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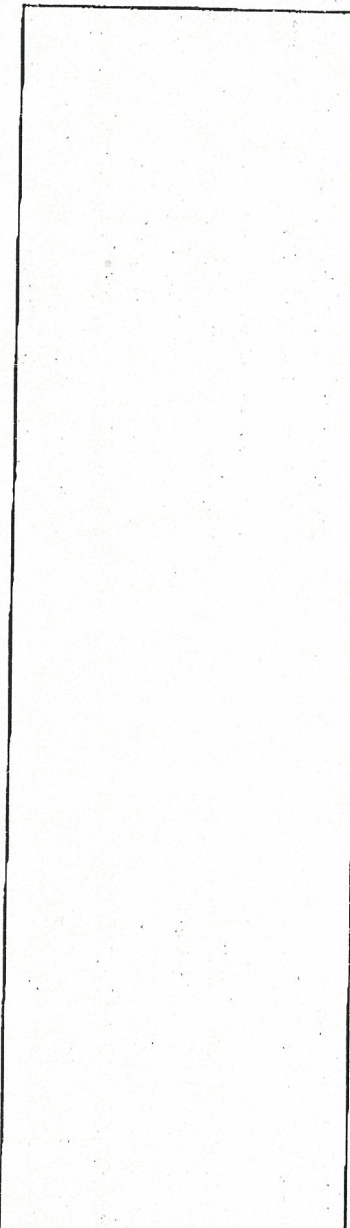
Individual: George Li
Company Name: Federal Communication Commission
Direct Phone #: (202) 418-2824
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November 28, 2001

RECEIVED

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

BY HAND
Magalie Roman Salas, Esq.
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

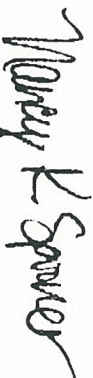
Re: Chicago 20MHz, LLC - FRN: 0001-6562-06
Pro Forma Assignment of International Section 214 Authorization
To: PrimeCo Spectrum Holdings LLC - FRN: 0005-0519-09
File No. **ITC-TC-20010731-00424**

Dear Ms. Salas:

On behalf of Chicago 20MHz, LLC ("Chicago 20 MHz") and PrimeCo Spectrum Holdings LLC, a Delaware limited liability company ("PrimeCo"), this is to notify the Commission that on October 31, 2001, the above-referenced International Section 214 Authorization was assigned from Chicago 20MHz to PrimeCo. PrimeCo is a wholly owned subsidiary of Chicago 20MHz. The transaction was purely *pro forma* in nature because the ultimate ownership and control of the authorization remains the same. Therefore the transaction is subject to the reporting requirements of Section 63.24 of the Commission's rules. For the Commission's records, please find an updated ownership disclosure with certain non-substantive changes to the PrimeCo ownership structure.

Please address any inquiries regarding this matter to the undersigned.

Very truly yours,



Nancy K. Spooner
Eliot J. Greenwald

cc: Cynthia A. Nastanski, Esq.
Steven L. Greenberg
Jonathan Wry, Esq.
Deborah Simnott, Esq.

Information for PrimeCo Spectrum Holdings, LLC Required Pursuant to Sections 63.18(b) - (p):

The following entities hold a ten percent (10%) or greater direct ownership or management interest in **PrimeCo Spectrum Holdings, LLC**:

Name: Chicago 20 MHz, LLC (100%)
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 100%
Citizenship: U.S.A.
Principal Business: Holding company.

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in **PrimeCo Spectrum Holdings, LLC**, through **Chicago 20 MHz, LLC**:

Name: PrimeCo Wireless Communications, LLC (100%)
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 100%
Citizenship: U.S.A.
Principal Business: Holding company.

The following entities hold a ten percent (10%) or greater direct ownership or management interest in **PrimeCo Wireless Communications, LLC**; citizenship is U.S., unless otherwise noted:

Name: Clarity Partners, L.P.
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 14.89%
Citizenship: U.S.A.
Principal Business: Investment

Name: Clarity Advisors L.P.
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 2.56%
Citizenship: U.S.A.
Principal Business: Investment

Name: Clarity Associates L.P.
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 24%
Citizenship: U.S.A.
Principal Business: Investment

Name: Clarity PrimeCo Holdings LLC
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 9.09%
Citizenship: U.S.A.
Principal Business: Investment

Name: Clarity PrimeCo GP
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 2.48%
Citizenship: U.S.A.
Principal Business: Investment

Name: JPMP Chicago PCS, LLC
Address: 1221 Avenue of the Americas
New York, NY 10020
Percentage Held: 1.3%
Citizenship: U.S.A.
Principal Business: Investment

Name: J.P. Morgan Partners (BHCA), L.P.
Address: 1221 Avenue of the Americas
New York, NY 10020
Percentage Held: 12%
Citizenship: U.S.A.
Principal Business: Investment

Name: Trimaran Chicago Partners, LLC
Address: c/o Trimaran Fund Management LLC
425 Lexington Avenue, New York, NY 10017
Percentage Held: 20.8%
Citizenship: U.S.A.
Principal Business: Investment

Name: PCG Chicago PCS, LLC
Address: 360 N. Crescent Drive
Beverly Hills, CA 90210
Percentage Held: 13.3%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through Clarity Partners, L.P., Clarity Advisors L.P., and Clarity Associates L.P., Clarity PrimeCo Holdings, LLC, and Clarity PrimeCo GP:

Name: Clarity GenPar, LLC
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 29.26%
Citizenship: U.S.A.
Principal Business: Investment

The following individuals hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through Clarity GenPar, LLC:

Name: Barry Porter
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 29.26%
Citizenship: U.S.A.
Principal Business: Investment

Name: Stephen P. Rader
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 29.26%
Citizenship: U.S.A.
Principal Business: Investment

Name: R. Rudolph Reinfrank
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 29.26%
Citizenship: U.S.A.
Principal Business: Investment

Name: David Lee
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 29.26%
Citizenship: U.S.A.
Principal Business: Investment.

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through JPMP Chicago PCS, LLC:

Name: J.P. Morgan Partners (BHCA), LP
Address: 1221 Avenue of the Americas
New York, NY 10020
Percentage Held: 13.3%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through J.P. Morgan Partners (BHCA), LP:

Name: JPMP Master Fund Manager, LP
Address: 270 Park Avenue
New York, NY 10017
Percentage Held: 13.3%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through JPMP Master Fund Manager, LP:

Name: Chatham Ventures, Inc.
Address: 270 Park Avenue
New York, NY 10017
Percentage Held: 13.3%
Citizenship: U.S.A.
Principal Business: Investment

Name: JPMP Capital Corp.
Address: 270 Park Avenue
New York, NY 10017
Percentage Held: 13.3%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through Chatham Ventures, Inc.:

Name: J.P. Morgan Chase & Co.
Address: 270 Park Avenue
New York, NY 10017
Percentage Held: 13.3%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through JPMP Capital Corp.:

Name: J.P. Morgan Chase & Co.
Address: 270 Park Avenue
New York, NY 10017
Percentage Held: 13.3%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through PCG Chicago PCS, LLC:

Name: PCG Tagi (Series F), LLC
Address: 360 N. Crescent Drive
Beverly Hills, CA 90210
Percentage Held: 13.3%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through PCG Tagi (Series F), LLC:

Name: GKW Unified Holdings LLC
Address: 360 N. Crescent Drive
Beverly Hills, CA 90210
Percentage Held: 13.3%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through GKW Unified Holdings LLC:

Name: Pacific Capital Group, Inc.
Address: 360 N. Crescent Drive
Beverly Hills, CA 90210
Percentage Held: 13.3%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through Trimaran Chicago Partners, LLC:

None.

Interlocking directorates: Gary Winnick and Lodwrick Cook, officers and directors of Pacific Capital Group, Inc., are also officers and directors of Global Crossing Ltd., a Bermuda corporation with subsidiaries operating as telecommunications carriers in numerous countries. Mr. Winnick and Mr. Cook are also officers and directors of Asia Global Crossing Ltd., a Bermuda corporation that also has subsidiaries operating as telecommunications carriers in numerous countries. Global Crossing Ltd, Asia Global Crossing Ltd., and their respective subsidiaries are not dominant on any of the international routes over which they provide telecommunications services, and are not the dominant or incumbent telecommunications provider in any of the countries in which they operate.

CERTIFICATION

I, Barry Porter, do hereby certify as follows:

My business address is 100 N. Crescent Drive, Beverly Hills, CA 90210.

I am the Managing Member of the General Partner of Clarity Partners, LP ("Clarity"). Clarity is a member of PrimeCo Wireless Communications LLC ("Parent"). Parent is the sole member of Chicago 20MHz, LLC ("Chicago 20 MHz"). Chicago 20MHz, in turn, is the sole member of PrimeCo Spectrum Holdings LLC ("Licensee Sub").

On October 31, 2001, there was a *pro forma* assignment of International Section 214 Authorization File No. ITC-T/C-20010731-00424 from Chicago 20MHz to Licensee Sub. Since Parent remains the ultimate parent, the transaction was *pro forma* in nature.

The assignment of authorization from Chicago 20MHz to Licensee Sub described above is non-substantial and, together with all other non-substantial transactions, does not involve a change in the ultimate control of the authorization.

Attached hereto is the ownership information for Licensee Sub.

I certify under penalty of perjury that the foregoing is true and correct.

Executed on November 15, 2001



Barry Porter