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TELECORP PCS INC /VA/
Form SC 13D/A
November 14, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D\A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 1)/1/

TeleCorp PCS, Inc.

(Name of Issuer)

Class A Common Stock, \$0.01 par value per share

(Title of Class of Securities)

879300 10 1

(CUSIP Number)

Thomas H. Sullivan
TeleCorp PCS, Inc.
1010 N. Glebe Road
Suite 800
Arlington, VA 22201
(703) 236-1100

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 7, 2001

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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SCHEDULE 13D

CUSIP No. 879300 10 1

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Toronto Dominion Investments, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) [] or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
None

9 SOLE DISPOSITIVE POWER
None

10 SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

None

TYPE OF REPORTING PERSON*

14

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 879300 10 1

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NAME OF REPORTING PERSON

1

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

J.H. Whitney III, L.P., a Delaware limited partnership (I.R.S. Identification No. 06-1503280), the sole general partner of which is J.H. Whitney Equity Partners III, L.L.C., a Delaware limited liability company. The members of J.H. Whitney Equity Partners III, L.L.C. are Peter M. Castleman, Joseph D. Carrabino, Jr., James H. Fordyce, Jeffery R. Jay, William Laverack, Jr., Daniel J. O'Brien and Michael R. Stone.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) []
(b) [X]

SEC USE ONLY

3

SOURCE OF FUNDS*

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) [] or 2(e) []

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware; all individuals are United States citizens

SOLE VOTING POWER

7

NUMBER OF

117,176

SHARES

SHARED VOTING POWER

BENEFICIALLY

8

None

OWNED BY

EACH

SOLE DISPOSITIVE POWER

9

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REPORTING 117,176

PERSON

SHARED DISPOSITIVE POWER

WITH

10

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

117,176

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

12

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

.07%

TYPE OF REPORTING PERSON*

14

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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NAME OF REPORTING PERSON

1

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Whitney Strategic Partners III, L.P., a Delaware limited partnership (I.R.S. Identification No. 06-1503276), the sole general partner of which is J.H. Whitney Equity Partners III, L.L.C., a Delaware limited liability company. The members of J.H. Whitney Equity Partners III, L.L.C. are Peter M. Castleman, Joseph D. Carrabino, Jr., James H. Fordyce, Jeffery R. Jay, William Laverack, Jr., Daniel J. O'Brien and Michael R. Stone.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

(a) []

(b) [X]

SEC USE ONLY

3

SOURCE OF FUNDS*

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

5

2(d) [] or 2(e) []

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6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware; all individuals are United States citizens

7 SOLE VOTING POWER
NUMBER OF 7
SHARES 2,824

8 SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY None

9 SOLE DISPOSITIVE POWER
EACH 9
REPORTING 2,824
PERSON

10 SHARED DISPOSITIVE POWER
WITH 10
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,824

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.0%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Whitney Equity Partners, L.P., a Delaware limited partnership (I.R.S. Identification No. 06-1445444), the sole general partner of which is J.H. Whitney Equity Partners III, L.L.C., a Delaware limited liability company. The members of J.H. Whitney Equity Partners III, L.L.C. are Peter M. Castleman, Jeffery R. Jay, William Laverack, Jr., Daniel J. O'Brien and Michael R. Stone.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (d) [] or 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware; all individuals are United States citizens

7 SOLE VOTING POWER
NUMBER OF 7 None
SHARES

8 SHARED VOTING POWER
BENEFICIALLY 8 None
OWNED BY

9 SOLE DISPOSITIVE POWER
EACH 9 None
REPORTING
PERSON

10 SHARED DISPOSITIVE POWER
WITH 10 None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
None

14 TYPE OF REPORTING PERSON*
PN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

William M. Mounger, II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) [] or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

	7	SOLE VOTING POWER
NUMBER OF		2,210,152
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		2,273,268
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		2,210,152
WITH	10	SHARED DISPOSITIVE POWER
		2,273,268

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,488,420

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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2.9%

14 TYPE OF REPORTING PERSON*
IN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Wireless 2000, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) [] or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Louisiana

7 SOLE VOTING POWER
NUMBER OF 7 None
SHARES

8 SHARED VOTING POWER
BENEFICIALLY 8 None
OWNED BY

9 SOLE DISPOSITIVE POWER
EACH 9 None
REPORTING

10 SHARED DISPOSITIVE POWER
PERSON 10 None
WITH

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
None

14 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Triune PCS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) [] or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY 7 None

8 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY 8 None

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6

Delaware

		SOLE VOTING POWER
NUMBER OF	7	2,297,657
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		None
EACH		SOLE DISPOSITIVE POWER
REPORTING	9	2,297,657
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,297,657

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.3%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
PCS Telecom, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

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4 SOURCE OF FUNDS*
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

		7	SOLE VOTING POWER
NUMBER OF			132,332
SHARES			-----
		8	SHARED VOTING POWER
BENEFICIALLY			None
OWNED BY			-----
EACH		9	SOLE DISPOSITIVE POWER
REPORTING			132,332
PERSON			-----
WITH		10	SHARED DISPOSITIVE POWER
			None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
132,332

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.07%

14 TYPE OF REPORTING PERSON*
OO

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JVB Private Equity, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) [] or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Colorado

	7	SOLE VOTING POWER
NUMBER OF		936,541
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		None
EACH		
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		936,541
WITH	10	SHARED DISPOSITIVE POWER
		None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
936,541

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.5%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

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 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

JVB Properties, LLLP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) []
 (b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
 2 (d) [] or 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Colorado

		SOLE VOTING POWER
NUMBER OF	7	1,994,857
SHARES		

		SHARED VOTING POWER
BENEFICIALLY	8	None
OWNED BY		

		SOLE DISPOSITIVE POWER
EACH	9	1,994,857
REPORTING		

		SHARED DISPOSITIVE POWER
PERSON		
WITH	10	None

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 1,194,857

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.1%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 879300 10 1

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
OneLiberty Fund IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) [] or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

		SOLE VOTING POWER
NUMBER OF	7	528,690
SHARES		
		SHARED VOTING POWER
BENEFICIALLY	8	None
OWNED BY		
		SOLE DISPOSITIVE POWER
EACH	9	528,690
REPORTING		
PERSON		

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SHARED DISPOSITIVE POWER
WITH 10
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
528,690

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.3%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 879300 10 1

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Saunders Capital Group, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) [] or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Kentucky

SOLE VOTING POWER
7
NUMBER OF 26,175

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SHARES -----
BENEFICIALLY 8 SHARED VOTING POWER
OWNED BY None
EACH 9 SOLE DISPOSITIVE POWER
REPORTING 26,175
PERSON -----
WITH 10 SHARED DISPOSITIVE POWER
None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
26,175

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
.01%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 879300 10 1

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
J.G. Funding, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

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5 2(d) [] or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Kentucky

		SOLE VOTING POWER
NUMBER OF	7	289,523
SHARES		
		SHARED VOTING POWER
BENEFICIALLY	8	None
OWNED BY		
		SOLE DISPOSITIVE POWER
EACH	9	289,523
REPORTING		
PERSON		SHARED DISPOSITIVE POWER
WITH	10	None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

289,523

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

.2%

14 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

The parties signatory hereto ("Cash Equity Investors") hereby amend and supplement the Schedule 13D originally filed on November 29, 2000, by supplementing Items 2, 3, 4, 5, 6, and 7 thereof with the information provided below. This amendment is being filed to reflect the Agreement and Plan of Merger, dated as of October 7, 2001 (the "Merger Agreement"), among AT&T Wireless Services, Inc. ("AT&T Wireless"), TL Acquisition Corp. ("Merger Sub"), a wholly owned subsidiary of AT&T Wireless, and TeleCorp PCS, Inc. ("TeleCorp") and the Voting Agreements (as defined below).

ITEM 2. IDENTITY AND BACKGROUND.

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The name and state of formation or citizenship, as applicable, of each person or entity reporting pursuant to this Amendment No. 1 to Schedule 13D not previously disclosed as a Reporting Party (each, a "Disclosed Party") is herein incorporated by reference to questions 1 and 6 on the cover pages of each respective Disclosed Party. The name, address, state of formation or citizenship and principal business or occupation, as applicable, of each general partner, member, director or officer of each Disclosed Party, as required by Instruction C to Schedule 13D, is set forth in Item 5.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The purchases described in Item 5(c) were funded out of cash on hand.

ITEM 4. PURPOSE OF TRANSACTION.

On October 7, 2001, AT&T Wireless, Merger Sub and TeleCorp entered into the Merger Agreement pursuant to which Merger Sub would be merged into TeleCorp (the "Merger"), with TeleCorp surviving and becoming a wholly owned subsidiary of AT&T Wireless. If completed, all of the outstanding shares of common stock of TeleCorp ("TeleCorp Common Stock") and preferred stock of TeleCorp ("TeleCorp Preferred Stock") and, together with the TeleCorp Common Stock, the "TeleCorp Capital Stock"), other than shares held by AT&T Wireless, which will be cancelled, will be converted into the right to receive shares of AT&T Wireless common stock or AT&T Wireless preferred stock, respectively, pursuant to the Merger Agreement. The completion of the Merger is subject to regulatory approvals and other customary conditions, including the approval of the holders of 50% or more of the outstanding voting power of the TeleCorp Capital Stock.

In addition, on October 7, 2001, in connection with the Merger Agreement, TeleCorp and AT&T Wireless PCS, LLC (a wholly-owned subsidiary of AT&T Wireless, "AT&T Wireless PCS") entered into separate voting agreements (the "Voting Agreements") with Thomas H. Sullivan, Gerald T. Vento, J.P. Morgan Partners (23A SBIC), LLC (f/k/a CB Capital Investors, L.P.), HCP Capital Fund, L.P. and Hoak Communications Partners, L.P. and CTIHC, Inc., each a TeleCorp stockholder. Together, the foregoing stockholders own in the aggregate more than 50% of the outstanding voting power of the TeleCorp Capital Stock. Pursuant to the Voting Agreements such stockholders have agreed (1) to vote their shares of TeleCorp Capital Stock in favor of the Merger, the Merger Agreement and related agreements (to the extent TeleCorp is a party thereto) and against: (i) approval of any proposal made in opposition to or in competition with the transactions contemplated by the Merger Agreement, (ii) any merger, consolidation, sale of assets, business combination, share exchange, reorganization or recapitalization of TeleCorp or any of its subsidiaries, with or involving any party other than as contemplated by the Merger Agreement, (iii) any liquidation or winding up of TeleCorp, (iv) any extraordinary dividend by TeleCorp, (v) any change in the capital structure of TeleCorp (other than pursuant to the Merger Agreement) and (vi) any other action that may reasonably be expected to impede, interfere with, delay, postpone or attempt to discourage the consummation of the transactions contemplated by the Merger Agreement or result in a breach of any of the covenants, representations, warranties or other obligations or agreements of TeleCorp under the Merger Agreement which would materially and adversely affect TeleCorp or AT&T Wireless or the respective stockholders' ability to consummate the Merger and (2) except for permitted transfers applicable to certain of the stockholders, not to transfer their shares of TeleCorp Capital Stock prior to the consummation of the Merger.

Also on October 7, 2001, TeleCorp, AT&T Wireless PCS and certain other

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stockholders of TeleCorp entered into Amendment No. 1 to the Stockholders Agreement (the "Stockholders Agreement Amendment") pursuant to which the Stockholders Agreement dated as of November 13, 2000 was amended to permit the parties to the Voting Agreements to enter into the Voting Agreements.

The foregoing descriptions of the Merger, the Merger Agreement, the Voting Agreements and the Stockholders Agreement Amendment are qualified in their entirety by reference to the text of the Merger Agreement, the Voting Agreements and the Stockholders Agreement Amendment, which are attached as Exhibits 2.2, 10.7, 10.8, 10.9, 10.10, 10.11 and 10.12 hereto.

The Merger Agreement and the transactions contemplated thereby, including consummation of the Merger, could result in some or all of the events referred to in items (a) through (j) of Item 4 of Schedule 13D. Except as set forth above, the Reporting Persons have no present plans or intentions that would result in any of the matters referred to in items (a) through (j) of Item 4 of Schedule 13D occurring.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a)-(b) The response of certain Reporting Persons to Items 7 through 13 on the cover page which relates to the beneficial ownership of the Class A Common Stock of TeleCorp is incorporated herein by reference. All responses are given as of October 15, 2001, with the exception of the responses of the Whitney entities which are given as of October 23, 2001. The responses are based on an outstanding number of shares of Class A Common Stock of 179,820,248, the outstanding number of shares of Class A Common Stock of TeleCorp as of August 8, 2001.

Certain of the Reporting Persons and Cash Equity Investors are party to a Stockholders' Agreement dated as of November 13, 2000, as amended (the "Stockholders' Agreement"), pursuant to which such Reporting Persons and Cash Equity Investors have agreed, among other things, to vote for certain nominees to TeleCorp's Board of Directors, and as such they may be deemed to be part of a "group" for purposes of Section 13 of the Securities Exchange Act of 1934, as amended, whose members collectively hold more than 5% of TeleCorp's Class A Common Stock (a "Group"). Each Reporting Person and Cash Equity Investor disclaims membership in any Group and disclaims beneficial ownership of any shares of stock held by any of the other parties to the Stockholders' Agreement or any member of a Group that might be attributed to them by reason of the Stockholders' Agreement. The filing of this Amendment No. 1 to Schedule 13D shall not be construed as an admission that the Reporting Person and Cash Equity Investors are the beneficial owner of such shares or that the Reporting Person and any of such other stockholders constitute such a person or group. Each Reporting Person and Cash Equity Investor is not responsible for the accuracy of any information filed in this Amendment No. 1 to Schedule 13D relating to any Reporting Person and Cash Equity Investor other than itself and its related persons or entities.

(c) From September 17, 2001 to September 27, 2001, William M. Mounger acquired 4,864 shares of Class A Common Stock of TeleCorp at the price of approximately \$11.72 per share in a brokers' transaction. Approximately 2,600 of these shares are held by Mr. Mounger and approximately 2,264 of these shares are held by Mr. Mounger's children's trust.

J.H. Whitney III, L.P. sold approximately 6,138,685 shares of Class A Common Stock of TeleCorp in a series of brokers' transactions during the period from July 31, 2001 to October 23, 2001. Whitney Strategic Partners III, L.P. sold approximately 147,922 shares of Class A Common Stock of TeleCorp in a series of brokers' transactions during the period from July 31, 2001 to October

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23, 2001. Whitney Equity Partners, L.P. sold approximately 2,694,260 shares of Class A Common Stock of TeleCorp in a series of brokers' transactions during the period from July 31, 2001 to October 23, 2001.

On or about June 7, 2001, Triune PCS, LLC ("Triune") sold approximately 2,500,000 shares of Class A Common Stock of TeleCorp in a brokers' transaction. On or about September 10, 2001, Triune distributed the remaining amount of its Class A Common Stock of TeleCorp to its members Oak Tree, LLC, JVB Private Equity, LLC, JVB Properties, LLLP and PCS Telecom, LLC. These shares were distributed on a pro rata basis in accordance with the terms of Triune's operating agreement.

OneLiberty Fund IV, L.P. sold approximately 643,622 shares of Class A Common Stock of TeleCorp in a series of brokers' transactions during the period from May 22, 2001 to May 31, 2001.

Saunders Capital Group, LLC sold approximately 30,000 shares of Class A Common Stock of TeleCorp in a series of brokers' transactions during the period from July 26, 2001 to July 31, 2001.

Certain of the Cash Equity Investors are parties to the Stockholders Agreement Amendment, the description of which is herein incorporated by reference to Item 4.

(e) As of October 15, 2001, Toronto Dominion Investments, Inc. sold its remaining shares of Class A Common Stock of TeleCorp in a series of brokers' transactions and no longer holds shares of TeleCorp Class A Common Stock.

On or about July 2, 2001, Wireless 2000 distributed 163,894 shares of Class A Common Stock of TeleCorp to individual shareholders of Wireless 2000 pursuant to a plan of liquidation and no longer holds shares of TeleCorp Class A Common Stock.

On or about July 31, 2001, J.G. Funding, LLC distributed 300,000 shares of Class A Common Stock of TeleCorp to its partners.

Additional information regarding the beneficial ownership of certain Reporting Persons is listed below.

Whitney Equity Partners, L.P.
J.H. Whitney III, L.P.
Whitney Strategic Partners III, L.P.

The principal business of each of Whitney Equity Partners, L.P., J.H. Whitney III, L.P. and Whitney Strategic Partners III, L.P. (collectively, the "Whitney Entities") is that of a private investment fund. The principal business of J.H. Whitney Equity Partners, L.L.C. is that of the general partner of Whitney Equity Partners, L.P. The principal business of J.H. Whitney Equity Partners III, L.P. is that of the general partner of each of J.H. Whitney III, L.P. and Whitney Strategic Partners III, L.P. The principal occupation of each of the members of J.H. Whitney Equity Partners, L.L.C. and J.H. Whitney Equity Partners III, L.L.C. is that of a general partner or member of the general partners of Whitney & Co., the Whitney entities and several other partnerships. The principal office or business address, as applicable, of each of the persons and entities referred to in this paragraph is c/o Whitney & Co., 177 Broad Street, 15th Floor, Stamford, CT 06901. Whitney Equity Partners, L.P., J.H. Whitney III, L.P. and Whitney Strategic Partners III, L.P. may be deemed to beneficially own the shares of TeleCorp stock held by the others. Each of Whitney Equity Partners, L.P., J.H. Whitney III, L.P. and Whitney Strategic Partners III, L.P. disclaim beneficial ownership of all of the shares of TeleCorp stock held by the others.

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William Mounger, II, Chairman of TeleCorp
Trillium PCS, LLC

Trillium PCS, LLC is an investment vehicle which holds stock in TeleCorp. The principal office or business address, as applicable, of each person and entity listed directly above this paragraph is 111 East Capital, Suite 500, Jackson, Mississippi 39201. The 713,799 shares of Class A Common Stock held by Trillium may be deemed to be beneficially owned by William Mounger, the managing member of Trillium. The shares beneficially held by William Mounger, II also include 1,263,279 shares of Class A Common Stock held by M3, LLC, 5,000 shares of Class A Common Stock held by Digital PCS, LLC, 2,210,152 shares of Class A Common Stock held by Mr. Mounger, 5,000 shares of Class A Common Stock held by Mr. Mounger's children's trust, 200,000 shares of Class A Common Stock held by Telos Foundation, Inc. and 91,190 shares of Class A Common Stock held by Airwave Communications, LLC.

William Mounger is the managing member of M3, LLC and a stockholder and President of MSM, Inc., the manager of Digital PCS. M3, LLC owns a significant equity interest in Airwave Communications, LLC. Mr. Mounger and his spouse are the founders of Telos Foundation, Inc. and together control that entity. Mr. Mounger does not exercise control over the children's trust.

Triune PCS, LLC
Oak Tree, LLC
PCS Telecom, LLC
JVB Private Equity, LLC
JVB Properties, LLLP
Kevin Shepherd

The principal business of each of Triune, Oak Tree, LLC, PCS Telecom, LLC, JVB Private Equity, LLC and JVB Properties, LLLP is that of a private investment fund. Kevin Shepherd is a manager of Triune Private Equity, LLC, the manager of Triune. The principal office or business address, as applicable, of Triune, Oak Tree, LLC and PCS Telecom, LLC is 4770 Baseline Road, Suite 380, Boulder, CO 80303. The principal office or business address, as applicable, of JVB Private Equity, LLC and JVB Properties, LLLP is 1536 Elk View Road, Larkspur, CO 80118.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

See Item 4 above with respect to the Voting Agreements, the description of which is herein incorporated by reference to Item 4.

See Item 4 above with respect to the Stockholders Agreement Amendment, the description of which is herein incorporated by reference to Item 4.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

2.2 Agreement and Plan of Merger, dated as of October 7, 2001, among TeleCorp PCS Inc., AT&T Wireless Services, Inc. and TL Acquisition Corp (incorporated by reference to TeleCorp PCS, Inc. Form 8-K (File No. 000-31941), filed with the SEC on October 10, 2001).

10.7 TeleCorp PCS, Inc. Voting Agreement, dated as of October 7, 2001, among TeleCorp PCS, Inc., AT&T Wireless PCS, LLC and Thomas H. Sullivan (incorporated by reference to TeleCorp PCS, Inc. Form 8-K (File No. 000-31941), filed with the SEC on October 10, 2001).

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- 10.8 TeleCorp PCS, Inc. Voting Agreement, dated as of October 7, 2001, among TeleCorp PCS, Inc., AT&T Wireless PCS, LLC and Gerald T. Vento (incorporated by reference to TeleCorp PCS, Inc. Form 8-K (File No. 000-31941), filed with the SEC on October 10, 2001).
- 10.9 TeleCorp PCS, Inc. Voting Agreement, dated as of October 7, 2001, among TeleCorp PCS, Inc., AT&T Wireless PCS, LLC and CTIHC, Inc. (incorporated by reference to TeleCorp PCS, Inc. Form 8-K (File No. 000-31941), filed with the SEC on October 10, 2001).
- 10.10 TeleCorp PCS, Inc. Voting Agreement, dated as of October 7, 2001, among TeleCorp PCS, Inc., AT&T Wireless PCS, LLC and J.P. Morgan Partners (23A SBIC), LLC (f/k/a CB Capital Investors, L.P.) (incorporated by reference to TeleCorp PCS, Inc. Form 8-K (File No. 000-31941), filed with the SEC on October 10, 2001).
- 10.11 TeleCorp PCS, Inc. Voting Agreement, dated as of October 7, 2001, among TeleCorp PCS, Inc., AT&T Wireless PCS, LLC, HCB Capital Fund, L.P. and Hoak Communications Partners, L.P. (incorporated by reference to TeleCorp PCS, Inc. Form 8-K (File No. 000-31941), filed with the SEC on October 10, 2001).
- 10.12 Amendment No. 1 to the Stockholders' Agreement, dated as of October 7, 2001, among TeleCorp PCS, Inc., AT&T Wireless PCS, LLC, Thomas H. Sullivan, Gerald T. Vento and each of the other stockholders party thereto (incorporated by reference to TeleCorp PCS, Inc. Amendment No. 2 to Schedule 13D filed by Gerald T. Vento and Thomas H. Sullivan (File No. 005-60045), filed with the SEC on October 12, 2001).

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 31, 2001

PRIVATE EQUITY INVESTORS III, L.P.

By: Rohit M. Desai Associates III, LLC,
its general partner

By: /s/ Rohit M. Desai

Name: Rohit M. Desai
Title: Managing Member

October 31, 2001

EQUITY-LINKED INVESTORS-II,

By: Rohit M. Desai Associates-II,
its general partner

By: /s/ Rohit M. Desai

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Name: Rohit M. Desai
Title: Managing Member

October 31, 2001

ROHIT M. DESAI ASSOCIATES III, LLC

By: /s/ Rohit M. Desai

Name: Rohit M. Desai
Title: Managing Member

October 31, 2001

ROHIT M. DESAI ASSOCIATES-II, L.P.

By: /s/ Rohit M. Desai

Name: Rohit M. Desai
Title: Managing Member

October 31, 2001

/s/ Rohit M. Desai

Rohit M. Desai

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 30, 2001

HCP CAPITAL FUND, L.P.

By: James M. Hoak & Co, its general partner

By: /s/ James Hoak

Name: James Hoak
Title: Chairman

October 30, 2001

HOAK COMMUNICATIONS PARTNERS, L.P.

By: HCP Investments, L.P., its general partner

By: Hoak Partners, LLC, its general partner

By: /s/ James Hoak

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Name: James Hoak
Title: Manager

October 30, 2001

JAMES M. HOAK & CO.

By: /s/ James Hoak

Name: James Hoak
Title: Chairman

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 30, 2001

HCP INVESTMENTS, L.P.

By: Hoak Partners, LLC, its general partner

By: /s/ James Hoak

Name: James Hoak
Title: Manager

October 30, 2001

HOAK PARTNERS, LLC

By: /s/ James Hoak

Name: James Hoak
Title: Manager

October 30, 2001

/s/ James Hoak

James Hoak

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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October 31, 2001

/s/ Thomas Harrison

Thomas Harrison

October 31, 2001

/s/ Frederick Pickering

Frederick Pickering

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 18, 2001

MEDIA/COMMUNICATIONS PARTNERS III LIMITED
PARTNERSHIP

By: M/C III, LLC

By: /s/ James F. Wade

Name: James Wade
Title: Authorized Officer

October 18, 2001

MEDIA/COMMUNICATIONS INVESTORS LIMITED
PARTNERSHIP

By: /s/ James F. Wade

Name: James Wade
Title: Authorized Officer

October 18, 2001

M/C III, LLC

By: /s/ James F. Wade

Name: James Wade
Title: Authorized Officer

SIGNATURE

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After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 19, 2001 /s/ James F. Wade

James Wade

October 22, 2001 /s/ David Croll

David Croll

October 19, 2001 /s/ Stephen Gormly

Stephen Gormly

October 18, 2001 /s/ Christopher Gaffney

Christopher Gaffney

October 22, 2001 /s/ John Hayes

John Hayes

October 22, 2001 /s/ Peter Claudy

Peter Claudy

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 31, 2001 TORONTO DOMINION INVESTMENTS, INC.,

By: /s/ Martha L. Gariepy

Name: Martha L. Gariepy
Title: Vice President

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 25, 2001

NORTHWOOD VENTURES LLC

By: /s/ Peter Schiff

Name: Peter Schiff
Title: Authorized Person

October 25, 2001

NORTHWOOD CAPITAL PARTNERS LLC

By: /s/ Peter Schiff

Name: Peter Schiff
Title: Authorized Person

October 25, 2001

/s/ Peter Schiff

Peter Schiff

October 25, 2001

/s/ Henry Wilson

Henry Wilson

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 26, 2001

ONELIBERTY FUND III, L.P.

By: OneLiberty Partners III, LP,
its general partner

By: /s/ Edwin M. Kania, Jr.

Name: Edwin M. Kania, Jr.
Title: General Partner

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October 26, 2001

ONELIBERTY FUND IV, L.P.

By: OneLiberty Partners IV, LLC,
its general partner

By: /s/ Edwin M. Kania, Jr.

Name: Edwin M. Kania, Jr.
Title: Managing Member

October 26, 2001

ONELIBERTY ADVISORS FUND IV, L.P.

By: OneLiberty Partners IV, LLC,
its general partner

By: /s/ Edwin M. Kania, Jr.

Name: Edwin M. Kania, Jr.
Title: Managing Member

October 26, 2001

ONELIBERTY PARTNERS III, LP

By: /s/ Edwin M. Kania, Jr.

Name: Edwin M. Kania, Jr.
Title: General Partner

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 26, 2001

ONELIBERTY PARTNERS IV, LLC

By: /s/ Edwin M. Kania, Jr.

Name: Edwin M. Kania, Jr.
Title: Managing Member

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 24, 2001

J.H. WHITNEY III, L.P.

By: J.H. Whitney Equity Partners III, L.L.C.,
its general partner

By: /s/ Daniel J. O'Brien

Name: Daniel J. O'Brien
Title: Managing Member

October 24, 2001

WHITNEY EQUITY PARTNERS, L.P.

By: J.H. Whitney Equity Partners, L.L.C.,
its general partner

By: /s/ Daniel J. O'Brien

Name: Daniel J. O'Brien
Title: Managing Member

October 24, 2001

WHITNEY STRATEGIC PARTNERS III, L.P.

By: J.H. Whitney Equity Partners III, L.L.C.,
its general partner

By: /s/ Daniel J. O'Brien

Name: Daniel J. O'Brien
Title: Managing Member

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 25, 2001

CTIHC, INC.

By: /s/ William T. Devanney, Jr.

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Corporate Taxes

Name: William T. Devanney, Jr.
Title: Senior Vice President,

November 7, 2001

TRILLIUM PCS, LLC

By: /s/ William M. Mounger, II

Name: William M. Mounger, II
Title: Manager

November 7, 2001

/s/ William M. Mounger, II

William M. Mounger, II

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 25, 2001

TRIUNE PCS, LLC

By: Triune Private Equity, LLC, Manager

By: /s/ Kevin Shepherd

Name: Kevin Shepherd
Title: Co-Manager

October 25, 2001

/s/ Kevin Shepherd

Kevin Shepherd

November 1, 2001

J.G. FUNDING, LLC

By: Chrysalis Ventures, LLC, Manager

By: /s/ David A. Jones, Jr.

Name: David A. Jones, Jr.
Title: Manager

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November 1, 2001

/s/ David Jones

David Jones

November 1, 2001

SAUNDERS CAPITAL GROUP, LLC

By: /s/ Robert S. Saunders

Name: Robert S. Saunders
Title: Manager

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 1, 2001

/s/ Robert Saunders

Robert Saunders

October 25, 2001

MON-CRE WIRELESS, INC.

By: /s/ G.L. McGee

Name: G.L. McGee
Title: General Manager

October 25, 2001

RAGLAND WIRELESS, INC.

By: /s/ Stanley Bean

Name: Stanley Bean
Title: Director

October 22, 2001

CABLEVISION SERVICES, INC.

By: /s/ Jeffrey T. Smith

Name: Jeffrey T. Smith
Title: Vice President

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October 25, 2001

HAYNEVILLE WIRELESS, INC.

By: /s/ Howard S. Powell, III

Name: Howard S. Powell, III
Title: Vice-President

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 26, 2001

MOUNDVILLE COMMUNICATIONS, INC.

By: /s/ Larry P. Taylor

Name: Larry P. Taylor
Title: President

November 2, 2001

/s/ James E. Campbell

JAMES E. CAMPBELL
INDIVIDUALLY AND AS BENEFICIAL OWNER OF THE
TELECORP PCS, INC. (F/K/A TELECORP-TRITEL HOLDING
COMPANY) SHARES HELD FOR MY ACCOUNT BY SOUTH TRUST
BANK, N.A. IN AN INDIVIDUAL RETIREMENT ACCOUNT

October 25, 2001

/s/ E.B. Martin, Jr.

E.B. MARTIN, JR.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 25, 2001

OAK TREE, LLC

By: Triune Private Equity, LLC its manager

/s/ Kevin Shepherd

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By: Kevin Shepherd, its Co-Manager

October 25, 2001

PCS TELECOM, LLC

By: Triune Private Equity, LLC, its manager

/s/ Kevin Shepherd

By: Kevin Shepherd, its Co-Manager

October 25, 2001

JVB Private Equity, LLC

/s/ Jack Thompson

By: Jack Thompson its Manager

October 25, 2001

JVB Properties, LLLP

/s/ Jack Thompson

By: Jack Thompson its General Partner

EXHIBIT INDEX

Exhibit -----	Document -----
2.2	Agreement and Plan of Merger, dated as of October 7, 2001, among TeleCorp PCS Inc., AT&T Wireless Services, Inc. and TL Acquisition Corp (incorporated by reference to TeleCorp PCS, Inc. Form 8-K (File No. 000-31941), filed with the SEC on October 10, 2001).
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