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January 14, 2002

VZA FEDERAL EXPRESS

Federal Communications Commission
35 York Street
Gettysburg, PA 17325

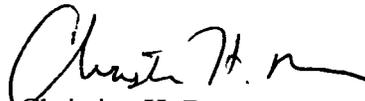
Re: Midcontinent Communications
FCC Form 602

Dear Sir or Madame:

Transmitted herewith is an FCC Form 602, which sets forth ownership information for Midcontinent Communications.

Kindly date-stamp the enclosed copy of this letter and return it to our attention in the enclosed pre-paid Federal Express envelope. Should you have any questions regarding this matter, please contact Kimberly Leary-Thomas at (202) 776-2467 or the undersigned counsel.

Sincerely,


Christina H. Burrow

Enclosures



RECEIVED

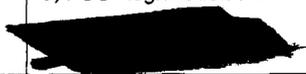
FCC 602
Main Form

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB 18 2002

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): Midcontinent Communications		3) FCC Registration Number (FRN): 	

Related FCC Regulated Businesses of Applicant / Licensee

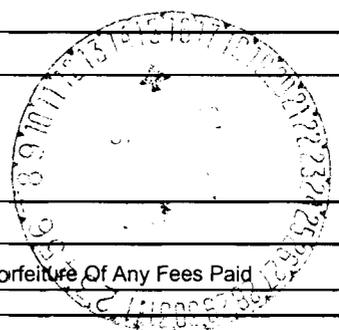
4a) Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) FCC Registration Number (FRN):	4d) Percent of Interest Held:

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Steve	MI: E	Last Name: Grosser	Suffix:
Title: Senior Vice President of Finance			

Signature: 	Date: 1/11/02
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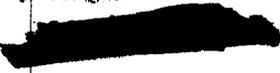
Failure to Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid

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).

1/23/02 BSH

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): Midcontinent Communications Investor, LLC			3) FCC Registration Number (FRN): 	
4) Disclosable Interest Holder's Address: 7900 Xerxes Avenue, South, Suite 1100, Bloomington, MN 55431				
5) Type of Interest in Applicant () (refer to Instructions for list): D		6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): M		7) Percent of Interest Held in Applicant: 50%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G			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)

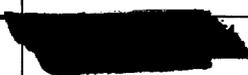
11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:

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): Midcontinent Media, Inc.			3) FCC Registration Number(FRN): 	
4) Disclosable Interest Holder's Address: 7900 Xerxes Avenue, South, Suite 1100, Bloomington, MN 55431				
5) Type of Interest in Applicant () (refer to instructions for list): I		6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: 50%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 (sole member of LLC) (voting)			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): Midcontinent Media, Inc. is the sole member of Midcontinent Communications Investors, LLC, which is a 50% general partner 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 additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Midcontinent Radio of South Dakota, Inc.	Radio Broadcasting		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): N.	MI: L.	Last Name: Bentson	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number(FRN): 0005-9316-21	
4) Disclosable Interest Holder's Address: 2105 Lower Street, Dennis Road, St. Paul, MN 55116			
5) Type of Interest in Applicant () (refer to Instructions for list): I	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): I	7) Percent of Interest Held in Applicant: 67.57%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C (voting)		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): Larry Bentson is a 67.7% shareholder of Midcontinent Media, Inc. Midcontinent Media, Inc. is the sole member of Midcontinent Communications Investor, LLC, Which is a 50% general partner 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 additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Midcontinent Radio of South Dakota, Inc.	Radio Broadcasting	0002-8427-1 4	67.57%

Schedule for Disclosable Interest Holders

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

1) Disclosable Interest Holder's First Name (if individual): Joseph		MI. H.	Last Name: Floyd	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) FCC Registration Number(FRN): 0005-93 16-88	
4) Disclosable Interest Holder's Address: 10569 Purdey Road, Eden Prairie, MN 55347				
5) Type of Interest in Applicant () (refer to Instructions for list): I		6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): I		7) Percent of Interest Held in Applicant: 30.20%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C (voting)			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): Joseph H. Floyd is a 30.27% shareholder of Midcontinent Media, Inc. Midcontinent Media, Inc. is the sole member of Midcontinent Communications Investor, LLC, which is 50% general partner 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 additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
Midcontinent Radio of South Dakota, Inc.	Radio Broadcasting	0002-8427-I 4	30.20%

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

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

Schedule for Disclosable Interest Holders

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

Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix
Interest Holder's Name (if entity): Midcontinent		3) FCC Registration Number(FRN): 0003-4705-56	
Interest Holder's Address: Midcontinent Broadband LLC, P.O. Box 560, Denver, CO 80217-5630			
Interest in Applicant () Disclosures for list):	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): C	7) Percent of Interest Held in Applicant: 50%	
Interest Holder's Type of Ownership Disclosures for list):		9) Disclosable Interest Holder's Country of Citizenship: USA	
Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

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

11a) List of all FCC Regulated Businesses Disclosable Interest Holder listed in #3 (use separate sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
the licensee of hundreds of PCS and microwave licenses issued by the			
Commission. The qualifications of AT&T and its affiliated entities are a matter of before the Commission, and ownership information for those entities is on file.			
copies of this disclosure form, Midcontinent has attached a chart linking the subsidiary entities in the ownership chain linking AT&T to Midcontinent. See Exhibit A.			

Communications Ownership

