

LUKAS, NACE, GUTIERREZ & SACHS

CHARTERED

1111 NINETEENTH STREET, N.W.

SUITE 1200

WASHINGTON, D.C. 20036

(202) 857-3500

COPY

RUSSELL D. LUKAS
DAVID L. NACE
THOMAS GUTIERREZ
ELIZABETH R. SACHS
GEORGE L. LYON, JR.
JOEL R. KASWELL
PAMELA L. GIST
DAVID A. LAFURIA
MARILYN SUCHECKI MENSE
PAMELA GAARY HOLRAN
B. LYNN F. RATNAVALE
TODD SLAMOWITZ
DAVID M. BRIGLIA
ALLISON M. JONES

* NOT ADMITTED IN D.C.

CONSULTING ENGINEERS
ALI KUZEHKANANI
LEROY A. ADAM
LEILA REZANAVAZ
TY COLONEY

OF COUNSEL
JOHN J. McAVOY
J.K. HAGE III*
LEONARD S. KOLSKY*

TELECOPIER
(202) 857-5747

Email: lngs@fcclaw.com
<http://www.fcclaw.com>

WRITER'S DIRECT DIAL
(202) 828-8434
tslamowitz@fcclaw.com

July 3, 2001

RECEIVED
JUL 10 2001
Licensing & Technical
Analysis Branch

Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

Todd

Re: FCC Ownership Disclosure Information (Form 602)
Y-12 Wireless, L.P.

Dear Sir or Madam:

On behalf of Y-12 Wireless, L.P. ("Y-12"), enclosed is its FCC Ownership Disclosure Information (Form 602). Y-12 is filing the Form 602 as an applicant for an assignment of several PCS and microwave licenses.

If you have any questions with respect to this matter, please contact the undersigned.

Respectfully submitted,

Todd Slamowitz
Todd Slamowitz

Enclosure



Applicant/Licensee Information

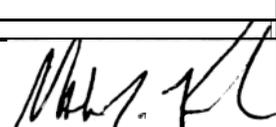
1) First Name (if individual):	MI:	Last Name:	suffix:
2) Applicant Name (if entity): Y-12 Wireless, L.P.			

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Mark	MI: J	Last Name: Kington	suffix:
Title: Authorized Representative			
Signature: 			Date: 6/29/01



Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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).

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Y-12 PCS, Inc		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 201 N. Union Street, Suite 300, Alexandria, VA 22314			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 15%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G – General Partner		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Y-12 PCS, Inc. owns 15 percent of the applicant as a General Partner.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

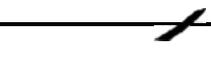
11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Y-12 Wireless, L.P., 201 N. Union Street, Suite 300, Alexandria, VA 22314	Telecommunications		15%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): USCC Wireless Investment, Inc. ("USCC Wireless")		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 8410 West Bryn Mawr, Suite 700, Chicago, IL 60631			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 85%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): L – Limited Partnership Shares		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): USCC Wireless Investment, Inc. owns 85 percent of the applicant in the form of Limited Partnership shares.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

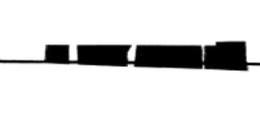
11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Black Crow Wireless, L.P. 600 Cameron Street, Alexandria, VA 22314	Telecommunications		85%
Y-12 Wireless, L.P. 201 N. Union Street, Suite 300, Alexandria, VA 22314	Telecommunications		85%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Mark	MI: J.	Last Name: Kington	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 201 N. Union St., Suite 300, Alexandria, VA 22314			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 15%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G General Partnership Shares		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mark J. Kington owns 100 percent of Y-12 PCS, Inc. which in turn, owns 15 percent of the applicant as a General Partner.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	II d) Percent of Interest Held:
Black Crow PCS, Inc. 600 Cameron Street, Alexandria, VA 22314	Telecommunications		100%
Black Crow Wireless, L.P. 600 Cameron Street, Alexandria, VA 22314	Telecommunications		15%
RockFord MSA Limited Partnership One GTE Place, Alpharetta, GA 30004	Telecommunications		40.4%
X-10 Wireless, L.P., 201 N. Union Street, Suite 300, Alexandria, VA 22314	Telecommunications		15%
X-10 PCS, Inc., 201 N. Union Street, Suite 300, Alexandria, VA 22314	Telecommunications		100%
Y-12 PCS, Inc., 201 N. Union Street, Suite 300, Alexandria, VA 22314	Telecommunications		100%
Y-12 Wireless, L.P., 201 N. Union Street, Suite 300, Alexandria, VA 22314	Telecommunications		15%

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): United States Cellular Corporation ("USCC")		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 8410 West Bryn Mawr, Suite 700, Chicago, IL 60631			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 85%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): L – Limited Partnership Shares		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): USCC owns 100 percent of USCC Wireless Investment, Inc. which in turn, owns 85% of the applicant in the form of Limited Partnership Shares.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
See USCC's form 602 on File with the FCC		,	

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Telephone and Data Systems, Inc. ("TDS")		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 30 North LaSalle Street, Suite 4000, Chicago, IL 60602			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 68.84%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): L – Limited Partnership Shares		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): TDS owns 80.99 percent of USCC, which in turn, owns 100 percent of USCC Wireless, which in turn, owns 85 percent of the applicant in the form of Limited Partnership shares.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
See TDS' form 602 on File with the FCC			