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October 26, 1999

Via Federal Express

Federal Communications Commission
Wireless Telecommunications Bureau
1270 Fairfield Road
Gettysburg, PA 17325



**Re: FCC Form 602; Progeny LMS, LLC;
Ownership Disclosure Information**

Dear Sir or Madam:

Enclosed, on behalf of Progeny LMS, LLC, is an original FCC Form 602, *Ownership Disclosure Information* Report. If you have any questions concerning this Report, please call me.

Respectfully submitted,


Russ Taylor

Enclosure

Applicant/Licensee Information

1) First Name (If individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Progeny LMS, LLC			

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

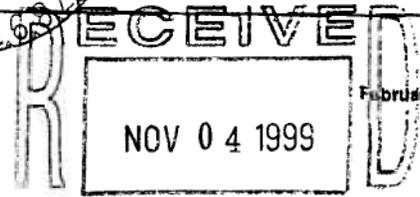
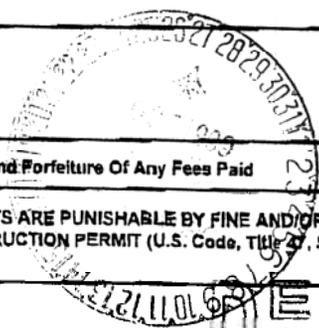
First Name: otto	MI: N	Last Name: Frenzel	suffix: III
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Title: Sole Member of LLC

Signature: 	Date: 10/14/99
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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).



Licensing & Technical
Analysis Branch

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): Otto	MI: N.	Last Name: Frenzel	Suffix: III
2) Disclosable Interest Holder's Name (If entity):		Holder's TIN:	
4) Disclosable Interest Holder's Address: c/o Gardner, Carton & Douglas, 1301 K Street, NW, Suite 900, ET, Washington, D.C. 20005			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n) () (refer to instructions for list of codas):		7) Percent of Interest Held in Applicant: 100
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Other – LLC Member		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)

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:
None			