

Listed Actions

Complaint before the Puerto Rico Supreme Court (No. AB-98-42) ("Bar Complaint")

Parties: Susan D. Easton
Anthony T. Easton
SDE Trust
Fred H. Martinez
Lawrence Odell
Javier O. Lamoso

In Puerto Rico Superior Court

Civil Action Number: AC 96-0771(803)

PCS 2000 v. Romulus (Puerto Rico)

Parties: PCS 2000 L.P. (ClearComm L.P.)
Unicom Corporation
Romulus Telecommunications, Inc.
Anthony Easton
Susan Lentz (Easton)
Parks Family Trust
Pearl Trust

In Puerto Rico Superior Court

Civil Action Number: KAC 961321(807)

Romulus Dissolution (Puerto Rico)

Parties: Easton Family Trust
Quentin L. Breen
Breen Family Trust
ClearComm L.P.
Parks Family Trust
Pearl Trust

SDE Trust v. ClearComm (Federal Communications Commission)
Before the Federal Communications Commission

File Nos.: 419-CW-L-96
421-CW-L-96
425-CW-L-96
426-CW-L-96
427-CW-L-96
428-CW-L-96
429-CW-L-96
432-CW-L-96
433-CW-L-96
435-CW-L-96
438-CW-L-96
414-CW-L-96
418-CW-L-96

Parties: SDE Trust
ClearComm L.P.

SDE Trust v. Unicom et. al
In Superior Court of the State of California
Case No.: 399370 (on appeal)

Parties: SDE Trust

M Eloise Rosenblatt, Trustee
California Theological Charitable Trust
John H. Elliott, Trustee
Unicom Corporation
SuperTel Communications Corporation
PCS 2000, L.P.
Banco Santander, successor by merger to Banco Central
Hispano,
Bank Trust of Puerto Rico, as trustee for the Breen Family
Trust
Javier Lamoso, individually and as trustee for the KHB Trust,
the
MEB Trust, The RMT Trust, the Gemini Trust, and as former
Trustee of the SDE Trust
Fred Martinez
Richard Reiss
Lawrence Odell
Gery H. Arizala
James T. Perry

Arbitration Proceedings filed with the American Arbitration Association – Miami
Regional Office, Case No. 32-199-00312 96K

Parties: Anthony Easton
Romulus Telecommunications, Inc.
ClearComm, L.P.

PCS 2000, L.P. v. Romulus Telecommunications, Inc.
Civil Act. 97-2132(GG)

Parties: PCS 2000, L.P
Unicom Corporation
Romulus Telecommunications, Inc.
Anthony T. Easton
American Arbitration Association

In re Applications of Westel Samoa, Inc. and Westel, L.P. and Anthony T. Easton
Before the Federal Communications Commission

File Nos.: 00560-CW-L-96
00129-CW-L-97
00862-CW-L-97
00863-CW-L-97
00864-CW-L-97
00865-CW-L-97
00866-CW-L-97

Parties: Westel Samoa, Inc.
Westel, L.P.
Anthony T. Easton
ClearComm, L.P.

Attachment B

ESTADO LIBRE ASOCIADO DE PUERTO RICO
TRIBUNAL DE PRIMERA INSTANCIA
SALA SUPERIOR DE SAN JUAN

PCS 2000, LP; UNICOM CORPORATION

Demandantes

vs.

ROMULUS TELECOMMUNICATIONS, INC., ANTHONY TERRENCE EASTON Y SU ESPOSA, SUSAN LENTZ, Y LA SOCIEDAD CONYUGAL ENTRE ANTHONY Y SUSAN LENTZ

Demandados

vs.

QUENTIN BREEN

Tercero Demandado

CASO NÚM.: KAC 96-0771 (803)

SOBRE:

ACCIÓN CIVIL

MOCIÓN DE DESISTIMIENTO CON PERJUICIO POR TRANSACCIÓN

AL HONORABLE TRIBUNAL:

Comparecen las partes a este litigio, a saber, las demandantes PCS 2000, LP (hoy, ClearComm, LP) y Unicom Corporation (hoy, SuperTel, Inc.), los demandados, Romulus Telecommunications, Inc. ("Romulus"), Anthony Terrence Easton, Susan Lentz y la Sociedad Legal de Bienes Gananciales constituida entre Anthony Terrence Easton y Susan Lentz, y los interventores, Pearl Trust, Parks Family Trust y Hermán W. Colberg, como síndico del Easton Trust, por conducto de sus respectivos abogados, y respetuosamente informan y solicitan como sigue:

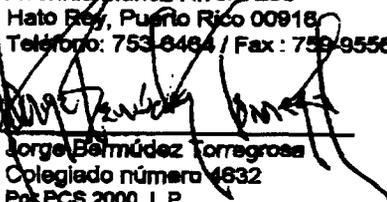
- 1) Las partes a este litigio, junto a partes a otros litigios y procedimientos pendientes entre ellas en distintos foros, han llegado a una transacción extrajudicial global de todos los litigios y procedimientos habidos, en virtud de la cual, el presente litigio queda, también, transigido.
- 2) Por virtud de dicha transacción las partes demandantes desisten con perjuicio de su reclamación y las partes demandadas e interpositoras concurren con el mismo desistiendo igualmente con perjuicio de la suyas y relevan a la "fiadora" de toda responsabilidad bajo la fianza prestada en este litigio.

3) Solicitan las partes que, conforme a la transección acordada, se dejen sin efectos todos los remedios provisionales dispuesto por el Honorable Tribunal y no se impongan costas u honorarios de abogado a ninguna de las partes a este litigio.

POR LO ANTERIOR, respetuosamente se solicita de este Honorable Tribunal el que de por desistidas, con perjuicio, a PCS 2000, LP, a Unicom Corporation y a sus sucesoras en interés de la acción que a través de este litigio han ejercitado y de las reclamaciones aquí entabladas; así como también que de por desistidas, con perjuicio, a las partes correspondientes de toda reconversión, demanda contra coparte y demanda de intervención radicadas en este caso; dejando sin efecto todas las ordenes de remedios provisionales en el mismo todo sin imposición de costas u honorarios de abogado.

En San Juan, Puerto Rico, a de diciembre de 1998.

Cuevas Kuiniam & Bermudez
Hato Rey Tower, Suite 903
Avenida Muñoz Rivera 268
Hato Rey, Puerto Rico 00918
Teléfono: 753-6464 / Fax: 759-9556


Jorge Bermúdez Torregrosa
Colegiado número 4832
Por PCS 2000, L.P.
UNICOM Corporation,
ClearComm, LP y Supertel, Inc.

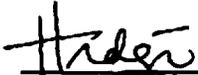
Tulia & Ferrer
Calle Quisqueya Núm. 50
San Juan, Puerto Rico 00917
Teléfono: 753-0438/Fax: 766-0409


Enc Tulla
Colegiado número 5740
Por Romulus
Telecommunications, Inc.

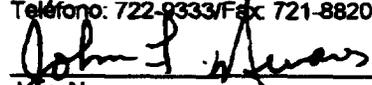
Fiddler, Gonzalez & Rodríguez
254 Muñoz Rivera Avenue
Chase Manhattan Bank Building
Hato Rey, Puerto Rico 00918
Teléfono: 753-3113
Fax : 759-3123

José Gonzalez Burgos
Colegiado número 6927
y Rafael R. Vizcarrondo
Colegiado número 2017
Por Susan Lentz y la
Sociedad Legal de Gananciales
constituida entre Susan Lentz y
Anthony Terrence Easton;
y Herman Colberg como
Síndico del Easton Trust

Pletrantoni, Mendez & Alvarez
Banco Popular Center
Suite 1901
Hato Rey, Puerto Rico 00918
Teléfono: 274-1212 / Fax: 274-1470


Heidi Rodríguez
Colegiado número 12110
Por Pearl Trust y
Parks Family Trust

Smith & Nevares
Edificio Caso
Avenida Ponce de Leon 1225
San Juan, Puerto Rico 00907-3844
Teléfono: 722-9333/Fax: 721-8820


John Nevares
Colegiado número 8455
Por Anthony Terrence Easton

trustee of the Easton Trust, by means of their respective lawyers, and respectfully inform and request as follows:

- 1) The parties to this lawsuit, together with parties of other pending lawsuits and legal proceedings among them in different forums, have reached an out of court global transaction of all the lawsuits and proceedings ever initiated, in virtue of which, this lawsuit is also transacted.
- 2) By virtue of said transaction defendants desist, with prejudice, of their claim and plaintiffs and interventors agree with same, desisting also with prejudice, of theirs and release the bondsman of all liability under the bail deposited in this lawsuit.
- 3) The parties request that, in conformity with the agreed transaction, all provisional remedies arranged by this Honorable Court remain without effect and no costs or legal fees be imposed to any of the parties in this lawsuit.

FOR ALL OF THE ABOVE, we respectfully request that this Honorable Court declares all claims made before this Court by PCS 2000, L.P., Unicom Corporation and its successors dismissed with prejudice, as well as all actions that through this lawsuit they have exercised and the claims herein brought: as well as to also desestimate, with prejudice, to the corresponding parties of all counter claims, lawsuits against co-defendants and co-plaintiffs and lawsuit of intervention initiated in this case; leaving without effect all provisional remedial orders in same without the imposition of costs or legal fees.

In San Juan, Puerto Rico, at December ____, 1998.

Cuevas Kuinlan & Bermúdez
 Hato Rey Tower, Suite 903
 Muñoz Rivera Avenue 268
 Hato Rey, PR 00918
 Tel. (787) 753-6464
 Fax (787) 759-9556

Pietrantonio, Méndez & Alvarez
 Banco Popular Center
 Suite 1901
 Hato Rey, Puerto Rico 00918
 Tel. (787) 274-1212
 Fax (787) 274-1470

[Signed]

Jorge Bermúdez Torregrosa
 Member number 4632
 For PCS 2000, L.P.
 Unicom Corporation
 ClearComm, L.P. and SuperTel, Inc.

[Signed]

Heidi Rodríguez
 Member number 12110
 For Pearl Trust and
 Parks Family Trust

Tulla & Ferrer
 #50 Quisqueya St.
 San Juan, PR 00917
 Tel. (787) 753-0438
 Fax (787) 766-0409

Smith & Neváres
 Caso Building
 1225 Ponce de León Avenue
 San Juan, PR 00907-3844
 Tel. (787) 722-9333
 Fax (787) 721-8820

[Signed]

Eric Tulla
 Member number 5740
 For Romulus Telecommunications, Inc.

[Signed]

John Neváres
 Member number 8456
 For Anthony Terrence Easton

Fiddler, González & Rodríguez
 254 Muñoz Rivera Avenue
 BBV Building
 Hato Rey, PR 00918
 Tel. (787) 753-3113
 Fax (787) 759-3123

José González Borgos
 Member number 6927
 and Rafael R. Vizcarrondo
 Member number 2017
 For Susan Lentz and the community
 Property formed between Susan Lentz
 and Anthony Terrence Easton; and
 Herman Colberg as Trustee of the
 Easton Trust

ESTADO LIBRE ASOCIADO DE PUERTO RICO
TRIBUNAL DE PRIMERA INSTANCIA
SALA SUPERIOR DE SAN JUAN

HERMAN W. COLBERG, como fiduciario
del "Easton Trust"

Demandantes

vs.

ROMULUS TELECOMMUNICATIONS,
INC., y QUENTIN L. BREEN

Demandados

vs.

ANTHONY TERRENCE EASTON y
su esposa SUSAN LENTZ, y la sociedad
conyugal entre Anthony Easton y
Susan Lentz

Terceros Demandados

CASO NÚM.: KAC-96-1321 (807)

SOBRE:

DISOLUCIÓN DE CORPORACIÓN

MOCIÓN CONSENTIDA PARA DESESTIMAR CON PERJUICIO

AL HONORABLE JUEZ CARMEN H. PAGANI PADRÓ:

Comparecen todas las partes en el caso de referencia y respetuosamente exponen y solicitan:

1) La parte demandante desiste con perjuicio de su demanda y toda reclamación en este pleito.

2) Las partes demandadas e interventoras consienten a dicho desestimiento con perjuicio.

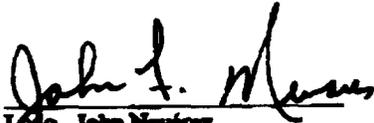
3) Las partes solicitan del Honorable Tribunal que dicte sentencia declarando desistida y desestimada, con perjuicio, la demanda en el caso de epígrafe, sin especial imposición de gastos, costas y honorarios de abogados.

POR TODO LO CUAL, se suplica del Honorable Tribunal que declare con lugar la moción y de por desistida y desestimada, con perjuicio la demanda de epígrafe sin especial imposición de gastos, costas, ni honorarios de abogados.

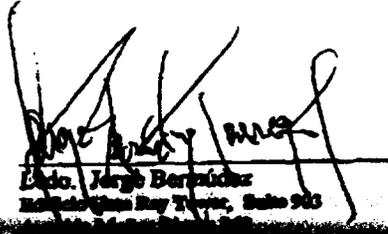
RESPECTUOSAMENTE SOMETIDO, hoy 18 de noviembre de 1998.

Lcdo. Rafael Viracarrondo
Lcdo. José González Burgos
Fiddler, Gonzalez & Rodriguez
P.O. Box 363507
San Juan, Puerto Rico 00936-3507
Abogados de Herman W. Colberg

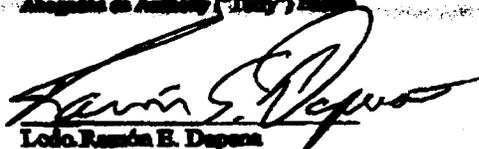
Lcdo. Néstor Méndez
Petrantoni, Méndez & Alvarez
1901 Banco Popular Center
San Juan, Puerto Rico 00918
Abogados de los Park & Pearl Trusts



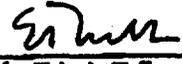
Ldo. John Nevarez
Goldman, Antonetti & Cordova
Avenida Ponce de Leon 1225
San Juan, Puerto Rico 00907-3844
Abogados de Anthony ("Tony") Escobar



Ldo. Jorge Bernádez
Kohlberg's Bay Tower, Suite 903
San Juan, Puerto Rico 00912
Abogados de PCB 2000 y UNICOM



Ldo. Ramón E. Dupont
Goldman, Antonetti & Cordova
P.O. Box 70364
San Juan, Puerto Rico 00936-0364
Abogados de Quentin Brown



Ldo. Eric A. Tellez
Rivers, Tellez & Ferrer
Calle Quinquaya #50
San Juan, Puerto Rico 00917
Abogados de Romulus Telecommunications, Inc

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D. C. 20554

In re Applications of)	
)	
PCS 2000, L.P.	)	File Nos. 00414-CW-L-96
	)	00418-CW-L-96
For Broadband Block C Personal	)	00419-CW-L-96
Communications Systems Facilities	)	00421-CW-L-96
	)	00422-CW-L-96
	)	00425-CW-L-96
	)	00426-CW-L-96
	)	00427-CW-L-96
	)	00428-CW-L-96
	)	00429-CW-L-96
	)	00432-CW-L-96
	)	00433-CW-L-96
	)	00434-CW-L-96
	)	00437-CW-L-96
	)	00438-CW-L-96

To: The Commission

REQUEST FOR APPROVAL TO DISMISS PETITION FOR RECONSIDERATION

M. Eloise Rosenblatt, as trustee of the SDE Trust ("Trust"), by her attorney and pursuant to sections 24.829 and 22.129 of the Commission's Rules ("Rules"), hereby requests approval to dismiss with prejudice the Petition for Reconsideration ("Petition"), filed by the Trust with respect to two Commission rulings regarding the above-captioned applications of PCS 2000, L.P. ("PCS 2000"), now ClearComm, L.P. ("ClearComm"). See *PCS 2000, L.P.*, 12 FCC Rcd 1703 (1997); *PCS 2000, L.P.*, 12 FCC Rcd 1681 (1997) ("MO&O"). This request is submitted in accordance with the Settlement Agreement (the "Agreement") among the parties to the hearing proceeding in WT Docket No. 97-199^{1/} and related litigation. In support thereof the following is shown:

^{1/} See *Westel Samoa, Inc.*, 12 FCC Rcd 14057 (1997), modified, 13 FCC Rcd 6342 (1998).

1. By its MO&O, the Commission approved the transaction (the "Transfer") by which control of PCS 2000 was transferred from Unicom Corporation ("Unicom") to SuperTel Communications Corporation ("SuperTel"). See 12 FCC Rcd at 1699. The purpose of the Transfer was to eliminate the interests held by the Trust and its beneficiary, Susan D. Easton, in PCS 2000.

2. On NOVEMBER 16, 1998, sixteen parties, including the Wireless Telecommunications Bureau ("WTB") and the other parties to the *Westel Samoa* hearing,^{2/} entered into the Agreement which resolves all outstanding litigation, administrative disputes and related matters between the parties (including the dispute over the Transfer which is the basis for the Petition). The Agreement provides, in pertinent part, for the dismissal with prejudice of the Petition. A copy of the Agreement is attached as Attachment 1.

3. SuperTel has agreed, subject to Commission approval, to issue common stock representing a 15.9% non-voting equity interest in SuperTel to CTCT, a non-profit corporation.^{3/} The issuance of stock by SuperTel is contingent on the dismissal with prejudice of the Petition.

^{2/} In addition to the WTB, the parties to the Agreement are: Westel Samoa, Inc., Westel, L.P., Quentin L. Breen, the Breen Family Trust, Romulus Telecommunications, Inc., Anthony T. Easton, the Trust, the California Theological Charitable Trust ("CTC Trust"), California Theological Charitable Trust, Inc. ("CTCT"), ClearComm, Unicom, SuperTel, San Mateo Group, Inc., the Parks Family Trust, and the Pearl Trust.

^{3/} CTCT is the ultimate assignee of one half of the original 38.6% interest which the Trust held in Unicom. This interest was originally assigned to the CTC Trust, which subsequently assigned the interest to CTCT.

4. If approved, the Agreement will resolve eight separate but related proceedings. The Trust and its beneficiary will receive no money or other consideration as a result of the Agreement. Ms. Rosenblatt seeks only the equitable resolution of the contested matters.

5. Attached hereto as Attachment 2 is the affidavit of Ms. Rosenblatt by which she certifies: 1) that the Agreement sets forth the exact nature and amount of the consideration promised by SuperTel, 2) that there are no oral agreements relating to the dismissal of the Petition promising payments or exchanges of consideration other than, or in addition to, the Agreement, and 3) that neither the Trust, nor its beneficiary, will receive any money or other consideration in exchange for the dismissal of the Petition. The requisite certification by ClearComm is attached as Attachment 3.

6. Based upon the foregoing, the Trust respectfully submits that the proposed issuance of common stock representing a 15.9% non-voting equity interest in SuperTel to CTCT complies with the applicable settlement limitations, as set forth in Section 22.129 of the Rules.

7. The Commission favors settlements of contested matters that serve the public interest and preserve the resources of the parties and the Commission. See 47 C.F.R. § 22.135. In this instance the Agreement resolves a longstanding controversy between multiple parties including the Trust, ClearComm and the WTB. The Agreement resolves all of the disputed matters between the parties

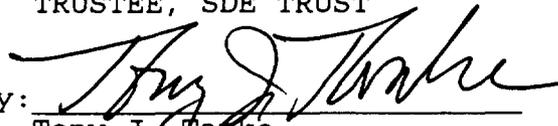
and thereby obviates the need for any further use of the Commission's valuable resources.

In view of the foregoing, Ms. Rosenblatt respectfully requests the Commission to dismiss the Petition with prejudice.

Respectfully submitted,

M. ELOISE ROSENBLATT
TRUSTEE, SDE TRUST

By:


Tony J. Tanke
Her Attorney

Tanke & Willemsen
541 Middlefield Road
Redwood City, CA 94063
(650) 368-6163

DECLARATION UNDER PENALTY OF PERJURY

M. Eloise Rosenblatt, being duly sworn upon oath, deposes and says:

1. I am the trustee of the SDE Trust, a trust organized under the laws of the Commonwealth of Puerto Rico (the "Trust").

2. On behalf of the Trust, I signed the settlement agreement, dated November, 1998 (the "Agreement"), by and between: Westel Samoa, Inc., Westel, L.P., Quentin L. Breen, the Breen Family Trust, the California Theological Charitable Trust, the California Theological Charitable Trust, Inc. ("CTCT"), ClearComm, L.P., formerly known as PCS 2000, L.P., Unicom Corporation, SuperTel, Inc. ("SuperTel"), San Mateo Group, Inc., the Parks Family Trust, the Pearl Trust and the Wireless Telecommunications Bureau of the Federal Communications Commission.

3. Pursuant to the Agreement, SuperTel shall issue to CTCT common stock representing a 15.90% non-voting equity interest in SuperTel.

4. The Trust does not seek reimbursement for the expenses it incurred in preparing and prosecuting the Petition for Reconsideration which it filed on February 19, 1997 (the "Petition"). Neither the Trust nor its beneficiary, Susan D. Easton, will receive any money or other consideration in exchange for requesting the dismissal of the Petition.

5. There are no oral agreements relating to the dismissal of the Petition promising payments or exchanges of consideration other than, or in addition to, those provided for in the Agreement.

6. The foregoing facts are true and correct of my own personal knowledge.

I declare under penalty of perjury under the laws of the United States and the States of California that the foregoing is true and correct and that this declaration was executed on November 19, 1998, at San Jose, California.

20
ER

M. Eloise Rosenblatt
M. Eloise Rosenblatt

DECLARATION UNDER PENALTY OF PERJURY

Javier O. Lamoso, under penalty of perjury, deposes and says:

1. I am the President of SuperTel Communications Corp., Inc., the general partner of ClearComm, L.P. ("ClearComm").

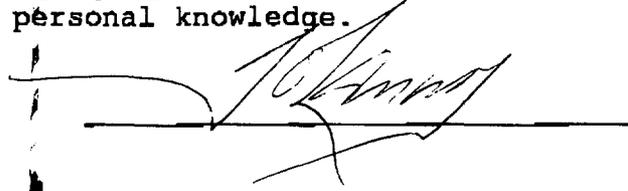
2. On behalf of ClearComm, I signed the settlement agreement, dated , 1998 (the "Agreement"), by and between: Westel Samoa, Inc., Westel, L.P., Quentin L. Breen, the Breen Family Trust, Romulus Telecommunications, Inc., Anthony T. Easton, the SDE Trust (the "Trust"), the California Theological Charitable Trust, Inc. ("CTCT"), Clearcomm, Unicom Corporation, SuperTel, Inc. ("SuperTel"), San Mateo Group, Inc., the Parks Family Trust, the Pearl Trust and the Wireless Telecommunications Bureau of the Federal Communications Commission.

3. Pursuant to the Agreement, SuperTel shall issue to CTCT common stock representing a 15.9% non-voting equity interest in SuperTel.

4. Neither ClearComm nor any of its principals has paid or will pay money or other consideration to the Trust in exchange for the dismissal of the Trust's Petition for Reconsideration filed on February 21, 1997 (the "Petition").

5. There are no oral agreements relating to the dismissal of the Petition promising payments or exchanges of consideration other than, or in addition to, those provided for in the Agreement.

I declare under penalty of perjury that the foregoing facts are true and correct of my own personal knowledge.



Executed that this 11 day of December, 1998.

K:\WP62\1453\0720271.WPD

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name and Address): Tony J. Tanke TANKE & WILLEMSSEN 541 Middlefield Road Redwood City, CA 94063	TELEPHONE NO.: (650) 368-6163	FOR COURT USE ONLY CASE NUMBER: 399370
ATTORNEY FOR (Name): Insert name of court and name of judicial district and branch court, if any San Mateo County Superior Court		
PLAINTIFF/PETITIONER: John H. Elliott and M. Eloise Rosenblatt DEFENDANT/RESPONDENT: Unicom Corporation, et al.		
REQUEST FOR DISMISSAL <input type="checkbox"/> Personal Injury, Property Damage, or Wrongful Death <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other <input type="checkbox"/> Family Law <input type="checkbox"/> Eminent Domain <input checked="" type="checkbox"/> Other (specify): Legal and Equitable Relief		

— A conformed copy will not be returned by the clerk unless a method of return is provided with the document. —

1. TO THE CLERK: Please dismiss this action as follows:
- a. (1) With prejudice (2) Without prejudice
 - b. (1) Complaint (2) Petition
 - (3) Cross-complaint filed by (name):
 - (4) Cross-complaint filed by (name):
 - (5) Entire action of all parties and all causes of action
 - (6) Other (specify):*

on (date):
on (date):

Date: October 16, 1998

Tony J. Tanke
 (TYPE OR PRINT NAME OF ATTORNEY PARTY WITHOUT ATTORNEY)


 (SIGNATURE)

* If dismissal requested is of specified parties only, of specified causes of action only, or of specified cross-complaints only, so state and identify the parties, causes of action, or cross-complaints to be dismissed.

Attorney or party without attorney for:
 Plaintiff/Petitioner Defendant/Respondent
 Cross-complainant

2. TO THE CLERK: Consent to the above dismissal is hereby given.**
 Date:

(TYPE OR PRINT NAME OF ATTORNEY PARTY WITHOUT ATTORNEY)


 (SIGNATURE)

** If a cross-complaint - or Response (Family Law) seeking affirmative relief - is on file, the attorney for cross-complainant (respondent) must sign this consent if required by Code of Civil Procedure section 581(f) or (j).

Attorney or party without attorney for:
 Plaintiff/Petitioner Defendant/Respondent
 Cross-complainant

- (To be completed by clerk)
- 3. Dismissal entered as requested on (date):
 - 4. Dismissal entered on (date): as to only (name):
 - 5. Dismissal not entered as requested for the following reasons (specify):

- 6. a. Attorney or party without attorney notified on (date):
- b. Attorney or party without attorney not notified. Filing party failed to provide
 a copy to conform means to return conformed copy

Date: _____ Clerk, by _____, Deputy

RECEIVED
AUG 07 1998
NEC

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

RECEIVED ON DOCKET
AUG 05 1998

PCS 2000, et als.
Plaintiffs,

v.

ROMULUS TELECOMMUNICATIONS, INC.;
et als.
Defendants.

PURSUANT
TO FRCP RULES 58 & 7
CIVIL NO. 97-2132 (GG)

DECLARATORY JUDGMENT

RECEIVED
U.S. DISTRICT COURT
SAN JUAN, P.R.
AUG 05 1998
PM 4:54

ORDER AND JUDGMENT

This case is before us on remand from the U.S. Court of Appeals for the First Circuit.

On July 22, 1997 plaintiffs PCS 200, L.P. and Unico Corporation filed the instant action against co-defendants Romulus Telecommunications, Inc. (Romulus), Anthony Terrence Easton (Easton) and the American Arbitration Association (AAA) requesting that judgment be entered declaring that both Romulus and Easton's demands for arbitration were not within the AAA's jurisdiction, thus, were not arbitrable. In the alternative, they requested that we establish which parts of the issues were subject to the AAA's arbitration powers. This court's subject matter jurisdiction was predicated on the Federal Arbitration Act (FAA), 9 U.S.C. §1 et seq. On September 3, 1997 plaintiffs moved for an expedited hearing or for a provisional order staying arbitration until judgment was entered in this action. The request for a provisional stay order was granted. See, Docket entry #15. The same day co-defendant Romulus filed a motion to dismiss mainly arguing that we

Civil No. 97-2132 (GG)

Page -

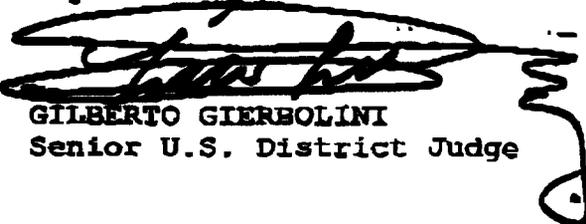
lacked subject matter jurisdiction because the FAA does not furnish an independent basis for federal jurisdiction as asserted by plaintiffs.

Dissatisfied, Romulus appealed our provisional stay order. See, Docket entry #22. In view of the above, we stayed all proceedings pending appeal. See, Docket entry #24 & 25. However on July 8, 1998 the U.S. Court of Appeals for the First Circuit entered an Opinion and Order finding that "...a suit under the FAA either to stay or to compel arbitration must proceed in a state forum unless some independent basis for federal jurisdiction exists" and that "...neither the FAA nor any other federal statute furnishe[d] an independent basis for federal jurisdiction..." in this case. Accordingly, the First Circuit vacated our stay order and remanded the cause with instructions to dismiss the action without prejudice for want of subject matter jurisdiction.

WHEREFORE, in light of the First Circuit's holding and mandate, this action is DISMISSED WITHOUT PREJUDICE for lack of subject matter jurisdiction. Judgment is hereby entered accordingly.

SO ORDERED AND ADJUDGED.

San Juan, Puerto Rico, this 3rd day of Aug, 1998.


GILBERTO GIERBOLINI
Senior U.S. District Judge

ATTACHMENT C

**List of SuperTel Communications Corp. Officers and Employees
Excluded from Section 6(e) of the Settlement Agreement**

<u>Name</u>	<u>Title</u>
Javier O. Lamoso	President
John Duffy	Executive Vice President
Daniel J. Parks	General Counsel
Tyrone Brown	Senior Vice President -- Regulatory

Attachment D

**STOCK OWNERSHIP OF SUPERTEL COMMUNICATIONS CORP.,
CORPORATE GENERAL PARTNER OF CLEARCOMM, L.P.**

AS OF THE EFFECTIVE DATE:

Name	Voting	Shares	Percentage	Non-Voting
	Shares Held	Committed to Voting Trust	Ownership	Preferred Stock(1)
KHB Trust	9,500		11.05%	
MEB Trust	9,500		11.05%	
Gemini Trust	8,000		9.30%	
Pearl Trust	5,000		5.81%	
RMT Trust	1,800		2.09%	
Fred Martinez	2,000	2,000	2.33%	
Larry Odell	2,000	2,000	2.33%	
Javier Lamoso	2,000	2,000	2.33%	
Richard Reiss	2,000	2,000	2.33%	
Reiss Trust	38,600	38,600	44.88%	
Barry Rinaldo	1,500	1,500	1.74%	
Gregolo Velez	1,300	1,300	1.51%	
CHC, LLC	850	850	0.99%	
Tyrone Brown	1,700	1,700	1.98%	
Frank Goldstein	250	250	0.29%	
Totals:	86,000	52,200	100.00%	1,000

Percentage of voting shares committed to Voting Trust:
60.70%

(1) SuperTel is authorized to issue 1,000 shares of Preferred Stock, none of which has been issued.

AS OF THE CLOSING DATE:

Name	Voting	Shares in	Class A-1	Percentage	Non-Voting
	Shares Held	Voting Trust	Non-Voting Shares Held	Ownership	Preferred Stock(1)
Breen Family Trust	19,600	12,600		19.60%	
KHB Trust	9,500			9.50%	
MEB Trust	9,500			9.50%	
Gemini Trust	8,000			8.00%	
Pearl Trust	5,000			5.00%	
RMT Trust	1,800			1.80%	
Fred Martinez	2,000	2,000		2.00%	
Larry Odell	2,000	2,000		2.00%	
Javier Lamoso	2,000	2,000		2.00%	
Richard Reiss	2,000	2,000		2.00%	
Reiss Trust	17,100	17,100		17.10%	
Barry Rinaldo	1,500	1,500		1.50%	
Gregolo Velez	1,300	1,300		1.30%	
CHC, LLC	850	850		0.85%	
Tyrone Brown	1,700	1,700		1.70%	
Frank Goldstein	250	250		0.25%	
California Theological Charitable Trust, Inc.			15,900	15.90%	
Totals:	84,100	43,300	15,900	100.00%	1,000

Percentage of voting shares in Voting Trust:
51.49%

(1) SuperTel is authorized to issue 1,000 shares of Preferred Stock, none of which has been issued.

SUP-final.xls

Attachment E

This attachment to the Settlement Agreement in WT Docket No. 97-199 is not for public inspection pending a decision by the Presiding Administrative Law Judge as to whether it will be afforded confidential treatment.

Attachment F

November 16, 1998

Leda. Isabel Llompart Zeno
Secretaria
Tribunal Supremo de Puerto Rico
P. O. Box 9022392
San Juan, Puerto Rico 00902-2392

Re: Complaint of Lawyer Misconduct, No. AB-98-42

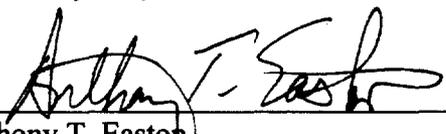
Dear Leda. Isabel Llompart Zeno:

We respectfully request that the above-referenced complaint be withdrawn. In the past several weeks, we have been engaged in discussions and negotiations concerning several ongoing civil lawsuits and proceedings before the Federal Communications Commission out of which our complaint arose.

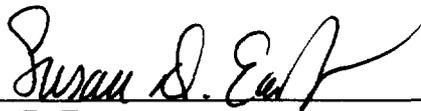
As a result of further consultation with counsel, we recognize that there could be reasonable ground for the different points of view taken by the parties respecting the ethical duties of the persons against whom we complained. We have now reached an amicable settlement resolving all disputes between the parties. Accordingly, we have no interest in proceeding further with this matter.

Thank you for your courtesy and attention to this matter.

Yours very truly,



Anthony T. Easton



Susan D. Easton



M. Eloise Rosenblatt

Attachment G

That certain agreement entered into by Anthony T. Easton, Susan D. Easton and the Easton Trust (collectively "Easton Parties"); Quentin L. Breen and the Breen Family Trust (collectively "Breen Parties"), Daniel J. Parks, the Parks Family Trust, and the Pearl Trust (collectively "Parks/Pearl Parties"); and Ronit Milstein and the Tullock Trust (collectively "Milstein Parties"), of even date herewith, relating to Romulus Telecommunications, Inc.

CERTIFICATE OF SERVICE

I, Paula Rogers, a secretary in the law firm of Lukas, Nace, Gutierrez & Sachs, Chartered, do hereby certify that I have on behalf of all of the parties to the proceeding, this 18th day of December 1998, sent by hand delivery copies of the foregoing "Joint Request Approval of Settlement Agreement, Grant of License and Termination of Proceeding" to the following:

Hon. Arthur I. Steinberg
Administrative Law Judge
Federal Communications Commission
2000 L Street, N.W., Room 229
Washington, D.C. 20554

Katherine Power, Esq.
Judy Lancaster
Enforcement Division
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W., Room 8308
Washington, D.C. 20554

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George L. Lyon, Jr., Esq.
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Washington, DC 20036



Paula Rogers