

Grant of this application and the transfer of control proposed hereunder is clearly in the public interest. As noted above, consummation of Heartland's reorganization plan will allow the Company to continue its wireless cable and broadband operations with no interruption of video programming or Internet service to customers. In addition, the Plan will provide the Company with the best opportunity to strengthen its balance sheet, execute its long-range business plan and maximize the value of its assets, each of which is essential to the Company's continued growth and success as a viable competitor in the multi-channel video programming and broadband service marketplace.

A copy of the Company's Plan and Disclosure Statement dated December 4, 1998 is attached hereto.

676806/#5

Request for Waiver of FCC Application Fees

Pursuant to Section 1.1117 of the Commission's Rules,¹ Heartland hereby requests waiver and refund of the filing fees due in connection with the instant transfer of control application. As detailed herein, Heartland has filed a petition under Chapter 11 of the U.S. Bankruptcy Code in order to restructure approximately \$325 million in debt. The requisite filing fees for the instant and related applications represent a substantial expenditure, particularly given the Company's current need to harbor its working capital.

Section 1.1117 of the Commission's rules authorizes the Commission to waive fees "where good cause is shown and where waiver or deferral of the fee would promote the public interest."² The Commission has acknowledged that its procedural rules may conflict with the bankruptcy laws.³ Indeed, in the context of regulatory fees, the Commission has recognized that "where a bankruptcy trustee, receiver, or debtor in possession is negotiating a possible transfer of a license, the regulatory fee could act as an impediment to the negotiations and the transfer of the station to a new licensee."⁴ Following this reasoning, the Commission has previously waived the regulatory fees for numerous companies facing similar circumstances.⁵ Moreover, the Commission has

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(Continued...)

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(...Continued)

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Payment Transactions Detail Report

Date: 3/24/99

BY: FEE CONTROL NUMBER

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	PLANO		TX	75075							
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\$225.00	\$225.00	1	PATM	5	WPNC486ETA	HEARTLAND WIRELESS COMMUNICATI	75075		\$225.00	1	PMT
Total		1							\$225.00		



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                WAIVER REQUEST ENTRY

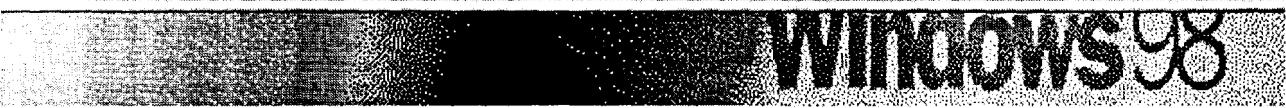
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APPLICANT NAME: [HEARTLAND WIRELESS COMMUNICATIONS, INC. ]
CALL SIGN: [WPNC486ETA] CITY: [PLANO ] STATE: [TX ]
DATE OF REQUEST (MM/DD/YYYY): [12/14/1998] TYPE OF REQUEST: [FF ]
LEGAL REP: [PETER D. SHIELDS ] PHONE: [202-429-7000 ]

ATTORNEY ASSIGNED: [ ]
RULE PART AFFECTED: [ ]

DECISION: [ ] DECISION DATE (MM/DD/YYYY): [ ]
LETTER SIGNED (MM/DD/YYYY): [ ] PUBLISHED (MM/DD/YYYY): [ ]
STATUS 1: [FMD ] DATE: [12/14/1998] STATUS 2: [OGC ] DATE: [03/25/1999]
STATUS 3: [ ] DATE: [ ] STATUS 4: [ ] DATE: [ ]
STATUS 5: [ ] DATE: [ ] STATUS 6: [ ] DATE: [ ]
STATUS 7: [ ] DATE: [ ] STATUS 8: [ ] DATE: [ ]

NAME ON APPLICANT TABLE:
Row added

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9812158130476006 (6'burg)

WILEY, REIN & FIELDING

1776 K STREET, N. W.
WASHINGTON, D. C. 20006
(202) 429-7000

WRITER'S DIRECT DIAL NUMBER
(202) 429-7368

FACSIMILE
(202) 429-7049

December 14, 1998

VIA BERRY BEST

Federal Communications Commission
Wireless Bureau Applications
P.O. Box 358310
Pittsburgh, PA 15251-5130

Re: Heartland Wireless Communications, Inc.
FCC Form 703 -- Application for Consent to Transfer of Control of Private
Land Mobile Station Licenses

Dear Sir or Madam:

Transmitted herewith for filing on behalf of Heartland Wireless Communications, Inc. ("Heartland") are the original and one copy of its Application for Consent to Transfer of Control on FCC Form 703.

Heartland is a wireless cable company that owns or leases MDS/MMDS/ITFS spectrum in connection with its wireless cable operations. The private land mobile stations specified in the instant application are also used in connection with Heartland's wireless cable business. On December 4, 1998, Heartland filed a "pre-negotiated" Plan of Reorganization (the "Plan") under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware. Prior to filing, the Plan was approved by over 70% in principal amount of the holders of Heartland's \$115 million 13% senior notes due 2003 and \$125 million 14% senior notes due 2004 (collectively, the "Senior Notes"). Under the Plan, the holders of the Senior Notes will receive 97 percent of the equity in the reorganized entity, and Heartland will emerge with no long-term debt, except for certain capital lease obligations and the approximately \$15 million of installment notes it owes the Federal Communications Commission for the BTA authorizations it obtained by auction in 1996. Because the Plan was pre-negotiated, Heartland anticipates court approval of the Plan in the first quarter of 1999.

Federal Communications Commission
December 14, 1998
Page 2

Heartland respectfully requests that this application be processed on an expedited basis so that FCC consent may be obtained prior to or contemporaneous with the bankruptcy court's approval of the Plan.

There are 14 licensed and 1 pending private land mobile stations listed in Exhibit No. 1 of the application. Accordingly, included herewith is a check made payable to the FCC in the amount of \$675.00 (Six hundred seventy-five dollars) to cover the requisite filing fee. However, please note that, as set forth in Exhibit No. 2 (supp.) of the instant application, Heartland is, pursuant to FCC Rule § 1.1117, requesting waiver and reimbursement of the filing fee.

If any additional information is desired in connection with this matter, please contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Peter D. Shields", written over a horizontal line.

Peter D. Shields
A. B. Cruz III

Counsel for Heartland Wireless
Communications, Inc.

cc: Andrew S. Fishel (by hand delivery)
Ms. D'Wana Terry (by hand delivery)

676803/#3

Licenses/Applications Being Transferred

[See Attached Chart]

Part 90/2 WAY/LAND MOBILE LICENSES HELD BY HEARTLAND WIRELESS COMMUNICATIONS INC

Market	APPLICANT	Call Sign
Bellflower, MO Ingram, TX Midland, TX Sherman, TX Tipton, KS	Heartland Wireless Communications, Inc.	WPKR-339 ✓
Simons, OH Dundas, IL Brookville/Harper, IL Bluff, IL	Heartland Wireless Communications, Inc.	WPKR-612 ✓
Champaign, IL	Heartland Wireless Communications, Inc.	WPKR-343 ✓
Hamilton, TX Durham/Manon, KS McLeansboro, IL Vandalia/Shobonier, IL Nickerson/Sterling, KS Walnut Grove, IL	Heartland Wireless Communications, Inc.	WPJY259 ✓
Monroe City, MO	Heartland Wireless Communications, Inc.	WPKR-350 ✓
Lubbock, TX	Heartland Wireless Communications, Inc.	WPKR-348 ✓
Midland, TX	Heartland Wireless Communications, Inc.	WPKR-351 ✓
Mt. Pleasant, TX	Heartland Wireless Communications, Inc.	WPKR-347 ✓
Springlake, TX	Heartland Wireless Communications, Inc.	WPKR-344 ✓
Paris, TX	Heartland Wireless Communications, Inc.	WPKR-345 ✓
Peoria, IL	Heartland Wireless Communications, Inc.	WPKR-705 ✓
Uvalde, TX	Heartland Wireless Communications, Inc.	WPKR-353 ✓
Wichita Falls, TX	Heartland Wireless Communications, Inc.	WPKR-346 ✓
Tahoka, TX	Heartland Wireless Communications, Inc.	WPKR-349 ✓
Plano, TX	Heartland Wireless Communications, Inc.	File No. D117252

Description of Proposed Transfer of Control

By this application, Heartland Wireless Communications, Inc. ("Heartland" or the "Company") seeks the Commission's consent to the transfer of control of the private land mobile station licenses specified herein, as such transfer of control is contemplated under a plan of reorganization recently filed by Heartland. As discussed below, Heartland has filed a pre-negotiated plan of reorganization pursuant to which its financial obligations will be restructured, allowing the Company and its subsidiaries to continue their wireless cable and related operations.

On December 4, 1998, Heartland filed a plan of reorganization (the "Plan") with the U.S. Bankruptcy Court for the District of Delaware under Chapter 11 of the U.S. Bankruptcy Code. The holders of over 70% in principal amount of Heartland's \$115 million 13% senior notes due 2003 and \$125 million 14% senior notes due 2004 (together the "Senior Notes") have agreed to support the Plan. These holders are members of an unofficial committee of holders of Senior Notes formed before the filing of the Plan (the "Ad Hoc Committee").

Under the Plan, Heartland will convert the Senior Notes and Heartland's 40.2 million 9% convertible subordinated discount notes due 2004 (the "Subordinated Notes") into new shares of Heartland common stock ("New Common Stock"). The aggregate amount of debt and accrued interest to be converted into common stock under the Plan is expected to total approximately \$325 million.

Under the Plan, the reorganized Heartland expects to emerge with no long-term debt except for approximately \$15 million of installment notes payable to the Federal Communications Commission ("FCC") for the Company's basic trading areas and certain capital lease obligations.

A change in control of the Company and its subsidiaries will be effected in connection with the confirmation by the bankruptcy court of the Plan. In exchange for cancellation of the Senior Notes, holders of the Senior Notes will receive 97% of the New Common Stock of the reorganized Heartland. Holders of the Subordinated Notes, existing common stock and certain litigation claims will receive the remaining 3% of the New Common Stock, as well as warrants ("Warrants") to purchase 10% of the common stock of the reorganized Heartland on a diluted basis.

Under the Plan, the initial Board of Directors of the reorganized Heartland will be comprised of seven members, appointed by the Ad Hoc Committee, at least one of whom will be a member of management of the reorganized Heartland. These board

members will serve until the first annual meeting of stockholders of the reorganized Heartland or until their earlier resignation or removal in accordance with the certificate or bylaws of the reorganized Company.

Except for certain real estate leases, the Company's Plan provides for continued payment of trade creditors in the ordinary course of business, including all vendors, programmers, the FCC, and all ITFS and MMDS channel license holders that lease excess spectrum capacity to Heartland.

As of the date of filing the Plan, the projected majority equity ownership of the reorganized Heartland was as follows:

<u>Entity</u>	<u>Approximate % Ownership</u>
Quad-C, Inc. ¹ 230 East High Street Charlottesville, VA 22902	19.28%
Quaker Capital Management Corp. The Arrott Building, Suite 1300 401 Wood Street Pittsburgh, PA 15222-0323	16.04%
The MainStay Funds, on behalf of its High Yield Corporate Bond Fund Series c/o MacKay-Shields Financial Corp. 9 West 57 th Street New York, NY 10019	10.42%
Northstar High Total Return c/o Northstar Investment Management Corp. 300 First Stamford Place Stamford, CT 06902	8.00%
Aspen Partners, LP 1114 Avenue of the Americas New York, NY 10036	6.27%

¹ On behalf of certain affiliated or related persons and entities. Quad-C Inc. and such persons and entities expressly reserve the right to disclaim beneficial ownership of the equity securities of the applicant under the Securities Act of 1933 and the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder.

Grant of this application and the transfer of control proposed hereunder is clearly in the public interest. As noted above, consummation of Heartland's reorganization plan will allow the Company and its subsidiaries to continue its wireless cable and broadband operations with no interruption of video programming or Internet service to customers. In addition, the Plan will provide the Company with the best opportunity to strengthen its balance sheet, execute its long-range business plan and maximize the value of its assets, each of which is essential to the Company's continued growth and success as a viable competitor in the multi-channel video programming and broadband service marketplace.

A copy of the Company's Plan and Disclosure Statement dated December 4, 1998 is attached hereto.

676806/#3

Request for Waiver of FCC Application Fees

Pursuant to Section 1.1117 of the Commission's Rules,¹ Heartland hereby requests waiver and refund of the filing fees due in connection with the instant transfer of control application. As detailed herein, Heartland has filed a petition under Chapter 11 of the U.S. Bankruptcy Code in order to restructure approximately \$325 million in debt. The requisite filing fees for the instant and related applications represent a substantial expenditure, particularly given the Company's current need to harbor its working capital.

Section 1.1117 of the Commission's rules authorizes the Commission to waive fees "where good cause is shown and where waiver or deferral of the fee would promote the public interest."² The Commission has acknowledged that its procedural rules may conflict with the bankruptcy laws.³ Indeed, in the context of regulatory fees, the Commission has recognized that "where a bankruptcy trustee, receiver, or debtor in possession is negotiating a possible transfer of a license, the regulatory fee could act as an impediment to the negotiations and the transfer of the station to a new licensee."⁴ Following this reasoning, the Commission has previously waived the regulatory fees for numerous companies facing similar circumstances.⁵ Moreover, the Commission has

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WILEY, REIN & FIELDING

1776 K STREET, N.W.
WASHINGTON, D. C. 20006
(202) 429-7000

ORIGINAL FILED IN FILED IN

WRITER'S DIRECT DIAL NUMBER
(202) 429-7368

FACSIMILE
(202) 429-7049

December 15, 1998

Magalie Roman Salas, Secretary
Federal Communications Commission
1919 M Street, Room 222
Washington, D.C. 20554

RECEIVED
DEC 15 1998
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: Heartland Wireless Communications, Inc.
WPJY259 et al.
FCC Form 703 -- Application for Consent to Transfer of Control of
Landmobile Station Licenses
Fee Waiver Supplement

Dear Sir or Madam:

Transmitted herewith for filing on behalf of Heartland Wireless Communications, Inc. ("Heartland") is supplemental information to the Application for Consent to Transfer of Control on FCC Form 703 filed with the Commission on December 14, 1998. Specifically, submitted is Exhibit No. 2 (supp.), Request for Waiver of FCC Application Fees, which was identified incorrectly in the original filing.

Please associate the exhibit with the application file.

If any additional information is desired in connection with this matter, please contact the undersigned.

Respectfully submitted,



Peter D. Shields
A. B. Cruz III

Counsel for Heartland Wireless
Communications, Inc.

cc: Mr. Andrew S. Fishel (by hand delivery)
Ms. D'Wana Terry

DEC 15 1998

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY
Exhibit No. 2 (Supp.)
FCC Form 703
December 1998

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Date: 3/24/99

BY: FEE CONTROL NUMBER

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	PLANO		TX	76075							
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
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Total	1								\$675.00		

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WAIVER REQUEST ENTRY

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APPLICANT NAME: [HEARTLAND WIRELESS COMMUNICATIONS, INC.]
CALL SIGN: [WPJY259ETA] CITY: [PLANO] STATE: [TX]
DATE OF REQUEST (MM/DD/YYYY): [12/14/1998] TYPE OF REQUEST: [FF]
LEGAL REP: [PETER D. SHIELDS] PHONE: [202-429-7000]
ATTORNEY ASSIGNED: []
RULE PART AFFECTED: []

DECISION: [] DECISION DATE (MM/DD/YYYY): []
LETTER SIGNED (MM/DD/YYYY): [] PUBLISHED (MM/DD/YYYY): []
STATUS 1: [FMD] DATE: [12/17/1998] STATUS 2: [OGC] DATE: [03/25/1999]
STATUS 3: [] DATE: [] STATUS 4: [] DATE: []
STATUS 5: [] DATE: [] STATUS 6: [] DATE: []
STATUS 7: [] DATE: [] STATUS 8: [] DATE: []

NAME ON APPLICANT TABLE:

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