

FELLOW AWS PARTNERS:

OUR ASSETS MAY BE IN JEOPARDY. IMPORTANT INFORMATION NEEDS TO BE
DISCLOSED TO YOU IMMEDIATELY. PLEASE READ ALL LETTERS CAREFULLY.

Robert Gerry

Port St. Lucie, FL 34983

Dear Partners:

January 21, 1994

I give you permission to share this letter with any of your AWS partners, because most importantly I feel you and I have not received the full and true facts from some management committee members in regards to our investment partnerships with AWS.

I recently received a telephone call (as I know many of you did) telling me (not asking me) exactly how, when and why I should vote to sell out to AWS

When I asked why not attempt to go public and receive the return on our investments that we all expected from AWS I was told the committee was advised not to and they voted unanimously not to go public. I have since found out that there are some inaccuracies in this statement. When I asked why not go public I was not able to get any reasons why not. Why not?

I have also noticed all correspondence from the management committee comes from Phoenix, Arizona with no return address or addressee. Why from Phoenix and no return addressee or address? I strongly urge you to keep all letters and postmarked envelopes you receive from any management committee members.

I urgently, for all of our sakes, ask you to support Ken Thomson's proposal if you want an honest and fair return on your investments.

Do not be fooled by a few peoples' inaccuracies. Be patient and hear all sides of this situation.

I was amazed and shocked when I found out the truth about AWS and it's principles.

Sincerely yours,

Signature on File

Robert O. Gerry

EDWIN A. WATTS, P.E.
CONSULTING STRUCTURAL ENGINEER

Dear Fellow Investors:

1/21/94

LET'S NOT ALLOW THE STORE TO BE ROBBED AGAIN.

With so many letters in the mail regarding important decisions which are upon us, I felt it imperative that I share information with you which seemingly no one else has addressed.

Being chairman of one of the management committees, and having spent many hours researching and analyzing options open to us, these factual comments come to you from an informed partner. We truly are in a dynamic, very profitable industry. The decisions we make in the next few days will determine the success or failure of our investments. The highest risks are behind us. Success remains if handled correctly.

***** LET'S NOT GIVE IT AWAY NOW *****

Capital required: My committee has spent a total of \$50.00 in legal fees and that includes getting rid of AWS!

We have arranged all of the necessary elements for beginning operations and have an agreement with a low overhead operator who runs a system of 80,000+ subscribers with a total staff of 5. He tells me that if FTW has 2500 subscribers, it is already in positive cash flow if operated correctly. While we did not discuss Minneapolis, I feel his comments would be the same.

To turn any system over to AWS or any of their corporations, I feel, would be a colossal mistake; they have already spent millions of our dollars trying to learn how to run our systems. Regarding some partnership meetings, puppet shows look different once you can see who is pulling the strings.

If it is true that the AWS folks are under investigation by the federal SEC and the Justice Department, that could adversely affect the value of their stock in the future. As chairman of a former AWS partnership, it is my opinion that if they cannot "buy" a member, they will begin to attack his/her integrity through some they have "bought".

I agree with the points in Steve 's letter and I whole heartedly recommend that we follow through with making a public offering of all of our markets combined into one entity proportioned with assistance from outside experts. Ken Thompson and have spent much time and have used their experience and expertise in the right places doing the right things to make us all successful. Let's go with it.

Please feel free to share this letter with any of our fellow investors.

Sincerely,

Signature On File

Edwin A. Watts

• ARLINGTON, TEXAS 76010 •



Land, Sea, or Air
I'll Be There!

January 19, 1994

FROM THE DESK OF BUNTON HUMPHREY

Dear Fellow Investors:

Many of us have had multiple units invested in AWS partnership markets. It has been my privilege to serve on 2 different management committees. I have been in and around the sales offices and corporate offices in California for weeks at a time. During this time I have met and become friends with many partners, AWS sales agents, and corporate personnel as well as the principals.

After many phone calls from numerous partners, I shall attempt to state my position for the benefit of all investors.

First of all, I support Ken Thompson, and our management committee. To form a "shell" corporation and going public with our 3 large systems is an excellent choice. Recently, I met with partners from Pittsburgh, Minneapolis and Fort Worth in Dallas, TX. An attorney with many years' experience in penny stock reverse mergers sat in on our meeting. He advised us to proceed with the plans to incorporate.

Both and Ken are very capable businessmen and very trustworthy. So please weigh any information you receive to the contrary very carefully.

Always, I have stated AWS made it possible for small investors to have a chance to own a part of a major wireless cable company. For this, we have paid them well. Now it is time for us to take charge. We, the partners, should reap the potentially big profits rather than allow AWS to take over and then sell out to a large corporation. Check the value of recently formed corporations in the wireless industry. Partners, let's make a conscious, wide-awake decision!

In reference to Mr. Steve's letter, it is true of the promise made to him in regards to the Pat Thompson/Nashville, TN market. I did advise him to get the agreement in writing. So the story goes on -- can we believe what we are promised?

We have control of potentially hundreds of millions of dollars of wireless cable systems. Let's keep it and not fall for future promises.

Sincerely submitted,

Signature On File

Wm. "Bunton" Humphrey

P.S. You have my permission to copy and share this letter.

From: Wetzell Ward, Partner

To: Fellow AWS Partners

I am a partner in several AWS partnerships. You have my permission to share this letter with any other partners of any other AWS partnerships, if deemed appropriate.

I have known Steven since 1983 and I concur with his letter dated January 7, 1994. I wish to further confirm that did in fact make many excellent investment recommendations, including but not limited to those on page two of his letter.

has always put his clients' interests before his own, and his client base is almost completely referrals from satisfied clients. Knowing the type of person is, and knowing how high his values are, I can appreciate his strong concern about his clients' investments achieving the success that was expected.

I agree that before we change the structure of our current investments we should all more fully investigate any potential purchasers of our assets. I believe that if a party buying our assets has unhappy investors from other transactions, this should be looked into in great detail and with a full disclosure.

- If any unhappy investors ever got together for some type of class action suit and/or the SEC became involved in some type of investigation, the value of the stock of our purchaser could be adversely affected and the returns of our investment could be diminished.

I believe that the track record and experience of and Ken Thomson C.P.A. warrant that we as partners investigate fully any options these individuals may recommend.

Sincerely,

Signature On File

Wetzell Ward
Partner

January 19, 1994

Dallas, Texas 75248

To: Fellow Partners (Fort Worth & Fayetteville):

I have received a FAX transmission of a letter prepared by Steven , dated January 7, 1994.

I was a member of the first Management Committee in the Fort Worth Partnership. I have trusted research, investment competence and credibility in connection with several investments during the past several years. He has always provided factual information which greatly assisted me in making informed decisions. His follow-up, after the sale, with information and assistance has been outstanding.

This letter concurs with letter regarding the matters which occurred during the time I was a member of the first Fort Worth Management Committee. Valuable time has been wasted in the Fort Worth and Fayetteville Markets due, in large measure, to some of the problems referred to in Mr. letter.

It is time that we move forward in a positive and constructive manner. In this regard, I strongly support Ken Thomson and in the work they have accomplished on our behalf. I greatly appreciate the efforts of these men and am very impressed with their abilities and diligence in working toward possible alternatives for our partnerships.

I encourage your active participation and support in connection with the decisions which must be made in the near future in these partnerships.

Yours truly,

Signature On File

Grady B. Waggener, Partner

Note: This letter may be shared with partners in other markets, as deemed appropriate.

Management Committee Member

Ft. Worth II
Fayetteville

Fellow Investors,

Many of you know my voice based on numerous hours of phone conversation regarding progress in the above two markets. I feel by your response and comments in closing conversation, that you are confident in my participation as well as the committee as a whole. With that confidence I ask you trust my fully educated following comments. The Chairman of Ft. Worth, The Chairman of Pittsburgh, Ken Thomson, and the Chairman of Fayetteville, Ed Watts, are highly successful people and self made. Their business knowledge and full understanding of “the game” need not be taken lightly. When they take time to speak, write, or comment, one who is wise pays attention. It is the responsibility of a fiduciary to at all times, uphold “unit holder” value with an ironclad grip. Rest comforted that any implication to the contrary, from any entity to discredit these gentlemen, is an attempt to confuse you, in fear the above gentlemen may just in fact, “WAKE YOU UP!”

Remember, according to Webster, a fiduciary is “a person who stands in a specific relation of trust, confidence and responsibility to others.” As President of a corporation, i.e. Jeffery Howes, one would assume the fiduciary responsibility would be in tact! How many of you feel your investment is in good hands?

Steven, a private consultant, has worked diligently in keeping the screen clear beyond the smoke and mirrors that have continued to haunt us. I fully concur with any written word from Steven, Bunton Humphrey, Ed Watts, and Ken Thomson.

Please, with this information, DO NOT be swayed in any direction that you are intuitively uncomfortable with or don’t understand. We as a committee members are at your beckon call, so please “LEAN ON US.”

In the event AWS was to tempt you, as an individual, with a new promise, look at their performance to date and the information above then ask yourself, “DO YOU FEEL LUCKY?” ←



If you feel Jeff Howes should disclose all past and present actions in his creation of Wireless Cable, General Partnerships and other investments in which he controlled, show your support by checking...

Yes
No

If you wish to receive full detailed plans created by individuals on management committee’s (Thomson, Stevens), then check your request.

Yes
No

Daniel E Stevens

Note: Please feel free to reproduce and disburse to investors as deemed necessary.

SIGNATURE ON FILE

FROM
THE DESK OF
JUDY ROBBINS

To: Clients and Fellow Partners

Dated: January 10, 1994

I have recently received a fax of a letter sent out by whom I have known to be above reproach. He has handled many of my own investments successfully, as well as investments of my most preferred clients. Many of you know that his business comes mostly from referrals and is based on his past performance, which has been incredible. His letter was five pages, and having been involved in many different wireless communication partnerships, both as an investor and as a sales person, the knowledge I have of the facts in his letter is direct, and I can tell you that having reviewed his letter line by line, all facts he has stated are true and correct. I understand he was only able to share a small portion of a vast river of promises yet to be fulfilled.

If we all work together I'm sure we can assist AWS in fulfilling all of the promises they made to us, including those in his letter.

has given me permission to send his letter to my clients in the hope that as information is shared between partnerships it will benefit all parties involved.

Please read his letter very carefully, word for word, and then do your own research to verify the truth that is contained in each sentence of his letter. After you have read his letter, any additional information that you can add from your own knowledge and experience should be sent in writing to Ken Thomson C.P.A.

I believe, if anything, that understated the qualifications, and I hope that many of you can see the résumés of Mr. Thomson which paint a clear picture of a portion of the skills these men possess. Please support Ken Thomson C.P.A. in every way that you can. If you are unable to attend one of the partnership meetings perhaps you can write a letter requesting that either Mr. Thomson have power of proxy to vote your units with their own. That way there is more power behind their suggestions, which should be elaborated on both at partnership meetings and by letters.

Sincerely,

Signature On File

Judy Robbins, Partner

Dear Clients:

January 7, 1994

I wish to give you permission to share this with your other partners if you feel it prudent to do so. However, the purpose of my letter today is to **assist you**, as I have for over a decade, to make certain that the returns are what was originally expected and to allow you to benefit from my experience as you make some very crucial decisions **that will forever affect the outcome** of your **American Wireless Systems** partnerships.

Many of you that I am addressing this communication to have been clients of my **research, consulting** and **analysis** business since 1981. Some of you have been clients. A few of you have only taken advantage of my experience in **fraud recovery**, in which I began assisting investors in 1990.

Because I am addressing a variety of clients at the same time, the letter I originally was going to send you came out in excess of **25 pages**, due to the **quantity of information**. Since this would not be practical, I am condensing that communication as short as I can, and have given the balance of information not included to **Ken Thomson, C.P.A.** Many of you have met him at various partnership meetings because he has **consistently** been elected to management committees in **various** wireless communications partnerships, including in the capacity as chairman.

I have spent several thousand hours doing research during the past three years, and last year gave this information to Ken to pursue.

I strongly suggest that all of you support Ken Thomson, C.P.A. to the best of your ability, as he may have more experience than any other partners with respect to both wireless communications and partnerships.

As a matter of fact, the most recent partnership, of which **Ken Thomson, C.P.A.** was elected chairman only last October 31, is already examining tender offers that may allow the partners to realize a return that is a substantial multiple of the original invested capital.

When you look at the track records of myself and **Ken Thomson**, you'll notice that folks consistently made incredible profits in short periods of time, **so long as we maintained direct control** of our investments.

Many of you that have been clients of mine since the early 80's, such as Wetzel Ward (who was on the management committee for Fort Worth #1,

and an alternate to the committee for Fort Worth #2) have been able to verify my personal track record, which includes recommending two metals that went up four times in price, and two metals that went up three times in price during the mid 1980's. Mr. Ward can also document that in 1987 through 1989 I correctly identified the fastest growing real estate values in the country, which Mr. Ward and others profited from. He and others can also verify that I told them about several stocks in the SMR industry, the least of which doubled and the best one increased in excess of ten times in value, during the last 12 months.

It is important to understand how I achieved my track record (so that you can apply the same principles as they relate to the AWS partnerships).

(1) The primary reason that I have consistently been successful has been intense and lengthy **research**. There is no substitute for this. (2) The second reason is that researching over 2,500 transactions, the little money, or losing money, had to do not only with being in the right transaction at the **right time**, in the **right way**. This means, very simply, that **control and research** were the determining factors between investors who saw a good investment diminished due to a greedy party managing the investment and not sharing the rewards equally and investors who made what they expected to.

The markets that **AWS** brought to the table are some of the best in the country. Numerous **operators** and **underwriters** have agreed upon this. Unfortunately, another point agreed on was that **AWS** had less experience and was going through more capital than most operators that I, **Ken Thomson, C.P.A.** and others interviewed.

It is these thousands of hours that we collectively have invested that prompted **Ken Thomson's** recent communication to partners involving combining the three partnerships, as well as other **options**. The **advantages** to this **solution** are many, including that the partnerships may be worth more **combined** than they are separately. **Even more important is that this allows us to share information between partnerships,** **preventing a situation where an outside party can divide and conquer.**

In addition to the **structure** of your investment, there is another point that is equally vital, and that is **who** you do business with and their **track record of fulfilling their promises** to all of those parties whom they were involved with, **in a timely manner.**

There are many promises that **AWS** made, some in writing and some verbally, in front of groups of people, and my concern is, that those affected have heard over and over “**we’re working on it**”, “**don’t worry, we always take care of those who helped make us successful.**” Some of these promises many of you witnessed; because they are **important**, they need to be **disclosed** to partners that may be affected. **These promises need to be fulfilled in a timely manner.**

One problem that needs to be addressed has to do with **Fort Worth, Texas**. This partnership was originally capitalized at 5 million dollars, and then expanded to 8.5 million dollars by having a second partnership buy the assets of the first partnership. The **management committee** of the **first** Fort Worth partnership, the **sales people**, and the **investors** of the first partnership were told by **AWS** that only a 10 percent commission and station operating costs would be taken out, and that **AWS would not be entitled to other marketing costs**. For this reason the principals of **AWS** had the Los Angeles office begin selling units in the **Nashville** station, which I brought to the table. **Jeff Howes** stated the reason for this is that “**AWS needed the cash flow from Nashville**” since they were “**not entitled to marketing costs** for Fort Worth, other than a 10 percent commission to sales people.”



Jeff Howes also stated that “**other markets**” he was involved in “that **did not work** well would be rolled into **Nashville** – that way when **AWS** goes public, we [**AWS**] **would appear** to have no **problems.**”



Regarding the capital call for **Minneapolis**, we were also told by Jeff Howes that, “if any commissions were ever taken out of the capital call funds, any sales people who were still in touch with their clients would receive that commission.” I have heard that there may have been a 5 percent commission taken out by **AWS**, and, if that is true, there are sales people who are owed money.

At many sales meetings one of the markets introduced as a bonus was discussed at length. The market was **Benton Harbor**, Michigan, and units were given both to investors and sales people in lieu of **\$12,500** per unit. We were told that if this market was not developed, we would either “**be paid in cash or rolled over** into one of the **major markets.**” Only a **few** individuals ever say any **value** for their units, and the last time I asked both Jeff Howes and his secretaries I was still told, regarding both Benton Harbor and my finder’s fee, that **AWS** was “**working on it**” and to “**please be patient.**”

For those of you who would like to know **how well Mr. Howes takes care of his clients**, have him **disclose** to you **information** about **past investments** he handled that **“had problems”** (admitted by him at last sales meeting).

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I cannot **urge strongly** enough that you, as partners, exercise **due diligence** by speaking with the members of the management committees of the original **Fort Worth, Pittsburgh, Fayetteville, Fort Smith, Sioux City, Lafayette** and **Lake Charles** partnerships.

Several partners have been involved in **multiple markets**, and I would start with them. These include **Grady Waggener** and **Ed Watts** of Dallas, Texas, **Wetzel Ward** of Texarkana, Texas, **Ken Thomson, C.P.A.** of Houston, Texas, and **Dan Stevens** of Florissant, Missouri.

Additionally, one of our partners in several markets who **witnessed** agreements made to sales people and worked on **management committees** is **William Humphries**, commonly known as Bunton Humphries. I think **Grady Waggener** knows how to reach Bunton. These partners and others can document all the facts I have disclosed to you, and **substantially more**.

The reason I suggest you look into this is that if you partners were to **share information** with each other regarding how **AWS, ACT**, and Continental have **handled** their clients and sales people, you would **notice that there is a pattern of consistency from beginning to end** that needs to change if we are to be **successful**.

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My next **suggestions** are as follows:

First, interview the different partners I referenced to find out their **experiences** with the principals of **AWS**, regarding how Jeff Howes fulfills his **fiduciary responsibilities**, i.e. follows up on **all promises** made to those who helped make him prosperous.

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Second, since controls is so **vital** to being **successful** in an investment, **insist** on three things if you want **AWS** to buy you out. First, under no circumstances should **AWS** control the **majority** of their stock; **if they do, you have little power if any problem ever develops**. Second, I would suggest that members of the management committees be brought onto the **board of directors** of **AWS** with **full voting power** to act as your **voice**.

Third, the most important point, is that you structure any sale of your assets in such a way **so that you as investors get paid back first before AWS,** so that if anything went wrong you could always **repossess your assets.** If **AWS** is confident about their ability to successfully run the stations, they should be more than happy to **pay you your principal** and a small profit **up front in cash,** and I see no reason why they could not accommodate the other points I made.

I have two possible suggestions for ways of structuring the transaction that should benefit all parties.

Option A: For AWS to **loan** to its three partnerships enough money to bring them cash positive and attract senior debt financing. The partners could **choose** whichever operator they want to develop their stations for the period of one year. Since AWS owns a 25 percent equity position, they would benefit. **More importantly,** this would allow AWS to **focus** 100 percent of their efforts on getting their Dallas station cash positive, instead of dividing their strength. This would allow the partners sufficient time and opportunity to see if AWS has suddenly become more qualified than they previously have been. At the end of one year, the partnership could exercise an **option** allowing them to exchange their units for AWS stock with the full vote of the partnership. **The strike price of the stock could be based on today's bid.**

Option B: If the partners elect to sell their station now to AWS, one way to achieve the above objectives is if AWS pays the **principal** to the partners up front in **cash** and pays the profit in the form of **convertible bonds** with a two or three year maturity. This way if there are any problems, the partners **retain control** of their assets, and if things go well they can benefit from the **appreciation** of the stock.

Both **Jeff Howes** and **Dexter Cohen** have **consistently talked** to most of us about what "**deeply spiritual**" people they are. All of us still waiting for promises should see if they **practice what they preach.** There are four points mentioned repeatedly in the **Bible** that I feel apply. To paraphrase the points, these are:

1. As a man **soweth,** so a man **reaps.**
2. A man's **Word** should be above his **name.**
3. A man should honor his **commitments,** even when it hurts.
4. Follow the "**Golden Rule**": Do unto others as you would have others do unto you.

In closing, I have no problem with the principals of **AWS** continuing to lead the **life styles of the rich and famous** (as they have been), so long as those of us who helped make them successful can **share together** in **mutual success** as **originally** agreed to. For those of you requesting more information, please reach me in **writing**.

Sincerely yours,

Steven