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April 5, 2002

UPS NEXT DAY AIR

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

Dear Sir/Madam:

Enclosed for tiling please find an original and one copy of FCC Form 602 for Telecomm South, LLC, the proposed transferee of control in File Nos. 838218, 838311, 838266, filed concurrently herewith via ULS.

Kindly direct any questions concerning this filing to Telecomm South, LLC's undersigned counsel.

Sincerely,



E. Ashton Johnston

EAJ/jas

Enclosures

4/18/2

Applicant / Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Telecomm South, LLC		3) FCC Registration Number (FRN): 0006-8333-13	

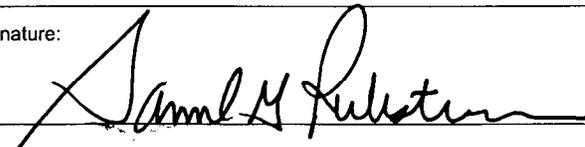
Related FCC Regulated Businesses of Applicant / Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) FCC Registration Number (FRN):	4d) Percent of Interest Held:

Signature

5 Typed or Printed Name of Party Authorized to Sign

First Name: Samuel	MI: G.	Last Name: Rubenstein	Suffix:
Title: General Counsel/Chief Legal Officer			

Signature: 	Date: APR 08 2002
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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): Frank	MI: H.	Last Name: Brady	Suffix: III
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number (FRN): 0006-8447-32	
4) Disclosable Interest Holder's Address: 6237 Vance Road, Suite 1, Chattanooga, TN 37421			
5) Type of Interest in Applicant () (refer to instructions for list): D, F, K	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): I	7) Percent of Interest Held in Applicant:y 10%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Voting		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to 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 Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	IId) Percent of Interest Held:

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): MCG Finance I, LLC .		3) FCC Registration Number (FRN): 0006-8333-88	
4) Disclosable Interest Holder's Address: 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209			
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): M	7) Percent of Interest Held in Applicant:y 90%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Voting		9) Disclosable Interest Holder's Country of Citizenship: U.S. (Delaware)	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to 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 Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	II d) Percent of Interest Held:

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): MCG Capital Corporation			3) FCC Registration Number (FRN): 0006-8335-03	
4) Disclosable Interest Holder's Address: 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209				
5) Type of Interest in Applicant () (refer to instructions for list): I		6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: 90%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Other			9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): MCG Capital Corporation owns 100% of the stock of MCG Finance I, LLC				

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

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:
AMI Telecommunications Corporation	Telecommunications		30.0*
Businessonline.com, Inc.	Telecommunications		45.0
Bridgecom Holdings, Inc.	Telecommunications		12.7*
IDS Telecom LLC	Telecommunications		11.0*
Manhattan Telecommunications Corporation	Telecommunications		17.5*
nii Telecommunications Corporation, Inc.	Telecommunications		35.4*
NOW Communications, Inc.	Telecommunications		10.0*

* Percentage reflects warrants to purchase common stock.

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) FCC Registration Number (FRN):	
GS Capital Partners I-I, L.P.			0006-8339-74	
4) Disclosable Interest Holder's Address:				
85 Broad Street, 10th Floor, New York, New York 10004				
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:y
I		L		13.77
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:	
Other			U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):				
GS Capital Partners owns approximately 13.77% of the common stock of MCG Capital Corporation.				

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) FCC Registration Number (FRN):	IId) Percent of Interest Held:

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): GS Advisors, L.L.C. -			3) FCC Registration Number (FRN): 0006-8340-63	
4) Disclosable Interest Holder's Address: 85 Broad Street, 10th Floor, New York, New York 10004				
5) Type of Interest in Applicant () (refer to instructions for list): I		6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): M		7) Percent of Interest Held in Applicant:y 113.77
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Other			9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): GS Advisors, L.L.C., is the general partner of GS Capital Partners, II, L.P., which holds an indirect interest of approximately 13.77% in Telecomm South, LLC				

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) FCC Registration Number (FRN):	IId) Percent of Interest Held:

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): The Goldman Sachs Group, Inc.			3) FCC Registration Number (FRN): 0006-8342-20	
4) Disclosable Interest Holder's Address: 85 Broad Street, 10th Floor, New York, New York 10004				
5) Type of Interest in Applicant () (refer to instructions for list): I		6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant:y 13.77
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Other			9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The Goldman Sachs Group, Inc., owns 100% of GS Advisors, L.L.C., the general partner of GS Capital Partners, II, L.P., which holds an indirect interest of approximately 13.77% in Telecomm South, LLC				

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) FCC Registration Number (FRN):	IId) Percent of Interest Held:
Clearwire Holdings, Inc.	Telecommunications		52.78
Crown Castle International Corp. (parent of Crown Castle International Corp. de Puerto Rico)	Wireless		13.35
USTel, Inc.	Telecommunications		45.33

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): Steven	MI: F.	Last Name: Tunney	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number (FRN):	
4) Disclosable Interest Holder's Address: 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209			
5) Type of Interest in Applicant () (refer to instructions for list): F, K	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): I	7) Percent of Interest Held in Applicant:y 10%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Other		9) Disclosable Interest Holder's Country of Citizenship: U . S .	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to 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 Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11 c) FCC Registration Number (FRN):	II d) Percent of Interest Held:

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): Samuel	MI: G.	Last Name: Rubenstein	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number (FRN):	
4) Disclosable Interest Holder's Address: 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209			
5) Type of Interest in Applicant () (refer to instructions for list): F, K	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): I	7) Percent of Interest Held in Applicant:y	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Other		9) Disclosable Interest Holder's Country of Citizenship: U . S .	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to 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 Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) FCC Registration Number (FRN):	IId) Percent of Interest Held:

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): Janet	MI: C.	Last Name: Perlowski	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) FCC Registration Number (FRN):	
4) Disclosable Interest Holder's Address: 1100 Wilson Boulevard, Suite 800, Arlington, Virginia 22209			
5) Type of Interest in Applicant () (refer to instructions for list): F	6) Disclosable Interest Holder is a (n): () (refer to instructions for list of codes): I	7) Percent of Interest Held in Applicant:y	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Other		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to 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 Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) FCC Registration Number (FRN):	II d) Percent of Interest Held: