



FCC/MELLOW SEP 14 1998

~~STAMP AND RETURN~~

August 31, 1998

Federal Communications Commission
Common Carrier Domestic Radio
P.O. Box 358680
Pittsburgh, PA 15251-5680

98178

RE: American Microwave & Communications, Inc.
Application for Transfer of Control of Common Carrier
Point to Point Microwave Licenses

Ladies and Gentlemen:

Enclosed for filing is an application, FCC Form 704, requesting transfer of control of common carrier point to point microwave licenses from Tele-Communications, Inc. to AT&T Corp. The licenses covered by this filing are listed on Exhibit 1 of FCC Form 704.

Also enclosed is FCC Form 159 and a check in the amount of \$1875 for the required filing fee.

If there are any questions regarding this application, please contact the undersigned.

Sincerely,

AMERICAN MICROWAVE & COMMUNICATIONS, INC.

A handwritten signature in cursive script that reads "Stephen J. Flessner".

Stephen J. Flessner
Director of FCC Compliance
Cable Regulatory Compliance Department

Enclosures
SJF/jb

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

APPROVED BY OMB 3060-0589

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

SPECIAL USE

FCC USE ONLY

(1) LOCKBOX #

PAGE NO. _____ OF _____

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Tele-Communications, Inc.

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ 1875.00

(4) STREET ADDRESS LINE NO. 1
P.O. Box 5630

(5) STREET ADDRESS LINE NO. 2

(6) CITY
Denver

(7) STATE
CO

(8) ZIP CODE
80217-5630

(9) DAYTIME TELEPHONE NUMBER (include area code)
(303) 267-5500

(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)
American Microwave & Communications, Inc.

(12) STREET ADDRESS LINE NO. 1
P.O. Box 5630

(13) STREET ADDRESS LINE NO. 2

(14) CITY
Denver

(15) STATE
CO

(16) ZIP CODE
80217-5630

(17) DAYTIME TELEPHONE NUMBER (include area code)
(303) 267-5500

(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
See Attached

(20A) PAYMENT TYPE CODE (PTC)

(21A) QUANTITY

(22A) FEE DUE FOR (PTC) IN BLOCK 20A
\$

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B
\$

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C
\$

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D
\$

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN
0 8 4 0 5 8 8 8 6 8

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2
APPLICANT TIN 0 3 8 1 6 6 0 9 3 3

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, Stephen J. Flessner, Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE *Stephen Flessner*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER:
MASTERCARD

EXPIRATION DATE:
MONTH YEAR

VISA I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s) authorized herein described

AUTHORIZED SIGNATURE DATE

American Microwave & Communications, Inc.
TIN# 0381660933

| Call Sign | Payment Type Code | Quantity | Fee Due |
|------------------|--------------------------|-----------------|----------------|
| KX8883 | CCPM | 1 | \$75.00 |
| KSJ60 | CAPM | 1 | \$45.00 |
| KXR64 | CAPM | 1 | \$45.00 |
| WBB220 | CAPM | 1 | \$45.00 |
| WGI20 | CAPM | 1 | \$45.00 |
| KQL45 | CAPM | 1 | \$45.00 |
| KQM82 | CAPM | 1 | \$45.00 |
| WMV864 | CAPM | 1 | \$45.00 |
| KQL46 | CAPM | 1 | \$45.00 |
| WHU26 | CAPM | 1 | \$45.00 |
| WLC874 | CAPM | 1 | \$45.00 |
| WAH625 | CAPM | 1 | \$45.00 |
| KQM45 | CAPM | 1 | \$45.00 |
| KXR65 | CAPM | 1 | \$45.00 |
| KQM44 | CAPM | 1 | \$45.00 |
| WAH629 | CAPM | 1 | \$45.00 |
| KYO50 | CAPM | 1 | \$45.00 |
| WHU27 | CAPM | 1 | \$45.00 |
| KQL44 | CAPM | 1 | \$45.00 |
| KQN97 | CAPM | 1 | \$45.00 |
| WLL361 | CAPM | 1 | \$45.00 |
| WPNL249 | CAPM | 1 | \$45.00 |
| KQL25 | CAPM | 1 | \$45.00 |
| KYO49 | CAPM | 1 | \$45.00 |
| KQH75 | CAPM | 1 | \$45.00 |
| KSV60 | CAPM | 1 | \$45.00 |
| WFY563 | CAPM | 1 | \$45.00 |
| KSV62 | CAPM | 1 | \$45.00 |
| WLU943 | CAPM | 1 | \$45.00 |
| KQL24 | CAPM | 1 | \$45.00 |
| WAH626 | CAPM | 1 | \$45.00 |
| KYO48 | CAPM | 1 | \$45.00 |
| WLL362 | CAPM | 1 | \$45.00 |
| WAH627 | CAPM | 1 | \$45.00 |
| WLR248 | CAPM | 1 | \$45.00 |
| KQN52 | CAPM | 1 | \$45.00 |
| KSV63 | CAPM | 1 | \$45.00 |
| WAH628 | CAPM | 1 | \$45.00 |
| KSV61 | CAPM | 1 | \$45.00 |
| KYO47 | CAPM | 1 | \$45.00 |
| WMR436 | CAPM | 1 | \$45.00 |

FCC 704
 FEDERAL COMMUNICATIONS COMMISSION
 Washington, DC 20554

Approved by OMB
 3060-0048
 Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read Instructions before completing.

PART 1 - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

American Microwave & Communications, Inc.

Mailing Street Address or P. O. Box, City, State and ZIP Code

P.O. Box 5630, Denver CO 80217-5630

Call Sign or Other FCC Identifier

See 2. Below

Internet Address

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

| Line No. | (1) Fee Type Code | (2) Fee Multiple | (3) Fee Due for Fee Type Code in (b)(1) |
|----------|-------------------|------------------|---|
| 1 | CCPM | 1 | \$ 70 |
| 2 | CAPM | 40 | \$ 1,800 |

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Add all amounts in Column (3), lines 1 and 2.

Remit this amount with your application.

➤➤ \$

1,870

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit 1

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Tele-Communications, Inc.
 P.O. Box 5630
 Denver, CO 80217-5630

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

AT&T Corp.
 1120 20th Street, N.W.
 Washington, DC 20036

5. Permittee or Licensee represents: (check one)

That there is attached to this application as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: WTB Date filed: _____

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application 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).

| | | | |
|---|--|---|-----------------|
| Printed/Typed Name of Permittee or Licensee (Must agree with Item 1) American Microwave & Communications, Inc. | Signature  | Title (Office Held by Person Signing) Vice President/Secretary | Date 8/29/98 |
|---|--|---|-----------------|

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

Sale or other transfer or assignment of stock (Complete item 6(b)). See Exhibit 2

Other (e.g., voting trust agreement, management contract, Court Order, etc.)

| (b) Shares | No. of Shares | Classification (common, preferred, etc.) |
|-------------------------------|---------------|--|
| Shares to be transferred | | |
| Shares issued and outstanding | | |
| Shares authorized | | |

7. Attach as Exhibit No. 2 a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application 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).

| | | | |
|---|--|---|-----------------|
| Printed/Typed Name of Transferor Licensee (Must agree with Item 3) Tele-Communications, Inc. | Signature  | Title (Office Held by Person Signing) Executive Vice President | Date 8/29/98 |
|---|--|---|-----------------|

PART III - To be completed by Transferee

8. Transferee is: (check one)

INDIVIDUAL

PARTNERSHIP

CORPORATION

UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. 3 a statement of transferee's principal business.

10. Attach as Exhibit No. N/A a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity.

| | Place an "X" in the appropriate column. | YES | NO |
|---|---|-----|----|
| 11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States? | ➤ | N/A | X |
| 12. Is transferee or any party to this application a representative of an alien or of a foreign government? | ➤ | | |
| 13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof. | | N/A | |
| 14. If transferee is a Corporation (including joint stock companies) or Association, answer the following: | | | |
| a. Under laws of what State or Country is it organized? <u>New York</u> | | | |
| (1) Attach as Exhibit No. <u>N/A</u> a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. | | | |
| (2) Attach as Exhibit No. <u>N/A</u> the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of the transferee's stock. | | | |
| b. Is any director or officer an alien? | ➤ | N/A | |
| c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government? | ➤ | | X |
| d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above. | ➤ | | X |
| e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens? | ➤ | | X |
| f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government? | ➤ | | X |
| 15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. _____ a statement relating the facts. | ➤ | N/A | |
| 16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any. | ➤ | | X |
| 17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. _____ a statement relating all the pertinent circumstances. | ➤ | | X |
| 18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, 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 of unfair methods of competition? If "YES", attach as Exhibit No. _____ a statement relating the facts. | ➤ | | X |
| 19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. _____ a statement relating the facts. | ➤ | | X |
| 20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. _____ a statement relating the facts. | ➤ | | X |
| 21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. <u>See Exhibit 4</u> | ➤ | X | |
| 22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. <u>See Exhibit 4</u> | ➤ | | X |

| | Place an "X" in the appropriate column. | YES | NO |
|---|---|-----|----|
| 23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions) ^{But See Ex. 5 for description of merger} | | | |
| a. Changes in the services currently offered? If "YES", attach as Exhibit No. ____ a brief statement of the proposed changes. | ➤ | | X |
| b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. ____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities. | ➤ | | X |
| c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. ____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.) | ➤ | | X |
| 24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. ____. | ➤ | | X |
| 25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. ____, describe the obligations, methods by which acquired, and the dates on which they were obtained. | ➤ | | X |
| 26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. ____ a single certified copy of such authorization. | ➤ | | X |
| 27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application? | ➤ | X | |
| b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules? | ➤ | X | |
| 28. Attach as Exhibit No. <u>5</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber. | | | |
| 29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below: | | | |
| a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months? | ➤ | X | |
| b. Were facilities authorized following a comparative hearing and have been operated less than one year, or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year? | ➤ | NA | |
| 30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement? | ➤ | X | |
| 31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation? | ➤ | X | |

CERTIFICATION: 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. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and 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).

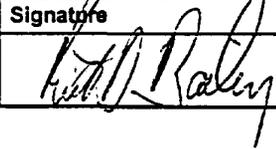
| Typed/Printed Name of Transferee | Signature | Title (Office Held by Person Signing) | Date |
|----------------------------------|---|--|---------|
| AT&T Corp. |  | Vice President Federal Government Affairs | 8/29/98 |

EXHIBIT 1

American Microwave & Communications, Inc.
TIN# 0381660933

2. Permits or Licenses held by Corporation for
which a Transfer of Control is sought in this
application.

| Call Sign | File Number | Service | No. of Stations |
|-----------|-------------|---------|-----------------|
| KX8883 | | CF | 1 |
| KSJ60 | | CF | 1 |
| KXR64 | | CF | 1 |
| WBB220 | | CF | 1 |
| WGI20 | | CF | 1 |
| KQL45 | | CF | 1 |
| KQM82 | | CF | 1 |
| WMV864 | | CF | 1 |
| KQL46 | | CF | 1 |
| WHU26 | | CF | 1 |
| WLC874 | | CF | 1 |
| WAH625 | | CF | 1 |
| KQM45 | | CF | 1 |
| KXR65 | | CF | 1 |
| KQM44 | | CF | 1 |
| WAH629 | | CF | 1 |
| KYO50 | | CF | 1 |
| WHU27 | | CF | 1 |
| KQL44 | | CF | 1 |
| KQN97 | | CF | 1 |
| WLL361 | | CF | 1 |
| WPNL249 | | CF | 1 |
| KQL25 | | CF | 1 |
| KYO49 | | CF | 1 |
| KQH75 | | CF | 1 |
| KSV60 | | CF | 1 |
| WFY563 | | CF | 1 |
| KSV62 | | CF | 1 |
| WLU943 | | CF | 1 |
| KQL24 | | CF | 1 |
| WAH626 | | CF | 1 |
| KYO48 | | CF | 1 |
| WLL362 | | CF | 1 |
| WAH627 | | CF | 1 |
| WLR248 | | CF | 1 |
| KQN52 | | CF | 1 |
| KSV63 | | CF | 1 |
| WAH628 | | CF | 1 |
| KSV61 | | CF | 1 |
| KYO47 | | CF | 1 |
| WMR436 | | CF | 1 |