

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 # 9711198310053011
File No. 00424CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS12, Inc. (GWI 12) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS12, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 12 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 12 is transacting business as a debtor-in-possession. Thus, GWI 12 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 12'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
9711198310053011	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	KNLF562	GWI PCS12 INC	75231		\$45.00	1	PMT
Total	T								\$45.00		

9711198310053011

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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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 PCS12, Inc.
File No. 00424CWL96
Request for Refund

Dear Mr. Fishel:

GW I PCS12, 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 PCS12, Inc. to GW I PCS12, Inc. Debtor-in-Possession. It has been brought to GW I PCS12, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GW I PCS12, 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 PCS12, Inc.

Enclosures

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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

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

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

November 18, 1997

Via Hand Delivery

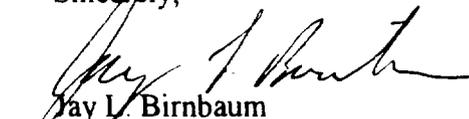
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS12, Inc., KNL562
Market B293; Miami-Fort Lauderdale, FL BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00424CWL96

Dear Mr. Caton:

GW I PCS12, 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 PCS12, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS12, Inc. to GW I PCS12, 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 PCS12, Inc.

Enclosures

ASSIGNMENT OF STOCK

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

ASSIGNEE OR TRANSFEREE

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

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee GWI PCS12, 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

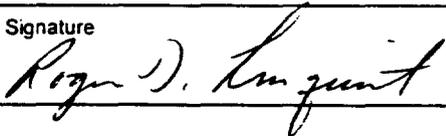
T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Yes</u>	<u>No</u>
T50. Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Yes</u>	<u>No</u>
T51. Is the assignee or transferee a corporation organized under the 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 TRANSFEEE CERTIFICATION

The ASSIGNEE or TRANSFEEE 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) <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).	

EXHIBIT 1

GWI PCS12, 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 B293-Miami-Fort Lauderdale BTA, Station KNLF562. On October 20, 1997, GWI PCS12, 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. 97-39687-SAF-11, attached. As a result and by operation of law, GWI PCS12, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS12, Inc. requests that the Commission grant the application for the assignment of GWI PCS12, Inc.'s license from GWI PCS12, Inc. to GWI PCS12, Inc. Debtor-in-Possession.

Ownership information for GWI PCS12, 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 PCS12, 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	(This field is merged into the previous row's description)

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
(This field is merged into the previous row's description)	(c) Is individual or any member of a partnership a representative of an alien or of a foreign government? <input type="checkbox"/> YES <input type="checkbox"/> NO N/A

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

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

See Exhibit VI

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

See Exhibit VII

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

YES NO

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

See Exhibit VIII

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

YES NO

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

YES NO

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

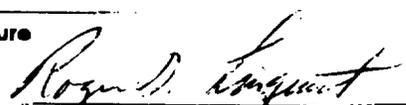
YES NO

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

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Filer (must correspond with that shown in Item 1)	Typed or Printed Name	
GWI PCS12, 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 PCS12, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS12, 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 PCS12, 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 PCS12, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

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

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

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

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

Form 1. VOLUNTARY PETITION

UNITED STATES BANKRUPTCY COURT		VOLUNTARY PETITION
NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION		
IN RE (NAME OF DEBTOR) - IF INDIVIDUAL, ENTER LAST, FIRST, MIDDLE GWI PCS I 2, INC	NAME OF JOINT DEBTOR (SPOUSE) (LAST, FIRST, MIDDLE)	
ALL OTHER NAMES USED BY THE DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN, AND TRADE NAMES)	ALL OTHER NAMES USED BY THE JOINT DEBTOR IN THE LAST 6 YEARS (INCLUDE MARRIED, MAIDEN AND TRADE NAMES) 397-39687-SAF-11	
SOC. SEC. TAX I D NO. (IF MORE THAN ONE, STATE ALL) 75-2695089	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)

<p>TYPE OF DEBTOR</p> <p> <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> JOINT (HUSBAND & WIFE) <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> OTHER _____ </p> <p> <input type="checkbox"/> CORPORATION PUBLICLY HELD <input type="checkbox"/> CORPORATION NOT PUBLICLY HELD <input type="checkbox"/> MUNICIPALITY </p> <p>NATURE OF DEBT</p> <p> <input type="checkbox"/> NON-BUSINESS/CONSUMER <input checked="" type="checkbox"/> BUSINESS-COMplete A & B BELOW </p> <p>A. TYPE OF BUSINESS (CHECK ONE)</p> <p> <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 <input type="checkbox"/> MINING <input type="checkbox"/> REAL ESTATE <input type="checkbox"/> RAILROAD <input type="checkbox"/> STOCKBROKER <input checked="" type="checkbox"/> OTHER BUSINESS </p> <p>B. BRIEFLY DESCRIBE NATURE OF BUSINESS</p> <p>WIRELESS COMMUNICATIONS</p>	<p>CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (CHECK ONE BOX)</p> <p> <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 </p> <p>FILING FEE (CHECK ONE BOX)</p> <p> <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. </p> <p>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</p> <p>NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR (PRINT OR TYPE NAME) DEBORAH L. SCHRIER-RAPE</p> <p><input type="checkbox"/> DEBTOR IS NOT REPRESENTED BY AN ATTORNEY</p>
---	--

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					
0 <input checked="" type="checkbox"/>	1-19 <input type="checkbox"/>	20-99 <input type="checkbox"/>	100-199 <input type="checkbox"/>	1000-over <input type="checkbox"/>	
EST. NO OF EQUITY SECURITY HOLDERS - CH. 11 & 12 ONLY					
0 <input type="checkbox"/>	1-19 <input checked="" type="checkbox"/>	20-99 <input type="checkbox"/>	100-999 <input type="checkbox"/>	500-over <input type="checkbox"/>	

Name of Debtor GWI PCS12, Inc.

Case No _____

FILING OF PLAN

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

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

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

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

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

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

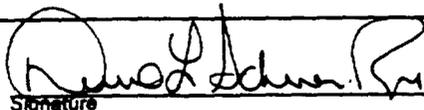
Name of Debtor	Case Number	Date
Relationship	District	Judge

REQUEST FOR RELIEF

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

SIGNATURES

ATTORNEY

 10/20/97
 Signature Date

INDIVIDUAL JOINT DEBTOR(S)

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

Signature of Debtor _____

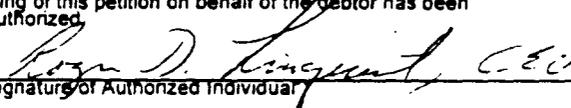
Date _____

Signature of Joint Debtor _____

Date _____

CORPORATE OR PARTNERSHIP DEBTOR

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


Signature of Authorized Individual

Roger Linquist

Print or Type Name of Authorized Individual

President and CEO

Title of Individual Authorized by Debtor to File this Petition

10/20/97
Date

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

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

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

Signature of Debtor _____ Date _____

Signature of Joint Debtor _____ Date _____

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

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

Signature of Attorney _____ Date _____

EXHIBIT "A"

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

[CAPTION]

EXHIBIT "A" TO VOLUNTARY PETITION

1. Debtor's employer identification number is 75-2695089.
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	\$ 261,804,504.89

	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	1	\$ 187,888,574.89
Unliquidated secured debt	_____	\$ _____

	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 19,999,441.00 †
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 12, INC.**

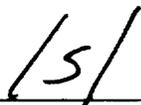
The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

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

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

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

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



Roger D. Linquist
Chairman of the Board

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

June 30, 1998

OFFICE OF
MANAGING DIRECTOR

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

RECEIVED

OCT - 8 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Fee Control # 9711198310053001
File No. 00430CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS13, Inc. (GWI 13) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS13, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 13 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 13 is transacting business as a debtor-in-possession. Thus, GWI 13 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 13'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
9711198310053001	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	KNLF563	GWIPCS13 INC	75231		\$45.00	1	PMT
Total									\$45.00		

9711198310053001

ORIGINAL

Holly

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

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

FIRM/AFFILIATE OFFICES

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HOUSTON
LOS ANGELES
NEWARK
NEW YORK
SAN FRANCISCO
WILMINGTON

BEIJING
BRUSSELS
FRANKFURT
HONG KONG
LONDON
MOSCOW
PARIS
SINGAPORE
SYDNEY
TOKYO
TORONTO

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 PCS13, Inc.
File No. 00430CWL96
Request for Refund

Dear Mr. Fishel:

GW I PCS13, 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 PCS13, Inc. to GW I PCS13, Inc. Debtor-in-Possession. It has been brought to GW I PCS13, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GW I PCS13, 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 PCS13, Inc.

Enclosures

FILE 001

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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TORONTO

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

November 18, 1997

Via Hand Delivery

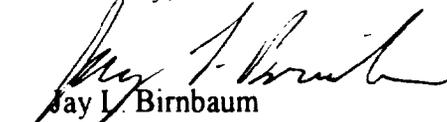
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS13, Inc., KNLF563
Market B313; Naples, FL BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00430CWL96

Dear Mr. Caton:

GW I PCS13, 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 PCS13, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS13, Inc. to GW I PCS13, 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 PCS13, Inc.

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

(1) LOCKBOX # 358310

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

PAGE NO 1 OF 1

APPROVED BY OMB 3050-0589
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 PCS13, 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)	(21) QUANTITY	(22) FEE/DUE FOR PTC IN BLOCK (1)	FCC USE ONLY
KNLF563	P A T M I		\$ 45.00	
(23A) FCC CODE 1			(24A) FCC CODE 2	
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21) QUANTITY	(22) FEE/DUE FOR PTC IN BLOCK (2)	FCC USE ONLY
(23B) FCC CODE 1			(24B) FCC CODE 2	
(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21) QUANTITY	(22) FEE/DUE FOR PTC IN BLOCK (3)	FCC USE ONLY
(23C) FCC CODE 1			(24C) FCC CODE 2	
(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21) QUANTITY	(22) FEE/DUE FOR PTC IN BLOCK (4)	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	(26) COMPLETE THE BLOCK ONLY IF APPLICANT NAME IS DIFFERENT FROM PAYER NAME N.A. APPLICANT TIN 0 7 5 2 6 9 5 0 9 0
--	---

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	MASTERCARD/VISA ACCOUNT NUMBER	EXPIRATION DATE
<input type="checkbox"/>		
VISA	AUTHORIZED SIGNATURE	DATE
<input type="checkbox"/>		

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3080-0319
Expires 10/31/97
Est. Avg. Burden Hours
Per Response 3 hrsFCC 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 PCS13, 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 PCS13, 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

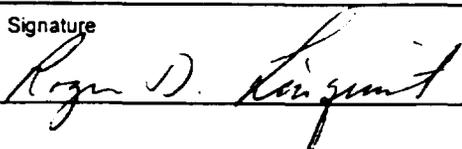
T49. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N) <u>Yes</u> <u>No</u>
T50. Is the assignee or transferee an alien or the representative of an alien?	(N) <u>Yes</u> <u>No</u>
T51. Is the assignee or transferee a corporation organized under the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

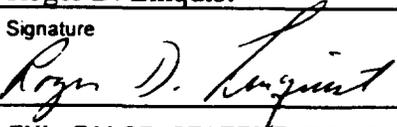
The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this 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 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) <u>(C)</u> <input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Partnership <input type="checkbox"/> Corporation			
T64. Typed Name of Person Signing Roger D. Linquist	T65. Title President & Chief Executive Officer		
T66. Signature 	T67. Date November 13, 1997		
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

EXHIBIT 1

GWI PCS13, 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 B313-Naples BTA, Station KNLF563. On October 20, 1997, GWI PCS13, 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. 97-39688-SAF-11, attached. As a result and by operation of law, GWI PCS13, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS13, Inc. requests that the Commission grant the application for the assignment of GWI PCS13, Inc.'s license from GWI PCS13, Inc. to GWI PCS13, Inc. Debtor-in-Possession.

Ownership information for GWI PCS13, 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 PCS13, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231	2. (Area Code) Telephone Number (214) 265-2550
4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	3. If this report supersedes a previously filed report, specify its date N/A
5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware	6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee: Part 24: Personal Communications Services

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

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

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

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

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

See Exhibit VI

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

See Exhibit VII

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

YES NO

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

See Exhibit VIII

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

YES NO

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

YES NO

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

YES NO

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

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 5301 of the Anti Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Filer (must correspond with that shown in Item 1)

GWI PCS13, Inc.

Typed or Printed Name

Roger D. Linquist

Signature

Title

President

Date

11/17/97

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

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

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to 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 number.

FCC Form 430
GWI PCS13, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS13, 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 PCS13, 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 California/Florida, Inc. owns 100% of the voting stock of GWI PCS13, 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 13, 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) 897-39688-HCA-11
SOC. SEC. / TAX I.D. NO. (IF MORE THAN ONE, STATE ALL) 75-2695090		SOC. SEC. / TAX I.D. NO. (IF MORE THAN ONE, STATE ALL)
STREET ADDRESS OF DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE) 8144 WALNUT HILL LANE, STE 600 DALLAS, TEXAS 75231		STREET ADDRESS OF JOINT DEBTOR (NO. AND STREET, CITY, STATE, AND ZIP CODE)
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS DALLAS		COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS
MAILING ADDRESS OF DEBTOR (IF DIFFERENT FROM STREET ADDRESS)		MAILING ADDRESS OF JOINT DEBTOR (IF DIFFERENT FROM STREET ADDRESS)
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (IF DIFFERENT FROM ADDRESS LISTED ABOVE)		VENUE (CHECK ONE BOX) <input checked="" type="checkbox"/> DEBTOR HAS BEEN DOMICILED OR HAS HAD A RESIDENCE, PRINCIPAL PLACE OF BUSINESS, OR PRINCIPAL ASSETS IN THIS DISTRICT FOR 180 DAYS IMMEDIATELY PRECEDING THE DATE OF THIS PETITION OR FOR A LONGER PART OF SUCH 180 DAYS THAN IN ANY OTHER DISTRICT <input type="checkbox"/> THERE IS A BANKRUPTCY CASE CONCERNING DEBTOR'S AFFILIATE, GENERAL PARTNER, OR PARTNERSHIP PENDING IN THIS DISTRICT
INFORMATION REGARDING DEBTOR (CHECK APPLICABLE BOXES)		
TYPE OF DEBTOR <input type="checkbox"/> INDIVIDUAL <input type="checkbox"/> CORPORATION PUBLICLY HELD <input type="checkbox"/> JOINT (HUSBAND & WIFE) <input type="checkbox"/> CORPORATION NOT PUBLICLY HELD <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> MUNICIPALITY <input type="checkbox"/> OTHER _____		CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (CHECK ONE BOX) <input type="checkbox"/> CHAPTER 7 <input type="checkbox"/> CHAPTER 11 <input type="checkbox"/> CHAPTER 13 <input type="checkbox"/> CHAPTER 9 <input type="checkbox"/> CHAPTER 12 <input type="checkbox"/> SEC. 304 - CASE ANCILLARY TO FOREIGN PROCESSING
NATURE OF DEBT <input type="checkbox"/> NON-BUSINESS/CONSUMER <input checked="" type="checkbox"/> BUSINESS-COMplete A & B Below A TYPE OF BUSINESS (CHECK ONE): <input type="checkbox"/> FARMING <input type="checkbox"/> TRANSPORTATION <input type="checkbox"/> COMMODITY BROKER <input type="checkbox"/> PROFESSIONAL <input type="checkbox"/> MANUFACTURING/ <input type="checkbox"/> CONSTRUCTION <input type="checkbox"/> RETAIL/WHOLESALE <input type="checkbox"/> MINING <input type="checkbox"/> REAL ESTATE <input type="checkbox"/> RAILROAD <input type="checkbox"/> STOCKBROKER <input checked="" type="checkbox"/> OTHER BUSINESS		FILING FEE (CHECK ONE BOX) <input checked="" type="checkbox"/> FILING FEE ATTACHED <input type="checkbox"/> FILING FEE TO BE PAID IN INSTALLMENTS (APPLICABLE TO INDIVIDUALS ONLY) MUST ATTACH SIGNED APPLICATION FOR THE COURT'S CONSIDERATION CERTIFYING THAT THE DEBTOR IS UNABLE TO PAY FEE EXCEPT IN INSTALLMENTS. RULE 1006(B). SEE OFFICIAL FORM NO. 3
B BRIEFLY DESCRIBE NATURE OF BUSINESS WIRELESS COMMUNICATIONS		NAME AND ADDRESS OF LAW FIRM OR ATTORNEY ANDREWS & KURTH L L P 1717 MAIN STREET STE 3700 DALLAS TX 75201 TELEPHONE NO. 214-659-4400 NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR (PRINT OR TYPE NAME): DEBORAH L SCHRIER-RAPE <input type="checkbox"/> DEBTOR IS NOT REPRESENTED BY AN ATTORNEY
STATISTICAL/ADMINISTRATIVE INFORMATION (U.S.C. § 604) (Estimates only) (Check applicable boxes)		
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors		
ESTIMATED NUMBER OF CREDITORS:		
<input checked="" type="checkbox"/> 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		
ESTIMATED ASSETS (In thousands of dollars)		
<input type="checkbox"/> 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 checked="" type="checkbox"/> 100,000 over		
ESTIMATED LIABILITIES (In thousands of dollars)		
<input type="checkbox"/> 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 checked="" type="checkbox"/> 100,000 over		
EST NO OF EMPLOYEES - CH. 11 & 12 ONLY		
<input checked="" type="checkbox"/> 0 <input type="checkbox"/> 1-19 <input type="checkbox"/> 20-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 1000-over		
EST NO OF EQUITY SECURITY HOLDERS - CH. 11 & 12 ONLY		
<input type="checkbox"/> 0 <input checked="" type="checkbox"/> 1-19 <input type="checkbox"/> 20-99 <input type="checkbox"/> 100-999 <input type="checkbox"/> 500-over		

Name of Debtor GWI PCS13 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.

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

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

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

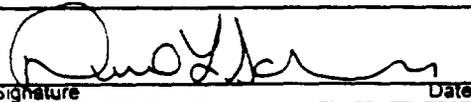
PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR (if more than one, attach additional sheet.)

Name of Debtor	Case Number	Date
Relationship	District	Judge

REQUEST FOR RELIEF

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

SIGNATURES

 _____ ATTORNEY
 Signature Date 10/20/97

INDIVIDUAL JOINT DEBTOR(S)
I declare under penalty of perjury that the information
provided in this petition is true and correct.

Signature of Debtor

Date

Signature of Joint Debtor

Date

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


Signature of Authorized Individual

Roger Linquist

Print or Type Name of Authorized Individual

President and CEO

Title of Individual Authorized by Debtor to File this Petition

10/20/97

Date

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

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

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

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

Signature of Debtor _____ Date _____

Signature of Joint Debtor _____ Date _____

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

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

Signature of Attorney _____ Date _____

EXHIBIT "A"

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

[CAPTION]

EXHIBIT "A" TO VOLUNTARY PETITION

1. Debtor's employer identification number is 75-2695090.
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		\$ 61,653,785.50
	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	_____ 1 _____	\$ 6,992,605.50
Unliquidated secured debt	_____	\$ _____
	Approximate number of holders	
Fixed, liquidated unsecured debt	_____ 16 _____	\$ 744,691.00 +
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 13, INC.**

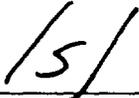
The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

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

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

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

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



Roger D. Linquist
Chairman of the Board

FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

June 30, 1998

OFFICE OF
MANAGING DIRECTOR

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 # 9711198310053012
File No. 00413CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS14, Inc. (GWI 14) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS14, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 14 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 14 is transacting business as a debtor-in-possession. Thus, GWI 14 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 14'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 'M. Holleran', written in a cursive style.

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
9711198310053012	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	KNLF559	GW I PCS14 INC	75231		\$45.00	1	PMT
Total									\$45.00		

971198310053012

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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CHICAGO
HOUSTON
LOS ANGELES
NEWARK
NEW YORK
SAN FRANCISCO
WILMINGTON

BEIJING
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FRANKFURT
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

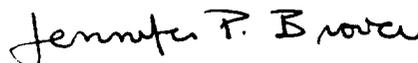
Federal Communications Commission
Office of Secretary

Re: GWI PCS14, Inc.
File No. 00413CWL96
Request for Refund

Dear Mr. Fishel:

GW I PCS14, 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 PCS14, Inc. to GW I PCS14, Inc. Debtor-in-Possession. It has been brought to GW I PCS14, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GW I PCS14, 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 PCS14, Inc.

Enclosures

FBI 67

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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TOKYO
TORONTO

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

November 18, 1997

Via Hand Delivery

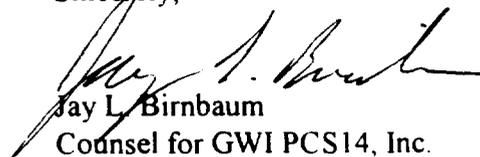
Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: GWI PCS14, Inc., KNLF559
Market B151; Fort Myers, FL BTA
Application for *Pro Forma*
Assignment of Authorization
Part 24 - Broadband PCS
File No. 00413CWL96

Dear Mr. Caton:

GW I PCS14, 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 PCS14, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GW I PCS14, Inc. to GW I PCS14, 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 PCS14, Inc.

Enclosures

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3060-0318
Expires 10/31/97
Est. Avg. Burden Hours
Per Response 3 Mins

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 PCS14, 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> <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 PCS14, 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

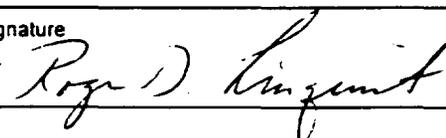
ALIEN OWNERSHIP

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>

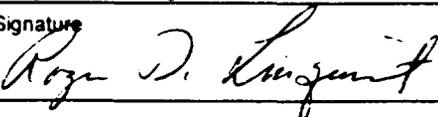
BASIC QUALIFICATIONS

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 Roger D. Linnquist	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. Linnquist	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 PCS14, Inc.
Exhibit 1
Page 1 of 1

EXHIBIT 1

GWI PCS14, 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 B151-Fort Myers BTA, Station KNLF559. On October 20, 1997, GWI PCS14, 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. 97-39689-SAF-11, attached. As a result and by operation of law, GWI PCS14, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS14, Inc. requests that the Commission grant the application for the assignment of GWI PCS14, Inc.'s license from GWI PCS14, Inc. to GWI PCS14, Inc. Debtor-in-Possession.

Ownership information for GWI PCS14, Inc. is reflected in the attached FCC Form 430.

LICENSEE QUALIFICATION REPORT

See reverse for public
burden estimate

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 PCS14, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231	2. (Area Code) Telephone Number (214) 265-2550
4. Filer is (check one): <input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other (Specify):	3. If this report supersedes a previously filed report, specify its date N/A
5. Under the laws of what State (or other jurisdiction) is the Filer organized? Delaware	6. List the common carrier and satellite radio services in which Filer has applied or is a current licensee or permittee: Part 24: Personal Communications Services

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

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

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

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

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

See Exhibit VI

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

See Exhibit VII

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

YES NO

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

See Exhibit VIII

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

YES NO

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

YES NO

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

YES NO

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

11. CERTIFICATION

This report constitutes a material part of any application which cross-references it, and all statements made in the attached exhibits are a material part thereof. The ownership information contained in this report does not constitute an application for, or Commission approval of, any transfer of control or assignment of radio facilities. The undersigned, individually and for the Filer, hereby certifies that the statements made herein are true, complete and correct to the best of the Filer's knowledge and belief, and are made in good faith. The undersigned, individually and for the Filer, certifies that neither the applicant nor any other party to the application is subject to a denial of Federal benefits, that includes FCC benefits, pursuant to Section 501 of the Anti Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

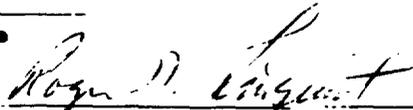
Filer (must correspond with that shown in Item 1)

GWI PCS14, Inc.

Typed or Printed Name

Roger D. Linquist

Signature



Title

President

Date

11/17/97

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

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

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the burden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to doanway@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 PCS14, Inc.
Exhibit VI
Page 1 of 1

Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS14, 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 PCS14, 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 PCS14, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

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

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

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

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

Form 1. VOLUNTARY PETITION

UNITED STATES BANKRUPTCY COURT

VOLUNTARY PETITION

NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION

IN RE (NAME OF DEBTOR) - IF INDIVIDUAL, ENTER LAST, FIRST, MIDDLE
GWI PCS 14, 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)

397-39689-HCA-11

SOC. SEC. TAX ID NO. (IF MORE THAN ONE, STATE ALL)
75-2695091

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)

- 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
- 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

- INDIVIDUAL
- JOINT (HUSBAND & WIFE)
- PARTNERSHIP
- OTHER
- CORPORATION PUBLICLY HELD
- CORPORATION NOT PUBLICLY HELD
- MUNICIPALITY

CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (CHECK ONE BOX)

- CHAPTER 7
- CHAPTER 9
- CHAPTER 11
- CHAPTER 12
- CHAPTER 13
- SEC 304 - CASE ANCILLARY TO FOREIGN PROCESSING

NATURE OF DEBT

- NON-BUSINESS/CONSUMER
- BUSINESS-COMplete A & B Below

FILING FEE (CHECK ONE BOX)

- FILING FEE ATTACHED
- 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)

A. TYPE OF BUSINESS (CHECK ONE)

- FARMING
- PROFESSIONAL
- RETAIL/WHOLESALE
- RAILROAD
- TRANSPORTATION
- MANUFACTURING/ MINING
- STOCKBROKER
- COMMODITY BROKER
- CONSTRUCTION
- REAL ESTATE
- OTHER BUSINESS

NAME AND ADDRESS OF LAW FIRM OR ATTORNEY
ANDREWS & KURTH, L.L.P.
717 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

DEBTOR IS NOT REPRESENTED BY AN ATTORNEY

STATISTICAL/ADMINISTRATIVE INFORMATION (U.S.C. § 604)

(Estimates only) (Check applicable boxes)

- Debtor estimates that funds will be available for distribution to unsecured creditors
- Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors

ESTIMATED NUMBER OF CREDITORS.

1-15 16-49 50-99 100-199 200-999 1000-Over

ESTIMATED ASSETS (In thousands of dollars)

Under 50 50-99 100-499 500-999 1000-9999 10 000-99 999 100 000 over

ESTIMATED LIABILITIES (In thousands of dollars)

Under 50 50-99 100-499 500-999 1000-9999 10 000-99 999 100 000 over

EST. NO. OF EMPLOYEES - CH. 11 & 12 ONLY

0 1-19 20-99 100-199 1000-over

EST. NO. OF EQUITY SECURITY HOLDERS - CH. 11 & 12 ONLY

0 1-19 20-99 100-999 500-over

Name of Debtor GWI PCS 14, Inc

Case No _____

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

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

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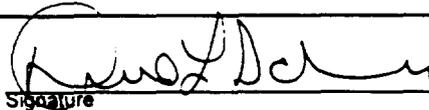
PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR (if more than one, attach additional sheet.)

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.

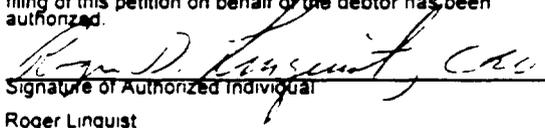
Signature of Debtor

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 75-2695091.
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		\$ 74,757,564.93
	Approximate number of holders	
Fixed, liquidated secured debt	_____	\$ _____
Contingent secured debt	_____	\$ _____
Disputed secured claims	1	\$ 18,835,784.93
Unliquidated secured debt	_____	\$ _____
	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 2,005,291.00 +
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 14, 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

August 25, 1998

OFFICE OF
MANAGING DIRECTOR

RECEIVED

OCT - 8 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Barry D. Wood, Esquire
Wood & Brinton, Chartered
2300 M St., N.W.
Suite 900A
Washington, D.C. 20037

Re: Request for Exemption from
Regulatory Fees
Halloran Broadcasting

Dear Mr. Wood:

In a letter dated May 3, 1996, Marilyn J. McDermott, Associate Managing Director for Operations, denied a request for a waiver of the Fiscal Year (FY) 1994 regulatory fees, filed on behalf of Halloran Broadcasting, licensee of Class D AM Radio Station KRPX and Class A FM Station KPRQ, both located at Price, Utah. The May 3, 1996 letter recognized that Halloran's 1994 Income Tax return showed a loss of \$6,246 but denied the waiver because there was a positive cash flow based on a deduction for depreciation. In a letter dated April 30, 1997, from Regina W. Dorsey, Chief, Billing & Collections, the Commission requested that Halloran pay its FY 1995 regulatory fees and any other unpaid fees.

Now before the Commission is a request filed in response to the Dorsey and McDermott letters asking for exemptions (waivers) of the FY 1994 and FY 1995 regulatory fees. Also under consideration is a petition for exemption from the FY 1997 fees. In support of the requests, you submitted Halloran's 1995 and 1996 income tax returns. You further request that the tax returns be granted confidential protection from public disclosure. Your request for confidentiality is granted. Halloran's tax returns and the financial data contained therein will not be routinely available for public inspection.

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

In determining whether a licensee has sufficient revenues to pay its regulatory fees the Commission relies upon an applicant's cash flow, as opposed to the entity's profits. Thus, deductions for amortization and depreciation and payments to principals, which reduce gross income for tax purposes, represent money which is ordinarily available to pay the regulatory fees.

You maintain that because of the sparse populations served by Halloran's stations, the depressed economy in the Price area, the limited income raised by the stations, and because Halloran's principals have been working without pay, the standards used by the Commission to determine financial hardship are unrealistic. You note that because of its limited cash flow, the only way Halloran can replace equipment is to use money set aside for depreciation. You also assert that positive cash flow cited by the Commission amounted to less than the minimum wage for Halloran's principals.

In considering financial hardship, our consideration is limited to the financial viability of a station and its ability to provide services, without considering whether a licensee provides a sufficient source of income for its principals. Thus, even if a station loses money or is only marginally profitable, any profit, funds paid to principals, deductions for depreciation are considered funds available to pay the fees.

Halloran's tax return shows that it lost money in 1995, and that the licensee made a small profit in 1996. The returns further show that in 1995 and 1996, Halloran made a total of over \$20,000 in payments to its principals, and that it deducted a total of over \$32,000 for depreciation. Thus, although Halloran may be only marginally profitable, these deductions and payments represent funds which are considered to be available to pay the regulatory fees. Under these circumstances, Halloran has failed to establish a basis for a waiver of the regulatory fees.

Halloran is assessed regulatory fees of \$250 for FY 1994, \$310 for FY 1995, \$345 for FY 1996, and \$400 for FY 1997 for AM Station KRPX; and regulatory fees of \$600 for FY 1994, \$745 for 1995, \$830 for FY 1996, and \$400 for FY 1997 for FM Station KPRQ. Those fees are now due. Halloran has paid \$400 in regulatory fees for FY 1997. Accordingly it should file the aggregate unpaid balance of \$3,480, together with Forms FCC 159 (copies enclosed) within 30 days from the date of this letter.

Barry D. Wood, Esquire

3.

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

Sincerely,

A handwritten signature in black ink, appearing to read "Mark Reger". The signature is written in a cursive style with a prominent initial "M".

Mark Reger
Chief Financial Officer

Enclosures

Jenny

TELEPHONE
(202) 293-5333

WOOD & BRINTON

CHARTERED
ATTORNEYS AT LAW
2300 M STREET, N.W., SUITE 900A
WASHINGTON, D.C. 20037

STAMP &
RETURN

TELECOPIER
(202) 293-2509

000000 BCB-98-032

June 6, 1997

RECEIVED

JUN - 6 1997

Federal Communications Commission
Office of Secretary

Regina W. Dorsey, Chief
Billing & Collections Branch
Office of Managing Director
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

Re: Halloran Broadcasting
KRPX(AM)/KPRQ(FM)
Price, Utah
Request for Regulatory Fee Exemption

Dear Ms. Dorsey:

This is with reference to your letter of April 30, 1997 requesting payment of the regulatory fee for fiscal year 1995 by Halloran Broadcasting, licensee of AM radio broadcast station KRPX and FM station KPRQ in Price, Utah.¹ In requiring broadcast licensees to pay annual regulatory fees, Congress intended to provide added funding for various Commission activities based on contributions from those licensees of the Commission who are financially able to make such payments. It was never intended that the regulatory fee program would be a means for the Federal government to "grind the face of the poor" (Isaiah 11:4).

While broadcast operations in large markets provide most licensees who operate in such areas with ample revenues to hire a staff, buy equipment, fund their commercial operations, create public service programming, and pay regulatory fees, the same is not always true in the smallest markets.

Halloran Broadcasting operates in one of the smallest radio markets in the nation. Price is not some suburb of a megalopolis, such that a broadcast operator there can reap revenues from a wide area. Rather, Price is an isolated community nestled

¹ On May 30, 1997, the undersigned submitted a request for an extension of time within which to respond to the April 30 letter following the filing of the license renewal applications for these stations. Pursuant to the informal advice of the Commission's staff, it is understood that this letter would be acceptable if submitted at this time.

in the canyons of eastern Utah. Price has, according to the Census Bureau, a population of just 8,712 people.

Two flanks of the Wasatch Mountain Range separate the Price area from the heavily populated portions of Utah. Thus, neither KRPX nor KPRQ reaches any substantial population outside of Carbon County, of which Price is the County Seat. The population of Carbon County (including Price) is only 20,228. Thus, the total population from which Halloran Broadcasting must derive its advertising revenues consists of a mere fraction of the population of the smallest ward of the District of Columbia. The economic base available to Halloran Broadcasting is less than one half of one percent of that available to stations in the Washington, D.C. metropolitan area.

The only significant industries in Price are coal mining and tourism. In addition, a small educational institution is located there. With the increased mechanization of coal mining over the years, the number of jobs in mining in the Price area has dwindled. As a result, Price does not enjoy a robust economy.

In view of these factors, it is not surprising that the 1994 income tax return, filed with Halloran Broadcasting's Supplement to Petition for Exemption from Regulatory Fee, showed a loss of \$6,426.

Marilyn J. McDermett, of the Commission's Office of Managing Director, in her letter of May 3, 1996 with respect to Halloran Broadcasting's petition, recognized that the subject tax return showed an ordinary income loss. However, Ms. McDermett noted that the loss figure "was exceeded by Halloran's deduction for depreciation by \$12,306." May 3 letter at 1. Accordingly, Ms. McDermett concluded that Halloran had a "positive cash flow in 1994, from which it could pay its regulatory fee."

That statement was not a fair characterization of the licensee's financial state, as it ignored the fact that the owners of Halloran Broadcasting worked day and night without a paycheck in order to keep KRPX/KPRQ on the air.

The undersigned takes responsibility for having failed to make clear to Ms. McDermett that this meager cash flow of the station, amounting to barely \$1,000 per month, was needed for other requirements more essential than payment of the FCC's regulatory fee. For example, whenever equipment breaks down, which is frequently in radio station operation, it must be repaired or replaced. While the cost of repairs is reflected on the tax returns, the cost of replacing equipment is a capital expense.

It is not reflected on the return except in the form of depreciation over the anticipated useful life of the equipment.

To the extent that cash flow results from a depreciation entry on the tax return, it means that the licensee must either use that cash flow for equipment purchases in that year, or must save so that money will be available to purchase needed equipment in future years. For example, only last year Halloran Broadcasting had to spend thousands of dollars to purchase the equipment needed for the new Emergency Alert System recently mandated by the Commission.

Fortunately, in 1994 Halloran Broadcasting was able to get by without making any major equipment purchases. Nevertheless, even though the minuscule cash flow of this station was not consumed by capital expenditures, the owners of Halloran Broadcasting needed this paltry sum just to survive.

Even if no capital expenditures were made at all during 1994, Mr. and Mrs. Halloran would have had only \$1,000 a month to live on. Does Ms. McDermott pay her rent and put food on her table for only \$1,000 a month? Undoubtedly, any employee of the Federal Communications Commission would consider it a great hardship to meet the basic needs of life at this level. If this is not financial hardship, the undersigned would not know what that might be.

Ms. McDermott's letter kindly suggested that the licensee might supply more recent financial information in support of Halloran's request for waiver based on financial hardship. Accordingly, attached hereto is the 1995 income tax return for Halloran Broadcasting. The licensee hereby requests confidentiality with respect to this information, as with the material submitted for 1994.

As with the prior year's return, the attached documentation demonstrates that the radio stations suffered a loss. The loss for 1995 narrowed somewhat from 1994, at \$5,572, even though sales declined to only \$94,014 (less than \$8,000 per month) in 1995 from \$97,369 in 1994. The principal reason for this smaller loss is that depreciation in 1995, at \$16,369, was less than in 1994. Nevertheless, the station's cash flow was only \$10,797. This works out to just under \$900 per month.

Note that no salaries or wages were paid to anyone in 1995. This is because the Halloran family, on its own, worked at the station day in and day out, week in

Regina W. Dorsey, Chief
June 6, 1997
Page 4

and week out, doing everything necessary to keep KRPX and KPRQ on the air. They could not afford to hire anyone else to work at the station.

The tax return shows that the net cash flow of the station available to compensate its operators was only \$900 per month, if no equipment had to be replaced during 1995. This reveals that the members of the Halloran family who worked at the station had available to spend from its operation less than \$2 per hour in compensation for their time. How many members of the Commission would work for less than \$2 an hour? Would they not consider it a financial hardship if they had to work 60 to 80 hours per week for less than \$2 per hour?

The conclusion is obvious. The attached documentation establishes beyond any doubt that Halloran Broadcasting faced significant financial hardships in both 1994 and 1995. It should therefore be exempt from the Commission's regulatory fees for 1994.

The undersigned appreciates the Commission's consideration of this compelling case.

Yours truly,



Barry D. Wood
Attorney for Halloran Broadcasting

BDW/cjl
Attachment

SEP 19 1997

Henry

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

In re petition of)
)
HALLORAN BROADCASTING)
)
KPRQ/KRPX, Price, Utah)
)
For exemption from)
Regulatory Fees)

RECEIVED
SEP 23 3 56 PM '97
FEDERAL COMMUNICATIONS COMMISSION

To: The Managing Director

PETITION FOR EXEMPTION FROM REGULATORY FEES

Halloran Broadcasting is the licensee of AM radio broadcast station KRPX and of FM station KPRQ, both in Price, Utah. Halloran Broadcasting, by its attorneys, hereby seeks exemption with respect to the Commission's regulatory fee for these stations.

Imposition of the regulatory fee for this AM/FM combination would create a financial hardship. KRPX/KPRQ is run on the proverbial shoe string, with monthly revenues averaging barely \$10,000. Expenses are essentially the same amount. Thus, the owners have no income from the station beyond what is necessary to keep body and soul together.

Attached as Exhibit 1 hereto is a copy of the 1996 federal income tax return for Halloran Broadcasting.¹ It shows that the station paid no salaries and wages to anyone, except for \$4,800 paid to Michael Halloran, and \$3,200 paid to his wife Claudine Halloran. Adding to this the \$526 characterized by the company's accountants as income of the business, the Hallorans received only \$8,526 for their thousands of hours of work operating the radio stations in 1996. In other words, they received less than the minimum wage for their tireless efforts in providing a public service to the citizens of Price.

It should be noted that a substantial investment was made in 1996 in an upgrade of the station's facilities in order to improve service to the public. The amount of this cash outlay dwarfed the amount of depreciation posted on the attached tax return. Thus, in terms of cash flow, the station consumed more cash than it yielded in 1996.

The attached documentation establishes that Halloran Broadcasting faces significant financial hardships in keeping KRPX/KPRQ on the air. The licensee should therefore be exempt from the Commission's regulatory fee for fiscal year 1997. This is consistent with the intent of Congress, which designed that the annual

¹ Halloran Broadcasting requests that the Commission maintain the confidentiality of the attached information. The Commission has traditionally honored requests for confidentiality as to sensitive income tax information.

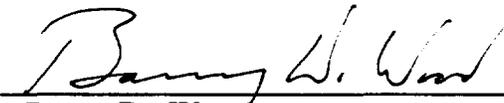
regulatory fees not prove an unreasonable burden on struggling small market stations.

As the FCC has recognized, where a "petitioner presents a compelling case of financial hardship," the regulatory fee will be waived. *Implementation of Section 9 of the Communications Act*, 9 FCC Rcd 5333, 5346 (1994).

KRPX/KPRQ presents a compelling case of financial hardship. Accordingly, the licensee should be exempt from the regulatory fee requirement.

Respectfully submitted,

HALLORAN BROADCASTING

By: 
Barry D. Wood
Paul H. Brown

**WOOD & BRINTON,
CHARTERED**
Suite 900A
2300 M Street, N.W.
Washington, D.C. 20037
(202) 293-5333

Dated: September 19, 1997