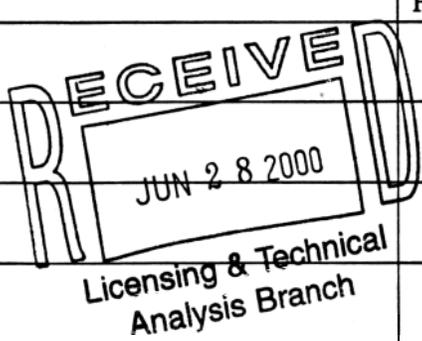


**Applicant/Licensee Information**

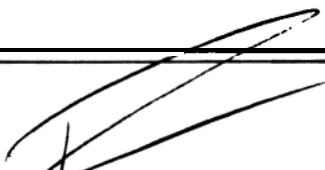
1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):  TeleCorp Holding Corp. II, L.L.C.		3) Applicant TIN:  [REDACTED]	

**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:
TeleCorp LMDS, Inc.	LMDS Provider	[REDACTED]	100
Zephyr Wireless, L.L.C.	39 GHz Applicant	[REDACTED]	100
Black Label Wireless, Inc.	PCS Applicant	[REDACTED]	100
			

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name:  Thomas	MI:	Last Name:  Sullivan	Suffix:
President			Date:  6-21-00
Signature: 			

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 503).

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):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): TeleCorp Wireless, 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)  D	6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes):  C		7) Percent of Interest Held in Applicant:  100	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  C			9) Disclosable Interest Holder's Country of Citizenship:  USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): TeleCorp Wireless, Inc. is the parent of TeleCorp Holding Corp. II, L.L.C. and a subsidiary of TeleCorp PCS, Inc.				

**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 Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
See FCC Form 602 for TeleCorp PCS, Inc. on file with the FCC.			





Schedule for Disclosable Interest Holders

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

1) Disclosable Interest Hdder's First Name (if individual): Thomas		MI:	Last Name: Sullivan		suffix:
2) Disclosable Interest Hdder's Name (if entity):				3) Disclosable Interest Hdder'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) I, K, R, O		6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes): I		7) Percent of Interest Held in Applicant: 5.89% Equity 50.1% voting	
8) Disclosable Interest Hdder's Type of Ownership (refer to instructions for list): S			9) Disclosable Interest Holder's Country of Citizenship: USA		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Mr. Sullivan's interest is held through TeleCorp PCS, Inc. in the form of tracking stock. Mr. Sullivan's voting interest is held jointly with Mr. Vento pursuant to a voting agreement.					

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 Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
See Exhibit 2.			

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):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): CB Capital Investors, L.P.			3) Disclosable Interest Holder's TIN: Unavailable	
4) Disclosable Interest Hdder's Address: 380 Madison Avenue, 12th Floor; New York, New York 100 17; Attn: Michael Harmon				
5) Type of Interest in Applicant ( ) (refer to Instructions for list) I		6) Disclosable Interest Hdder is a(n): ( ) (refer to instructions for list of codes): L		7) Percent of Interest Held in Applicant: 20.3%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): S			9) Disclosable Interest Holder's Country of Citizenship: USA	
10) 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)

Ila) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	Iib) Principal Business:	Iic) TIN:	IId) Percent of Interest Held:
TeleCorp PCS, Inc. (see also TeleCorp PCS, Inc. disclosures)	PCS holding company.	[REDACTED]	16%
Entercom Communications Corp.	Broadcasting	Unavailable	Unavailable
Mediacom LLC	CATV	Unavailable	Unavailable
Triton Communications, L.L.C.	Cellular Telephony	Unavailable	32.2%
Triton PCS, Inc.	PCS company	[REDACTED]	19.8%





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):		MI:	Last Name:		suffix:
2) Disclosable Interest Holder's Name (if entity):			3) Disclosable Interest Holder's TIN:		
J. H. Whitney III, L.P.			Unavailable		
4) Disclosable Interest Holder's Address:					
177 Broad Street, 15th Fl.; Stamford, Connecticut 06901; Attn: William Laverack, Jr.					
5) Type of Interest in Applicant ( ) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:	
I		L		12.18%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:		
S			USA		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):					
J. H. Whitney III, 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)

Ila) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	Iib) Principal Business:	Iic) TIN:	Iid) Percent of Interest Held:
Atlantis Bidding Corp.	39 GHz applicant		16.7% Voting 28.3% Equity

**Form 602 Exhibit 1  
FCC Licensed Interests of Gerald Vento**

Mr. Vento holds or has applied to hold interests in a number of FCC licensed entities. Because the equity and voting interests of Mr. Vento in such entities changes over time, to avoid having to update every FCC Form 602 for every licensed interest of Mr. Vento with each minor change in otherwise unrelated entities, Mr. Vento's equity and voting interests are disclosed in the FCC Form 602 for each specific referenced entity. Some of these entities, such as **TeleCorp PCS, Inc.**, are holding companies that also have FCC licensed subsidiaries that are shown in their FCC Form 602. The entities in which Mr. Vento maintains an interest, has applied to hold an interest, or will shortly apply to hold an interest include:

<b>Licensee</b>	<b>Principal Business</b>	<b>TIN</b>
TeleCorp PCS, Inc.	PCS	[REDACTED]
THC of Tampa, Inc.	PCS	[REDACTED]
THC of Orlando, Inc.	PCS	[REDACTED]
THC of Orlando LMDS, Inc.	LMDS	[REDACTED]
THC Of Houston, Inc.	PCS	[REDACTED]
THC of Melbourne, Inc.	PCS	[REDACTED]
THC of San Diego, Inc.	PCS	[REDACTED]
TeleCorp WCS, Inc.	WCS	[REDACTED]
ABC Wireless, L.L.C.	PCS	[REDACTED]
Indiana Acquisition, L.L.C.	PCS	[REDACTED]
Wireless Acquisition, L.L.C.	PCS	[REDACTED]
Royal Wireless, L.L.C.	PCS	[REDACTED]
Arnage Wireless, L.L.C.	PCS	[REDACTED]
Panther Wireless, L.L.C.	PCS	[REDACTED]
Sabre Wireless, L.L.C.	PCS	[REDACTED]
Lone Star Wireless, L.L.C.	PCS	[REDACTED]
Southwest Wireless, L.L.C.	PCS	[REDACTED]
Atlantis Bidding Corp.	39 GHz	[REDACTED]

**FCC Form 602 Exhibit 2  
FCC Licensed Interests of Thomas Sullivan**

Mr. Sullivan holds or has applied to hold interests in a number of FCC licensed entities. Because the equity and voting interests of Mr. Sullivan in such entities changes over time, to avoid having to update every FCC Form 602 for every licensed interest of Mr. Sullivan with each minor change in otherwise unrelated entities, Mr. Sullivan's equity and voting interests are disclosed in the FCC Form 602 for each specific referenced entity. Some of these entities, such as TeleCorp PCS, Inc., are holding companies that also have FCC licensed subsidiaries that are shown in their FCC Form 602. The entities in which Mr. Sullivan maintains an interest, has applied to hold an interest, or will shortly apply to hold an interest include:

Licensee	Principal Business	TIN
TeleCorp PCS, Inc.	PCS	[REDACTED]
THC of Tampa, Inc.	PCS	[REDACTED]
THC of Orlando, Inc.	PCS	[REDACTED]
THC of Orlando LMDS, Inc.	LMDS	[REDACTED]
THC of Houston, Inc.	PCS	[REDACTED]
THC of Melbourne, Inc.	PCS	[REDACTED]
THC of San Diego, Inc.	PCS	[REDACTED]
TeleCorp WCS, Inc.	WCS	[REDACTED]
ABC Wireless, L.L.C.	PCS	[REDACTED]
Indiana Acquisition, L.L.C.	PCS	[REDACTED]
Wireless Acquisition, L.L.C.	PCS	[REDACTED]
Royal Wireless, L.L.C.	PCS	[REDACTED]
Arnage Wireless, L.L.C.	PCS	[REDACTED]
I Panther Wireless, L.L.C.	PCS	[REDACTED]
Sabre Wireless, L.L.C.	PCS	[REDACTED]
Lone Star Wireless, L.L.C.	PCS	[REDACTED]
Southwest Wireless, L.L.C.	PCS	[REDACTED]
Atlantis Bidding Corp.	39 GHz	[REDACTED]