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August 16, 2000

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Magalie Roman Salas
Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, D.C. 20554

Re: Request for Confidential Treatment
SBC/BellSouth Wireless Joint Venture: WT Dkt. 00-81

Dear Ms. Salas:

Today, at the request of the Federal Communications Commission ("Commission") staff, SBC Communications Inc. ("SBC"), BellSouth Corporation ("BellSouth") and Alloy LLC ("Newco")¹ are voluntarily filing a Minor Amendment to their applications to transfer control of, or assign, licenses from SBC and BellSouth to Newco. The Minor Amendment consists of the Contribution and Formation Agreement between SBC Communications Inc. and BellSouth Corporation, dated as of April 4, 2000 ("Contribution Agreement"), and the various exhibits and schedules attached thereto. Pursuant to Section 0.459 of the Commission's rules, 47 C.F.R. § 0.459, and the Order Adopting Protective Order entered in this docket,² the Applicants hereby request confidential treatment of the following portions of the Minor Amendment:

1. Schedule 11.4 to Exhibit F to the Contribution Agreement
2. Exhibit C to Exhibit F to the Contribution Agreement
3. Exhibit G to the Contribution Agreement
4. Exhibit H to the Contribution Agreement
5. Exhibit I to the Contribution Agreement
6. Exhibit J to the Contribution Agreement
7. Exhibit K to the Contribution Agreement
8. Exhibit L to the Contribution Agreement
9. Exhibit M to the Contribution Agreement
10. Exhibit N to the Contribution Agreement
11. Schedule 2 to the Contribution Agreement

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¹ Collectively, SBC, BellSouth and Newco will be referred to as the Applicants.

² *In re Applications of SBC Communications Inc. and BellSouth Corporation*, WT Dkt No. 00-81, Order Adopting Protective Order, DA 00-1876 (WT, rel. Aug. 16, 2000).

Magalie Roman Salas
August 16, 2000
Page Two

Pursuant to the Order Adopting Protective Order,³ these exhibits and schedules are not being filed with the rest of the Minor Amendment at Mellon Bank. Instead, they are being delivered directly to Lauren Kravetz or Michael Samscock of the Commercial Wireless Division of the Wireless Telecommunications Bureau. Except as pursuant to the Protective Order in this docket, these materials are to be used only by the Commission and its staff in connection with the pending transfer of control and assignment applications in the referenced matter. These documents contain highly sensitive, confidential commercial information regarding the planned joint venture to provide CMRS service, and they have been protected from disclosure by SBC and BellSouth. Release of these materials would harm the Applicants in their commercial relationships with their competitors and their customers. Pursuant to subsection (e) of Section 0.459, these materials should be returned if this request for confidential treatment is not granted.

Please direct any questions concerning this filing to

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

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General Attorney
BellSouth Corporation
1155 Peachtree Street, N.E., Suite 1700
Atlanta, GA 30309
(404) 249-3855 (voice)
(404) 249-5664 (facsimile)

Thank you very much for your assistance.

Sincerely,



Peter J. Schildkraut
Counsel for SBC Communications Inc.



L. Andrew Tollin
Counsel for BellSouth Corporation

³ *Id.* ¶ 3.

CERTIFICATE OF SERVICE

I, Peter J. Schildkraut, hereby certify that I caused a copy of the foregoing
Request for Confidential Treatment to be served by hand this 16th day of August 2000,
on the following persons:

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Federal Communications Commission
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Commercial Wireless Division
Wireless Telecommunications Bureau
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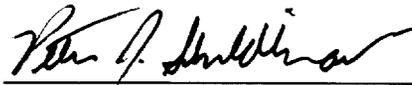
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