

FCC 602  
Main Form

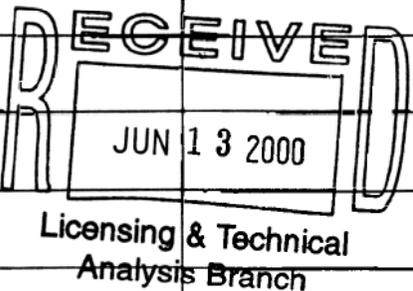
FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Approved by OMB  
3000 - 0799  
See Instructions for  
public burden estimate

**Applicant/Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
Zephyr Wireless, L.L.C.			

**Related FCC Regulated Businesses of Applicant/Licensee**

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
None			
			
			

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Thomas		Sullivan	
Title:			
Resident			
Signature:			Date:
			5/24/00

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

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 603).



Zephyr Wireless, L.L.C.

rec'd 6/8/00  
*[Signature]*

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FCC 602  
 Schedule A

FCC Ownership Disclosure Information for the  
 Wireless Telecommunications Services

Approved by OMB  
 3060 - 0799  
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Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		Mt	LastName:		suffix:
2) Disclosable interest holder's Name (if entity): TeleCorp PCS, Inc.				3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 1010 N. Glebe Road, Suite 800; Arlington, VA 22201					
5) Type of Interest in Applicant ( ) (refer to instructions for list)		6) Disclosable Interest Hlder is a(n): ( ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:	
I		C		100	
8) Disclosable Interest Holder's Type of Chvnership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizens@		
C			USA		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): "TeleCorp PCS, Inc. is the parent of TeleCorp Holding Corp., Inc., which owns the applicant.					

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Hlder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held
TeleCorp Holding Corp., Inc.	PCS Provider		100
TeleCorp LMDS, Inc.	LMDS Provider		100
TeleCorp PCS, L.L.C.	PCS Provider		100
TeleCorp of Puerto Rico, Inc.	PCS Provider		100
TeleCorp Communications, Inc.	Microwave backhaul	1 0 0	





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Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		Initials:	Last Name:	
2) Disclosable Interest Hdder's Name (if entity):			3) Disclosable Interest Hdder's TIN:	
CB Capital Investors, L.P.			Unavailable	
4) Disclosable Interest Holder's Address:				
380 Madison Avenue, 12th Floor; New York, New York 10017; Attn: Michael Hannon				
5) Type of Interest in Applicant ( ) (refer to Instructions for list)		6) Disclosable Interest Hdder is a(n): ( ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
I		L		19.61%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:	
S			USA	
0) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):				
CB Capital Investors, L.P.'s interest is held indirectly through TeleCorp PCS, Inc.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

I(a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Hdder listed in #3 (use additional sheets, if necessary):	I(b) Principal Business:	I(c) TIN:	I(d) Percent of Interest Hdd:
TeleCorp PCS, Inc. (see also TeleCorp PCS, Inc. disclosures)	PCS holding company.		15.16%
Entercom Communications Corp.	Broadcasting		Unavailable
Mediacom LLC	CATV		Unavailable
Triton Communications, L.L.C.	Cellular Telephony		32.2%
Triton PCS, Inc.	PCS company		19.8%







**Zephyr Wireless, L.L.C. FCC Form 602 Exhibit 1**  
**FCC Licensed Interests of Gerald Vento**

In addition to the interest in **TeleCorp** PCS, Inc. and its subsidiaries shown on the Form 602, Mr. Vento holds the following interests in FCC licensed companies:

<b>Licensee</b>	<b>Principal Business</b>	<b>TIN</b>	<b>Interest</b>
t THC of Tampa, Inc.	PCS provider		50%
THC of Orlando, Inc.	PCS provider		50%
THC of Orlando LMDS, Inc.	LMDS provider		50%
THC of Houston, Inc.	PCS provider		50%
THC of Melbourne, Inc.	PCS provider		50%
THC of San Diego, Inc.	PCS provider		50%
TeleCorp WCS, Inc.	WCS provider		50%
ABC Wireless, L.L.C.	PCS Provider		33.3%
Indiana Acquisition, L.L.C.	PCS provider		50%
Wireless Acquisition, L.L.C.	PCS provider		50%
Royal Wireless, L.L.C.	PCS applicant		50%
Arnage Wireless, L.L.C.	PCS applicant		50%
Atlantis Bidding Corp.	39 GHz applicant		30.01% Voting 7.5% Equity

**Zephyr Wireless, L.L.C. FCC Form 602 Exhibit 2**  
**FCC Licensed Interests of Thomas Sullivan**

In addition to the interest in **TeleCorp** PCS, Inc. and its subsidiaries shown on the Form 602, Mr. Sullivan holds the following interests in FCC licensed companies:

<b>Licensee</b>	<b>Principal Business</b>	<b>Interest</b>
THC of Tampa, Inc.	PCS provider	50%
THC of Orlando, Inc.	PCS provider	50%
THC of Orlando LMDS, Inc.	LMDS provider	50%
THC of Houston, Inc.	PCS provider	50%
THC of Melbourne, Inc.	PCS provider	50%
THC of San Diego, Inc.	PCS provider	50%
<b>TeleCorp</b> WCS, Inc.	WCS provider	50%
ABC Wireless, L.L.C.	PCS provider	33.3%
Indiana Acquisition, L.L.C.	PCS provider	50%
Wireless Acquisition, L.L.C.	PCS provider	50%
Royal Wireless, L.L.C.	PCS applicant	50%
Arnane Wireless, L.L.C.	PCS applicant	50%
Atlantis Bidding Corp.	39 GHz applicant	50.1% Voting 7.5% Equity

# *Wiley, Rein & Fielding*

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June 7, 2000

Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 17325-7245

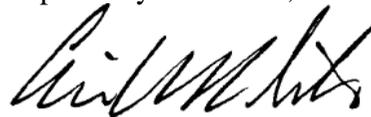
**Re: Original Signature Pages for the FCC Form 602s for Atlantis Bidding Corp. and Zephyr Wireless, L.L.C.**

Dear Sir or Madam:

Enclosed for filing please find two original signature pages for the FCC Form 602s providing ownership information for, respectively, Atlantis Bidding Corp. ("Atlantis") and Zephyr Wireless, L.L.C. ("Zephyr"). Both Atlantis and Zephyr are 39 GHz auction winners (FCC File Nos. 0000138814 and 0000138813). We had filed facsimile copies previously and, due to filing error, these originals were not forwarded to the FCC as we had originally noted.

Please direct any questions or correspondence concerning this filing to the undersigned.

Respectfully submitted,



Eric W. DeSilva

Enclosures