

02-85

<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Submitted 03/28/2002 at 08:52PM  File Number: <b>0000824603</b>
----------------	---	---

<b>1) Application Purpose: Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

**Type of Transaction**

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? <b>No</b>
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. <b>No</b>
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? <b>Yes</b>
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? <b>Yes</b>
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? <b>No</b>

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? <b>Sale or other assignment or transfer of stock</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Voluntary</b>

**Licensee/Assignor Information**

10a) Taxpayer Identification Number:	10b) SGIN: <b>000</b>	10c) FCC Registration Number (FRN): <b>0004082681</b>
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): <b>Wisconsin RSA #8 LP</b>		
13) Attention To: <b>Vicki Schultheis</b>		
14) P.O. Box: <b>9901</b>	And / Or	15) Street Address:
16) City: <b>Vancouver</b>	17) State: <b>WA</b>	18) Zip: <b>98668</b>
19) Telephone Number: <b>(360)905-6839</b>	20) FAX: <b>(360)905-5953</b>	
21) E-Mail Address: <b>vicki.schultheis@centurytel.com</b>		

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information (for transfers of control only)**

23a) Taxpayer Identification Number:		23b) SGIN:	23c) FCC Registration Number (FRN): 0003740651	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individual): CenturyTel, Inc.				
26) P.O. Box: 9901	And / Or	27) Street Address:		
28) City: Vancouver	29) State: WA	30) Zip: 98668		
31) Telephone Number: (360)905-6839		32) FAX: (360)905-5953		
33) E-Mail Address: vicki.schuitheis@centurytel.com				

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name: William		MI:	Last Name: Camell		Suffix:
35) Company Name: Latham & Watkins					
36) P.O. Box:	And / Or	37) Street Address: 555 11th Street NW, Suite 1000			
38) City: Washington		39) State: DC		40) Zip: 20004	
41) Telephone Number: (202)637-2244			42) FAX: (202)637-2201		
43) E-Mail Address: william.camell@lw.com					

**Assignee/Transferee Information**

44) The Assignee is a(n): Corporation					
45a) Taxpayer Identification Number:		45b) SGIN: 000	45c) FCC Registration Number (FRN): 0001720101		
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): ALLTEL Communications, Inc.					
48) Name of Real Party in Interest:				49) TIN:	
50) Attention To:					
51) P.O. Box:	And / Or	52) Street Address: One Allied Drive, B2F02-A			
53) City: Little Rock		54) State: AR	55) Zip: 72202		
56) Telephone Number: (501)905-8555			57) FAX: (501)905-6193		
58) E-Mail Address:					

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: Glenn		MI: S	Last Name: Rabin		Suffix:
60) Company Name: ALLTEL Corporation					
61) P.O. Box:	And / Or	62) Street Address: 601 Pennsylvania Avenue, Suite 720			
63) City: Washington		64) State: DC		65) Zip: 20004	
66) Telephone Number: (202)783-3970			67) FAX: (202)783-3982		
68) E-Mail Address: glenn.s.rabin@alltel.com					

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or 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?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

**Basic Qualification Questions**

--	--

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee 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 any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

**78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: <b>Stacey</b>	MI:	Last Name: <b>Goff</b>	Suffix:
80) Title: <b>Vice President &amp; Asst. General Counsel</b>			
Signature: <b>Stacey Goff</b>		81) Date: <b>03/28/02</b>	

**Assignee/Transferee Certification Statements**

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.			
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.			
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.			
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.			
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.			

**82) Typed or Printed Name of Party Authorized to Sign**

First Name: <b>Glenn</b>	MI: <b>S</b>	Last Name: <b>Rabin</b>	Suffix:
83) Title: <b>VP-Regulatory Affairs</b>			
Signature: <b>Glenn S Rabin</b>		84) Date: <b>03/28/02</b>	

**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).**

**Authorizations To Be Assigned or Transferred**

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNKN459	AL					Yes
WPTH697	AL					Yes
WPTH701	AL					Yes
WPTH704	AL					Yes
WPTH706	AL					Yes
WPTM510	AL					Yes
WPTG757	AL					Yes
WPTG755	AL					Yes
WPTG756	AL					Yes
WPTJ598	AL					Yes
WPTJ605	AL					Yes
WPTJ606	AL					Yes

<b>FCC Form 603 Schedule A</b>	<b>Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
------------------------------------	---	--

**Assignments of Authorization**

**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
---------------------------------	-----------------------	-----------------------	---------------

**3) Certification Statements**

**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**Transfers of Control**

**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

**Certification Statement for Transferees**

Transferee certifies that the answers provided in item 4 are true and correct.

**Attachment List**

Attachment Type	Date	Description	Contents
Other	03/26/02	Lead Application Information	0177383257239075764693367.pdf

### **Lead Application Information**

This application is one of a group of applications being contemporaneously filed in connection with the proposed transfer of control of certain authorizations held by CenturyTel, Inc. and certain of its affiliates to ALLTEL Communications, Inc. All exhibits relevant to the instant application, including the description of transaction, are being filed contemporaneously herewith as an attachment to the lead application for this transaction (*see* FCC ULS File No. 0000824376 involving the proposed transfer of control of CenturyTel Telelink, Inc.), and are incorporated herein by reference.

**ORIGINAL**

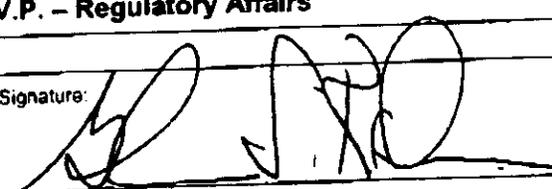
**Applicant / Licensee Information**

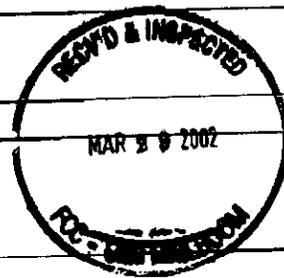
1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): <b>ALLTEL Communications, Inc.</b>		3) FCC Registration Number (FRN): <b>0001-7201-01</b>	

**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) FCC Registration Number (FRN):	4d) Percent of Interest Held:
<b>See Exhibit A</b>			

**Signature**  
5) Typed or Printed Name of Party Authorized to Sign

First Name: <b>Glenn</b>	MI: <b>S</b>	Last Name: <b>Rabin</b>	Suffix:
Title: <b>V.P. - Regulatory Affairs</b>			
Signature: 		Date: <b>3/28/02</b>	



Failure to Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

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): <b>ALLTEL Corporation</b>			3) FCC Registration Number(FRN): <b>0002-9421-59</b>	
4) Disclosable Interest Holder's Address: <b>601 Pennsylvania Avenue, Suite 720, Washington, D.C. 20004</b>				
5) Type of Interest In Applicant ( ) (refer to instructions for list):  <b>D</b>		6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes):  <b>C</b>		7) Percent of Interest Held in Applicant:  <b>100%</b>
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <b>C</b> <input type="checkbox"/> Non-Voting			9) Disclosable Interest Holder's Country of Citizenship:  <b>USA</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>See Exhibit A</b>				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of interest Held:
<b>See Exhibit A</b>			

ALLTEL Communications, Inc., is a wholly-owned subsidiary of ALLTEL Corporation, which holds the following interests in FCC Regulated Businesses.

4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A	4(b)/11(b) Principal Business	4(c)/11(c) FCC Registration Number (FRN)	4(d)/11(d) Percent of Interest Held
ALLTEL Alabama Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9777-99	100%
ALLTEL Alabama, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9665-94	100%
ALLTEL Arkansas, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7290-60	100%
ALLTEL Carolina, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9676-34	100%
ALLTEL Cellular Associates of Arkansas Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7234-10	100%
ALLTEL Central Arkansas Cellular Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7220-08	55.45%
ALLTEL Communications Holdings of the Midwest, Inc., One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		100%
ALLTEL Communications Investment, Inc One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		100%
ALLTEL Communications of New Mexico, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-9354-34	100%

**THIS EXHIBIT CONTAINS FRN INFORMATION**

FCC Form 602

Exhibit A

Page 2 of 15

4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A	4(b)/11(b) Principal Business	4(c)/11(c) FCC Registration Number (FRN)	4(d)/11(d) Percent of Interest Held
ALLTEL Communications of North Carolina Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7730-01	100%
ALLTEL Communications of Ohio No. 2, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		100%
ALLTEL Communications of Ohio No. 3, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9801-16	100%
ALLTEL Communications of Pennsylvania No. 1, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		100%
ALLTEL Communications of Petersburg, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		100%
ALLTEL Communications of the Southwest Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-5901-65	100%
ALLTEL Communications of Texas Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-6833-41	100%
ALLTEL Communications of Virginia No. 1, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-9344-88	100%
ALLTEL Communications of Virginia, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8413-85	100%

<b>4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A</b>	<b>4(b)/11(b) Principal Business</b>	<b>4(c)/11(c) FCC Registration Number (FRN)</b>	<b>4(d)/11(d) Percent of Interest Held</b>
ALLTEL Communications Southwest Holdings, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		100%
ALLTEL Communications, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7201-01	100%
ALLTEL Florida, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9673-60	100%
ALLTEL Georgia Communications Corp. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9677-25	100%
ALLTEL Georgia, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9670-30	100%
ALLTEL Kentucky, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9678-16	100%
ALLTEL Mississippi, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9677-74	100%
ALLTEL Missouri RSA #14 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-5336-36	86.7%
ALLTEL Missouri, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9659-92	100%
ALLTEL New York, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9670-55	100%
ALLTEL North Arkansas RSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7210-83	51%

**THIS EXHIBIT CONTAINS FRN INFORMATION**

FCC Form 602

Exhibit A

Page 4 of 15

4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A	4(b)/11(b) Principal Business	4(c)/11(c) FCC Registration Number (FRN)	4(d)/11(d) Percent of Interest Held
ALLTEL Ohio Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-5794-22	100%
ALLTEL Ohio, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9676-00	100%
ALLTEL Oklahoma, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9677-90	100%
ALLTEL Pennsylvania, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9676-83	100%
ALLTEL South Carolina, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9670-14	100%
ALLTEL Wireless Holdings, L.L.C. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-8034-83	100%
Appelton-Oshkosh-Neenah MSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-1529-63	98.85%
Arkansas RSA #2 (Searcy County) Cellular Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9896-38	51%
Cellular Mobile System of Michigan RSA No. 7 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0006-1568-06	56%
Cellular North Michigan Network General Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7132-47	49%
Cellular Plus Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8356-35	100%

**THIS EXHIBIT CONTAINS FRN INFORMATION**  
**FCC Form 602**  
**Exhibit A**  
**Page 5 of 15**

<b>4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A</b>	<b>4(b)/11(b) Principal Business</b>	<b>4(c)/11(c) FCC Registration Number (FRN)</b>	<b>4(d)/11(d) Percent of Interest Held</b>
Celutel of Biloxi, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-9852-72	96.45%
Century Cellunet of Arkansas RSA #12 Cellular Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-8030-04	80%
Century Cellunet of La Crosse Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-5491-43	95%
Century Cellunet of Michigan RSA #4 Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-8028-08	100%
Century Cellunet of Michigan RSA #6 Cellular Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7128-76	98%
Century Cellunet of Mississippi RSA #2 Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-5480-20	100%
Century Cellunet of Mississippi RSA #6 Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-0825-58	100%
Century Cellunet of Mississippi RSA #7 Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-8027-74	100%
Century Cellunet of North Arkansas Cellular Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0006-1568-14	82%

**THIS EXHIBIT CONTAINS FRN INFORMATION**  
**FCC Form 602**  
**Exhibit A**  
**Page 6 of 15**

4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A	4(b)/11(b) Principal Business	4(c)/11(c) FCC Registration Number (FRN)	4(d)/11(d) Percent of Interest Held
Century Cellunet of North Louisiana Cellular Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-8030-61	87%
Century Cellunet of Pine Bluff LLC One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-9222-34	100%
Century Cellunet of Saginaw MSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-2511-79	92%
Century Cellunet of Southern Michigan Cellular Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-8876-00	97%
Century Cellunet of Southwest Arkansas Cellular Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-8030-12	89%
CenturyTel Telelink, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-8030-20	100%
CenturyTel Wireless of Alexandria, LLC One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9682-85	100%
CenturyTel Wireless of Michigan RSA #1 & 2, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-5240-96	100%
CenturyTel Wireless of Mississippi RSA #5 LLC One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-5473-03	100%
CenturyTel Wireless of North Louisiana, LLC One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0005-7830-48	100%

4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A	4(b)/11(b) Principal Business	4(c)/11(c) FCC Registration Number (FRN)	4(d)/11(d) Percent of Interest Held
Charleston-North Charleston MSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-5312-91	75%
CP National Corporation One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		100%
Dallas SMSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-6543-91	.5%
Detroit SMSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8462-77	3%
Eastern Sub RSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-5712-07	8%
Eau Claire Cellular Telephone Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0005-7639-90	55%
Fayetteville MSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-8402-55	89.9%
Georgia RSA #1 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-8375-25	25.54%
Georgia RSA #12 Cellular Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-8381-43	41.666%
Georgia RSA #2 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-8377-15	38.77%
Georgia RSA #8 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-8380-69	33.33%

**THIS EXHIBIT CONTAINS FRN INFORMATION**

FCC Form 602

Exhibit A

Page 8 of 15

4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A	4(b)/11(b) Principal Business	4(c)/11(c) FCC Registration Number (FRN)	4(d)/11(d) Percent of Interest Held
Georgia Telephone Corporation One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9678-40	100%
GTE Mobilenet of South Texas Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-5794-06	11.3682%
GTE Mobilenet of Texas RSA #11 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-2940-48	18%
GTE Mobilenet of Texas RSA #17 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-2939-41	17.021%
GTE Mobilnet of Austin Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-5786-63	35.8%
Illinois Valley Cellular RSA 2-11 Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-7476-49	40%
Jackson Cellular Telephone Company Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-9853-71	90.22%
Kansas City SMSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-6584-83	19%
Kini L.C. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-3187-98	100%
Lafayette MSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-6825-09	49%

4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A	4(b)/11(b) Principal Business	4(c)/11(c) FCC Registration Number (FRN)	4(d)/11(d) Percent of Interest Held
Las Cruces Cellular Telephone Company One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-2999-63	76.28%
Liberty Cellular, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-3208-77	100%
Madison SMSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8420-60	10%
Michigan RSA #9 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7129-18	44%
Midwest Wireless Holdings, LLC One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		
Milwaukee SMSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8462-93	18%
Missouri 1 - Atchinson RSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-5346-18	31.22%
Missouri RSA #15 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-5336-10	71%
Missouri RSA #2 Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-8373-27	50%
Missouri RSA #4 Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-8373-43	47.5%
Missouri RSA 8 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-6584-42	30%
Missouri RSA 9B1 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-6584-26	19.6%

**THIS EXHIBIT CONTAINS FRN INFORMATION**

FCC Form 602

Exhibit A

Page 10 of 15

<b>4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A</b>	<b>4(b)/11(b) Principal Business</b>	<b>4(c)/11(c) FCC Registration Number (FRN)</b>	<b>4(d)/11(d) Percent of Interest Held</b>
MODOC RSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-9677-76	25%
MVI Corp One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-5805-47	100%
New York Newco Subsidiary, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9778-07	100%
North Carolina RSA #15 Cellular Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7218-28	50%
North Carolina RSA #5 Cellular Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7218-02	50%
Northeastern Georgia RSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-8371-52	35%
Northwest Arkansas RSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-8371-78	51%
Ohio RSA #3 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-1514-13	75%
Ohio RSA 2 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8370-94	67.471%
Ohio RSA 5 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8371-10	68.5%
Ohio RSA 6 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8371-36	82.47%

**THIS EXHIBIT CONTAINS FRN INFORMATION**

FCC Form 602

Exhibit A

Page 11 of 15

4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A	4(b)/11(b) Principal Business	4(c)/11(c) FCC Registration Number (FRN)	4(d)/11(d) Percent of Interest Held
Oklahoma ALLTEL, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9665-52	100%
Oklahoma RSA #4 South Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7201-27	77.78%
Pascagoula Cellular Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-5242-11	89%
Pennsylvania RSA No. 10B(1) Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	000-1169-74	100%
Pennsylvania RSA No. 6(1) Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-8217-65	57.13%
Petersburg Cellular Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-5163-81	79.41%
Radiofone, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7202-18	100%
Raleigh-Durham MSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-5312-18	92.03%
RCTC Wholesale Corporation One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7469-57	100%
Reading SMSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		10%
South Carolina RSA #3 Cellular General Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7219-50	50%

**THIS EXHIBIT CONTAINS FRN INFORMATION**

FCC Form 602

Exhibit A

Page 12 of 15

4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A	4(b)/11(b) Principal Business	4(c)/11(c) FCC Registration Number (FRN)	4(d)/11(d) Percent of Interest Held
South Carolina RSA #7 Cellular General Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-7219-35	50%
South Carolina RSA #9 Cellular Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-2524-17	50%
South Carolina RSA No. 2 Cellular General Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8369-71	50%
South Carolina RSA No.4 Cellular General Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8363-28	50%
South Carolina RSA No.5 Cellular General Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8363-02	50%
South Carolina RSA No.6 Cellular General Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8362-86	50%
South Carolina RSA No.8 Cellular General Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8369-97	50%
St. Joseph MSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-6583-50	49%
Standard Telephone Company One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-2072-39	100%
Sugar Land Telephone Company One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9673-37	100%

**THIS EXHIBIT CONTAINS FRN INFORMATION**

FCC Form 602

Exhibit A

Page 13 of 15

4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A	4(b)/11(b) Principal Business	4(c)/11(c) FCC Registration Number (FRN)	4(d)/11(d) Percent of Interest Held
Teleview, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9823-02	100%
Texas ALLTEL, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9678-08	100%
Texas RSA #10-B-1 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-6660-98	25%
Texas RSA #11B Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-1752-46	46%
Texas RSA #8 East Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0003-7508-17	14.28%
Texas RSA #8 West Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-6658-19	14.28%
Texas RSA #9B-1 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-6660-23	15.38%
Texas RSA #9B-4 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-6660-31	15.38%
Texas RSA 10B3 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-8372-36	25%
Texas RSA 7B1 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-6660-07	25%
Texas RSA 7B2 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-8370-37	97.5%
The Western Reserve Telephone Company One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9676-91	100%

**THIS EXHIBIT CONTAINS FRN INFORMATION**  
**FCC Form 602**  
**Exhibit A**  
**Page 14 of 15**

4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A	4(b)/11(b) Principal Business	4(c)/11(c) FCC Registration Number (FRN)	4(d)/11(d) Percent of Interest Held
Thumb Cellular Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-7518-81	26%
TriNet, Inc. One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications		100%
Virginia RSA #2 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-9778-23	71.26%
Virginia 10 RSA Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-0569-43	33%
Washington RSA No. 8 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0001-5726-84	7%
Wisconsin RSA #1 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0005-2247-46	42%
Wisconsin RSA #10 Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-6988-92	23%
Wisconsin RSA #2 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0006-4926-31	99%
Wisconsin RSA #3 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-7063-72	43%
Wisconsin RSA #4 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0002-7038-90	25%
Wisconsin RSA #6 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0005-2258-59	57%
Wisconsin RSA #7 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-1621-60	23%

**THIS EXHIBIT CONTAINS FRN INFORMATION**

**FCC Form 602**

**Exhibit A**

**Page 15 of 15**

<b>4(a)/11(a) Name and address of all FCC Regulated Business owned by Applicant/Licensee and Disclosable Interest Holder listed in Item 2 of Form 602 and Schedule A</b>	<b>4(b)/11(b) Principal Business</b>	<b>4(c)/11(c) FCC Registration Number (FRN)</b>	<b>4(d)/11(d) Percent of Interest Held</b>
Wisconsin RSA #8 Limited Partnership One Allied Drive, Bldg. IV, F5S, Little Rock, AR 72202	Telecommunications	0004-0826-81	84%