

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- 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: _____

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

One Financial Center
Boston, Massachusetts 02111
Telephone: 617/542-6000
Fax: 617/542-2241

Bryan T. Bookhard
(Not Admitted in D.C.)

Telephone: 202/434-7300
Fax: 202/434-7400
www.mintz.com

Direct Dial Number
202/434-7456
Internet Address
btbookhard@mintz.com

FCC/MELLON

MAR 05 1999

March 5, 1999

Federal Communications Commission
IB Telecommunications Division
P.O. Box 358115
Pittsburgh, PA 15251-5115

Re: Section 214 Application
TeleCorp Communications, Inc.
1010 N. Glebe Road
Suite 800
Arlington, VA 22201

To Whom it May Concern:

TeleCorp Communications, Inc. ("TeleCorp"), through its attorneys hereby submits an original and 6 copies of the enclosed Section 214 application for global international resale authority pursuant to Section 63.18 of the Commission's rules.

The fee form cover sheet, FCC Form 159, along with the \$780.00 application fee are attached to the application. Kindly date-stamp the additional copy of the filing and return it in the enclosed postage prepaid envelope. If you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,
Bryan T. Bookhard
Bryan T. Bookhard

cc: Thomas Sullivan
James A. Kirkland, Esq.

Enclosures

DCDOCS: 145762.1 (34gy011.doc)

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

In the Matter of

TeleCorp Communications, Inc.

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File No. I.T.C.-99-_____

Application for authority pursuant to Section
214 of the Communications Act of 1934, as
amended, for global authority to operate as a
resale carrier))))))

APPLICATION

TeleCorp Communications, Inc. (“TeleCorp” or “Applicant”), through its attorneys,
hereby requests authority, pursuant to Section 214 of the Communications Act of 1934, as
amended, 47 U.S.C. § 214, and in accordance with Section 63.18 of the Commission’s Rules, 47
C.F.R. § 63.18, to provide global international resale services between the United States and
international points.

TeleCorp is a U.S. company that intends to provide international telecommunications
services. TeleCorp has no foreign affiliations. TeleCorp provides Personal Communications
Services in the Continental United States and Puerto Rico. In connection with the provision of
Personal Communications Services, TeleCorp intends to resell international long distance service
to all foreign points to its subscribers.

By granting this application, the Commission will serve the public interest, convenience
and necessity by promoting competition in the domestic wireless and 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 TeleCorp.

Section 63.18 Information

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

- (a) The name and address of the Applicant is:

TeleCorp Communications, Inc.
1010 N. Glebe Road
Suite 800
Arlington, VA 22201
(703) 236-1127
- (b) TeleCorp is a corporation organized under the laws of the State of Delaware.
- (c) Correspondence pertaining to this application should be addressed to:

Thomas Sullivan, President
TeleCorp Communications, Inc.
1010 N. Glebe Road
Suite 800
Arlington, VA 22201
(703) 236-1122

and

James A. Kirkland
Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.
701 Pennsylvania Avenue N.W.
Suite 900
Washington, D.C. 20004
(202) 434-7329
- (d) TeleCorp has not received authority previously under Section 214 of The Communications Act.
- (e) TeleCorp requests global international resale Section 214 authority pursuant to the terms and conditions of Section 63.18(e)(2) of the Commission's Rules.
- (f) At this time, TeleCorp seeks no other authorization available under Section 63.18(e).

(g) Not applicable.

(h) TeleCorp certifies that it is not affiliated with any foreign or U.S. facilities-based carrier. As described below, AT&T Corp., through subsidiaries, holds more than 10%, but less than 25%, of the shares of TeleCorp's parent.

In support of this certification, the name, address, citizenship and principal business of any shareholder that controls ten percent or more of Applicant is as follows. The Applicant is a wholly owned subsidiary of TeleCorp PCS, Inc., a Delaware corporation. The name, address, citizenship and principal business of any shareholder that controls ten percent or more of TeleCorp PCS, Inc. is as follows:

Name: CB Capital Investors, L.P.
Address: 380 Madison Avenue - 12th Floor
New York, NY 10017
Principal Business: Investment
Citizenship: U.S.A.

Name: Hoak Communications Partners, L.P.
Address: One Galleria Tower
13355 Noel Road - Suite 1050
Dallas, TX 75240
Principal Business: Investment
Citizenship: U.S.A.

Name: Private Equity Investors III, L.P. &
Equity Linked Investors - II Commonly
held entities of Desai Capital Management, Inc.
Address: 540 Madison Avenue - 36th Floor
New York, NY 10022
Principal Business: Investment
Citizenship: U.S.A.

Name: AT&T Wireless PCS, Inc. & TWR Cellular Inc. -
both direct or indirect wholly owned subsidiaries of
AT&T Corp.

Address: 5000 Carillion Point
Kirkland, WA 98033

Principal Business: Telecommunications

Citizenship: U.S.A.

(i) TeleCorp 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 regards to traffic or revenue flows between the United States and any foreign countries the company is authorized to serve.

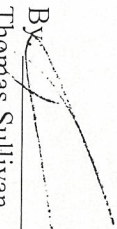
(j) TeleCorp certifies that no party to this application has been denied federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

Conclusion

In conclusion, TeleCorp certifies that all of the information in this application is accurate and correct. For the reasons set forth above, TeleCorp respectfully requests that the Commission grant this application.

Respectfully submitted,

TeleCorp Communications, Inc.



Thomas Sullivan
President

James A. Kirkland
Bryan T. Bookhard
Mintz, Levin, Cohn, Ferris,
Glovsky & Popeo, P.C.
701 Pennsylvania Avenue, N.W.
Suite 900
Washington, D.C. 20004
(202) 434-7329

Counsel for TeleCorp Communications, Inc.

Dated: March 4, 1999

DCDOCS: 142235.2 (31qz021.doc)

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # 358115

PAGE NO. 1 OF 1

SPECIAL USE
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ 780.00

(4) STREET ADDRESS LINE NO. 1
701 Pennsylvania Avenue, NW, Suite 900

(5) STREET ADDRESS LINE NO. 2

(6) CITY
Washington

(7) STATE
DC

(8) ZIP CODE
20004

(9) DAYTIME TELEPHONE NUMBER (include area code)
(202) 434-7300

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

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

SECTION B - APPLICANT INFORMATION

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

(12) STREET ADDRESS LINE NO. 1
1010 North Glebe Road, Suite 800

(13) STREET ADDRESS LINE NO. 2

(14) CITY
Arlington

(15) STATE
VA

(16) ZIP CODE
22201

(17) DAYTIME TELEPHONE NUMBER (include area code)
(703) 236-1127

(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

(19A) FCC CALL SIGN/OTHER ID
C U T

(21A) QUANTITY
1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A
780.00 FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

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

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

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

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

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

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN

0 0 4 2 7 1 8 4 5 9

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2
APPLICANT TIN 0 5 2 2 1 0 5 8 0 7

(27) CERTIFICATION STATEMENT

(PRINT NAME)

I, **Andrea Willis**, certify under penalty of perjury that the foregoing and supporting information

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

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD

MASTERCARD/VISA ACCOUNT NUMBER:

[Empty grid for account number]

EXPIRATION DATE:

MONTH YEAR

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD

for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

MINTZ, LEVIN, COHN
FERRIS, GLOVSKY AND POPEO, P.C.
ATTORNEYS AT LAW
701 PENNSYLVANIA AVE N.W. SUITE 900
WASHINGTON, DC 20004

UNITED BANK
WASHINGTON, DC
15-155/540

6239

3/5/1999

PAY TO THE ORDER OF Federal Communications Commission

\$ **780.00

Seven Hundred Eighty and 00/100*****

DOLLARS
Security features included.
Details on back.

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.
FIRM ACCOUNT

MEMO 17762.002

⑈006239⑈ ⑆054001550⑆ 02003988⑈

Glenn F. Hayes

MP

MINTZ, LEVIN, COHN FERRIS, GLOVSKY AND POPEO, P.C. / ATTORNEYS AT LAW

6239

Federal Communications Commission

3/5/1999

780.00

Filing Fees

Main checking 17762.002

780.00

MINTZ, LEVIN, COHN FERRIS, GLOVSKY AND POPEO, P.C. / ATTORNEYS AT LAW

6239

Federal Communications Commission

3/5/1999

780.00

Filing Fees

PAYMENT
REGISTERED

Main checking

17762.002

780.00

The name, address, citizenship and principal business of any shareholder that controls ten percent or more of TeleCorp PCS, Inc. is as follows:

- (1) Name: CB Capital Investors, L.P.
Address: 380 Madison Avenue - 12th Floor
New York, NY 10017
Principal Business: Investment
Citizenship: U.S.A.

The name, address, citizenship and principal business of any shareholder that controls ten percent or more of CB Capital Investors, L.P. is as follows:

- Name: Chase Manhattan Corporation, a publicly-traded corporation, through intervening entities
Address: 270 Park Avenue
New York, NY 10017
Principal Business: Financial Services
Citizenship: U.S.A.

- (2) Name: Hoak Communications Partners, L.P.
Address: One Galleria Tower
13355 Noel Road - Suite 1050
Dallas, TX 75240
Principal Business: Investment
Citizenship: U.S.A.

The name, address, citizenship and principal business of any shareholder that controls ten percent or more of Hoak Communications Partners, L.P. is as follows:

- Name: Dupont Pension Fund Investment
Address: Delaware Corporate Center
One Righter Parkway, Suite 3200
Wilmington, DE 19803
Principal Business: Pension Fund for Dupont Employees
Citizenship: U.S.A.

Name: Boeing Employment Retirement Plan
Address: P.O. Box 3707, Mail Stop 10-15
Seattle, WA 98124

Principal Business: Boeing Employee Pension Fund
Citizenship: U.S.A.

(3) Name: Private Equity Investors III, L.P. and
Equity Linked Investors - II Investment funds under
common management.
Address: 540 Madison Avenue - 36th Floor
New York, NY 10022
Principal Business: Investment
Citizenship: U.S.A.

The name, address, citizenship and principal business of any shareholder that controls ten percent or more of these funds is as follows:

Name: American International Group, Inc., a publicly-traded
company, through subsidiaries
Address: 70 Pine Street
New York, NY 10270

Principal Business: Insurance
Citizenship: U.S.A.

Name: US West Master Trust
Address: 7800 East Orchard Road
Suite 290
Englewood, CO 80111

Principal Business: Pension Fund for US West Employees
Citizenship: U.S.A.

Name:	Imperial Savings Association
Address:	c/o Federal Deposit Insurance Company 550 17th Street Room F8028 Washington, DC 20429
Principal Business:	Savings and Loan Association
Citizenship:	U.S.A.

DCDOCS: 149364.1 (379001).doc)