

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 # 9711198310053005
File No. 00406CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS8, Inc. (GWI 8) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS8, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 8 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 8 is transacting business as a debtor-in-possession. Thus, GWI 8 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 8'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,

A handwritten signature in black ink, appearing to read "T. Holleran", with a long, sweeping horizontal stroke extending to the right.

Thomas M. Holleran
Acting Associate Managing
Director - Financial Operations

Payment Transactions Detail Report

Date: 6/24/98

BY: FEE CONTROL NUMBER

Fee Control Number	Payor Name	Account Number	Received Date
9711198310053005	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	KNLF557	GWI PCS8 INC	75231		\$45.00	1	PMT
Total	↑								\$45.00		

9711198310053005

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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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 PCS8, Inc.
File No. 00406CWL96
Request for Refund

Dear Mr. Fishel:

GW I PCS8, 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 PCS8, Inc. to GW I PCS8, Inc. Debtor-in-Possession. It has been brought to GW I PCS8, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GW I PCS8, 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 PCS8, 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

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(202) 371-7288
DIRECT FAX
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November 18, 1997

Via Hand Delivery

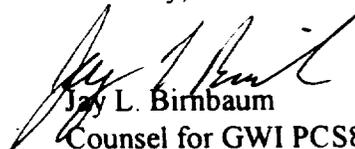
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS8, Inc., KNLF557
Market B024; Atlanta, GA BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00406CWL96

Dear Mr. Caton:

GW I PCS8, 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 PCS8, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS8, Inc. to GW I PCS8, 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 PCS8, Inc.

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

(1) LOCKBOX # 358310

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

PAGE NO 1 OF 1

APPROVED BY OMB 3060-0589

RECEIVED
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) **Skadden, Arps, Slate, Meagher & Flom** (3) TOTAL AMOUNT PAID (dollars and cents) **\$ 45.00**

(4) STREET ADDRESS LINE NO 1 **1440 New York Avenue**

(5) STREET ADDRESS LINE NO 2

(6) CITY **Washington** (7) STATE **DC** (8) ZIP CODE **20005**

(9) DAYTIME TELEPHONE NUMBER (include area code) **(202) 371-7000** (10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card) **GWI PCS8, INC.**

(12) STREET ADDRESS LINE NO 1 **8155 Walnut Hill Lane**

(13) STREET ADDRESS LINE NO 2 **Suite 600**

(14) CITY **Dallas** (15) STATE **TX** (16) ZIP CODE **75231**

(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 109-C)

SECTION C - PAYMENT INFORMATION

(18A) FCC CALL SIGN/MOTHER ID	(29A) PAYMENT TYPE CODE (PTC)	(21A) QUANTITY	(22A) FEE DLE FOR PFC IN BLOCK 21A	FCC USE ONLY
KNLF557	P A T M I		\$ 45.00	
(23A) FCC CODE 1			(24A) FCC CODE 2	
(18B) FCC CALL SIGN/MOTHER ID	(29B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DLE FOR PFC IN BLOCK 21B	FCC USE ONLY
(23B) FCC CODE 1			(24B) FCC CODE 2	
(18C) FCC CALL SIGN/MOTHER ID	(29C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DLE FOR PFC IN BLOCK 21C	FCC USE ONLY
(23C) FCC CODE 1			(24C) FCC CODE 2	
(18D) FCC CALL SIGN/MOTHER ID	(29D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DLE FOR PFC IN BLOCK 21D	FCC USE ONLY
(23D) FCC CODE 1			(24D) FCC CODE 2	

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN **0131777230** (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IS DIFFERENT FROM PAYER NAME N.A.: APPLICANT TIN **0752695082**

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, **Maureen R. Hargan** Certify under penalty of perjury that the foregoing and supporting information
(PRINT NAME)
are true and correct to the best of my knowledge, information and belief. SIGNATURE *Maureen R. Hargan*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER

MASTERCARD EXPIRATION DATE MONTH YEAR

VISA AUTHORIZED SIGNATURE DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3080-0318
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**

Commercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

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 PCS8, 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> Consent to <u>Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O) <u>See Exhibit 1</u> Sale or other transfer or assignment of stock <u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (I) <u>Voluntary</u> Involuntary
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (Y) <u>Yes</u> No
T21. Is local or state authorization required for this assignment or transfer of control? (N) <u>Yes</u> No

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 PCS8, 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? <small>* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.</small>	(N) <u>Yes</u> <u>No</u>

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 <p style="text-align: center;">Roger D. Linquist</p>	T60. Title <p style="text-align: center;">President & Chief Executive Officer</p>
T61. Signature 	T62. Date <p style="text-align: center;">November 13, 1997</p>

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>I</u> ndividual <u>U</u> ncorporated Association <u>P</u> artnership <u>C</u> orporation	
T64. Typed Name of Person Signing <p style="text-align: center;">Roger D. Linquist</p>	T65. Title <p style="text-align: center;">President & Chief Executive Officer</p>
T66. Signature 	T67. Date <p style="text-align: center;">November 13, 1997</p>
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 PCS8, Inc.
Exhibit 1
Page 1 of 1

EXHIBIT 1

GWI PCS8, 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 B024-Atlanta BTA, Station KNLF557. On October 20, 1997, GWI PCS8, 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. 97-39683-SAF-11, attached. As a result and by operation of law, GWI PCS8, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS8, Inc. requests that the Commission grant the application for the assignment of GWI PCS8, Inc.'s license from GWI PCS8, Inc. to GWI PCS8, Inc. Debtor-in-Possession.

Ownership information for GWI PCS8, 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 PCS8, 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.

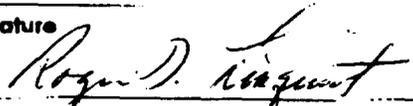
YES NO

(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 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 PCS8, Inc.	Roger D. Linguist	
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 PCS8, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS Georgia, Inc. owns 100% of the voting stock of GWI PCS8, Inc. GWI PCS Georgia, 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 PCS8, 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

Albert S. Loverde
Vice President/General Manager
Georgia/Florida Region
5316 Trowbridge Drive
Dunwoody, GA 30338

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 Georgia, Inc. owns 100% of the voting stock of GWI PCS8, Inc. GWI PCS Georgia, 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 8, 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)	
SOC. SEC. TAX I.D. NO. (IF MORE THAN ONE, STATE ALL) 75-2695082	397-39683-RCM-11	
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 _____ 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 1008(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) (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 <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 checked="" 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 checked="" type="checkbox"/>		
EST. NO. OF EMPLOYEES - CH. 11 & 12 ONLY		
<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		
<input checked="" type="checkbox"/>	1-19 <input type="checkbox"/>	20-99 <input type="checkbox"/>
100-999 <input type="checkbox"/>	500-over <input type="checkbox"/>	

Case No _____

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

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

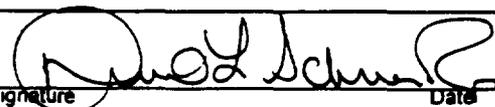
Location Where Filed	Case Number	Date Filed
----------------------	-------------	------------

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
Date 10/20/97

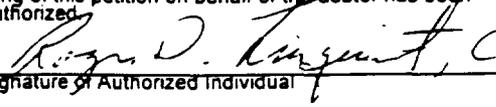
<p>INDIVIDUAL JOINT DEBTOR(S) I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>_____ Signature of Debtor</p> <p>_____ Date</p> <p>_____ Signature of Joint Debtor</p> <p>_____ Date</p>	<p>CORPORATE OR PARTNERSHIP DEBTOR I declare under penalty 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.</p> <p style="text-align: center;"></p> <p>_____ Signature of Authorized Individual</p> <p>Roger Linquist 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>10/20/97 _____ 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 75-2695082.
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		\$ 260,932,894.60

	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	1	\$ 187,100,814.60
Unliquidated secured debt	_____	\$ _____

	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 19,915,591.00+
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 Georgia, 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 8, 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. Linqvist
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 # 9711198310053013
File No. 00420CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS9, Inc. (GWI 9) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS9, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 9 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 9 is transacting business as a debtor-in-possession. Thus, GWI 9 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 9'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

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: 6/24/98

BY: FEE CONTROL NUMBER

Fee Control Number	Payor Name	Account Number	Received Date
9711198310053013	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	KNLF561	GWI PCS9 INC	75231		\$45.00	1	PMT
Total	\$45.00								\$45.00		

9711198310053013

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

BEIJING
BRUSSELS
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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 PCS9, Inc.
File No. 00420CWL96
Request for Refund

Dear Mr. Fishel:

GW I PCS9, 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 PCS9, Inc. to GW I PCS9, Inc. Debtor-in-Possession. It has been brought to GW I PCS9, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GW I PCS9, 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
Counsel for GW I PCS9, 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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SYDNEY
TOKYO
TORONTO

November 18, 1997

Via Hand Delivery

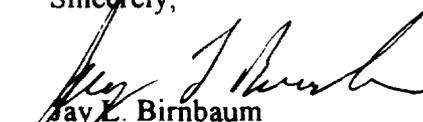
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS9, Inc., KNLF561
Market B160; Gainesville, GA BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00420CWL96

Dear Mr. Caton:

GW I PCS9, 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 PCS9, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS9, Inc. to GW I PCS9, 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 PCS9, Inc.

Enclosures

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3080-0318
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**

Commercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

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 PCS9, 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. Linqvist		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> Consent to <u>Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (O) <u>See Exhibit I</u> Sale or other transfer or assignment of stock <u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (I) <u>Voluntary</u> Involuntary
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (Y) <u>Yes</u> No
T21. Is local or state authorization required for this assignment or transfer of control? (N) <u>Yes</u> No

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 PCS9, 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) Yes No
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) Yes No
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) Yes No
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) Yes No
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) Yes No

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).	

FCC Form 490
GWI PCS9, Inc.
Exhibit 1
Page 1 of 1

EXHIBIT 1

GWI PCS9, 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 B160-Gainesville BTA, Station KNLF561. On October 20, 1997, GWI PCS9, 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. 97-39684-SAF-11, attached. As a result and by operation of law, GWI PCS9, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS9, Inc. requests that the Commission grant the application for the assignment of GWI PCS9, Inc.'s license from GWI PCS9, Inc. to GWI PCS9, Inc. Debtor-in-Possession.

Ownership information for GWI PCS9, 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.

<p>1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office</p> <p>GWI PCS9, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231</p>	<p>2. (Area Code) Telephone Number (214) 265-2550</p>
<p>4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):</p>	<p>3. If this report supersedes a previously filed report, specify its date N/A</p> <p>5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware</p>

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

<p>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.</p>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
<p>(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.</p>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
<p>(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.</p>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
<p>(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.</p>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
<p>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.</p>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

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

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

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 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 PCS9, Inc.	Roger D. Linguist	
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 PCS9, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS Georgia, Inc. owns 100% of the voting stock of GWI PCS9, Inc. GWI PCS Georgia, 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 PCS9, Inc. are as follows:

Officers

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

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

Albert S. Loverde
Vice President/General Manager
Georgia/Florida Region
5316 Trowbridge Drive
Dunwoody, GA 30338

Directors

Roger D. Linnquist
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 Georgia, Inc. owns 100% of the voting stock of GWI PCS9, Inc. GWI PCS Georgia, 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 GWI PCSO, 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) 397-39684-REM-11 <i>LCA</i>				
SOC. SEC./TAX I.D. NO (IF MORE THAN ONE, STATE ALL) 75-2695083		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 _____ 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 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 checked="" 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 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) <i>(Estimates only) (Check applicable boxes)</i>						
<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						
<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						
<input type="checkbox"/>	1-19 <input checked="" type="checkbox"/>	20-99 <input type="checkbox"/>	100-999 <input type="checkbox"/>	500-over <input type="checkbox"/>		

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 75-2695083.
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 \$ 58,206,325.19

	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	1	\$ 3,876,795.19
Unliquidated secured debt	_____	\$ _____

	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 413,041.00 +
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 Georgia, 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 9, 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

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

RECEIVED

JUN 21 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Fee Control # 9711198310053014
File No. 00417CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS10, Inc. (GWI 10) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS10, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 10 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 10 is transacting business as a debtor-in-possession. Thus, GWI 10 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 10'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: 6/24/98

BY: FEE CONTROL NUMBER

Fee Control Number	Payor Name			Account Number	Received Date
9711198310053014	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	KNLF560	GW I PCS10 INC	75231		\$45.00	1	PMT
Total									\$45.00		

9711198310053014

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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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 PCS10, Inc.
File No. 00417CWL96
Request for Refund

Dear Mr. Fishel:

GW I PCS10, 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 PCS10, Inc. to GW I PCS10, Inc. Debtor-in-Possession. It has been brought to GW I PCS10, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GW I PCS10, 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 PCS10, Inc.

Enclosures

FCC 47 CFR 1.900

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

FIRM/AFFILIATE OFFICES

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- HONG KONG
- LONDON
- MOSCOW
- PARIS
- SINGAPORE
- SYDNEY
- TOKYO
- TORONTO

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

November 18, 1997

Via Hand Delivery

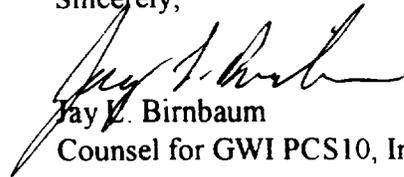
Mr. William F. Caton
 Acting Secretary
 Federal Communications Commission
 1919 M Street, N.W., Room 222
 Washington, D.C. 20554

Re: GWI PCS10, Inc., KNL560
 Market B152; Fort Pierce-Vero Beach, FL BTA
 Application for *Pro Forma*
 Assignment of Authorization
 Part 24 - Broadband PCS
File No. 00417CWL96

Dear Mr. Caton:

GW I PCS10, 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 PCS10, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS10, Inc. to GW I PCS10, 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 PCS10, Inc.

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING
(1) LOCKBOX # 358310

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
PAGE NO 1 OF 1

APPROVED BY OMB 3060-0589
SPECIAL USE
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on your card)
Skadden, Arps, Slate, Meagher & Flom

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ 45.00

(4) STREET ADDRESS LINE NO 1
1440 New York Avenue

(5) STREET ADDRESS LINE NO 2

(6) CITY **Washington** (7) STATE **DC** (8) ZIP CODE **20005**

(9) DAYTIME TELEPHONE NUMBER (include area code) **(202) 371-7000** (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)
GWI PCS10, INC.

(12) STREET ADDRESS LINE NO 1
8155 Walnut Hill Lane

(13) STREET ADDRESS LINE NO 2
Suite 600

(14) CITY **Dallas** (15) STATE **TX** (16) ZIP CODE **75231**

(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

(19A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC)	(21A) QUANTITY	(22A) FEE/DUE FOR PTD IN BLOCK (A)	FCC USE ONLY
KNLF560	P A T M 1		\$ 45.00	
(23A) FCC CODE 1			(24A) FCC CODE 2	
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE/DUE FOR PTD IN BLOCK (B)	FCC USE ONLY
(23B) FCC CODE 1			(24B) FCC CODE 2	
(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE/DUE FOR PTD IN BLOCK (C)	FCC USE ONLY
(23C) FCC CODE 1			(24C) FCC CODE 2	
(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE/DUE FOR PTD IN BLOCK (D)	FCC USE ONLY
(23D) FCC CODE 1			(24D) FCC CODE 2	

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN **0 1 3 1 7 7 7 2 3 0** APPLICANT TIN **0 7 5 2 6 9 5 0 8 5**

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, **Maureen R. Hargan** Certify under penalty of perjury that the foregoing and supporting information
(PRINT NAME)
are true and correct to the best of my knowledge, information and belief. SIGNATURE *Maureen R. Hargan*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER

MASTERCARD EXPIRATION DATE MONTH YEAR

VISA AUTHORIZED SIGNATURE DATE

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 PCS10, 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.

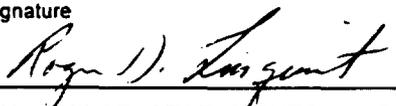
BASIC QUALIFICATIONS

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? <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 transferee 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) <u>(C)</u> <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).			

FCC Form 490
GWI PCS10, Inc.
Exhibit 1
Page 1 of 1

EXHIBIT 1

GWI PCS10, 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 B152-Fort Pierce-Vero Beach BTA, Station KNL560. On October 20, 1997, GWI PCS10, 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. 97-39685-SAF-11, attached. As a result and by operation of law, GWI PCS10, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS10, Inc. requests that the Commission grant the application for the assignment of GWI PCS10, Inc.'s license from GWI PCS10, Inc. to GWI PCS10, Inc. Debtor-in-Possession.

Ownership information for GWI PCS10, 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 PCS10, 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. YES 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. YES 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. YES 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. YES 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. YES 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.

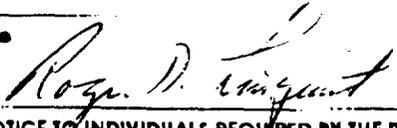
YES NO

(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 PCS10, Inc.		Roger D. Linguist	
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 d:conway@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 number.

FCC Form 430
GWI PCS10, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS10, 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 PCS10, 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

Albert S. Loverde
Vice President/General Manager
Georgia/Florida Region
5316 Trowbridge Drive
Dunwoody, GA 30338

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 PCS10, 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	

COPY

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 IO, 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) 397-39685-RCM-11	
SOC. SEC. TAX ID NO. (IF MORE THAN ONE, STATE ALL) 75-2695085	SOC. SEC. TAX ID 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 THE PETITION OR FOR A LONGER PART OF SUCH 180 DAYS THAN IN ANY OTHER DISTRICT. <input checked="" 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 checked="" type="checkbox"/> CORPORATION NOT PUBLICLY HELD <input type="checkbox"/> MUNICIPALITY	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	
NATURE OF DEBT <input type="checkbox"/> NON-BUSINESS/CONSUMER <input checked="" type="checkbox"/> BUSINESS-COMplete A & B Below	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 1005(B). SEE OFFICIAL FORM NO. 3.	
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	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	
B. BRIEFLY DESCRIBE NATURE OF BUSINESS WIRELESS COMMUNICATIONS	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 <input 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 checked="" 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 checked="" 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 checked="" type="checkbox"/> 1-19 <input type="checkbox"/> 20-99 <input type="checkbox"/> 100-999 <input type="checkbox"/> 500-over <input type="checkbox"/>		

Name of Debtor GWI PCS10, 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 or 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.)

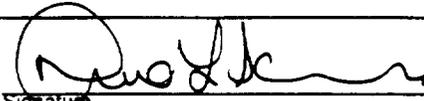
Name of Debtor	Case Number	Date
Relationship	District	Judge

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

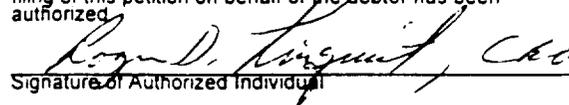
Date

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 75-2695085.
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		\$ 65,132,430.36
	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	_____ 1 _____	\$ 10,136,600.36
Unliquidated secured debt	_____	\$ _____
	Approximate number of holders	
Fixed, liquidated unsecured debt	_____ 15 _____	\$ 1,079,341.00 +
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 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

GWPCS 1, Inc.

GWPCS 2, Inc.

GWPCS 3, Inc.

GWPCS 4, Inc.

GWPCS 5, Inc.

GWPCS 6, Inc.

GWPCS 7, Inc.

GWPCS 8, Inc.

GWPCS 9, Inc.

GWPCS 10, Inc.

GWPCS 11, Inc.

GWPCS 12, Inc.

GWPCS 13, Inc.

GWPCS 14, Inc.

**RESOLUTIONS OF THE BOARD OF
DIRECTORS OF GWI PCS 10, 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. Linqvist
Chairman of the Board

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

June 30, 1998

OFFICE OF
MANAGING DIRECTOR

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 # 9711198310053010
File No. 00459CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS11, Inc. (GWI 11) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS11, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 11 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 11 is transacting business as a debtor-in-possession. Thus, GWI 11 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 11'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: 6/24/98

BY: FEE CONTROL NUMBER

Fee Control Number	Payor Name	Account Number	Received Date
9711198310053010	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	KNLF568	GWI PCS11 INC	75231		\$45.00	1	PMT
Total	1								\$45.00		

9711198310053010

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 PCS11, Inc.
File No. 00459CWL96
Request for Refund

Dear Mr. Fishel:

GW I PCS11, 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 PCS11, Inc. to GW I PCS11, Inc. Debtor-in-Possession. It has been brought to GW I PCS11, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GW I PCS11, 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
Counsel for GW I PCS11, 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

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

November 18, 1997

Via Hand Delivery

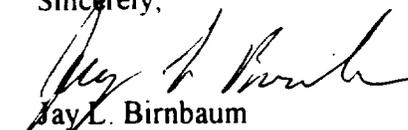
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS11, Inc., KNLF568
Market B469; West Palm Beach, FL BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00459CWL96

Dear Mr. Caton:

GW I PCS11, 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 PCS11, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS11, Inc. to GW I PCS11, 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 PCS11, Inc.

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING
(1) LOCKBOX # 358310

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
PAGE NO 1 OF 1

APPROVED BY: OMB 3060-0589
SPECIAL USE
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Skadden, Arps, Slate, Meagher & Flom

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ 45.00

(4) STREET ADDRESS LINE NO. 1
1440 New York Avenue

(5) STREET ADDRESS LINE NO. 2

(6) CITY
Washington

(7) STATE
DC

(8) ZIP CODE
20005

(9) DAYTIME TELEPHONE NUMBER (include area code)
(202) 371-7000

(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 158-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)
GWIPCS11, INC.

(12) STREET ADDRESS LINE NO. 1
8155 Walnut Hill Lane

(13) STREET ADDRESS LINE NO. 2
Suite 600

(14) CITY
Dallas

(15) STATE
TX

(16) ZIP CODE
75231

(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 158-C)

SECTION C - PAYMENT INFORMATION

(18A) FCC CALL SIGN/OTHER ID	(120A) PAYMENT TYPE CODE (PTC)	(121A) QUANTITY	(122A) FEE/DL FOR PTC IN BLOCK (A)	FCC USE ONLY
KNLF568	P A T M I		\$ 45.00	
(123A) FCC CODE 1			(124A) FCC CODE 2	
(18B) FCC CALL SIGN/OTHER ID	(120B) PAYMENT TYPE CODE (PTC)	(121B) QUANTITY	(122B) FEE/DL FOR PTC IN BLOCK (B)	FCC USE ONLY
(123B) FCC CODE 1			(124B) FCC CODE 2	
(18C) FCC CALL SIGN/OTHER ID	(120C) PAYMENT TYPE CODE (PTC)	(121C) QUANTITY	(122C) FEE/DL FOR PTC IN BLOCK (C)	FCC USE ONLY
(123C) FCC CODE 1			(124C) FCC CODE 2	
(18D) FCC CALL SIGN/OTHER ID	(120D) PAYMENT TYPE CODE (PTC)	(121D) QUANTITY	(122D) FEE/DL FOR PTC IN BLOCK (D)	FCC USE ONLY
(123D) FCC CODE 1			(124D) FCC CODE 2	

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN: **0 1 3 1 7 7 7 2 3 0**

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IS DIFFERENT FROM PAYER NAME (A.K.A.)
APPLICANT TIN: **0 7 5 2 6 9 5 0 8 8**

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, Maureen R. Harrigan Certify under penalty of perjury that the foregoing and supporting information
(PRINT NAME)
are true and correct to the best of my knowledge, information and belief. SIGNATURE *Maureen R. Harrigan*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER

MASTERCARD VISA

EXPIRATION DATE
MONTH YEAR

AUTHORIZED SIGNATURE DATE

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0319
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**

Commercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

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 PCS11, 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. Linqvist		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> Consent to <u>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 PCS11, 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

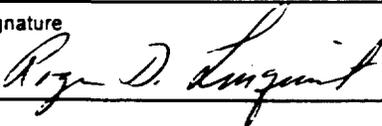
T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T50. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T51. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(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? • 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).	

FCC Form 490
GWI PCS11, Inc.
Exhibit 1
Page 1 of 1

EXHIBIT 1

GWI PCS11, 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 B469-West Palm Beach BTA, Station KNLF568. On October 20, 1997, GWI PCS11, 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. 97-39686-SAF-11, attached. As a result and by operation of law, GWI PCS11, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS11, Inc. requests that the Commission grant the application for the assignment of GWI PCS11, Inc.'s license from GWI PCS11, Inc. to GWI PCS11, Inc. Debtor-in-Possession.

Ownership information for GWI PCS11, 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.

<p>1. Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office</p> <p>GWI PCS11, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231</p>	<p>2. (Area Code) Telephone Number (214) 265-2550</p>
<p>4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):</p>	<p>3. If this report supersedes a previously filed report, specify its date N/A</p> <p>5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware</p>
<p>6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee:</p> <p>Part 24: Personal Communications Services</p>	
<p>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</p> <p style="text-align: right;"><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>	
<p>(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.</p> <p style="text-align: right;"><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>	
<p>(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.</p> <p style="text-align: right;"><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>	
<p>(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.</p> <p style="text-align: right;"><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>	
<p>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.</p> <p style="text-align: right;"><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>	
<p>If Filer is an individual (sole proprietorship) or partnership, answer the following and Item 11:</p>	
<p>9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:</p> <p>N/A</p>	<p>(b) Is individual or each member of a partnership a citizen of the United States?</p> <p style="text-align: right;"><input type="checkbox"/> YES <input type="checkbox"/> NO N/A</p>
	<p>(c) Is individual or any member of a partnership a representative of an alien or of a foreign government?</p> <p style="text-align: right;"><input type="checkbox"/> YES <input type="checkbox"/> NO N/A</p>

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.

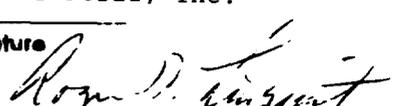
YES NO

(g) If any answer to questions (d), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the alien 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 PCS11, Inc.	Roger D. Linguist	
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 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 number.

FCC Form 430
GWI PCS11, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS11, 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 PCS11, 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

Albert S. Loverde
Vice President/General Manager
Georgia/Florida Region
5316 Trowbridge Drive
Dunwoody, GA 30338

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 PCS11, 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	

COPY

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 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)	
	397-39686-HCA-11	
SOC. SEC. TAX ID NO. (IF MORE THAN ONE, STATE ALL) 75-2695088	SOC. SEC. TAX ID 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 THE 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) (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.						
1-5 <input checked="" type="checkbox"/>	6-49 <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 checked="" 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 checked="" type="checkbox"/>
EST. NO OF EMPLOYEES - CH 11 & 12 ONLY						
<input type="checkbox"/>	1-19 <input checked="" type="checkbox"/>	20-99 <input type="checkbox"/>	100-999 <input type="checkbox"/>	1000-over <input type="checkbox"/>		
EST. NO OF EQUITY SECURITY HOLDERS - CH 11 & 12 ONLY						
<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 PCS11, 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

 _____
 Signature Date 10/20/97
 ATTORNEY

INDIVIDUAL JOINT DEBTOR(S)

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

Signature of Debtor

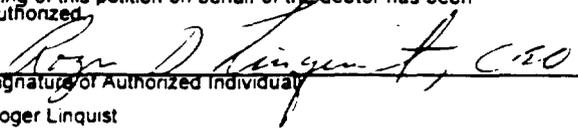
Date

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 75-2695088.
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		\$ 106,528,460.88
	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	1	\$ 47,550,280.88
Unliquidated secured debt	_____	\$ _____
	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 5,061,691.00+
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 11, 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.”

/s/

Roger D. Linquist
Chairman of the Board