

FEDERAL COMMUNICATIONS COMMISSION  
Washington, D. C. 20554

DEC 28 2001

OFFICE OF  
MANAGING DIRECTOR

Mr. James A. Stenger  
Troutman Sanders LLP  
401 9<sup>th</sup> Street, N.W. – Suite 1000  
Washington, D.C. 20004-2134

Re: Request for Deferment of FY 2001  
Regulatory Fees  
Fee Control No. 00000RROG-01-033

Dear Mr. Stenger:

This responds to your request for deferment of the Fiscal Year (FY) 2001 regulatory fees for MDS stations in Brownsville, McAllen, and Victoria, Texas submitted on behalf of Ben B. Floyd, Chapter 11 Trustee of the bankruptcy estate of United States Wireless Systems, Inc. (US Wireless).

You recite that US Wireless owns certain of the referenced MDS stations whereas others are leased to US Wireless by third party owners pursuant to agreements whereby US Wireless operates the stations and pays the regulatory fees. You state that US Wireless filed for Chapter 11 protection on October 27, 2000, Floyd was appointed Trustee on March 12, 2001, and US Wireless filed an application for involuntary transfer of control of its licensed stations to Floyd on July 25, 2001. You further state that the Trustee intends temporarily to take the stations off the air while he seeks to sell the assets to a new owner. In these circumstances, you request deferment of the fees.

The Commission will grant waivers of its regulatory fees on a sufficient showing of financial hardship. Evidence of bankruptcy or receivership is sufficient to establish financial hardship. See Implementation of Section 9 of the Communications Act, 10 FCC Rcd 12759, 12761-62 (1995) (waivers granted for licensees whose stations are bankrupt, undergoing Chapter 11 reorganization, or in receivership). You have submitted information showing that US Wireless is the subject of Chapter 11 proceedings in the United States Bankruptcy Court, Southern District of Texas. Accordingly, payment of the FY 2001 regulatory fees for the MDS stations licensed to US Wireless is hereby waived. The Chapter 11 status of US Wireless, however, does not impact on the ability of the licensees of the leased MDS stations to pay their respective fees. Nor do the private lease agreements these licensees have with US Wireless establish good cause for waiver or deferment. Hence, your request for deferment of the fees with respect to these stations is denied.

Mr. James A. Stenger

2.

If you have any questions concerning this letter, please contact the Revenue and Receivable Operation Group at (202) 418-1995.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark A. Reger". The signature is fluid and cursive, with a large initial "M" and a long, sweeping underline.

 Mark A. Reger  
Chief Financial Officer

Copy to: Rhonda L. Neil

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TROUTMAN SANDERS LLP

ATTORNEYS AT LAW  
A LIMITED LIABILITY PARTNERSHIP

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TELEPHONE: 202-274-2000

ACCOUNT PROCESSING  
GROUP-DPT/RPT/TMT

James A. Stenger  
james.stenger@troutmansanders.com

Direct Dial: 202-274-2801  
Fax: 202-654-5652

September 18, 2001

Ms. Magalie Roman Salas  
Secretary  
Federal Communications Commission  
445 12th Street, S.W., Room TW-A325  
Washington, D.C. 20554

DFG

Attention by hand delivery:  
Ms. Claudette E. Pride, OMD  
Stephen Svab, Esq., MDS Section

Re: United States Wireless Systems, Inc.

Dear Ms. Salas:

On behalf of Mr. Ben B. Floyd, Chapter 11 Trustee of the bankruptcy estate of United States Wireless Systems, Inc. ("USWS"), we respectfully request a deferment of Annual Regulatory Fees for 2001 for the MDS stations listed in Appendix A hereto. This letter also will serve to notify the Commission, pursuant to Section 21.303 of the Rules, that the Trustee intends temporarily to cease broadcasting on the listed stations pending the sale of the assets to a new owner. The Trustee wishes to make clear that the Trustee does not intend to permanently discontinue operations or to surrender any of said licenses.

As listed in Appendix A hereto certain of the MDS stations are owned by USWS while other stations are owned by third parties. The third parties are leasing their stations to USWS pursuant to lease agreements which obligate USWS to pay the annual regulatory fees and to operate the stations.

USWS filed for Chapter 11 protection on October 27, 2000, see notice attached hereto as Appendix B. Creditors were notified of this filing on November 14, 2000, see notice attached hereto as Appendix C. Mr. Floyd was appointed trustee on March 12, 2001, and an application for involuntary transfer of control was filed on July 25, 2001, see Appendix D hereto. A request for deferment of BTA payments was filed on May 25, 2001, see Appendix E.

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ATTORNEYS AT LAW  
A LIMITED LIABILITY PARTNERSHIP

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ACCOUNT PROCESSING  
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Ms. Magalie Roman Salas  
September 18, 2001  
Page 2

The Trustee is making every effort to conserve the resources of the estate and to find a buyer for the assets who will return the stations to service and pay applicable regulatory and other fees at that time. In the interim, the Trustee respectfully requests a deferment of regulatory fees and notifies the Commission that the stations temporarily will go dark within the next 30 days.

Should additional information be necessary in connection with this matter, kindly communicate directly with the undersigned.

Respectfully submitted,



James A. Stenger

JAS/mec  
Enclosures

## APPENDIX A

## Appendix A

### Brownsville, Texas

MDS1 Channel - Call Sign KN587 - licensed to USWS  
MDS2A Channel - Call Sign KN588 - licensed to USWS  
E Group - Call Sign WLK284, licensed to USWS  
F Group - Call Sign WLK284, licensed to Warren Ache  
H1 Channel - Call Sign WNTU757, licensed to Blake Twedt  
H2 Channel - Call sign KN422, licensed to USWS  
H3 Channel - Call sign KN376, licensed to USWS

### McAllen, Texas

MDS1 Channel - Call Sign KN879 - conditional license held by USWS  
MDS2A Channel - Call Sign KN884 - conditional license held by USWS  
E Group - Call Sign WMH576, licensed to American Telecasting Development, Inc.  
F Group - Call Sign WLR475, licensed to Warren Ache  
H1 Channel - Call Sign KN881, licensed to USWS  
H2 Channel - Call Sign KN882, licensed to USWS  
H3 Channel - Call Sign KN883, licensed to USWS

### Victoria, Texas

E Group - Call Sign WLW927, licensed to Friendly Community TV  
F Group - Call Sign KN887, conditional license granted to USWS  
H1 Channel - Call Sign WNTH481, licensed to USWS  
H2 Channel - Call Sign WNTJ758, licensed to USWS  
H3 Channel - Call Sign WNTH388, licensed to USWS

## APPENDIX B

UNITED STATES BANKRUPTCY COURT

Southern District of Texas

NOTICE OF COMMENCEMENT OF CASE UNDER CHAPTER 11  
OF THE BANKRUPTCY CODE.  
MEETING OF CREDITORS, AND FIXING OF DATES  
(Corporation/Partnership Case)

Case Number: 00-23267 - rss  
Date Filed (or Converted): 10/27/00

IN RE:  
United States Wireless Systems Inc a  
Delaware Corporation, 74-2719461, fdba  
Channel Plus TV

ADDRESS OF DEBTOR  
614 S 12th  
McAllen, TX 78501

NAME/ADDRESS OF ATTORNEY FOR DEBTOR  
Kelly K McKinnis  
Attorney at Law  
612 Nolana Loop  
Ste 520  
McAllen, TX 78504  
Telephone Number: 956-686-7039  
DATE/TIME/LOCATION OF MEETING OF CREDITORS  
December 5, 2000 at 11:15 am  
Bank of America Building  
222 East Van Buren  
Room 301  
Harlingen, TX 78550

NAME/ADDRESS OF TRUSTEE

Telephone Number:

Corporation     Partnership

Filing Claims: Deadline to File a Proof of claim is 03/05/01

COMMENCEMENT OF CASE. A petition for reorganization under chapter 11 of the Bankruptcy Code has been filed in this court by or against the debtor named above, and an order for relief has been entered. You will not receive notice of all documents filed in this case. All documents filed with the court, including lists of the debtor's property and debts, are available for inspection at the office of the clerk of the bankruptcy court.

CREDITORS MAY NOT TAKE CERTAIN ACTIONS. A creditor is anyone to whom the debtor owes money or property. Under the Bankruptcy Code, the debtor is granted certain protection against creditors. Common examples of prohibited actions by creditors are contacting the debtor to demand repayment, taking action against the debtor to collect money owed to creditors or to take property of the debtor, and starting or continuing foreclosure actions or repossessions. If unauthorized actions are taken by a creditor against a debtor, the court may penalize that creditor. A creditor who is considering taking action against the debtor or the property of the debtor should review Sec. 362 of the Bankruptcy Code and may wish to seek legal advice. If the debtor is a partnership, remedies otherwise available against general partners are not necessarily affected by the commencement of this partnership case. The staff of the clerk of the bankruptcy court is not permitted to give legal advice.

MEETING OF CREDITORS. The debtor's representative, as specified in Bankruptcy Rule 9001(5), is required to appear at the meeting of creditors on the date and at the place set forth above for the purpose of being examined under oath. Attendance by creditors at the meeting is welcomed, but not required. At the meeting, the creditors may examine the debtor and transact such other business as may properly come before the meeting. The meeting may be continued or adjourned from time to time by notice at the meeting, without further written notice to the creditors.

PROOF OF CLAIM. Schedules of creditors have been or will be filed pursuant to Bankruptcy Rule 1007. Any creditor holding a scheduled claim which is not listed as disputed, contingent, or unliquidated as to amount may, but is not required to, file a proof of claim in this case. Creditors whose claims are not scheduled or whose claims are listed as disputed, contingent, or unliquidated as to amount and who desire to participate in the case or share in any distribution must file their proofs of claim. A creditor who desires to rely on the schedules of creditors has the responsibility for determining that the claim is listed accurately. The place to file a proof of claim, either in person or by mail, is the office of the clerk of the bankruptcy court. Proof of claim forms are available in the clerk's office of any bankruptcy court.

PURPOSE OF CHAPTER 11 FILING. Chapter 11 of the Bankruptcy Code enables a debtor to reorganize pursuant to a plan. A plan is not effective unless approved by the court at a confirmation hearing. Creditors will be given notice concerning any plan, or in the event the case is dismissed or converted to another chapter of the Bankruptcy Code. The debtor will remain in possession of its property and will continue to operate any business unless a trustee is appointed.

For the Court:    Michael N. Milby  
Clerk of the Bankruptcy Court

Date: 11/09/00

FORM B9F 001

## CERTIFICATE OF SERVICE

District/off: 0541-7  
Case: 00-23267

User: gracel  
Form ID: B9F

Page 1 of 3  
Total Served: 209

Date Rcvd: Nov 09, 2000

The following entities were served by first class mail on Nov 11, 2000.

db United States Wireless Systems Inc, 614 S 12th, McAllen, TX 78501  
db United States Wireless Systems Inc & Del. 614 S 12th, McAllen, TX 78501  
aty Barbara C Kurtz, Office of U S Trustee, 606 N Carancahua, Ste 1107,  
Corpus Christi, TX 78476  
aty Kelly K McKinnis, Attorney at Law, 612 Nolana Loop, Ste 520, McAllen, TX 78504  
ust United States Trustee, 515 Rusk, Ste 3516, Houston, TX 77002  
1609139 1 QUALITY ELECTRIC INC, 210 EAST LEE STREET, HARLINGEN TX 78550  
1609141 A & T CONSULTING LTD, 3321 BELL, AMARILLO TX 79106  
1609143 ACNET INTERNET INC, P O BOX 1360, MCALLEN TX 78505 1360  
1609146 ADAMS GLOBAL COMM, 15315 S HWY 169, OLATHE KS 66062  
1609147 ALEXANDER BAKER & CARR, 1229 E PLEASANT RUN RD STE 123, DE SOTO TX 75115  
1609150 ALL VALLEY KEY & LOCK, 213 N 1ST STREET, HARLINGEN TX 78550  
1609149 ALLEN INDUSTRIAL SUPPLY, 1309 BUSINESS PARK DRIVE, MISSION TX 78572  
1609785 \*AMERICAN EXPRESS, P O BOX 630001, DALLAS TX 75263  
1609786 AMERICAN EXPRESS TRAVEL, P O BOX 804247, CHICAGO IL 60680 4104  
1609152 AMERICAN MED SECURITY, P O BOX 78548, PHOENIX AZ 85062 8548  
1609787 AMERICAN MOVIE CLASSICS, ATTN ACCTS RECEIVABLE, P O BOX 73363, CHICAGO IL 60673  
1609792 \*AMERICAN TOWER CORP, P O BOX 30000, HARTFORD CT 06150-3000  
1609790 ANC CONUS COMMUNICATIONS, P O BOX 86, MINNEAPOLIS MN 55486 1319  
1609791 APPAREL MASTER SERV INC, 546 SOUTH ILLINOIS, MERCEDES TX 78570  
1609794 AT & T, P O BOX 78522, PHOENIX AZ 85062 8522  
1609793 AT & T, P O BOX 2971, OMAHA NE 68103 2971  
1609796 AT & T WIRELESS SERVICES, P O BOX 78360, PHOENIX AZ 85062 8360  
1609797 ATTORNEY GENERAL OF TEXAS, TAX DIVISION BANKRUPTCY, P O BOX 12548, AUSTIN TX 78711 2548  
1609798 \*AUTOWASH CORPORATION, 4515 N 10TH, MCALLEN TX 78504-2909  
1609799 \*AZURE CONSULTING, 4332 MOCKINGBIRD LANE, DALLAS TX 75205-2616  
1609802 BANK OF AMERICA, P O BOX 831547, DALLAS TX 75283  
1609803 BARTON & VANDERBURG, 2905 SAN GABRIEL STE 216, AUSTIN TX 78705  
1609804 BIA CONSULTING INC, 15120 ENTERPRISE COURT STE 100, CHANTILLY VA 20151  
1609801 BLAKE TWEEDT, 12945 SEMINOLE BLVD 1-11, LARGO FL 33778  
1609805 \*BOWKER, P O BOX 7247 0466, PHILADELPHIA PA 19170-0001  
1609807 BROBECK PHLEGER & HARRISON LLP, 301 CONGRESS AVE NO 1200, AUSTIN TX 78701  
1609808 BROWN HAYNES INC, EXPRESSWAY 77 & FM 3168, RAYMONDVILLE TX 78580  
1609832 CABLE NEWS NETWORK, FIRST UNION NATL BANK, BOX 930198, ATLANTA GA 31193  
1609810 CABLE TECHNOLOGIES INTL, 460 OAKDALE AVE, HATBORO PA 19040  
1609809 CABLEVIEW, 725 RIVERROAD, EDGEWATER NJ 07020  
1609815 CALHOUN & CO LLP, 221 WEST 6TH ST STE 2000, AUSTIN TX 78701  
1609811 CALIFORNIA AMPLIFIER, 460 CALLE SAN PABLO, CAMARILLO CA 93012  
1609833 CAPITAL TELECOMMUNICATION ACCT, 200 WEST MARKET, YORK PA 17401  
1609816 CARDSERVICE INTERNATIONAL, P O BOX 2310, AGORA HILLS CA 91376 2310  
1609818 CARTOON NETWORK, TURNER NETWORK INC, P O BOX 930198, ATLANTA GA 31193  
1609821 CARWASH CARWASH, 1330 WEST TYLER, HARLINGEN TX 78550  
1609822 \*CATHOLIC DIOCESE OF BROWNSVILLE, P O BOX 2279, BROWNSVILLE TX 78522-2279  
1609823 CATHOLIC DIOCESE OF MC, P O BOX 2147, HARLINGEN TX 78551  
1609825 CBS CABLE, P O BOX 93707, CHICAGO IL 60673 3707  
1609834 CENTRAL POWER & LIGHT, P O BOX 21930, TULSA OK 74121 1930  
1609827 CIERA NETWORK SYSTEMS, 2630 FOUNTAINVIEW STE 300, HOUSTON TX 77057  
1609828 CLARK MIKE, 2939 FERNDALE, HOUSTON TX 77098  
1609830 CLEVELAND RANDY LAWYER, 1615 NORTH MAIN STREET, MCALLEN TX 78501  
1609831 \*CNBC INC, DELAWARE LOCKBOX, P O BOX 7247 8523, PHILADELPHIA PA 19170-0001  
1609835 \*COLE INFORMATION SERVICES, 901 W BOND ST, LINCOLN NE 68521-3628  
1609836 COMMERCE SERVICE CORP, P O BOX 3189, AUGUSTA GA 30914  
1609826 CONSUMER CREDIT, COUNSELING SERVICE, P O BOX 7789, CORPUS CHRISTI TX 78467  
1609837 CONTEC LTD PARTNERSHIP, P O BOX 30520, HARTFORD CT 06150 0520  
1609838 COURTYARD BY MARRIOTT, 2131 SOUTH 10TH, MCALLEN TX 78503  
1609839 COWLEY RAYMOND A, RODRIGUEZ COLVIN & CRANEY, 4900 N 10TH BLVG A2, MCALLEN TX 78504  
1609840 CROWN JANITORIAL SERV, P O BOX 3388, HARLINGEN TX 78551  
1609841 CSC CREDIT SERVICES, P O BOX 672050, DALLAS TX 75267 2050  
1609843 CT CORPORATION SYSTEM, 1021 MAIN ST STE 1150, HOUSTON TX 77002  
1609844 D & P MANUFACTURING INC, 21 BELL LANE, NEW BRITAIN PA 18901  
1609846 DAVIS ROBERT T, ROUTE 1 BOX 220B, FREDERICKSBURG TX 78624  
1609847 DELAWARE SECRETARY OF ST, 1209 ORANGE STREET, WILMINGTON DE 19801  
1609849 DELAWARE COMM INC, 5568 GEN WASHINGTON DRIVE STE A218, ALEXANDRIA VA 22312  
1609850 DELL FINANCIAL SERVICES, DFS ACCEPTANCE, P O BOX 4125, CAROL STREAM IL 60197 4125  
1609851 DELTA TOWER, 805 SAM HOUSTON, VICTORIA TX 77901  
1609852 DIALOGIC COMMUNICATIONS, P O BOX 682108, FRANKLIN TN 37068 2108  
1609853 DIRECT TV, P O BOX 100746, PASADENA CA 91189 0746  
1609856 DR SWEENES, 512 E DOVE, MCALLEN TX 78504  
1609857 E ENTERTAINMENT TV INC, P O BOX 60229, LOS ANGELES CA 90060 0229  
1609858 EASY UP, P O BOX 189, KENOSHA WI 53141  
1609859 EDINBURG CITY OF, TAX ASSESSOR COLLECTOR, P O BOX 1169, EDINBURG TX 78540 1169  
1609860 EDINBURG C I S D, P O DRAWER 990, EDINBURG TX 78540  
1609861 EMC&E BROADCAST PRODUCTS, P O BOX 68, WHITE HAVEN PA 18661  
1609862 ESPN AFFILIATE, ACCOUNTS PAYABLE, P O BOX 911366, DALLAS TX 75391 1366  
1609865 EXPOSURE INC, 915 DALLAS & N ST MARY'S, SAN ANTONIO TX 78215  
1609869 FEDERAL COMM COMMISSION, CHIEF BILLING & RM 452, 1919 M STREET NW, WASHINGTON DC 20554  
1609870 FEDERAL EXPRESS, P O BOX 1140, MEMPHIS TN 38101 1140  
1609877 \*FERGUSON JOHN A, 800 ONE ALAMO CENTER, 106 S ST MARY'S STREET, SAN ANTONIO TX 78205-3601  
1609872 FORD MOTOR CREDIT CO, P O BOX 542000, OMAHA NE 68154 8000  
1609873 FOX SERVICE CO INC, P O BOX 19047, AUSTIN TX 78760  
1609874 \*FRANK SMITH TOYOTA, 304 SOUTH 2ND STREET, MCALLEN TX 78501-2702  
1609875 FRY'S PRESCRIPTION PH, P O BOX DRAWER 142, SAN BENITO TX 78586  
1609880 \*G E CAPITAL, P O BOX 6760013, DALLAS TX 75267

United States Bankruptcy Court  
Southern District of Texas  
FILED

NOV 13 2000

Michael N. Milby, Clerk of Court

1609876 GAETZE MRS PETER, ROUTE 8 BOX 3600 LOT 82, MISSION TX 78572  
1609879 GARCIA RICARDO LAW OFFICES OF, 820 N MAIN STREET, MCALLEN TX 78501  
1609881 GENERAL INSTRUMENTS, P O BOX 91640, CHICAGO IL 60693  
1609883 +GENUS CREDIT MANAGEMENT, P O BOX 6359, COLUMBIA MD 21045-6359  
1609884 +GEO CUNNINGHAM CO INC, BOX 1645, 1214 W HARRISON, HARLINGEN TX 78550-6023  
1609885 GMAC, P O BOX 630071, DALLAS TX 75263 0071  
1609886 +GOZALES COUNTY TAX ASSR COLL, 522 ST MATTHEW ST, GONZALES TX 78629-4040  
1609886 GRAVES DOUGHERTY HEARON AND MOODY, P O BOX 98, AUSTIN TX 78767  
1609889 +GUADALUPE VALLEY ELEC COOP INC, P O BOX 118, GONZALES TX 78629-0118  
1609890 +GUADALUPE VALLEY TEL COOP INC, 36101 FM 3159, NEW BRAUNFELS TX 78132-5900  
1609891 HALES BRADFORD & ALLEN, WESLACO TOWN CENTER TOWE, 2300 W PIKE STE 201, WESLACO TX 78596  
1609892 HARDIN & ASSOCIATES, 1300 DIAMOND SPRINGS RD STE 600, VIRGINIA BEACH VA 23455  
1609894 HARLINGEN CITY TAX OFFICE, 305 E JACKSON STE 102, P O BOX 2643, HARLINGEN TX 78551 2643  
1609901 HARLINGEN CITY WATERWORKS, P O BOX 1950, HARLINGEN TX 78551  
1609902 HIDALGO COUNTY, 100 E CANO, EDINBURG TX 78539  
1609926 HIDALGO COUNTY TAX ASSESSOR COLLECTOR, P O BOX 178, EDINBURG TX 78540  
1609926 HILL COUNTRY REF, 432 S LINCOLN, FREDERICKSBURG TX 78624  
1609930 HOLLAND ELECTRONICS LLC, 4219 TRANSPORT ST, VENTURA CA 93003  
1609931 HOME BOX OFFICE, 1100 AVE OF THE AMERICAS, NEW YORK NY 10036  
1609932 HOPE JANET, ROUTE 10 BOX 132, SAN BENITO TX 78586  
1609934 IN THE NEWS, 4895 FWEST WATERS AV, P O BOX 30176, TAMPA FL 33630 3176  
1609935 +INLAND ASSOCIATES INC, P O BOX 802241, KANSAS CITY MO 64180-0001  
1609936 ITS CORPORATION, 102 RAHWAY RD, MCMURRAY PA 15317  
1609937 JOE'S TEXACO SERVICE, 501 NORTH CLOSNER, EDINBURG TX 78539  
1609938 JOHNSON MEADE, 1702 E TYLER STE 4, HARLINGEN TX 78550  
1609939 JONES & COOK, 717 N SUNSHINE STRIP, HARLINGEN TX 78550  
1609940 KFRQ FM RADIO, 901 E PIKE, WESLACO TX 78596  
1609942 KIMES CONSULTANT, 509 RIMBY AVE NO 2, LODI CA 95240  
1609943 KKPS RADIO, 901 E PIKE STREET, WESLACO TX 78596  
1609947 KVLV, 901 E PIKE BLVD, WESLACO TX 78596 4937  
1609946 LANGERRANS FLORIST, 205 SOUTH ELK STREET, FREDERICKSBURG TX 78624  
1609951 LONE STAR GLASS & MIRROR, 2913 S 77 SUNSHINE STRIP, HARLINGEN TX 78550  
1609952 LONE STAR OVERNIGHT, P O BOX 149225, AUSTIN TX 78714 9225  
1609953 LONG CHILTON PAYTE & HARDIN, P O BOX 2959, HARLINGEN TX 78551  
1609954 LONGE JOE ATTORNEY, C/O LEON KOMKOV, 8TH & CONGRESS, AUSTIN TX 78701  
1609955 MAGIC VALLEY ELECTRIC, P O BOX 267, MERCEDES TX 78570  
1609956 MAYFIELD PERRENOT DRIVE, P O BOX 2039, EL PASO TX 79950 2039  
1612252 +MCALLEN CHAMBER OF COMMERCE, 10 N BROADWAY, MCALLEN TX 78501-4607  
1609957 MCALLEN CITY OF TAX OFFICE, MARTHA GUEL CTA, P O BOX 52240, MCALLEN TX 78505 2240  
1612253 MCI, P O BOX 85053, LOUISVILLE KY 40285 5053  
1612260 MISSION C I S D, 1201 BRYCE DRIVE, MISSION TX 78572  
1612262 NATIONAL SANITARY UNIS, DEPARTMENT 505, P O BOX 650647, DALLAS TX 75265 0647  
1612263 NED MORITZ, 202 SAILORS RUN, AUSTIN TX 78734  
1612264 NEEL & HORTON LLP, P O BOX 2159, PORT ISABEL TX 78597  
1612265 NEISIUS CONSULTING, DAVID L NEISIUS, 4310 PEMBROOKE PKWY N, COLLEYVILLE TX 76034  
1612266 OFFICE DEPOT, P O BOX 30292, SALT LAKE CITY UT 84130 0292  
1612267 ONSITE COMP SOLUTIONS, 2211 HANCOCK STE B, AUSTIN TX 78756  
1612268 ORKIN EXTERMINATING, P O BOX 2123, HARLINGEN TX 78551 2123  
1612286 OZARKA SPRING WATER, PROCESSING CENTER, P O BOX 85111, LOUISVILLE KY 40285 5111  
1612288 PACIFIC MONOLITHICS, 1308 MOFFETT PARK DR, SUNNYVALE CA 94089  
1612289 PAM DISTRIBUTING CO, 11413 E 58TH STREET, TULSA OK 74146 6802  
1612290 PASSIVE DEVICES, 6353 WEST ROGERS CIR BAY 6, BOCA RATON FL 33487  
1612287 PAUL REVERE LIFE INS CO, LOS ANGELES CA 90074 3917  
1612308 PDQ DELIVERY SERVICE INC, 701 E SUNSHINE STRIP, SAN BENITO TX 78586  
1612309 PEREZ PEST CONTROL, P O BOX 531240, HARLINGEN TX 78553  
1612310 PHARR SAN JUAN ALAMO ISD, TAX OFFICE, P O BOX 1200, PHARR TX 78577  
1612311 PITNEY BOWES, P O BOX 85390, LOUISVILLE KY 40285 5390  
1612335 PORPAGE, 611 N MCCOLL ROAD STE D, MCALLEN TX 78501  
1612312 POSTMASTER, HARLINGEN MAIN POST OFFICE, 1502 NEW COMBES HWY, HARLINGEN TX 78550  
1612313 +POWER ONE INC, P O BOX 51487, LOS ANGELES CA 90051-5787  
1612314 PRENTICE HALL, CUSTOMER SERVICE CENTER, P O BOX 11075, DES MOINES IA 50336 1075  
1612334 PRINCIPAL LIFE INS, C/O DUNN & BRADSTREET RCV, P O BOX 3100, NAPERVILLE IL 60566 7100  
1612336 PROSTITCH, 611 N MCCOLL STE C, MCALLEN TX 78501  
1612991 PUEBLO TIRES, 1919 W HWY 83, MCALLEN TX 78501  
1612992 PURCHASE POWER, P O BOX 85042, LOUISVILLE KY 40285 5042  
1612993 RENAISSANCE ORTHOPEDICS, 512 E DOVE, MCALLEN TX 78504  
1612994 RGV EDUCATIONAL BROADCASTING INC, P O BOX 2147, HARLINGEN TX 78551  
1612995 RIO GRANDE VALLEY BUILDERS, 509 NOLANA, MCALLEN TX 78504  
1612997 RIO RADIO SUPPLY INC, 1124 E JEFFERSON, BROWNSVILLE TX 78520  
1612998 RISK MGMT ALTERNATIVES, 601 NW LOOP 410 STE 290, SAN ANTONIO TX 78216  
1612999 +ROERIG OLIVEIRA & FISHER, 855 WEST PRICE RD STE 26, BROWNSVILLE TX 78520-8718  
1613000 ROHN INDUSTRIES INC, DEPT 1313, 135 LASALLE ST, CHICAGO IL 60764 1313  
1613001 ROSS & HARDIES, 150 N MICHIGAN AVE, CHICAGO IL 60601 7567  
1613002 SAN BENITO MEDICAL ASSOCIATION, 351 N SAM HOUSTON, SAN BENITO TX 78586  
1613003 SAV ON DISCOUNT OFF SUPP, P O BOX 971321, DALLAS TX 75397 1321  
1613021 SENTRY ALARM SYSTEMS, 8 THOMAS OWENS WAY, MONTERREY CA 93940 5754  
1613022 SHEPARD INSURANCE AGENCY, P O BOX 4288, MCALLEN TX 78502  
1613024 SHOWTIME NETWORKS INC, P O BOX 730240, DALLAS TX 75373 0240  
1613026 +SOUTHERN UNION GAS, P O BOX 1268, AUSTIN TX 78785-0001  
1613027 +SOUTHWESTERN BELL, P O BOX 4845, HOUSTON TX 77210-4845  
1613029 +SOUTHWESTERN BELL WIRELESS, P O BOX 4460, HOUSTON TX 77210-4460  
1612996 SOUTHWESTERN BELL WIRELESS, 7330 SAN PEDRO PLAZA 9TH FLOOR, SAN ANTONIO TX 78216  
1613032 SPENCE CLINIC, 336 S 8TH STREET, RAYMONDVILLE TX 78580  
1613033 SPRINT, P O BOX 650270, DALLAS TX 75265 0270

- 1613034 STARMARK, P O BOX 777, LAKE FOREST IL 60045 0777
- 1613035 +STATE COMPTROLLER, 111 E 17TH STREET, AUSTIN TX 78774-0001
- 1613037 STRATEGIC MANAGEMENT, 15902 COOLWOOD DRIVE, DALLAS TX 75248
- 1613036 STUBBEMAN MCRAE SEALY LAIGHLIN & BROWDER, P O BOX 1540, MIDLAND TX 79702
- 1613039 SUNBURST MEDIA, 13355 NOEL ROAD STE 1350, DALLAS TX 75240
- 1613040 SUPERIOR ALARMS, P O DRAWER 3097, MCALLEN TX 78502
- 1613042 SWBYPS, P O BOX 630052, DALLAS TX 75263 0052
- 1613044 TAX ASSESSOR COLLECTOR, TRAVIS COUNTY, P O BOX 1748, AUSTIN TX 78767 1748
- 1613046 TELECOM EQUIPMENT INC, P O BOX 5548, MCALLEN TX 78502 5548
- 1614613 TEMPORARY CONNECTION, P O BOX 842081, DALLAS TX 75284 2081
- 1614614 +TEXACO, P O BOX 790001, HOUSTON TX 77279-0001
- 1614616 TEXAS MEDICAL REHAB, 404 LINDBERG, MCALLEN TX 78501
- 1614615 TEXAS REAL ESTATE SALES COMPANY, 1128 PECAN, MCALLEN TX 78501
- 1614618 TEXAS SOUTHWEST COLLEGE, 80 FORT BROWN, BROWNSVILLE TX 78520
- 1614619 TEXAS STATE TECH COLLEGE, HARLINGEN CAMPUS, HARLINGEN TX 78550
- 1609855 THE DISNEY CHANNEL, ACCOUNTING DEPT, P O BOX 920037, ATLANTA GA 30392
- 1612261 THE MONITOR, P O BOX 760, MCALLEN TX 78505
- 1614621 THE TIRE CORRAL, 800 ASH, MCALLEN TX 78501
- 1614624 TOKAI FINANCIAL SERV INC, P O BOX 41601, PHILADELPHIA PA 19101 1601
- 1614625 TONY YZAGUIRRE, CAMERON COUNTY TAX OFF, P O BOX 952, BROWNSVILLE TX 78522 0952
- 1614627 TOYOTA MOTOR CREDIT, 777 EAST CAMELL ROAD STE 200, RICHARDSON TX 75081
- 1614630 TOYOTA MOTOR CREDIT CORP, P O BOX 650686, DALLAS TX 75265 0686
- 1614631 TRC ENGINEERING SERV, 718 ALPINE DRIVE, KERRVILLE TX 78028
- 1614633 TSI USA INC, 13791 E RICE PLACE STE 204, AURORA CO 80015
- 1614634 TSO SYSTEMS, 2814 ALISON CT, SACRAMENTO CA 95826
- 1614622 TURNER NETWORK TV, FIRST UNION NATL BANK, BOX 930198, ATLANTA GA 31193
- 1614636 TV GUIDE NETWORKS INC, DEPARTMENT 532, TULSA OK 74182
- 1614637 UNIFIRST, P O BOX 1598, MCALLEN TX 78505
- 1614638 UNITED PARCEL SERVICE, P O BOX 505820, THE LAKES NV 88905 5820
- 1614641 USA ONLINE, P O BOX 52070, MIDLAND TX 79710 2070
- 1614640 USAA GENERAL AGENCY INC, 9800 FREDERICKSBURG RD, SAN ANTONIO TX 78288 0451
- 1614643 UVTV, DEPT 293, TULSA OK 74182
- 1614647 VALLEY BAPTIST MED CTR, 2101 PEASE, HARLINGEN TX 78550
- 1614644 VALLEY LEASING CO, P O BOX 4746, BROWNSVILLE TX 78523
- 1614645 VALLEY MORNING STAR, P O BOX 511, HARLINGEN TX 78551
- 1614649 VIEWERS CHOICE, P O BOX 71941, CHICAGO IL 60694 1941
- 1614651 WARREN ACHE, 3206 RUSTIC VILLA DRIVE, KINGWOOD TX 77345
- 1614652 WESLACO ISD, 319 W 4TH STREET, WESLACO TX 78596
- 1614654 WESTCHESTER PREMIUM, P O BOX 4412, WOODLAND HILLS CA 91365 4412
- 1614656 WIZTEC SOLUTIONS INC, P O BOX 26868, GREENVILLE SC 29616 1868
- 1614657 WORLD SATELLITE NETWORK, 821 MARQUETTE AVE S STE 700, MINNEAPOLIS MN 55402
- 1614659 XEROX CORPORATION, P O BOX 650361, DALLAS TX 75265 0361

The following entities were served by electronic transmission on Nov 09, 2000 and receipt of the transmission was confirmed on:

- 1612266 EDI: TSYS.COM Nov 09 2000 14:21:00 OFFICE DEPOT, P O BOX 30292, SALT LAKE CITY UT 84130 0292
- 1613030 EDI: IRS.COM Nov 09 2000 14:21:00 SPECIAL PROCEDURES, INTERNAL REVENUE SERVICE,  
300 E 8TH STOP 5026 AUS, AUSTIN TX 78701

TOTAL: 2

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE.

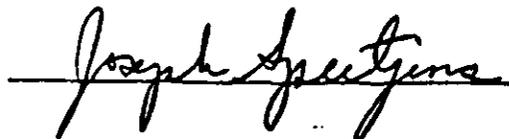
TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

Date: Nov 11, 2000

Signature:



UNITED STATES BANKRUPTCY COURT

District of Southern District of Texas McAllen

PROOF OF CLAIM

In re. (Name of Debtor)

United States Wireless Systems Inc a Delaware Corporation, 74-2719461, fdba Channel Plus TV

Case Number: 00-23267 - rrs

Cred. ID:

NOTE: This form should not be used to make "request" for payment of an administrative claim.

Name of Creditor:

(The person or other entity to whom the debt is owed)

Name and Address Where Notices Should Be Sent:

UNITED STATES BANKRUPTCY COURT 615 LEOPARD STREET, #113 CORPUS CHRISTI, TX 78476-2201

Telephone No:

ACCOUNT OR OTHER NUMBER BY WHICH DEBTOR:

THIS SPACE IS FOR COURT USE ONLY

Date filed: \_\_\_\_\_

1. BASIS FOR CLAIM:

- Goods sold
Services performed
Money loaned
Personal injury/wrongful death
Taxes
Other (describe briefly):

from (date) to (date)

2. DATE DEBT WAS INCURRED

3. IF COURT JUDGMENT, DATE OBTAINED:

4. CLASSIFICATION OF CLAIM. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another.

CHECK THE APPROPRIATE BOX OR BOXES below that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.

SECURED CLAIM \$

Attach evidence of perfection of security interest.

Brief Description of Collateral:

- Real Estate
Motor Vehicle
Other (Describe briefly):

Amount of arrearage and other charges at time case filed included in secured claim above, if any \$

UNSECURED NONPRIORITY CLAIM \$

A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.

UNSECURED PRIORITY CLAIM \$

UNSECURED PRIORITY CLAIM \$

Specify the priority of the claim.

Wages, salaries, or commissions up to \$4000, earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier—11 U.S.C. § 507(a)(3)

Contributions to an employee benefit plan—11 U.S.C. § 507(a)(4)

Up to \$1,800 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use—11 U.S.C. § (507)(a)(6)

Alimony, maintenance, or support owed to a spouse, former spouse, or child—11 U.S.C. § 507(a)(7)

Taxes or penalties of governmental units—11 U.S.C. § 507(a)(8)

Other-Specify applicable paragraph of 11 U.S.C. § 507(a)

Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after date of adjustment.

5. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED:

\$ (Unsecured) \$ (Secured) \$ (Priority)

\$ (Total)

Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

6. CREDITS AND SETOFFS. The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.

7. SUPPORTING DOCUMENTS. Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests to original and each copy. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. DATE-STAMPED COPY. To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and additional copy of this proof of claim.

DATE: Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

THIS SPACE IS FOR COURT USE ONLY

## APPENDIX C



U. S. Department of Justice

Office of the United States Trustee  
Southern and Western Districts of Texas

November 14, 2000

Southern District Offices:

Houston, Galveston, Laredo & Victoria Divisions:  
Bob Casey Federal Building, Suite 3516  
515 Rusk Avenue  
Houston, Texas 77002

(713) 718-4650  
FAX (713) 718-4670

Corpus Christi, McAllen & Brownsville Divisions:  
Wilson Plaza West, Suite 1107  
606 N. Carancahua Street  
Corpus Christi, Texas 78476

(361) 888-3261  
FAX (361) 888-3263

Re: United States Wireless Systems, Inc.

Case No.: 00-23267-M-11

Dear Creditor:

The above-referenced debtor has filed for reorganization under Chapter 11 of the Bankruptcy Code. The law provides for the appointment of an unsecured creditors' committee by the United States Trustee. Committees serve as negotiating bodies to help formulate a plan of reorganization and serve as a liaison between the debtor and other creditors.

Function of Committee

1. Consult with the debtor in possession or the trustee (if there has been one appointed) concerning the administration of the case;
2. Investigate the acts, conduct, assets, liabilities, and financial condition of the debtor, operation of the debtor's business and the desirability of continuing in business, and any other matter relevant to the case or to the formulation of a plan of reorganization;
3. Participate in the formulation of a plan, advise those represented by the committee of the committee's recommendations as to any plan formulated, and collect and file with the court acceptances of a plan;
4. Request the appointment of a trustee or examiner, if the committee believes it is in the best interest of the estate (the trustee, if one was appointed would operate the business instead of the debtor in possession); and
5. Perform such other services as are in the interest of those represented.

Employment of Professionals

The law allows the committee, subject to approval of the court, to select and authorize the employment of one or more attorneys, accountants or other agents

Page 2

Creditor Committee Formation

November 14, 2000

to represent or perform services for the committee. Professional persons whose employment has been authorized by the court may be compensated from the estate.

Formation of Committee

As one of the twenty (20) largest unsecured creditors listed on the debtor's petition, you (or a representative) are invited to serve on this committee. If you would like to participate as a member of the committee please attend the First Meeting of Creditors. You will receive a Notice of the date, time and place of this meeting from the Bankruptcy Clerk in about 20 days. If you are not able to attend the First Meeting of Creditors but would like to participate as a committee member, please complete the attached Information Sheet and return to this office no later than 7 days before the meeting. A list of creditors invited to serve on this committee is enclosed. Creditors who would like to participate on a committee are encouraged to contact each other and attempt to meet among themselves at the earliest possible date as well as attend the First Meeting of Creditors. Members of the committee will be formally appointed at the First Meeting of Creditors. A Chairperson of the Committee will also be selected at this time. The United States Trustee's representative will be available at the First Meeting to answer any questions you might have.

We encourage you to give serious consideration to participating in the debtor's reorganization by becoming a member of the unsecured creditors' committee. This committee can play a vital role in monitoring the debtor's activity and insuring that the position of the unsecured creditors is effectively represented before the court. If you are willing to serve on a committee of unsecured creditors, please complete and return the enclosed information form to the United States Trustee, at the address and telephone number indicated above.

Sincerely,

RICHARD W. SIMMONS  
UNITED STATES TRUSTEE  
REGION 7

By: Barbara C. Kurtz<sup>by dh</sup>  
Barbara C. Kurtz, Trial Attorney

cc: Twenty Largest Unsecured Creditors

Enclosures:

Creditors' Committee Solicitation Form  
Unsecured Creditors' Committee Information Sheet  
List of 20 Largest Unsecured Creditors

Page 3  
Creditor Committee Formation  
November 14, 2000

Case Name: United States Wireless Systems, Inc.

Case No.: 00-23267-M-11

UNSECURED CREDITORS' COMMITTEE INFORMATION FORM

**TO: PROSPECTIVE MEMBERS OF THE UNSECURED CREDITORS COMMITTEE**

The committee of Unsecured Creditors is being selected for appointment by the United States Trustee in the above case. Your complete and legible answers to the questions below if you are willing to serve on the committee will enable the United States Trustee to consider your appointment to any unsecured creditors' committee. If less than 3 creditors indicate an interest in creditors' committee participation, no committee will be formed. You may mail or fax your response to the United States Trustee; 606 N. Carancabua #1107, Corpus Christi, TX 78476; Fax (361)888-3263, within 10 days from the date of this letter. If a committee is formed and you are appointed to serve on it, you will be notified shortly after the First Meeting of Creditors.

1. Amount of unsecured claim:  
\_\_\_\_\_
2. Type of claim (i.e., trade, bank or institutional, or debenture) and, where appropriate, industry:  
\_\_\_\_\_
3. The date the claim was acquired:  
\_\_\_\_\_
4. If creditor also has secured claim, please identify the secured and undersecured amount(s) and describe the collateral securing your claim:  
\_\_\_\_\_
5. Explain your relationship to the debtor if you are an insider as defined by 11 U.S.C. §101(30). (i.e., an officer or director of a corporate debtor; a general partner of a partnership debtor; a relative of the debtor's officer, director or partner; a relative of an individual debtor; a person in control of the debtor; or an affiliate of the debtor)  
\_\_\_\_\_

SUBMITTED BY: \_\_\_\_\_

NAME OF CREDITOR: \_\_\_\_\_

ADDRESS OF CREDITOR: \_\_\_\_\_

TELEPHONE NUMBER: \_\_\_\_\_

DATE SUBMITTED: \_\_\_\_\_

NOTE: Return of this form does not constitute the filing of a proof of claim pursuant to 11 U.S.C. §501.

CHAPTER 11 CREDITORS' COMMITTEES - INFORMATION SHEET

If you are appointed to a creditors' committee because you hold one of the largest claims. The following information is intended to anticipate your questions about creditors' committees.

Purpose of Committees: Committees serve as negotiating bodies for the formulation of a plan of reorganization and serve as a liaison between the debtor-in-possession or trustee and creditors, no creditor is necessarily bound by the acts or decision of the committee.

Establishment of Committees: The United States Trustee will make appointments to appropriate committees. In most cases a committee of unsecured creditors will be formed consisting of not less than three (3) of the largest unsecured creditors, on request of a party in interest, the United States Trustee may appoint additional committees, such as an equity security holders committee. A committee is a party in interest.

The committee initially consists of the persons or entities that hold the largest claims or interests of the kind represented by the committee, if those persons are willing to serve, unless the creditors have organized a committee before the case was filed and such committee was fairly chosen and is representative of the different interests to be represented. If it should appear that a committee is not representative of the different claims or interests represented, the membership or size of the committee may be changed by the United States Trustee.

Employment of Professionals: With the Court's approval, a committee may employ one or more attorneys, accountants or other professionals. The committee may employ an individual who has represented a part in interest. An attorney representing a creditor would be precluded from representing the committee only if he continued to represent an individual creditor having an adverse interest in connection with the case.

Compensation and Expenses: Professional persons whose employment has been authorized by the Court may be compensated from the estate under §330(a) and Rule 2016. Compensation may be denied if the services do not provide tangible benefits for the creditors. There is no provision for the payment of committee members or for the reimbursement of any other expenses.

Preliminary Meeting with Trustee or Debtor-in-Possession: The trustee of the debtor-in-possession is directed by the Code to meet with the committee to transact any appropriate business. The committee should organize, select a chairperson and notify the debtor, trustee and United States Trustee of the name and address of the chairperson.

Chairman's Functions: The authority and responsibilities of the committee are in §1103(c) of the Bankruptcy Code. The committee may:

- (1) consult with the trustee or debtor-in-possession concerning the administration of the case;
- (2) investigate the acts, conduct, assets, liabilities and financial

Page 5  
Creditor Committee Formation  
November 14, 2000

- condition of the debtor, the operation of the debtor's business and the desirability of the continuance of such business, and any other matter relevant to the case or to the formulation of a plan or reorganization;
- (3) participate in the formulation of a plan, advise those represented by such committee of such committee's recommendations as to any plan formulated, and collect and file with the Court acceptances or rejections of a plan.
  - (4) request the appointment of a trustee or examiner under §1104 of this title; and
  - (5) perform such other services as are in the interest of those represented.

Appointed members of the Creditors' Committee must notify the United States Trustee in writing if they decline to serve. Committee members are encouraged to contact each other and attempt to meet among themselves at the earliest possible date as well as attend the §341 creditor's meeting. Upon request, the United States Trustee will meet with the creditor's committee.

**BANKRUPTCY CODE**

(11 U.S.C. Section 1103)

**Sec. 1103 Powers and Duties of Committees.**

- (a) At a scheduled meeting of a committee appointed under section 1102 of this title, at which a majority of the members of such committee are present, and with the court's approval, such committee may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee.
- (b) An attorney or accountant employed to represent a committee appointed under section 1102 of this title may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case. Representation of one or more creditors of the same class as represented by the committee shall not per se constitute the representation of an adverse interest.
- (c) A committee appointed under section 1102 of this title may:
  - (1) Consult with the trustee or debtor-in-possession concerning the administration of the case;
  - (2) investigate the acts, conduct, assets, liabilities, and financial condition of the debtor, the operation of the debtor's business and the desirability of the continuance of such business, and any other matter relevant to the case or to the formulation of a plan;
  - (3) participate in the formulation of a plan, advise those represented by such committee of such committee's determinations as to any plan formulated, and collect and file with the court acceptances or rejections of a plan;
  - (4) request the appointment of a trustee or examiner under section 1104 of this title; and
  - (5) perform such other services as are in the interest of those represented.
- (d) As soon as practicable after the appointment of a committee under section 1102 of this title, the trustee shall meet with such committee to transact such business as may be necessary and proper.

**FILED**

NOV 13 2000

LIST OF TWENTY LARGEST UNSECURED NON-INSIDER CREDITORS

| Name and Address of<br>Of Creditor  | Phone Number And<br>Contact Person<br>Account Number | Amount of<br>DEBT<br>BANKRUPTCY COURT |
|---|--|---------------------------------------|
| 1. Ned Moritz<br>202 Sailors Run<br>Austin TX 78734                                   | Walter Williams<br>(512)472-6097<br>GN-001707        | \$355,000.00                          |
| 2. World Satellite Network<br>821 Marquette Ave. S., Ste. 700<br>Minneapolis MN 55402 | (612)339-9018<br>GN-000512                           | \$225,929.72                          |
| 3. Viewers Choice<br>PO Box 71941<br>Chicago IL 60694-1941                            | (310)229-3643<br>01880002                            | \$177,091.79                          |
| 4. Home Box Office<br>1100 Ave. of the Americas<br>New York NY 10036                  | (212)512-5440<br>ou0b5000                            | \$172,913.89                          |
| 5. Showtime Networks, Inc.<br>PO Box 730240<br>Dallas TX 75373-0240                   | (214)788-5000<br>flx-valleywireless                  | \$121,306.80                          |
| 6. A&T Consulting, Ltd.<br>3321 Bell<br>Amarillo TX 79106                             | (806)352-0900<br>74-2719461-2                        | \$90,663.27                           |
| 7. Ross & Hardies<br>150 N. Michigan Avenue<br>Chicago IL 60601-7567                  | (202)835-7449<br>jamesStenger                        | \$74,929.27                           |
| 8. Turner Network TV<br>First Union National Bank<br>Box 930198<br>Atlanta GA 31193   | (404)827-2250<br>mso-61073                           | \$65,774.53                           |
| 9. Alexander, Baker & Carr<br>1229 E. Pleasant Run Rd., Suite 123<br>De Soto TX 75115 | (972)224-4846<br>arctisus/urwa                       | \$65,000.00                           |

LIST OF TWENTY LARGEST UNSECURED NON-INSIDER CREDITORS

| Name and Address of<br>Of Creditor   | Phone Number And<br>Contact Person<br>Account Number | Amount of<br>Debt |
|--|--|-------------------|
| 10. Warren Aches<br>3206 Rustic Villa Dr.<br>Kingwood TX 77345   | (281)874-2493<br>lhb chs. F1-08                      | \$61,695.00       |
| 11. ESPN Affiliate<br>Accounts Payable<br>PO Box 911366<br>Dallas TX 75391-1366                        | (212)916-9225<br>49331 & 367278                      | \$60,708.90       |
| 12. Ferguson, John A.<br>800 One Alamo Center<br>106 S. St. Mary's Street<br>San Antonio TX 78205-3603 | (210)226-1166<br>casanova v. urwa                    | \$52,910.08       |
| 13. TSI USA, Inc.<br>13791 E. Rice Place, Suite 204<br>Aurora CO 80015                                 | (303)233-6300<br>valleywireless                      | \$51,135.73       |
| 14. American Movie Classics<br>Attn: Accounts Receivable<br>PO Box 73363<br>Chicago IL 60673           | (310)998-9309<br>410-14D-100                         | \$45,107.38       |
| 15. The Disney Channel<br>Accounting Department<br>PO Box 920037<br>Atlanta GA 30392                   | (818)565-7500<br>co159663                            | \$42,166.56       |
| 16. Neisius Consulting<br>David L. Neisius<br>4310 Pembroke Pkwy. N.<br>Colleyville TX 76034           | David L. Neisius<br>(817)267-2477<br>urwa            | \$39,930.86       |

2000 NOV 13 11:11 AM

LIST OF TWENTY LARGEST UNSECURED NON-INSIDER CREDITORS

| Name and Address of<br>Of Creditor  | Phone Number And<br>Contact Person<br>Account Number | Amount of<br>Debt |
|---|--|-------------------|
| 17. Cable News Network<br>First Union National Bank<br>Box 930198<br>Atlanta GA 31193 | (404)827-2250<br>cm                                  | \$22,186.43       |
| 18. Neel & Horton LLP<br>PO Box 2159<br>Port Isabel TX 78597                          | (956)761-6644<br>97-0603-03-26                       | \$20,676.83       |
| 19. Cable Technologies Intl<br>460 Oakdale Ave.<br>Hatboro PA 19040                   | (215)672-5400<br>C0001429                            | \$18,366.70       |
| 20. Westchester Premium<br>PO Box 4412<br>Woodland Hills CA 91365-4412                | (877)411-4766<br>wpa-071300                          | \$17,194.64       |

DECLARATION UNDER PENALTY OF PERJURY  
BY CORPORATE REPRESENTATIVE

I declare under penalty of perjury that I have been authorized by United States Wireless Systems, Inc. to execute this statement, and I declare under penalty of perjury that I have read the foregoing List of Twenty Largest Unsecured Non-Insider Creditors, and it is true and correct to the best of my knowledge.

Date: NOV 13 2000

Signature: Robert T. Davis  
Robert T. "Sonny" Davis, President  
United States Wireless Systems, Inc.

Penalty for making a false statement or concealing property. Fine of up to \$300,000 or imprisonment for up to 3 years, or both. 18 U.S.C. §§ 152 and 3571.

## APPENDIX D

# TROUTMAN SANDERS LLP

ATTORNEYS AT LAW  
A LIMITED LIABILITY PARTNERSHIP

401 9TH STREET, N.W. - SUITE 1000  
WASHINGTON, D.C. 20004-2134  
www.troutmansanders.com  
TELEPHONE: 202-274-2800

James A. Stenger  
james.stenger@troutmansanders.com

Direct Dial: 202-274-2801  
Fax: 202-654-5652

July 25, 2001

**BY UPS**

Federal Communications Commission  
Mass Media Bureau  
P.O. Box 358155  
Pittsburgh, PA 15251-5155

Attention: MDS Section, Mass Media Bureau

Re: United States Wireless Systems, Inc.  
MDS Stations, KN5C587, KN5C588, WLK284, KN5C422,  
KN5C376, KN5C879, KN5C884, KN5C881, KN5C882,  
KN5C883, KN5C887, WNTH481WNTJ758, WNTH388,  
Brownsville, TX; McAllen, TX and Victoria, TX,  
Application for Transfer of Control, FCC Form 306

Dear Sir/Madam:

Transmitted herewith for filing on behalf of United States Wireless Systems, Inc., licensee of the above referenced MDS Stations in Brownsville, McAllen and Victoria, TX, are the original and two copies of an Application for Involuntary Transfer of Control from the existing shareholder to Ben E. Floyd, Esq., Trustee in Bankruptcy ("Application"), consisting of FCC Forms 159 and 306, and a check in the amount of \$1,050.00 to cover the filing fee.

On behalf of Trustee, we respectfully request that this Application be accepted nunc pro tunc. The trustee was appointed by the Bankruptcy Court for the Southern District of Texas by Order dated March 12, 2001. This Order was not appealed and, accordingly, became a Final Order thirty days thereafter on April 11, 2001. Therefore, under the Rules, this application was required to be filed on May 11, 2001. However, it took additional time for the Trustee to locate and obtain Court approval for appointment of FCC counsel (counsel was appointed by Order of June 4, 2001, that did not become a Final Order until July 4, 2001). In addition, time was required to obtain funds from shareholders and Court approval for all expenditures, including the filing fee of \$1050.00 herein. Accordingly, we respectfully request an extension of the 30 day filing period and late acceptance hereof.

TROUTMAN SANDERS LLP  
ATTORNEYS AT LAW  
A LIMITED LIABILITY PARTNERSHIP

July 25, 2001

Page 2

Also enclosed is an additional copy of the filing, that we respectfully request be receipt-stamped and returned to the undersigned in the enclosed return envelope.

Should additional information be necessary in connection with this matter, kindly communicate directly with the undersigned.

Respectfully submitted,



James A. Stenger

JAS/mec

cc: Stephen Svab, Esq.  
MDS Section, FCC

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING  
LOCKBOX # 358155

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

APPROVED BY OMB 3000-0080

PAGE NO. 1 OF 4



SECTION A - PAYER INFORMATION

(1) PAYER NAME (paying by credit card, enter name exactly as it appears on your card) Bankruptcy Estate of US Wireless Systems, Inc. (2) TOTAL AMOUNT PAID (include any cents) 1,050.00  
(3) STREET ADDRESS LINE NO. 1 c/o Floyd, Hagar, Rios & Wahrlich, P.C.  
(4) STREET ADDRESS LINE NO. 2 700 Louisiana, Suite 4600  
(5) CITY Houston (6) STATE TX (7) ZIP CODE 77002-2732  
(8) DAYTIME TELEPHONE NUMBER (include area code) (713) 222-1470 (9) COUNTRY CODE (if not in U.S.A.)

IF THE PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B. IF THE EMPLOYER AND THE APPLICANT USE CONTINUATION SHEETS (FORM 59-B), SEE INSTRUCTIONS.

SECTION B - APPLICANT INFORMATION

(1) APPLICANT NAME (paying by credit card, enter name exactly as it appears on your card) United States Wireless Systems, Inc.  
(2) STREET ADDRESS LINE NO. 1 1600 Gaston Avenue  
(3) STREET ADDRESS LINE NO. 2  
(4) CITY Austin (5) STATE TX (6) ZIP CODE 78703  
(7) DAYTIME TELEPHONE NUMBER (include area code) (512) 472-9745 (8) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE. MORE BOXES ARE NEEDED. USE CONTINUATION SHEETS IF NECESSARY.

SECTION C - PAYMENT INFORMATION

| (1) FCC CALL SIGN/OTHER ID | (2) PAYMENT TYPE CODE (PTC) | (3) QUANTITY | (4) FEE DUE FOR PTC IN BLOCK 200 | (5) USE ONLY IF PTC IS 1 |
|----------------------------|-----------------------------|--------------|----------------------------------|--------------------------|
| KN5C587                    | C C M                       | 1            | 75.00                            |                          |
| KN5C588                    | C C M                       | 1            | 75.00                            |                          |
| WLK284                     | C C M                       | 1            | 75.00                            |                          |
| KN5C422                    | C C M                       | 1            | 75.00                            |                          |

SECTION D - TAX PAYER INFORMATION (REQUIRED)

(1) PAYER TIN 0742719461 (2) APPLICANT TIN 0742719461

SECTION E - CERTIFICATION

(1) CERTIFICATION STATEMENT: Ben B. Floyd, Trustee. 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: [Signature]

SECTION F - CREDIT CARD PAYMENT INFORMATION

(1) MASTERCARD: [Card Number] EXPIRATION DATE: [Month/Year]  
(2) VISA: [Card Number] AUTHORIZED SIGNATURE: [Signature] DATE: [Date]

# EMITTANCE ADVICE (Continuation Sheet)

PAGE NO. 2 OF 4

**USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT**

**SECTION BB - ADDITIONAL APPLICANT INFORMATION**

APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

REET ADDRESS LINE NO. 1

REET ADDRESS LINE NO. 2

ITY

(15) STATE

(16) ZIP CODE

RYTIME TELEPHONE NUMBER (include area code)

(18) COUNTRY CODE (if not in U.S.A.)

**IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE**

**SECTION CC - PAYMENT INFORMATION**

| CALL SIGN/OTHER ID   | (20A) PAYMENT TYPE CODE (PTC) | (21A) QUANTITY | (22A) FEE DUE FOR (PTC) IN BLOCK 20A | FCC USE ONLY |
|----------------------|-------------------------------|----------------|--------------------------------------|--------------|
| KNSC376<br>CC CODE 1 | C C M                         | 1              | \$ 75.00                             |              |
| (24A) FCC CODE 2     |                               |                |                                      |              |
| CALL SIGN/OTHER ID   | (20B) PAYMENT TYPE CODE (PTC) | (21B) QUANTITY | (22B) FEE DUE FOR (PTC) IN BLOCK 20B | FCC USE ONLY |
| KNSC879<br>CC CODE 1 | C C M                         | 1              | \$ 75.00                             |              |
| (24B) FCC CODE 2     |                               |                |                                      |              |
| CALL SIGN/OTHER ID   | (20C) PAYMENT TYPE CODE (PTC) | (21C) QUANTITY | (22C) FEE DUE FOR (PTC) IN BLOCK 20C | FCC USE ONLY |
| KNSC884<br>CC CODE 1 | C C M                         | 1              | \$ 75.00                             |              |
| (24C) FCC CODE 2     |                               |                |                                      |              |
| CALL SIGN/OTHER ID   | (20D) PAYMENT TYPE CODE (PTC) | (21D) QUANTITY | (22D) FEE DUE FOR (PTC) IN BLOCK 20D | FCC USE ONLY |
| KNSC881<br>CC CODE 1 | C C M                         | 1              | \$ 75.00                             |              |
| (24D) FCC CODE 2     |                               |                |                                      |              |

**SECTION DD - TAXPAYER INFORMATION**

COMPLETE THIS BLOCK ONLY IF SECTION BB IS APPLICABLE

APPLICANT TIN

0

# EMITTANCE ADVICE (Continuation Sheet)

PAGE NO. 3 OF 4

**USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT**

**SECTION BB - ADDITIONAL APPLICANT INFORMATION**

APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

STREET ADDRESS LINE NO. 1

STREET ADDRESS LINE NO. 2

|  |                                      |               |
|--|--------------------------------------|---------------|
| TYPE   | (15) STATE                           | (16) ZIP CODE |
| DAYTIME TELEPHONE NUMBER (include area code) | (18) COUNTRY CODE (if not in U.S.A.) |               |

IF MORE BOXES ARE NEEDED, USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE

**SECTION CC - PAYMENT INFORMATION**

| CALL SIGN/OTHER ID | (20A) PAYMENT TYPE CODE (PTC) | (21A) QUANTITY | (22A) FEE DUE FOR (PTC) IN BLOCK 20A | FCC USE ONLY |
|--------------------|-------------------------------|----------------|--------------------------------------|--------------|
| KNSC882            | C C M                         | 1              | \$ 75.00                             |              |
| CC CODE 1          | (24A) FCC CODE 2              |                |                                      |              |
| KNSC883            | C C M                         | 1              | \$ 75.00                             |              |
| CC CODE 1          | (24B) FCC CODE 2              |                |                                      |              |
| KNSC887            | C C M                         | 1              | \$ 75.00                             |              |
| CC CODE 1          | (24C) FCC CODE 2              |                |                                      |              |
| WNT481             | C C M                         | 1              | \$ 75.00                             |              |
| CC CODE 1          | (24D) FCC CODE 2              |                |                                      |              |

**SECTION DD - TAXPAYER INFORMATION**

COMPLETE THIS BLOCK ONLY IF SECTION BB IS APPLICABLE

APPLICANT TIN

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# EMITTANCE ADVICE (Continuation Sheet)

**USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT**

**SECTION BB - ADDITIONAL APPLICANT INFORMATION**

APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

STREET ADDRESS LINE NO. 1

STREET ADDRESS LINE NO. 2

|  |  |                                      |               |
|--|--|--------------------------------------|---------------|
| CITY   |  | (15) STATE                           | (16) ZIP CODE |
| DAYTIME TELEPHONE NUMBER (include area code) |  | (18) COUNTRY CODE (if not in U.S.A.) |               |

**MORE BOXES ARE NEEDED; USE ADDITIONAL FCC 159-C CONTINUATION SHEETS TO LIST EACH SERVICE**

**SECTION CC - PAYMENT INFORMATION**

| FCC CALL SIGN/OTHER ID | (20A) PAYMENT TYPE CODE (PTC) | (21A) QUANTITY   | (22A) FEE DUE FOR (PTC) IN BLOCK 20A | FCC USE ONLY |
|------------------------|-------------------------------|------------------|--------------------------------------|--------------|
| WNTJ758                | C C M                         | 1                | \$ 75.00                             |              |
| FCC CODE 1             |                               | (24A) FCC CODE 2 |                                      |              |
| WNTH388                | C C M                         | 1                | \$ 75.00                             |              |
| FCC CODE 1             |                               | (24B) FCC CODE 2 |                                      |              |
|                        |                               |                  |                                      |              |
|                        |                               |                  |                                      |              |
|                        |                               |                  |                                      |              |

**SECTION DD - TAXPAYER INFORMATION**

COMPLETE THIS BLOCK ONLY IF SECTION BB IS APPLICABLE

APPLICANT TIN

|   |  |  |  |  |  |  |  |  |  |
|---|--|--|--|--|--|--|--|--|--|
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FCC 306

FOR  
FCC  
USE  
ONLY

APPLICATION FOR CONSENT TO TRANSFER OF  
CONTROL OF MULTIPOINT DISTRIBUTION SERVICE  
AUTHORIZATION

FOR COMMISSION USE ONLY  
FILE NO.

SECTION I - GENERAL AND FEE INFORMATION - TO BE COMPLETED BY LICENSEE

1. NAME OF LICENSEE

United States Wireless Systems, Inc.

MAILING STREET ADDRESS OR P.O. BOX

1600 Gaston Avenue

ATTENTION:

INTERNET ADDRESS

CITY Austin

STATE OR COUNTRY (if foreign address)  
TX

ZIP CODE  
78703

TELEPHONE NUMBER (include area code)  
(512) 472-9745

CALL SIGN

OTHER FCC IDENTIFIER (if applicable)

2. Is a fee submitted with this application?

Yes  No

If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

Governmental Entity  Noncommercial educational licensee  Other (explain):

3. Provide the following information for each license or Basic Trading Area ("BTA") authorization held by the licensee and for which a transfer of control is sought in this application:

| CALL SIGN/BTA NUMBER | LOCATION (CITY/STATE) | FILE NUMBER             | EXPIRATION DATE |
|----------------------|-----------------------|-------------------------|-----------------|
| KNSC587              | Brownsville, TX       |                         | 3/26/06         |
| KNSC588              | Brownsville, TX       |                         | 3/26/01         |
| WLK284               | Brownsville, TX       | (renewal filed 3/23/01) | 5/1/01          |
| KNSC422              | Brownsville, TX       |                         | 3/28/06         |
| KNSC376              | Brownsville, TX       |                         | 3/28/06         |
| KNSC879              | McAllen, TX           |                         | 3/26/06         |
| KNSC884              | McAllen, TX           |                         | 3/26/06         |
| KNSC881              | McAllen, TX           |                         | 3/28/06         |
| KNSC882              | McAllen, TX           |                         | 3/28/06         |
| KNSC883              | McAllen, TX           |                         | 3/28/06         |
| KNSC887              | Victoria, TX          |                         | 2/12/03         |

(More on next page)

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FCC 306

FOR  
FCC  
USE  
ONLY

FOR COMMISSION USE ONLY  
FILE NO.

APPLICATION FOR CONSENT TO TRANSFER OF  
CONTROL OF MULTIPOINT DISTRIBUTION SERVICE  
AUTHORIZATION

SECTION I - GENERAL AND FEE INFORMATION - TO BE COMPLETED BY LICENSEE

1. NAME OF LICENSEE

United States Wireless Systems, Inc.

MAILING STREET ADDRESS OR P.O. BOX

1600 Gaston Avenue

ATTENTION:

INTERNET ADDRESS

CITY Austin

STATE OR COUNTRY (if foreign address)  
TX

ZIP CODE  
78703

TELEPHONE NUMBER (include area code)  
(512) 472-9745

CALL SIGN

OTHER FCC IDENTIFIER (if applicable)

2. Is a fee submitted with this application?

Yes  No

If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

Governmental Entity

Noncommercial educational licensee

Other (explain):

3. Provide the following information for each license or Basic Trading Area ("BTA") authorization held by the licensee and for which a transfer of control is sought in this application:

| CALL SIGN/BTA NUMBER | LOCATION (CITY/STATE) | FILE NUMBER | EXPIRATION DATE       |
|----------------------|-----------------------|-------------|-----------------------|
| Page 1 Continued     |                       |             |                       |
| WNTH481              | Victoria, TX          |             | 5/1/01 - renewal apps |
| WNTJ758              | Victoria, TX          |             | filed on 3/23/01 for  |
| WNTH388              | Victoria, TX          |             | these three apps.     |
|                      |                       |             |                       |
|                      |                       |             |                       |
|                      |                       |             |                       |
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Jul-20-01 10:54am From: TROUTMAN SANDERS LLP .DC + T-850 P.002/003 F-926

**SECTION 1 (continued)**

4. If the licensee is a corporation, is it duly incorporated and in good standing?

Yes  No  
 Not Applicable

**CERTIFICATION**

5. By checking Yes, the applicant certifies, that, in the case of an individual applicant, he or she is not 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, or, in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. Section 1.2002(b).  Yes  No

The LICENSEE hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended).

The LICENSEE acknowledges that all the statements made in this application and the attached Exhibits are considered material representations, and that all Exhibits are a material part hereof and incorporated herein.

The LICENSEE represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. Section 1.65, the LICENSEE has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

I certify that the LICENSEE'S statements in this application are true, complete and correct to the best of my knowledge and belief, and are made in good faith.

|   |                                     |
|---|-------------------------------------|
| Typed or Printed Name of Person Signing<br>Robert T. Davis  | Signature<br><i>Robert T. Davis</i> |
| Title of Person Signing<br>President <i>Chamberlain CEO</i> | Date<br><i>Jul 20 2001</i>          |

**WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001); AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 505).**

**SECTION II - TO BE COMPLETED BY TRANSFEROR**

|  |  |             |                   |
|--|--|-------------|-------------------|
| 1. Name of Transferor<br><br>Robert T. Davis | Mailing Street Address or P.O. Box<br>1600 Gaston Avenue |             |                   |
|  | City<br>Austin   | State<br>TX | ZIP Code<br>78703 |

2. Does the transferor seek to transfer control of its authorization for a Basic Trading Area ("BTA") or a Partitioned Service Area ("PSA") which was received in the past three years through a competitive bidding process?

Yes  No

Exhibit No.

If Yes, attach as an Exhibit the associated contracts for sale, option agreements, management agreements or other documents disclosing the total consideration that the transferor will receive in return for transfer of control of the authorization.

3. Does the transferor seek to transfer control of incomplete or unconstructed facilities?

Yes  No

Exhibit No.  
1

If Yes, attach as an Exhibit:

(a) the following information for each of the incomplete or unconstructed facilities listed in response to Question 4 of Section I: (i) call sign; (ii) file number; (iii) date by which construction must be completed; and (iv) whether the facilities were authorized following a comparative hearing or pursuant to the random selection proceeding in which the successful applicant received a preference, and whether the facilities have been operated for less than one year; and

(b) the detailed showing and declarations of the applicants required by 47 C.F.R. Section 21.39 which demonstrate that the proposed transferor has not acquired the authorization or operated the station for the principal purpose of profitable sale rather than public service.

4. Are there any agreements, oral or written, involving use and/or control of the station(s)?

Yes  No

Exhibit No.

If Yes, attach as an Exhibit a copy of any such agreement(s). If there is only an oral agreement, reduce the terms to writing and attach.

5. Attach as an Exhibit a copy of the contract or agreement for transfer of control of the authorization(s). If there is only an oral agreement, reduce the terms to writing and attach.

Exhibit No.  
2

6. Attach as an Exhibit a full narrative statement as to the means by which the transferor has control over the licensee and the manner by which control over the licensee is being transferred.

Exhibit No.  
2

7. Stock holdings of the transferor in the licensee:

| NAME OF TRANSFEROR | INTEREST HELD              |                           | LICENSEE'S TOTAL SHARES OUTSTANDING |                |
|--------------------|----------------------------|---------------------------|-------------------------------------|----------------|
|                    | BEFORE TRANSFER<br>SHARES% | AFTER TRANSFER<br>SHARES% | BEFORE TRANSFER                     | AFTER TRANSFER |
| Robert T. Davis    | 72                         | N/A                       | N/A                                 | N/A            |
| Alison Davis       | 20                         | N/A                       | N/A                                 | N/A            |
|                    |                            |                           |                                     |                |
|                    |                            |                           |                                     |                |

\* There is no change in shareholders. The transferee was given authority by the bankruptcy court.

JUL-20-01 10:55am From-TROUTMAN SANDERS LLP .DC

T-850 P.003/009 F-926

**SECTION II (continued)**

**CERTIFICATION**

8. By checking Yes, the applicant certifies, that, in the case of an individual applicant, he or she is not 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, or, in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. Section 1.2002(b).

Yes  No

The TRANSFEROR hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

The TRANSFEROR acknowledges that all the statements made in this application and the attached Exhibits are considered material representations, and that all Exhibits are a material part hereof and incorporated herein.

The TRANSFEROR represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. Section 1.65, the TRANSFEROR has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

I certify that the TRANSFEROR'S statements in this application are true, complete and correct to the best of my knowledge and belief, and are made in good faith.

|  |                                     |
|--|-------------------------------------|
| Typed or Printed Name of Person Signing<br>Robert T. Davis | Signature<br><i>Robert T. Davis</i> |
| Title of Person Signing<br>President <i>Chairman/CEO</i>   | Date<br><i>July 20, 2001</i>        |

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

**SECTION III - TO BE COMPLETED BY TRANSFEREE**

|   |   |             |                   |
|---|---|-------------|-------------------|
| 1. Name of Transferee<br><br>Ben B. Floyd | Mailing Street Address or P.O. Box<br>700 Louisiana, Suite 4600 |             |                   |
|   | City<br>Houston   | State<br>TX | ZIP Code<br>77002 |

2. Is this application a *pro forma* transaction?  Yes  No

If Yes, attach an Exhibit describing the nature of the *pro forma* transaction.

Exhibit No.  
2

3. Is this application for an involuntary transfer of control?  Yes  No

If Yes, attach as an Exhibit a copy of the court order or other legal instrument pursuant to which the transfer of control to the transferee is sought.

Exhibit No.  
2

4. Does the contract submitted in response to Question 5 of Section II embody the full and complete agreement between the transferor and transferee?  Yes  No

If No, explain in an Exhibit.

Exhibit No.

5. The transferee is a(n): (check one)

- individual     
  general partnership     
  limited partnership  
 corporation     
  association     
  other

If the "other" box is checked, attach as an Exhibit a statement describing the nature of the transferee, the laws under which the transferee is organized, and the names and addresses of the owners, principals, officers and directors of the transferee.

Exhibit No.  
2

6. (a) If the transferee is a partnership, attach as an Exhibit the following information for each partner: (i) name; (ii) address; and (iii) nature of the partnership interest.

Exhibit No.

(b) For each general partner also provide: (i) the number and percentage of votes held; and (ii) other existing attributable interests in any cable television system, including the nature, size and location of such interests.

7. If applicable, complete the following certifications:

(a) The transferee certifies that no limited partner will be involved in any material respect in the management or operation of the proposed station.  Yes  No

Not Applicable

If No, the transferee must attach as an Exhibit the following information with respect to all limited partners actively involved in the FCC regulated activities of the partnership: (i) the nature of the partnership interest; (ii) the number and percentage of votes held; and (iii) other existing attributable interests in any cable television system, including the nature, size and location of such interests.

Exhibit No.

**SECTION III (continued)**

(b) Does any investment company (as defined in 15 U.S.C. Section 80a-3), insurance company, or trust department of any bank have an aggregated holding consistent with 47 C.F.R. Section 21.912, Note 1(c)?  Yes  No  Not Applicable

If Yes, the transferee certifies that the entity holding such interests exercises no influence or control over the transferee, directly or indirectly, and has no representatives among the officers and directors of the transferee.  Yes  No  Not Applicable

8. If the transferee is a corporation or association, answer the following:

(a) Under the laws of what state or country is it organized? \_\_\_\_\_

(b) If the transferee is a corporation, is it duly incorporated and in good standing?  Yes  No

(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 any corporation organized under the laws of a foreign country?  Yes  No

(d) Attach as an Exhibit the names and addresses of all stockholders owning and/or voting 5% or more of the transferee's stock and the percentage of stock held by each stockholder.  Not Applicable

(d) Attach as an Exhibit the names and addresses of all stockholders owning and/or voting 5% or more of the transferee's stock and the percentage of stock held by each stockholder.

9. (a) Is the transferee directly or indirectly controlled by any other corporation?  Yes  No

If Yes, submit an Exhibit providing the name and address of such controlling corporation.

(b) Under the laws of what state or country is it organized? \_\_\_\_\_

(c) Is more than one-fourth of the capital stock of such corporation owned of record or may it be voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  Yes  No

(d) Is the above-described controlling corporation in turn a subsidiary?  Yes  No

If Yes, submit an Exhibit which answers Items 9(a) through 9(c) for each such corporation, including the organization having final control.

10. Attach as an Exhibit a statement of the transferee's principal business.

11. Is the individual transferee or, if a partnership, each member of the partnership a citizen of the United States?  Yes  No  Not Applicable

12. Is the transferee or any party to this application a representative of an alien or of a foreign government?  Yes  No

**SECTION III (continued)**

13. (a) Has the transferee or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission?  Yes  No

(b) 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 other means of unfair methods of competition?  Yes  No

(c) Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee, ever been convicted of a felony by any state or federal court?  Yes  No

If the answer to any of the above is Yes, attach as an Exhibit a statement relating the facts.

Exhibit No.

14. Does the transferee directly or indirectly, through stock ownership, contract or otherwise, have an ownership or control interest in any other communications entities?  Yes  No

If Yes, attach an Exhibit describing the interest, and listing the location(s) and call sign(s), if any.

Exhibit No.

15. Is the transferee directly or indirectly interested in or affiliated with, or does the transferee have leasing arrangements with, a cable television company?  Yes  No

If Yes, attach as an Exhibit a description of the relationship and overlap, if any, of the boundaries of the cable franchise area and the station's protected service area.

Exhibit No.

16. (a) Is the transferee personally familiar with the Commission's Rules governing MDS?  Yes  No

(b) Has the transferee examined the subject facilities and determined that construction and operation are in compliance with the current authorization and the Commission's Rules?  Yes  No

(c) Does the transferee acknowledge that, if the Commission consents, the transfer of control must be completed within 45 days of the date of consent and that the Commission must be notified in writing within 10 days of the date of consummation?  Yes  No

17. Will the transferee have ultimate control of the station(s), both as to physical operation and the service provided?  Yes  No

If No, attach as an Exhibit a copy of any contract which may affect the transferee's right to do so.

Exhibit No.

18. Does the transferee certify to its financial ability with respect to construction and/or operation of the station?  Yes  No

FROM FLOYD, ISGUR, RIOS & WAHRLICH, P. C.

(MON) 7.23'01 8:18/ST. 8:12/NO. 4864284113 P 2

SECTION III (continued)

CERTIFICATION

19. By checking Yes, the applicant certifies, that, in the case of an individual applicant, he or she is not 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, or, in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. Section 1.2002(b).  Yes  No

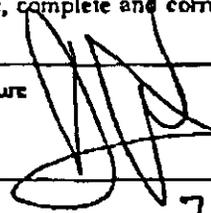
The TRANSFEREE hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

The TRANSFEREE acknowledges that all the statements made in this application and attached Exhibits are considered material representations, and that all Exhibits are a material part hereof and incorporated herein.

The TRANSFEREE represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. Section 1.65, the TRANSFEREE has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

I certify that the TRANSFEREE'S statements in this application are true, complete and correct to the best of my knowledge and belief, and are made in good faith.

|  |  |
|--|--|
| Typed or Printed Name of Person Signing<br>Ben B. Floyd, <i>Trustee of the bankruptcy estate of United States Wireless Systems, Inc.</i> | Signature<br> |
| Title of Person Signing Trustee  | Date<br>7.26.01  |

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

## EXHIBIT 1

The unconstructed licenses are BTA licenses. The deadline for constructing those licenses was July, 2001. The Commission, on its own motion, extended the deadline 1.5 years for construction. *See Extension of the Five-Year Build-Out Period For BTA Authorization Holders in the Multipoint Distribution Service*, Mem. Op. and Order, DA 01-1440 (rel. June 15, 2001).

## **EXHIBIT 2**

This transaction is the result of the appointment of Ben T. Floyd as Trustee in the Chapter 11 bankruptcy filed by United States Wireless Systemsn, Inc. in the United States Bankruptcy Court for the Southern District of Texas. *See Attachment A to Exhibit 2.*

ATTACHMENT A

RECEIVED  
MAR 22 2001  
BY: \_\_\_\_\_

United States Bankruptcy Court  
Southern District of Texas  
East

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
McALLEN DIVISION

MAR 12 2001  
*[Signature]*  
MICHAEL N. MIBBY, Clerk of Court

|                        |   |               |
|------------------------|---|---------------|
| IN RE:                 | § | CASE NO:      |
|                        | § |               |
| UNITED STATES WIRELESS | § | 00-23267 M-11 |
| SYSTEMS, INC.,         | § | CHAPTER 11    |
| DEBTOR                 | § |               |

ORDER APPROVING APPOINTMENT OF CHAPTER 11 TRUSTEE

An Application for Order Approving Appointment of Chapter 11 Trustee has been filed by the United States Trustee naming Ben B. Floyd.

Pursuant to 11 U.S.C. § 1104(a), the appointment of Ben B. Floyd, as Chapter 11 Trustee is approved.

Signed this \_\_\_\_\_ day of MAR 12 2001, 2001.

*[Signature]*  
HONORABLE RICHARD S. SCHMIDT  
UNITED STATES BANKRUPTCY JUDGE

2001 MAR 20 AM 10:37  
CORPUS CHRISTI, TX

3-20-01  
DO  
ACMS 106

### **EXHIBIT 3**

The Transferee's principal business is that of attorney at law with the law firm of  
Floyd, Isgur, Rios & Wahrlich, P.C. in Houston, Texas.

**APPENDIX E**

~~RECEIVED~~

TROUTMAN SANDERS LLP

ATTORNEYS AT LAW  
A LIMITED LIABILITY PARTNERSHIP

MAY 25 2001

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

401 9TH STREET, N.W. - SUITE 1000  
WASHINGTON, D.C. 20004-2134  
www.troutmansanders.com  
TELEPHONE: 202-274-2950

James A. Stenger  
james.stenger@troutmansanders.com

Direct Dial: 202-274-2801  
Fax: 202-654-5652

May 25, 2001

By Hand

Ms. Magalie Roman Salas  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
12th Street Lobby, TW-A325  
Washington, D.C. 20554

Attention: Ms. Sue Donahue, Chief  
Revenue & Receivables Operations Group

RE: United States Wireless Systems, Inc.  
MDS BTA Auction Payment Deferment Request  
BTA MDB056, Brownsville, Texas  
BTA MDB456, Victoria, Texas

Dear Ms. Salas:

On behalf of Mr. Ben B. Floyd, Trustee in Bankruptcy for United States Wireless Systems, Inc., we respectfully request deferment of BTA auction payments for the above-referenced BTA's until the Trustee has been able to obtain the auction payment history from the Commission (a request is being faxed in this date, copy attached) and to move the Court for authorization to make such payments as may be due and owing.

Should additional information be necessary in connection with this matter, kindly communicate directly with the undersigned.

Respectfully submitted,



James A. Stenger

FROM FLOYD, ISGUR, RIOS & WAHRLICH, P. C.

(FRI) 5. 25' 01 13:12/ST. 13:01/NO. 4864284380 P 2

FLOYD, ISGUR, RIOS & WAHRLICH, P.C.

ATTORNEYS AT LAW  
BANK OF AMERICA CENTER  
700 LOUISIANA, SUITE 4600  
HOUSTON, TEXAS 77002-2732

TELEPHONE: (713) 222-1470  
FACSIMILE: (713) 222-1476  
Web SITE: <http://www.floydisgur.com>

Rhonda R. Chandler  
Of Counsel  
E-Mail: [rchandler@floydisgur.com](mailto:rchandler@floydisgur.com)

May 25, 2001

VIA FACSIMILE 202-418-2843

Suc Donahue  
Chief of Revenue and Receivable Operations Group  
Federal Communications Commission  
Washington, D.C.

Re: Case No. 00-23267-M-11; *United States Wireless, Systems, Inc., Debtor*

Dear Ms. Donahue:

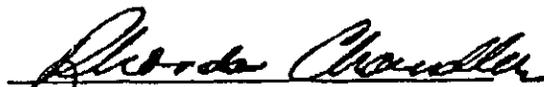
This firm represents Ben B. Floyd, Chapter 11 Trustee for the above-referenced bankruptcy estate. As Trustee for the bankruptcy estate of United States Wireless Systems, Inc., Mr. Floyd requests a complete payment history on the following BTAs granted to the company:

1. BTA MDB 056 (Brownsville, Texas); and
2. BTA MDB 456 (Victoria, Texas).

Thank you in advance for your cooperation. Should you have any questions, or require any further information, please do not hesitate to call.

Very truly yours,

FLOYD, ISGUR, RIOS & WAHRLICH, P.C.

  
Rhonda R. Chandler

RRC:ls

cc: Ben B. Floyd, Trustee [Firm]  
James Stenger (via fax)