

Categories of Services for 214 Applications  
(Streamlined/Non-streamlined)

- ASSIGNMENT OF LICENSE
- GLOBAL FACILITIES-BASED SERVICE
- GLOBAL FACILITIES-BASED/GLOBAL RESALE SERVICE
- GLOBAL RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE/LIMITED GLOBAL RESALE SERVICE
- LIMITED GLOBAL FACILITIES-BASED SERVICE
- LIMITED GLOBAL RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- SUBMARINE CABLE LANDING LICENSE
- INTERNATIONAL SPECIAL PROJECT

Description of Application: \_\_\_\_\_

---

---

---

---

---

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

APPROVED BY ONE  
FCC/MILLION

MAR 02 1999

PAGE NO. 1 OF 1-968561

SPECIAL USE  
FCC USE ONLY

(1) LOCKBOX #

SECTION A - PAYER INFORMATION

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

Titan Wireless, Inc.

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 780.00

(4) STREET ADDRESS LINE NO. 1

3033 Science Park Road

(5) STREET ADDRESS LINE NO. 2

(6) CITY

San Diego

(7) STATE

CA

(8) ZIP CODE

92121

(9) DAYTIME TELEPHONE NUMBER (include area code)

(619) 552-9635

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

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

SECTION B - APPLICANT INFORMATION

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

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

(14) CITY

(15) STATE

(16) ZIP CODE

(17) DAYTIME TELEPHONE NUMBER (include area code)

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

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

SECTION C - PAYMENT INFORMATION

(21A) FCC CALL SIGN/OTHER ID

C U T

(22A) PAYMENT TYPE CODE (PTC)

C U T

(23A) QUANTITY

1

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

\$ 780.00

FCC USE ONLY

(23A) FCC CODE 1

(23B) FCC CALL SIGN/OTHER ID

(23B) PAYMENT TYPE CODE (PTC)

(23B) QUANTITY

(23B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(23C) FCC CALL SIGN/OTHER ID

(23C) PAYMENT TYPE CODE (PTC)

(23C) QUANTITY

(23C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(23D) FCC CALL SIGN/OTHER ID

(23D) PAYMENT TYPE CODE (PTC)

(23D) QUANTITY

(23D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

11/15/98 (DENIED)

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554

---

In the Matter of  
Titan Wireless, Inc.  
Application for authority pursuant  
to Section 214 of the  
Communications Act of 1934,  
as amended, for global authority  
to operate as an international  
facilities-based carrier

---

File No. I.T.C. - 99 - \_\_\_\_\_

Application for Titan Wireless, Inc.

**I Introduction**

Titan Wireless, Inc. ("Titan Wireless"), hereby requests authority, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. Section 214 (1982), and Section 63.18 of the Commission's Rules, 47 C.F.R. Section 63.18, to provide global international facilities-based services between the United States and international points.

Titan Wireless is a new company organized to provide international telecommunications services. Titan Wireless has no foreign affiliations. Titan Wireless serves business customers throughout the United States.

By granting this application, the Commission will serve the public interest, convenience and necessity by promoting competition in the international services market. Competition will benefit U.S. consumers by increasing service options and lowering prices. Thus, the public interest will be served by the grant of Section 214 authority to Titan Wireless.

**II Section 63.18 Information**

The following information is submitted, as required by Section 63.18 of the Commission's Rules, in support of Titan Wireless's request for authorization.

(a) Titan Wireless, Inc.  
3033 Science Park Road  
San Diego, California 92121  
(619) 552-9500

(b) Titan Wireless is a corporation organized under the laws of the state of Delaware.

(c) Correspondence concerning this application should be sent to:

James T. Taylor  
General Counsel  
Titan Wireless, Inc.  
3033 Science Park Road  
San Diego, California 92121  
(619) 552-9765

(d) Titan Wireless has not received authority previously under Section 214 of the Communications Act.

(e) Titan Wireless requests global facility-based and resale Section 214 authority pursuant to the terms and conditions of Section 63.18(e)(1) and (e)(2) of the Commission's Rules.

(f) At this time, Titan Wireless seeks no other authorization available under Section 63.18(e).

(g) Not applicable.

(h) Titan Wireless certifies that it is not affiliated with any foreign or U.S. facilities-based carrier.

In support of this certification, the name, address, citizenship and principal business of the sole shareholder that controls ten percent of more of Titan Wireless, Inc. is as follows:

Titan Corporation  
3033 Science Park Road  
San Diego, California 92121  
(619) 552-9500

Principal Business: Communications, Information Technology and Sterilization Systems

Incorporated in the U.S.

(i) Titan Wireless certifies that it has not agreed and will not agree in the future to accept any direct or indirect special concessions from a foreign carrier or administration with regard to traffic or revenue flows between the United States and any foreign countries the company is authorized to serve.

(j) Titan Wireless certifies that no party to this application has been denied federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

In conclusion, Titan Wireless certifies that all of the information in this application is accurate and correct.

For these reasons, Titan Wireless respectfully requests that the Commission grant this application.

Respectfully submitted,

By: *James T. Taylor*

James T. Taylor, General Counsel  
Titan Wireless, Inc.  
3033 Science Park Road  
San Diego, California 92121  
(619) 552-9765

Date: 2-24-99

**OWNERSHIP OF TITAN'S SECURITIES**

The following table sets forth certain information as to the number of shares beneficially owned as of March 22, 1999 (a) by each person who is known to the Company to own beneficially 5% or more of the outstanding shares of any class of its voting stock, (b) by each present Titan director, each nominee to become a director and each of the Named Executive Officers (as defined on page 5), and (c) by all Titan officers and directors as a group.

<u>Identity of Owner or Group (1)</u>	<u>Title of Class</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Charles R. Allen	Common Stock	38,880(2)	*
Mellon C. Baird	Common Stock	230,010(2)	*
Joseph F. Caligiuri	Common Stock	32,250(2)	*
Cliffon L. Cooke	Common Stock	642,024(2)	1.73%
Eric M. DeMarco	Common Stock	53,729(2)	*
Daniel J. Fink	Common Stock	37,963(2)	*
Ronald B. Gorda	Common Stock	163,876(2)	*
Robert I. Hanisee	Common Stock	47,923(2)	*
Robert E. La Blanc	Common Stock	23,000(2)	*
Thomas G. Pownall	Common Stock	45,951(2)	*
Gene W. Ray	Common Stock	604,328(2)	1.62%
James E. Roth	Common Stock	0(2)	
David L. Babson & Company Incorporated	Common Stock	2,248,600	6.04%
FMR Corp.	Common Stock	2,024,830	5.44%
All Directors and Officers as a Group (20 Persons)	Common Stock	2,013,337(2)	5.41%

\* Less than 1%

(1) The address of each owner with the exceptions of David L. Babson & Company' Incorporated and FMR Corp. is: c/o The Titan Corporation, 3033 Science Park Road, San Diego, California 92121; the address for David L. Babson & Company Incorporated is: One Memorial Drive, Cambridge Massachusetts 02142; and the address for FMR Corp. is: 82 Devonshire Street, Boston, Massachusetts 02109.

(2) Including (A) 21,250; 229,844; 16,250; 36,879; 37,500; 21,250; 143,750; 0; 15,000; 15,000; 330,000; 0; and 929,973 shares subject to outstanding options held by Messrs. Allen, Baird, Caligiuri, Cooke, DeMarco, Fink, Gorda, Hanisee, La Blanc, Pownall, Ray, Roth, and all directors and officers as a group, respectively, which are currently exercisable or may become exercisable within 60 days after March 22, 1999; (B) 21,428 shares that may be obtained upon conversion of convertible debentures held by Dr. Ray; and (C) 166; 165; 1,328; 17,626; 66,406 and 111,001 shares held by the trustees of the Company's 401(k) Retirement Plan and Employee Stock Ownership Plan for the accounts of Messrs. Baird, Cooke, DeMarco, Gorda, Ray, and all directors and officers as a group, respectively.

Except as otherwise indicated in the above notes, shares shown as beneficially owned are those as to which the named person possesses sole voting and investment power. However, under California law, personal property owned by a married person may be community property that either spouse may manage and control, and the Company has no information as to whether any shares shown in this table are subject to California community property law.