

LUKAS, NACE, GUTIERREZ & SACHS

CHARTERED
1111 NINETEENTH STREET, N.W.
SUITE 1200
WASHINGTON, D.C. 20036
(202) 857-3500

COPY

CONSULTING ENGINEERS
THOMAS G ADCOCK, P.E.
MEHRAN NAZARI
AU KUZEHKANANI
LEROY A. ADAM
LEILA REZANAVAZ

OF COUNSEL
JOHN J. MCAVOY
J.K. HAGE III

TELECOPIER
(202) 842-4485

Email: lngs@fccclaw.com
http://www.fccclaw.com

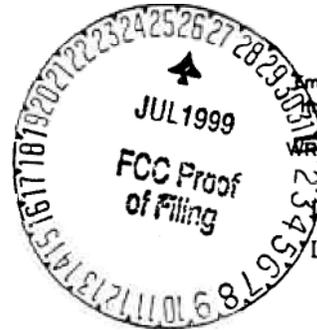
WRITER'S DIRECT DIAL

DN(202) 828-9469
LFR(202)828-9476

RUSSELL D. LUKAS
DAVID L NACE
THOMAS GUTIERREZ
ELIZABETH R. SACHS
GEORGE L LYON, JR.
JOEL R. KASWELL
PAMELA L GIST
DAVID A. LAFURIA
J. JUSTIN McCLURE
MARILYN SUCHECKI MENSE
PAMELA GAARY HOLRAN
B. LYNN F. RATNAVALE
ELIZABETH H. CRONISE
SAMUEL F. CULLARI

• ADMITTED D.C.

July 23, 1999



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

Re: **FCC FORM 602 FOR: ASSOCIATION WITH FCC FORM 603
APPLICATION FOR CONSENT TO PRO FORMA ASSIGNMENT OF
PCS LICENSES**

PCS Stations:

WPOJ812 for Mankato-Fairmont, Minnesota, Market BTA 277, Block C

WPOJ8 16 for Worthington, Minnesota, Market BTA 48 1, Block C

KNLG214 for Brainerd, Minnesota, Market BTA 054, Block F

KNLH 437 for Willmar-Marshall, Minnesota, Market BTA 477 Block F

Assignor: Redwood Wireless Corporation

Assignee: Redwood Wireless Minnesota, L.L.C.

Dear Sir or Madam:

Transmitted herewith on behalf of Redwood Wireless Minnesota, L.L.C. ("Assignee") is the Assignee's FCC Ownership Disclosure Information (FCC Form 602) for association with the application on FCC Form 603 for consent to *pro forma* assignment of the above-referenced licenses. (See FCC File No. 0000017126)

Should any questions arise relating to this submission, please communicate with this office.

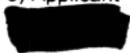
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Very truly yours,

David L. Nace
B. Lynn F. Ratnavale



Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Redwood Wireless Minnesota, LLC		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:
None			

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name. Joe	MI. H	Last Name. Berari	Suffix:
Title. President			
Signature 			Date:

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

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): Redwood Wireless Corp.			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 120 East Third Street, Redwood Falls, Minnesota 56283				
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: 55
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): N/A				

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.
Redwood Wireless Minnesota, LLC 120 East Third St., Redwood Falls, MN 56283	Telecommunications		55
Redwood Wireless Wisconsin, LLC 120 East Third St., Redwood Falls, MN 56283	Telecommunications		55

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):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Redwood County Telephone Company		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 120 East Third Street, Redwood Falls, Minnesota 56283			
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: 55	
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): 100 percent interest holder (parent company) of Redwood Wireless Corp., the controlling interest holder in Applicant			

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:
Redwood Long Distance Company 120 East Third St., Redwood Falls, MN 56283	Telecommunications		100
Redwood Wireless Minnesota, LLC 120 East Third St., Redwood Falls, MN 56283	Telecommunications		55
Redwood Wireless Wisconsin, LLC 120 East Third St., Redwood Falls, MN 56283	Telecommunications		55
Redwood Wireless Corp. 120 East Third St., Redwood Falls, MN 56283	Telecommunications		100

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): Joseph	MI: H	Last Name: Beran	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 620 E. Broadway, Redwood Falls, Minnesota 56263			
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: 16.15
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): 33% Interest holder in Redwood County Telephone Company, the parent company of Redwood Wireless Corp., the controlling interest holder in Applicant			

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:
Redwood Long Distance Company 120 East Third St., Redwood Falls, MN 56283	Telecommunications		33
Redwood Wireless Corp. 120 East Third St., Redwood Falls, MN 56283	Telecommunications		33
Redwood Wireless Minnesota, LLC 120 East Third St., Redwood Falls, MN 56283	Telecommunications		18.15
Redwood Wireless Wisconsin, LLC 120 East Third St., Redwood Falls, MN 56283	Telecommunications		18.15

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): Lauren	MI: S	Last Name: Beran	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 502 Southwaite Court, Redwood Falls, Minnesota 56283			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 10.45	
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): 19% Interest holder in Redwood County Telephone Company, the parent company of Redwood Wireless Corp., the controlling interest holder in Applicant.			

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:
Redwood Long Distance Company 120 East Third St., Redwood Falls, MN 56283	Telecommunications		19
Redwood Wireless Corp. 120 East Third St., Redwood Falls, MN 56283	Telecommunications		19
Redwood Wireless Minnesota, LLC 120 East Third St., Redwood Falls, MN 56263	Telecommunications		10.45
Redwood Wireless Wisconsin, LLC 120 East Third St., Redwood Falls, MN 56283	Telecommunications		10.45

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): NORTHEAST COMMUNICATIONS OF WISCONSIN, INC.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 1641 Commanche Ave., Suite I, Green Bay WI 54313			
5) Type of Interest in Applicant (D, M) (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: 45%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O		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): Northeast is a member of the LLC.			

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:
Brown County MSA Cellular Limited Partnership, 1641 Commanche Ave., Suite I Green Bay, WI 54313	Cellular		1% as G.P. 99% as L.P.
Iowa RSA #12 LLC 1641 Commanche Ave., Suite I Green Bay, WI 54313	Cellular		90%
Iowa RSA #3 LLC 1641 Commanche Ave., Suite I Green Bay, WI 54313	Cellular		54.835%
RSA 11 Limited Partnership 1641 Commanche Ave., Suite I Green Bay, WI 54313	Cellular		20% of GP
Metro Southwest PCS LLC 1641 Commanche Ave., Suite I Green Bay, WI 54313	PCS		43.74999%
NET Cable 1641 Commanche Ave., Suite I Green Bay, WI 54313	Cable TV		100%
Northeast Tel. Long-Distance Co 1641 Commanche Ave., Suite I Green Bay, WI 54313	Interexchange		100%
Northeast Telephone Company 1641 Commanche Ave., Suite I Green Bay, WI 54313	LEC		100%

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): NORTHEAST COMMUNICATIONS OF WISCONSIN, INC.		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: 1641 Commanche Avenue Suite I, Green Bay, WI 54313			
5) Type of Interest in Applicant (D) M (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: 45%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O		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): Northeast is a member of the LLC.			

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:
Wisconsin RSA-10 Ltd. Part. 1641 Commanche Ave., Suite I Green Bay, WI 54313	Cellular	[REDACTED]	64.7% of GP 54.353% as L
Wisconsin RSA No. 4 Ltd. Part. 1641 Commanche Ave., Suite I Green Bay, WI 54313	Cellular	[REDACTED]	25% of GP 24.46645% as LP
Wisconsin RSA #3 Ltd. Part. 1641 Commanche Ave., Suite I Green Bay, WI 54313	Cellular	[REDACTED]	40% as GP 32.48485% LP
Redwood Wireless Minnesota, L.L.C. 120 E. 3rd St., Redwood, MN 56283	Telecommunications	[REDACTED]	45%
Redwood Wireless Wisconsin, L.L.C. 120 E. 3rd St., Redwood, MN 56283	Telecommunications	[REDACTED]	45%
		[REDACTED]	
		[REDACTED]	
		[REDACTED]	