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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?

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

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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
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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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   Business Consortium
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   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.

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### FCC 603

**FCC Wireless Telecommunications Bureau**
**Application for Assignments of Authorization and Transfers of Control**

**Approved by OMB 3060-0800**
**See instructions for public burden estimate**

**Submitted 10/19/2001 at 03:45PM**

**File Number:** 0000634869

---

1) **Application Purpose:** Transfer of Control

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

2b) File numbers of related pending applications currently on file with the FCC:

---

**Type of Transaction**

3a) Is this a *pro forma* assignment of authorization or transfer of control? **No**

3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* 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? **No**

6) Are attachments being filed with this application? **Yes**

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? **Yes**

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? **Yes**

---

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? **Sale or other assignment or transfer of stock**

If required by applicable rule, attach 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: **Voluntary**

---

**Licensee/Assignor Information**

10a) **Taxpayer Identification Number:** 061560964

10b) **SGIN:** 000

10c) **FCC Registration Number (FRN):** 0004884300

11) **First Name (if individual):** **MI:**

12) **Entity Name (if not an individual):** Wisconsin Acquisition Corp.

13) **Attention To:** Thomas Sullivan

14) **P.O. Box:** And/Or

15) **Street Address:** 1010 N. Glebe Road, Suite 800

16) **City:** Arlington

17) **State:** VA

18) **Zip:** 22201

19) **Telephone Number:** (703)236-1100

20) **FAX:** (703)236-1101

21) **E-Mail Address:** tausullivan@telecorp1.com

---

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

<table>
<thead>
<tr>
<th>Race:</th>
<th>American Indian or Alaska Native:</th>
<th>Asian:</th>
<th>Black or African-American:</th>
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### Transferor Information (for transfers of control only)

<table>
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<tr>
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<td>24</td>
<td>First Name (if individual):</td>
<td></td>
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<tr>
<td></td>
<td>MI:</td>
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<td>Suffix:</td>
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<td>Entity Name (if not an individual):</td>
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<tr>
<td>26</td>
<td>P.O. Box:</td>
<td>And / Or</td>
</tr>
<tr>
<td>27</td>
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</tr>
<tr>
<td>28</td>
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<td>32</td>
<td>FAX:</td>
<td>(703)236-1101</td>
</tr>
<tr>
<td>33</td>
<td>E-Mail Address:</td>
<td><a href="mailto:tsullivan@telecorp1.com">tsullivan@telecorp1.com</a></td>
</tr>
</tbody>
</table>

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

| 34  | First Name:                   | Eric     |
|     | MI:                           | W        |
|     | Last Name:                    | DeSilva  |
|     | Suffix:                       |           |
| 35  | Company Name:                 | Wiley, Rein & Fielding |
| 36  | P.O. Box:                     | And / Or |
| 37  | Street Address:               | 1776 K Street, NW |
| 38  | City:                         | Washington |
| 39  | State:                        | DC       |
| 40  | Zip:                          | 20008    |
| 41  | Telephone Number:             | (202)719-3182 |
| 42  | FAX:                          | (202)719-4969 |
| 43  | E-Mail Address:               | edesilva@wrf.com |

### Assignee/Transferee Information

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

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

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

### Alien Ownership Questions

- 69) Is the Assignee or Transferee a foreign government or the representative of any foreign government? | No
- 70) Is the Assignee or Transferee an alien or the representative of an alien? | No
- 71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government? | No
- 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? | No
- 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. | No

### 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)

<table>
<thead>
<tr>
<th>Race:</th>
<th>American Indian or Alaska Native:</th>
<th>Asian:</th>
<th>Black or African-American:</th>
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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 pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 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: Thomas
MI: H
Last Name: Sullivan
Suffix:

80) Title: President

Signature: Thomas H Sullivan
81) Date: 10/19/01

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 pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 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."

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: Douglas
MI: I
Last Name: Brandon
Suffix:
Title: Vice President
Signature: Douglas I Brandon
Date: 10/19/01

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 303).

Authorization To Be Assigned or Transferred

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<tr>
<th>Call Sign</th>
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FCC Form 603 Schedule A
Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Assignments of Authorization

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

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

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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.

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2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

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3a) Is this a pro forma assignment of authorization or transfer of control? No

3b) If the answer to Item 3a is "Yes", is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

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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? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach 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: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 541978127 10b) SGIN: 000 10c) FCC Registration Number (FRN): 0004227328

11) First Name (if individual):  [ ] 12) Entity Name (if not an individual): Zephyr Wireless, L.L.C.

13) Attention To: Thomas Sullivan

14) P.O. Box: [ ] 15) Street Address: 1010 N. Glebe Road, Suite 800 16) City: Arlington 17) State: VA 18) Zip: 22201

19) Telephone Number: (703)236-1100 20) FAX: (703)236-1101

21) E-Mail Address: tsullivan@telecorp1.com

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

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| Last Name:                                    | Suffix:  |
| 25) Entity Name (if not an individual): TeleCorp PCS, Inc. |
| 26) P.O. Box:                                 | And / Or  
| 27) Street Address: 1010 N. Glebe Road, Suite 800 |
| 28) City: Arlington                            | 29) State: VA  
| 30) Zip: 22201                                |
| 31) Telephone Number: (703)236-1100            | 32) FAX: (703)236-1101 |
| 33) E-Mail Address: tsullivan@telecorp1.com    |

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

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

**Assignee/Transferee Information**

44) The Assignee is a(n): Corporation

45a) Taxpayer Identification Number: 911379052  
45b) SGIN: 000  
45c) FCC Registration Number (FRN): 0004122032

46) First Name (if individual): MI:  
Last Name: Suffix:  
47) Entity Name (if other than individual): AT&T Wireless Services, Inc.

48) Name of Real Party in Interest: TIN:

50) Attention To:  
51) P.O. Box: And / Or  
52) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor

53) City: Washington  
54) State: DC  
55) Zip: 20036

56) Telephone Number: (202)223-9222  
57) FAX: (202)223-9095

58) E-Mail Address:

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

59) First Name: David                           | MI: C  
Last Name: Jatlow                            | Suffix:  
60) Company Name: AT&T Wireless Services, Inc.

61) P.O. Box: And / Or  
62) Street Address: 1150 Connecticut Avenue, NW, 4th Floor

63) City: Washington  
64) State: DC  
65) Zip: 20036

66) Telephone Number: (202)223-9222  
67) FAX: (202)223-9095

68) E-Mail Address: david.jatlow@atwws.com

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government? No

70) Is the Assignee or Transferee an alien or the representative of an alien? No

71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government? No

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? No

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. No

**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)

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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 pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 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: Thomas  Last Name: Sullivan  [Min: H  Suffix:]

80) Title: President

Signature: Thomas H Sullivan  [Date: 10/19/01]

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 pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 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 assignment 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 1988, 21 U.S.C § 852, 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:** Douglas  
**MI:**  
**Last Name:** Brandon  
**Suffix:**  

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<tr>
<th><strong>83) Title:</strong> Vice President</th>
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<td><strong>Signature:</strong> Douglas</td>
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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).

### Authorizations To Be Assigned or Transferred

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<td>WPQW217</td>
<td>AL</td>
<td>Yes</td>
<td></td>
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</tr>
</tbody>
</table>
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

<table>
<thead>
<tr>
<th>Year 1 Gross Revenues (current)</th>
<th>Year 2 Gross Revenues</th>
<th>Year 3 Gross Revenues</th>
<th>Total Assets:</th>
</tr>
</thead>
</table>

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
<table>
<thead>
<tr>
<th>Attachment Type</th>
<th>Date</th>
<th>Description</th>
<th>Contents</th>
</tr>
</thead>
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<td>10/19/01</td>
<td>Ex. I: Public Interest Statement</td>
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<td>Other</td>
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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 name¹ 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.

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

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

TeleCorp PCS, Inc.

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 164th Ave., N.E.
Redmond, WA 98052
(202) 223-9222

(b) Incorporation

TPI is a corporation organized under the laws of Delaware.

AWS is a corporation organized under the laws of Delaware.

(c) Contact Information

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., 4th 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

---

3 See 47 C.F.R. § 63.18(b).
4 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:

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<td>Wisconsin Acquisition Corp.</td>
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<tr>
<td>AirCom PCS, Inc.</td>
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<td>Tritel C/F Holding Corp.</td>
<td>WPOK659</td>
</tr>
</tbody>
</table>

5 See 47 C.F.R. § 63.18(d).

6 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**

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.

(f) **Scope of Authorization**

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**

---

7. See 47 C.F.R. § 63.18(e).
8. See 47 C.F.R. §§ 63.21, 63.22, & 63.23.
9. 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.¹¹

(h) Corporate Control¹²

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 Affiliation¹³

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 Markets¹⁴

---

¹⁰ See 47 C.F.R. § 63.18(g).
¹¹ See 47 C.F.R. § 1.1306 n.1.
¹² See 47 C.F.R. § 63.18(h).
¹³ See 47 C.F.R. § 63.18(i).
¹⁴ 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\(^\text{15}\)

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\(^\text{16}\)

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.\(^\text{17}\)

(m) Regulatory Classification\(^\text{18}\)

\(^{15}\) See 47 C.F.R. § 63.18(k).

\(^{16}\) See 47 C.F.R. § 63.18(l).

\(^{17}\) See 47 C.F.R. §§ 63.10(a)(3), 43.61(c).

\(^{18}\) 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**\(^{19}\)

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**\(^{20}\)

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.\(^{21}\)

(p) **Streamlining**\(^{22}\)

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.\(^{23}\)

AWS therefore requests such processing.

---

\(^{19}\) See 47 C.F.R. § 63.18(n).


\(^{22}\) See 47 C.F.R. § 63.18(p).

\(^{23}\) 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.

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., 4th 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.

Respectfully submitted,

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Executive Vice President, CFO
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1150 Connecticut Ave., N.W., 4th Floor
Washington, D.C. 20036
(202) 223-9222

October 19, 2001
FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE ADVICE

SPECIAL USE

PAGE NO. 1 OF 1

LOCKBOX # 358115

Wiley Rein & Fielding, LLP

1776 K Street, N.W.

WASHINGTON, DC 20006

202-719-7000

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

TeleCorp. PCS, Inc.

1010 N Glebe Road

Suite 800

Arlington, VA 22201

703-236-1100

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

N/A

C U T I

815.00

SECTION D - TAXPAYER INFORMATION (REQUIRED)

PAYER TIN 0521289988

APPLICANT TIN 0541872248

SECTION E - CERTIFICATION

Eric W. Desilva certifies under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

SIGNATURE

DATE

SECURED CREDIT CARD PAYMENT REGISTRATION

MastersCard

MySQL

authorized signature

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

Pay  Eight Hundred Fifteen and 00/100 Dollars ONLY

To the Order of  FCC

Bank of America, N.A.  
Washington, DC

No. 14333

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Total 815.00

WILEY REIN & FIELDING LLP  
Operating Account
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 name1 to AT&T Wireless Services, Inc. ("AWS").

1 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**

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 164th Ave., N.E.
Redmond, WA 98052
(202) 223-9222

(b) **Incorporation**

TPI is a corporation organized under the laws of Delaware.

AWS is a corporation organized under the laws of Delaware.

(c) **Contact Information**

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., 4th Floor
Washington, D.C. 20036
(202) 223-9222

*with a copy to:*

Eric W. DeSilva

---

2 See 47 C.F.R. § 63.18(a).
3 See 47 C.F.R. § 63.18(b).
4 See 47 C.F.R. § 63.18(c).
(d) **Other Commission Authorizations**

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:

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5. 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).

(c) **Descriptions of the Services to Be Provided**

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.

(f) **Scope of Authorization**

---

6 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.

7 See 47 C.F.R. § 63.18(e).

8 See 47 C.F.R. §§ 63.21, 63.22, & 63.23.

9 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**

This application is categorically excluded from environmental processing under Section 1.1306 of the Commission's rules.\(^{11}\)

(h) **Corporate Control**

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**

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

---

\(^{10}\) See 47 C.F.R. § 63.18(g).

\(^{11}\) See 47 C.F.R. § 1.1306 n.1.

\(^{12}\) See 47 C.F.R. § 63.18(h).
(j) **Certification Regarding Destination Markets**

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**

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**

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.

---

13 See 47 C.F.R. § 63.18(i).
14 See 47 C.F.R. § 63.18(j).
15 See 47 C.F.R. § 63.18(k).
16 See 47 C.F.R. § 63.18(l).
17 See 47 C.F.R. §§ 63.10(a)(3), 43.61(c).
(m) **Regulatory Classification**¹⁸

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**¹⁹

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**²⁰

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 1988.²¹

(p) **Streamlining**²²

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.

---

¹⁸ See 47 C.F.R. § 63.18(m).
¹⁹ See 47 C.F.R. § 63.18(n).
²² See 47 C.F.R. § 63.18(p).
to any country for which the Commission has not previously authorized such service.\textsuperscript{23}

AWS therefore requests such processing.

\textsuperscript{23} 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

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

Attorneys for TeleCorp PCS, Inc.

October 19, 2001

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., 4th Floor
Washington, D.C. 20036
(202) 223-9222
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.

[Signature]
Thomas Sullivan
President
TeleCorp Communications, Inc.

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Attorneys for TeleCorp PCS, Inc.

TELECORP PCS, INC.

[Signature]
Thomas Sullivan
Executive Vice President, CFO
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AT&T WIRELESS SERVICES, INC.

October 2001

Douglas I. Brandon
Vice President

1150 Connecticut Ave., N.W., 4th Floor
Washington, D.C. 20036
(202) 223-9222
**FEDERAL COMMUNICATIONS COMMISSION**

**REMITTANCE ADVICE**

**PAGE NO. 1 OF 1**

---

**SECTION A - PAYER INFORMATION**

- **Lockbox #:** 358115
- **Name:** Wiley Rein & Fielding, LLP
- **Street Address Line No. 1:** 1776 K Street, N.W.
- **City:** Washington, DC
- **State:** DC
- **Zip Code:** 20006
- **Daytime Telephone Number:** 202-719-7000

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B**

**SECTION B - APPLICANT INFORMATION**

- **Name:** TeleCorp. Communications, Inc.
- **Street Address Line No. 1:** 1010 N. Glebe Road
- **City:** Arlington
- **State:** VA
- **Zip Code:** 22201
- **Daytime Telephone Number:** 703-236-1100

**SECTION C - PAYMENT INFORMATION**

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

- **Payer TIN:** 0521289988
- **Applicant TIN:** 0522105807

**SECTION E - CERTIFICATION**

- **Signature:** [Signature]

**SECTION F - CREDIT CARD PAYMENT INFORMATION**

- **Card Type:** None

---

**CERTIFICATION**

I, Eric W. DeSilva, certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

**REMITTANCE ADDRESSES**

- **Public Account Service:** P.O. Box 5015
- **Private Account Service:** 1015 Meeting Street

---

[Signature]

**PUBLIC ACCOUNT STATEMENT OF RECEIPT**

FCC Form 159 July 1997 071097
Pay Eight Hundred Fifteen and 00/100 Dollars ONLY

To the Order of FCC

Bank of America, N.A.
Washington, DC

No. 14333

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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\(^1\) to AT&T Wireless Services, Inc. ("AWS").

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.

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. Tritel, 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 Tritel's Section 214 authorization would clearly serve the public interest. Tritel 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**

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 164th Ave., N.E.
Redmond, WA 98052
(202) 223-9222

(b) **Incorporation**

TPI is a corporation organized under the laws of Delaware.

AWS is a corporation organized under the laws of Delaware.

(c) **Contact Information**

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., 4th Floor
Washington, D.C. 20036
(202) 223-9222

*with a copy to:*

Eric W. DeSilva

---

2 See 47 C.F.R. § 63.18(a).
3 See 47 C.F.R. § 63.18(b).
4 See 47 C.F.R. § 63.18(c).
(d) **Other Commission Authorizations**

Both Tritel’s parent, TPI, and a different wholly-owned subsidiary of TPI, TeleCorp Communications, Inc. ("TCI"), hold Section 214 authorizations. TPI was granted Section 214 authority on November 10, 2000 (File No. ITC-214-20001019-00629). TCI was granted Section 214 authority on June 4, 1999 (File No. ITC-214-19990305-00237). TPI and TCI 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:

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<td>Tritel A/B Holding Corp.</td>
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<td>DigiCom, Inc.</td>
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<td>Zephyr Wireless, L.L.C.</td>
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<td>TeleCorp Communications, Inc.</td>
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<td>Tritel C/F Holding Corp.</td>
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---

5 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**\(^7\)

Tritel seeks to transfer control—from TPI to AWS—of Tritel’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.\(^8\)

(f) **Scope of Authorization**\(^9\)

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\(^6\) 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.

\(^7\) See 47 C.F.R. § 63.18(e).

\(^8\) See 47 C.F.R. §§ 63.21, 63.22, & 63.23.

\(^9\) See 47 C.F.R. § 63.18(f).
Tritel seeks only authority to transfer control of the existing Section 214 authorization issued in Tritel's name to AWS.

(g) **Exclusion from Environmental Processing**

This application is categorically excluded from environmental processing under Section 1.1306 of the Commission's rules.

(h) **Corporate Control**

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**

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

---

10 See 47 C.F.R. § 63.18(g).
11 See 47 C.F.R. § 1.1306 n.1.
12 See 47 C.F.R. § 63.18(h).
(j) **Certification Regarding Destination Markets**¹⁴

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**¹⁵

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**¹⁶

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.¹⁷

---

¹³ See 47 C.F.R. § 63.18(i).
¹⁴ See 47 C.F.R. § 63.18(j).
¹⁵ See 47 C.F.R. § 63.18(k).
¹⁶ See 47 C.F.R. § 63.18(l).
¹⁷ See 47 C.F.R. §§ 63.10(a)(3), 43.61(c).
(m) **Regulatory Classification**\(^{18}\)

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**\(^{19}\)

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**\(^{20}\)

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.\(^{21}\)

(p) **Streamlining**\(^{22}\)

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.

---

\(^{18}\) See 47 C.F.R. § 63.18(m).

\(^{19}\) See 47 C.F.R. § 63.18(n).


\(^{22}\) See 47 C.F.R. § 63.18(p).
to any country for which the Commission has not previously authorized such service.\textsuperscript{23}

AWS therefore requests such processing.

\textsuperscript{23} 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.

111 E. Capitol St., Ste. 550
Jackson, MS 39201
(601) 914-8000

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

Attorneys for TeleCorp PCS, Inc.

TELECOP PCS, INC.

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AT&T WIRELESS SERVICES, INC.

Douglas I. Brandon
Vice President

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

October 19, 2001
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October 2001

Douglas I. Brandon
Vice President

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Washington, D.C. 20036
(202) 223-9222
**FEDERAL COMMUNICATIONS COMMISSION**

**REMITTANCE ADVICE**

**SECTION A - PAYER INFORMATION**

- **LOCKBOX #**: 358115
- **PAYER NAME**: Wiley Rein & Fielding, LLP
- **STREET ADDRESS LINE NO. 1**: 1776 K Street, N.W.
- **STATE**: DC
- **ZIP CODE**: 20006
- **DAYTIME TELEPHONE NUMBER**: 202-719-7000

**SECTION B - APPLICANT INFORMATION**

- **APPLICANT NAME**: Tritel Communications, Inc.
- **STREET ADDRESS LINE NO. 1**: 111 E. Capitol Street
- **CITY**: Jackson
- **STATE**: MS
- **ZIP CODE**: 39201

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**SECTION E - CERTIFICATION**

- **SIGNATURE**: Eric W. DeSilva
- **DATE**: 

**SECTION F - CREDIT CARD PAYMENT INFORMATION**

- **CREDIT CARD**: MasterCard
- **ACCOUNT NUMBER**: 
- **EXPIRATION DATE**: 
- **AUTHORIZED SIGNATURE**: 

**PRINTED NAME**: Eric W. DeSilva

**SIGNATURE**: 

**DATE**: 

**CERTIFICATION**: I certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

**SIGNATURE**: 

**DATE**: 

**FCC FORM 159**

JULY 1997 (REV. 1/97)
WILEY REIN & FIELDING LLP
1776 K Street, N.W.
Washington, DC
Operating Account

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Date 10/19/2001

Pay Eight Hundred Fifteen and 00/100 Dollars ONLY

To the Order of FCC

Bank of America, N.A.
Washington, DC

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

Remittance Advice
Deposit before depositing