

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

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

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if other than individual):					
26) P.O. Box:		And /Or	27) Street Address:		
28) City:			29) State:		30) Zip:
31) Telephone Number:			32) FAX:		
33) E-Mail Address:					

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

34) First Name:		MI:	Last Name:		Suffix:
35) Company Name:					
36) P.O. Box:		And /Or	37) Street Address:		
38) City:			39) State:		40) Zip:
41) Telephone Number:			42) FAX:		
43) E-Mail Address:					

Assignee/Transferee Information

44) Assignee is a(n): (L)					
Individual Corporation	Unincorporated Association	Trust Partnership	Government Entity Consortium	Joint Venture	
Corporation	Limited Liability Corporation				
45a) Taxpayer Identification Number:			45b) SGIN		
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): TeleCorp Holding Corp. II, L.L.C.					
48) Name of Real Party in Interest:			49) TIN		
50) Attention To: Greg Sarro					

51) P.O. Box:	And /Or	52) Street Address: 1010 N. Glebe Road, Suite 800	54) State: VA	55) Zip: 22201
53) City: Arlington				
56) Telephone Number: (703) 236-1100	57) FAX: (703) 236-1101			
58) E-Mail Address: gsarro@telecorp1.com				

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

59) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:	
60) Company Name: Wiley, Rein & Fielding				
61) P.O. Box:	And /Or	62) Street Address: 1776 K Street, NW	64) State: DC	65) Zip: 20006
63) City: Washington				
66) Telephone Number: (202) 719-3182	67) FAX: (202) 719-4969			
68) E-Mail Address: edesilva@wrf.com				

Alien Ownership Questions

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

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

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:		Not Hispanic or Latino:		
Gender:	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 pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Red. 6293 (1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or 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:	MI:	Last Name:	Suffix:
Thomas		Sullivan	

80) Title:
President

Signature: 

81) Date:
4/27/00

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 Red. 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.

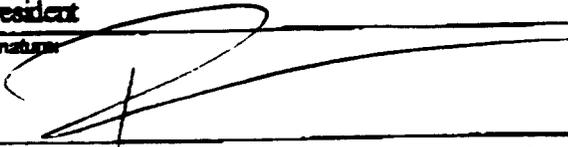
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, 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 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. § 882, 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: Thomas	Mt:	Last Name: Sullivan	Suffix:
83) Title: President			84) Date: 4/27/20
Signature: 			
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).			

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)?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
If 'Yes', is the Assignee applying for installment payments?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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:
94,769,000	2,034,431	0	495,776,440

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)

As a result of the transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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 B: ULS/NON-ULS FILINGS

By this application, TeleCorp Holding Corp., Inc. ("THC") and TeleCorp Holding Corp. II, L.L.C. ("THC2") seek Commission consent to the *pro forma* assignment from THC to THC2 of the authorizations listed below. As discussed herein, however, one of the call signs was recently assigned and cannot be processed by the Universal Licensing System.

ULS FILINGS:

- KNLF391, Alexandria, LA, BTA009 (C Block);
- KNLF392, Lake Charles, LA, BTA238 (C Block);
- KNLF393, Monroe, LA, BTA304 (C Block);
- KNLG228, Beaumont-Port Arthur, TX, BTA034 (F Block);
- KNLG906, Baton Rouge, LA, BTA032 (F Block);
- KNLG917, Hammond, LA, BTA180 (F Block);
- KNLG920, Houma-Thibodaux, BTA195 (F Block);
- KNLG921, Lafayette-New Iberia, LA, BTA236 (F Block);
- KNLH626, Little Rock, AR, BTA257 (F Block);
- KNLH628, Memphis, TN, BTA290 (F Block); and,
- KNLH629, New Orleans, LA, BTA320 (F Block).
- WPOJ822, Alexandria, LA, BTA009 (C Block);
- WPOJ823, Beaumont-Port Arthur, TX, BTA034 (C Block);
- WPOJ824, Jackson, TN, BTA211 (C Block);
- WPOJ825, San Juan, PR, BTA488 (C Block);
- WPOK683, Houma-Thibodaux, LA, BTA195 (C Block); and
- WPOK684, New Orleans, LA, BTA320 (C Block)

NON-ULS FILINGS:

- WPOL354, Lake Charles, LA, BTA238 (C Block).

Those filings shown above under the heading "ULS Filings" have been filed using the FCC's Universal Licensing System, as required under the rules. Those filings listed under the heading "Non-ULS Filings" were recently consummated,¹ however, and ULS does not presently permit the applicants to file the requested assignments of those authorizations electronically. Accordingly, for those authorizations, the applicants have filed a paper FCC Form 603 and request a waiver of the electronic filing requirement.

¹ WPOL354, will be assigned on April 27, 2000 from Gulf Telecom, Inc. to THC pursuant to Commission consent, and a notification of consummation filed the same day. See File No. 0000052685.

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

DUPLICATE

Approved by OMB
5060-0000
See instructions for
public burden estimate

00-130

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
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: n/a
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?	(Y) Yes No
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?	(N) Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	(N) Yes No
5) Does this filing request a waiver of the Commission's rules?	(Y) Yes No
6) Are attachments being filed with this application?	(Y) Yes No
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?	(Y) Yes No
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?	(N) Yes No

RECEIVED
MAY 04 2000
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (S)

Sale or other assignment or transfer of stock Court Order

Other (voting trust agreement, management contract, etc.): _____

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: (V) Voluntary Involuntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:		10b) SGIN:	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): TeleCorp Holding Corp. II, L.L.C.			
13) Attention To: Greg Sarro			
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: gsarro@telecorp1.com			

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

Race:	American Indian or Alaska Native: <input type="checkbox"/>	Asian: <input type="checkbox"/>	Black or African-American: <input type="checkbox"/>	Native Hawaiian or Other Pacific Islander: <input type="checkbox"/>	White: <input checked="" type="checkbox"/>
Ethnicity:	Hispanic or Latino: <input type="checkbox"/>	Not Hispanic or Latino: <input type="checkbox"/>			
Gender:	Female: <input type="checkbox"/>	Male: <input type="checkbox"/>			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if other than individual): TeleCorp Wireless, Inc. (f/k/a 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: gsarro@telecorp1.com					

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

34) First Name: Eric		MI:	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) Assignee is a(n): <input checked="" type="checkbox"/> Individual Corporation <input type="checkbox"/> Unincorporated Association Limited Liability Corporation <input type="checkbox"/> Trust Partnership <input type="checkbox"/> Government Entity Consortium <input type="checkbox"/> Joint Venture					
45a) Taxpayer Identification Number:			45b) SGIN		
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): TeleCorp PCS, Inc.					
48) Name of Real Party in Interest:				49) TIN	
50) Attention To: Greg Sarro					

51) P.O. Box:	And /Or	52) Street Address: 1010 N. Glebe Road, Suite 800
53) City: Arlington	54) State: VA	55) Zip: 22201
56) Telephone Number: (703) 236-1100	57) FAX: (703) 236-1101	
58) E-Mail Address: gsarro@telecorp1.com		

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

59) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:
60) Company Name: Wiley, Rein & Fielding			
61) P.O. Box:	And /Or	62) Street Address: 1776 K Street, NW	
63) City: Washington	64) State: DC	65) Zip: 20006	
66) Telephone Number: (202) 719-3182	67) FAX: (202) 719-4969		
68) E-Mail Address: edesilva@wrf.com			

Alien Ownership Questions

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

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

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

Assignor/Transferor Certification Statements

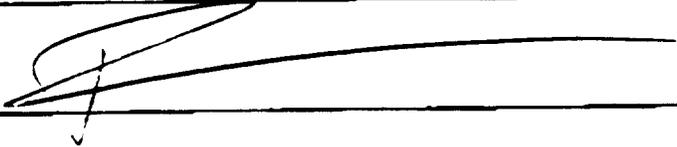
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- 2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Thomas		Sullivan	

80) Title:
President

Signature:



81) Date:

4/27/00

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 Rod. 6293 (1996).
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- 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 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 1986, 21 U.S.C. § 882, 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.

62) Typed or Printed Name of Party Authorized to Sign

First Name: Thomas	MI:	Last Name: Sullivan	Suffix:
63) Title: President			64) Date: 4/27/00
Signature: 			
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).			

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)?	(<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No
If 'Yes', is the Assignee applying for installment payments?	(<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No

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:
94,769,000	2,034,431	0	495,776,440

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.
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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.

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

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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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Transfers of Control

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

As a result of the transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?	(<input type="checkbox"/>) Yes <input type="checkbox"/> No
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 B: ULS/NON-ULS FILINGS

By this application, TeleCorp Holding Corp. II, Inc. ("THC2") seeks FCC consent to the *pro forma* transfer of control of THC2 from TeleCorp Wireless, Inc. ("TWT", formerly TeleCorp PCS, Inc.) to TeleCorp PCS, Inc. ("TPI"). The authorizations that will be held by THC2 that will be subject to the transfer of control include:

ULS FILINGS:

- KNLF391, Alexandria, LA, BTA009 (C Block);
- KNLF392, Lake Charles, LA, BTA238 (C Block);
- KNLF393, Monroe, LA, BTA304 (C Block);
- KNLG228, Beaumont-Port Arthur, TX, BTA034 (F Block);
- KNLG906, Baton Rouge, LA, BTA032 (F Block);
- KNLG917, Hammond, LA, BTA180 (F Block);
- KNLG920, Houma-Thibodaux, BTA195 (F Block);
- KNLG921, Lafayette-New Iberia, LA, BTA236 (F Block);
- KNLH626, Little Rock, AR, BTA257 (F Block);
- KNLH628, Memphis, TN, BTA290 (F Block); and,
- KNLH629, New Orleans, LA, BTA320 (F Block).
- WPOJ822, Alexandria, LA, BTA009 (C Block);
- WPOJ823, Beaumont-Port Arthur, TX, BTA034 (C Block);
- WPOJ824, Jackson, TN, BTA211 (C Block);
- WPOJ825, San Juan, PR, BTA488 (C Block);
- WPOK683, Houma-Thibodaux, LA, BTA195 (C Block); and
- WPOK684, New Orleans, LA, BTA320 (C Block)

NON-ULS FILINGS:

- WPOL354, Lake Charles, LA, BTA238 (C Block).

Those filings shown above under the heading "ULS Filings" were the subject of a *pro forma* assignment application filed on the Universal Licensing System from the original licensee, TeleCorp Holding Corp., Inc. ("THC") to THC2. Those filings listed under the heading "Non-ULS Filings," for reasons discussed in those filings, were the subject of a paper *pro forma* assignment application (filed with a request for waiver of the electronic filing rule), seeking consent to assign the authorizations from THC to THC2. Because both sets of authorizations are subject to a prior assignment application, ULS does not presently permit the applicants to file the requested transfer of control of those authorizations electronically. Accordingly, the applicants have filed a paper FCC Form 603 and request a waiver of the electronic filing requirement.

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

DUPLICATE

Approved by OMB
3060-3800
See instructions for
public burden estimate

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
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: n/a
2b) File numbers of related pending applications currently on file with the FCC:		

RECEIVED

MAY 04 2000

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(N) Yes No
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?	() Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	(N) Yes No
5) Does this filing request a waiver of the Commission's rules?	(Y) Yes No
6) Are attachments being filed with this application?	(Y) Yes No
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?	(Y) Yes No
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?	(N) Yes No

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (S)

Sale or other assignment or transfer of stock Court Order

Other (voting trust agreement, management contract, etc.): _____

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: (V) Voluntary Involuntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:		10b) SGIN:	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Tritel License-Florida, Inc.			
13) Attention To:			
14) P.O. Box:	And /Or	15) Street Address: 111 E. Capitol Street, Suite 500	
16) City: Jackson	17) State: MS	18) Zip: 39201	
19) Telephone Number: (601) 914-8000		20) FAX: (601) 914-8282	
21) E-Mail Address:			

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

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

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:		23b) SGIN	
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if other than individual): Tritel, Inc.			
26) P.O. Box:	And /Or	27) Street Address: 111 E. Capitol St., Suite 500	
28) City: Jackson	29) State: MS	30) Zip: 39201	
31) Telephone Number: (601) 914-8000	32) FAX: (601) 914-8282		
33) E-Mail Address:			

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

34) First Name: Thomas	MI:	Last Name: Gutierrez	Suffix:
35) Company Name: Lukas, Nace, McGowan & Gutierrez			
36) P.O. Box:	And /Or	37) Street Address: 1111 19th Street, NW, Suite 1200	
38) City: Washington	39) State: DC	40) Zip: 20036	
41) Telephone Number: (202) 857-3500	42) FAX: (202) 842-4485		
43) E-Mail Address: tgutierrez@fcclaw.com			

Assignee/Transferee Information

44) Assignee is a(n): (C)	Individual Corporation	Unincorporated Association Limited Liability Corporation	Trust Partnership	Government Entity Consortium	Joint Venture
45a) Taxpayer Identification Number:		45b) SGIN			
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): TeleCorp PCS, Inc.					
48) Name of Real Party in Interest:				49) TIN	
50) Attention To: Greg Sarro					

51) P.O. Box:	And /Or	52) Street Address: 1010 N. Glebe Road, Suite 800
53) City: Arlington	54) State: VA	55) Zip: 22201
56) Telephone Number: (703) 236-1100	57) FAX: (703) 236-1101	
58) E-Mail Address: gsarro@telecorp1.com		

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

59) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:
60) Company Name: Wiley, Rein & Fielding			
61) P.O. Box:	And /Or	62) Street Address: 1776 K Street, NW	
63) City: Washington	64) State: DC	65) Zip: 20006	
66) Telephone Number: (202) 719-3182	67) FAX: (202) 719-4969		
68) E-Mail Address: edesilva@wrf.com			

Alien Ownership Questions

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

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

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	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 pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rod. 8283 (1998).
- 2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or 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: Ernest

MI: B. Last Name: Martin

Suffix: Jr.

60) Title: Executive Vice President / Chief Financial Officer

Signature: *[Handwritten Signature]*

81) Date: 5/3/00

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 Rod. 8283 (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 use 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 filed 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 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 search of Federal records pursuant to Section 8101 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 882, 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: Thomas	MI:	Last Name: Sullivan	Suffix:
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83) Title:
President

Signature: 	84) Date: 4/27/00
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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).

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)?	(<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No
If 'Yes', is the Assignee applying for installment payments?	(<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No

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:
94,769,000	2,034,431	0	495,776,440

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.
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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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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.
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Transfers of Control

4) Licensee Eligibility (for transfers of control)

As a result of the transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?	(<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No
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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ATTACHMENT B: ULS/NON-ULS FILINGS

By this application, the parties seek Commission consent to transfer control of Tritel License—Georgia, Inc. (“T-GA”) from Tritel, Inc. to TeleCorp PCS, Inc. T-GA has received Commission consent to be assigned the following authorizations:

Call Sign	Market Name	Market	Block
KNLG910	Brunswick, GA	BTA058	F 0
KNLG935	Valdosta, GA	BTA454	F 0
KNLG936	Waycross, GA	BTA467	F 0

These authorizations, however, are the subject of a currently pending transaction, which has been consented to by the FCC but which the parties have not yet closed, seeking the assignment of the same authorizations from Digital PCS, LLC (File No. 0000043606). Because the parties anticipate that the underlying transaction will be consummated by the time the TeleCorp/Tritel merger closes, the parties are seeking consent for this follow on transaction. Because ULS does not presently permit the applicants to file the requested transfer of control of these authorizations electronically due to the prior pending application, for these authorizations, the applicants have filed a paper FCC Form 603 and request a waiver of the electronic filing requirement.

EXHIBIT B: SUPPLEMENTAL DESCRIPTION

In Exhibit A attached hereto, the applicants indicate that they are seeking consent to the assignment of certain authorizations from Tritel License-Florida, Inc. ("T-FL") and Tritel License-Georgia, Inc. ("T-GA") to Panther Wireless, L.L.C. ("Panther"). At present, neither T-FL nor T-GA hold any authorizations, merely the contractual right to obtain certain authorizations from Digital PCS, LLC ("Digital"). The FCC has consented to the assignment of the specified authorizations from Digital to T-FL (see File No. 0000043577) and from Digital to T-GA (see File No. 0000043606), but those transactions have not yet been consummated, and, indeed, may not be consummated prior to the closing of the TeleCorp/Tritel merger. To avoid any delay or further complication of the TeleCorp/Tritel merger, the parties, upon further reflection, are not seeking authority to assign any potential licenses held by T-FL or T-GA to Panther. Rather, the parties are seeking authority for the transfer of control of T-FL and T-GA from Tritel, Inc., their ultimate parent, to TeleCorp PCS, Inc., in the event the assignments from Digital to T-FL and T-GA are closed prior to the merger.