

DFD CORP.

By: Donald Domencich
Donald Domencich

SMD WIRELESS CORP.

By: _____
Susan Dolinar

JRD WIRELESS CORP.

By: _____
Jon Domencich

DFD CORP.

By: _____
Donald Domencich

SMD WIRELESS CORP.

By: Susan M. Dolinar
Susan Dolinar

JRD WIRELESS CORP.

By: _____
Jon Domencich

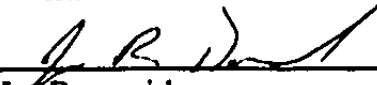
DFD CORP.

By: _____
Donald Domencich

SMD WIRELESS CORP.

By: _____
Susan Dolinar

JRD WIRELESS CORP.

By:  _____
Jon Domencich

SERIES B LIMITED PARTNERS

MWLP CO., INC.

By: _____

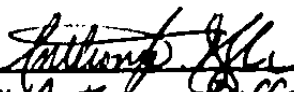
Name: *Kyle Plagem*

Title: *President*

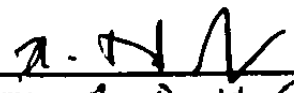
DAFFER WIRELESS CORPORATION

By: 
Name: R. David Spreng
Title: President

SPRENG WIRELESS CORPORATION

By: 
Name: Anthony Daffer
Title: Secretary and Treasurer

RAHN WIRELESS CORPORATION

By: 
Name: R. David Spreng
Title: President

Thomas Domencich

Thomas Domencich

Dennis Patrick

Schuyler Riley

Alex Felker

Thomas Domencich



Dennis Patrick

Schuyler Riley

Alex Felker

Thomas Domencich

Dennis Patrick

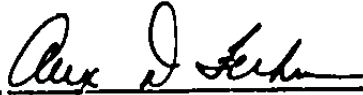
S. Riley
Schuyler Riley

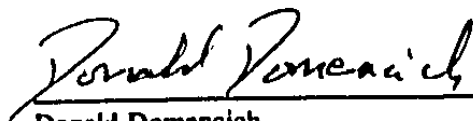
Alex Felker

Thomas Domencich

Dennis Patrick

Schuyler Riley


Alex Felker



Donald Domencich

Susan Dolinar

Jon Domencich

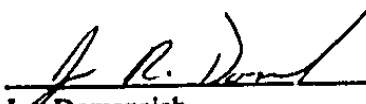
Donald Domencich


Susan Dolinar

Jon Domencich

Donald Domencich

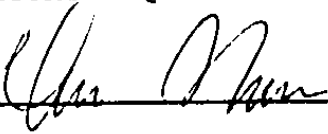
Susan Dolinar



Jon Domencich

SPECTRUM EQUITY INVESTORS, L.P.

By:

_____

IAI U.S. VENTURE FUND, L.P.

By: A. D. N

EAGLE VENTURES, LLC

By: M. DAN

INVESTMENT ADVISERS, INC.

By: N. D. A.

Schedule A: Partners of Millwave, L.P.

Partners	<u>Percentage Interest</u>
Millwave Communications Corp.	1.000%
Libor Hill Corp.	30.038%
S. Cristen Corp.	10.697%
Patricom Corp.	37.655%
DFD Corp.	0.685%
JRD Wireless Corp.	0.685%
SMD Wireless Corp.	0.685%
ADF Corp.	4.279%
MWLP Co., Inc.	11.419%
Daffer Wireless Corp.	2.657% in the aggregate for all three partners
Spreng Wireless Corp.	
Rahn Wireless Corp.	

Options

Option Agreement, dated May 30, 1996, by and between Daffer Wireless Corporation and IAI US Venture Fund, L.P.

Option Agreement, dated May 30, 1996, by and between Spreng Wireless Corporation and Investment Advisers, Inc.

Option Agreement, dated May 30, 1996, by and between Rahn Wireless Corporation and Eagle Venture, LLC

Option Agreement, dated May 30, 1996, by and between MWLP Co., Inc. and Spectrum Equity Investors, LP.

Schedule B: Stockholders of Milliwave, L.P.

<u>Partner</u>	<u>Stockholders</u>	<u>Shares</u>	<u>Consideration</u>
Milliwave Communications Corp.	Thomas A. Domencich	100	
	MWLP Co., Inc.	1	
Tabar Hill Corp.	Thomas A. Domencich	10	
S. Cristen Corp.	Schuyler Riley	10	
Patricom Corp.	Dennis R. Patrick	10	
DFD Corp.	Donald F. Domencich	10	
JRD Wireless Corp.	Jon R. Domencich	10	
SMD Wireless Corp.	Susan M. Dollnar	10	
ANF Corp.	Alex D. Folker	10	
MWLP Co., Inc.	Spectrum Equity Investors, L.P.	10	
Daffer Wireless Corp.	IAI US Venture Fund, L.P.	1,000	
Spreng Wireless Corp.	Investment Advisors, Inc.	1,000	
Rahn Wireless Corp.	Eagle Venture, LLC	1,000	

Notes

Note dated May 30, 1996 issued by Investment Advisors, Inc. to Spreng Wireless Corp. in the face amount of \$500,000.

Note dated May 30, 1996, issued by Eagle Venture, LLC to Rahn Wireless Corp in the face amount of \$68,370.

Note dated May 30, 1996, issued by MWLP Co., Inc. to Spectrum Equity Investors, LP in the face amount of \$4,000,000.

Schedule C: Licenses and Applications – Service Areas

Note: The permits below are subject to the requirement that Millwave satisfy the construction requirements set forth in the rules and regulations of the FCC. Failure to meet the applicable construction requirement with respect to any authorization will result in the automatic termination of the authorization.

In the *Notice of Proposed Rule Making*, FCC 95-500, released December 15, 1995 (the "Notice"), the FCC proposes to impose additional construction obligations upon incumbent 39 GHz licensees. In public filings submitted in response to the Notice, Millwave has indicated that certain of the proposed requirements are unduly burdensome and, if adopted, are unlikely to be able to be met by Millwave. Failure to meet any such requirement with respect to a licensee could result in a forfeiture of the license or a loss of service.

39 GHz Radio Licenses Licensed or Assigned to the Partnership

CITY	STATE	CONST. DATE	DAI	CHANNEL	APP. DATE	FILE NO.	GRANT DATE	CALL
Buffalo	NY	8/27/96		4	1/1/95	9407969	2/27/95	WMT603
Charlotte	NC	8/27/96		4	1/1/95	9407975	2/27/95	WMT608
Chicago	IL	8/27/96		12	1/1/95	9407976	2/27/95	WMT609
Cincinnati	OH	8/27/96		12	1/1/95	9407978	2/27/95	WMT611
Cleveland	OH	8/27/96		4	1/1/95	9407979	2/27/95	WMT612
Columbus	OH	8/27/96		12	1/1/95	9407980	2/27/95	WMT613
Dallas	TX	8/27/96		4	1/1/95	9407977	2/27/95	WMT610
Denver	CO	8/27/96		12	1/1/95	9407974	2/27/95	WMT607
Houston	TX	8/27/96		4	1/1/95	9407968	2/27/95	WMT602
Orlando	FL	8/27/96		18	1/1/95	9407981	2/27/95	WMT614
Phoenix	AZ	8/27/96		4	1/1/95	9407971	2/27/95	WMT604
Pittsburgh	PA	8/27/96		4	1/1/95	9407972	2/27/95	WMT605
Seattle	WA	8/27/96		10	1/1/95	9407973	2/27/95	WMT606
St. Louis	MO	8/27/96		12	1/1/95	9407963	2/27/95	WMT616
Washington	D.C.	8/27/96		4	1/1/95	9407962	2/27/95	WMT615
Rochester	NY	9/13/96		3	1/1/95	9410207	2/27/95	WMT763
Austin	TX	9/15/96		13	2/1/95	9500802	3/15/95	WMT619
Jacksonville	FL	9/15/96		1	2/1/95	9500807	3/15/95	WMT624
Nashville	TN	9/15/96		4	2/1/95	9500801	3/15/95	WMT618
Norfolk	VA	9/15/96		13	2/1/95	9500805	3/15/95	WMT622
Portland	OR	9/15/96		13	2/1/95	9500804	3/15/95	WMT621
Richmond	VA	9/15/96		13	2/1/95	9500800	3/15/95	WMT617
San Antonio	TX	9/15/96		13	2/1/95	9500808	3/15/95	WMT623
San Juan	PR	9/15/96		13	2/1/95	9500803	3/15/95	WMT620
Atlanta	GA	9/17/96		12	1/1/95	9407958	3/17/95	WMT624
Boston	MA	9/17/96		10	1/1/95	9407959	3/17/95	WMT625
Detroit	MI	9/17/96		4	1/1/95	9407962	3/17/95	WMT628
Honolulu	HI	9/17/96		12	1/1/95	9407954	3/17/95	WMT620
Kansas City	KC	9/17/96		12	1/1/95	9407965	3/17/95	WMT629
Los Angeles	CA	9/17/96		13	1/1/95	9407960	3/17/95	WMT626

Memphis	TN	9/17/96	4	1/11/95	9407956	3/17/95	WM17672
Minneapolis	WI	9/17/96	4	1/11/95	9407961	3/17/95	WM17677
Minneapolis	MIN	9/17/96	4	1/11/95	9407965	3/17/95	WM17671
New York West	NY	9/17/96	10	1/11/95	9407967	3/17/95	WM17673
Baltimore	MD	11/15/96	4	1/11/95	9407963	5/15/95	WMG833
Long Island	NY	11/15/96	10	1/11/95	9407964	5/15/95	WMG834
North East	NJ	11/15/96	10	3/8/95	9407965	5/15/95	WMG835
Dayton	OH	11/24/96	12	2/22/95	9501577	5/24/95	WMW287
Miami	FL	11/30/96	10	2/15/95	9501392	5/31/95	WMW289
Providence	RI	11/24/96	10	2/22/95	9501576	5/24/95	WMW286
Indianapolis	IN	11/30/96	4	2/15/95	9501406	5/31/95	WMW292
Raleigh	NC	11/30/96	12	2/22/95	9501504	5/31/95	WMW290
Tampa	FL	11/30/96	10	2/15/95	9501391	5/31/95	WMW288
W. Palm Beach	FL	11/30/96	10	2/15/95	9501405	5/31/95	WMW291
Sacramento	CA	1/17/97	12	3/8/95	9502013	7/17/95	WMW858
Hartford	CT	1/18/97	10	3/15/95	9502470	7/18/95	WMW942
Philadelphia	PA	1/18/97	10	1/11/95	9407970	7/18/95	WMW943
San Francisco	CA	1/19/97	13	1/11/95	9407953	7/19/95	WMW867
Chattanooga	TN	5/6/97	11	5/10/95	9504379	11/6/95	WPJA795
El Paso	TX	5/6/97	7	5/10/95	9504374	11/6/95	WPJA796
Greenville	SC	5/6/97	11	5/10/95	9504368	11/6/95	WPJA798
Harrisburg	PA	5/6/97	12	5/10/95	9504368	11/6/95	WPJA794
Mobile	AL	5/6/97	12	5/10/95	9504363	11/6/95	WPJA793
Spokane	WA	5/6/97	2	5/10/95	9504360	11/6/95	WPJA798
Syracuse	NY	5/6/97	10	5/10/95	9504372	11/6/95	WPJA799
Tulsa	OK	5/6/97	11	5/10/95	9504369	11/6/95	WPJA797
Wichita	KS	5/6/97	12	5/10/95	9504373	11/6/95	WPJA797
Green Bay	WI	5/13/97	4	5/24/95	9505017	11/13/95	WPJA797
Madison	WI	5/13/97	4	5/24/95	9505016	11/13/95	WPJA797
Albany	NY	5/20/97	4	5/24/95	9505016	11/13/95	WPJA797
Abuquerque	NM	5/20/97	7	5/24/95	9504660	11/20/95	WPJA797
Battle Creek	MI	5/20/97	12	5/24/95	9504655	11/20/95	WPJA797
Birmingham	AL	5/20/97	11	5/24/95	9504655	11/20/95	WPJA797
Columbia	SC	5/20/97	11	5/24/95	9504654	11/20/95	WPJA797
Grand Rapids	MI	5/20/97	12	5/24/95	9504661	11/20/95	WPJA797
Jackson	MS	5/20/97	12	5/24/95	9504668	11/20/95	WPJA797
Little Rock	AR	5/20/97	11	5/24/95	9504650	11/20/95	WPJA797
Louisville	KY	5/20/97	9	5/24/95	9504652	11/20/95	WPJA797
Ogden	UT	5/20/97	12	5/24/95	9504655	11/20/95	WPJA797
Omaha	NE	5/20/97	10	5/24/95	9504652	11/20/95	WPJA797
Poughkeepsie	NY	5/20/97	12	5/24/95	9504651	11/20/95	WPJA797
Toledo	OH	5/20/97	11	5/24/95	9504664	11/20/95	WPJA797
Baton Rouge	LA	7/29/97	4	5/24/95	9504659	11/20/95	WPJA797
Greensboro	NC	7/29/97	12	5/24/95	9504656	11/20/95	WPJA797
New Orleans	LA	7/29/97	4	3/8/95	9502012	1/29/96	WPJA797
Albany	PA	8/1/97	10	5/10/95	9504367	1/29/96	WPJA797
Cape Cod	MA	8/1/97	10	5/10/95	9504361	2/1/96	WPJA797
Danbury	CT	8/1/97	10	5/10/95	9504378	2/1/96	WPJA797
Fort Worth	TX	8/1/97	4	5/10/95	9504375	2/1/96	WPJA797

CITY	STATE	CHANNEL	APP DATE	FILE NO.
Meibourne	FL	11	5/10/95	9504384
New Brunswick	NJ	10	5/10/95	9504382
South Bend	IN	12	5/10/95	9504387
Youngstown	OH	4	5/10/95	9504371
Southampton*	NY	10	8/2/95	9503711
Arlene City	NJ	10	8/7/95	9503385
Lansing	MI	12	5/24/95	9504883
Saginaw	MI	12	5/24/95	9504886
Stockton	CA	10	6/7/95	9503383

*The license of the Southampton, NY license area is held by Thomas A. Domenech and is in the process of being assigned to Milliwave.

39 GHz Radio Applications of the Partnership

CITY	STATE	CHANNEL	APP DATE	FILE NO.
Bakersfield**	CA	28/38	4/19/95	950485
Canton	OH	5	5/24/95	9504847
Charleston	SC	12	5/10/95	9504377
Eureka**	CA	5A/6A	4/19/95	9504868
Fort Wayne	IN	12	7/18/95	9508800
Fresno	CA	98/108	5/24/95	9504845
Knoxville	TN	4	5/10/95	9504376
Las Vegas	NV	3	5/10/95	9504385
Manchester	NH	12	6/7/95	9503384
Oklaheima City	OK	5	5/10/95	9504382
Olympia	WA	10	5/10/95	9504391
Oxnard	CA	138/148	5/24/95	9504857
Pacific	IL	12	5/24/95	9505018
Riverside	CA	13	5/24/95	9504848
Rockford	IL	12	5/24/95	9505019
Salt Lake City	UT	10	5/24/95	9504853
San Diego*	CA	1	1/11/95	9407857
San Jose**	CA	10	4/19/95	9503377
San Luis Obispo*	CA	7A/8A	4/19/95	9504857
Santa Rosa**	CA	13	8/9/95	9507948
Savannah	GA	12	5/10/95	9504388
Scranton	PA	12	5/24/95	9504858
Tucson	AZ	12	5/10/95	9504383
Wilmington	DE	5	5/10/95	9504370

* Recommendation pending on Dismissal of San Diego Application

** Applications for the Santa Rosa, San Luis Obispo, Bakersfield, Eureka and San Jose license areas were filed by and are pending in the name of Thomas A. Domenech but cannot be assigned these applications to Milliwave was granted by the FCC.

MARKETMIN/MAX LATMIN/MAX LONG

Albany, NY	42 09 27/43 09 48
Albuquerque, NM	34 47 00/35 47 00
Allentown, PA	40 15 00/41 00 00
Atlanta, GA	33 15 10/34 15 10
Atlantic City, NJ	38 58 55/39 58 55
Austin, TX	29 46 26/30 47 24
Bakersfield, CA	34 50 26/35 51 22
Baltimore, MD	38 47 26/39 47 26
Baton Rouge, LA	30 00 00/31 00 00
Battle Creek, MI	42 00 00/43 00 00
Birmingham, AL	33 08 00/34 09 00
Boston, MA	41 51 24/42 51 24
Buffalo, NY	42 22 52/43 22 52
Canton, OH	40 17 41/40 59 51
Cape Cod, MA	41 10 00/42 10 00
Charleston, SC	32 29 27/33 18 41
Charlotte, NC	34 43 44/35 43 44
Chattanooga, TN	34 31 27/35 31 23
Chicago, IL	41 22 28/42 22 28
Cincinnati, OH	38 36 07/39 36 07
Cleveland, OH	40 59 51/41 59 51
Columbia, SC	33 18 41/34 20 00
Columbus, OH	39 27 47/40 27 47
Dallas, TX	32 17 09/33 17 09
Danbury, CT	41 15 00/41 30 00
Dayton, OH	39 13 27/40 14 20
Denver, CO	39 14 58/40 14 58
Detroit, MI	41 49 48/42 49 48
El Paso, TX	31 29 26/32 29 26
Eureka, CA	40 12 41/41 41 13
Fort Wayne, IN	40 16 19/41 16 19
Fort Worth, TX	32 13 00/33 13 35
Fresno, CA	36 15 27/37 16 21
Grand Rapids, MI	42 25 30/43 25 44
Green Bay, WI	43 32 19/44 38 14
Greensboro, NC	35 43 45/36 34 32
Greenville, SC	35 15 50/35 16 12
Harrisburg, PA	39 47 26/40 28 00
Hartford, CT	41 13 27/42 09 27
Honolulu, HI	20 49 00/21 49/00
Houston, TX	29 15 26/30 15 26
Indianapolis, IN	39 15 27/40 16 19
Jackson, MS	32 00 00/33 00 00
Jacksonville, FL	29 49 26/30 50 24
Kansas City, KC	38 34 56/39 34 56
Knoxville, TN	35 27 27/36 27 22
Lansing, MI	41 49 34/42 49 48
Las Vegas, NV	35 30 00/36 29 55
Little Rock, AR	34 06 00/35 06 00
Long Island, NY	40 19 19/41 19 19
Los Angeles, CA	33 33 15/34 33 15

73 10 26/74 33 33
105 46 00/107 00 00
75 06 10/76 06 10
83 53 37/84 53 37
74 02 15/75 02 15
97 09 42/98 19 56
118 22 35/119 30 00
76 06 45/77 06 45
91 08 00/92 18 14
84 54 17/86 15 37
85 51 30/87 04 00
70 33 25/71 33 25
78 22 21/79 22 21
80 42 46/82 02 03
69 55 05/71 20 25
79 38 38/80 50 37
80 20 45/81 20 45
84 50 00/85 45 00
87 08 22/88 08 22
84 00 35/85 00 35
81 11 50/82 11 50
80 15 00/81 27 35
82 30 17/83 30 17
96 17 37/97 17 37
73 20 00/74 41 09
83 30 17/84 49 08
104 29 22/105 29 22
82 32 57/83 32 57
106 34 02/106 45 13
129 84 40/126 34 47
84 47 50/85 47 50
97 17 30/98 28 28
119 08 54/120 24 36
85 23 02/86 27 22
87 31 00/88 33 00
79 23 14/80 38 17
81 39 00/82 55 10
76 15 00/77 10 30
71 59 03/73 20 18
157 22 00/158 22 00
94 51 37/95 51 37
85 29 16/86 48 09
89 43 33/90 55 00
81 15 00/82 34 58
94 05 20/95 05 20
83 19 18/84 33 56
83 37 30/84 54 17
114 30 00/115 40 00
91 55 00/93 08 00
72 58 50/73 58 50
117 44 28/118 44 28

Louisville, KY	37	40	00/38	40	00	85	15	00/86	15	00
Madison, WI	42	30	00/43	32	19	88	24	15/89	34	00
Manchester, NH	42	51	24/43	51	24	70	38	30/71	38	30
Melbourne, FL	27	33	00/28	45	06	80	16	05/81	10	05
Memphis, TN	34	38	46/35	38	46	89	33	13/90	33	13
Miami, FL	25	00	00/26	10	37	80	00	00/80	57	08
Milwaukee, WI	42	32	19/43	32	19	87	24	15/88	24	15
Minneapolis, MN	44	28	47/45	28	47	92	45	43/93	45	43
Mobile, AL	30	10	00/31	10	00	87	10	00/88	22	25
Nashville, TN	35	39	27/36	40	21	86	09	12/87	24	19
Newark/NE NJ	40	15	06/41	15	06	73	29	39/74	29	39
New Brunswick, NJ	39	58	55/40	59	10	73	47	23/74	52	30
New Orleans, LA	29	33	26/30	30	00	89	58	47/91	08	52
New York West, NY	40	22	30/41	22	30	74	00	00/75	00	00
Norfolk, VA	36	21	27/37	22	21	75	51	51/77	07	39
Ogden, UT	41	00	00/42	00	00	111	09	47/112	29	00
Oklahoma City, OK	34	56	27/35	56	23	96	52	33/98	06	42
Olympia, WA	46	25	00/47	25	00	122	09	00/123	38	30
Omaha, NE	40	37	30/41	44	47	95	45	00/96	55	00
Orlando, FL	28	02	42/29	02	42	80	52	38/81	52	38
Oxnard, CA	33	50	00/34	45	00	118	44	28/119	57	08
Peoria, IL	39	39	20/40	51	30	88	54	15/89	58	30
Philadelphia, PA	39	26	58/40	26	58	74	39	21/75	39	21
Phoenix, AZ	32	57	12/33	57	12	111	34	28/112	34	28
Pittsburgh, PA	39	56	19/40	56	19	79	30	00/80	30	00
Portland, OR	44	46	28/45	47	16	121	56	33/123	22	41
Poughkeepsie, NY	41	30	00/42	09	27	73	30	00/74	51	23
Providence, RI	41	29	27/42	30	18	70	43	53/72	05	28
Raleigh, NC	35	16	26/36	17	22	78	02	23/79	17	09
Richmond, VA	37	01	27/38	02	21	76	51	30/78	07	89
Riverside, CA	33	12	30/34	18	00	117	05	00/118	05	00
Rochester, NY	42	39	41/43	39	41	77	06	21/78	06	21
Rockford, IL	41	30	00/42	30	00	88	08	22/89	14	30
Sacramento, CA	38	15	00/39	08	20	120	42	55/122	00	32
Saginaw, MI	42	49	48/43	50	08	83	17	30/85	01	32
Salt Lake City, UT	40	00	00/41	00	00	111	09	47/112	29	00
San Antonio, TX	28	54	26/29	55	25	97	55	00/99	04	39
San Diego, CA	32	12	53/33	12	53	116	39	21/117	39	21
San Francisco, CA	37	16	39/38	16	39	121	54	40/122	54	40
San Jose, CA	36	47	27/37	30	00	121	30	00/122	22	52
San Juan, PR	17	44	25/18	45	29	65	31	57/66	35	52
San Luis Obispo, CA	34	27	00/35	27	00	120	00	00/120	53	00
Santa Rosa, CA	38	16	19/39	00	00	121	45	01/122	00	32
Savannah, GA	31	35	20/32	35	10	80	25	20/81	35	20
Scranton, PA	41	00	00/41	54	15	74	52	30/76	05	20
Seattle, WA	47	06	32/48	06	32	121	50	12/122	50	12
South Bend, IN	41	25	05/42	25	30	85	47	50/87	08	30
Southampton, NY	40	40	00/41	13	27	71	50	00/72	58	50
Spokane, WA	47	00	00/47	59	36	116	34	00/118	04	12
St. Louis, MO	38	07	45/39	07	45	89	42	22/90	42	22
Stockton, CA	37	29	27/38	07	26	119	51	00/121	30	00
Syracuse, NY	42	30	00/43	29	44	75	45	00/77	06	21
Tampa, FL	27	23	26/28	24	26	81	40	31/82	49	10

Toledo, OH	40 49 48/41 49 48	83 16 40/84 16 40
Tucson, AZ	31 40 00/32 40 00	110 30 00/111 30 00
Tulsa, OK	35 40 00/36 40 00	95 30 00/96 27 01
Washington, D.C.	38 23 51/39 23 51	76 30 33/77 30 33
W. Palm Beach, FL	26 05 26/27 06 26	79 55 56/81 03 47
Wichita, KS	37 00 00/37 59 53	96 45 00/97 45 00
Wilmington, DE	39 14 30/40 14 46	75 39 21/76 06 45
Youngstown, OH	40 30 00/41 30 00	80 25 10/81 07 00

FCC 494A FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554 Est. Avg. Burden Hrs. Per Response: 20 Minutes	Approved by OMB 3080-0403 Expires 03/31/97	FCC Use Only
CERTIFICATION OF COMPLETION OF CONSTRUCTION Important: Read Instructions on Back Before Completing		

1. Name of Licensee Milliwave Limited Partnership			(Area Code) Telephone Number (407) 790-2082	
Mailing Street Address or P.O. Box, City, State and Zip Code 370 Wood Dale Lane Wellington, FL 33414			Call Sign or Other FCC Identifier (if applicable) WMT607	
2. Fee Data. Refer to 47 CFR 1.1105 or the Common Carrier Services Fee Filing Guide.			FCC Use Only	
(a) Fee Type Code CJP	(b) Fee Multiple, if required	(c) Fee Due for Fee Type Code in 2(a) \$180.00		
3. Number of Channels (if MDS or DEMS)	4. Use Codes (See Instructions)			5. Call Sign
	(a) Service CF	(b) Type of Use SC	(c) Class of Station FX	WMT607
6(a) Conditional License File No.	(b) Date of Grant	7(a) Date Construction Completed 06/07/96	(b) Date Service to Commence 06/07/96	
8. Transmitt Station Information				
(a) Station Name Denver	(b) Street Address within Authorized Service Area	(c) City See Exhibit 1	(d) State CO	(e) County Various
(f) Ant. Str. Height	(g) Building Height	(h) Ground Elevation	(i) Service Area	(j) Latitude (k) Longitude

9(a) Have Section 21.42 modifications been made?

☐ YES☒ NOIf "YES," identify 21.42 subsection to describe modification
(for example 21.42(a), 21.42(c)(3), etc.):(b) If modifications were made pursuant to subsection (c) of 21.42, answer (i) and (n) below: **N/A**

(i) Do the cumulative effect of all facility changes made within any 90 day period exceed the appropriate values prescribed at Section 21.42(c)?

☐ YES☐ NO

(ii) Was the Commission notified of the modifications within 30 days by filing of completed FCC Form 494?

☐ YES☐ NO10(c) Are the modifications made herein subject to the prior frequency coordination or notification procedures required by Section 21.100(c)? **N/A**☐ YES☐ NO(b) Were the prior frequency coordination or notification procedures required by Section 21.100(d) followed? **N/A**☐ YES☐ NO(c) If this is a Section 21.42(c) modification to a MDS or DEMS station, was a copy of interference analysis served on those required by Sections 21.502 and 21.504? **N/A**☐ YES☐ NO

If "YES," provide date served:

11. The Commission must be notified of modifications made pursuant to Section 21.42. Applicant represents that (mark "X" one):

☐ A completed FCC Form 494 is attached to this notification.☐ A completed FCC Form 494 was filed with the Commission on (give date):

12. Certification: The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 853a, or, in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 CFR 1.2002(b).

☒ YES☐ NO

The undersigned, individually and for the applicant, hereby certifies that the representations contained in the application for license and/or modification application are still true and correct, construction of the facilities as authorized has been completed, the station is now operational and ready to provide service to the public, and will remain operational during the license period, unless the license is submitted for cancellation, and that the statements made in this certification are true, complete and correct to the best of his (her) knowledge and belief, and are made in good faith.

Date June 7, 1996	Typed or Printed Name of Person Signing Alex D. Felker	Willful false statements made on this form are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction authorization (U.S. Code, Title 47, Section 312(a)(1)), and/or forfeiture (U.S. Code, Title 47, Section 503).
Signature <i>Alex D. Felker</i>	Title (Position Held by Person Signing) Executive Vice President	

**FCC FORM 494-A
EXHIBIT 1**

Milliwave Limited Partnership's ("Milliwave") authorization for its Denver, CO service area authorizes Milliwave to provide service within a rectangular service area whose geographic coordinates are:

39-14-58 Minimum Latitude
40-14-58 Maximum Latitude
104-29-22 Minimum Longitude
105-29-22 Maximum Longitude

Milliwave has timely completed construction within its Denver, CO service area at the following location:

39-40-25 North Latitude
104-53-51 West Longitude

The flexible nature of the point-to-point microwave radio operations in this frequency band allows operation at other locations within the authorized service area. In accordance with Section 21.711(c) of the Commission's Rules, 47 C.F.R. § 21.711(c) (1995), Milliwave will file with the Commission not later than January 31 and July 31 each year a complete list of all of Milliwave's operations within its authorized Denver, CO service area.

Schedule 3.05(d)

The License for the Southampton, NY license area is held individually by Thomas A. Domencich. Mr. Domencich is in the process of preparing and filing the application necessary to assign this authorization to Millwave.

Applications for the Santa Rosa, San Luis Obispo, Bakersfield, Eureka and San Jose license regions were filed by and are pending in the name of Thomas A. Domencich but consent to assign these applications to Millwave was granted by the FCC.

An oral settlement agreement was ^{reached} ~~reached~~ with DCT Communications to assign a 35% interest in Millwave's pending application for the Knoxville market area in consideration for dismissal of a competing application by DCT. The settlement agreement has not been fully implemented due to the FCC application and amendment freeze.

Millwave has requested, or is in the process of requesting, that the FCC issue corrected authorizations with respect to the authorizations in the San Francisco, Baltimore, Long Island and Northeast New Jersey to properly identify the licensee or the call sign of the station.

Note: Millwave's authorizations are subject to the requirement that Millwave satisfy the construction requirements set forth in the rules and regulations of the FCC. Failure to meet the applicable construction requirement with respect to any authorization will result in the automatic termination of the authorization.

In the Notice of Proposed Rule Making, FCC 95-500, released December 15, 1995 (the "Notice"), the FCC proposes to impose additional construction obligations upon incumbent 39 GHz licensees. In public filings submitted in response to the Notice, Millwave has indicated that certain of the proposed requirements are unduly burdensome and, if adopted, are unlikely to be able to be met by Millwave. Failure to meet any such requirement with respect to a license could result in a forfeiture of the license or a loss of service.

Schedule 3.08: Assets and Liabilities

Liabilities

~~Loans to the Partnership~~

~~Thomas A. Domencich \$ 100,000.00 (Interest not included)~~

~~Dennis R. Patrick \$ 100,000.00 (Interest not included)~~

FLG

Current Invoices of the Partnership

Bryan, Cave	\$ 76,683.78
Shaw, Pittman	\$ 4,495.67 (Estimate)
Goodwin, Proctor & Hoar	\$ 110,000.00 (Maximum)
Paul, Hastings	\$ 26,306.60 (Estimate)
TR West	\$ 3,701.82
Federal Express	\$ 134.85
Printshop 2000	\$ 65.94
Quick Messenger	\$ 18.82
Capital Splice	\$ 339.73
Heldrick & Struggles	\$ 12,337.85
Alex D. Felker	\$ 14,583.33

Unpaid Payroll Tax Liability \$ 11,427.03

Accrued Salaries \$ 6,115.39

Equipment Invoices

P-Com \$ 424,925.73

Uninvoiced Equipment Purchase Orders

P-Com \$ 160,000.00 (Estimate)

Uninvoiced But Quantifiable Liabilities

Endgate \$ 5,000.00

Shaw, Pittman \$ 65,000.00 (Estimate)

Uninvoiced, Unquantifiable Liability

TR West (Technical Consultants) Time & Materials
Not Yet Billed

Outstanding Travel Expense Vouchers of the Partnership

Thomas A. Domencich \$ 5,000.00 (Estimate)

Dennis R. Patrick \$ 5,000.00 (Estimate)

Alex D. Felker \$ 5,000.00 (Estimate)

Executive Search Consultants to the Partnership

Heldrick & Struggles \$ 50,662.15

Warren, Morris & Madison, Ltd. \$ 33,334.00

Office space and equipment for the Partnership

Contingent liability for beneficial use and acquisition \$ 100,000.00

Total Liabilities \$ 1,322,134.87

Assets

Inventoried Equipment \$ 584,925.73
(70 TeLink 38 Terminals and antennas)

Office Equipment \$ 75,000.00

Cash \$ 5,050,000.00

Total Assets \$ 5,709,925.73

Schedule 3.07: Contracts

Loans

Thomas A. Domencich	\$ 100,000.00	(Interest not included)
Dennis R. Patrick	\$ 100,000.00	(Interest not included)

Purchase Orders

P-Com	\$ 584,900.00
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Executive Search Consultants

Heldrick & Struggles	\$ 83,000.00
Warren, Morris & Madison, Ltd.	\$ 50,000.00

At Will Employment Relationships

(Amounts Annualized Less Benefits -- to be determined)

Dennis R. Patrick	\$ 250,000.00
Celesa Gibbs	\$ 28,000.00
Vincent Keber	\$ 40,000.00

Consultant Relationship

Alex D. Felker	\$ 175,000.00	(Amount Annualized)
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Office space and equipment

Contingent liability for beneficial use and acquisition	\$ 100,000.00	FLG
	75,000.00	

Other

TR West (Tech. Consultants)	Time & Materials
<i>(MOU for link construction; five regions specified, but the identity of the regions has been changed on the basis of subsequent discussions).</i>	Not Yet Billed

Site Leases

*(All site leases are month-to-month;
leases marked with * also include one time \$100 signing fee;
leases marked with ** also include one time \$200 signing fee)*

University of Houston System KUHT-TV	\$ 200.00 /month
AETC, Inc., Atlanta, GA	\$ 200.00 /month
KETC (TV), St. Louis, MO	\$ 200.00 /month
* Tonya Dressel, Seattle, WA	\$ 200.00 /month
* Clarence Damercon, Seattle, WA	\$ 200.00 /month
* James Nevans, Beaverton, OR	\$ 200.00 /month
* Dale Kellerman, Beaverton, OR	\$ 200.00 /month
MAM Management, Washington, DC	\$ 300.00 /month
** Joseph C. Moffett	\$ 55.00 /month
John Kahoun	

Schedule 3.08: Litigation

As of June 28, 1996, Millwave, L.P. is not the subject of any pending litigation.

Note: Millwave's authorizations are subject to the requirement that Millwave satisfy the construction requirements set forth in the rules and regulations of the FCC. Failure to meet the applicable construction requirement with respect to any authorization will result in the automatic termination of the authorization.

In the Notice of Proposed Rule Making, FCC 95-500, released December 15, 1995 (the "Notice"), the FCC proposes to impose additional construction obligations upon Incumbent 39 GHz licensees. In public filings submitted in response to the Notice, Millwave has indicated that certain of the proposed requirements are unduly burdensome and, if adopted, are unlikely to be able to be met by Millwave. Failure to meet any such requirement with respect to a license could result in a forfeiture of the license or a loss of service.

Schedule 3.10: Approvals

Note: Millwave's authorizations are subject to the requirement that Millwave satisfy the construction requirements set forth in the rules and regulations of the FCC. Failure to meet the applicable construction requirement with respect to any authorization will result in the automatic termination of the authorization.

In the Notice of Proposed Rule Making, FCC 95-500, released December 15, 1995 (the "Notice"), the FCC proposes to impose additional construction obligations upon incumbent 39 GHz licensees. In public filings submitted in response to the Notice, Millwave has indicated that certain of the proposed requirements are unduly burdensome and, if adopted, are unlikely to be able to be met by Millwave. Failure to meet any such requirement with respect to a license could result in a forfeiture of the license or a loss of service.

Schedule 3.13: Employees of Millwave, L.P.

Dennis R. Patrick
Celeste Gibbs
Vincent Keber