

ORIGINAL

BEFORE THE
Federal Communications Commission
WASHINGTON, D.C. 20024

In re:

Application for Transfer of Control or
Assignment of License Regarding
Licenses Held By:

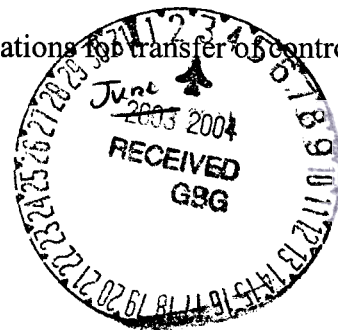
Alpine-Michigan E., Inc., Debtor in Possession,
KNLF885; Alpine-Michigan F, LLC, Debtor-in-
Possession, KNLG353; Alpine-California F,
LLC, Debtor-in-Possession, KNLG353; Alpine-
Michigan F, LLC, Alpine-Michigan F, LLC,
Debtor-in-Possession, KNLG355; Alpine-
Hyannis F, LLC, Alpine-Michigan F, LLC,
Debtor-in-Possession, KNLG356; Alpine-
Michigan F, LLC, Alpine-Michigan F, LLC,)
Debtor-in-Possession, KNLG357; Alpine-)
Michigan F, LLC, Alpine-Michigan F, LLC,)
Debtor-in-Possession, KNLG358; Alpine-)
Michigan F, LLC, Alpine-Michigan F, LLC,)
Debtor-in-Possession, KNLG360; Alpine-Fresno)
C, LLC, Alpine-Michigan F, LLC, Debtor-in-)
Possession, WPOJ687; Alpine-Michigan E, Inc.,)
Alpine-Michigan F, LLC, Debtor-in-Possession,)
WPSJ964, RFB Cellular, Inc., Debtor in)
Possession, KNKN834 and KNKN838)

File Nos. 001653472, et al.

RECEIVED
MAY 27 2004
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

STATEMENT OF LICENSEE DEBTORS-IN-POSSESSION

RFB Cellular, Inc. ("RFB"), Alpine-Fresno C, LLC ("Fresno"), Alpine-Michigan E, Inc.,
Alpine-Michigan F, LLC, and Alpine-Hyannis F, LLC, debtors and debtors in possession
(collectively, the "Debtors"), by counsel, hereby respectfully request the Commission to act
expeditiously in the above-captioned proceeding involving applications for transfer of control of
the Debtors as licensees of telecommunications facilities.



On August 5, 2003, the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) before the United States Bankruptcy Court, Central District of California (the “Bankruptcy Court”). The Debtors’ chapter 11 cases are being jointly administered per order of the Bankruptcy Court under Case No. 03-12187-RR. The Debtors continue to operate their businesses and manage their affairs as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in any of the Debtors’ chapter 11 cases.

RFB’s primary secured indebtedness consists of borrowings under a senior secured credit facility (the “Prepetition Credit Facility”) with CoBank, ACB as administrative agent for a group of lenders (the “Lenders”). Each of the remaining Debtors is a guarantor of RFB’s obligations under the Prepetition Credit Facility.

Robert F. Broz is the beneficial holder of the Debtors’ equity interests. On February 3, 2004, the Circuit Court for the County of Otsego, Michigan (the “Michigan State Court”) entered an order approving the Lenders’ request to appoint William B. Calcutt as a Receiver (the “Receiver”) with respect to the stock or membership interests, as the case may be, of the Debtors that were previously controlled by Robert F. Broz. The Michigan State Court granted the Receiver, among other things, the right to exercise all voting, consent and approval rights with respect to the stock or membership interests of the Debtors. On or about February 17, 2004, the Receiver exercised these rights and appointed Bruce C. Conklin, Jr. as the sole managing member or sole member of the board of directors for each of the Debtors, subject to the approval of the Bankruptcy Court.

On March 15, 2004, the Bankruptcy Court approved the Debtors’ motion to (1) appoint Bruce C. Conklin, Jr. as the sole managing member or sole member of the board of directors for

each of the Debtors; and (2) strip Robert F. Broz and Kimberly Broz of their titles as Chief Executive Officer and Chief Operating Officer, respectively, of the Debtors, and appoint Bruce C. Conklin, Jr. and Craig T. Sheetz as the Debtors' Chief Responsible Officer and Chief Operating Officer, respectively.

Since their appointments, Messrs. Conklin and Sheetz have led the Debtors in negotiations with various parties to sell the Debtors' assets for the benefit of all stakeholders in the Debtors' bankruptcy cases. Following substantial negotiations, on April 16, 2004, Fresno filed its Motion For Order Authorizing (A) Sale Of Assets Free And Clear Of All Liens, Claims, Rights, Interests And Encumbrances; (B) Assignment Of Related Post-Petition Contracts; And (C) Granting Related Relief (the "Sale Motion"). Pursuant to the Sale Motion, Fresno seeks authority to assign its 30MHz license for the Fresno Basic Trading Area (BTA #157) (the "Fresno License") and sell certain related cell site agreements, backhaul agreements and telecommunications network equipment and related assets related to the build-out of the Fresno License (collectively, the "Assets") for \$17,500,000 to Cricket Communications, Inc., or a successful bidder at an auction (the "Auction"), subject to, among other things, Federal Communications Commission approval. In connection with the Sale Motion, on May 12, 2004, the Bankruptcy Court entered an Order (A) Approving Sale Procedures And Bid Protections, Including Break-Up Fee, In Connection With Sale Of Assets, Free And Clear Of All Liens, Claims, Encumbrances And Interests; (B) Scheduling An Auction For, And Hearing To Approve The Sale; (C) Approving Notice Of Respective Dates, Times And Places For Auction And For Hearing On Approval Of The Sale, And (D) Granting Related Relief (the "Sale Procedures Order"). Pursuant to the terms of the Sale Procedures Order, the Auction will be conducted on July 9, 2004, and a hearing to consider approval of the Sale Motion will take place on July 12, 2004, before the Bankruptcy Court. Thereafter, Fresno intends to seek the requisite approval from the Commission for assignment of the Fresno License to a qualified assignee.

Meanwhile, Messrs. Conklin and Sheetz have led the Debtors other than Fresno in active negotiations with various parties for the sale of each of these Debtors' assets. The Debtors intend to seek Bankruptcy Court and FCC approval for these sales accordingly.

Prompt Commission action in this matter will facilitate the Debtors' efforts to dispose of the FCC licenses in a timely and orderly manner to ensure the continuation of wireless telecommunications services in the subject markets. Accordingly, the Debtors urge the Commission to expedite its decision in this proceeding.

Respectfully submitted,

RFB Cellular, Inc., Alpine-Fresno C, LLC,
Alpine-Michigan E, Inc., Alpine-Michigan F, LLC,
and Alpine-Hyannis F, LLC, Debtors and
Debtors in Possession

By John R. Wilner
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Their Counsel

May 27, 2004



CERTIFICATE OF SERVICE

I, Vanessa I. Hicks, a secretary in the law firm of Bryan Cave LLP, do hereby certify that a copy of the foregoing "Statement of Licensee Debtors-in-Possession" was mailed, postage prepaid, via U.S. mail, this 27th day of May, 2004 to:

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