

LAW OFFICES
SCHWARTZ, WOODS & MILLER
SUITE 300. THE DUPONT CIRCLE BUILDING
1350 CONNECTICUT AVENUE. N.W.
WASHINGTON. D.C. 20036- 17 17

ROBERT A. WOODS
LAWRENCE M. MILLER
STEVEN C. SCHAFFER
MALCOLM G. STEVENSON

TELEPHONE 202-833-1700
FACSIMILE 202-833-2351
WRITER'S INTERNET: woods@swmlaw.com
WRITER'S EXTENSION: 221

OF COUNSEL
LOUIS SCHWARTZ

TAX COUNSEL
MARK B. WEINBERG

November 23, 1999

Mr. Steven Weingarten, Chief
Commercial Wireless Division
Wireless Telecommunications Bureau
Federal Communications Commission
445-12th Street, S.W., Room 4-C224
Washington, DC 20554

Dear Mr. Weingarten:

Transmitted electronically is Form 603 requesting Commission consent to the assignment of the licenses for the following stations from Tel-Air Communications, Inc. (Tel-Air) to Qualco Wireless Corp. (Qualco):

Station KEA855, Manorville, NY
Station KNKO395, White Plains, NY
Station KEA263, Sparta, NJ
Station KNKO800, Absecon, NJ
Station KNKO801, Bayville, NJ

These applications are being filed in response to an Order, dated October 21, 1999 by the United States Bankruptcy Court for the District of New Jersey in Tel-Air Communications, Inc., Case No. 97-41037 (WFT), authorizing the sale of assets and the assignment of Tel-Air's licenses, subject to the prior approval of the Commission as expeditiously as possible.

Concurrently submitted on paper to Gettysburg is FCC Form 602, Ownership Disclosure Information, for Qualco.

FCC Form 602 should be associated with FCC Form 603 for processing.

Also attached are Form 159 and a check in the amount of \$475, made payable to the order of the Commission, in payment of the applicable filing fee.

499

Please refer any questions concerning any aspect of these applications to this office.

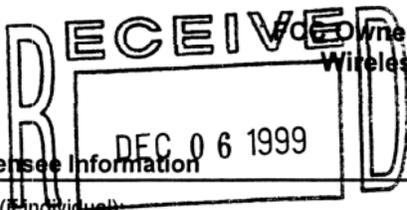
Respectfully submitted,

SCHWARTZ, WOODS & MILLER

By: Robert A. Woods
Robert A. Woods

RAW/nmd
Attachments





ORIGINAL

Applicant/Licensee Information

1) First Name (if individual): Licensing & Technical Analysis Branch	MI:	Last Name:	Suffix: 1
2) Applicant Name (if entity): San Juan Cellular Telephone Company		3) Applicant TIN: [REDACTED]	

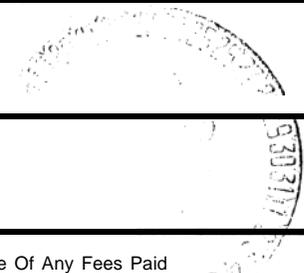
Related FCC Regulated Businesses of Applicant/Licensee

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:
N/A			

Signature

Typed or Printed Name of Party Authorized to Sign

First Name: Byrl	MI: B.	Last Name: Brockman	Suffix: Jr.
Title: President			
Signature: <i>Byrl B. Brockman, Jr.</i>			Date: 22-Nov-99



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 16, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(i)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

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): SBC COMMUNICATIONS INC.			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: ATTN: Wayne Watts, 175 East Houston, San Antonio, Texas 78205				
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: 54.56
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C (Voting)			9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): San Juan Cellular Telephone Company is wholly owned by CCPR, Inc., which is wholly owned by Cellular Communications of Puerto Rico, Inc., which is wholly owned by SBCI-Puerto Rico, Inc., which SBC International, Inc. is the General Partner, which is wholly owned by SBC Communications Inc. ("SBC"). For further information, reference the FCC Form 602 for SBC on file with the Commission.				

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:
See Exhibit 1			

Reference the FCC Form 602 for SBC **Communications** Inc. on file with the Commission.

✘ ✘

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): Telefonos de Mexico S.A. de C.V.		3) Disclosable Interest Holder=s TIN: Unavailable		
4) Disclosable Interest Holder=s Address: Parque Via No. 190, Piso 10 Colonia Cuauhtemoc 06599 Mexico, D.F.				
5) Type of Interest in Applicant (D)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 34.44	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): L (VOTING)			9) Disclosable Interest Holder=s Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): N/A				

1

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:
This disclosable interest holder is not controlled by applicant, thus Applicant does not have knowledge of all interests held by this entity.			

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: u f, f i x :
2) Disclosable Interest Holder's Name (if entity): Carso Global Telecom, S.A. de C.V.		3) Disclosable Interest Holder's TIN: Unavailable	
4) Disclosable Interest Holder's Address: A.V. Insurgentes Sur 3500 Colonia Peña Pobre Tlalpan, Mexico, D.F. 14060			
5) Type of Interest in Applicant (D)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 11.00
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): L (VOTING)		9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): N/A			

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

I(a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	I(b) Principal Business:	I(c) TIN:	I(d) Percent of Interest Held:
This disclosable interest holder is not controlled by applicant, thus Applicant does not have knowledge of all interests held by this entity.			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

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): Peter	MI: M	Last Name: Ferentinos	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 601 Lehigh Avenue, Union, NJ 07083			
5) Type of Interest in Applicant () (refer to Instructions for list) D, O, R, K	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C		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):			

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:

Applicant/Licensee Information

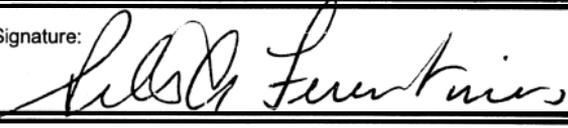
1) First Name (if individual):	MI:	Last Name:	suffix:
2) Applicant Name (if entity): Qualco Wireless Corp.		3) Applicant TIN: 	

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: Peter	MI: A. I.	Last Name: Ferentinos	suffix:
Title: President			
Signature: 		Date: Nov. 18, 1999	
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).			