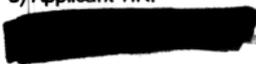


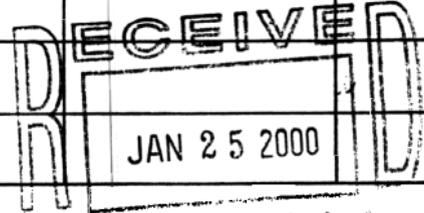


**Applicant/Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): OpTel, Inc. DIP		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:
See Exhibit #1			



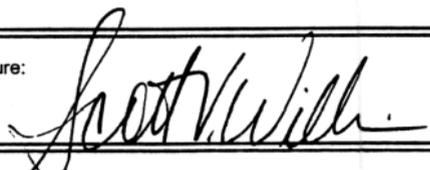
**Signature**

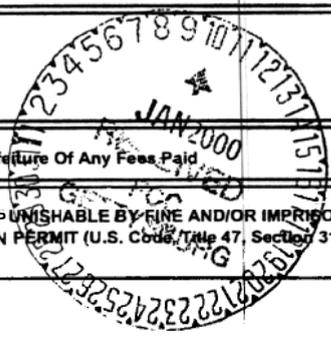
5) Typed or Printed Name of Party Authorized to Sign

First Name: S c o t t	MI: v	Last Name: Williams	Suffix:
--------------------------	----------	------------------------	---------

Licensing & Technical  
Analysis Branch

Title: Vice President, General Counsel & Assistant Secretary

Signature:  Date: 1/4/2000



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).

**Related FCC Regulated Businesses of Applicant / Licensee**

4a) Name and address of all FCC Businesses Owned by Applicant/Licensee	4b) Principal Business	4c) TIN	4d) Percent of Interest Held:
Bay Area Cable Television, Inc <b>DIP</b> 1111 W. Mockingbird Lane Suite 1000 Dallas, TX 75247	Franchise Cable TV	[REDACTED]	100 %
<b>OpTel</b> (Illinois), L.P. 1111 W. Mockingbird Lane Suite 1000 Dallas, TX 75247	Franchise Cable TV	[REDACTED]	100%
<b>OpTel(Arizona)</b> Telecom, Inc <b>DIP</b> 1111 W. Mockingbird Lane Suite 1000 Dallas, TX 75247	Telecommunications	[REDACTED]	
<b>OpTel(California)</b> Telecom, Inc <b>DIP</b> 1111 W. Mockingbird Lane Suite 1000 Dallas, TX 75247	Telecommunications	[REDACTED]	
OpTel(Colorado) Telecom, Inc <b>DIP</b> 1111 W. Mockingbird Lane Suite <b>1000</b> Dallas, TX 75247	Telecommunications	[REDACTED]	100%
<b>OpTel(Florida)</b> Telecom, Inc <b>DIP</b> 1111 W. Mockingbird Lane Suite 1000 Dallas, TX 75247	Telecommunications	[REDACTED]	
<b>OpTel(Illinois)</b> Telecom, Inc <b>DIP</b> 1111 W. Mockingbird Lane Suite 1000 Dallas, TX 75247	Telecommunications	[REDACTED]	100%
OpTel(Texas) Telecom, Inc <b>DIP</b> 1111 W. Mockingbird Lane Suite 1000 Dallas, TX 75247	Telecommunications	[REDACTED]	100 %
Phonoscope Entertainment, Inc. <b>DIP</b> 1111 W. Mockingbird Lane Suite <b>1000</b> Dallas, TX 75247	Franchise Cable TV	[REDACTED]	100%
Phonoscope Village Cable Inc. <b>DIP</b> 1111 W. Mockingbird Lane Suite <b>100</b> Dallas, TX 75247	Franchise Cable TV	[REDACTED]	

**OpTel, Inc.** DIP  
FCC 602  
Main Form  
Exhibit # 1  
Page 2 of 2

**Richey Pacific** Cable Partner V, L.P. DIP  
1111 W. Mockingbird Lane Suite 1000  
Dallas, TX 75247

Franchise **Cable TV**

[REDACTED]

Sunshine Television Entertainment, Inc  
111 W. Mockingbird Lane Suite 1000  
Dallas, TX 75247

Cable TV

[REDACTED]

Transmission Holdings, Inc DIP  
1111 W. Mockingbird Lane Suite 1000  
Dallas, TX 75247

Telecommunications

[REDACTED]

TVMAX Telecommunications, Inc. DIP  
1111 W. Mockingbird Lane Suite 1000  
Dallas, TX 75247

Cable TV **PSO**

[REDACTED] 1 0 0 %

TVMAX **Communications(Texas), Inc** DIP  
1111 W. Mockingbird Lane Suite 1000  
Dallas, TX 75247

Franchise Cable TV

[REDACTED]

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): Le Groupe Videotron Ltee (VPC)			3) Disclosable Interest Holder's TIN:	
4) Disclosable interest Holder's Address: Montreal, Quebec				
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: 70.12%
8) Disclosable interest Holder's Type of Ownership (refer to instructions for list): C			9) Disclosable Interest Holder's Country of Citizenship: Canada	
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)

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:
OpTel, Inc. 1111 W. Mockingbird Lane	PSO Cable		
Suite 1000 Dallas, Tx 75247			

Schedule for Disclosable Interest Holders

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

1) Disclosable Interest Holders First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): Interactive Cable Systems, Inc			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 1901 Glenville Drive Suite 800, Richardson, Texas 75081				
6) 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: 10.75%
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C			9) Disclosable Interest Holders Country of Citizenship: U.S.A.	
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)

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:
Interactive Cable Systems	Cable TV Operator		100%