

**AFFIDAVIT OF STAN SIGMAN**

STATE OF TEXAS                    )  
  )  
COUNTY OF BEXAR                )       SS

STAN SIGMAN, being duly sworn, deposes and says:

1.       My name is Stan Sigman. I am the Group President-SBC National Operations. In that capacity, I am responsible for managing all of the wireless services of SBC Communications Inc. These services include the cellular services offered within SBC's traditional five-state territory (which are marketed under the Southwestern Bell brandname), the PCS services offered in California and Nevada (which are marketed under the Pacific Bell and Nevada Bell Mobile Services brandnames), the cellular and PCS services offered in the former Ameritech in-region states (which are marketed under the Ameritech Mobile brandname) and, cellular services offered in other parts of the country including the US Virgin Islands and Puerto Rico (which are operated under the Cellular One brand name).

2.       In my responsibilities for SBC I am also the Chairman of the Board of SBC Telecom Inc. ("SBCT"), which is the SBC subsidiary through which SBC will implement our 30 market National-Local Strategy. SBCT is currently undertaking efforts to enter the 30 largest MSAs not served by an SBC affiliate as an incumbent local exchange carrier.

3. SBC and BellSouth have agreed to contribute substantially all of their domestic wireless operations to NewCo. SBC will derive substantial benefits from the formation of NewCo. These benefits will, in turn, result in a number of pro-competitive and pro-consumer benefits which will not only make NewCo an effective wireless competitor but will result in the availability of enhanced wireless services to the public. Those advantages, which were the main driver of this transaction, are described below. In addition, while we did not undertake a detailed analysis of expected cost savings through reductions in staff, overhead and the like, we expect to achieve those types of savings.

4. The wireless industry has undergone a substantial transition over the last few years. While a wireless company's "footprint" has always been of paramount importance to the customer, prior to the passage of the Telecom Act, the primary calling scopes made available to consumers were market specific or, at best, regional in nature. With the passage of the Telecom Act and the freedom afforded to wireless companies affiliated with BOCs to offer expanded calling scopes as a result of new interLATA freedoms, the competitive landscape changed dramatically. The market almost immediately began to create larger regional calling scopes which then became state-wide calling scopes and have now become national in scope. This phenomenon is evidenced by the large number of single rate plans offered by competitors such as AT&T, Verizon Wireless, Nextel, Sprint and VoiceStream/ Omnipoint/Aerial.

5. As these rate plans have proliferated, the need for wireless carriers to have their own national networks has become more apparent. Early efforts to offer single rate plans consisted primarily of carriers buying down roaming minutes and offering those minutes in packages to customers. This is a highly inefficient method of providing a single rate plan. As these plans became more prevalent, and the number of customers utilizing these plans increased dramatically, carriers began to focus on efforts to obtain a single network platform to the fullest extent possible. This has resulted in the combination of Bell Atlantic, Vodafone and (soon) GTE into the new Verizon Wireless, AT&T continuing to expand its footprint, Sprint's construction of a national network and the combination of VoiceStream/Omnipoint and Aerial.

6. SBC and BellSouth, each of whom has its own strong regional footprint and brand names, lack a single national network to compete with these other carriers. The combination of the wireless assets of SBC and BellSouth into NewCo is the most efficient and cost-effective way to build a foundation on which NewCo can ultimately create a sixth national network to compete in the new wireless market. This combination will produce the broader geographic coverage, enable the minimization of roaming fees and generate the marketing efficiencies which will make NewCo a more effective competitor than either SBC and BellSouth would have been on its own.

7. In addition to the competitive and marketing consequences of having a single network, NewCo will, in fact, experience a number of cost savings and efficiencies. One of the most important efficiencies that will be derived by NewCo is a

result of the fact that BellSouth and SBC have made similar technology choices for their wireless networks. One of the critical components to offering a national rate plan is the ability to offer the same services and features on a ubiquitous basis around the country. This cannot be done without a compatible network technology. This is particularly important as data capabilities become more significant to wireless offerings. SBC and BellSouth each use TDMA digital platforms in their cellular markets and GSM platforms in their PCS markets. While the GSM and TDMA systems are not compatible today, each of the GSM and TDMA technologies are built on the same foundation (i.e., the division of the radio frequency into timeslots). As a result, the GSM and TDMA technologies are rapidly converging, so that NewCo will be able to offer a single device that will work on both networks in the not too distant future. Moreover, by combining our resources, including the purchase of network equipment and wireless phones, and working together in the standard setting process, we will be able to expedite the convergence of TDMA and GSM more effectively on a combined basis than either SBC or BellSouth could have on their own.

8. NewCo will also be a more efficient provider of wireless services than either SBC or BellSouth would have been on its own. These efficiencies will be derived through the creation of a national network, which will reduce the reliance of NewCo on roaming rates as NewCo promotes its own one rate plan, the creation of a single headquarters' staff that will manage the business and will result in the elimination of duplication in that area, and other economies of scale which can be derived from combining these two well-managed wireless entities into a single new company.

NewCo will be able to generate efficiencies by consolidating national advertising media, reducing customer service and billing costs and through decreased per-unit costs for network equipment, handsets and other inputs into the business. NewCo will also be able to more efficiently develop and offer new products and services as the new product development implementation and marketing costs will be spread over a larger network and subscriber base. By way of example, since SBC has built its wireless business through a number of acquisitions, we have multiple wireless OSS systems which must be maintained. This not only increases the cost of issuing bills, it makes it more difficult to offer common rate plans across many markets. To overcome these difficulties, SBC is converting its wireless operations to a single billing system. BellSouth has also been creating and implementing a single billing system. By spreading the cost of one billing system across both companies, we will be able to bill customers more efficiently and cost-effectively, we will be able to manage that single billing system with fewer people than are necessary to manage existing billing systems today, and we will be able to offer a more effective single bill capability to customers as we have a ubiquitous set of features, functionalities, capabilities and price plans spread across a larger company.

9. NewCo will also be able to fill out its national footprint more effectively than either SBC or BellSouth would have been able to undertake on its own. First, there is a limited amount of spectrum that is even available for wireless services in the US. It is quite likely that each of SBC and BellSouth would not have been able to create a truly national footprint on a standalone basis simply as a result of the lack of sufficient

available spectrum.

Lastly, from SBC's standpoint, having access to a national wireless capability will make SBC a more effective competitor as it rolls out its National-Local Strategy. Since SBC lacked a national wireless footprint, its ability to offer wireless components in a bundle as it competes with Bell Atlantic, BellSouth, US West, Qwest, AT&T and other carriers who are offering bundles of services would have been less effective without NewCo. Both SBC and BellSouth will have the ability to sell wireless services offered by NewCo. This ability to offer a national wireless capability as a part of a package of services as we enter markets such as Atlanta, Miami, and Charlotte other markets (including those in which NewCo acquires through auctions or other acquisitions), will enhance SBCT's competitive offerings.

*/s/ Stan Figman*

Subscribed and sworn to before me this 3rd day of May, 2000.

**/s/ Herlinda H. Almaguer**  
Notary Public  
State of Texas  
Comm. Exp. 11/12/00



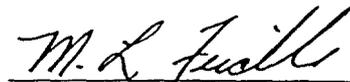
WorldCom/Sprint, and Voicestream/Omnipoint/Aerial, shows that there is strong momentum toward facilities-based national service. These are large well-capitalized competitors with substantial financial, technical, marketing and other resources. The U.S. wireless industry is increasingly shifting towards the use of flat-rate national pricing plans, which eliminate roaming and long distance charges.

5. It is against this background that the proposed joint venture should be reviewed. BellSouth and SBC have largely complementary wireless networks (both from a geographic and technical standpoint). The creation of a joint operating company offers the best chance to meet our competition. The merged entity will be strong in terms of coverage, network quality, research and development, technical expertise, customer service and marketing. The financial resources available to the new company will allow it to complete its goal of a national footprint and give it the ability to compete favorably with other national providers. Newco should also provide the opportunity to streamline all of these operations, while increasing the depth and resources of the new company by combining the best assets from BellSouth and SBC. The national pricing plans that BellSouth has offered to date have relied on a series of non-facilities-based roaming agreements. The joint venture will significantly reduce this costly way of operating and will facilitate the realization of each company's desire to have a national facilities-based wireless network.

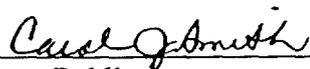
6. The joint venture also will help us promote and develop BellSouth's nationwide mobile data service - BellSouth Mobile Data ("BSMD"). The new venture will permit BSMD to take full advantage of nationwide marketing and distribution systems created by the new

company. BSMD will be linked in customers' minds with a nationwide provider of wireless service. BSMD targets the business community by providing monitoring services, interactive messaging, and transactional services on a nationwide basis. These services will be greatly assisted by having a nationwide wireless company behind it. Moreover, the joint venture's research and development capability will help drive BSMD into even more innovative data services.

7. Finally, I have reviewed the material concerning BellSouth in the Public Interest Statement, and it is true and correct to the best of my belief.

  
\_\_\_\_\_  
Mark Feidler

Subscribed and sworn to before me  
this 3rd day of May, 2000.

  
\_\_\_\_\_  
Notary Public

**SBC/BELLSOUTH WIRELESS OVERLAPS**

<b>Market</b>	<b>SBC Interest</b>	<b>BellSouth Interest</b>
New Orleans CMA 029	Cellular/A Band Radiofone, Inc. KNKA352	Cellular/B Band Louisiana Cellular Holdings, LLC KNKA224
Baton Rouge CMA 080	Cellular/A Band Baton Rouge Cellular Telephone Co. KNKA361	Cellular/B Band Louisiana Cellular Holdings, LLC KNKA268
Louisiana RSA 6 CMA 459	Cellular/A Band (A2) Radiofone, Inc. KNKQ396	Cellular/B Band (B1) Acadiana Cellular General Partnership KNKN499  Cellular/B Band (B2) Lafayette MSA Limited Partnership KNKN500
Louisiana RSA 8 CMA 461	Cellular/A Band Radiofone, Inc. KNKN442	Cellular/B Band (B1) Louisiana RSA No. 8 Limited Partnership KNKQ454
Louisiana RSA 9 CMA 462	Cellular/A Band Radiofone, Inc. KNKN724	Cellular/B Band (B1) Louisiana Cellular Holdings, L.L.C. KNKQ455
Los Angeles MTA 002  CMA 002	PCS/B Block Pacific Telesis Mobile Services KNLF205	Cellular/A Band AB Cellular Holding, LLC KNKA351

Market	SBC Interest	BellSouth Interest
<p>Indianapolis</p> <p>MTA 031</p> <p>CMA 217</p> <p>CMA 411</p> <p>CMA 028</p> <p>CMA 247</p> <p>CMA 282</p> <p>CMA 410</p> <p>CMA 407</p> <p>CMA 236</p> <p>CMA 185</p> <p>CMA 409</p>	<p>PCS/B Block  Ameritech Wireless  Communications, Inc.  KNLF262</p>	<p>Cellular/A Band  Westel-Indianapolis Company, Inc.  KNKA806  KNKN307  KNKA208  KNKA558</p> <p>Cellular/A Band  Bloomington Cellular Telephone Co.  KNKA654</p> <p>Cellular/A Band  Indiana 8, L.L.C.  KNKN340</p> <p>Cellular/A Band  Indiana Cellular Corporation  KNKN445</p> <p>Cellular/A Band  Muncie Cellular Telephone Co., Inc.  KNKA661</p> <p>Cellular/A Band  Terre Haute Cellular Telephone Company,  Inc.  KNKA762</p> <p>Cellular/A Band  Westel-Milwaukee Company, Inc.  KNKN449</p>

*Excerpt from Limited Liability Company Agreement of  
November 13, 1998 for AB Cellular Holding, LLC*

ARTICLE IX  
PUT AND CALL PROVISIONS

9.1. Options of the BellSouth Members.

Provided that a System Material Adverse Effect has not occurred, at any time during the 30-day period commencing on December 13, 2000, the BellSouth Members, in their full and absolute discretion, may elect any one of the following options:

(a) to cause the Company to redeem the Interests held by the AT&T Members in consideration of a distribution in kind of the Los Angeles System, or, if the Los Angeles System has been transferred to LA Newco as contemplated by Section 3.2, the entire membership interest of LA Newco held by the Company;

(b) to cause the Company to redeem a percentage of the BellSouth Members' Interests in consideration of an in kind distribution of all of the membership interests of Other Business Newco, such percentage to equal (i) the Fair Market Value of the assets of Other Business Newco, divided by (ii) the Fair Market Value of all of the Company's consolidated assets, in each case as of the BellSouth Exercise Date (as defined below); provided that the Houston Management Agreement shall terminate and the BellSouth Members shall remove their representatives from the Management Committee as of the date of its election of this option under subsection (b) and shall not have any right to appoint any further representatives to the Management Committee; provided, further, that the Company shall have a five-year call on the balance of the BellSouth Members' Interests for cash equal to the Fair Market Value of such Interests on the date the call is exercised pursuant to the following terms: The Company may elect to purchase the balance of the BellSouth Members' Interests by giving written notice (the "Company Call Notice") to all of the BellSouth Members not later than the expiration of such five-year period, and, if the Company elects to exercise its right under this Section 9.1(b), the BellSouth Members' Interests shall be purchased by the Company for cash at a purchase price (the "Call Purchase Price") equal to the Fair Market Value of such Interests. The closing of the purchase and sale of the balance of the BellSouth Members' Interests shall occur on the 10th day following the determination of such Interests' Fair Market Value at the Company's principal office, or at such other date and time agreed to by the Company and the BellSouth Members. At such closing, the Company shall deliver the Call Purchase Price to the BellSouth Members by wire transfer of immediately available funds (pursuant to written instructions delivered to the Company by the BellSouth Members) upon the receipt of such agreements, certificates, releases,

instruments and other documents as the Company may reasonably require in order to ensure that the BellSouth Members effectively transfer to the Company at closing their entire Interests in the Company, free and clear of any Liens; or

(c) to cause the Company to redeem the BellSouth Members' (collective) Interests in consideration of a cash payment equal to the lesser of: (i) the sum of the BellSouth Members' Capital Contributions, which shall be deemed to be the sum of the Interest Values attributable to the BellSouth Members (collectively) as of the Effective Date, and the amount of any additional Capital Contributions made by the BellSouth Members (collectively) pursuant to Section 4.3, plus an amount equal to an 8% return, less the amount of distributions received by the BellSouth Members pursuant to Article VII plus an amount equal to an 8% return, each such 8% return to be compounded annually on such amounts, with the return computed on any such amount from the Effective Date or the date of the contribution or distribution of such amount, as appropriate, to the date of the redemption of the BellSouth Members' Interests; or (ii) the Fair Market Value of the BellSouth Members' (collective) Interests as of the BellSouth Exercise Date (as defined below); provided that the Houston Management Agreement and the Other Business Management Agreement shall terminate and the BellSouth Members shall remove their representatives from the Management Committee as of the date of its election of this option under subsection (c) and shall not have the right to appoint any further representatives to the Management Committee; further provided that the AT&T Members shall have the option to cause the Company to conduct an auction and sale of the Permitted Other Business (if any) for cash and to distribute the net proceeds of such sale to the Members *pro rata* based on their Membership Percentages as of the BellSouth Exercise Date; provided, further, that if the AT&T Members cause the Company to conduct such auction and sale, the net proceeds of such sale shall be deemed to be the Fair Market Value of the Permitted Other Business for purposes of clause (ii) and shall be paid upon consummation of such sale.

In order to exercise any such election, the BellSouth Members (collectively) shall deliver Notice thereof to the AT&T Members within the aforementioned 30-day period. The date of the delivery of such Notice is hereinafter referred to as the "BellSouth Exercise Date." Any such election shall be irrevocable and shall specify which of the three options is being exercised by the BellSouth Members (collectively). After the BellSouth Members (collectively) make such election, each of the Members shall use its reasonable best efforts to take, or cause to be taken, all action and to do, or cause to be done, all things necessary, proper or advisable under applicable laws and regulations to consummate and make effective the transactions contemplated by this Section 9.1, including (i) filing any necessary notice filings with the FCC and any applicable Public Utility Commission; (ii) cooperation in determining whether any other action by or in respect of, or other filing with, any governmental body, agency or official or authority is required; (iii) cooperation in determining whether any actions, consents, approvals or waivers are required to be obtained from any third parties, including any third parties to any material contracts, in connection with the consummation of the transactions contemplated by this Agreement; (iv) cooperation in seeking and obtaining any such actions, consents, approvals or waivers; and (v) the execution of any additional instruments related to the consummation of the transactions contemplated hereby. (Notwithstanding the terms hereof, no party hereto shall be required to agree to the imposition by any Governmental Entity of conditions or limitations

which are materially adverse to such party, or otherwise take any step to avoid or eliminate any impediment which may be asserted under the laws of the United States or any state which, in the reasonable judgment of any party hereto, would result in a material limitation of the benefit expected to be derived by such party as a result of the consummation of the transactions contemplated hereunder.) The Members shall cause the closing of the transactions contemplated by this Section 9.1 to occur on the business day that is five Business Days after the date (the "Final Order Date") that is the later of (i) the date that all requisite approvals and consents of all applicable Governmental Entities are obtained, or (ii) in the event that any claim, suit, litigation, proceeding, complaint, charge, arbitration or mediation ("Action") is instituted that seeks to prevent the consummation of the transactions contemplated by this Section 9.1, the date that a Final Order or final, non-appealable judgment or order in favor of the Company or the BellSouth Members (collectively) or order dismissing such Action is entered by a Governmental Entity (including a court of competent jurisdiction). If, after the BellSouth Exercise Date and prior to the consummation of the transactions contemplated by this Section 9.1, a Final Order or a final, non-appealable order or judgment of a Governmental Entity (including a court of competent jurisdiction) is issued prohibiting or preventing the transactions contemplated by this Section 9.1, or a period of 18 months has passed since the BellSouth Exercise Date, the rights and duties of the Company, the BellSouth Members and the AT&T Members under Section 9.1 shall immediately terminate.

For the purposes of this Section 9.1, the Fair Market Value of the Company's consolidated assets or of the BellSouth Members' Interests or of the Permitted Other Business shall be determined by the Members in the exercise of good faith and, in the event that the Members are unable to promptly determine such value, by the Dispute Procedure.

In the event a System Material Adverse Effect has occurred, the Members shall cause the Company to use its best efforts to remedy any damage or destruction relating to the System Material Adverse Effect. If a System Material Adverse Effect continues to exist on December 13, 2000, the option described in this Section 9.1 shall not be exercisable for a period of 270 days commencing on December 13, 2000. If a System Material Adverse Effect continues to exist at the termination of such 270-day period, the BellSouth Members may not elect any of the of the options set forth in clauses (a), (b) or (c) above until such time as a System Material Adverse Effect no longer continues to exist.

## EXHIBIT 2

### PART 22 CELLULAR LICENSEES

Acadiana Cellular General Partnership  
Alabama Cellular Service, Inc.  
American Cellular Communications Corporation  
Anniston-Westel Company, Inc.  
Atlanta-Athens MSA Limited Partnership  
BCTC of Texas, Inc.  
BellSouth Mobility Inc.  
Bloomington Cellular Telephone Company  
Chattanooga MSA Limited Partnership  
Decatur RSA Limited Partnership  
Florida Cellular Service, Inc.  
Florida RSA No. 2B (Indian River) Limited Partnership  
Georgia RSA No. 1 Limited Partnership  
Georgia RSA No. 2 Limited Partnership  
Georgia RSA No. 3 Limited Partnership  
Huntsville MSA Limited Partnership  
Indiana 8, L.L.C.  
Indiana Cellular Corporation  
Jacksonville MSA Limited Partnership  
Kentucky CGSA, Inc.  
Lafayette MSA Limited Partnership  
Louisiana Cellular Holdings, L.L.C.  
Louisiana RSA No. 7 Cellular General Partnership  
Louisiana RSA No. 8 Limited Partnership  
Memphis SMSA Limited Partnership  
MCTA  
M-T Cellular, Inc.  
Muncie Cellular Telephone Company, Inc.  
Northeastern Georgia RSA Limited Partnership  
Northeast Mississippi Cellular, Inc.  
Orlando CGSA, Inc.  
Orlando SMSA Limited Partnership  
Tennessee RSA Limited Partnership  
Terre Haute Cellular Telephone Company, Inc.  
Westel-Indianapolis Company  
Westel-Milwaukee Company, Inc.



READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

PAGE NO. 1 OF 1

SPECIAL USE  
**STAMP AND RETURN**  
FCC USE ONLY

(1) LOCKBOX # 358320

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
Wilkinson Barker Knauer, L.L.P.

(3) TOTAL AMOUNT PAID (dollars and cents) 45.00

(4) STREET ADDRESS LINE NO. 1  
2300 N Street, N.W., Suite 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY  
Washington

(7) STATE  
DC

(8) ZIP CODE  
20037

(9) DAYTIME TELEPHONE NUMBER (include area code)  
(202) 783-4141

(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)  
Alloy LLC

(12) STREET ADDRESS LINE NO. 1  
c/o BellSouth Corp., 1155 Peachtree Street, N.E., Suite 1700

(13) STREET ADDRESS LINE NO. 2

(14) CITY  
Atlanta

(15) STATE  
GA

(16) ZIP CODE  
30309

(17) DAYTIME TELEPHONE NUMBER (include area code)

(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 WB2XHJ	(20A) PAYMENT TYPE CODE (PTC) E A E	(21A) QUANTITY 1	(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 45.00	FCC USE ONLY
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(23A) FCC CODE 1	(24A) FCC CODE 2
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(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B \$	FCC USE ONLY
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(23B) FCC CODE 1	(24B) FCC CODE 2
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(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C \$	FCC USE ONLY
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(23C) FCC CODE 1	(24C) FCC CODE 2
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(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D \$	FCC USE ONLY
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(23D) FCC CODE 1	(24D) FCC CODE 2
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SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN 0

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2  
APPLICANT TIN 0

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT  
I, \_\_\_\_\_, (PRINT NAME), Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE \_\_\_\_\_

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: \_\_\_\_\_ EXPIRATION DATE: \_\_\_\_\_  
 MONTH YEAR  
 I hereby authorize the FCC to charge my VISA or MASTERCARD AUTHORIZED SIGNATURE DATE  
 for the service(s)/authorization(s) herein described.

STAMP AND RETURN APPROVED BY OMB 3060-0589

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING  
(1) LOCKBOX # 358320

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**  
PAGE NO. 1 OF 1

SPECIAL USE  
FCC USE ONLY

**SECTION A - PAYER INFORMATION**

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
Wilkinson Barker Knauer, L.L.P.

(3) TOTAL AMOUNT PAID (dollars and cents)  
\$ 45.00

(4) STREET ADDRESS LINE NO. 1  
2300 N Street, N.W., Suite 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY  
Washington

(7) STATE  
DC

(8) ZIP CODE  
20037

(9) DAYTIME TELEPHONE NUMBER (include area code)  
(202) 783-4141

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

FCC/MELLON

MAY 04 2008

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)  
Alloy LLC

(12) STREET ADDRESS LINE NO. 1  
c/o BellSouth Corp., 1155 Peachtree Street, N.E., Suite 1700

(13) STREET ADDRESS LINE NO. 2

(14) CITY  
Atlanta

(15) STATE  
GA

(16) ZIP CODE  
30309

(17) DAYTIME TELEPHONE NUMBER (include area code)

(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 KA2XBT	(20A) PAYMENT TYPE CODE (PTC) E A E	(21A) QUANTITY 1	(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 45.00	FCC USE ONLY
(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 0

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2  
APPLICANT TIN 0

**SECTION E - CERTIFICATION**

(27) CERTIFICATION STATEMENT  
I, \_\_\_\_\_, Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE \_\_\_\_\_

**SECTION F - CREDIT CARD PAYMENT INFORMATION**

(28) MASTERCARD/VISA ACCOUNT NUMBER: \_\_\_\_\_ EXPIRATION DATE: \_\_\_\_\_

MASTER CARD MONTH YEAR

VISA I hereby authorize the FCC to charge my VISA or MASTERCARD AUTHORIZED SIGNATURE DATE  
for the service(s)/authorization(s) herein described.

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

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REMITTANCE ADVICE

PAGE NO. 1 OF 1

SPECIAL USE STAMP AND RETURN FCC USE ONLY

(1) LOCKBOX # 358115

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Wilkinson Barker Knauer, LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

780.00

(4) STREET ADDRESS LINE NO. 1 2300 N Street, N.W.

FCC/MELLON

MAY 14 2000

(5) STREET ADDRESS LINE NO. 2 Suite 700

(6) CITY Washington

(7) STATE DC

(8) ZIP CODE 20037

(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 783-4141

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

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

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) Alloy LLC

(12) STREET ADDRESS LINE NO. 1 1155 Peachtree Street, N.E.

(13) STREET ADDRESS LINE NO. 2 Suite 1700

(14) CITY Atlanta

(15) STATE GA

(16) ZIP CODE 30309

(17) DAYTIME TELEPHONE NUMBER (include area code) (404) 249-3855

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

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

(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 0

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2 APPLICANT TIN 0

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, (PRINT NAME), Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: EXPIRATION DATE: MONTH YEAR

I hereby authorize the FCC to charge my VISA or MASTERCARD AUTHORIZED SIGNATURE DATE for the service(s)/authorization(s) herein described.

FCC/MELLON

MAY 04 2000

ARNOLD & PORTER

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

(202) 942-5000

FACSIMILE: (202) 942-5999

PHILIP W. HORTON  
(202) 942-5787

NEW YORK  
DENVER  
LOS ANGELES  
LONDON

May 4, 2000

STAMP AND RETURN

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

Re: Application of Southwestern Bell Mobile Systems, Inc. and Alloy LLC for Authority, Pursuant to Part 90 of the Commission's Rules, To Transfer Control of a License Controlled by SBC Communications Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and four copies of the application of Southwestern Bell Mobile Systems, Inc. and Alloy LLC for authority pursuant to Part 90 of the Commission's Rules to transfer control of a license under Part 90 held by Southwestern Bell Mobile Systems, Inc. (Call Sign WPMM564). Also enclosed is a check payable to the Federal Communications Commission in the amount of \$45.00 for the prescribed filing fee.

Please direct questions or correspondence concerning Southwestern Bell Mobile Systems, Inc.'s portion of this application to:

Wayne Watts  
Vice President and Assistant General Counsel  
SBC Communications Inc.  
175 E. Houston  
San Antonio, TX 78205  
210-351-3476 (voice)  
210-351-3257 (facsimile)

FCC/MELLON

MAY 04 2000

ARNOLD & PORTER

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

(202) 942-5000  
FACSIMILE: (202) 942-5999

PHILIP W. HORTON  
(202) 942-5787

NEW YORK  
DENVER  
LOS ANGELES  
LONDON

May 4, 2000

STAMP AND RETURN

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

Re: Application of Washington/Baltimore Cellular Limited Partnership and Alloy LLC for Authority, Pursuant to Part 90 of the Commission's Rules, To Transfer Control of a License Controlled by SBC Communications Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and four copies of the application of Washington/Baltimore Cellular Limited Partnership and Alloy LLC for authority pursuant to Part 90 of the Commission's Rules to transfer control of a license under Part 90 held by Washington/Baltimore Cellular Limited Partnership (Call Sign WP11603). Also enclosed is a check payable to the Federal Communications Commission in the amount of \$45.00 for the prescribed filing fee.

Please direct questions or correspondence concerning Washington/Baltimore Cellular Limited Partnership's portion of this application to:

Wayne Watts  
Vice President and Assistant General Counsel  
SBC Communications Inc.  
175 E. Houston  
San Antonio, TX 78205  
210-351-3476 (voice)  
210-351-3257 (facsimile)

FCC/MELLON

MAY 04 2000

**ARNOLD & PORTER**

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

(202) 942-5000  
FACSIMILE: (202) 942-5999

PHILIP W. HORTON  
(202) 942-5787

NEW YORK  
DENVER  
LOS ANGELES  
LONDON

May 4, 2000

STAMP AND RETURN

Federal Communications Commission  
International Bureau, Telecommunications  
P.O. Box 358115  
Pittsburgh, PA 15251-5115

Re: Application of Alloy LLC and SBC Communications Inc.  
for Authority, Pursuant to Section 214 of the Communications  
Act of 1934, as Amended, to Transfer Control of Ameritech  
Mobile Communications, Inc., CCPR Services, Inc., and  
USVI Cellular Telephone Corporation, Companies  
Controlling International Section 214 Authorizations

Dear Sir/Madam:

Enclosed for filing please find an original and five copies of the joint application of Alloy LLC, SBC Communications Inc., Ameritech Mobile Communications, Inc., CCPR Services, Inc. and USVI Cellular Telephone Corporation for authority pursuant to Section 214 of the Communications Act, 47 U.S.C. § 214, and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, to transfer control of certain international Section 214 authorizations. Also enclosed is a check payable to the Federal Communications Commission in the amount of \$780.00 for the prescribed filing fee.

As indicated in the application, please direct questions or correspondence concerning this application to:

Wayne Watts  
Vice President and Assistant General Counsel  
SBC Communications Inc.  
175 E. Houston  
San Antonio, TX 78205  
210-351-3476 (voice)  
210-351-3257 (facsimile)

Thank you for your assistance.

Sincerely,



Philip W. Horton

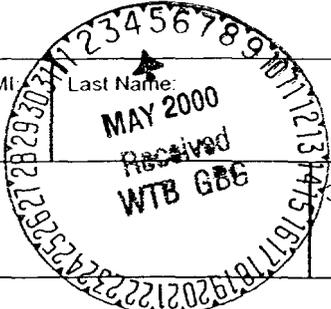
Enclosures

**STAMP AND  
RETURN**

**COPY**

**Applicant/Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): ALLOY LLC		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:
SEE EXHIBIT 1			

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name: WAYNE	MI:	Last Name: WATTS	Suffix:
----------------------	-----	---------------------	---------

Title: SECRETARY
---------------------

Signature: <i>Wayne Watts</i>	Date: 5/3/00
----------------------------------	-----------------

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): SBC COMMUNICATIONS INC.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: ATTENTION: WAYNE WATTS 175 EAST HOUSTON, SAN ANTONIO, TX 78205			
5) Type of Interest in Applicant ( D, 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: (SEE EXHIBIT 2)	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O — OTHER (VOTING)		9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (SEE EXHIBIT 2)			

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 SBC COMMUNICATIONS INC.'S FCC FORM 602 WHICH IS ON FILE WITH THE COMMISSION			

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): BELLSOUTH CORPORATION		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: ATTENTION: CHARLES FEATHERSTUN 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: (SEE EXHIBIT 2)
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O — OTHER (VOTING)		9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (SEE EXHIBIT 2)			

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 BELLSOUTH CORPORATION'S FCC FORM 602 WHICH IS ON FILE WITH THE COMMISSION			

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Approved by OMB  
3060 -0799  
See instructions for  
public burden estimate

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): ALLOY MANAGEMENT CORP.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: ATTENTION: CHARLES FEATHERSTUN 1155 PEACHTREE STREET, N.E., ATLANTA, GA 30309			
5) Type of Interest in Applicant ( D, M ) (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: (SEE EXHIBIT 2)	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O — OTHER (VOTING)		9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**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:

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	-	71.00
ACADIANA CELLULAR GENERAL PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		35.00
ALABAMA CELLULAR SERVICE, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
ALBANY TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
ALLTEL CELLULAR ASSOCIATES OF SOUTH CAROLINA LIMITED PARTNERSHIP One Allied Drive Little Rock, AR 72202	Provision of CMRS services	L00000947 <sup>1</sup>	46.42
AMARILLO SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		71.00
AMCELL OF ATLANTIC CITY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		96.18
AMERICAN CELLULAR COMMUNICATIONS CORPORATION 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
AMERICAN CELLULAR NETWORK CORP. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
AMERITECH MOBILE COMMUNICATIONS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
AMERITECH WIRELESS COMMUNICATIONS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
AMERITECH WIRELESS HOLDINGS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
ANNISTON-WESTEL COMPANY, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	-	100.00
ATLANTA-ATHENS MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
AURORA/ELGIN CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		83.17

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
BCTC OF TEXAS, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
BELLSOUTH CAROLINAS PCS, L.L.C. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
BELLSOUTH CAROLINAS PCS, L.P. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		55.76
BELLSOUTH MOBILITY INC 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
BELLSOUTH PERSONAL COMMUNICATIONS, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
BELLSOUTH WIRELESS DATA L.P. 10 Woodbridge Center Drive Woodbridge, NJ 07095	Provision of CMRS services		95.15
BLOOMINGTON CELLULAR TELEPHONE COMPANY 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		94.21
BUFFALO TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
CCPR OF THE VIRGIN ISLANDS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
CCPR SERVICES, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
CELL SOUTH OF NEW JERSEY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		86.80
CHAMPAIGN CELLTELCO 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		98.32
CHATTANOOGA MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		91.88
CINCINNATI SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		53.03
CORPUS CHRISTI SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
C-SW CELLULAR PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		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		82.50
DECATUR CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		99.50
DECATUR RSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		80.00
DELAWARE VALLEY PCS COMMUNICATIONS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
DETROIT SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		95.42
EASTERN MISSOURI CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		98.00
FLORIDA CELLULAR SERVICE, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
FLORIDA RSA NO. 2B (INDIAN RIVER) LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		71.50
GARY CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
GENESEE TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
GEORGIA RSA NO. 1 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		74.46
GEORGIA RSA NO. 2 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		61.23
GEORGIA RSA NO. 3 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		75.00
HOUMA-THIBODAUX CELLULAR PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		99.01
HUNTSVILLE MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		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:
INDIANA 8, L.L.C. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	-	100.00
INDIANA CELLULAR CORPORATION 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
JACKSONVILLE MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		85.76
JOLIET CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		82.90
KANKAKEE CELLULAR L.L.C. 5131 Meadowlark Lane Protage, MI 49024	Provision of CMRS services		10.07
KANSAS CITY SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		81.00
KENTUCKY CGSA, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
LAFAYETTE MSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		51.00
LONG BRANCH CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
LOUISIANA CELLULAR HOLDINGS, L.L.C. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
LOUISIANA RSA NO. 7 CELLULAR GENERAL PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		66.70
LOUISIANA RSA NO. 8 LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		50.00
LUBBOCK SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	-	71.00
MADISON SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	-	64.68
MCALLEN-EDINBURG-MISSION SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		77.50

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
MCTA 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	-	73.26
MEMPHIS SMSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
MIDLAND-ODESSA SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		71.00
MILWAUKEE SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		79.08
MISSOURI RSA 8 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		60.00
MISSOURI RSA 9B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.40
MISSOURI RSA 11/12 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
M-T CELLULAR, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
MUNCIE CELLULAR TELEPHONE COMPANY, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		93.10
NEW BRUNSWICK CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
NEW YORK HOLDINGS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
NORTHEAST MISSISSIPPI CELLULAR, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
NORTHEASTERN GEORGIA RSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services	-	35.00
OCEAN COUNTY CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
OKLAHOMA CITY SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		62.00

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:
OKLAHOMA RSA 3 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		74.00
OKLAHOMA RSA 9 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		60.00
ORLANDO CGSA, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
ORLANDO SMSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
PACIFIC BELL WIRELESS, LLC 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
PACIFIC TELESIS MOBILE SERVICES 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
PEGASUS CELLULAR TELEPHONE COMPANY NO. 3 (NY-4), INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
ST. JOSEPH SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		51.00
SAN ANTONIO SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		70.00
SAN JUAN CELLULAR TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
SBMS CELLULAR TELECOMMUNICATIONS BLOOMINGTON, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		96.01
SBMS CELLULAR TELECOMMUNICATIONS SPRINGFIELD, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		96.72
SNET CELLULAR, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
SOUTHWESTERN BELL MOBILE SYSTEMS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
SOUTHWESTERN BELL WIRELESS, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		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:
SPRINGWICH CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	-	99.76
SYRACUSE TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		100.00
TENNESSEE RSA LIMITED PARTNERSHIP 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
TERRE HAUTE CELLULAR TELEPHONE COMPANY, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		92.85
TEXAS RSA 6 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		49.50
TEXAS RSA 7B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
TEXAS RSA 9B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		35.62
TEXAS RSA 9B4 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		84.62
TEXAS RSA 10B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		75.00
TEXAS RSA 18 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		34.00
TEXAS RSA 19 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		33.34
TEXAS RSA 20B1 LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
TEXAS/ILLINOIS CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services	-	100.00
THUMB CELLULAR LIMITED PARTNERSHIP P.O. Box 650 Pigeon, MI 48755	Provision of CMRS services	L00000262 <sup>2</sup>	23.00
TOLEDO MSA LIMITED PARTNERSHIP Regulatory Team R0401 8725 West Higgins Road Chicago, IL 60631	Provision of CMRS services		14.90

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	-	77.00
USVI CELLULAR TELEPHONE CORPORATION 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		50.00
VINELAND CELLULAR TELEPHONE COMPANY, INC. 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		94.56
WASHINGTON/BALTIMORE CELLULAR LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		87.16
WESTEL-INDIANAPOLIS COMPANY 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
WESTEL-MILWAUKEE COMPANY, INC. 1100 Peachtree Street, N.E. Atlanta, GA 30309	Provision of CMRS services		100.00
WICHITA SMSA LIMITED PARTNERSHIP 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		60.00
WORCESTER TELEPHONE COMPANY 17330 Preston Road, Suite 100A Dallas, TX 75252	Provision of CMRS services		90.60

## NOTES

<sup>1</sup> Neither Alloy LLC nor either of its controlling parties controls this entity; accordingly, they do not have its TIN. Therefore, Alloy LLC is supplying this entity's unique Licensee ID Number, which is publicly available on the Universal Licensing System.

<sup>2</sup> Neither Alloy LLC nor either of its controlling parties controls this entity; accordingly, they do not have its TIN. Therefore, Alloy LLC is supplying this entity's unique Licensee ID Number, which is publicly available on the Universal Licensing System.

As of the consummation of the transaction combining the domestic mobile wireless businesses of SBC Communications Inc. ("SBC") and BellSouth Corporation ("BellSouth"), SBC intends to hold indirectly approximately 60 percent of the Applicant's LLC Units. BellSouth, through various wholly owned subsidiaries, will indirectly hold approximately 40 percent of the Applicant's LLC Units. Alloy Management Corp., which will be owned and controlled equally by SBC and BellSouth, will directly hold less than one percent of the Applicant's LLC Units. SBC will have an indirect interest and BellSouth will have a direct interest in Alloy Management Corp.

SBC intends to hold its indirect interests in the Applicant and in Alloy Management Corp. through a chain of one or more wholly owned subsidiaries. SBC, however, has not yet identified these subsidiaries.

BellSouth will hold its indirect interests in the Applicant through three ownership chains (beginning with the direct owner of the Applicant):

1. BellSouth Cellular Corp.; BellSouth Mobile Systems, Inc.; BellSouth Enterprises, Inc.; BellSouth Corporation.
2. BellSouth Mobile Data, Inc.; BellSouth Enterprises, Inc.; BellSouth Corporation.
3. RAM Broadcasting Corporation; BellSouth Corporation.

FCC/MELLON

MAY 04 2000

ARNOLD & PORTER

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

(202) 942-5000

FACSIMILE (202) 942-5999

NEW YORK

DENVER

LOS ANGELES

LONDON

PHILIP W. HORTON  
(202) 942-5787

May 4, 2000

STAMP AND RETURN

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

Re: Application of Southwestern Bell Mobile Systems, Inc. and Alloy LLC for Authority, Pursuant to Part 90 of the Commission's Rules, To Transfer Control of a License Controlled by SBC Communications Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and four copies of the application of Southwestern Bell Mobile Systems, Inc. and Alloy LLC for authority pursuant to Part 90 of the Commission's Rules to transfer control of a license under Part 90 held by Southwestern Bell Mobile Systems, Inc. (Call Sign WPMM564). Also enclosed is a check payable to the Federal Communications Commission in the amount of \$45.00 for the prescribed filing fee.

Please direct questions or correspondence concerning Southwestern Bell Mobile Systems, Inc.'s portion of this application to:

Wayne Watts  
Vice President and Assistant General Counsel  
SBC Communications Inc.  
175 E. Houston  
San Antonio, TX 78205  
210-351-3476 (voice)  
210-351-3257 (facsimile)

FCC/MELLON

MAY 04 2000

**ARNOLD & PORTER**

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

(202) 942-5000  
FACSIMILE (202) 942-5999

PHILIP W. HORTON  
(202) 942-5787

NEW YORK  
DENVER  
LOS ANGELES  
LONDON

**STAMP AND RETURN**

May 4, 2000

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

Re: Application of Washington/Baltimore Cellular Limited Partnership and Alloy LLC for Authority, Pursuant to Part 90 of the Commission's Rules, To Transfer Control of a License Controlled by SBC Communications Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and four copies of the application of Washington/Baltimore Cellular Limited Partnership and Alloy LLC for authority pursuant to Part 90 of the Commission's Rules to transfer control of a license under Part 90 held by Washington/Baltimore Cellular Limited Partnership (Call Sign WP11603). Also enclosed is a check payable to the Federal Communications Commission in the amount of \$45.00 for the prescribed filing fee.

Please direct questions or correspondence concerning Washington/Baltimore Cellular Limited Partnership's portion of this application to:

Wayne Watts  
Vice President and Assistant General Counsel  
SBC Communications Inc.  
175 E. Houston  
San Antonio, TX 78205  
210-351-3476 (voice)  
210-351-3257 (facsimile)

FCC/MELLON

MAY 04 2000

**ARNOLD & PORTER**

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

(202) 942-5000  
FACSIMILE: (202) 942-5999

NEW YORK  
DENVER  
LOS ANGELES  
LONDON

PHILIP W. HORTON  
(202) 942-5787

May 4, 2000

STAMP AND RETURN

Federal Communications Commission  
International Bureau, Telecommunications  
P.O. Box 358115  
Pittsburgh, PA 15251-5115

Re: Application of Alloy LLC and SBC Communications Inc.  
for Authority, Pursuant to Section 214 of the Communications  
Act of 1934, as Amended, to Transfer Control of Ameritech  
Mobile Communications, Inc., CCPR Services, Inc., and  
USVI Cellular Telephone Corporation, Companies  
Controlling International Section 214 Authorizations

Dear Sir/Madam:

Enclosed for filing please find an original and five copies of the joint application of Alloy LLC, SBC Communications Inc., Ameritech Mobile Communications, Inc., CCPR Services, Inc. and USVI Cellular Telephone Corporation for authority pursuant to Section 214 of the Communications Act, 47 U.S.C. § 214, and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, to transfer control of certain international Section 214 authorizations. Also enclosed is a check payable to the Federal Communications Commission in the amount of \$780.00 for the prescribed filing fee.

As indicated in the application, please direct questions or correspondence concerning this application to:

Wayne Watts  
Vice President and Assistant General Counsel  
SBC Communications Inc.  
175 E. Houston  
San Antonio, TX 78205  
210-351-3476 (voice)  
210-351-3257 (facsimile)

Thank you for your assistance.

Sincerely,



Philip W. Horton

Enclosures

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING  
(1) LOCKBOX # 358130

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

PAGE NO. 1 OF 1

SPECIAL USE  
**STAMP AND RETURN**  
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
Wilkinson Barker Knauer, L.L.P.  
(3) TOTAL AMOUNT PAID (dollars and cents) 945.00  
(4) STREET ADDRESS LINE NO. 1  
2300 N Street, N.W.  
(5) STREET ADDRESS LINE NO. 2  
Suite 700  
(6) CITY Washington (7) STATE DC (8) ZIP CODE 20037  
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 783-4141 (10) COUNTRY CODE (if not in U.S.A.) USA

FCC/MELLON MAY 8 4 2008

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)  
Alloy LLC  
(12) STREET ADDRESS LINE NO. 1  
1155 Peachtree Street, N.E.  
(13) STREET ADDRESS LINE NO. 2  
Suite 1700  
(14) CITY Atlanta (15) STATE GA (16) ZIP CODE 30309  
(17) DAYTIME TELEPHONE NUMBER (include area code) (404) 249-3855 (18) COUNTRY CODE (if not in U.S.A.) USA

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 WNPS265 (LEAD) (20A) PAYMENT TYPE CODE (PTC) P A T M (21A) QUANTITY 21 (22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 945.00  
(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 \$  
(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 \$  
(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 \$  
(23D) FCC CODE 1 (24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN 0 (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2  
APPLICANT TIN 0

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT  
I, \_\_\_\_\_, Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE \_\_\_\_\_  
(PRINT NAME)

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: \_\_\_\_\_ EXPIRATION DATE: \_\_\_\_\_  
MONTH YEAR  
I hereby authorize the FCC to charge my VISA or MASTERCARD AUTHORIZED SIGNATURE DATE  
for the service(s)/authorization(s) herein described.

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

PAGE NO. 1 OF 1

SPECIAL USE  
**STAMP AND RETURN**  
FCC USE ONLY

(1) LOCKBOX # 358320

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
Wilkinson Barker Knauer, L.L.P.

(3) TOTAL AMOUNT PAID (dollars and cents) 45.00

(4) STREET ADDRESS LINE NO. 1  
2300 N Street, N.W., Suite 700

(5) STREET ADDRESS LINE NO. 2

(6) CITY  
Washington

(7) STATE  
DC

(8) ZIP CODE  
20037

(9) DAYTIME TELEPHONE NUMBER (include area code)  
(202) 783-4141

(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)  
Alloy LLC

(12) STREET ADDRESS LINE NO. 1  
c/o BellSouth Corp., 1155 Peachtree Street, N.E., Suite 1700

(13) STREET ADDRESS LINE NO. 2

(14) CITY  
Atlanta

(15) STATE  
GA

(16) ZIP CODE  
30309

(17) DAYTIME TELEPHONE NUMBER (include area code)

(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: WB2XHJ  
(20A) PAYMENT TYPE CODE (PTC): E A E  
(21A) QUANTITY: 1  
(22A) FEE DUE FOR (PTC) IN BLOCK 20A: \$ 45.00  
FCC USE ONLY

(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 0

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2  
APPLICANT TIN 0

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT  
I, \_\_\_\_\_, 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 \_\_\_\_\_

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: \_\_\_\_\_ EXPIRATION DATE: \_\_\_\_\_  
MASTERCARD MONTH YEAR

VISA I hereby authorize the FCC to charge my VISA or MASTERCARD AUTHORIZED SIGNATURE DATE  
for the service(s)/authorization(s) herein described.



READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

PAGE NO. 1 OF 1

SPECIAL USE STAMP AND RETURN FOR USE ONLY

(1) LOCKBOX # 358115

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Wilkinson Barker Knauer, LLP

(3) TOTAL AMOUNT PAID (dollars and cents) 780.00

(4) STREET ADDRESS LINE NO. 1 2300 N Street, N.W.

FCC/MELLON

MAY 4 2000

(5) STREET ADDRESS LINE NO. 2 Suite 700

(6) CITY Washington

(7) STATE DC

(8) ZIP CODE 20037

(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 783-4141

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

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

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) Alloy LLC

(12) STREET ADDRESS LINE NO. 1 1155 Peachtree Street, N.E.

(13) STREET ADDRESS LINE NO. 2 Suite 1700

(14) CITY Atlanta

(15) STATE GA

(16) ZIP CODE 30309

(17) DAYTIME TELEPHONE NUMBER (include area code) (404) 249-3855

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

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

(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 0

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2 APPLICANT TIN 0

SECTION E - CERTIFICATION

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

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: MASTERCARD VISA EXPIRATION DATE: MONTH YEAR

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE