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December 21, 2001

VIA COURIER

Federal Communications Commission
Rear entrance 35 York Street
Gettysburg, PA 17325

**Re: Virginia Channels, JV
FCC Form 602: FCC Ownership Disclosure Information
for Wireless Telecommunications Services
Filed in Conjunction with Form 601 for Auction 40**

To whom it may concern:

On behalf of Virginia Channels, JV, attached is an original FCC Form 602: Ownership Disclosure Information for Wireless Telecommunications Services. It is to be associated with Applicant's Form 601 long form for Auction 40.

Should the Commission have any questions with respect to this filing kindly contact either of the undersigned.

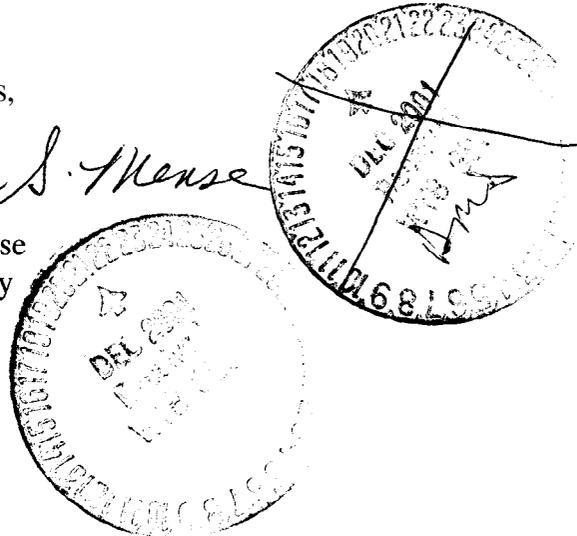
Very truly yours,



Marilyn S. Mense
Pamela C. Gaary

Enclosure

1/7/2 P511



FCC 602
Main Form

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060-0799
See instructions for
Public burden estimate

Applicant / Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Virginia Channels, JV		3) FCC Registration Number (FRN): 0005-8769-90	

Related FCC Regulated Businesses of Applicant / Licenses

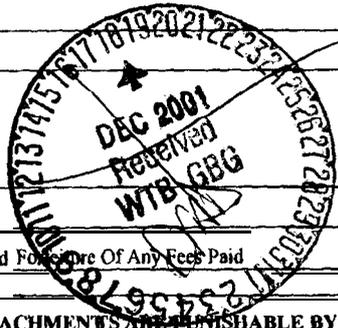
4a) Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) FCC Registration Number (FRN):	4d) Percent of Interest Held:

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Joseph	MI: H	Last Name: Buttner	Suffix:
Title: Manager/Partner			

Signature: <i>Joseph H. Buttner</i>	Date: 12-17-01
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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).

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): Buttner Holdings, LLC			3) FCC Registration Number(FRN): 0005-8770-30	
4) Disclosable Interest Holder's Address: 1282 Mountain Road, Glen Allen, VA 23060				
5) Type of Interest in Applicant (D) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): (M) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 50%
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): 50 % owner of Virginia Channels, JV				

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	11b) Principal Business:	11c) FCC Registration Number (FRN);	11d) Percent of Interest Held:
Virginia Channels, JV 1282 Mountain Road, Glen Allen, VA 23060	Telecommunications	0005-8769-90	50%

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): FleetTalk Partners, Ltd.			3) FCC Registration Number(FRN): 0004-2501-14		
4) Disclosable Interest Holder's Address: 9 Woodsend Trail, Rockaway Township, NJ 07866					
5) Type of Interest in Applicant (D) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): (M) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 50%	
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): 50% owner of Virginia Channels, JV					

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	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Virginia Channels, JV 1282 Mountain Road, Glen Allen, VA 23060	Telecommunications	0005-8769-90	50%

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: Buttner	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) FCC Registration Number(FRN): 0005-8772-53	
4) Disclosable Interest Holder's Address: 1282 Mountain Road, Glen Allen, VA 23060				
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:
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): 100% owner and sole member of Buttner Holdings, LLC. 50% owner of 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	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Radio Communications of Virginia, Inc. 1282 Mountain Road Glen Allen, VA 23060	Telecommunications	0004-2588-93	100%
Buttner Holdings, LLC 1282 Mountain Road Glen Allen, VA 23030	Telecommunications	0005-8770-30	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): McGowan Holdings, LLC			3) FCC Registration Number(FRN): 0005-8776-42	
4) Disclosable Interest Holder's Address: 9 Woodsend Trail, Rockaway Township, NH 07866				
5) Type of Interest in Applicant (I) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): (L) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 12.375 %
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): Limited partner of, and 24.75% interest holder in, FleetTalk Partners, Ltd., the 50% owner of 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	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Virginia Channels, JV 1282 Mountain Road, Glen Allen, VA 23060	Telecommunications	0005-8769-90	12.375%
FleetTalk Partners, Ltd 9 Woodsend Trail, Rockaway Township, NJ 07866	Telecommunications	0004-2501-14	24.75%

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): Majojake Family Limited Partnership		3) FCC Registration Number(FRN): 0005877717	
4) Disclosable Interest Holder's Address: 6959 Bergman Road, Brainbridge Island, Washington 98110			
5) Type of Interest in Applicant (I) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (L) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 12.375%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0		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): Limited partner and 24.75% interest holder in FleetTalk Partners, Ltd., the 50% owner of 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	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	IId) Percent of Interest Held:
Virginia Channels, JV 1282 Mountain Road, Glen Allen, VA 23060	Telecommunications	0005-8769-90	12.375
FleetTalk Partners, Ltd 9 Woodsend Trail, Rockaway Township, NJ 07866	Telecommunications	0004-2501-14	24.75%

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): Jon-Cin & Son, Ltd.			3) FCC Registration Number(FRN): 0005877774		
4) Disclosable Interest Holder's Address: 1 Brierleigh Court, Timonium, Maryland 21093					
5) Type of Interest in Applicant (L) (refer to Instructions for list):		6) Disclosable Interest Holder is a (n): (L) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 12.375%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0			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): Limited Partner and 24.76% interest holder in FleetTalk Partners, Ltd., the 50%owner of 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	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Virginia Channels, JV 1282 Mountain Road, Glen Allen, VA 23060	Telecommunications	0005-8769-90	12.375%
FleetTalk Partners, Ltd 9 Woodsend Trail, Rockaway Township, NJ 07866	Telecommunications	0004-2501-14	24.75%

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): John		MI: A.	Last Name: Daskalakis	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) FCC Registration Number(FRN): 0005908603	
4) Disclosable Interest Holder's Address: 1 Brierleigh Court, Timonium, Maryland 21093				
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:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0			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): General Partner of Jon-Cin & Son, Ltd., a limited partner and 24.75% interest holder of FleetTalk Partners, Ltd., 50% owner of 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	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
FleetTalk Services, Inc. 12222 Merit Drive, Suite 1900 Dallas, Texas 75251	Telecommunications	0005889647	25%
FleetTalk Partners, Ltd 9 Woodsend Trail, Rockaway Township, NJ 07661	Telecommunications	0004-2501-14	24.75%
12821 North Gate Road, Glen Allen, VA 23060	Telecommunications	0005-8769-90	12.375%

Schedule for Disclosable Interest Holders

&losable Interest Holder Information (complete as many as required to describe all disc			sable interest holders)
1) Disclosable Interest Holder's First Name (if individual): Joseph	MI: B.	Last Name: Vestal	
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 0005877857	
4) Disclosable Interest Holder's Address: 710 Country Club Road, Crystal Lake, IL 60014			
5) Type of Interest in Applicant (1) (refer to Instructions for list):	6) Disclosable Interest Holder is a (n): (1) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 12.375%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0		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): Limited Partner and 24.75% interest holder in FleetTalk Partners, Ltd., the 50% owner of applicant.			

Related FCC Regulated Businesses of Diiclosable Interest Holders (repeat for each ipnterest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
FleetTalk Services, Inc. 12222 Merit Drive, Suite 1900 Dallas, Texas 75251	Telecommunications	0005669647	25%
Virginia Channels, JV 1282 Mountain Road, Glen Allen, VA 23060	Telecommunications	0005-8769-90	12.375%
FleetTalk Partners, Ltd 9 Woodsend Trail, Rockaway Township, NJ	Telecommunications	0004-2501-14	24.75%

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): George	MI: L	Last Name: Dick
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN):
4) Disclosable Interest Holder's Address: 6959 Bergman Road, Brainbridge Island, Washington 96110		
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: 12.375%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0	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): General Partner of Majojake Family LP, limited partner and 24.75% interest holder of FleetTalk Partners, Ltd., 50% owner of 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	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
FleetTalk Services, Inc. 12222 Merit Drive, Suite 1900 Dallas, Texas 75251	Telecommunications	0005669647	25%
Virginia Channels, JV 1282 Mountain Road, Glen Allen, VA 23060	Telecommunications	0005-8769-90	12.375%
FleetTalk Partners, Ltd 9 Woodsend Trail, Rockaway Township, NJ	Telecommunications	0004-2501-14	24.75%

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): Robert	MI: S.	Last Name: McGowan	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 0005877923	
4) Disclosable Interest Holder's Address: 9 Woodsend Trail, Rockaway Township, New Jersey 07866			
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:	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0		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): Operating Manager of McGowan Holdings, LLC, a limited partner and 24.75% interest holder of FleetTalk Partners, Ltd., 50% owner of 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	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
FleetTalk Services, Inc. 1222 Merit Drive, Suite 1900 Dallas, Texas 75251	Telecommunications	0005889647	25%