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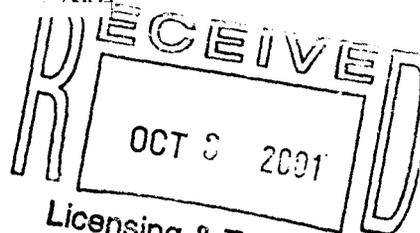
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*NOT ADMITTED IN D.C.

September 27, 2001



Mary Shultz, Chief
Private Wireless Division
Wireless Telecommunications Bureau
Federal Communications Commission
1270 Fairfield Road
Gettysburg, Pennsylvania 17325

Re: FCC FORM 602 FOR ASSOCIATION WITH FORM 603 APPLICATION FOR CONSENT TO ASSIGNMENT OF LICENSE

Local Multipoint Distribution Service Station:

WPOH 638 for the Bakersfield, California BTA, Market BTA 028 Block A

Assignor: **HighSpeed Communications, LLC**

Assignee: **HighSpeed Communications of California, LLC**

FCC File No. **0000595295**

Dear Ms. Shultz:

Transmitted herewith on behalf of HighSpeed Communications of California, LLC ("Assignee") is the Assignee's FCC Ownership Disclosure Information (FCC Form 602) for association with an application filed electronically on September 27, 2001 on FCC Form 603 for consent to assignment of the above-referenced LMDS license from HighSpeed Communications, LLC to Assignee.

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

Very truly yours,

B. Lynn F. Ratnavale

B. Lynn F. Ratnavale



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): Broadband Microwave Company, L.L.C.		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 6 West Rose Street, Suite 500, Walla Walla, WA 99362			
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: 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:
None			

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): Robert	MI:	Last Name: Greene	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 6 West Rose Street, Suite 500, Walla Walla, WA 99362			
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: 33%
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): Robert Greene is the 60 percent interest holder in Broadband Microwave Company, L.L.C., which in turn is the 55 percent 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 additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			

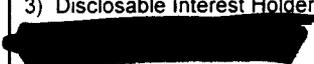
FCC Ownership Disclosure Information for the

Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

3060 -0799
See instructions for
public burden estimate

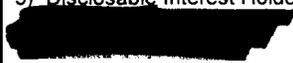
Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): HighSpeed Communications, LLC			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 6 West Rose Street, Suite 500, Walla Walla, WA 99362				
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: 45%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C			9) Disclosable Interest Holder's Country of Citizenship: Washington	
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:	
None				

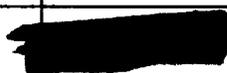
FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

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): HighSpeed Partners Holding, L.L.C.		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 6 West Rose Street, Suite 500, Walla Walla, WA 99362			
5) Type of Interest in Applicant (I) (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: 90.52%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holder's Country of Citizenship: Washington	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): HighSpeed Partners Holding, L.L.C. is the 96.52 percent owner of HighSpeed Communications, LLC which owns 45% 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 additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
HighSpeed Communications, LLC 6 West Rose St. Ste 500, Walla Walla, WA 99362	Telecommunications		96.62%

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): HighSpeed Management, L.L.C.		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: 6 West Rose Street, Suite 500, Walla Walla, WA 99362			
5) Type of Interest in Applicant (I) (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: 24 %	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holder's Country of Citizenship: Washington	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): HighSpeed Managment, L.L.C. owns 64.20 percent of HighSpeed Partners Holding, L.L.C. which in turn is the 98.52 percent owner of HighSpeed Communications, LLC which in turn owns 45 percent 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) TIN:	11d) Percent of Interest Held:
HighSpeed Communications, L.L.C. 6 West Rose St., Ste 500, Walla Walla, WA 99362	Telecommunications	[REDACTED]	54.20%
HighSpeed Partners Holding, L.L.C. 6 West Rose St., Ste 500, Walla Walla, WA 99362	Telecommunications	[REDACTED]	54.20%

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)

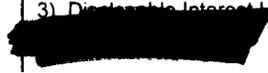
1) Disclosable Interest Holder's First Name (if individual): Kyle	MI: W.	Last Name: Mussman	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 6 West Rose Street, Suite 500, Walla Walla, WA 99362			
5) Type of Interest 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: 21.38%	
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): Mr. Mussman is the 89.08% owner of HighSpeed Management, L.L.C., which in turn owns 54.2% of HighSpeed Partners Holding, L.L.C., which in turn owns 98.52 percent of HighSpeed Communications, LLC which owns 45 percent 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) TIN:	11d) Percent of Interest Held:
HighSpeed Communications, LLC 6 West Rose St. Ste 500, Walla Walla, WA 99362	Telecommunications	[REDACTED]	47.57%
HighSpeed Management, L.L.C. 6 West Rose St. Ste 500, Walla Walla, WA 99362	Telecommunications	[REDACTED]	89.08%
HighSpeed Partners Holding, L.L.C. 6 West Rose St. Ste 500, Walla Walla, WA 99362	Telecommunications	[REDACTED]	89.08%

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): BTA Associates		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 3799 Highway 82, Glenwood Springs, Colorado 81601			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (U) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 15.04%	
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): BTA Associates is the 33.92 percent owner of HighSpeed Partners Holding, L.L.C., which in turn is the 98.52 percent owner of HighSpeed Communications, LLC, which in turn is the 45 percent 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 additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
HighSpeed Communications, LLC 6 West Rose St. Ste 500, Walla Walla, WA 99362	Telecommunications		33.42%
HighSpeed Partners Holding, L.L.C. 6 West Rose St. Ste 500, Walla Walla, WA 99362	Telecommunications		33.92%

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): XO Communications, Inc.			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 1730 Rhode Island Avenue, N.W. Suite 1000, Washington, D.C. 20036				
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: 5.27%
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): XO Communications, Inc. is the 11.88 percent owner of HighSpeed Partners Holding, L.L.C., which in turn is the 98.52 percent owner of HighSpeed Communications, LLC, which in turn is the 45 percent 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 additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
HighSpeed Communications, L.L.C. 6 West Rose St., Ste. 500, Walla Walla, WA 99362	Telecommunications		11.7%