

<b>FCC Form 603 Schedule A</b>	<b>Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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**Assignments of Authorization**

**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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**3) Certification Statements**

**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**Transfers of Control**

**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

**Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

**Attachment List**

<b>Attachment Type</b>	<b>Date</b>	<b>Description</b>	<b>Contents</b>
Other	10/19/01	Ex. I: Public Interest Statement	<a href="#">0176975881576228351942920.pdf</a>
Other	10/19/01	Ex. II: Unjust Enrichment	<a href="#">0176975891576228351942920.pdf</a>
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	<a href="#">0176975901576228351942920.pdf</a>
Other	10/19/01	Ex. III: Merger Agreement	<a href="#">0176975911576228351942920.pdf</a>
Other	10/19/01	Ex. IV: FCC Form 602	<a href="#">0176975921576228351942920.pdf</a>

ALL-STATE LEGAL 800-229-0010 ED11-AC RECYCLED



<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Submitted 10/19/2001 at 03:45PM  File Number: <b>0000634869</b>
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<b>1) Application Purpose: Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

**Type of Transaction**

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? <b>No</b>
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? <b>No</b>
6) Are attachments being filed with this application? <b>Yes</b>
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? <b>Yes</b>
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? <b>Yes</b>

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? <b>Sale or other assignment or transfer of stock</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Voluntary</b>

**Licensee/Assignor Information**

10a) Taxpayer Identification Number: <b>061560964</b>	10b) SGIN: <b>000</b>	10c) FCC Registration Number (FRN): <b>0004884300</b>
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): <b>Wisconsin Acquisition Corp.</b>		
13) Attention To: <b>Thomas Sullivan</b>		
14) P.O. Box:	And / Or	15) Street Address: <b>1010 N. Glebe Road, Suite 800</b>
16) City: <b>Arlington</b>	17) State: <b>VA</b>	18) Zip: <b>22201</b>
19) Telephone Number: <b>(703)236-1100</b>	20) FAX: <b>(703)236-1101</b>	
21) E-Mail Address: <b>tsullivan@telecorp1.com</b>		

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information (for transfers of control only)**

23a) Taxpayer Identification Number: <b>A00002250</b>	23b) SGIN: <b>000</b>	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:
25) Entity Name (if not an individual): <b>TeleCorp PCS, Inc.</b>		
26) P.O. Box:	And / Or	27) Street Address: <b>1010 N. Glebe Road, Suite 800</b>
28) City: <b>Arlington</b>	29) State: <b>VA</b>	30) Zip: <b>22201</b>
31) Telephone Number: <b>(703)236-1100</b>	32) FAX: <b>(703)236-1101</b>	
33) E-Mail Address: <b>tsullivan@telecorp1.com</b>		

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name: <b>Eric</b>	MI: <b>W</b>	Last Name: <b>DeSilva</b>	Suffix:
35) Company Name: <b>Wiley, Rein &amp; Fielding</b>			
36) P.O. Box:	And / Or	37) Street Address: <b>1776 K Street, NW</b>	
38) City: <b>Washington</b>	39) State: <b>DC</b>	40) Zip: <b>20006</b>	
41) Telephone Number: <b>(202)719-3182</b>	42) FAX: <b>(202)719-4969</b>		
43) E-Mail Address: <b>edesilva@wrf.com</b>			

**Assignee/Transferee Information**

44) The Assignee is a(n): <b>Corporation</b>		
45a) Taxpayer Identification Number: <b>911379052</b>	45b) SGIN: <b>000</b>	45c) FCC Registration Number (FRN): <b>0004122032</b>
46) First Name (if individual):	MI:	Last Name:
47) Entity Name (if other than individual): <b>AT&amp;T Wireless Services, Inc.</b>		
48) Name of Real Party in Interest:		49) TIN:
50) Attention To:		
51) P.O. Box:	And / Or	52) Street Address: <b>1150 Connecticut Avenue, N.W., 4th Floor</b>
53) City: <b>Washington</b>	54) State: <b>DC</b>	55) Zip: <b>20036</b>
56) Telephone Number: <b>(202)223-9222</b>	57) FAX: <b>(202)223-9095</b>	
58) E-Mail Address:		

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: <b>David</b>	MI: <b>C</b>	Last Name: <b>Jatlow</b>	Suffix:
60) Company Name: <b>AT&amp;T Wireless Services, Inc.</b>			
61) P.O. Box:	And / Or	62) Street Address: <b>1150 Connecticut Avenue, NW, 4th Floor</b>	
63) City: <b>Washington</b>	64) State: <b>DC</b>	65) Zip: <b>20036</b>	
66) Telephone Number: <b>(202)223-9222</b>	67) FAX: <b>(202)223-9095</b>		
68) E-Mail Address: <b>david.jatlow@attws.com</b>			

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	<b>No</b>
70) Is the Assignee or Transferee an alien or the representative of an alien?	<b>No</b>
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	<b>No</b>
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<b>No</b>
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	<b>No</b>

**Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

**78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: <b>Thomas</b>	MI: <b>H</b>	Last Name: <b>Sullivan</b>	Suffix:
80) Title: <b>President</b>			
Signature: <b>Thomas H Sullivan</b>		81) Date: <b>10/19/01</b>	

**Assignee/Transferee Certification Statements**

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

**82) Typed or Printed Name of Party Authorized to Sign**

First Name: <b>Douglas</b>	MI: <b>I</b>	Last Name: <b>Brandon</b>	Suffix:
83) Title: <b>Vice President</b>			
Signature: <b>Douglas I Brandon</b>		84) Date: <b>10/19/01</b>	
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

**Authorizations To Be Assigned or Transferred**

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
<b>KNLF581</b>	<b>AL</b>					<b>Yes</b>

<b>FCC Form 603 Schedule A</b>	<b>Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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**Assignments of Authorization**

**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If "Yes", is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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**3) Certification Statements**

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Assignee certifies that they are eligible to obtain the licenses for which they apply.

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

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Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

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Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

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Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**Transfers of Control**

**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

#### Attachment List

Attachment Type	Date	Description	Contents
Other	10/19/01	Ex. I: Public Interest Statement	<a href="#">0176975964217632390998963.pdf</a>
Other	10/19/01	Ex. II: Unjust Enrichment	<a href="#">0176975974217632390998963.pdf</a>
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	<a href="#">0176975994217632390998963.pdf</a>
Other	10/19/01	Ex. III: Merger Agreement	<a href="#">0176976004217632390998963.pdf</a>
Other	10/19/01	Ex. IV: FCC Form 602	<a href="#">0176976014217632390998963.pdf</a>

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<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Submitted 10/19/2001 at 03:47PM  File Number: <b>0000634910</b>
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1) Application Purpose: <b>Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

**Type of Transaction**

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? <b>No</b>
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? <b>No</b>
6) Are attachments being filed with this application? <b>Yes</b>
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? <b>Yes</b>
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? <b>Yes</b>

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? <b>Sale or other assignment or transfer of stock</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Voluntary</b>

**Licensee/Assignor Information**

10a) Taxpayer Identification Number: <b>541978127</b>	10b) SGIN: <b>000</b>	10c) FCC Registration Number (FRN): <b>0004227328</b>
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): <b>Zephyr Wireless, L.L.C.</b>		
13) Attention To: <b>Thomas Sullivan</b>		
14) P.O. Box:	And / Or	15) Street Address: <b>1010 N. Glebe Road, Suite 800</b>
16) City: <b>Arlington</b>	17) State: <b>VA</b>	18) Zip: <b>22201</b>
19) Telephone Number: <b>(703)236-1100</b>	20) FAX: <b>(703)236-1101</b>	
21) E-Mail Address: <b>tsullivan@telecorp1.com</b>		

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information (for transfers of control only)**

23a) Taxpayer Identification Number: <b>A00002250</b>	23b) SGIN: <b>000</b>	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:
25) Entity Name (if not an individual): <b>TeleCorp PCS, Inc.</b>		
26) P.O. Box:	And / Or	27) Street Address: <b>1010 N. Glebe Road, Suite 800</b>
28) City: <b>Arlington</b>	29) State: <b>VA</b>	30) Zip: <b>22201</b>
31) Telephone Number: <b>(703)236-1100</b>	32) FAX: <b>(703)236-1101</b>	
33) E-Mail Address: <b>tsullivan@telecorp1.com</b>		

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name: <b>Eric</b>	MI: <b>W</b>	Last Name: <b>DeSilva</b>	Suffix:
35) Company Name: <b>Wiley, Rein &amp; Fielding</b>			
36) P.O. Box:	And / Or	37) Street Address: <b>1776 K Street, NW</b>	
38) City: <b>Washington</b>	39) State: <b>DC</b>	40) Zip: <b>20006</b>	
41) Telephone Number: <b>(202)719-3182</b>	42) FAX: <b>(202)719-4969</b>		
43) E-Mail Address: <b>edesilva@wrf.com</b>			

**Assignee/Transferee Information**

44) The Assignee is a(n): <b>Corporation</b>		
45a) Taxpayer Identification Number: <b>911379052</b>	45b) SGIN: <b>000</b>	45c) FCC Registration Number (FRN): <b>0004122032</b>
46) First Name (if individual):	MI:	Last Name:
47) Entity Name (if other than individual): <b>AT&amp;T Wireless Services, Inc.</b>		
48) Name of Real Party in Interest:	49) TIN:	
50) Attention To:		
51) P.O. Box:	And / Or	52) Street Address: <b>1150 Connecticut Avenue, N.W., 4th Floor</b>
53) City: <b>Washington</b>	54) State: <b>DC</b>	55) Zip: <b>20036</b>
56) Telephone Number: <b>(202)223-9222</b>	57) FAX: <b>(202)223-9095</b>	
58) E-Mail Address:		

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: <b>David</b>	MI: <b>C</b>	Last Name: <b>Jatlow</b>	Suffix:
60) Company Name: <b>AT&amp;T Wireless Services, Inc.</b>			
61) P.O. Box:	And / Or	62) Street Address: <b>1150 Connecticut Avenue, NW, 4th Floor</b>	
63) City: <b>Washington</b>	64) State: <b>DC</b>	65) Zip: <b>20036</b>	
66) Telephone Number: <b>(202)223-9222</b>	67) FAX: <b>(202)223-9095</b>		
68) E-Mail Address: <b>david.jatlow@attws.com</b>			

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	<b>No</b>
70) Is the Assignee or Transferee an alien or the representative of an alien?	<b>No</b>
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	<b>No</b>
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	<b>No</b>
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	<b>No</b>

**Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

**78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
79) Typed or Printed Name of Party Authorized to Sign
First Name: <b>Thomas</b> MI: <b>H</b> Last Name: <b>Sullivan</b> Suffix:
80) Title: <b>President</b>
Signature: <b>Thomas H Sullivan</b> 81) Date: <b>10/19/01</b>

**Assignee/Transferee Certification Statements**

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

**82) Typed or Printed Name of Party Authorized to Sign**

First Name: <b>Douglas</b>	MI: <b>I</b>	Last Name: <b>Brandon</b>	Suffix:
83) Title: <b>Vice President</b>			
Signature: <b>Douglas I Brandon</b>		84) Date: <b>10/19/01</b>	
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

**Authorizations To Be Assigned or Transferred**

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPQV904	AL					Yes
WPQV905	AL					Yes
WPQV906	AL					Yes
WPQV907	AL					Yes
WPQV908	AL					Yes
WPQV909	AL					Yes
WPQV910	AL					Yes
WPQV911	AL					Yes
WPQV912	AL					Yes
WPQV913	AL					Yes
WPQV914	AL					Yes
WPQV915	AL					Yes
WPQV916	AL					Yes
WPQV917	AL					Yes
WPQV918	AL					Yes
WPQV919	AL					Yes
WPQV920	AL					Yes
WPQV921	AL					Yes
WPQV902	AL					Yes
WPQV903	AL					Yes
WPQV931	AL					Yes
WPQV932	AL					Yes
WPQV933	AL					Yes
WPQV934	AL					Yes
WPQV935	AL					Yes
WPQV936	AL					Yes
WPQV937	AL					Yes
WPQV938	AL					Yes
WPQV939	AL					Yes
WPQV940	AL					Yes
WPQV941	AL					Yes
WPQV942	AL					Yes
WPQV943	AL					Yes
WPQV944	AL					Yes
WPQV945	AL					Yes
WPQV946	AL					Yes
WPQV947	AL					Yes
WPQV948	AL					Yes
WPQV949	AL					Yes
WPQV950	AL					Yes

WPQV922	AL	Yes
WPQV923	AL	Yes
WPQV924	AL	Yes
WPQV925	AL	Yes
WPQV926	AL	Yes
WPQV927	AL	Yes
WPQV928	AL	Yes
WPQV929	AL	Yes
WPQV930	AL	Yes
WPQV960	AL	Yes
WPQV961	AL	Yes
WPQV962	AL	Yes
WPQV963	AL	Yes
WPQV964	AL	Yes
WPQV965	AL	Yes
WPQV966	AL	Yes
WPQV967	AL	Yes
WPQV968	AL	Yes
WPQV969	AL	Yes
WPQV970	AL	Yes
WPQV971	AL	Yes
WPQV972	AL	Yes
WPQV973	AL	Yes
WPQV974	AL	Yes
WPQV975	AL	Yes
WPQV976	AL	Yes
WPQV977	AL	Yes
WPQV978	AL	Yes
WPQV979	AL	Yes
WPQV951	AL	Yes
WPQV952	AL	Yes
WPQV953	AL	Yes
WPQV954	AL	Yes
WPQV955	AL	Yes
WPQV956	AL	Yes
WPQV957	AL	Yes
WPQV958	AL	Yes
WPQV959	AL	Yes
WPQV989	AL	Yes
WPQV990	AL	Yes
WPQV991	AL	Yes
WPQV992	AL	Yes
WPQV993	AL	Yes
WPQV994	AL	Yes
WPQV995	AL	Yes
WPQV996	AL	Yes
WPQV997	AL	Yes
WPQV998	AL	Yes
WPQV999	AL	Yes
WPQW200	AL	Yes

WPQW201	AL	Yes
WPQW202	AL	Yes
WPQW203	AL	Yes
WPQW204	AL	Yes
WPQW205	AL	Yes
WPQW206	AL	Yes
WPQW207	AL	Yes
WPQW208	AL	Yes
WPQV980	AL	Yes
WPQV981	AL	Yes
WPQV982	AL	Yes
WPQV983	AL	Yes
WPQV984	AL	Yes
WPQV985	AL	Yes
WPQV986	AL	Yes
WPQV987	AL	Yes
WPQV988	AL	Yes
WPQW218	AL	Yes
WPQW219	AL	Yes
WPQW220	AL	Yes
WPQW221	AL	Yes
WPQW222	AL	Yes
WPQW223	AL	Yes
WPQW224	AL	Yes
WPQW225	AL	Yes
WPQW226	AL	Yes
WPQW227	AL	Yes
WPQW228	AL	Yes
WPQW229	AL	Yes
WPQW230	AL	Yes
WPQW231	AL	Yes
WPQW232	AL	Yes
WPQW233	AL	Yes
WPQW234	AL	Yes
WPQW235	AL	Yes
WPQW236	AL	Yes
WPQW237	AL	Yes
WPQW209	AL	Yes
WPQW210	AL	Yes
WPQW211	AL	Yes
WPQW212	AL	Yes
WPQW238	AL	Yes
WPQW239	AL	Yes
WPQW240	AL	Yes
WPQW241	AL	Yes
WPQW213	AL	Yes
WPQW214	AL	Yes
WPQW215	AL	Yes
WPQW216	AL	Yes
WPQW217	AL	Yes

<b>FCC Form 603 Schedule A</b>	<b>Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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**Assignments of Authorization**

**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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**3) Certification Statements**

**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**Transfers of Control**

**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

**Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

**Attachment List**

<b>Attachment Type</b>	<b>Date</b>	<b>Description</b>	<b>Contents</b>
Other	10/19/01	Ex. I: Public Interest Statement	<a href="#">0176976212295659486961884.pdf</a>
Other	10/19/01	Ex. II: Unjust Enrichment	<a href="#">0176976232295659486961884.pdf</a>
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	<a href="#">0176976242295659486961884.pdf</a>
Other	10/19/01	Ex. III: Merger Agreement	<a href="#">0176976252295659486961884.pdf</a>
Other	10/19/01	Ex. IV: FCC Form 602	<a href="#">0176976262295659486961884.pdf</a>

ALU STATE LEGAL 800-222-0510 ED11AC RECYCLED



Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C.

**STAMP AND RETURN**

*In the Matter of the Application of* )  
 )  
 )  
TeleCorp PCS, Inc. )  
(Applicant and Transferor) )  
 )  
and )  
 )  
AT&T Wireless Services, Inc. )  
(Transferee) )  
 )  
For Transfer of Control of Authorization )  
Pursuant to Section 214 of the )  
Communications Act of 1934, as Amended, )  
to Provide Global Facilities-Based and )  
Global Resale Services )  
 )  
 )  
 )

FCC/MELLOW  
OCT 19 2001

File No. \_\_\_\_\_

**APPLICATION FOR TRANSFER OF CONTROL  
OF SECTION 214 AUTHORIZATION**

**I. BACKGROUND**

Pursuant to Section 214 of the Communications Act of 1934, TeleCorp PCS, Inc. ("TPI") hereby applies for authority to transfer control of a Section 214 authorization issued in TPI's name<sup>1</sup> to AT&T Wireless Services, Inc. ("AWS").

Founded in 1996, TPI is a wireless telecommunications company that provides PCS service in 14 states across the country and in the Commonwealth of Puerto Rico.

<sup>1</sup> Authorization No. ITC-214-20001019-00629 (granted 11/10/2000).

Currently, AWS owns 23% of TPI's issued and outstanding equity. AWS is a newly independent entrant in the telecommunications marketplace, having been split off from AT&T Corp. in July 2001. It primarily provides domestic wireless voice and data services and products in the 850 megahertz and 1900 megahertz markets.

Pursuant to an Agreement and Plan of Merger dated October 7, 2001, TPI intends to sell to AWS the 77% of TPI equity shares that AWS does not already own. TPI therefore seeks approval to transfer control of its Section 214 authorization to provide global facilities-based and global resale services.

AWS intends to market intrastate, interstate, and international long-distance services to consumers seeking competitive international rates, thereby increasing the available international telecommunications choices. Grant of this Application can therefore be expected to result in more efficient and innovative international telecommunications offerings, lower prices, and better service for consumers, fostering greater competition in the market for international services.

A transfer of control of TPI's Section 214 authorization would clearly serve the public interest. TPI requests streamlined processing for this application.

## **II. COMPLIANCE WITH SECTION 63.18 OF THE COMMISSION'S RULES**

In support of its transfer-of-control application, TPI and AWS provide the following information, in compliance with 47 C.F.R. § 63.18:

**(a) Name and Address<sup>2</sup>**

The name, address, and telephone number of TPI are:

**TELECORP PCS, INC.**

---

<sup>2</sup> See 47 C.F.R. § 63.18(a).

1010 N. Glebe Road, Ste. 800  
Arlington, VA 22201  
(703) 236-1100

The name, address, and telephone number of AWS are:

AT&T WIRELESS SERVICES, INC.  
7277 164<sup>th</sup> Ave., N.E.  
Redmond, WA 98052  
(202) 223-9222

**(b) Incorporation<sup>3</sup>**

TPI is a corporation organized under the laws of Delaware.

AWS is a corporation organized under the laws of Delaware.

**(c) Contact Information<sup>4</sup>**

Correspondence regarding this application should be addressed to:

Thomas Sullivan  
TELECORP PCS, INC.  
1010 N. Glebe Road, Ste. 800  
Arlington, VA 22201  
(703) 236-1100

David C. Jatlow  
AT&T WIRELESS SERVICES, INC.  
1150 Connecticut Ave., N.W., 4<sup>th</sup> Floor  
Washington, D.C. 20036  
(202) 223-9222

*with a copy to:*

Eric W. DeSilva  
WILEY REIN & FIELDING LLP  
1776 K Street, NW  
Washington, DC 20006  
(202) 719-3182

**(d) Other Commission Authorizations<sup>5</sup>**

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<sup>3</sup> See 47 C.F.R. § 63.18(b).

<sup>4</sup> See 47 C.F.R. § 63.18(c).

TPI holds no FCC authorizations or licenses other than the Section 214 authorization to be transferred by this application. However, two wholly-owned subsidiaries of TPI do hold Section 214 authorizations. TeleCorp Communications, Inc. ("TCI"), was granted Section 214 authority on June 4, 1999 (File No. ITC-214-19990305-00237). Tritel Communications, Inc. ("Tritel"), was granted Section 214 authority on November 16, 2000 (File No. ITC-214-20001016-00596). TCI and Tritel have filed applications contemporaneous with this one that seek authority to transfer control of these authorizations to AWS.

Additionally, several wholly-owned TPI subsidiaries hold licenses under Part 24 (Personal Communications Services) and/or Part 101 (Fixed Microwave Services) of the Commission's Rules:

<u>Licensee</u>	<u>Lead Call Sign</u> <sup>6</sup>
TeleCorp Holding Corp. II, L.L.C.	KNLF391
TeleCorp of Puerto Rico, Inc.	WPOK287
TeleCorp PCS, L.L.C.	KNLG376
Tritel A/B Holding Corp.	KNLG288
Tritel C/F Holding Corp.	WPOK612
Wisconsin Acquisition Corp.	KNLF581
AirCom PCS, Inc.	KNLF457
DigiCall, Inc.	KNLG908
DigiCom, Inc.	KNLG909
TeleCorp LMDS, Inc.	WPOH988
Zephyr Wireless, L.L.C.	WPQV902
TeleCorp Communications, Inc.	WPOL375
Tritel C/F Holding Corp.	WPOK659

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<sup>5</sup> See 47 C.F.R. § 63.18(d).

<sup>6</sup> All licenses listed here are also the subject of contemporaneously filed applications for transfer of control from TPI to AWS except for WPOK659, which is the subject of a contemporaneously filed application for transfer of control to a third party.

The Commission has not previously granted a Section 214 authorization to AWS for the provision of global facilities-based or global resale services, although an application for such authorization was filed on October 17, 2001. However, two wholly-owned subsidiaries of AWS do hold Section 214 authorizations. AT&T Wireless Services of San Antonio, Inc., is the transferee of an authorization initially granted to Houston MTA, L.P. (File No. ITC T/C 20000807-00470). AT&T Wireless Services of California, Inc., is the transferee of an authorization that was initially granted to GTE Wireless San Diego, LLC (File No. ITC T/C 20000802-00454).

**(e) Descriptions of the Services to Be Provided<sup>7</sup>**

TPI seeks to transfer control—from TPI to AWS—of TPI's Section 214 authorization to provide global facilities-based and global resale services. With this authorization, AWS seeks continuing authority to operate as a global facilities-based carrier pursuant to Section 63.18(e)(1) of the Commission's rules and to operate as a global resale carrier pursuant to Section 63.18(e)(2) of the Commission's rules. By the signature below, AWS certifies that it will comply with the terms and conditions contained in Sections 63.21, 63.22, and 63.23 of the Commission's rules, to the extent applicable.<sup>8</sup>

**(f) Scope of Authorization<sup>9</sup>**

TPI seeks only authority to transfer control of the existing Section 214 authorization issued in TPI's name to AWS.

**(g) Exclusion from Environmental Processing<sup>10</sup>**

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<sup>7</sup> See 47 C.F.R. § 63.18(e).

<sup>8</sup> See 47 C.F.R. §§ 63.21, 63.22, & 63.23.

<sup>9</sup> See 47 C.F.R. § 63.18(f).

This application is categorically excluded from environmental processing under Section 1.1306 of the Commission's rules.<sup>11</sup>

(h) **Corporate Control**<sup>12</sup>

By the signature below, AWS certifies that no entity directly or indirectly owns ten percent of AWS's equity, other than the following:

DCM CAPITAL USA (UK) LIMITED  
Sanno Park Tower  
11-1 Nagata-cho 2-chome  
Chiyoda-ku, Tokyo 100-6150  
Japan

DCM Capital USA owns approximately 16% of AWS' issued and outstanding shares. DCM Capital USA is a United Kingdom Limited Company that is in the business of telecommunications investments. It is a wholly-owned subsidiary of NTT DoCoMo, Inc., a Japanese telecommunications provider of the same address. NTT DoCoMo is a 61%-owned subsidiary of Nippon Telegraph and Telephone, a Japanese corporation also of the same address.

(i) **Certification Regarding Foreign Carrier Status and Foreign Affiliation**<sup>13</sup>

By the signature below, AWS certifies that it is not a foreign carrier and is not affiliated with any foreign carrier.

(j) **Certification Regarding Destination Markets**<sup>14</sup>

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<sup>10</sup> See 47 C.F.R. § 63.18(g).

<sup>11</sup> See 47 C.F.R. § 1.1306 n.1.

<sup>12</sup> See 47 C.F.R. § 63.18(h).

<sup>13</sup> See 47 C.F.R. § 63.18(i).

<sup>14</sup> See 47 C.F.R. § 63.18(j).

By the signature below, AWS certifies that (1) it is not a foreign carrier in any foreign country; (2) it does not control a foreign carrier in any foreign country; (3) no entity controlling a foreign carrier in any foreign country owns more than twenty-five percent (25%) of AWS; and (4) no foreign carriers in any foreign country (or parties that control foreign carriers in any foreign country) own, in the aggregate, more than twenty-five percent (25%) of AWS or are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

**(k) Certification Regarding WTO Status, Market Power, and the Effective Competitive Opportunities Test<sup>15</sup>**

As AWS has not made any affirmative certifications in response to Section 63.18(j) of the Commission's rules, AWS need not make a showing under Section 63.18(k) of the Commission's rules.

**(l) Resale of International Switched Services<sup>16</sup>**

As AWS has certified above that it is not a foreign carrier and is not affiliated with a foreign carrier, it need not make a showing that it would satisfy Section 63.10(a)(3) or otherwise comply with the reporting requirements of Section 43.61(c) of the Commission's Rules.<sup>17</sup>

**(m) Regulatory Classification<sup>18</sup>**

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<sup>15</sup> See 47 C.F.R. § 63.18(k).

<sup>16</sup> See 47 C.F.R. § 63.18(l).

<sup>17</sup> See 47 C.F.R. §§ 63.10(a)(3), 43.61(c).

<sup>18</sup> See 47 C.F.R. § 63.18(m).

As AWS has certified above that it is not a foreign carrier and is not affiliated with a foreign carrier, AWS requests that the Commission treat it as non-dominant for purposes of this application.

**(n) Certification Regarding Special Concessions<sup>19</sup>**

By the signature below, AWS certifies that it has not agreed, and will not agree in future, to accept any direct or indirect special concessions from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route.

**(o) Certification Regarding the Anti-Drug Abuse Act of 1988<sup>20</sup>**

By the signature below, AWS certifies that it is not subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.<sup>21</sup>

**(p) Streamlining<sup>22</sup>**

This application qualifies for streamlined processing under the Commission's rules because AWS is not affiliated with any foreign or dominant U.S. carrier, and because AWS does not seek authority to provide switched basic service over private lines to any country for which the Commission has not previously authorized such service.<sup>23</sup> AWS therefore requests such processing.

---

<sup>19</sup> See 47 C.F.R. § 63.18(n).

<sup>20</sup> See 47 C.F.R. §§ 1.2001-1.2003, 63.18(o).

<sup>21</sup> See 21 U.S.C. § 853(a).

<sup>22</sup> See 47 C.F.R. § 63.18(p).

<sup>23</sup> See 47 C.F.R. § 63.12.

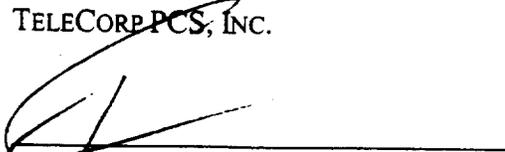
## CONCLUSION

For the reasons stated above, the Commission should expeditiously grant a transfer of control of TPI's Section 214 authorization.

Eric W. DeSilva  
WILEY REIN & FIELDING LLP  
1776 K Street, NW  
Washington, DC 20006  
(202) 719-3182  
  
*Attorneys for TeleCorp PCS, Inc.*

Respectfully submitted,

TELECORP PCS, INC.



---

Thomas Sullivan  
Executive Vice President, CFO  
TeleCorp PCS, Inc.

1010 N. Glebe Rd., Ste. 800  
Arlington, VA 22201  
(703) 236-1100

AT&T WIRELESS SERVICES, INC.

---

Douglas I. Brandon  
Vice President

1150 Connecticut Ave., N.W., 4<sup>th</sup> Floor  
Washington, D.C. 20036  
(202) 223-9222

\_\_ October 2001

**CONCLUSION**

For the reasons stated above, the Commission should expeditiously grant a transfer of control of TPI's Section 214 authorization.

Eric W. DeSilva  
WILEY REIN & FIELDING LLP  
1776 K Street, NW  
Washington, DC 20006  
(202) 719-3182

*Attorneys for TeleCorp PCS, Inc.*

Respectfully submitted,

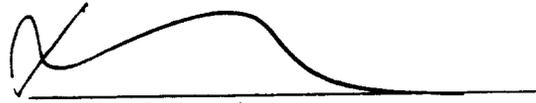
TELECORP PCS, INC.

---

Thomas Sullivan  
Executive Vice President, CFO  
TeleCorp PCS, Inc.

1010 N. Glebe Rd., Ste. 800  
Arlington, VA 22201  
(703) 236-1100

AT&T WIRELESS SERVICES, INC.



---

Douglas I. Brandon  
Vice President

1150 Connecticut Ave., N.W., 4<sup>th</sup> Floor  
Washington, D.C. 20036  
(202) 223-9222

October 19, 2001



This check is GREEN

**WILEY REIN & FIELDING LLP**  
1776 K Street, N.W.  
Washington, DC  
**Operating Account**

14333

Date	Amount
10/19/2001	*****815.0

**Pay** Eight Hundred Fifteen and 00/100 Dollars ONLY

**To the Order of** FCC

Bank of America, N.A.  
Washington, DC

*Bany L. Strauss*

(Two Signatures Required For Amounts Over \$1,000.00)

⑈ 143336 ⑈ ⑆ 05400 ⑆ 204 ⑆ ⑆ 000003702987 ⑈

Attached is our check in full settlement of items shown hereon. If not correct, please return with explanation or call us at (202)719-7512.

**No. 14333**

**Check Date 10/19/2001**

FCC					
Description	Date	Invoice No.	Amount of Invoice	Discount	Net
FILING FEE	10/19/2001		815.00	.00	815.00
				<b>Total</b>	<b>815.00</b>

Remittance Advice  
Detach before depositing

**WILEY REIN & FIELDING LLP**  
**Operating Account**

ALL-STATE® LEGAL 800-222-0510 ED11-4C RECYCLED



**STAMP AND RETURN**  
Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C.

*In the Matter of the Application of* )  
TeleCorp Communications, Inc. )  
(Applicant) )  
TeleCorp PCS, Inc. )  
(Transferor) )  
and )  
AT&T Wireless Services, Inc. )  
(Transferee) )  
For Transfer of Control of Authorization )  
Pursuant to Section 214 of the )  
Communications Act of 1934, as Amended, )  
to Provide Global Facilities-Based and )  
Global Resale Services )

FCC/MELLON      OCT 19 2001

File No. \_\_\_\_\_

**APPLICATION FOR TRANSFER OF CONTROL  
OF SECTION 214 AUTHORIZATION**

**I. BACKGROUND**

Pursuant to Section 214 of the Communications Act of 1934, TeleCorp Communications, Inc. ("TCI") hereby applies for authority to transfer control of a Section 214 authorization issued in TCI's name<sup>1</sup> to AT&T Wireless Services, Inc. ("AWS").

---

<sup>1</sup> Authorization No. ITC-214-19990305-00237 (granted 06/04/1999).

TCI is an indirect wholly-owned subsidiary of TeleCorp PCS, Inc. ("TPI"), a wireless telecommunications company that provides PCS service in 14 states across the country and in the Commonwealth of Puerto Rico. Currently, AWS owns 23% of TPI's issued and outstanding equity. AWS is a newly independent entrant in the telecommunications marketplace, having been split off from AT&T Corp. in July 2001. It primarily provides domestic wireless voice and data services and products in the 850 megahertz and 1900 megahertz markets.

Pursuant to an Agreement and Plan of Merger dated October 7, 2001, TPI intends to sell to AWS the 77% of TPI equity shares that AWS does not already own. TCI, as a wholly-owned subsidiary of TPI, therefore seeks approval to transfer control of its Section 214 authorization to provide global facilities-based and global resale services.

AWS intends to market intrastate, interstate, and international long-distance services to consumers seeking competitive international rates, thereby increasing the available international telecommunications choices. Grant of this Application can therefore be expected to result in more efficient and innovative international telecommunications offerings, lower prices, and better service for consumers, fostering greater competition in the market for international services.

A transfer of control of TCI's Section 214 authorization would clearly serve the public interest. TCI requests streamlined processing for this application.

## **II. COMPLIANCE WITH SECTION 63.18 OF THE COMMISSION'S RULES**

In support of this transfer-of-control application, TPI and AWS—the transferor and the transferee—provide the following information, in compliance with 47 C.F.R. § 63.18:

(a) **Name and Address<sup>2</sup>**

The name, address, and telephone number of TPI are:

TELECORP PCS, INC.  
1010 N. Glebe Road, Ste. 800  
Arlington, VA 22201  
(703) 236-1100

The name, address, and telephone number of AWS are:

AT&T WIRELESS SERVICES, INC.  
7277 164<sup>th</sup> Ave., N.E.  
Redmond, WA 98052  
(202) 223-9222

(b) **Incorporation<sup>3</sup>**

TPI is a corporation organized under the laws of Delaware.

AWS is a corporation organized under the laws of Delaware.

(c) **Contact Information<sup>4</sup>**

Correspondence regarding this application should be addressed to:

Thomas Sullivan  
TELECORP PCS, INC.  
1010 N. Glebe Road, Ste. 800  
Arlington, VA 22201  
(703) 236-1100

David C. Jatlow  
AT&T WIRELESS SERVICES, INC.  
1150 Connecticut Ave., N.W., 4<sup>th</sup> Floor  
Washington, D.C. 20036  
(202) 223-9222

*with a copy to:*

Eric W. DeSilva

---

<sup>2</sup> See 47 C.F.R. § 63.18(a).

<sup>3</sup> See 47 C.F.R. § 63.18(b).

<sup>4</sup> See 47 C.F.R. § 63.18(c).

WILEY REIN & FIELDING LLP  
1776 K Street, NW  
Washington, DC 20006  
(202) 719-3182

(d) **Other Commission Authorizations**<sup>5</sup>

Both TCI's parent, TPI, and a different wholly-owned subsidiary of TPI, Tritel Communications, Inc. ("Tritel"), hold Section 214 authorizations. TPI was granted Section 214 authority on November 10, 2000 (File No. ITC-214-20001019-00629). Tritel was granted Section 214 authority on November 16, 2000 (File No. ITC-214-20001016-00596). TPI and Tritel have filed applications contemporaneous with this one that seek authority to transfer control of these authorizations to AWS.

Additionally, several wholly-owned TPI subsidiaries—including TCI—hold licenses under Part 24 (Personal Communications Services) and/or Part 101 (Fixed Microwave Services) of the Commission's Rules:

<u>Licensee</u>	<u>Lead Call Sign</u> <sup>6</sup>
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TeleCorp of Puerto Rico, Inc.	WPOK287
TeleCorp PCS, L.L.C.	KNLG376
Tritel A/B Holding Corp.	KNLG288
Tritel C/F Holding Corp.	WPOK612
Wisconsin Acquisition Corp.	KNLF581
AirCom PCS, Inc.	KNLF457
DigiCall, Inc.	KNLG908
DigiCom, Inc.	KNLG909
TeleCorp LMDS, Inc.	WPOH988
Zephyr Wireless, L.L.C.	WPQV902
TeleCorp Communications, Inc.	WPOL375
Tritel C/F Holding Corp.	WPOK659

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<sup>5</sup> See 47 C.F.R. § 63.18(d).

The Commission has not previously granted a Section 214 authorization to AWS for the provision of global facilities-based or global resale services, although an application for such authorization was filed on October 17, 2001. However, two wholly-owned subsidiaries of AWS do hold Section 214 authorizations. AT&T Wireless Services of San Antonio, Inc., is the transferee of an authorization initially granted to Houston MTA, L.P. (File No. ITC T/C 20000807-00470). AT&T Wireless Services of California, Inc., is the transferee of an authorization that was initially granted to GTE Wireless San Diego, LLC (File No. ITC T/C 20000802-00454).

**(e) Descriptions of the Services to Be Provided<sup>7</sup>**

TCI seeks to transfer control—from TPI to AWS—of TCI's Section 214 authorization to provide global facilities-based and global resale services. With this authorization, AWS seeks continuing authority to operate as a global facilities-based carrier pursuant to Section 63.18(e)(1) of the Commission's rules and to operate as a global resale carrier pursuant to Section 63.18(e)(2) of the Commission's rules. By the signature below, AWS certifies that it will comply with the terms and conditions contained in Sections 63.21, 63.22, and 63.23 of the Commission's rules, to the extent applicable.<sup>8</sup>

**(f) Scope of Authorization<sup>9</sup>**

---

<sup>6</sup> All licenses listed here are also the subject of contemporaneously filed applications for transfer of control from TPI to AWS except for WPOK659, which is the subject of a contemporaneously filed application for transfer of control to a third party.

<sup>7</sup> See 47 C.F.R. § 63.18(e).

<sup>8</sup> See 47 C.F.R. §§ 63.21, 63.22, & 63.23.

<sup>9</sup> See 47 C.F.R. § 63.18(f).

TCI seeks only authority to transfer control of the existing Section 214 authorization issued in TCI's name to AWS.

**(g) Exclusion from Environmental Processing<sup>10</sup>**

This application is categorically excluded from environmental processing under Section 1.1306 of the Commission's rules.<sup>11</sup>

**(h) Corporate Control<sup>12</sup>**

By the signature below, AWS certifies that no entity directly or indirectly owns ten percent of AWS's equity, other than the following:

DCM CAPITAL USA (UK) LIMITED  
Sanno Park Tower  
11-1 Nagata-cho 2-chome  
Chiyoda-ku, Tokyo 100-6150  
Japan

DCM Capital USA owns approximately 16% of AWS' issued and outstanding shares. DCM Capital USA is a United Kingdom Limited Company that is in the business of telecommunications investments. It is a wholly-owned subsidiary of NTT DoCoMo, Inc., a Japanese telecommunications provider of the same address. NTT DoCoMo is a 61%-owned subsidiary of Nippon Telegraph and Telephone, a Japanese corporation also of the same address.

**(i) Certification Regarding Foreign Carrier Status and Foreign Affiliation<sup>13</sup>**

By the signature below, AWS certifies that it is not a foreign carrier and is not affiliated with any foreign carrier.

---

<sup>10</sup> See 47 C.F.R. § 63.18(g).

<sup>11</sup> See 47 C.F.R. § 1.1306 n.1.

<sup>12</sup> See 47 C.F.R. § 63.18(h).

**(j) Certification Regarding Destination Markets<sup>14</sup>**

By the signature below, AWS certifies that (1) it is not a foreign carrier in any foreign country; (2) it does not control a foreign carrier in any foreign country; (3) no entity controlling a foreign carrier in any foreign country owns more than twenty-five percent (25%) of AWS; and (4) no foreign carriers in any foreign country (or parties that control foreign carriers in any foreign country) own, in the aggregate, more than twenty-five percent (25%) of AWS or are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

**(k) Certification Regarding WTO Status, Market Power, and the Effective Competitive Opportunities Test<sup>15</sup>**

As AWS has not made any affirmative certifications in response to Section 63.18(j) of the Commission's rules, AWS need not make a showing under Section 63.18(k) of the Commission's rules.

**(l) Resale of International Switched Services<sup>16</sup>**

As AWS has certified above that it is not a foreign carrier and is not affiliated with a foreign carrier, it need not make a showing that it would satisfy Section 63.10(a)(3) or otherwise comply with the reporting requirements of Section 43.61(c) of the Commission's Rules.<sup>17</sup>

---

<sup>13</sup> See 47 C.F.R. § 63.18(i).

<sup>14</sup> See 47 C.F.R. § 63.18(j).

<sup>15</sup> See 47 C.F.R. § 63.18(k).

<sup>16</sup> See 47 C.F.R. § 63.18(l).

<sup>17</sup> See 47 C.F.R. §§ 63.10(a)(3), 43.61(c).

**(m) Regulatory Classification<sup>18</sup>**

As AWS has certified above that it is not a foreign carrier and is not affiliated with a foreign carrier, AWS requests that the Commission treat it as non-dominant for purposes of this application.

**(n) Certification Regarding Special Concessions<sup>19</sup>**

By the signature below, AWS certifies that it has not agreed, and will not agree in future, to accept any direct or indirect special concessions from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route.

**(o) Certification Regarding the Anti-Drug Abuse Act of 1988<sup>20</sup>**

By the signature below, AWS certifies that it is not subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.<sup>21</sup>

**(p) Streamlining<sup>22</sup>**

This application qualifies for streamlined processing under the Commission's rules because AWS is not affiliated with any foreign or dominant U.S. carrier, and because AWS does not seek authority to provide switched basic service over private lines

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<sup>18</sup> See 47 C.F.R. § 63.18(m).

<sup>19</sup> See 47 C.F.R. § 63.18(n).

<sup>20</sup> See 47 C.F.R. §§ 1.2001-1.2003, 63.18(o).

<sup>21</sup> See 21 U.S.C. § 853(a).

<sup>22</sup> See 47 C.F.R. § 63.18(p).

to any country for which the Commission has not previously authorized such service.<sup>23</sup>

AWS therefore requests such processing.

---

<sup>23</sup> See 47 C.F.R. § 63.12.

## CONCLUSION

For the reasons stated above, the Commission should expeditiously grant a transfer of control of TCI's Section 214 authorization.

Respectfully submitted,

TELECORP COMMUNICATIONS, INC.

---

Thomas Sullivan  
President  
TeleCorp Communications, Inc.

1010 N. Glebe Rd., Ste. 800  
Arlington, VA 22201  
(703) 236-1100

TELECORP PCS, INC.

Eric W. DeSilva  
WILEY REIN & FIELDING LLP  
1776 K Street, NW  
Washington, DC 20006  
(202) 719-3182

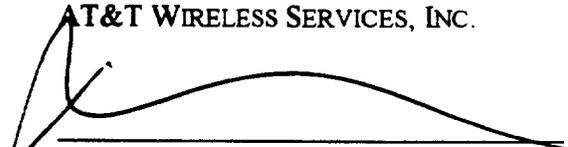
*Attorneys for TeleCorp PCS, Inc.*

---

Thomas Sullivan  
Executive Vice President, CFO  
TeleCorp PCS, Inc.

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Arlington, VA 22201  
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AT&T WIRELESS SERVICES, INC.



---

Douglas I. Brandon  
Vice President

1150 Connecticut Ave., N.W., 4<sup>th</sup> Floor  
Washington, D.C. 20036  
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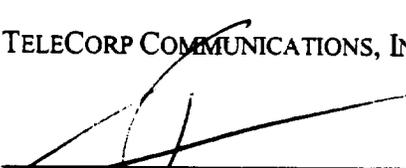
October 19, 2001

## CONCLUSION

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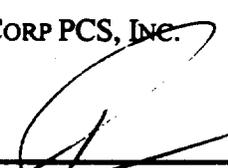
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*Attorneys for TeleCorp PCS, Inc.*

TELECORP PCS, INC.



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AT&T WIRELESS SERVICES, INC.

October 2001

---

Douglas I. Brandon  
Vice President

1150 Connecticut Ave., N.W., 4<sup>th</sup> Floor  
Washington, D.C. 20036  
(202) 223-9222

**SECTION A - PAYER INFORMATION**

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)  
 Wiley Rein & Fielding, LLP

(3) TOTAL AMOUNT PAID (dollars and cents)  
 \$ 815.00

(4) STREET ADDRESS LINE NO. 1  
 1776 K Street, N.W.

(5) STREET ADDRESS LINE NO. 2

(6) CITY  
 Washington,

(7) STATE  
 DC

(8) ZIP CODE  
 20006

(9) DAYTIME TELEPHONE NUMBER (include area code)  
 202-719-7000

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

**SECTION B - APPLICANT INFORMATION**

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)  
 TeleCorp. Communications, Inc.

(12) STREET ADDRESS LINE NO. 1  
 1010 N. Glebe Road

(13) STREET ADDRESS LINE NO. 2  
 Suite 800

(14) CITY  
 Arlington

(15) STATE  
 VA

(16) ZIP CODE  
 22201

(17) DAYTIME TELEPHONE NUMBER (include area code)  
 703-236-1100

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

**SECTION C - PAYMENT INFORMATION**

(18A) FCC CALL SIGNOTHER ID  
 N/A

(22A) PAYMENT TYPE CODE (PTC)  
 C U T 1

(19) QUANTITY  
 1

(20) FEE DUE FOR (PTC) IN BLOCK 20A  
 \$ 815.00

(21) FCC USE ONLY

(22A) FCC CODE 1

(22A) FCC CODE 2

(18B) FCC CALL SIGNOTHER ID

(22B) PAYMENT TYPE CODE (PTC)

(19) QUANTITY

(20) FEE DUE FOR (PTC) IN BLOCK 20B

(21) FCC USE ONLY

(22B) FCC CODE 1

(22B) FCC CODE 2

(18C) FCC CALL SIGNOTHER ID

(22C) PAYMENT TYPE CODE (PTC)

(19) QUANTITY

(20) FEE DUE FOR (PTC) IN BLOCK 20C

(21) FCC USE ONLY

(22C) FCC CODE 1

(22C) FCC CODE 2

(18D) FCC CALL SIGNOTHER ID

(22D) PAYMENT TYPE CODE (PTC)

(19) QUANTITY

(20) FEE DUE FOR (PTC) IN BLOCK 20D

(21) FCC USE ONLY

(22D) FCC CODE 1

(22D) FCC CODE 2

**SECTION D - TAXPAYER INFORMATION (REQUIRED)**

(25) PAYER TIN: 0 5 2 1 2 8 9 9 8 8

APPLICANT TIN: 0 5 2 2 1 0 5 8 0 7

**SECTION E - CERTIFICATION**

(27) CERTIFICATION STATEMENT  
 I, Eric W. DeSilva, Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE *Eric W. DeSilva*

**SECTION F - CREDIT CARD PAYMENT INFORMATION**

(28) MASTERCARD/VIISA ACCOUNT NUMBER

MASTERCARD

VIISA

EXPIRATION DATE

MONTH YEAR

DATE

AUTHORIZED SIGNATURE

DATE

I hereby authorize the FCC to charge my VISA or MASTERCARD for the services described on this invoice.

**WILEY REIN & FIELDING LLP**  
 1776 K Street, N.W.  
 Washington, DC  
**Operating Account**

This check is GREEN

14333

<b>Date</b>	<b>Amount</b>
10/19/2001	*****815.00

**Pay** Eight Hundred Fifteen and 00/100 Dollars ONLY

**To the Order of** FCC

Bank of America, N.A.  
 Washington, DC

*Bany L. Strauss*

(Two Signatures Required For Amounts Over \$1,000.00)

⑈ 143338 ⑈ ⑆05400⑆204⑆ ⑈000003702987⑈

Attached is our check in full settlement of items shown hereon. If not correct, please return with explanation or call us at (202)719-7512.

**No. 14333**

**Check Date 10/19/2001**

FCC					
Description	Date	Invoice No.	Amount of Invoice	Discount	Net
FILING FEE	10/19/2001		815.00	.00	815.00
				<b>Total</b>	815.00

Remittance Advice  
 Detach before depositing

**WILEY REIN & FIELDING LLP**  
**Operating Account**



Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C.

**STAMP AND RETURN**

*In the Matter of the Application of* )  
)  
Tritel Communications, Inc. )  
(Applicant) )  
)  
TeleCorp PCS, Inc. )  
(Transferor) )  
)  
and )  
)  
AT&T Wireless Services, Inc. )  
(Transferee) )  
)  
For Transfer of Control of Authorization )  
Pursuant to Section 214 of the )  
Communications Act of 1934, as Amended, )  
to Provide Global Facilities-Based and )  
Global Resale Services )  
)

**FCC/MELLON**      **OCT 19 2001**

File No. \_\_\_\_\_

**APPLICATION FOR TRANSFER OF CONTROL  
OF SECTION 214 AUTHORIZATION**

**I. BACKGROUND**

Pursuant to Section 214 of the Communications Act of 1934, Tritel Communications, Inc. ("Tritel") hereby applies for authority to transfer control of a Section 214 authorization issued in Tritel's name<sup>1</sup> to AT&T Wireless Services, Inc. ("AWS").

---

<sup>1</sup> Authorization No. ITC-214-20001016-00596 (granted 11/10/2000).

Tritel is an indirect wholly-owned subsidiary of TeleCorp PCS, Inc. ("TPI"), a wireless telecommunications company that provides PCS service in 14 states across the country and in the Commonwealth of Puerto Rico; currently, AWS owns 23% of TPI's issued and outstanding equity. AWS is a newly independent entrant in the telecommunications marketplace, having been split off from AT&T Corp. in July 2001. It primarily provides domestic wireless voice and data services and products in the 850 megahertz and 1900 megahertz markets.

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AWS is a corporation organized under the laws of Delaware.

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*with a copy to:*

Eric W. DeSilva

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<sup>2</sup> See 47 C.F.R. § 63.18(a).

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Tritel C/F Holding Corp.	WPOK612
Wisconsin Acquisition Corp.	KNLF581
AirCom PCS, Inc.	KNLF457
DigiCall, Inc.	KNLG908
DigiCom, Inc.	KNLG909
TeleCorp LMDS, Inc.	WPOH988
Zephyr Wireless, L.L.C.	WPQV902
TeleCorp Communications, Inc.	WPOL375
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<sup>8</sup> See 47 C.F.R. §§ 63.21, 63.22, & 63.23.

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Tritel seeks only authority to transfer control of the existing Section 214 authorization issued in Tritel's name to AWS.

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This application is categorically excluded from environmental processing under Section 1.1306 of the Commission's rules.<sup>11</sup>

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Sanno Park Tower  
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Japan

DCM Capital USA owns approximately 16% of AWS' issued and outstanding shares. DCM Capital USA is a United Kingdom Limited Company that is in the business of telecommunications investments. It is a wholly-owned subsidiary of NTT DoCoMo, Inc., a Japanese telecommunications provider of the same address. NTT DoCoMo is a 61%-owned subsidiary of Nippon Telegraph and Telephone, a Japanese corporation also of the same address.

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<sup>13</sup> See 47 C.F.R. § 63.18(i).

<sup>14</sup> See 47 C.F.R. § 63.18(j).

<sup>15</sup> See 47 C.F.R. § 63.18(k).

<sup>16</sup> See 47 C.F.R. § 63.18(l).

<sup>17</sup> See 47 C.F.R. §§ 63.10(a)(3), 43.61(c).

**(m) Regulatory Classification<sup>18</sup>**

As AWS has certified above that it is not a foreign carrier and is not affiliated with a foreign carrier, AWS requests that the Commission treat it as non-dominant for purposes of this application.

**(n) Certification Regarding Special Concessions<sup>19</sup>**

By the signature below, AWS certifies that it has not agreed, and will not agree in future, to accept any direct or indirect special concessions from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route.

**(o) Certification Regarding the Anti-Drug Abuse Act of 1988<sup>20</sup>**

By the signature below, AWS certifies that it is not subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.<sup>21</sup>

**(p) Streamlining<sup>22</sup>**

This application qualifies for streamlined processing under the Commission's rules because AWS is not affiliated with any foreign or dominant U.S. carrier, and because AWS does not seek authority to provide switched basic service over private lines

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<sup>18</sup> See 47 C.F.R. § 63.18(m).

<sup>19</sup> See 47 C.F.R. § 63.18(n).

<sup>20</sup> See 47 C.F.R. §§ 1.2001-1.2003, 63.18(o).

<sup>21</sup> See 21 U.S.C. § 853(a).

<sup>22</sup> See 47 C.F.R. § 63.18(p).

to any country for which the Commission has not previously authorized such service.<sup>23</sup>

AWS therefore requests such processing.

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<sup>23</sup> See 47 C.F.R. § 63.12.

**CONCLUSION**

For the reasons stated above, the Commission should expeditiously grant a transfer of control of Tritel's Section 214 authorization.

Respectfully submitted,

TRITEL COMMUNICATIONS, INC.

---

Thomas Sullivan  
President  
Tritel Communications, Inc.

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(601) 914-8000

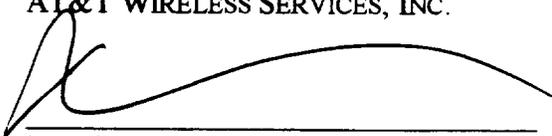
TELECORP PCS, INC.

---

Thomas Sullivan  
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AT&T WIRELESS SERVICES, INC.



---

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*Attorneys for TeleCorp PCS, Inc.*

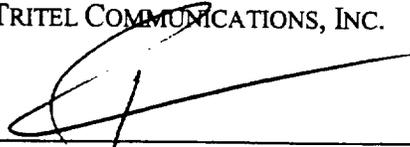
October 19, 2001

## CONCLUSION

For the reasons stated above, the Commission should expeditiously grant a transfer of control of Tritel's Section 214 authorization.

Respectfully submitted,

TRITEL COMMUNICATIONS, INC.



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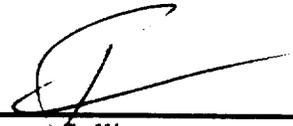
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October 2001

READ INSTRUCTIONS CAREFULLY

BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB

3060-0588

REMITTANCE ADVICE

SPECIAL USE

FCC USE ONLY

(1) LOCKBOX # 358115

PAGE NO. 1 OF 1

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Wiley Rein & Fielding, LLP

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 815.00

(4) STREET ADDRESS LINE NO. 1

1776 K Street, N.W.

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20006

(9) DAYTIME TELEPHONE NUMBER (include area code)

202-719-7000

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

Tritel Communications, Inc.

(12) STREET ADDRESS LINE NO. 1

111 E. Capitol Street

(13) STREET ADDRESS LINE NO. 2

Suite 550

(14) CITY

Jackson

(15) STATE

MS

(16) ZIP CODE

39201

(17) DAYTIME TELEPHONE NUMBER (include area code)

601-914-8000

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(18A) FCC CALL SIGN/OTHER ID

N/A

(22A) PAYMENT TYPE CODE (PTC)

C

U

T

(21A) QUANTITY

1

(22B) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 815.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(18B) FCC CALL SIGN/OTHER ID

(22B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(18C) FCC CALL SIGN/OTHER ID

(22C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(18D) FCC CALL SIGN/OTHER ID

(22D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22E) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 5 2 1 2 8 9 9 8 8

APPLICANT TIN

0 6 4 0 8 9 6 0 4 2

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, Eric W. DeSilva

(PRINT NAME)

Certify under penalty of perjury that the foregoing and supporting information

are true and correct to the best of my knowledge, information and belief. SIGNATURE

*Eric W. DeSilva*

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD

MASTERCARD/VISA ACCOUNT NUMBER

EXPIRATION DATE

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD

AUTHORIZED SIGNATURE

DATE

For the cardholder (after verification) (c) herein described.

This check is GREEN

**WILEY REIN & FIELDING LLP**  
1776 K Street, N.W.  
Washington, DC  
**Operating Account**

**143337**

Date	Amount
10/19/2001	*****815.00

**Pay** Eight Hundred Fifteen and 00/100 Dollars ONLY

**To the Order of** FCC

Bank of America, N.A.  
Washington, DC

*Bany S. Strauss*  
(Two Signatures Required For Amounts Over \$1,000.00)

⑈ 143337⑈ ⑆054001204⑆ ⑈000003702987⑈

Attached is our check in full settlement of items shown hereon. If not correct, please return with explanation or call us at (202)719-7512.

**No. 143337**

**Check Date 10/19/2001**

FCC					
Description	Date	Invoice No.	Amount of Invoice	Discount	Net
FILING FEE	10/19/2001		815.00	.00	815.00
				<b>Total</b>	<b>815.00</b>

Remittance Advice  
Detach before depositing

**WILEY REIN & FIELDING LLP**  
**Operating Account**