

|                                  |                  |                                           |
|----------------------------------|------------------|-------------------------------------------|
| SECTION II (APPLICATION PORTION) | FOR FCC USE ONLY |                                           |
|                                  | Service          | File No. and Call Sign<br>0002-EX-AL-2000 |

### INSTRUCTIONS

Section II contains two parts:

**PART I** is to be completed by assignor (the present permittee or licensee), whenever the legal right to construct or to control the use and operation of station is to be assigned by voluntary act, as by contract or other agreement, or by involuntary act such as death, legal disability, bankruptcy, or other legal proceedings.

**PART II** is to be completed by assignee who wishes to obtain the legal right to construct or to control the use and operation of station, as a result of voluntary act (contract or other agreement), or involuntary act (death or legal disability) of grantee of construction authorization or licensee, or by involuntary assignment of the physical property constituting the station in bankruptcy proceedings, or other court order, or by operation of law in any other manner.

Applicant is advised that if the Commission consents to request for assignment, the Commission must be notified by letter of consummation (see appropriate Rulepart for specific requirements).

### PART I - To Be Completed By Assignor

1. Name of Assignor

BellSouth Mobile Systems, Inc.

Mailing Address (Street or P. O. Box, City, State and ZIP Code)

1100 Peachtree Street, N.E., Atlanta, GA 30309-4599

2. Name of Assignee

Alloy LLC

Mailing Address (Street or P. O. Box, City, State and ZIP Code)

1155 Peachtree Street, N.E., Suite 1700, Atlanta, GA 30309

3. Provide the following information for the facilities authorized to assignor for which assignment is sought in this application.

| a. Call Sign | b. File Number | c. Location | d. Expiration Date | e. No. of Stations | f. Service |
|--------------|----------------|-------------|--------------------|--------------------|------------|
| SEE          | EXHIBIT 2.     |             |                    |                    |            |
|              |                |             |                    |                    |            |
|              |                |             |                    |                    |            |
|              |                |             |                    |                    |            |
|              |                |             |                    |                    |            |
|              |                |             |                    |                    |            |

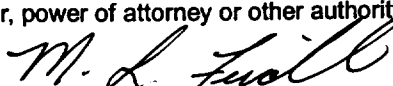
4. Provide below the following information for incomplete or unconstructed facilities (listed in item 3) in which assignment is sought: (a) call sign; (b) file numbers; and (c) date by which construction must be completed.

N/A

5. **CERTIFICATION:** The undersigned represents that the license will not be assigned, or that control will not be transferred until the Commission's consent has been received; that all the attached exhibits are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief.

I request that the Commission grant its written consent to the foregoing assignment.

**WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001) AND/OR REVOCATION OF ANY AUTHORIZATION (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).**

|                                                                                                                                                                                                                                                                                |                                                                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| Typed Name of Person Signing<br>Mark L. Feidler                                                                                                                                                                                                                                | Mailing Address (Street or P. O. Box, City, State and ZIP Code)<br>1100 Peachtree St., NE<br>Atlanta, GA 30309-4599 |
| Signature of Authorized Officer or Agent (if signed by an agent other than the authorized officer or assignor, power of attorney or other authority of agent to sign must be attached).<br> | Date<br>5/3/00                                                                                                      |

**PART II - To Be Completed By Assignee**

6. **Name of Assignee** (If a corporation, state corporate name; if a partnership, state names of all partners and the name under which the partnership does business; if an unincorporated association, state the name of an executive officer, the office held by him/her, and the name of the association. The same name or names should be signed in the place provided at the end of the application, except that in the case of a partnership, the application may be signed in the name of the partnership by one of the partners).

Alloy LLC

Mailing Address (Street or P. O. Box, City, State and ZIP Code)

c/o BellSouth Corp., 1155 Peachtree Street, N.E., Suite 1700, Atlanta, GA 303

- 7(a). Is this application made for consent to voluntary or involuntary assignment of permit or license?

☒ VOLUNTARY ☐ INVOLUNTARY (Complete items 7(b) and 7(c)).

(b) Name of Present Licensee and Call Sign

(c) Attach as Exhibit \_\_\_\_\_ a copy of court order or other legal instrument by which assignee has obtained the legal right to contract or control the use and operation of station as a result of involuntary act of assignor.

8. State whether assignee is: LLC

☐ INDIVIDUAL ☐ PARTNERSHIP ☐ CORPORATION ☐ ASSOCIATION

9. Attach as Exhibit
- 1
- a statement of assignee's principal business.

10. Attach as Exhibit
- 3
- a statement of any other business(es) applicant is directly or indirectly interested in. If applicant is a corporation, explain in statement other business(es) the officers, directors, or principal stockholders are directly or indirectly interested in.

| PLACE AN 'X' IN THE APPROPRIATE COLUMN.                                                                                                                                                                                                                                                                                                                                                                              |   | YES | NO  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----|-----|
| 11. Is individual assignee, or if partnership, each member of partnership a citizen of the United States?                                                                                                                                                                                                                                                                                                            | ➤ | X   |     |
| 12. Is assignee or any party to this application a representative of an alien or of a foreign government?                                                                                                                                                                                                                                                                                                            | ➤ |     | X   |
| 13(a) Has the assignee been finally adjudged guilty by a Federal Court of unlawfully monopolizing, or attempting to monopolize, radio communication directly or indirectly through control of manufacture or sale of radio apparatus, exclusive traffic arrangements, or any other means, or of unfair methods of competition?                                                                                       | ➤ |     | X   |
| (b) Has the assignee, or any party to this application, or any person directly or indirectly controlling the assignee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit _____ a statement relating the facts.                                                                                          | ➤ |     | X   |
| (c) Is assignee directly or indirectly controlled by any party finally adjudged guilty as above stated?                                                                                                                                                                                                                                                                                                              | ➤ |     | X   |
| 14(a) Is assignee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or have control of any other radio stations? If "YES", in Exhibit <u>1</u> , give call letters and location of such stations.                                                                                                                                                                 | ➤ | X   |     |
| (b) Has the assignee in the past fifteen years been directly or indirectly interested in the ownership or control of any radio stations other than those referred to under (a)? If "YES", in Exhibit _____, give classes of stations and exact names of licensees.                                                                                                                                                   | ➤ |     | X   |
| 15. If assignment involves any Multipoint Distribution Service (MDS or MMDS) authorizations, is assignee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any. | ➤ |     | N/A |
| 16. If assignment involves any authorizations for Part 21 or Part 101 stations, answer (a) and (b) below. Part 21 applicants must also complete (c).                                                                                                                                                                                                                                                                 |   |     |     |
| (a) Does authorization involve facilities that have not been constructed? If "YES", does assignee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?                                                                            | ➤ |     | N/A |
| (b) Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?                                                       | ➤ |     | N/A |
| (c) Does assignee acknowledge that, if Commission consents, assignment must be completed within 45 days of date of consent and Commission must be notified by assignee in writing within 10 days of consummation?                                                                                                                                                                                                    | ➤ |     | N/A |
| 17. If assignee is a corporation or association, answer the following:                                                                                                                                                                                                                                                                                                                                               |   |     |     |
| (a) Under laws of what State or Country is it organized? ➤ Delaware LLC                                                                                                                                                                                                                                                                                                                                              |   |     |     |
| (b) Attach as Exhibit <u>4</u> a certified copy of the Articles of Incorporation if not heretofore filed with the Commission. If previously filed, state date and FCC Division: ➤                                                                                                                                                                                                                                    |   |     |     |
| (c) Is more than one-fifth of capital stock owned of record or may it be voted by aliens or their representatives or by a foreign government or representatives thereof, or by any corporation organized under the laws of a foreign country?                                                                                                                                                                        | ➤ |     | X   |
| (d) Is any director or officer an alien? If "YES", list in Exhibit _____ the names and position of each.                                                                                                                                                                                                                                                                                                             | ➤ |     | X   |

**PART II - To Be Completed By Assignee (continued)**

17. (continued)

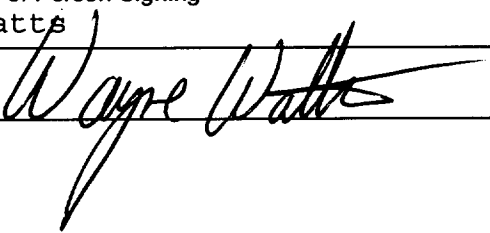
In Exhibit 3, give the names and addresses of all stockholders owning and/or voting 10% or more of assignee's stock and percentage of stock held by each.

| PLACE AN 'X' IN THE APPROPRIATE COLUMN. |                                                                                                                                                                                                                                                                                                           | YES                                                                                                                                                          | NO  |
|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 18(a)                                   | Is assignee directly or indirectly controlled by any other corporation? If "YES", in Exhibit <u>3</u> , give name and address of such controlling corporation. ➤                                                                                                                                          | X                                                                                                                                                            |     |
| (b)                                     | Under the laws of what State or Country is the controlling corporation organized? ➤ See Exhibit <u>1</u> .                                                                                                                                                                                                |                                                                                                                                                              |     |
| (c)                                     | Is more than one-fourth of capital stock of such corporation owned of record or may it be voted by aliens, their representatives, or by a foreign government or representative thereof, by any corporation organized under the laws of a foreign country? ➤                                               |                                                                                                                                                              | X   |
| (d)                                     | Is any director or officer of the controlling corporation an alien? If "YES", in Exhibit _____, give name and position of each. ➤                                                                                                                                                                         |                                                                                                                                                              | X   |
| (e)                                     | Is the above described controlling corporate in turn a subsidiary? If "YES", attach additional sheets answering questions 18(a) to 18(e), inclusive, for each corporation to and including the organization having final control. See Exhibit <u>3</u> . ➤                                                | X                                                                                                                                                            |     |
| 19.                                     | If applicant is an unincorporated association, answer 19(a) to 19(c):                                                                                                                                                                                                                                     |                                                                                                                                                              | N/A |
| (a)                                     | In Exhibit _____, describe purpose of association and provide number of members in the association.                                                                                                                                                                                                       |                                                                                                                                                              | N/A |
| (b)                                     | Attach as Exhibit _____ a certified copy of the Articles of Association if not heretofore filed with the Commission. If previously filed, state date and FCC Division: ➤                                                                                                                                  |                                                                                                                                                              | N/A |
| (c)                                     | Are any members aliens? If "YES", in Exhibit _____, give names and position of each. ➤                                                                                                                                                                                                                    |                                                                                                                                                              | N/A |
| 20(a)                                   | Is assignee personally familiar with the Commission's rules governing the service which are the subject of this application? ➤                                                                                                                                                                            | X                                                                                                                                                            |     |
| (b)                                     | Has assignee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's rules? ➤                                                                                                                                    | X                                                                                                                                                            |     |
| 21(a)                                   | State assignee's relation to assignor, station or license:<br><input type="checkbox"/> Pro Forma Assignment <input type="checkbox"/> Manager<br><input type="checkbox"/> Lessee <input type="checkbox"/> Financier<br><input checked="" type="checkbox"/> Other (See Exhibit <u>1</u> ).                  | (b) Identify ultimate parent corporation, if assignee is a subsidiary and give names and addresses of controlling individuals.<br><br>See Exhibit <u>3</u> . |     |
| (c)                                     | Attach as Exhibit <u>1</u> a copy of the agreement showing assignee's interest in station, if not on file with the Commission. If previously filed, state date and FCC Division: ➤                                                                                                                        |                                                                                                                                                              |     |
| (d)                                     | Attach as Exhibit <u>1</u> a statement of the nature of assignee's interest in use and control of station, if assignee is not lessee, or if this is not a pro forma assignment.                                                                                                                           |                                                                                                                                                              |     |
| 22.                                     | Will assignee have absolute control of station, both as to physical operation and service provided? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO<br>If "NO", attach as Exhibit _____, a copy of any contract which may affect assignee's right to do so.                           |                                                                                                                                                              |     |
| 23.                                     | Attach as Exhibit <u>1</u> a statement showing assignee's financial responsibility with respect to construction and/or operation of station.                                                                                                                                                              |                                                                                                                                                              |     |
| 24.                                     | Attach as Exhibit <u>1</u> a statement indicating whether stock is to be sold for purpose of raising money to construct and/or operate station.                                                                                                                                                           |                                                                                                                                                              |     |
| 25.                                     | Attach as Exhibit <u>1</u> a statement explaining how the construction and/or operation of the station will be in the public convenience, interest, or necessity.                                                                                                                                         |                                                                                                                                                              |     |
| 26.                                     | The assignor's most recent applications for authorization are to be considered as part of this application, and the truth of the statements therein contained is hereby reaffirmed by the assignee, except insofar as the contrary expressly appears herein, and in the following particulars:<br><br>N/A |                                                                                                                                                              |     |

27. **CERTIFICATION:** The applicant 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 that written consent be granted to assign the authorizations herein mentioned to him(her). The assignee assumes all the obligations and agrees to abide by all the conditions imposed upon the assignor under the subject authorization except that he/she shall not be liable for any act done by, or any right accrued or any suit or proceeding had or commenced against, the assignor prior to said assignment. Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

I certify that the statements made in PART II are true, complete, and correct to the best of my knowledge and belief.

**WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001) AND/OR REVOCATION OF ANY AUTHORIZATION (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).**

|                                                                                                                  |                                                                                                                                                                                                                    |
|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Typed Name of Person Signing<br>Wayne Watts                                                                      | <input type="checkbox"/> Individual Applicant<br><input type="checkbox"/> Member of Applicant Partnership<br><input checked="" type="checkbox"/> Officer of Applicant LLC<br><del>Corporation or Association</del> |
| Signature  Date <u>5/3/00</u> |                                                                                                                                                                                                                    |