U.S. Dist. LEXIS 16789 (D.D.C. Aug. 2, 1999); Plaintiff's Motion for Entry of Final Judgment, id. (filed July 7, 1999).

<sup>2</sup> 15 U.S.C. § 18.