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July 6, 2001

Writer's Direct Contact  
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jkostyu@mof.com

Hand Delivery

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

Re: **VoiceStream Wireless Corporation**  
FCC Ownership Disclosure Information (FCC Form 602)

To Whom It May Concern:

On behalf of **VoiceStream** Wireless Corporation ("**VoiceStream**") and wholly owned subsidiaries, we are enclosing an original and two copies of an FCC Ownership Disclosure Form (FCC Form 602). Please date-stamp the enclosed copy marked "Return Copy" and return it to us in the self-addressed stamped envelope provided for that purpose.

Any questions regarding this filing should be directed to undersigned counsel for **VoiceStream**.

Sincerely,



Jennifer L. Kostyu

Admitted to practice in Virginia only

Enclosures



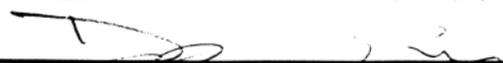
**Applicant/Licensee Information**

1) First Name (if individual):	MI:	Last Name:	suffix: I
2) Applicant Name (if entity): VoiceStream Wireless Corporation		3) Applicant TIN: 	

**Related FCC Regulated Businesses of Applicant/Licensee (continued)**

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:
VoiceStream Wireless Corporation and Subsidiaries (see Attachment 2)			
VoiceStream PCS Holding L.L.C. (see Attachment 2)			
VS Washington Corporation and Subsidiaries (see Attachment 2)			
VoiceStream PCS BTA I Corporation and Subsidiaries (see Attachment 2)			
Omnipoint Corporation and Subsidiaries (see Attachment 2)			
VoiceStream Central Communications, Inc. f/k/a Aerial Communications, Inc. and Subsidiaries (see Attachment 2)			
VoiceStream GSM I, LLC f/k/a Cook Inlet/VoiceStream PCS, LLC and Subsidiary (see Attachment 2)			
VoiceStream GSM II, LLC f/k/a Cook Inlet/VS GSM II PCS, LLC and Subsidiaries (see Attachment 2)			
VoiceStream GSM III, LLC f/k/a Cook Inlet/VS GSM III PCS, LLC and Subsidiaries (see Attachment 2)			
Cook Inlet/VS GSM IV PCS, LLC and Subsidiaries (see Attachment 2)			
Cook Inlet/VS GSM V PCS, LLC and Subsidiary (see Attachment 2)			
Cook Inlet/VoiceStream PV/SS PCS Partners, L.P. and Subsidiaries (see Attachment 2)			

5) Typed or Printed Name of Party Authorized to Sign

First Name: <b>Dan</b>	MI:	Last Name: <b>Menser</b>	Suffix: <b>Esq.</b>
Title: <b>Corporate Counsel</b>			
Signature: 			Date: <b>7/5/01</b>
<b>Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid</b>			
<b>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).</b>			



FCC Ownership Disclosure Information for the  
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):	MI:	Last Name:	Suffix:
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2) Disclosable Interest Holder's Name (if entity):  
**T-Mobile International AG**

3) Disclosable Interest Holder's TIN:  
**N/A (not a U.S. company)**

4) Disclosable Interest Holder's Address: <b>Kennedyallee 1-5,53175 Bonn, Germany</b>
--

5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>C</b> ) (Aktiengesellschaft organized under the laws of the Federal Republic of Germany)	7) Percent of Interest Held in Applicant: <b>100% Voting and Equity (See Attachment 1)</b>
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>C Voting</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>Federal Republic of Germany</b>
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>The ownership interest is direct. See Attachment 1.</b>
--

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) TIN:	11d) Percent of Interest Held:
<b>See DT's most current FCC Form 602 on file with the Commission.'</b>			

<sup>1</sup> On June 27, 2001, Deutsche Telekom AG ("DT") updated its notification of consummations of the transfer of control of **VoiceStream** to reflect that on June 12, 2001, as had been described in the applications for transfer of control, **VoiceStream** became a wholly owned subsidiary of T-Mobile International AG, which is a wholly owned subsidiary of DT. See letter from William R. Richardson, Jr. to Magalie Roman Salas, IB Docket No. 00-187 (June 27, 2001).

**FCC Ownership Disclosure Information for the**  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders

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

2) Disclosable Interest Holder's Name (if entity):  
**Deutsche Telekom AG ("DT")**

4) Disclosable Interest Holder's Address:  
**Friedrich-Ebert-Allee 140.53113 Bonn, Germany**

5) Type of Interest in Applicant ( **I** )  
(refer to Instructions for list)

6) Disclosable Interest Holder is a(n): ( **C** )  
(Aktiengesellschaft organized under the laws of the Federal Republic of Germany)

7) Percent of Interest Held in Applicant:  
**100% Voting and Equity (See Attachment 1)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	1 lb) Principal Business:	1 lc) TIN:	1 ld) Percent of Interest Held:
<b>See DT's most current FCC Form 602 on file with the Commission.</b>			

FCC Ownership Disclosure Information for the  
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):	MI:	Last Name:	suffix:
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2) Disclosable interest Holder's Name (if entity): <b>Federal Republic of Germany</b>	3) Disclosable Interest Holder's TIN: <b>N/A (not a U.S. company)</b>
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4) Disclosable Interest Holder's Address: <b>Berlin, Germany</b>
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5) Type of interest in Applicant <b>I</b> (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>C</b> )	7) Percent of Interest Held in Applicant: <b>43% Voting and Equity (See Attachment 1)<sup>2</sup></b>
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>C Voting</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>Federal Republic of Germany</b>
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>The ownership interest is indirect. See Attachment 1.</b>
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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) TIN:	11d) Percent of Interest Held:
<b>VoiceStream is unaware of any FCC regulated businesses owned by this disclosable interest holder.</b>			

<sup>2</sup> This figure, which includes the Federal Republic of Germany's direct holdings in VoiceStream's parent entity, DT, and its indirect holdings in DT through Kreditanstalt fir Wiederaufbau, is rounded to the nearest whole number.

FCC Ownership Disclosure Information for the  
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):	MI:	Last Name:	Suffix:
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2) Disclosable Interest Holder's Name (if entity):  
**Kreditanstalt für Wiederaufbau**

3) Disclosable Interest Holder's TIN:  
**N/A (not a U.S. company)**

4) Disclosable Interest Holder's Address: <b>Palmengartenstrasse 5-9, 60325 Frankfurt am Main, Germany</b>
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5) Type of Interest in Applicant ( <b>I</b> ) (refer to Instructions for list)	6) Disclosable interest Holder is a(n): ( <b>C</b> )	7) Percent of Interest Held in Applicant: <b>12% Voting and Equity (See Attachment 1)<sup>3</sup></b>
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>C Voting</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>Federal Republic of Germany</b>
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>The ownership interest is indirect. See Attachment 1.</b>
--

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) TIN:	11d) Percent of Interest Held:
<b>VoiceStream is unaware of any FCC regulated businesses owned by this disclosable interest holder.</b>			

<sup>3</sup>This figure is rounded to the nearest whole number.

ATTACHMENT 1

**OWNERSHIP DISCLOSURE STATEMENT FOR  
VOICESTREAM WIRELESS CORPORATION**

This form shows VoiceStream Wireless Corporation's ("VoiceStream's") current ownership. Since VoiceStream last filed an FCC Form 602 on April 12, 2001, the FCC consented to a transfer of control pursuant to which VoiceStream would become a wholly-owned subsidiary of Deutsche Telekom AG ("DT"). See *VoiceStream Wireless Corporation, Powertel, Inc. and Deutsche Telekom AG Seek FCC Consent to Transfer Control of Licenses and Authorizations and Request Declaratory Ruling Allowing Indirect Foreign Ownership*, Memorandum Opinion and Order, IB Docket No. 00-187, FCC No. 01-142 (rel. April 27, 2001). The transfer of control of VoiceStream to DT was consummated on May 3, 2001.

**I. CURRENT OWNERSHIP AND CONTROL OF VOICESTREAM**

**DEUTSCHE TELEKOM AG ("DT")**

DT, a corporation organized under the laws of the Federal Republic of Germany, is headquartered at Friedrich-Ebert-Allee 140, 53113 Bonn, Germany. DT, through its wholly owned subsidiary TMI (defined below), holds 100 percent of VoiceStream's common stock.

DT provides local, long distance, mobile telephony, Internet, data, cable television, and other telecommunications and information services in Germany and other foreign countries.

**T-MOBILE INTERNATIONAL AG ("TMI")**

TMI is a wholly owned subsidiary of DT. On June 12, 2001, VoiceStream became a wholly owned subsidiary of TMI, which continues to be controlled by DT. TMI thus holds 100% direct ownership of VoiceStream.

**FEDERAL REPUBLIC OF GERMANY ("FRG")**

FRG directly owns approximately 3.1% of the shares of DT, which, as noted above, holds 100% of VoiceStream's shares. FRG also holds an indirect interest in DT through Kreditanstalt für Wiederaufbau ("KfW"), a bank controlled by the German government. FRG owns 80% of KfW, which directly owns approximately 12% of the shares of DT. Thus, FRG is deemed to hold a total of approximately 43% of DT and, indirectly, VoiceStream.

**KREDITANSTALT FÜR WIEDERAUFBAU ("KfW")**

KfW directly owns approximately 12% of the shares of DT and, indirectly, of VoiceStream. KfW is a bank controlled by the German government and federal states.

D. **OTHER INTERESTS**

Based on the criteria set forth in Section 1.2 112(a) of the Commission's Rules, 47 C.F.R. § 1.2 11 (a) and the Wireless Telecommunications Bureau's May 25, 1999, Public Notice clarifying information to be disclosed on FCC Form 602,<sup>4</sup> there are no officers or directors of **VoiceStream** who have disclosable interests in **VoiceStream**. Out of an abundance of caution, however, **VoiceStream** provides additional information regarding the officers and directors listed below, either because they represent (but do not control) shareholder interests of 10 percent or greater on **VoiceStream's** Board of Directors or because they are key management personnel within **VoiceStream**.

1. John W. Stanton -- Mr. Stanton is Chairman of **VoiceStream's** Board of Directors and its Chief Executive Officer. He is a United States citizen with principal business offices at 12920 S.E. 38th Street, Bellevue, Washington 98006.

2. Robert R. Stapleton -- Mr. Stapleton is **VoiceStream's** President and a member of its Board of Directors. He is a United States citizen with principal business offices at 12920 S.E. 38th Street, Bellevue, Washington 98006.

3. Dr. Karl-Gerhard Eick -- Mr. **Eick** is a member of **VoiceStream's** Board of Directors. He is a citizen of the FRG; his principal business offices are at 12920 S.E. 38th Street, Bellevue, Washington 98006.

4. Jeffrey A. Hedberg -- Mr. Hedberg is a member of **VoiceStream's** Board of Directors. He is a citizen of the FRG; his principal business offices are at 12920 S.E. 38th Street, Bellevue, Washington 98006.

5. Max Hirschberger -- Mr. Hirschberger is a member of **VoiceStream's** Board of Directors. He is a citizen of the FRG; his principal business offices are at 12920 S.E. 38th Street, Bellevue, Washington 98006.

6. Donald Guthrie -- Mr. Guthrie is Vice Chairman of **VoiceStream's** Board of Directors. He is a United States citizen with principal business offices at 12920 S.E. 38th Street, Bellevue, Washington 98006.

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<sup>4</sup> See Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602, Public Notice, DA 99-1001 (May 25, 1999).

7. Kai-Uwe Ricke -- Mr. Ricke is a member of **VoiceStream's** Board of Directors. He is a citizen of the FRG; his principal business offices are at 12920 S.E. 38th Street, Bellevue, Washington 98006.

No other person or entity holds a 10 percent or more interest, or other disclosable interest, in **VoiceStream**.

ATTACHMENT 2

Disclosable Interests of VoiceStream Wireless Corporation

VoiceStream Wireless Corporation and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
VoiceStream Wireless Corporation 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	[REDACTED]	100%
VoiceStream PCS Holding L.L.C. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)		100%
Onmipoint Corporation 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	[REDACTED]	100%

VoiceStream PCS Holding L.L.C. Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
VS Washington Corporation 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	[REDACTED]	100%
VoiceStream Central Communications, Inc. f/k/a Aerial Communications, Inc. 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Resale & Experimental Authority	[REDACTED]	100%

**VS Washington Corporation and Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
<b>VoiceStream PCS BTA I Corporation</b> 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
<b>VoiceStream PCS I License L.L.C.</b> 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
<b>VoiceStream PCS II License Corporation</b> 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
<b>VoiceStream PCS III License Corporation</b> 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
<b>VoiceStream PCS LMDS Corporation</b> 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (LMDS)	[REDACTED]	100%
<b>VoiceStream SMR Corporation</b> 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (SMR)	[REDACTED]	100%
<b>VoiceStream Wireless Corporation</b> 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
GTE Wireless of Cincinnati, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Iowa Wireless Services Holding Corporation 312 8 <sup>th</sup> Street, Suite 410, Des Moines, IA 50309	Commercial mobile radio services (PCS)	[REDACTED]	38%

**VoiceStream Central Communications, Inc. f/k/a Aerial Communications, Inc. Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
<b>VoiceStream Columbus, Inc. f/k/a APT Columbus, Inc</b> 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
<b>VoiceStream Houston, Inc. f/k/a APT Houston, Inc</b> 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
<b>VoiceStream Kansas City, Inc. f/k/a APT Kansas City, Inc.</b> 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
<b>VoiceStream Tampa/Orlando, Inc. f/k/a APT Tampa/Orlando, Inc.</b> 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%

Name	Principal Business	TIN	Percent of Interest Held
Wireless Alliance, L.L.C. 3905 Dakota St. SW, Alexandria, MN 56308	Commercial mobile radio services (PCS)	[REDACTED]	30%
<b>VoiceStream</b> Pittsburgh, L.P. 12920 SE 38th Street, <b>Bellevue</b> , WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%

**Omnipoint Corporation and Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Albany-Schenectady-Glens Falls E License, LLC 12920 SE 38th Street, <b>Bellevue</b> , WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Buffalo Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint <del>Buffalo-Olean</del> D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Communications Inc. 12920 SE 38th Street, <b>Bellevue</b> , WA 98006	Telephone Maintenance & Experimental Authority	[REDACTED]	100%
Omnipoint Corporation 12920 SE 38th Street, <b>Bellevue</b> , WA 98006	Experimental Authority	[REDACTED]	100%
Omnipoint DC Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint DC Area License Holdings, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint DC-Salisbury D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Holdings, Inc. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Little Rock-El <b>Dorado</b> E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Miami E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint MI-Indiana Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint MI-Indiana-Findlay D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint MI-Indiana-Lima D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%

Name	Principal Business	TIN	Percent of Interest Held
Onmipoint New England DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint New York D License, LLC 3 Bethesda Metro Center, Suite 400, Bethesda, MD 20814	Commercial mobile radio services (PCS)	[REDACTED]	100%
Onmipoint NY MTA License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	95.59%
Onmipoint St. Louis Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Salina-E. Hutchinson E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
NPI-Omnipoint Wireless, LLC. 3054 Cass Road. Traverse Citv. MI 49684	Commercial mobile radio services (PCS)	[REDACTED]	20.00%

**VoiceStream PCS BTA I Corporation Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
VoiceStream PCS BTA I License Corporation 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
VoiceStream GSM I Holdings, LLC f/k/a Cook Inlet /VoiceStream PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	80.01%
Cook Inlet/VoiceStream PV/SS PCS Holdings, L.P. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Cook Inlet/VoiceStream GSM V PCS Holdings, LLC 2525 "C" Street, Suite 500 P.O. Box 93330 Anchorage, AK 99509-3330	Commercial mobile radio services (PCS)	[REDACTED]	49.9%
Cook Inlet/VS GSM IV PCS Holdings, LLC 2525 "C" Street, Suite 500 P.O. Box 93330 Anchorage, AK 99509-3330	Commercial mobile radio services (PCS)	[REDACTED]	85% <sup>5</sup>

<sup>5</sup> Percentage is upon consummation of increase in VoiceStream's ownership from current 49.9% non-controlling interest to 85% non-controlling interest.

**Cook Inlet/VoiceStream PV/SS PCS Holdings, L.P. Subsidiary**

Name	Principal Business	TIN	Percent of Interest Held
VoiceStream PV/SS PCS, L.P. f/k/a Cook Inlet/VoiceStream PV/SS PCS, L.P. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	79.96%

**VoiceStream GSM I Holdings, LLC f/k/a Cook Inlet/VoiceStream PCS, LLC Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
VoiceStream GSM I License Company, LLC f/k/a Cook Inlet/VoiceStream License Company LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	80.01%
VoiceStream GSM I, LLC f/k/a Cook Inlet/VoiceStream PCS LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%

**VoiceStream GSM II, LLC f/k/a Cook Inlet/VS GSM II PCS, LLC and Subsidiaries**

VoiceStream GSM II, LLC f/k/a Cook Inlet/VS GSM II PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Atlantic City License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	[REDACTED]	100%
Omnipoint Dover License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	[REDACTED]	100%
Omnipoint Philadelphia License LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	[REDACTED]	100%

**VoiceStream GSM III, LLC f/k/a Cook Inlet/VS GSM III PCS, LLC and Subsidiaries**

VoiceStream GSM III, LLC f/k/a Cook Inlet/VS GSM III PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	[REDACTED]	100%
VoiceStream PA I, LLC f/k/a CIVS PA I, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	[REDACTED]	100%
VoiceStream PA II, LLC f/k/a CIVS PA II, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	[REDACTED]	100%
VoiceStream PA III, LLC f/k/a CIVS PA III, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	[REDACTED]	100%
D&E/Omnipoint Wireless Joint Venture, L.P. 4139 Oregon Pike, Ephrata, PA 17522	Commercial mobile radio services (PCS) and International Section 214 Global Resale	[REDACTED]	50%
Omnipoint Philadelphia-E. Lancaster E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS) and International Section 214 Global Resale	[REDACTED]	50%

**Cook Inlet/VS GSM IV PCS Holdings, LLC Subsidiaries**

Cook Inlet/ VS GSM IV PCS, LLC 2525 "C" Street, Suite 500 P.O. Box 93330 Anchorage, AK 99509-3330	Commercial mobile radio services (PCS)	[REDACTED]	100%
BCN Communications, L.L.C. 2525 "C" Street, Suite 500 P.O. Box 93330 Anchorage, AK 99509-3330	Commercial mobile radio services (PCS)	[REDACTED]	92.51% <sup>6</sup>
CIVS IV License Sub I, LLC 2525 "C" Street, Suite 500 P.O. Box 93330 Anchorage, AK 99509-3330	Commercial mobile radio services (PCS)	[REDACTED]	85%

**Cook Inlet/VoiceStream GSM V PCS Holding, LLC Subsidiary**

Cook Inlet/VoiceStream GSM V PCS, LLC 2525 "C" Street, Suite 500 P.O. Box 93330 Anchorage, AK 99509-3330	Commercial mobile radio services (PCS)	[REDACTED]	49.9%
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<sup>6</sup> Percentage is upon consummation of increase in VoiceStream's ownership from current 49.9% non-controlling interest to 85% non-controlling interest. VoiceStream has an option to acquire a 49.9% non-controlling interest in BCN Communications, L.L.C. Adding this interest to its derivative 42.5 1 % interest through CIVS IV results in the 92.5 1% aggregate non-controlling interest.

<sup>7</sup> Id.