

FEDERAL COMMUNICATIONS COMMISSION

Washington, D. C. 20554

MAR 7 2001

OFFICE OF
MANAGING DIRECTOR

Audrey P. Rasmussen
O'Connor & Hannan, L.L.P.
Suite 500
1666 K Street, N.W.
Washington, D.C. 20006-2803

86-285

Re: Request for Waiver of FY 1998 Regulatory Fee
Fee Control No.: 9907148835401001

Dear Ms. Rasmussen:

This letter responds to your request for a waiver and return of regulatory fees for Fiscal Year (FY) 1998 filed by Source One Wireless, Inc. and its subsidiary, Source One Wireless II, L.L.C., Licensee (together Source One).

Your request states that Source One failed to file its regulatory fees for FY 1998 due to mounting financial difficulties resulting from the construction and operation of its paging system and that Source One has since declared Chapter 11 bankruptcy. Relevant documents concerning its bankruptcy filings in April and July 1999 are appended as an Exhibit to your request.

In establishing a regulatory fee program, the Commission recognized that in certain instances payment of a regulatory fee may impose an undue financial hardship upon a licensee. The Commission therefore 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); recon. granted, 10 FCC Rcd 12759 (1995). The Commission further held that regulatees can establish financial need by submitting:

[I]nformation such as a balance sheet and profit and loss statement (audited, if available), a cash flow projection . . . (with an explanation of how calculated), a list of their officers and their individual compensation, together with a list of their highest paid employees, other than officers, and the amount of their compensation, or similar information.

10 FCC Rcd at 12761-62.

In determining whether a licensee has sufficient revenues to pay its regulatory fees, the Commission relies upon a licensee's cash flow, as opposed to the entity's profits. Thus, although deductions for amortization and depreciation, which do not affect cash flow, and

payments to principals, reduce gross income for tax purposes, those deductions also represent money which is considered to be available to pay the regulatory fee.

The fact that bankruptcy filings, which implicate Source One's financial condition, were made in April and July 1999 does not provide evidence of financial hardship insofar as Source One is concerned at the time the regulatory fees for FY 1998 were due. In the absence of appropriate documentation, you have failed to establish a compelling case of financial hardship. Therefore, your request for waiver and return of Source One's FY 1998 regulatory fees is dismissed. In view of your allegations of financial hardship, however, Source One's request may be refiled together with appropriate supporting documentation within 30 days from the date of this letter.

If you have any questions concerning this matter, please contact the Revenue and Receivables Operations Group at (202) 418-1995.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark A. Reger", with a large, stylized initial "M" and "R".

Mark A. Reger
Chief Financial Officer

ORIGINAL

Com -

O'CONNOR & HANNAN, L.L.P.
ATTORNEYS AT LAW

Audrey P. Rasmussen
Direct Dial (202) 887-1431
e-mail: arasmussen@oconnorhannan.com

SUITE 500
1666 K STREET, N.W.
WASHINGTON, D.C. 20006-2803
(202) 887-1400
FAX (202) 466-2198

VIRGINIA
MADRID

September 16, 1999

VIA COURIER

Magalie Salas Roman
Secretary, Federal Communications Commission

Attn: Andrew S. Fishel, Managing Director
Office of Managing Director
Federal Communications Commission
445 12th Street, S.W.
Room 1-C152
Washington, D.C. 20554
Regulatory Fee Waiver/Reduction Requests

RECEIVED

SEP 17 1999

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: Petition for Waiver and Return of Regulatory Fees,
Source One Wireless, Inc., and its Subsidiary, Source
One Wireless II, L.L.C., Licensee – 1998 Regulatory Fees

Dear Mr. Fishel:

This letter, on behalf of Source One Wireless, Inc. and its subsidiary, Source One Wireless II, L.L.C., Licensee (together "Source One") and pursuant to §1.1166 of the Commission's Rules, requests a waiver of §1.1157 and §1.1166 (c) and return of the regulatory fee filing of Source One dated July 12, 1999 for the year ending December 31, 1997, on the basis of financial hardship.

Background

In September 1998, Source One failed to file to file its regulatory fees through December 31, 1997 due to mounting financial difficulties resulting from the construction and operation of its paging system. Within six months thereafter, Source One had declared Chapter 11 bankruptcy.

On April 29, 1999 and July 2, 1999, Source One and its affiliated entities filed Voluntary Petitions for Chapter 11 Bankruptcy with the United States Bankruptcy Court, Northern District of Illinois, Eastern Division. The relevant documents are appended as Exhibit 1.

In an effort to conform the company to FCC Rules and Regulations in connection with a proposed assignment of its Midwest licenses to Acquis Wireless Communications, Inc., Source One filed its 1998 regulatory fees in the amount of \$6,500.44.

Discussion

Section 21.1166 of the Commission's Rules provides that regulatory fees may be waived "where good cause is shown and where waiver...of the fee would promote the public interest." Further, in *Implementation of Section 9 of the Communications Act*, Memorandum Opinion and Order, 10 FCC Rcd 12759, 12762 (1995), the Commission stated that evidence of bankruptcy or receivership is sufficient to establish financial hardship for purposes of waiver of regulatory fees. In a similar circumstance, the Commission granted MobileMedia Corporation a waiver of filing fee requirements in *In the Matter of MobileMedia Corporation, et al.*, Memorandum Opinion and Order, WT Docket No. 97-115 (1999), based on that licensee's Chapter 11 bankruptcy. The Commission confirmed that there was good cause for waiver of filing fees due to MobileMedia's Chapter 11 reorganization. Accordingly, such accommodation by the Commission must be afforded to Source One since past Commission precedent has stated that the Commission is legally obligated to treat similarly situated applicants similarly. See Melody Music v. FCC, 345 F.2d 730 (D.C. Cir. 1965).

Source One asserts that grant of this waiver would be in the public interest. As in the MobileMedia case, a waiver and return of the 1998 regulatory fees will permit Source One to conserve its resources for the benefit of innocent creditors, as well as maintaining uninterrupted service to subscribers¹.

In determining whether to grant a waiver, the Commission may take into account considerations of hardship, equity or more effective implementation of overall policy on an individual basis. See Wait Radio v. FCC 418 F.2d (1153 D.C. Cir. 1969). Here the payment of regulatory fees was a hardship because of the Chapter 11 bankruptcy. Thus, Source One, as well as the subscribers and creditors, will substantially benefit from grant of this waiver and return of the regulatory fees.

¹ Although the Commission granted a Special Temporary Authority on July 14, 1999 to allow Acquis Communications, Inc. to acquire de facto control of the wide-area, one-way paging system in the Midwest licensed to Source One, pending grant of the parties' application for assignment of those licenses, there are additional subscribers on other portions of the Source One system.

Andrew S. Fishel, Managing Director
September 16, 1999
Page 3

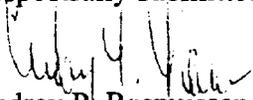
Conclusion

For the foregoing reasons, Source One respectfully requests that the Commission waive and return its July 12, 1999 payment of regulatory fees

Source One certifies that no party to this request is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §862.

Please address any inquiries regarding this request to the undersigned.

Respectfully submitted,


Audrey P. Rasmussen

Enclosure
82622

Exhibit 1

SourceOne Bankruptcy Filings

**United States Bankruptcy Court
Northern District of Illinois**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): **SourceOne Wireless, Inc.**

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 5 years (include married, maiden, and trade names):
American Beeper Corporation; Amcomm Wireless Mobile Data, Inc.

All Other Names used by the Joint Debtor in the last 5 years (include married, maiden, and trade names):

Soc. Sec./Tax I.D. No. (if more than one, state all):
36-3891813

Soc. Sec./Tax I.D. No. (if more than one, state all):

Street Address of Debtor (No. & Street, City, State & Zip Code):
**1040 S. Milwaukee Ave.
Wheeling, IL 60090**

Street Address of Joint Debtor (No. & Street, City, State & Zip Code):

County of Residence or of the Principal Place of Business: **Cook**

County of Residence or of the Principal Place of Business: **APR 29 1999**

Mailing Address of Debtor (if different from street address):
**Steven J. Zabel
SourceOne Wireless, Inc.
1040 S. Milwaukee Ave.
Wheeling, IL 60090**

Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor (if different from street address above):
**Bank S. Building
Suite 1715
55 Marletta St, N.W.
Atlanta, GA 30303**

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable 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.

<p>Type of Debtor (Check all boxes that apply)</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad</p> <p><input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Other _____</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</p> <p><input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding</p>
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<p>Nature of Debts (Check one box)</p> <p><input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business</p>	<p>Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><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>*** Mark A. McDermott ***</p>
<p>Chapter 11 Small Business (Check all boxes that apply)</p> <p><input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101</p> <p><input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(c) (Optional)</p>	

Statistical/Administrative Information (Estimates only)

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.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors

1-15	16-49	50-99	100-199	200-999	1000-over
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Estimated Assets

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100 million or more
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Estimated Debts

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100 million or more
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>				

**U.S. Bankruptcy Court
Northern District of Illinois**
RECEIVED: 04/29/99
 Time: 2:14 p.m.
 Debtor: SOURCEONE WIRELESS INC
 Case #: 99-13841
 Chapter 11
 Judge Eugene R. Wedoff



Name of Debtor: SourceOne Wireless, Inc., d/b/a Forever Page

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location Where Filed: None	Case Number	Date Filed
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Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: None	Case Number	Date Filed
District	Relationship	Judge

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

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

(If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) 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 each such chapter, and choose to proceed under chapter 7.

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

Signature of Debtor

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X _____
Signature of Authorized Individual

Steven J. Zabel
Printed Name of Authorized Individual

Chief Financial Officer
Title of Authorized Individual

4/29/99
Date

Signature of Attorney

X _____
Signature of Attorney for Debtor(s)

Mark A. McDermott
Printed Name of Attorney for Debtor(s)

Hopkins & Sutter
Firm Name

Three, First National Plaza
Chicago, Illinois
60602
Address

312-558-6600
Telephone Number

4/29/99
Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

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

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X _____
Signature of Attorney for Debtor(s)

Date

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X _____
Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

INFORMAL ACTION OF THE SOLE DIRECTOR OF
SOURCE ONE WIRELESS, INC.

The undersigned, being the sole Director of Source One Wireless, Inc., an Illinois corporation (the "Corporation"), hereby adopts the following recital and resolutions by taking an informal action in lieu of a meeting pursuant to Section 8.45 of the Illinois Business Corporation Act of 1983, as amended.

WHEREAS, the Director acknowledges and agrees that the Corporation is justly indebted to numerous creditors but is unable to pay its debts as they become due,

NOW, THEREFORE, BE IT:

RESOLVED, that in the judgment of the Director it is in the best interests of the Corporation, its creditors, stockholders and other interested parties that a voluntary petition be filed under the provisions of chapter 11 of title 11 of the United States Code ("Voluntary Petition"), and it is

FURTHER RESOLVED, that either the President or the Chief Financial Officer of the Corporation shall be and hereby is authorized to execute and file all petitions, schedules, lists, and other papers and to take any and all actions deemed necessary or proper in connection with such proceedings with a view to the successful termination of such proceedings, and it is

FURTHER RESOLVED, that either the President or the Chief Financial Officer of the Corporation shall be and hereby is authorized and directed to retain the law firm of Hopkins & Sutter as bankruptcy counsel and to direct such counsel to take any and all actions deemed necessary to prosecute the Corporation's bankruptcy proceedings and to retain any other professionals deemed necessary for such proceedings and to direct such professionals to take any and all actions deemed necessary in connection with such proceedings, and it is

FURTHER RESOLVED, that either the President and Chief Financial Officer of the Corporation shall be and hereby is authorized and directed to execute, deliver and file, any and all documents and instruments, to act for and in the name and on behalf of the Corporation and to take any and all actions deemed necessary or appropriate to effectuate the foregoing resolutions.

Dated as of the 27th day of April, 1999.


Dave Trip
Being the sole Director

United States Bankruptcy Court
Northern District of Illinois

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
Source One Wireless, LLC

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):

All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):

Soc. Sec./Tax I.D. No. (if more than one, state all):
36-4190475

Soc. Sec./Tax I.D. No. (if more than one, state all):

Street Address of Debtor (No. & Street, City, State & Zip Code):
1040 S. Milwaukee Ave.
Wheeling, IL 60090

Street Address of Joint Debtor (No. & Street, City, State & Zip Code):

County of Residence or of the Principal Place of Business: Cook

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):
Steven J. Zabel
SourceOne Wireless, Inc.
1040 S. Milwaukee Ave.
Wheeling, IL 60090

Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor (if different from street address above):

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable 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.

Type of Debtor (Check all boxes that apply)

- Individual(s)
- Corporation
- Partnership
- Other Limited Liability Company
- Railroad
- Stockbroker
- Commodity Broker

Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- Chapter 7
- Chapter 9
- Chapter 11
- Chapter 12
- Sec. 304 - Case ancillary to foreign proceeding

Nature of Debts (Check one box)

- Consumer/Non-Business
- Business

Chapter 11 Small Business (Check all boxes that apply)

- Debtor is a small business as defined in 11 U.S.C. § 101
- Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

Filing Fee (Check one box)

- Full 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.

*** Mark A. McDerm

Statistical/Administrative Information (Estimates only)

- Debtor estimates that funds will be available for distribution to unsecured creditors.
- Debtor estimates that, after any exempt property is excluded and administrative expenses 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
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Estimated Assets	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Estimated Debts	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>				

U.S. Bankruptcy Court
Northern District of Illinois
RECEIVED: 07/02/99
Time: 12:18 p.m.
Debtor: SOURCE ONE WIRELESS LLC
Case #: 99-28953
Chapter 11
Judge Eugene R. Wadoff



Voluntary Petition

This page must be completed and filed in every case.

Name of Debtor:

Source One Wireless, LLC

FORM B1 Page 2

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location

Where Filed: None

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor

SourceOne Wireless, Inc.

Case Number

99 B 13841

Date Filed:

4/29/99

District

Northern District of Illinois

Relationship:

Owner

Judge:

Eugene R. Wedorf

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

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

(If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) 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 each such chapter, and choose to proceed under chapter 7.

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

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X

Signature of Authorized Individual

Steven J. Zabel

Printed Name of Authorized Individual

Chief Financial Officer

Title of Authorized Individual

7-1-99

Date

Signature of Attorney

X *Mark A. McDermott*

Signature of Attorney for Debtor(s)

Mark A. McDermott

Printed Name of Attorney for Debtor(s)

Hopkins & Sutter

Firm Name

Three First National Plaza, Suite 4300
Chicago, Illinois
60602

Address

312-558-6600

Telephone Number

Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

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

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X

Signature of Attorney for Debtor(s)

Date

**INFORMAL ACTION OF THE CLASS I MEMBER
OF SOURCEONE WIRELESS, L.L.C.**

The undersigned, being the Class I Member of SourceOne Wireless, L.L.C., a Delaware limited liability company (the "Company") hereby adopts the following recitals and resolution by taking an informal action in lieu of a meeting pursuant to Section 11.10 of the Second Amended and Restated Operating Agreement of SourceOne Wireless, L.L.C. (the "Operating Agreement");

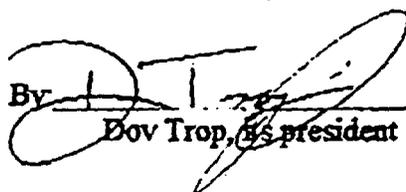
WHEREAS, pursuant to the terms of the Operating Agreement, the Class I Member of the Company is entitled to appoint a majority of the Managers of the Company,

WHEREAS, the Class I Member now desires to appoint Dov Trop as a Manager of the Company.

NOW THEREFORE BE IT RESOLVED, that Dov Trop is hereby appointed as a Manager of the Company to serve for the term provided in the Operating Agreement or until his earlier resignation or removal.

Dated as of the 24th day of June, 1999.

SourceOne Wireless, Inc.

By  _____
Dov Trop, its president

**ACTION OF THE SOLE MANAGER OF
SOURCEONE WIRELESS, L.L.C.**

The undersigned, being the sole Manager of SourceOne Wireless, L.L.C., a Delaware limited liability company (the "Company") hereby adopts the following recital and resolutions;

WHEREAS, the Manager acknowledges and agrees that the Company is justly indebted to numerous creditors but is unable to pay its debts as they become due;

NOW, THEREFORE, BE IT:

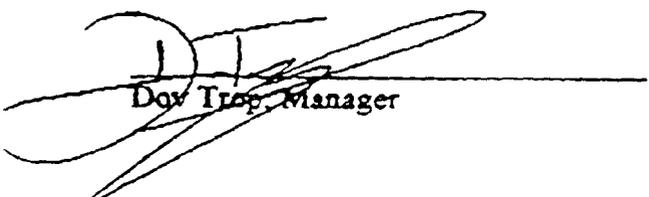
RESOLVED, that in the judgment of the Manager, it is in the best interests of the Company, its creditors, members and other interested parties that a voluntary petition be filed under the provisions of chapter 11 of title 11 of the United States Code ("Voluntary Petition"); and it is

FURTHER RESOLVED, that either the President or the Chief Financial Officer of the Company shall be and hereby is authorized to execute and file all petitions, schedules, lists, and other papers and to take any and all actions deemed necessary or proper in connection with such proceedings with a view to the successful termination of such proceedings; and it is

FURTHER RESOLVED, that either the President or the Chief Financial Officer of the Company shall be and hereby is authorized and directed to retain the law firm of Hopkins & Sutter as bankruptcy counsel and to direct such counsel to take any and all actions deemed necessary to prosecute the Company's bankruptcy proceedings and to retain any other professionals deemed necessary for such proceedings and to direct such professionals to take any and all actions deemed necessary in connection with such proceedings; and it is

FURTHER RESOLVED, that either the President and Chief Financial Officer of the Company shall be and hereby is authorized and directed to execute, deliver and file, any and all documents and instruments, to act for and in the name and on behalf of the Company and to take any and all actions deemed necessary or appropriate to effectuate the foregoing resolutions.

Dated as of the 24th day of June, 1999.


Dov Trop, Manager