

WILKINSON) BARKER) KNAUER) LLP

ORIGINAL

2300 N STREET, NW
SUITE 700
WASHINGTON, DC 20037-1128
TEL 202.783.4141
FAX 202.783.5851
www.wbklaw.com

CATHERINE C. BUTCHER
(202) 383-3404
cbutcher@wbklaw.com

May 4, 2000

Federal Communications Commission
Experimental Radio Services
P.O. Box 358320
Pittsburgh, PA 15251-5320

c/o Wholesale Lockbox Shift Supervisor
Mellon Bank, Three Mellon Bank Center
525 William Penn Way, 27th Floor, Rm. 153-2713
Pittsburgh, PA 15259-0001

Re: *Application (Form 703) for Transfer of Control of BellSouth Personal
Communications, Inc. from BellSouth Corporation to Alloy LLC*

ATTN: Office of Engineering and Technology, Experimental Licensing Branch

Dear Sir/Madam:

Enclosed please find for filing an original paper and two copies of an application (FCC Form 703), which is part of a group of applications, seeking Commission consent to transfer control and/or assign licenses which are ultimately held by BellSouth Corporation ("BellSouth") and SBC Communications Inc. to Alloy LLC. The instant application involves an Experimental Radio Service license controlled by BellSouth.

The application is accompanied by an FCC Form 159 and a check made payable to the Federal Communications Commission for \$45.00 for the prescribed filing fee (Fee Code EAE). Any questions regarding this application may be addressed to the undersigned.

Sincerely,

WILKINSON BARKER KNAUER, LLP



By: L. Andrew Tollin
Catherine C. Butcher

Enclosures