BY HAND

Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
445 12th Street, SW; Room TW-B204F
Washington, D.C. 20554

Re: Notification of Ex Parte Contact in WT Docket No. 00-130

Dear Ms. Roman Salas:

This letter notifies the Commission of an ex parte contact in WT Docket No. 00-130. On September 6, 2000, Messrs. Pettit and DeSilva of Wiley, Rein & Fielding, representing TeleCorp PCS, Inc., met with Mr. Tramont in the Office of Commissioner Furchgott-Roth to discuss the attached presentation.

Should any questions arise concerning this notification, please do not hesitate to contact the undersigned at (202) 719-3182.

Sincerely,

Eric DeSilva

Enclosure: Presentation

cc: Mr. B. Tramont, Office of Comm’r Furchgott-Roth
Merger Briefing
August 31, 2000

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TeleCorp/Tritel Merger

Introduction

• TeleCorp and Tritel
• Competitive Benefits of the Merger
• Structure of the Merger
• Regulatory Status of the Merger
• Designated Entity Issues
TeleCorp/Tritel Merger

TeleCorp PCS, Inc.

- TeleCorp Holding Corp., Inc. ("THC") was formed in 1996 by Gerald Vento & Thomas Sullivan to participate in the PCS D, E & F Block auction
- THC became a subsidiary of TeleCorp PCS, Inc. ("TeleCorp") when the company was capitalized in July of 1998
- TeleCorp also was able to acquire a number of non-designated entity licenses at the same time
- In order to preserve THC's designated entity status and effectively integrate (and finance) both DE and non-DE licenses, THC's economic ownership is maintained through tracking stock
- TeleCorp and THC are both controlled by G. Vento & T. Sullivan through the use of a class of voting preference stock
TeleCorp/Tritel Merger
TeleCorp PCS, Inc.

(cont'd)

- TeleCorp initiated service in its first market, New Orleans, LA in February of 1999, and launched an additional 26 markets that year.
- As shown in the TLCP footprint map, TeleCorp mainly serves secondary and rural markets.
- TeleCorp also has an exemplary record of hiring minorities (50% of TeleCorp's workforce is minority) and women (50% of TeleCorp's workforce is female, including TeleCorp Chief Operating Officer).
TLCP Pre-Merger Footprint
TeleCorp/Tritel Merger

Tritel, Inc.

- Tritel, Inc. (Tritel) was capitalized slightly after TeleCorp along the same principles, having consolidated both designated entity and non-designated entity licenses under a common holding company.
- Tritel launched its first market, Jackson, MS, in September of 1999, and initiated service in seven other markets in the remainder of the fourth quarter.
- As shown in the TTEL map, Tritel also serves mainly secondary and rural markets in south central United States.
- Like TeleCorp, Tritel also has an exemplary record in minority and female hiring.
TeleCorp/Tritel Merger

Competitive Benefits of the Merger

- As shown in the post-merger footprint map, the service areas of TeleCorp and Tritel are complementary, and overlap by only one county.

- The merger combines the 24th and 25th largest mobile carriers by licensed, unduplicated POPs—a combined market share in customers of less than one-fifth of one percent of the U.S. mobile customers.

- The merger is fully consistent with the spectrum cap, even considering the spectrum holdings of unrelated ventures owned by the controlling principals of TeleCorp and the spectrum holdings of non-controlling investors.
TeleCorp/Tritel Merger

Competitive Benefits of the Merger (cont'd)

- The merged company will compete throughout the majority of the combined footprint with significantly larger established national mobile carriers, including BellSouth, Verizon, and others.

- As a merger of two PCS-only companies, the combined company competes with at least two long-established cellular carriers—and generally several new PCS carriers—in every single market.

- The Department of Justice granted early termination of the merger Hart-Scott-Rodino review, effectively determining that the merger on its face raised no competitive issues.
TCLP/TTEL Post-Merger Footprint
TeleCorp/Tritel Merger

Merger Structure

Fig. 1: Pre-Merger Structure
TeleCorp/Tritel Merger
Merger Structure

Fig. 2: Phase I Merger of TeleCorp into Merger Entity
TeleCorp/Tritel Merger

Merger Structure

G. Vento &
T. Sullivan

Holding Company

TeleCorp PCS, Inc.

TeleCorp Subsidiaries

Tritel, Inc.

Tritel Subsidiaries

Fig. 3: Phase II Merger of Tritel into Merger Entity
TeleCorp/Tritel Merger Structure

G. Vento & T. Sullivan → TeleCorp PCS, Inc. (f/k/a Holding Company)

TeleCorp Wireless, Inc. (f/k/a TeleCorp PCS, Inc.) → TeleCorp Subsidiaries

Tritel, Inc. → Tritel Subsidiaries

Fig. 4: Revisions of Company Names
TeleCorp/Tritel Merger

Regulatory Status of Merger

• Final merger applications submitted on May 5, 2000
• Supplemental competitive showing submitted on June 21, 2000
• Applications placed on Public Notice on July 17, 2000
• Opposition filed by Nextel Communications, Inc. on August 16, 2000
• Replies filed by TeleCorp PCS, Inc. et al., Tritel, Inc., and PolyCell, Inc. on August 28, 2000
• “Reply” also filed by Alpine PCS, Inc. on August 28, 2000
• Applications are now ripe for action
TeleCorp/Tritel Merger

Designated Entity Issues

- Petitioner's allegations all concern TeleCorp's eligibility to hold and acquire designated entity licenses
- While TeleCorp's assets exceed $500M threshold for "entrepreneurial" status, under the rules:
  - THC may still hold its designated entity licenses, since the growth was normal growth due to expansion of the business
  - THC may still acquire designated entity licenses, since Section 24.839 permits, regardless of assets, assignments to entities that hold other C/F Block licenses
  - THC may undergo, under Section 24.839, pro forma transfers of control
- While Petitioner attempts to make an issue of THC's use of tracking stock, the FCC was fully briefed, and approved, such use years ago
TeleCorp/Tritel Merger

Designated Entity Issues

• All of the assignments and transfers of control fit within the exemptions of Section 24.839

• Since Messrs. Vento & Sullivan continue to control the post-merger entity, all of the changes to the TeleCorp DE licenses are pro forma

• All of the DE license assignments to TeleCorp (and the transfers of control of Tritel DE licenses) are to affiliates of entities holding designated entity licenses

• None of Petitioner's arguments has any legitimate basis for delaying the proposed merger