

FEDERAL COMMUNICATIONS COMMISSION

Washington, D. C. 20554

August 5, 1998

OFFICE OF
MANAGING DIRECTOR

RECEIVED

OCT - 8 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Mr. & Mrs. Wayne Morgan
Greenacres TV Cable
85 Cordell Lane
Coos Bay, OR 97420

Re: Request for Waiver of Regulatory Fees

Dear Mr. & Mrs. Morgan:

This letter is in response to your request for reconsideration of a denial of your prior request for a waiver of the Fiscal Year (FY) 1997 regulatory fee filed on behalf of Greenacres TV Cable, Coos Bay, Oregon. You assert that the fee should have been waived because of financial hardship, and in support of your request you submitted the Schedule C from the 1996 income tax form filed by Wayne Morgan. The original request was denied because of the deduction claimed for depreciation, which we found represented income available to pay the regulatory fee.

The Commission considers that if a system is operating at a deficit, the fee payment will take away from funds which are used to operate the system. However, any profit, payments to principals, and tax deductions, such as depreciation, which do not require monetary outlays, are considered funds available to pay the fee, because they can be paid out of funds not being devoted to the operation of the facilities. The fact that a cable system or broadcast entity may not have sufficient revenues to provide the sole source of income for its principals, is not a basis for a reduction or waiver of the fees.

A review of your reconsideration request did not discover any additional financial information that would document your inability to pay the FY 1997 regulatory fee of \$72.00, therefore, your request for reconsideration is denied.

In answer to your concern that "regulatory fees will not be charged where payment of the regulatory fee along with the waiver or reduction request could result in the reduction of service to a community or other financial hardship to the regulatee or licensee", the following is submitted. This statement refers to those requestors who are requesting a deferment of the regulatory fee until a decision is reached regarding the waiver request. All deferments are granted for a period of six months following the date that the fee is initially due (See 47 CFR, Section 1.1166 of the Commission's Rules). The deferral/waiver request must be supported by documentation of the financial hardship. In this instance, a deferral was not requested, therefore, this statement does not apply. The language concerning reduction in service is limited to the ability of a cable system to support the service provided to the community.

To answer your question concerning future regulatory fees, waivers based on economic hardship are granted on an annual basis. They are predicated on economic factors which are subject to change. All waivers are granted for the year in question, and any subsequent years must be supported by new information that can be used to determine that the situation remains unchanged. If Greenacres experiences financial hardship in FY 1998, you may submit a new request for waiver of the regulatory fees along with the required supporting documentation.

Payment of the FY 1997 regulatory fee of \$72.00 for Greenacres TV Cable is now due. The \$72.00 should be filed along with the enclosed FCC Form 159 (Remittance Advice) within 30 days from the date of this letter. You are cautioned that failure to submit payment as required will result in a 25% penalty and the initiating of a proceeding to recover the fees pursuant to the provisions of the Debt Collection Act.

If you have any questions concerning the fee payment, please contact the Chief, Fee Section at (202) 418-1995.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark Reger", written in a cursive style.

Mark Reger
Chief Financial Officer

Enclosure

Greenacres T.V. Cable
85 Cordell Lane.
Coos Bay OR. 97420

May 29, 1998

Mr. Jerry Remson
Federal Communications Commission
1919 M. ST. N.W. Rm. 610
Washington D.C. 20554

Re: Request for Waiver of Regulatory Fee's 1997

Dear Mr. Remson;

This is to follow up our previous phone conversation concerning the F.C.C.'s denial in granting us a waiver of 1997 regulatory fees.

In our conversation you spoke of the fact that we claimed a depreciation of \$15,000.00 on our income tax form for 1996. This money was used to purchase equipment for adding more channels to our system. In a system as small as ours, (130 homes) it is very important to be able to depreciate and perfectly legal.

I also spoke to you about having an outside job and doing some contracting work. Without this income we could never have purchased the equipment shown in the depreciation section of our 1996 income taxes. As we have stated no income was paid to us whatsoever from this business. I mentioned on the phone that we never dreamed that a profit of \$239.00 would be considered substantial enough to require us to pay cable regulatory fees so we didn't separate outside contracting income, now we have and show a business loss of \$12,774.59 (complete cable accounts receivable enclosed for entire year of 1996).

This is not a hotel or large mobile home park, it is a mountainous area practically devoid of local broadcast signals requiring us to utilize over eight miles of trunk line. We have quite a number of our own poles in the system but enclosed is a bill from Pacific Power and Light for pole contacts to substantiate the geographic area our system covers.

Pole rental to Pacific Power comes to \$1,035.44 per year which has almost doubled in the last few years. ESPN alone costs us over \$1.00 per month per subscriber.

It greatly disturbs us having to request, for a second time, a waiver of 1997 Regulatory fees when it should be obvious that were not making any profit and probably no one with a cable system spread out such as ours ever could make much.

We can not compete with the new satellite systems available. Our only draw comes from people wanting local programming. We carry five local channels plus Oregon Public Broadcasting.

We don't have any money to pay Regulatory fees and we can no longer justify pulling it from our household income which is derived from other sources. As we have said we will await your reply and if our request is refused we will enclose a copy to each of our subscribers with system closure notification.

We have another concern that needs to be addressed. F.C.C. documents state that regulatory fees will not be charged if: "Where payment of the regulatory fee along with the waiver or reduction request could result in the reduction of service to a community or other financial hardship to the regulatee or licensee". According to United States Government figures a family of four (that's us) is considered to be poverty level at \$16,450.00. The F.C.C., in thinking we made a \$239.00 profit, disregarding what it says in its own document, believes that we gained enough profit so that this fee wouldn't be a financial burden to us.

We believe that the means to handle a situation such as this is definitely incorporated into the Cable Regulatory guide lines, and that when the legislature enacted this law their intentions were to prevent cable companies from gouging the public not to force the small operator out of business.

Small systems such as ours were generated because of a need for local broadcast signals in rural areas between cities. Larger cable systems refused to provide service because the homes are spread out to far and there is no possibility for them to make the profit margins they're accustomed to.

We need to know where we stand now and in the future concerning regulatory fees so that we can make an informed decision on the future of our business. A low power Spanish station is now being broadcast in our area and we have postponed purchasing the equipment necessary for addition of it to our system until we know the answer to our requests.

Sincerely,

Wayne and Anthonia Morgan

Wayne Morgan
Anthonia Morgan

cc Rep. Peter Defazio
Sen. Gordon Smith
Sen. Ron Wyden

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

March 31, 1998

OFFICE OF
MANAGING DIRECTOR

Ms. Anthonia Morgan
Greenacres T.V. Cable
85 Cordell Ln.
Coos Bay, OR 97420

Re: Request for Waiver of Regulatory Fee

Dear Ms. Morgan:

This is in response to your request for a waiver of the Fiscal Year (FY) 1997 regulatory fee filed on behalf of Greenacres T.V. Cable, Coos Bay, Oregon. You argue that the fee should be waived because of financial hardship and in support of your request you submitted the schedule C from the 1996 income tax form filed by Wayne Morgan.

In establishing its regulatory fee program, the Commission recognized that in certain instances payment of a regulatory fee may impose an undue financial hardship upon a licensee. Thus, the Commission decided to grant waivers or reductions of its regulatory fees in those instances where a "petitioner presents a compelling case of financial hardship." Implementation of Section 9 of the Communications Act, 9 FCC Rcd 5333, 5346 (1994), reconsideration granted, 10 FCC Rcd 12759 (1995).

The Commission considers the regulatory fee as an obligation to be paid as any other financial obligation of the regulatee. In determining whether a licensee has sufficient revenues to pay its regulatory fees, the Commission relies upon a licensee's cash flow, as opposed to the entity's profits. Thus, although deductions for amortization and depreciation, which do not affect cash flow, and payments to principals, reduce gross income for tax purposes, those deductions also represent money which is considered to be available to pay the regulatory fee.

The Schedule C shows that Greenacres had a small profit, and that it claimed a deduction for "[d]epreciation and section 179 expense" in excess of \$15,000. Thus, it appears that Greenacres was able to generate sufficient income to pay the regulatory fee, and it has not established a compelling showing of financial hardship warranting a waiver of the fee.

Ms. Morgan

2

Accordingly, Greenacres FY 1997 regulatory fee of \$72.00 is now due. Greenacres should submit the fee together with a completed copy of FCC Form 159 (copy enclosed), within 30 days from the date of this letter. If you have any questions concerning the fees, please contact the Chief, Fee Section at (202) 418-1995.

Sincerely,


Thomas M. Holleran
Acting Associate Managing
Director for Operations

Enclosure

RECEIVED

SEP - 8 1997

FCC MAIL ROOM

SEP 10 1997
SEP 10 1997
September, 02, 1997

Greenacres T.V. Cable
85 Cordell Lane
Coos Bay OR, 97420

Re: Request for Waiver of Regulatory Fees [FY1997].

3 Inclusions.

[1] FCC form 159.

[2] Letter of Request of Waiver.

[3] Copy of 1996 Income Tax form schedule C [1040].

It is felt that this information in itself should sufficiently show compelling evidence for the need of a Waiver of FY 1997 Cable Regulatory Fees.

If additional information is required please contact us at the above address.

Thank you,

Anthonia J. Morgan

Anthonia J. Morgan

INSTRUCTIONS CAREFULLY
PROCEEDING

APPROVED BY OMB 3060-0559

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

SPECIAL USE

FCC USE ONLY

LOCKBOX #

PAGE NO. ____ OF ____

SECTION A - PAYER INFORMATION

(1) PAYER NAME (PRINT NAME) Anthony Jean Morgan

(2) TOTAL AMOUNT PAID (amount and cents) \$

(4) STREET ADDRESS LINE NO. 1
85 Cordell Lane Coos Bay ORE 97420

(5) STREET ADDRESS LINE NO. 2

(6) CITY Coos Bay (7) STATE OR (8) ZIP CODE 97420

(9) DAYTIME TELEPHONE NUMBER (include area code) 541-267-4788 (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)

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

(14) CITY (15) STATE (16) ZIP CODE

(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

(11A) FCC CALL SIGN/OTHER ID <u>20458</u> CODE 1	(20A) PAYMENT TYPE CODE (PTC) <u>T O C 7</u>	(21A) QUANTITY <u>135</u>	(22A) FEE DUE FOR (PTC) IN BLOCK 20A <u>\$72.00</u>	FCC USE ONLY
(11B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY
(11C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	FCC USE ONLY
(11D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	FCC USE ONLY

(23B) FCC CODE 3
Greenacres TV. Cable

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(24) PAYER TIN 0930905289 (25) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-1
APPLICANT TIN 0

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, Anthony Jean Morgan, 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 Anthony Jean Morgan

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

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

August 6, 1998

OFFICE OF
MANAGING DIRECTOR

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OCT - 8 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Mr. Calais Guglielmi
President
MFB, Inc.
P.O. Box 1043
Newburgh, New York 12551-1043

Re: Request for Waiver of Regulatory Fee
Fee Control # 9709238835020002
Fee Paid: \$220

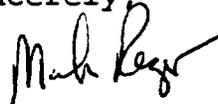
Dear Mr. Guglielmi:

This is in response to your request, dated January 5, 1998, for waiver and refund of the Fiscal Year (FY) 1997 regulatory fee for LPTV station W23AD. You argue that the station is silent pursuant to authority from the Commission.

While the Commission will waive regulatory fees for stations which are dark pursuant to Commission authorization, a search of the Commission's data base indicates that W23AD has been operating continuously since May 1997. Thus, if your station is dark, it is without authority from the Commission. Accordingly, your waiver request is denied. If you have written authorization from the Commission, you may refile your waiver request with a copy of such authorization.

If you have any questions concerning the regulatory fees, please call the Chief, Fee Section, at (202) 418-1995.

Sincerely,



Mark Reger
Chief Financial Officer

4709238835020002

JERRY

MFB, Inc.

P.O. Box 1043, Newburgh, New York 12551-1043

Tel: 914-569-0386

5 January, 1996

Federal Communications Commission
Tom Putnam, Managing Director
1919 M Street, NW
Washington, DC 20554

Re: Request for Waiver of Regulatory Fee Applied to LPTV License of Station W23AD

Via fax

Dear Mr. Putnam,

MFB, Inc. currently holds a license for W23AD. In addition, we have a valid construction permit and permission to be silent/dark pursuant to temporary authority granted by the Commission. We recently entered into a Lease Management Agreement with another broadcast company and are currently are currently building the stations as per the FCC LPTV code requirements.

Therefore, respectfully request that the Regulatory Fee described in FCC Public Notice #75818 (August 1, 1997, Payment Type Code V.97) be waived according to Section 9 of the Communications Act, 10 FCC Rcd 12759, 12762 - 15 (1995), the Commission, noting that dark, non-operational stations are generally either without or with greatly reduced revenues, determined that imposition of a regulatory fee would be an impediment to the restoration of service and that the regulatory fees assessed for stations that are dark would be waived.

Your consideration would be greatly appreciated.

Best regards,

James G. Giam, President
MFB, Inc.

EW:JG
Enclosed

Payment Transactions Detail Report

Date: 2/3/98

BY: FEE CONTROL NUMBER

Fee Control Number	Payor Name	Account Number	Received Date
9709238835020002	ICBC CORP	FCC2010760	09/19/97

1150 CONNECTICUT AVENUE NW

WASHINGTON DC 20036

Payment Amount	Current Balance	Seq Num	Payment Type Code	Quantity	Callsign Other Id	Applicant Name	Applicant Zip	Bad Check	Detail Amount	Trans Code	Payment Type
\$220.00	\$220.00	1	MLP7	1	W23AD	MFB INC	20036		\$220.00	1	PMT
Total									\$220.00		

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

June 30, 1998

OFFICE OF
MANAGING DIRECTOR

RECEIVED

OCT - 8 1998

Jennifer P. Brovey, Esquire
Skadden, Arps, Slate, Meagher
& Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Fee Control # 9711198310053007
File No. 00447CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS1, Inc. (GWI 1) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS1, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 1 filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. You state that as a result of its filing with the Bankruptcy Court and by operation of law, GWI 1 is transacting business as a debtor-in-possession. Thus, GWI 1 filed its application for involuntary pro forma assignment of its C block authorization.

Section 1.1117 of the Commission's rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). Section 1.1117 further requires that an applicant seeking waiver of the filing fee requirement include the applicable fees with its waiver request, and also provides that the fee will be returned if the waiver is granted. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1989, 5 FCC Rcd 3558, 3572-73 (1990).

We find that GWI 1's filing of the petition for bankruptcy and status as a debtor-in-possession demonstrate good cause for waiver of the filing fees associated with its application for involuntary assignment. Cf. Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees).

Jennifer P. Brovey, Esquire

2.

Accordingly, your request is granted. A check, made payable to the maker of the original check and drawn in the amount of \$45.00, will be sent to you at the earliest practicable time. If you have any questions concerning this refund, please contact the Chief, Fee Section, at (202) 418-1995.

Sincerely,



Thomas M. Holleran
Acting Associate Managing
Director - Financial Operations

Payment Transactions Detail Report

Date: 6/12/98

BY: FEE CONTROL NUMBER

Fee Control Number	Payor Name	Account Number	Received Date
9711198310053007	SKADDEN ARPS SLATE MEAGHER & F 1440 NEW YORK AVENUE	FCC2087957	11/18/97

WASHINGTON DC 20005

Payment Amount	Current Balance	Seq Num	Payment Type Code	Quantity	Callsign Other Id	Applicant Name	Applicant Zip	Bad Check	Detail Amount	Trans Code	Payment Type
\$45.00	\$45.00	1	PATM	1	KNLF566	GWI PCS1 INC	75231		\$45.00	1	PMT
Total	T								\$45.00		

9711198310053007

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000
FAX: (202) 393-5760

DIRECT DIAL
(202) 371-7053
DIRECT FAX
(202) 371-7996

FIRM/AFFILIATE OFFICES

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January 8, 1998

Via Hand Delivery

Andrew S. Fishel, Managing Director
Office of Managing Director
Federal Communications Commission
1919 M Street, N.W. Room 852
Washington, D.C. 20554

RECEIVED

JAN - 8 1998

Federal Communications Commission
Office of Secretary

Re: GWI PCS1, Inc.
File No. 00447CWL96
Request for Refund

Dear Mr. Fishel:

GW I PCS1, Inc., by counsel, hereby requests a refund in the amount of \$45 for the fee it submitted on November 18, 1997 in connection with its application for the involuntary *pro forma* assignment of its PCS C block authorization from GW I PCS1, Inc. to GW I PCS1, Inc. Debtor-in-Possession. It has been brought to GW I PCS1, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GW I PCS1, Inc. respectfully requests a refund. We have enclosed a copy of the above-referenced application, including a copy of the FCC Form 159 filed therewith. Please make the refund payable to General Wireless, Inc.

Sincerely,

Jennifer P. Brovey

Jennifer P. Brovey
Counsel for GW I PCS1, Inc.

Enclosures

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000
FAX: (202) 393-5760

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DIRECT DIAL
(202) 371-7288
DIRECT FAX
(202) 371-7096

November 18, 1997

Via Hand Delivery

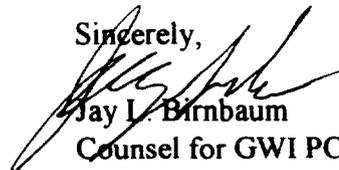
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS1, Inc., KNLF566
Market B404; San Francisco, CA BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00447CWL96

Dear Mr. Caton:

GW I PCS1, Inc., by counsel, hereby file an original hard copy and three (3) microfiche copies of an FCC Form 490, Application for Assignment of Authorization, under Part 24 of the FCC's rules. GW I PCS1, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS1, Inc. to GW I PCS1, Inc. Debtor-in-Possession. If you have any questions, please contact the undersigned at (202) 371-7288.

Sincerely,



Jay L. Birnbaum
Counsel for GW I PCS1, Inc.

Enclosures

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3080-0319
Expires 10/31/97
Est. Avg. Burden Hours
Per Response 3 Hrs

FCC Use Only
(File Number)

Application for Assignment of Authorization
or Consent to Transfer of Control of Licensee **RECEIVED**

Commercial Mobile Radio Services
Rural Radiotelephone Service

JAN - 8 1998

FCC Use Only

Federal Communications Commission
Office of Secretary
FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
PATM	1	\$45.00	\$ 45.00	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor GWI PCS1, INC.		T2. Voice Telephone Number (214)265-2550	
T3. Assumed Name Used for Doing Business (# any)		T4. Fax Telephone Number (214)265-2570	
T5. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T6. City Dallas		T7. State TX	T8. Zip Code 75231

T9. Name of Contact Representative (# other than Assignor or Transferor) Roger D. Linquist		T10. Voice Telephone Number (214)265-2550	
T11. Firm or Company Name General Wireless, Inc.		T12. Fax Telephone Number (214)265-2570	
T13. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T14. City Dallas		T15. State TX	T16. Zip Code 75231

TYPE OF TRANSACTION

T17. This application requests (A) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O) <u>See Exhibit 1</u> <u>Sale or other transfer or assignment of stock</u> <u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (I) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (Y) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (N) <u>Yes</u> <u>No</u>

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee Same as items T41 - T48		T34. Voice Telephone Number ()	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number ()	
T37. Mailing Street Address or P.O. Box			
T38. City		T39. State	T40. Zip Code

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee GWI PCS1, Inc. as Debtor-in-Possession		T42. Voice Telephone Number (214) 265-2550	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (214) 265-2570	
T45. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T46. City Dallas		T47. State TX	T48. Zip Code 75231

ALIEN OWNERSHIP

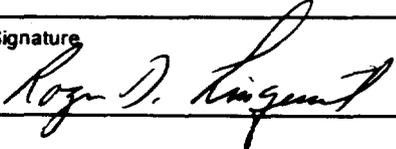
T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T50. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T51. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee a corporation of which any officer or director is an alien or 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?	(N)	Yes	No
T53. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or 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?	(N)	Yes	No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

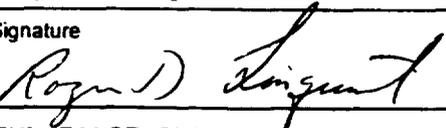
BASIC QUALIFICATIONS

T54. Has the assignor or transferor, 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?	(N) <u>Yes</u> <u>No</u>
T55. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T56. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, 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?	(N) <u>Yes</u> <u>No</u>
T57. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>
T58. Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee 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. § 862, because of a conviction for possession or distribution of a controlled substance? <small>• See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</small>	(Y) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.	
T59. Typed Name of Person Signing Roger D. Linquist	T60. Title President & Chief Executive Officer
T61. Signature 	T62. Date November 13, 1997

ASSIGNEE OR TRANSFEREE CERTIFICATION

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. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon 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 or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.	
T63. The assignee or transferee is a (an) (<input checked="" type="radio"/>) Individual <input type="radio"/> Unincorporated Association <input type="radio"/> Partnership <input type="radio"/> Corporation	
T64. Typed Name of Person Signing Roger D. Linquist	T65. Title President & Chief Executive Officer
T66. Signature 	T67. Date November 13, 1997
WILLFUL FALSE STATEMENTS MADE ON THIS FORM 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 Form 490
GWI PCS1, Inc.
Exhibit 1
Page 1 of 1

EXHIBIT 1

GWI PCS1, Inc., pursuant to 47 C.F.R. § 24.839, submits this application for the involuntary, pro forma assignment of its PCS C block license for Market B404 - San Francisco BTA, Station KNL566. On October 20, 1997, GWI PCS1, Inc. filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. See Case No. 97-39676-SAF-11, attached. As a result and by operation of law, GWI PCS1, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS1, Inc. requests that the Commission grant the application for the assignment of GWI PCS1, Inc.'s license from GWI PCS1, Inc. to GWI PCS1, Inc. Debtor-in-Possession.

Ownership information for GWI PCS1, Inc. is reflected in the attached FCC Form 430.

LICENSEE QUALIFICATION REPORT

INSTRUCTIONS:

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office GWI PCS1, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231	2. (Area Code) Telephone Number (214) 265-2550
4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	3. If this report supersedes a previously filed report, specify its date N/A
5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware	6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee: Part 24: Personal Communications Services

7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, 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 other means of unfair methods of competition? If "YES", attach as Exhibit II a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? If "YES", attach as Exhibit III a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to in Items 7(b) and 7(c)? If "YES", attach as Exhibit IV a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:

9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners: N/A	(b) Is individual or each member of a partnership a citizen of the United States? <input type="checkbox"/> YES <input type="checkbox"/> NO N/A
	(c) Is individual or any member of a partnership a representative of an alien or of a foreign government? <input type="checkbox"/> YES <input type="checkbox"/> NO N/A

If Filer is a corporation, answer the following and Item 11:

10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VI

(b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

See Exhibit VII

(c) Is the Filer directly or indirectly controlled by any other corporation?

YES NO

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.

See Exhibit VIII

(d) Is any officer or director of the Filer an alien?

YES NO

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

YES NO

(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof.

YES NO

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that 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 501 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.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM 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).

Filer (must correspond with that shown in Item 1)

GWI PCS1, Inc.

Typed or Printed Name

Roger D. Linquist

Signature

Title

President

Date

11/17/97

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to donway@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control

FCC Form 430
GWI PCS1, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS1, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Exhibit VII

The officers and directors of GWI PCS1, Inc. are as follows:

Officers

Roger D. Linquist
President
6929 Vassar Ave.
Dallas, TX 75205

Dennis Spickler
Vice President of Finance
926 Turnberry Lane
Southlake, TX 76092

John R. Lister
Vice President/General Manager
Northern California Region
1208 Monterey Circle
Plano, TX 75075

Directors

Roger D. Linquist
6929 Vassar Ave.
Dallas, TX 75205

John R. Lister
1208 Monterey Circle
Plano, TX 75075

Albert S. Loverde
5316 Trowbridge Drive
Dunwoody, GA 30338

Dennis Spickler
926 Turnberry Lane
Southlake, TX 76092

Exhibit VIII

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS1, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Those stockholders owning of record and/or voting 10% or more of General Wireless, Inc.'s voting stock, as calculated on a fully diluted basis, are as follows:

Roger D. Linqvist 6929 Vassar Ave. Dallas, TX 75205 U.S. Citizen 35.94% voting stock 14.99% nonvoting stock	C. Boyden Gray 1534 28 th St., N.W. Washington, DC 20007 U.S. Citizen 16.70% voting stock 2.80% nonvoting stock
--	---

The president and directors of General Wireless, Inc. are as follows:

Roger D. Linqvist (president and director) 6929 Vassar Ave. Dallas, TX 75205	Robert G. Barrett 200 Portland Street Boston, MA 02114
Ralph M. Baruch 1775 Broadway New York, NY 10019	C. Boyden Gray 1534 28 th St. N.W. Washington, DC 20007
Joseph T. McCullen, Jr. One Liberty Square Boston, MA 02109	Arthur Patterson One Palmer Square Princeton, NJ 08542
John Sculley 90 Park Avenue New York, NY 10016	

Form 1. VOLUNTARY PETITION

UNITED STATES BANKRUPTCY COURT		VOLUNTARY PETITION				
NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION						
IN RE (NAME OF DEBTOR) - IF INDIVIDUAL, ENTER LAST, FIRST, MIDDLE GWI PCS I, INC.	NAME OF JOINT DEBTOR (SPOUSE) (LAST, FIRST, MIDDLE)					
ALL OTHER NAMES USED BY THE DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN, AND TRADE NAMES)	ALL OTHER NAMES USED BY THE JOINT DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN AND TRADE NAMES) 397-39676-SAF-11					
SOC. SEC./TAX I.D. NO. (IF MORE THAN ONE, STATE ALL) 75-2695069	SOC. SEC. TAX I.D. NO. (IF MORE THAN ONE, STATE ALL)					
STREET ADDRESS OF DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE) 8144 WALNUT HILL LANE, STE. 600 DALLAS, TEXAS 75231	STREET ADDRESS OF JOINT DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE)					
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS DALLAS	COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS					
MAILING ADDRESS OF DEBTOR (IF DIFFERENT FROM STREET ADDRESS)	MAILING ADDRESS OF JOINT DEBTOR (IF DIFFERENT FROM STREET ADDRESS)					
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (IF DIFFERENT FROM ADDRESS LISTED ABOVE)	VENUE (CHECK ONE BOX)					
	<input type="checkbox"/> DEBTOR HAS BEEN DOMICILED OR HAS HAD A RESIDENCE, PRINCIPAL PLACE OF BUSINESS, OR PRINCIPAL ASSETS IN THIS DISTRICT FOR 180 DAYS IMMEDIATELY PRECEDING THE DATE OF THIS PETITION OR FOR A LONGER PART OF SUCH 180 DAYS THAN IN ANY OTHER DISTRICT. <input type="checkbox"/> THERE IS A BANKRUPTCY CASE CONCERNING DEBTOR'S AFFILIATE, GENERAL PARTNER OR PARTNERSHIP PENDING IN THIS DISTRICT.					
INFORMATION REGARDING DEBTOR (CHECK APPLICABLE BOXES)						
TYPE OF DEBTOR <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> JOINT (HUSBAND & WIFE) <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> OTHER _____ NATURE OF DEBT <input type="checkbox"/> NON-BUSINESS/CONSUMER <input checked="" type="checkbox"/> BUSINESS-COMplete A & B Below A. TYPE OF BUSINESS (CHECK ONE) <input type="checkbox"/> FARMING <input type="checkbox"/> PROFESSIONAL <input type="checkbox"/> RETAIL/WHOLESALE <input type="checkbox"/> RAILROAD <input type="checkbox"/> TRANSPORTATION <input type="checkbox"/> MANUFACTURING/ MINING <input type="checkbox"/> STOCKBROKER <input type="checkbox"/> COMMODITY BROKER <input type="checkbox"/> CONSTRUCTION <input type="checkbox"/> REAL ESTATE <input checked="" type="checkbox"/> OTHER BUSINESS B. BRIEFLY DESCRIBE NATURE OF BUSINESS WIRELESS COMMUNICATIONS	CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (CHECK ONE BOX) <input type="checkbox"/> CHAPTER 7 <input type="checkbox"/> CHAPTER 9 <input checked="" type="checkbox"/> CHAPTER 11 <input type="checkbox"/> CHAPTER 12 <input type="checkbox"/> CHAPTER 13 <input type="checkbox"/> SEC. 304 - CASE ANCILLARY TO FOREIGN PROCESSING FILING FEE (CHECK ONE BOX) <input checked="" type="checkbox"/> FILING FEE ATTACHED <input type="checkbox"/> FILING FEE TO BE PAID IN INSTALLMENTS. (APPLICABLE TO INDIVIDUALS ONLY) MUST ATTACH SIGNED APPLICATION FOR THE COURT'S CONSIDERATION CERTIFYING THAT THE DEBTOR IS UNABLE TO PAY FEE EXCEPT IN INSTALLMENTS. RULE 1006(b). SEE OFFICIAL FORM NO. 3.					
	NAME AND ADDRESS OF LAW FIRM OR ATTORNEY ANDREWS & KURTH L.L.P. 1717 MAIN STREET, STE. 3700, DALLAS, TX 75201 TELEPHONE NO. 214-659-4400					
	NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR (PRINT OR TYPE NAME) DEBORAH L. SCHRIER-RAPE <input type="checkbox"/> DEBTOR IS NOT REPRESENTED BY AN ATTORNEY					
STATISTICAL/ADMINISTRATIVE INFORMATION (U.S.C. § 604) <small>(Estimates only) (Check applicable boxes)</small>						
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.						
ESTIMATED NUMBER OF CREDITORS:						
1-15 <input checked="" type="checkbox"/>	16-49 <input type="checkbox"/>	50-99 <input type="checkbox"/>	100-199 <input type="checkbox"/>	200-999 <input type="checkbox"/>	1000-Over <input type="checkbox"/>	
ESTIMATED ASSETS (in thousands of dollars)						
Under 50 <input type="checkbox"/>	50-99 <input type="checkbox"/>	100-499 <input type="checkbox"/>	500-999 <input type="checkbox"/>	1000-9999 <input type="checkbox"/>	10 000-99 999 <input type="checkbox"/>	100 000 over <input type="checkbox"/>
ESTIMATED LIABILITIES (in thousands of dollars)						
Under 50 <input type="checkbox"/>	50-99 <input type="checkbox"/>	100-499 <input type="checkbox"/>	500-999 <input type="checkbox"/>	1000-9999 <input type="checkbox"/>	10 000-99 999 <input type="checkbox"/>	100 000 over <input type="checkbox"/>
EST. NO. OF EMPLOYEES - CH. 11 & 12 ONLY						
0 <input checked="" type="checkbox"/>	1-19 <input type="checkbox"/>	20-99 <input type="checkbox"/>	100-199 <input type="checkbox"/>	1000-over <input type="checkbox"/>		
EST. NO. OF EQUITY SECURITY HOLDERS - CH. 11 & 12 ONLY						
0 <input type="checkbox"/>	1-19 <input checked="" type="checkbox"/>	20-99 <input type="checkbox"/>	100-999 <input type="checkbox"/>	500-over <input type="checkbox"/>		

Name of Debtor: GWI PCS 1, Inc

Case No _____

FILING OF PLAN

For Chapter 9, 11, 12 and 13 cases only.
Check appropriate box.

() A copy of debtor's proposed plan
dated _____ is attached.

(x) Debtor intends to file a plan within the time
allowed by statute, rule of order of the court.

PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (if more than one, attach additional sheet.)

Location Where Filed	Case Number	Date Filed

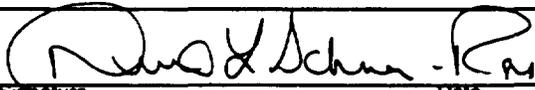
PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR (if more than one, attach additional sheet.)

Name of Debtor	Case Number	Date
Relationship	District	Judge

REQUEST FOR RELIEF

Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.

SIGNATURES

 **ATTORNEY**
 Signature: _____ Date: 10/20/97

INDIVIDUAL JOINT DEBTOR(S)

I declare under penalty of perjury that the information provided in this petition is true and correct.

Signature of Debtor

Date

Signature of Joint Debtor

Date

CORPORATE OR PARTNERSHIP DEBTOR

I declare under penalty of perjury that the information provided in this petition is true and correct and that the filing of this petition on behalf of the debtor has been authorized.


 Signature of Authorized Individual

Roger Linquist

Print or Type Name of Authorized Individual

President and CEO

Title of Individual Authorized by Debtor to File this Petition

10/20/97
Date

EXHIBIT "A" (To be completed if debtor is a corporation, requesting relief under Chapter 11.)

Exhibit "A" is attached and made a part of this petition.

TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (See P.L. 98-353 § 322)

I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under such chapter, and choose to proceed under chapter 7 of such title.
If I am represented by an attorney, Exhibit B has been completed.

Signature of Debtor _____ Date _____

Signature of Joint Debtor _____ Date _____

EXHIBIT "B" (To be completed by attorney for individual chapter 7 debtor(s) with primarily consumer debts.)

I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he, she or they) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under such chapter.

Signature of Attorney _____ Date _____

EXHIBIT "A"

[If debtor is a corporation filing under chapter 11 of the Code, this Exhibit "A" shall be completed and attached to the petition.]

[CAPTION]

EXHIBIT "A" TO VOLUNTARY PETITION

1. Debtor's employer identification number is 75-2695069.
2. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is N/A.
3. The following financial data is the latest available information and refers to debtor's condition on September 30, 1997.

a. Total assets		\$ Unknown
b. Total liabilities		\$ 473,096,711.18

	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	1	\$ 378,854,206.18
Unliquidated secured debt	_____	\$ _____

	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 40,326,016.00 +
Contingent unsecured debt	_____	\$ _____
Disputed unsecured claims	7	\$ 53,916,489.00
Unliquidated unsecured debt	_____	\$ _____
Number of shares of preferred stock	N/A	
Number of shares of common stock	100	

Comments, if any:

4. Brief description of debtor's business: Wireless Communications

Exhibit "A" Cont'd.

5. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 20% or more of the voting securities of debtor:

GWI PCS California/Florida, Inc.

6. List the names of all corporations 20% or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by debtor:

None

Affiliated Companies

GWI PCS 1, Inc.

GWI PCS 2, Inc.

GWI PCS 3, Inc.

GWI PCS 4, Inc.

GWI PCS 5, Inc.

GWI PCS 6, Inc.

GWI PCS 7, Inc.

GWI PCS 8, Inc.

GWI PCS 9, Inc.

GWI PCS 10, Inc.

GWI PCS 11, Inc.

GWI PCS 12, Inc.

GWI PCS 13, Inc.

GWI PCS 14, Inc.

**RESOLUTIONS OF THE BOARD OF
DIRECTORS OF GWI PCS 1, INC.**

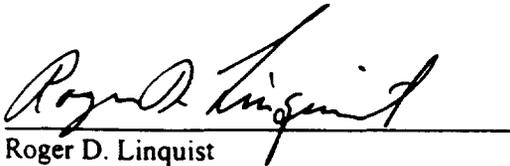
The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

“RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of this Corporation, its creditors, stockholders and other interested parties, that a restructuring be pursued and that in the event the President deems it appropriate to further the Corporation’s restructuring, it is authorized that a petition be filed by this Corporation seeking relief under the provisions of Chapter 11, title 11 of the United States Code (the “Bankruptcy Code”); and it is

FURTHER RESOLVED, that the President, any Vice President and the Treasurer of the Corporation (the “Corporation’s officers”), are hereby severally authorized and directed, on behalf of and in the name of the Corporation, to execute and verify such petition and all other documents associated therewith and cause the same to be filed, and to take such other action as is appropriate or necessary to seek relief under Chapter 11 of the Bankruptcy Code, and that the execution and verification of the petition is hereby ratified and adopted; and it is

FURTHER RESOLVED, that the Corporation’s officers be, and each hereby is, authorized and empowered in the name and on behalf of the Corporation to retain and employ all assistance by legal counsel and other experts, including, but not limited to, Andrews & Kurth, L.L.P. as the Corporation’s officers deem necessary and proper to secure for the benefit of the Corporation any and all relief to which it may be entitled under Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the President, and any other officer of the Corporation be, and they are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, petitions or instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.”



Roger D. Linquist
Chairman of the Board

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

June 30, 1998

OFFICE OF
MANAGING DIRECTOR

Jennifer P. Brovey, Esquire
Skadden, Arps, Slate, Meagher
& Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

RECEIVED

OCT - 8 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Fee Control # 9711198310053006
File No. 00410CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS2, Inc. (GWI 2) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS2, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 2 filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. You state that as a result of its filing with the Bankruptcy Court and by operation of law, GWI 2 is transacting business as a debtor-in-possession. Thus, GWI 2 filed its application for involuntary pro forma assignment of its C block authorization.

Section 1.1117 of the Commission's rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). Section 1.1117 further requires that an applicant seeking waiver of the filing fee requirement include the applicable fees with its waiver request, and also provides that the fee will be returned if the waiver is granted. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1989, 5 FCC Rcd 3558, 3572-73 (1990).

We find that GWI 2's filing of the petition for bankruptcy and status as a debtor-in-possession demonstrate good cause for waiver of the filing fees associated with its application for involuntary assignment. Cf. Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees).

Jennifer P. Brovey, Esquire

2.

Accordingly, your request is granted. A check, made payable to the maker of the original check and drawn in the amount of \$45.00, will be sent to you at the earliest practicable time. If you have any questions concerning this refund, please contact the Chief, Fee Section, at (202) 418-1995.

Sincerely,



Thomas M. Holleran
Acting Associate Managing
Director - Financial Operations

Payment Transactions Detail Report

Date: 6/12/98

BY: FEE CONTROL NUMBER

Fee Control Number	Payor Name	Account Number	Received Date
9711198310053006	SKADDEN ARPS SLATE MEAGHER & F 1440 NEW YORK AVENUE WASHINGTON DC 20005	FCC2087957	11/18/97

Payment Amount	Current Balance	Seq Num	Payment Type Code	Quantity	Callsign Other Id	Applicant Name	Applicant Zip	Bad Check	Detail Amount	Trans Code	Payment Type
\$45.00	\$45.00	1	PATM	1	KNLF558	GWI PCS2 INC	75231		\$45.00	1	PMT
Total									\$45.00		

9711198310053006

ORIGINAL

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

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LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO

DIRECT DIAL
(202) 371-7053
DIRECT FAX
(202) 371-7996

January 8, 1998

Via Hand Delivery

Andrew S. Fishel, Managing Director
Office of Managing Director
Federal Communications Commission
1919 M Street, N.W. Room 852
Washington, D.C. 20554

RECEIVED

JAN - 8 1998

Federal Communications Commission
Office of Secretary

Re: GWI PCS2, Inc.
File No. 00410CWL96
Request for Refund

Dear Mr. Fishel:

GW I PCS2, Inc., by counsel, hereby requests a refund in the amount of \$45 for the fee it submitted on November 18, 1997 in connection with its application for the involuntary *pro forma* assignment of its PCS C block authorization from GW I PCS2, Inc. to GW I PCS2, Inc. Debtor-in-Possession. It has been brought to GW I PCS2, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GW I PCS2, Inc. respectfully requests a refund. We have enclosed a copy of the above-referenced application, including a copy of the FCC Form 159 filed therewith. Please make the refund payable to General Wireless, Inc.

Sincerely,

Jennifer P. Brovey

Jennifer P. Brovey
Counsel for GW I PCS2, Inc.

Enclosures

FILE COPY

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

DIRECT DIAL
(202) 371-7288

DIRECT FAX
(202) 371-7096

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SINGAPORE
SYDNEY
TOKYO
TORONTO

November 18, 1997

Via Hand Delivery

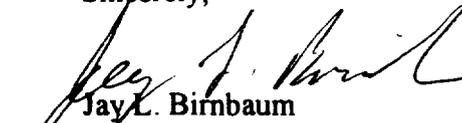
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS2, Inc., KNLF558
Market B079; Chico-Oroville, CA BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00410CWL96

Dear Mr. Caton:

GW I PCS2, Inc., by counsel, hereby file an original hard copy and three (3) microfiche copies of an FCC Form 490, Application for Assignment of Authorization, under Part 24 of the FCC's rules. GW I PCS2, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS2, Inc. to GW I PCS2, Inc. Debtor-in-Possession. If you have any questions, please contact the undersigned at (202) 371-7288.

Sincerely,


Jay L. Birnbaum
Counsel for GW I PCS2, Inc.

Enclosures

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee Same as items T41 - T48	T34. Voice Telephone Number ()	
T35. Assumed Name Used for Doing Business (if any)	T36. Fax Telephone Number ()	
T37. Mailing Street Address or P.O. Box		
T38. City	T39. State	T40. Zip Code

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee GWI PCS2, Inc. as Debtor-in-Possession	T42. Voice Telephone Number (214) 265-2550	
T43. Assumed Name Used for Doing Business (if any)	T44. Fax Telephone Number (214) 265-2570	
T45. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600		
T46. City Dallas	T47. State TX	T48. Zip Code 75231

ALIEN OWNERSHIP

T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(<u>N</u>) <u>Yes</u> <u>No</u>
T50. Is the assignee or transferee an alien or the representative of an alien?	(<u>N</u>) <u>Yes</u> <u>No</u>
T51. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(<u>N</u>) <u>Yes</u> <u>No</u>
T52. Is the assignee or transferee a corporation of which any officer or director is an alien or 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?	(<u>N</u>) <u>Yes</u> <u>No</u>
T53. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or 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?	(<u>N</u>) <u>Yes</u> <u>No</u>

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T54. Has the assignor or transferor, 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?	(N)	<u>Yes</u>	<u>No</u>
T55. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Yes</u>	<u>No</u>
T56. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, 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?	(N)	<u>Yes</u>	<u>No</u>
T57. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Yes</u>	<u>No</u>
T58. Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee 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. § 862, because of a conviction for possession or distribution of a controlled substance? <small>- See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</small>	(Y)	<u>Yes</u>	<u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.			
T59. Typed Name of Person Signing Roger D. Linquist	T60. Title President & Chief Executive Officer		
T61. Signature 	T62. Date November 13, 1997		

ASSIGNEE OR TRANSFeree CERTIFICATION

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. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon 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 or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.			
T63. The assignee or transferee is a (an) (C) <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>			
T64. Typed Name of Person Signing Roger D. Linquist	T65. Title President & Chief Executive Officer		
T66. Signature 	T67. Date November 13, 1997		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM 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).			

EXHIBIT 1

GWI PCS2, Inc., pursuant to 47 C.F.R. § 24.839, submits this application for the involuntary, pro forma assignment of its PCS C block license for Market B079 - Chico-Oroville BTA, Station KNLF558. On October 20, 1997, GWI PCS2, Inc. filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. *See* Case No. 97-39677-SAF-11, attached. As a result and by operation of law, GWI PCS2, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS2, Inc. requests that the Commission grant the application for the assignment of GWI PCS2, Inc.'s license from GWI PCS2, Inc. to GWI PCS2, Inc. Debtor-in-Possession.

Ownership information for GWI PCS2, Inc. is reflected in the attached FCC Form 430.

LICENSEE QUALIFICATION REPORT

INSTRUCTIONS:

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office GWI PCS2, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231	2. (Area Code) Telephone Number (214) 265-2550
4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	3. If this report supersedes a previously filed report, specify its date N/A
5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware	6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee: Part 24: Personal Communications Services

7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, 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 other means of unfair methods of competition? If "YES", attach as Exhibit II a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? If "YES", attach as Exhibit III a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to in Items 7(b) and 7(c)? If "YES", attach as Exhibit IV a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:

9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners: N/A	(b) Is individual or each member of a partnership a citizen of the United States? <input type="checkbox"/> YES <input type="checkbox"/> NO N/A
	(c) Is individual or any member of a partnership a representative of an alien or of a foreign government? <input type="checkbox"/> YES <input type="checkbox"/> NO N/A

If Filer is a corporation, answer the following and Item 11:

10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VI

(b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

See Exhibit VII

(c) Is the Filer directly or indirectly controlled by any other corporation?

YES NO

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.

See Exhibit VIII

(d) Is any officer or director of the Filer an alien?

YES NO

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

YES NO

(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representative(s) thereof.

YES NO

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that 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.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM 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).

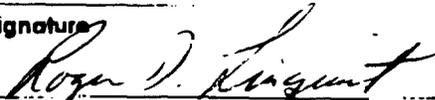
Filer (must correspond with that shown in Item 1)

GWI PCS2, Inc.

Typed or Printed Name

Roger D. Linquist

Signature



Title

President

Date

11/17/97

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995
The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to donway@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control

FCC Form 430
GWI PCS2, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS Chico, Inc. owns 100% of the voting stock of GWI PCS2, Inc. GWI PCS Chico, Inc. is a wholly owned subsidiary of General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Exhibit VII

The officers and directors of GWI PCS2, Inc. are as follows:

Officers

Roger D. Linquist
President
6929 Vassar Ave.
Dallas, TX 75205

Dennis Spickler
Vice President of Finance
926 Turnberry Lane
Southlake, TX 76092

John R. Lister
Vice President/General Manager
Northern California Region
1208 Monterey Circle
Plano, TX 75075

Directors

Roger D. Linquist
6929 Vassar Ave.
Dallas, TX 75205

John R. Lister
1208 Monterey Circle
Plano, TX 75075

Albert S. Loverde
5316 Trowbridge Drive
Dunwoody, GA 30338

Dennis Spickler
926 Turnberry Lane
Southlake, TX 76092

Exhibit VIII

GWI PCS Chico, Inc. owns 100% of the voting stock of GWI PCS2, Inc. GWI PCS Chico, Inc. is a wholly owned subsidiary of General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Those stockholders owning of record and/or voting 10% or more of General Wireless, Inc.'s voting stock, as calculated on a fully diluted basis, are as follows:

Roger D. Linqvist 6929 Vassar Ave. Dallas, TX 75205 U.S. Citizen 35.94% voting stock 14.99% nonvoting stock	C. Boyden Gray 1534 28 th St., N.W. Washington, DC 20007 U.S. Citizen 16.70% voting stock 2.80% nonvoting stock
--	---

The president and directors of General Wireless, Inc. are as follows:

Roger D. Linqvist (president and director) 6929 Vassar Ave. Dallas, TX 75205	Robert G. Barrett 200 Portland Street Boston, MA 02114
Ralph M. Baruch 1775 Broadway New York, NY 10019	C. Boyden Gray 1534 28 th St. N.W. Washington, DC 20007
Joseph T. McCullen, Jr. One Liberty Square Boston, MA 02109	Arthur Patterson One Palmer Square Princeton, NJ 08542
John Sculley 90 Park Avenue New York, NY 10016	

Form 1. VOLUNTARY PETITION

UNITED STATES BANKRUPTCY COURT		VOLUNTARY PETITION				
NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION						
IN RE (NAME OF DEBTOR) - IF INDIVIDUAL, ENTER LAST, FIRST, MIDDLE GWI PCS 2, INC	NAME OF JOINT DEBTOR (SPOUSE) (LAST, FIRST, MIDDLE)					
ALL OTHER NAMES USED BY THE DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN, AND TRADE NAMES)	ALL OTHER NAMES USED BY THE JOINT DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN AND TRADE NAMES) 397-39677-SAF-11					
SOC. SEC./TAX I.D. NO. (IF MORE THAN ONE, STATE ALL) 75-2695070	SOC. SEC. TAX/ I.D. NO. (IF MORE THAN ONE, STATE ALL)					
STREET ADDRESS OF DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE) 8144 WALNUT HILL LANE, STE. 600 DALLAS, TEXAS 75231	STREET ADDRESS OF JOINT DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE)					
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS DALLAS	COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS					
MAILING ADDRESS OF DEBTOR (IF DIFFERENT FROM STREET ADDRESS)	MAILING ADDRESS OF JOINT DEBTOR (IF DIFFERENT FROM STREET ADDRESS)					
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (IF DIFFERENT FROM ADDRESS LISTED ABOVE)	VENUE (CHECK ONE BOX)					
	<input checked="" type="checkbox"/> DEBTOR HAS BEEN DOMICILED OR HAS HAD A RESIDENCE, PRINCIPAL PLACE OF BUSINESS, OR PRINCIPAL ASSETS IN THIS DISTRICT FOR 180 DAYS IMMEDIATELY PRECEDING THE DATE OF THIS PETITION OR FOR A LONGER PART OF SUCH 180 DAYS THAN IN ANY OTHER DISTRICT. <input type="checkbox"/> THERE IS A BANKRUPTCY CASE CONCERNING DEBTOR'S AFFILIATE, GENERAL PARTNER OR PARTNERSHIP PENDING IN THIS DISTRICT.					
INFORMATION REGARDING DEBTOR (CHECK APPLICABLE BOXES)						
TYPE OF DEBTOR <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> JOINT (HUSBAND & WIFE) <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> OTHER _____ <input type="checkbox"/> CORPORATION PUBLICLY HELD <input type="checkbox"/> CORPORATION NOT PUBLICLY HELD <input type="checkbox"/> MUNICIPALITY NATURE OF DEBT <input type="checkbox"/> NON-BUSINESS/CONSUMER <input checked="" type="checkbox"/> BUSINESS-COMplete A & B BELOW A. TYPE OF BUSINESS (CHECK ONE) <input type="checkbox"/> FARMING <input type="checkbox"/> PROFESSIONAL <input type="checkbox"/> RETAIL/WHOLESALE <input type="checkbox"/> RAILROAD <input type="checkbox"/> TRANSPORTATION <input type="checkbox"/> MANUFACTURING/ MINING <input type="checkbox"/> STOCKBROKER <input type="checkbox"/> COMMODITY BROKER <input type="checkbox"/> CONSTRUCTION <input type="checkbox"/> REAL ESTATE <input checked="" type="checkbox"/> OTHER BUSINESS B. BRIEFLY DESCRIBE NATURE OF BUSINESS WIRELESS COMMUNICATIONS	CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (CHECK ONE BOX) <input type="checkbox"/> CHAPTER 7 <input type="checkbox"/> CHAPTER 9 <input checked="" type="checkbox"/> CHAPTER 11 <input type="checkbox"/> CHAPTER 12 <input type="checkbox"/> CHAPTER 13 <input type="checkbox"/> SEC. 304 - CASE ANCILLARY TO FOREIGN PROCESSING FILING FEE (CHECK ONE BOX) <input checked="" type="checkbox"/> FILING FEE ATTACHED <input type="checkbox"/> FILING FEE TO BE PAID IN INSTALLMENTS (APPLICABLE TO INDIVIDUALS ONLY) MUST ATTACH SIGNED APPLICATION FOR THE COURT'S CONSIDERATION CERTIFYING THAT THE DEBTOR IS UNABLE TO PAY FEE EXCEPT IN INSTALLMENTS. RULE 1006(B). SEE OFFICIAL FORM NO. 3.					
	NAME AND ADDRESS OF LAW FIRM OR ATTORNEY ANDREWS & KURTH L.L.P. 1717 MAIN STREET, STE. 3700, DALLAS, TX 75201 TELEPHONE NO. 214-659-4400 NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR (PRINT OR TYPE NAME) DEBORAH L. SCHRIER-RAPE <input type="checkbox"/> DEBTOR IS NOT REPRESENTED BY AN ATTORNEY					
STATISTICAL/ADMINISTRATIVE INFORMATION (U.S.C. § 604) <small>(Estimates only) (Check applicable boxes)</small>						
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.						
ESTIMATED NUMBER OF CREDITORS:						
1-15	16-49	50-99	100-199	200-999	1000-Over	
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
ESTIMATED ASSETS (In thousands of dollars)						
Under 50	50-99	100-499	500-999	1000-9999	10 000-99 999	100 000 over
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ESTIMATED LIABILITIES (In thousands of dollars)						
Under 50	50-99	100-499	500-999	1000-9999	10 000-99 999	100 000 over
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
EST. NO. OF EMPLOYEES - CH. 11 & 12 ONLY						
0	1-19	20-99	100-199	1000-over		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
EST. NO. OF EQUITY SECURITY HOLDERS - CH. 11 & 12 ONLY						
0	1-19	20-99	100-999	500-over		
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		

Name of Debtor GWI PCS 2, Inc

Case No. _____

For Chapter 9, 11, 12 and 13 cases only. Check appropriate box. <input type="checkbox"/> A copy of debtor's proposed plan dated _____ is attached.	FILING OF PLAN <input checked="" type="checkbox"/> Debtor intends to file a plan within the time allowed by statute, rule of order of the court.
--	--

PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (If more than one, attach additional sheet.)

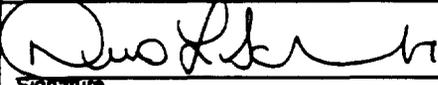
Location Where Filed	Case Number	Date Filed
----------------------	-------------	------------

PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR (If more than one, attach additional sheet.)

Name of Debtor	Case Number	Date
Relationship	District	Judge

REQUEST FOR RELIEF
Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.

SIGNATURES

 _____ Signature	ATTORNEY _____ Date <u>10/20/97</u>
---	--

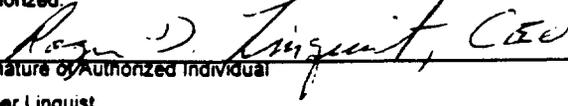
<p style="text-align: center;">INDIVIDUAL JOINT DEBTOR(S)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>_____ Signature of Debtor</p> <p>_____ Date</p> <p>_____ Signature of Joint Debtor</p> <p>_____ Date</p>	<p style="text-align: center;">CORPORATE OR PARTNERSHIP DEBTOR</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct and that the filing of this petition on behalf of the debtor has been authorized.</p> <p style="text-align: center;"></p> <p>_____ Signature of Authorized Individual</p> <p>Roger Linquist</p> <p>_____ Print or Type Name of Authorized Individual</p> <p>President and CEO</p> <p>_____ Title of Individual Authorized by Debtor to File this Petition</p> <p><u>10/20/97</u> _____ Date</p>
--	---

EXHIBIT "A" (To be completed if debtor is a corporation, requesting relief under Chapter 11.)

Exhibit "A" is attached and made a part of this petition.

TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (See P.L. 98-353 § 322)

I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under such chapter, and choose to proceed under chapter 7 of such title.
If I am represented by an attorney, Exhibit B has been completed.

Signature of Debtor _____ Date _____

Signature of Joint Debtor _____ Date _____

EXHIBIT "B" (To be completed by attorney for individual chapter 7 debtor(s) with primarily consumer debts.)

I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he, she or they) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under such chapter.

Signature of Attorney _____ Date _____

EXHIBIT "A"

[If debtor is a corporation filing under chapter 11 of the Code, this Exhibit "A" shall be completed and attached to the petition.]

[CAPTION]

EXHIBIT "A" TO VOLUNTARY PETITION

1. Debtor's employer identification number is 75-2695070.
2. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is N/A.
3. The following financial data is the latest available information and refers to debtor's condition on September 30, 1997.

a. Total assets		\$ Unknown
b. Total liabilities		\$ 59,643,936.36
	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	_____ 1 _____	\$ 5,176,106.36
Unliquidated secured debt	_____	\$ _____
	Approximate number of holders	
Fixed, liquidated unsecured debt	_____ 15 _____	\$ 551,341.00 +
Contingent unsecured debt	_____	\$ _____
Disputed unsecured claims	_____ 7 _____	\$ 53,916,489.00
Unliquidated unsecured debt	_____	\$ _____
Number of shares of preferred stock	_____ N/A _____	
Number of shares of common stock	_____ 100 _____	

Comments, if any:

4. Brief description of debtor's business: Wireless Communications

Exhibit "A" Cont'd.

5. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 20% or more of the voting securities of debtor:

GWI PCS Chico, Inc.

6. List the names of all corporations 20% or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by debtor:

None

Affiliated Companies

GWI PCS 1, Inc.

GWI PCS 2, Inc.

GWI PCS 3, Inc.

GWI PCS 4, Inc.

GWI PCS 5, Inc.

GWI PCS 6, Inc.

GWI PCS 7, Inc.

GWI PCS 8, Inc.

GWI PCS 9, Inc.

GWI PCS 10, Inc.

GWI PCS 11, Inc.

GWI PCS 12, Inc.

GWI PCS 13, Inc.

GWI PCS 14, Inc.

**RESOLUTIONS OF THE BOARD OF
DIRECTORS OF GWI PCS 2, INC.**

The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

“RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of this Corporation, its creditors, stockholders and other interested parties, that a restructuring be pursued and that in the event the President deems it appropriate to further the Corporation’s restructuring, it is authorized that a petition be filed by this Corporation seeking relief under the provisions of Chapter 11, title 11 of the United States Code (the “Bankruptcy Code”); and it is

FURTHER RESOLVED, that the President, any Vice President and the Treasurer of the Corporation (the “Corporation’s officers”), are hereby severally authorized and directed, on behalf of and in the name of the Corporation, to execute and verify such petition and all other documents associated therewith and cause the same to be filed, and to take such other action as is appropriate or necessary to seek relief under Chapter 11 of the Bankruptcy Code, and that the execution and verification of the petition is hereby ratified and adopted; and it is

FURTHER RESOLVED, that the Corporation’s officers be, and each hereby is, authorized and empowered in the name and on behalf of the Corporation to retain and employ all assistance by legal counsel and other experts, including, but not limited to, Andrews & Kurth, L.L.P. as the Corporation’s officers deem necessary and proper to secure for the benefit of the Corporation any and all relief to which it may be entitled under Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the President, and any other officer of the Corporation be, and they are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, petitions or instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.”

151

Roger D. Linquist
Chairman of the Board

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

OFFICE OF
MANAGING DIRECTOR

June 30, 1998

RECEIVED

OCT - 8 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Jennifer P. Brovey, Esquire
Skadden, Arps, Slate, Meagher
& Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Fee Control # 9711198310053008
File No. 00462CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS3, Inc. (GWI 3) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS3, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 3 filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. You state that as a result of its filing with the Bankruptcy Court and by operation of law, GWI 3 is transacting business as a debtor-in-possession. Thus, GWI 3 filed its application for involuntary pro forma assignment of its C block authorization.

Section 1.1117 of the Commission's rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). Section 1.1117 further requires that an applicant seeking waiver of the filing fee requirement include the applicable fees with its waiver request, and also provides that the fee will be returned if the waiver is granted. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1989, 5 FCC Rcd 3558, 3572-73 (1990).

We find that GWI 3's filing of the petition for bankruptcy and status as a debtor-in-possession demonstrate good cause for waiver of the filing fees associated with its application for involuntary assignment. Cf. Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees).

Jennifer P. Brovey, Esquire

2.

Accordingly, your request is granted. A check, made payable to the maker of the original check and drawn in the amount of \$45.00, will be sent to you at the earliest practicable time. If you have any questions concerning this refund, please contact the Chief, Fee Section, at (202) 418-1995.

Sincerely,



Thomas M. Holleran
Acting Associate Managing
Director - Financial Operations

Payment Transactions Detail Report

Date: 6/15/98

BY: FEE CONTROL NUMBER

Fee Control Number	Payor Name	Account Number	Received Date
9711198310053008	SKADDEN ARPS SLATE MEAGHER & F 1440 NEW YORK AVENUE WASHINGTON DC 20005	FCC2087957	11/18/97

Payment Amount	Current Balance	Seq Num	Payment Type Code	Quantity	Callsign Other Id	Applicant Name	Applicant Zip	Bad Check	Detail Amount	Trans Code	Payment Type
\$45.00	\$45.00	1	PATM	1	KNLF569	GWI PCS3 INC	75231		\$45.00	1	PMT
Total									\$45.00		

9711198310053008

ORIGINAL

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

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SAN FRANCISCO
WILMINGTON

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HONG KONG
LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO

DIRECT DIAL
(202) 371-7053
DIRECT FAX
(202) 371-7996

January 8, 1998

Via Hand Delivery

Andrew S. Fishel, Managing Director
Office of Managing Director
Federal Communications Commission
1919 M Street, N.W. Room 852
Washington, D.C. 20554

RECEIVED

JAN - 8 1998

Federal Communications Commission
Office of Secretary

Re: GWI PCS3, Inc.
File No. 00462CWL96
Request for Refund

Dear Mr. Fishel:

GW I PCS3, Inc., by counsel, hereby requests a refund in the amount of \$45 for the fee it submitted on November 18, 1997 in connection with its application for the involuntary *pro forma* assignment of its PCS C block authorization from GW I PCS3, Inc. to GW I PCS3, Inc. Debtor-in-Possession. It has been brought to GW I PCS3, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GW I PCS3, Inc. respectfully requests a refund. We have enclosed a copy of the above-referenced application, including a copy of the FCC Form 159 filed therewith. Please make the refund payable to General Wireless, Inc.

Sincerely,

Jennifer P. Brovey

Jennifer P. Brovey
Counsel for GW I PCS3, Inc.

Enclosures

FILE COPY

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-2100

TEL: (202) 371-7000

FAX: (202) 393-5760

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DIRECT DIAL
(202) 371-7288
DIRECT FAX
(202) 371-7096

November 18, 1997

Via Hand Delivery

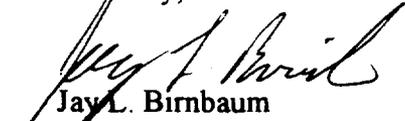
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS3, Inc., KNLF569
Market B485; Yuba City-Marysville, CA BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00462CWL96

Dear Mr. Caton:

GW I PCS3, Inc., by counsel, hereby file an original hard copy and three (3) microfiche copies of an FCC Form 490, Application for Assignment of Authorization, under Part 24 of the FCC's rules. GW I PCS3, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS3, Inc. to GW I PCS3, Inc. Debtor-in-Possession. If you have any questions, please contact the undersigned at (202) 371-7288.

Sincerely,


Jay L. Birnbaum
Counsel for GW I PCS3, Inc.

Enclosures

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3080-0319
Expires 10/31/97
Est. Avg. Burden Hours
Per Response: 3 Hrs

FCC Use Only
(File Number)

Application for Assignment of Authorization
or Consent to Transfer of Control of License

RECEIVED

Commercial Mobile Radio Services
Rural Radiotelephone Service

JAN - 8 1998

FCC Use Only

Federal Communications Commission
Office of Secretary
FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
PATM	1	\$45.00	\$ 45.00	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor GWI PCS3, INC.		T2. Voice Telephone Number (214) 265-2550	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number (214) 265-2570	
T5. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T6. City Dallas	T7. State TX	T8. Zip Code 75231	

T9. Name of Contact Representative (if other than Assignor or Transferor) Roger D. Linquist		T10. Voice Telephone Number (214) 265-2550	
T11. Firm or Company Name General Wireless, Inc.		T12. Fax Telephone Number (214) 265-2570	
T13. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600			
T14. City Dallas	T15. State TX	T16. Zip Code 75231	

TYPE OF TRANSACTION

T17. This application requests (A) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O) <u>See Exhibit I</u> <u>Sale or other transfer or assignment of stock</u> <u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (I) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (Y) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (N) <u>Yes</u> <u>No</u>

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee Same as items T41 - T48	T34. Voice Telephone Number ()	
T35. Assumed Name Used for Doing Business (if any)	T36. Fax Telephone Number ()	
T37. Mailing Street Address or P.O. Box		
T38. City	T39. State	T40. Zip Code

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee GWI PCS3, Inc. as Debtor-in-Possession	T42. Voice Telephone Number (214) 265-2550	
T43. Assumed Name Used for Doing Business (if any)	T44. Fax Telephone Number (214) 265-2570	
T45. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600		
T46. City Dallas	T47. State TX	T48. Zip Code 75231

ALIEN OWNERSHIP

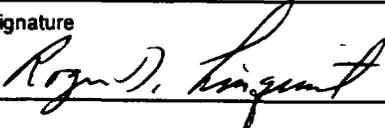
T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T50. Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Yes</u>	<u>No</u>
T51. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T52. Is the assignee or transferee a corporation of which any officer or director is an alien or 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?	(N)	<u>Yes</u>	<u>No</u>
T53. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or 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?	(N)	<u>Yes</u>	<u>No</u>

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T54. Has the assignor or transferor, 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?	(N) <u>Yes</u> <u>No</u>
T55. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T56. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, 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?	(N) <u>Yes</u> <u>No</u>
T57. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>
T58. Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee 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. § 862, because of a conviction for possession or distribution of a controlled substance? • See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	(Y) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.	
T59. Typed Name of Person Signing Roger D. Linquist	T60. Title President & Chief Executive Officer
T61. Signature 	T62. Date November 13, 1997

ASSIGNEE OR TRANSFEREE CERTIFICATION

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. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon 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 or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.	
T63. The assignee or transferee is a (an) (C) Individual <u>Unincorporated Association</u> Partnership Corporation	
T64. Typed Name of Person Signing Roger D. Linquist	T65. Title President & Chief Executive Officer
T66. Signature 	T67. Date November 13, 1997
WILLFUL FALSE STATEMENTS MADE ON THIS FORM 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).	

EXHIBIT 1

GWI PCS3, Inc., pursuant to 47 C.F.R. § 24.839, submits this application for the involuntary, pro forma assignment of its PCS C block license for Market B485-Yuba City-Marysville BTA, Station KNL569. On October 20, 1997, GWI PCS3, Inc. filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. *See* Case No. 97-39678-SAF-11, attached. As a result and by operation of law, GWI PCS3, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS3, Inc. requests that the Commission grant the application for the assignment of GWI PCS3, Inc.'s license from GWI PCS3, Inc. to GWI PCS3, Inc. Debtor-in-Possession.

Ownership information for GWI PCS3, Inc. is reflected in the attached FCC Form 430.

LICENSEE QUALIFICATION REPORT

INSTRUCTIONS:

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.
- C. Do not submit a fee with this report.

1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office GWI PCS3, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231	2. (Area Code) Telephone Number (214) 265-2550 3. If this report supersedes a previously filed report, specify its date N/A
4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware

6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:

Part 24: Personal Communications Services

7(a) Has the Filer or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES", attach as Exhibit I a statement giving call sign and file number of license or permit revoked and relating circumstances.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(b) Has any court finally adjudged the Filer, or any person directly or indirectly controlling the Filer, 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 other means of unfair methods of competition? If "YES", attach as Exhibit II a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(c) Has the Filer, or any party to this application, or any person directly or indirectly controlling the Filer ever been convicted of a felony by any state or Federal court? If "YES", attach as Exhibit III a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
(d) Is the Filer, or any person directly or indirectly controlling the Filer, presently a party in any matter referred to in Items 7(b) and 7(c)? If "YES", attach as Exhibit IV a statement relating the facts.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
8. Is the Filer, directly or indirectly, through stock ownership, contract or otherwise, currently interested in the ownership or control of any other radio stations licensed by the Commission? If "YES", submit as Exhibit V the name of each such licensee and the licensee's relation to the Filer.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:

9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners: N/A	(b) Is individual or each member of a partnership a citizen of the United States? <input type="checkbox"/> YES <input type="checkbox"/> NO N/A
	(c) Is individual or any member of a partnership a representative of an alien or of a foreign government? <input type="checkbox"/> YES <input type="checkbox"/> NO N/A

If Filer is a corporation, answer the following and Item 11:

10(a) Attach as Exhibit VI the names, addresses, and citizenship of those stockholders owning of record and/or voting 10 percent or more of the Filer's voting stock and the percentages so held. In the case of fiduciary control, indicate the beneficiary(ies) or class of beneficiaries.

See Exhibit VI

(b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.

See Exhibit VII

(c) Is the Filer directly or indirectly controlled by any other corporation?

YES NO

If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and primary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and citizenship of those stockholders holding 10 percent or more of the controlling corporation's voting stock; (3) the approximate percentage of total voting stock held by each such stockholder; and (4) the names and addresses of the president and directors of the controlling corporation.

See Exhibit VIII

(d) Is any officer or director of the Filer an alien?

YES NO

(e) Is more than one-fifth of the capital stock of the Filer owned of record or voted by aliens or their representatives, or by a foreign government or representative(s) thereof, or by a corporation organized under the laws of a foreign country?

YES NO

(f) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of which more than one-fourth of the capital stock is owned or voted by aliens or their representatives, or by a foreign government or representatives thereof.

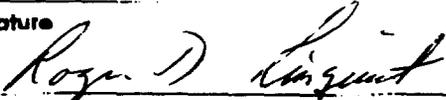
YES NO

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their nationality, their relationship to the Filer, and the percentage of stock they own or vote.

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that 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.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM 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).

Filer (must correspond with that shown in Item 1)	Typed or Printed Name	
GWI PCS3, Inc.	Roger D. Linquist	
Signature	Title	Date
	President	11/17/97

NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND THE PAPERWORK REDUCTION ACT OF 1995

The solicitation of personal information requested in this form is to determine if you are qualified to become or remain a licensee in common carrier or satellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to dconway@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control

FCC Form 430
GWI PCS3, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS3, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Exhibit VII

The officers and directors of GWI PCS3, Inc. are as follows:

Officers

Roger D. Linquist
President
6929 Vassar Ave.
Dallas, TX 75205

Dennis Spickler
Vice President of Finance
926 Turnberry Lane
Southlake, TX 76092

John R. Lister
Vice President/General Manager
Northern California Region
1208 Monterey Circle
Plano, TX 75075

Directors

Roger D. Linquist
6929 Vassar Ave.
Dallas, TX 75205

John R. Lister
1208 Monterey Circle
Plano, TX 75075

Albert S. Loverde
5316 Trowbridge Drive
Dunwoody, GA 30338

Dennis Spickler
926 Turnberry Lane
Southlake, TX 76092

Exhibit VIII

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS3, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Those stockholders owning of record and/or voting 10% or more of General Wireless, Inc.'s voting stock, as calculated on a fully diluted basis, are as follows:

Roger D. Linquist 6929 Vassar Ave. Dallas, TX 75205 U.S. Citizen 35.94% voting stock 14.99% nonvoting stock	C. Boyden Gray 1534 28 th St., N.W. Washington, DC 20007 U.S. Citizen 16.70% voting stock 2.80% nonvoting stock
--	---

The president and directors of General Wireless, Inc. are as follows:

Roger D. Linquist (president and director) 6929 Vassar Ave. Dallas, TX 75205	Robert G. Barrett 200 Portland Street Boston, MA 02114
Ralph M. Baruch 1775 Broadway New York, NY 10019	C. Boyden Gray 1534 28 th St. N.W. Washington, DC 20007
Joseph T. McCullen, Jr. One Liberty Square Boston, MA 02109	Arthur Patterson One Palmer Square Princeton, NJ 08542
John Sculley 90 Park Avenue New York, NY 10016	

Form 1. VOLUNTARY PETITION

UNITED STATES BANKRUPTCY COURT		VOLUNTARY PETITION
NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION		
IN RE (NAME OF DEBTOR) - IF INDIVIDUAL, ENTER LAST, FIRST, MIDDLE GWM PCS 3, INC.		NAME OF JOINT DEBTOR (SPOUSE) (LAST, FIRST, MIDDLE)
ALL OTHER NAMES USED BY THE DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN, AND TRADE NAMES)		ALL OTHER NAMES USED BY THE JOINT DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN AND TRADE NAMES) 397-39678-SAF-11
SOC. SEC. TAX I.D. NO. (IF MORE THAN ONE, STATE ALL) 75-2695072		SOC. SEC. TAX I.D. NO. (IF MORE THAN ONE, STATE ALL)
STREET ADDRESS OF DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE) 8144 WALNUT HILL LANE, STE 600 DALLAS, TEXAS 75231		STREET ADDRESS OF JOINT DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE)
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS DALLAS		COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS
MAILING ADDRESS OF DEBTOR (IF DIFFERENT FROM STREET ADDRESS)		MAILING ADDRESS OF JOINT DEBTOR (IF DIFFERENT FROM STREET ADDRESS)
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (IF DIFFERENT FROM ADDRESS LISTED ABOVE)		VENUE (CHECK ONE BOX) <input checked="" type="checkbox"/> DEBTOR HAS BEEN DOMICILED OR HAS HAD A RESIDENCE, PRINCIPAL PLACE OF BUSINESS, OR PRINCIPAL ASSETS IN THIS DISTRICT FOR 180 DAYS IMMEDIATELY PRECEDING THE DATE OF THIS PETITION OR FOR A LONGER PART OF SUCH 180 DAYS THAN IN ANY OTHER DISTRICT. <input type="checkbox"/> THERE IS A BANKRUPTCY CASE CONCERNING DEBTOR'S AFFILIATE, GENERAL PARTNER, OR PARTNERSHIP PENDING IN THIS DISTRICT.
INFORMATION REGARDING DEBTOR (CHECK APPLICABLE BOXES)		
TYPE OF DEBTOR <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> CORPORATION PUBLICLY HELD <input type="checkbox"/> JOINT (HUSBAND & WIFE) <input checked="" type="checkbox"/> CORPORATION NOT PUBLICLY HELD <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> MUNICIPALITY <input type="checkbox"/> OTHER _____		CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (CHECK ONE BOX) <input type="checkbox"/> CHAPTER 7 <input type="checkbox"/> CHAPTER 11 <input type="checkbox"/> CHAPTER 13 <input type="checkbox"/> CHAPTER 9 <input type="checkbox"/> CHAPTER 12 <input type="checkbox"/> SEC. 304 - CASE ANCILLARY TO FOREIGN PROCESSING
NATURE OF DEBT <input type="checkbox"/> NON-BUSINESS/CONSUMER <input checked="" type="checkbox"/> BUSINESS-COMplete A & B BELOW A. TYPE OF BUSINESS (CHECK ONE) <input type="checkbox"/> FARMING <input type="checkbox"/> TRANSPORTATION <input type="checkbox"/> COMMODITY BROKER <input type="checkbox"/> PROFESSIONAL <input type="checkbox"/> MANUFACTURING/ <input type="checkbox"/> CONSTRUCTION <input type="checkbox"/> RETAIL/WHOLESALE MINING <input type="checkbox"/> REAL ESTATE <input type="checkbox"/> RAILROAD <input type="checkbox"/> STOCKBROKER <input checked="" type="checkbox"/> OTHER BUSINESS		FILING FEE (CHECK ONE BOX) <input checked="" type="checkbox"/> FILING FEE ATTACHED <input type="checkbox"/> FILING FEE TO BE PAID IN INSTALLMENTS (APPLICABLE TO INDIVIDUALS ONLY) MUST ATTACH SIGNED APPLICATION FOR THE COURT'S CONSIDERATION CERTIFYING THAT THE DEBTOR IS UNABLE TO PAY FEE EXCEPT IN INSTALLMENTS - RULE 1006(B). SEE OFFICIAL FORM NO. 3.
B. BRIEFLY DESCRIBE NATURE OF BUSINESS WIRELESS COMMUNICATIONS		NAME AND ADDRESS OF LAW FIRM OR ATTORNEY ANDREWS & KURTH L.L.P. 1717 MAIN STREET, STE. 3700, DALLAS, TX 75201 TELEPHONE NO. 214-659-4400
		NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR (PRINT OR TYPE NAME) DEBORAH L. SCHRIER-RAPE
		<input type="checkbox"/> DEBTOR IS NOT REPRESENTED BY AN ATTORNEY
STATISTICAL/ADMINISTRATIVE INFORMATION (U.S.C. § 604) (Estimates only) (Check applicable boxes)		
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		
ESTIMATED NUMBER OF CREDITORS:		
1-15 16-49 50-99 100-199 200-999 1000-Over <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>		
ESTIMATED ASSETS (In thousands of dollars)		
Under 50 50-99 100-499 500-999 1000-9999 10 000-99 999 100 000 over <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>		
ESTIMATED LIABILITIES (In thousands of dollars)		
Under 50 50-99 100-499 500-999 1000-9999 10 000-99 999 100 000 over <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>		
EST. NO. OF EMPLOYEES - CH. 11 & 12 ONLY		
0 1-19 20-99 100-199 1000-over <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>		
EST. NO. OF EQUITY SECURITY HOLDERS - CH. 11 & 12 ONLY		
0 1-19 20-99 100-999 500-over <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>		

Name of Debtor GWI PCS 3, Inc

Case No. _____

FILING OF PLAN

For Chapter 9, 11, 12 and 13 cases only.
Check appropriate box.

() A copy of debtor's proposed plan
dated _____ is attached.

(x) Debtor intends to file a plan within the time
allowed by statute, rule of order of the court.

PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (if more than one, attach additional sheet)

Location Where Filed	Case Number	Date Filed
----------------------	-------------	------------

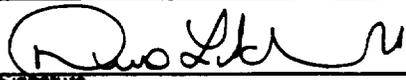
PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR (if more than one, attach additional sheet)

Name of Debtor	Case Number	Date
Relationship	District	Judge

REQUEST FOR RELIEF

Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.

SIGNATURES



ATTORNEY

10/20/97

Signature

Date

INDIVIDUAL JOINT DEBTOR(S)

I declare under penalty of perjury that the information
provided in this petition is true and correct.

Signature of Debtor

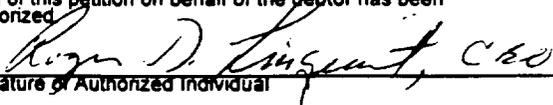
Date

Signature of Joint Debtor

Date

CORPORATE OR PARTNERSHIP DEBTOR

I declare under penalty of perjury that the information
provided in this petition is true and correct and that the
filing of this petition on behalf of the debtor has been
authorized.


Signature of Authorized Individual

Roger Linquist

Print or Type Name of Authorized Individual

President and CEO

Title of Individual Authorized by Debtor to File this Petition

10/20/97
Date

EXHIBIT "A" (To be completed if debtor is a corporation, requesting relief under Chapter 11.)
() Exhibit "A" is attached and made a part of this petition.

TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (See P.L. 98-353 § 322)

I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under such chapter, and choose to proceed under chapter 7 of such title.
If I am represented by an attorney, Exhibit B has been completed.

Signature of Debtor _____ Date _____

Signature of Joint Debtor _____ Date _____

EXHIBIT "B" (To be completed by attorney for individual chapter 7 debtor(s) with primarily consumer debts.)

I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he, she or they) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under such chapter.

Signature of Attorney _____ Date _____

EXHIBIT "A"

[If debtor is a corporation filing under chapter 11 of the Code, this Exhibit "A" shall be completed and attached to the petition.]

[CAPTION]

EXHIBIT "A" TO VOLUNTARY PETITION

1. Debtor's employer identification number is 75-2695072
2. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is N/A.
3. The following financial data is the latest available information and refers to debtor's condition on September 30, 1997.

a. Total assets		\$ Unknown
b. Total liabilities		\$ 56,586,283.90
	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	1	\$ 2,412,603.90
Unliquidated secured debt	_____	\$ _____
	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 257,191.00 +
Contingent unsecured debt	_____	\$ _____
Disputed unsecured claims	7	\$ 53,916,489.00
Unliquidated unsecured debt	_____	\$ _____
Number of shares of preferred stock	N/A	
Number of shares of common stock	100	

Comments, if any:

4. Brief description of debtor's business: Wireless Communications

Exhibit "A" Cont'd.

5. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 20% or more of the voting securities of debtor:
GWI PCS California/Florida, Inc.

6. List the names of all corporations 20% or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by debtor:
None

Affiliated Companies

GWI PCS 1, Inc.

GWI PCS 2, Inc.

GWI PCS 3, Inc.

GWI PCS 4, Inc.

GWI PCS 5, Inc.

GWI PCS 6, Inc.

GWI PCS 7, Inc.

GWI PCS 8, Inc.

GWI PCS 9, Inc.

GWI PCS 10, Inc.

GWI PCS 11, Inc.

GWI PCS 12, Inc.

GWI PCS 13, Inc.

GWI PCS 14, Inc.

**RESOLUTIONS OF THE BOARD OF
DIRECTORS OF GWI PCS 3, INC.**

The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

“RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of this Corporation, its creditors, stockholders and other interested parties, that a restructuring be pursued and that in the event the President deems it appropriate to further the Corporation’s restructuring, it is authorized that a petition be filed by this Corporation seeking relief under the provisions of Chapter 11, title 11 of the United States Code (the “Bankruptcy Code”); and it is

FURTHER RESOLVED, that the President, any Vice President and the Treasurer of the Corporation (the “Corporation’s officers”), are hereby severally authorized and directed, on behalf of and in the name of the Corporation, to execute and verify such petition and all other documents associated therewith and cause the same to be filed, and to take such other action as is appropriate or necessary to seek relief under Chapter 11 of the Bankruptcy Code, and that the execution and verification of the petition is hereby ratified and adopted; and it is

FURTHER RESOLVED, that the Corporation’s officers be, and each hereby is, authorized and empowered in the name and on behalf of the Corporation to retain and employ all assistance by legal counsel and other experts, including, but not limited to, Andrews & Kurth, L.L.P. as the Corporation’s officers deem necessary and proper to secure for the benefit of the Corporation any and all relief to which it may be entitled under Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the President, and any other officer of the Corporation be, and they are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, petitions or instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.”

15/

Roger D. Linquist
Chairman of the Board