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September 18, 2000

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By Messenger

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

Re: Updated Form 602 for **VoiceStream** Wireless Corporation

Dear Sir or Madam:

Enclosed for filing please find an original and two (2) copies of an updated FCC 602 for **VoiceStream** Wireless Corporation ("**VoiceStream**"). Also enclosed is a copy marked "Stamp Return." Please date-stamp the Stamp Return copy and return it to us in the self-addressed stamped envelope provided for that purpose.

The instant FCC Form 602 is being filed concurrently with applications seeking FCC consent to transfer control of **PowerTel Inc.**'s interests in its Section 214 authorization and various Title III licenses to **VoiceStream, Inc.** ~~See PowerTel Kentucky Licenses, Inc.~~, Lead Application FCC File No. 0000216260 (filed Sept. 18, 2000).

Very truly yours,



Christa M. Parker  
Admitted to Practice in NY Only



Enclosures

160

COPY

**Applicant/Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): <b>VoiceStream Wireless Corporation</b>		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:
<b>VoiceStream Washington Corporation and Subsidiaries (see Attachment 2)</b>			
<b>Omnipoint Corporation and Subsidiaries (see Attachment 2)</b>			
<b>Aerial Communications, Inc. and Subsidiaries (see Attachment 2)</b>			
<b>Cook Inlet/VS GSM II PCS, LLC and Subsidiaries (see Attachment 2)</b>			
<b>Cook Inlet/VS GSM III PCS, LLC and Subsidiaries (see Attachment 2)</b>			
<b>Cook Inlet VoiceStream PV/SS PCS, L.P. (see Attachment 2)</b>			
<b>Powertel, Inc. and subsidiaries (see Attachment 2)</b>			

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name: <b>Brian</b>	MI: <b>T.</b>	Last Name: <b>O'Connor</b>	Suffix:
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Title: **Vice President, Legislative and Regulatory Affairs**

Signature: <i>Brian T. O'Connor</i>	Date: <b>9/18/00</b>
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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):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Hutchison Telecommunications PCS (USA) Limited</b>		3) Disclosable Interest Holder's TIN: <b>N/A (not a U.S. company)</b>	
4) Disclosable Interest Holder's Address: <b>Hutchison House, 10 Harcourt Road, Hong Kong</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> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: <b>20.56% (See Attachment 1)</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>C Voting, P Nonvoting (See Attachment 1)</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>British Virgin Islands</b>	
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>Besides VoiceStream, no FCC regulated businesses are owned by this disclosable interest holder.</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):  
**Hutchison Whampoa Limited**

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

4) Disclosable Interest Holder's Address: <b>Hutchison House, 10 Harcourt Road, Hong Kong</b>		
5) Type of Interest in Applicant ( <b>I</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): <b>C</b> (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>20.56% (See Attachment 1)</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>C Voting, P Nonvoting (See Attachment 1)</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>Hong Kong</b>
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>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:
Besides VoiceStream, no FCC regulated businesses are owned by this disclosable interest holder.			

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):

**Telephone and Data Systems, Inc. ("TDS")**

3) Disclosable Interest Holder's TIN:



4) Disclosable Interest Holder's Address: **30 North LaSalle Street, Suite 400, Chicago, IL 60602**

5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>13.08% (See Attachment 1)</b>
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8) Disclosable interest Holder's Type of Ownership (refer to instructions for list): C	9) Disclosable Interest Holder's Country of Citizenship: <b>United States</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):  
**The ownership interest is direct. See Attachment 1.**

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 TDS' previously filed FCC Form 602.</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:
2) Disclosable Interest Holder's Name (if entity): <b>Deutsche Telekom AG ("DT")</b>		3) Disclosable Interest Holder's TIN: <b>N/A (not a U.S. company)</b>	
4) Disclosable Interest Holder's Address: <b>Friedrich-Ebert-Allee 140, 53113 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>11.49% (See Attachment 1)</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>P</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>Federal Republic of Germany</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>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 FCC Form 602 being filed concurrently herewith.</b>			

ATTACHMENT 1

**OWNERSHIP DISCLOSURE STATEMENT FOR  
VOICESTREAM WIRELESS CORPORATION**

**VoiceStream** Wireless Corporation (“**VoiceStream**”), a Delaware corporation, submits this updated Federal Communications Commission (“Commission” or “FCC”) Form 602 in connection with applications to transfer control of Powertel, Inc. (“Powertel”) to **VoiceStream** filed simultaneously herewith. On August 26, 2000, Powertel and **VoiceStream** entered into an Agreement and Plan of Reorganization that, on consummation, would render Powertel a wholly-owned subsidiary of **VoiceStream** (the “Reorganization Agreement”). Closing on this transaction is contingent upon termination of a proposed merger between Deutsche Telekom AG (“DT”) and **VoiceStream** pursuant to an Agreement and Plan of Merger entered into on July 23, 2000. A separate Agreement and Plan of Merger between DT and Powertel was entered into on August 26, 2000. In connection with its proposed mergers with **VoiceStream** and Powertel, respectively, DT is filing two parallel sets of applications seeking consent to transfers of control of **VoiceStream** and Powertel from their respective shareholders to DT. In the event that the Commission approves the **VoiceStream/DT** transfer of control, the proposed transfer of control from Powertel to **VoiceStream** will not be consummated. However, should the Commission not approve the transfer of control of **VoiceStream** to DT, the transfer of control of Powertel to **VoiceStream** will occur following grant of the FCC’s consent.

In addition, **VoiceStream** and Cook Inlet Region, Inc. (“CIRI”) have filed various applications relating to the transfer of control of CIRI’s licensee subsidiaries to **VoiceStream**.

The following describes (a) **VoiceStream’s** current ownership structure and (b) **VoiceStream’s** ownership structure if both the **VoiceStream/Powertel** and **VoiceStream/CIRI** transfers are consummated with the FCC’s consent.

**I. INTRODUCTION**

**VoiceStream** is a leading provider of telecommunications service and is primarily engaged in acquiring, constructing, and operating personal communications service (“PCS”) systems and related telecommunications systems throughout the United States. **VoiceStream** currently holds its telecommunications assets through its wholly-owned subsidiaries: **VoiceStream** Washington Corporation (“**VoiceStream** Washington”), Omnipoint Corporation (“Omnipoint”), and Aerial Communications, Inc. (“Aerial”). **VoiceStream’s** subsidiaries hold Commission licenses in the PCS, Point-to-Point Microwave, Local Multipoint Distribution Service (“LMDS”), Specialized Mobile Radio (“SMR”), Experimental, and Business Radio services. In addition, **VoiceStream** and its

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<sup>1</sup> See Application of Cook Inlet/**VoiceStream** PCS, LLC and **VoiceStream** Wireless Corporation for Consent to Transfer Control, Lead Application ULS File No. 00002 16961.

subsidiaries are authorized to provide global international resale services pursuant to Section 214 of the Communications Act of 1934, as amended (the “Communications Act”), 47 U.S.C. § 214.

If the **Powertel/VoiceStream** transaction and **CIRI/VoiceStream** transfers of control are consummated following FCC approval, **VoiceStream’s** subsidiaries will be as follows (entities marked with an asterisk (\*) are not currently wholly owned or controlled by **VoiceStream**):

VoiceStream Washington subsidiaries:

- VoiceStream** PCS I License L.L.C.
- VoiceStream** PCS II License Corporation
- VoiceStream** PCS III License Corporation
- VoiceStream** PCS BTA I License Corporation
- VoiceStream** SMR Corporation
- VoiceStream** PCS LMDS Corporation

Omnipoint subsidiaries:

- Omnipoint Albany-Schenectady-Glen Falls E License, LLC
- Omnipoint Boston Area DE License, LLC
- Omnipoint Boston **D** License, LLC
- Omnipoint Boston-Keene D License, LLC
- Omnipoint Buffalo Area DE License, LLC
- Omnipoint Buffalo-Olean D License, LLC
- Omnipoint Communications Inc.
- Omnipoint DC Area DE License, LLC
- Omnipoint DC-Salisbury D License, LLC
- Omnipoint Holding, Inc.
- Omnipoint Little Rock-El **Dorado** E License, LLC
- Omnipoint Miami E License, LLC
- Omnipoint MI-Indiana Area DE License, LLC
- Omnipoint MI-Indiana-Findlay D License, LLC
- Omnipoint MI-Indiana-Lima D License, LLC
- Omnipoint New England DE License, LLC
- Omnipoint New York D License, LLC
- Omnipoint Petoskey D License, LLC
- Omnipoint Philadelphia-E. Lancaster E License, LLC
- Omnipoint St. Louis DE License, LLC
- Omnipoint Wichita-E. Hutchinson E License, LLC

Aerial subsidiaries:

- APT Columbus, Inc.
- APT Minneapolis, Inc.
- APT Pittsburgh Limited Partnership
- APT Houston, Inc.

APT Kansas City, Inc.  
APT Tampa/Orlando, Inc.

Cook **Inlet/VS** GSM II PCS, LLC\*  
Omnipoint Atlantic City License, LLC\*  
Omnipoint Philadelphia License, LLC\*  
Omnipoint Dover License, LLC\*

Cook **Inlet/VS** GSM III PCS, LLC\*  
CIVS PA I, LLC\*  
CIVS PA II, **LLC\***  
CIVS PA III, LLC\*

Powertel, Inc. \*  
Powertel Atlanta Licenses, Inc.\*  
Powertel Birmingham Licenses, Inc. \*  
Powertel Jacksonville Licenses, Inc. \*  
Powertel Kentucky Licenses, Inc.\*  
Powertel **Knoxville** Licenses, Inc. \*  
Powertel Memphis Licenses, Inc.\*  
Powertel Nashville **Licenses**, Inc.\*

## **II. CURRENT OWNERSHIP AND CONTROL OF VOICESTREAM**

On a fully diluted basis, the following entities currently hold a ten percent or more ownership interest or other interest subject to reporting in **VoiceStream**:

### A. DT

As explained below, a recent investment and acquisition of preferred stock by DT, if converted to common stock, would add DT to **VoiceStream's** list of current disclosable interest holders. DT, a corporation organized under the laws of the Federal Republic of Germany, is headquartered at Friedrich-Ebert-Allee 140, 53113 Bonn, Germany. DT currently holds 3,906,250 shares of **VoiceStream's** preferred stock which may be voted on a 1:1 basis with **VoiceStream** common stock. **DT's** preferred stock constitutes approximately 1.79 percent of the voting interests and 11.49 percent of the equity in **VoiceStream**. Such stock is convertible at **DT's** option to 3 1,250,000 shares of **VoiceStream** common stock only in the event that its proposed merger with **VoiceStream** is terminated. If such shares are converted to common, such shares would constitute approximately 11.49 percent of **VoiceStream's** issued and outstanding shares.<sup>2</sup> Upon conversion DT

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<sup>2</sup> The percentages listed below in Section II are based on a denominator that includes **DT's** shares on an as-converted basis.

would have the right to appoint two members to **VoiceStream's** Board of Directors, which would then consist of nineteen members, including the two DT appointees.

DT provides local, long distance, mobile telephony, Internet, data, cable television, and other telecommunications and information services in Germany and other foreign countries. Pursuant to Section 214 of the Communications Act, DT is also authorized to provide **facilities-based** and resale services between the U.S. and certain other countries. These services are described in greater detail in the DT-VoiceStream merger application filed concurrently **herewith**.<sup>3</sup>

B. **HUTCHISON TELECOMMUNICATIONS PCS (USA) LIMITED ("HTPCSL")**

HTPCSL, a British Virgin Islands corporation, holds the right to own 55899,252 shares of common stock (**29,671,666** shares of presently held common plus **26,227,586** additional common shares upon conversion of 7,606 shares of non-voting junior preferred) or a 20.56 percent beneficial interest in **VoiceStream**.<sup>4</sup> Currently HTPCSL's voting interest is 13.59 percent. HTPCSL's primary business is to hold stock in **VoiceStream**.

HTPCSL is a wholly-owned subsidiary of Hutchison Whampoa Limited ("**Hutchison**"), a Hong Kong limited liability holding company. HTPCSL, HTHL, and Hutchison are located at Hutchison House, 10 Harcourt Road, Hong Kong.<sup>5</sup> **Hutchison** is principally engaged in seven core businesses: telecommunications, property, ports, retail, manufacturing, energy and infrastructure. It holds telecommunications interests in Hong Kong, Great Britain, and southeast Asia. Aside from its interest in **VoiceStream**, however, it holds no other interests in FCC-regulated businesses.

C. **TELEPHONE AND DATA SYSTEMS, INC. ("TDS")**

TDS, a Delaware corporation, currently holds **35,570,494** shares of **VoiceStream** common stock or a 13.08 percent beneficial and voting interest. **TDS's** principal offices are located at 30 North **LaSalle** Street, Chicago, Illinois 60602.

TDS is a diversified telecommunications company with cellular and **wireline**

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<sup>3</sup> The authorized contact for **DT** in the United States is **Hans-Willi Hefekäuser**, 1020 19th Street, N.W., Suite 850, Washington, D.C. 20036.

<sup>4</sup> These figures include shares held by HTPCSL's affiliate, **Hutchison** Telecommunications Holdings (USA) Limited ("**HTHL**").

<sup>5</sup> The authorized contact for Hutchison, HTPCSL and HTHL in the United States is David Leach, Dewey Ballantine LLP, 1775 Pennsylvania Avenue, N.W., Washington, D.C. 20006-4605.

telephone operations. TDS conducts substantially all of its cellular operations through its 80.7 percent-owned subsidiary, United States Cellular Corporation ("US Cellular"). US Cellular is a publicly traded company with U.S. operations covering 145 managed markets in 26 states (serving 2,602,000 customers as of December 31, 2000). TDS conducts substantially all of its **wireline** telephone business through its wholly-owned subsidiary, TDS Telecommunications Corporation ("TDS Telecom"). As of December 31, 1999, TDS Telecom operated 104 Incumbent Local Exchange Carrier telephone companies serving 571,700 access lines in 28 states. TDS Telecom also offers services as a Competitive Local Exchange Carrier serving 74,100 access lines.

D. OTHER INTERESTS

Based on the criteria set forth in Section 1.2 112(a) of the Commission's Rules, and the Wireless Telecommunication Bureau's May 25, 1999, Public Notice clarifying information to be disclosed on FCC Form 602,<sup>6</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. Canning K.N. Fok and Hans R. Snook -- Messrs. Fok and Snook are members of **VoiceStream's** Board of Directors. Mr. Fok is Hutchison's Group Managing Director. Mr. Snook is the Managing Director of Orange plc, an affiliate of Hutchison, and a director of another Hutchison affiliate. Messrs. Fok and Snook are citizens of the United Kingdom; the principal business office of each is located at Hutchison House, 10 Harcourt Road, Hong Kong. As officers of Hutchison and affiliates thereto, each represents **VoiceStream** common stock held by HTPCSL and HTHL and, indirectly, by **Hutchison**.

2. Susan M.F.W. Chow and Frank J. Sixt -- Ms. Chow and Mr. Sixt became members of **VoiceStream's** Board of Directors following the Omnipoint merger. Both also serve as Executive Directors of **Hutchison**, Executive Directors of Cheung Kong Infrastructure Holdings Limited, and Directors of Hongkong Electric Holdings Limited, tom.com Limited, and Partner Communications Company Limited. Additionally, Mr. Sixt serves as Director of Cheung Kong (Holdings) Limited and **Hutchison** Telecommunications (Australia) Limited. Ms. Chow and Mr. Sixt are citizens of Hong Kong and Canada respectively; the principal business office of each is located at **Hutchison** House, 22nd Floor, 10 Harcourt Road, Hong Kong. As officers of **Hutchison** and **affiliates** thereto, each represents **VoiceStream** common stock held by HTPCSL and HTHL and, indirectly, by Hutchison.

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<sup>6</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).

3. 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 3650 13 1<sup>st</sup> Avenue, S.E., Suite 400, Bellevue, Washington 98006.

4. 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 3650 13 1<sup>st</sup> Avenue, S.E., Suite 400, Bellevue, Washington 98006.

No other person or entity holds a 10 percent or more interest, or other disclosable interest, in **VoiceStream**. Applicant will update the information in the instant filing as necessary pursuant to Section 1.919(b), or upon Commission request.

**III. OWNERSHIP AND CONTROL OF VOICESTREAM IF THE CIRI AND POWERTEL TRANSFERS ARE CONSUMMATED**

The following entities which currently hold a ten percent or greater ownership interest or other interest subject to reporting in **VoiceStream** on a fully diluted basis would hold the interests shown below following FCC consent and consummation of the transfers of control of the Powertel and the CIRI subsidiaries to **VoiceStream**:

A. DT

DT would hold **3,906,250** convertible preferred shares, which could be converted into **3,125,000** shares of **VoiceStream** voting common stock in the event that DT exercised its conversion option. The converted shares would constitute a 9.87 percent beneficial and voting interest in **VoiceStream** assuming, as shown below, HTPCSL converted its junior preferred shares to common stock.

B. HTPCSL

HTPCSL would hold and would hold **55,899,252** common shares (**29,671,666** shares of common stock presently held plus 7,606 shares of non-voting preferred junior stock convertible into **26,227,586** shares of common stock, which would constitute a 17.65 percent beneficial and voting interest in **VoiceStream**. As noted above, HTPCSL is a direct, wholly-owned subsidiary of Hutchison.

C. TDS

TDS holds and would hold **35,570,494** shares of **VoiceStream** common stock, which would constitute a 11.23 percent beneficial and voting interest in **VoiceStream**.

D. OTHER INTERESTS

The other interests set forth in Section **II.D.** above would remain the same.

No other person or entity would hold a 10 percent or more interest, or other disclosable interest, in **VoiceStream**. Applicant will update the information in the instant filing as necessary pursuant to Section 1.919(b), or upon **Commission** request.

**ATTACHMENT 2**

**Disclosable Interests of VoiceStream Wireless Corporation**

On consummation of the Cook Inlet Region, Inc.-VoiceStream Wireless Corporation transaction and the instant transaction with Powertel, **VoiceStream** will have disclosable interests in the FCC-regulated businesses described in these tables.

**VoiceStream Wireless Corporation and Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
VoiceStream PCS I License L.L.C. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
VoiceStream PCS II License Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
VoiceStream PCS III License Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
VoiceStream PCS BTA I License Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
VoiceStream PCS LMDS Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (LMDS)	[REDACTED]	100%
VoiceStream SMR Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (SMR)	[REDACTED]	100%
VoiceStream Wireless Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Cook Inlet/VoiceStream PCS, L.L.C. 2525 C Street, Anchorage, Alaska 99503	commercial mobile radio services (PCS)	[REDACTED]	100%
Iowa Wireless Services Holding Company 312 8 <sup>th</sup> Street, Suite 410, Des Moines, IA 50309	commercial mobile radio services (PCS)	[REDACTED]	38%
NPI-Omnipoint Wireless, L.L.C. 3054 Cass Road, Traverse City, MI 49684	commercial mobile radio services (PCS)	a [REDACTED]	20.00%
STPCS D Block, LLP 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	17.81%
STPCS F Block, LLP 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	17.81%

**Aerial Communications, Inc. and Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
Aerial Communications, Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Resale & Experimental Authority	[REDACTED]	100%
APT Columbus, Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Houston, Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Kansas City, Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Minneapolis, Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Pittsburgh Limited Partnership 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Tampa/Orlando, Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
Wireless Alliance, L.L.C. 3905 Dakota St. SW, Alexandria, MN 56308	commercial mobile radio services (PCS)	[REDACTED]	30%

**Omnipoint Corporation and Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Albany-Schenectady-Glen Falls E License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston Area DE License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Boston-Keene D License, LLC 3650 131' Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Buffalo Area DE License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Buffalo-Glean D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Gmnipoint Communications C Operations, LLC 3650 131' Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
<b>Omnipoint</b> Communications DEF Operations, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	<b>International Section 214</b> Global Resale	[REDACTED]	100%
Gmnipoint Communications Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	Telephone Maintenance & Experimental Authority	[REDACTED]	100%
Chnnipoint Communications MB Operations, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	<b>International Section 214</b> Global Resale	[REDACTED]	100%
Gmnipoint Communications Midwest Operations, LLC 3650 131' Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Gmnipoint Corporation 3650 131' Ave., SE, Suite 400, Bellevue, WA 98006	Experimental Authority	[REDACTED]	100%
Omnipoint DC Area DE License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint DC-Salisbury D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Little Rock-El Dorado E License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Grnnipoint Miami E License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Gmnipoint MI-Indiana Area DE License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Gmnipoint MI-Indiana-Findlay D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Gmnipoint MI-Indiana-Lima D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint New England DE License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
<b>Omnipoint</b> New York D License, LLC 3 Bethesda Metro Center, Suite 400, Bethesda, MD 20814	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint NY MTA License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	95.59%
Chnnipoint Petoskey D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Omnipoint St. Louis DE License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Wichita-E. Hutchinson E License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%

**Cook Inlet PV/SS Partners, L.P.'s Subsidiary**

Cook Inlet <b>VoiceStream PV/SS</b> PCS, L.P. 2525 C Street, Anchorage, Alaska 99503	commercial mobile radio services (PCS)	[REDACTED]	71.37%
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**Cook Inlet/VS GSM II PCS, LLC and Subsidiaries**

Cook <b>Inlet/VS</b> GSM II PCS, LLC 2525 C Street, Anchorage, Alaska 99503	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Atlantic City License, LLC 3650 <b>131<sup>st</sup></b> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
Gmnipoint Dover License, LLC 3650 <b>131<sup>st</sup></b> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
Gmnipoint Philadelphia License LLC 3650 <b>131<sup>st</sup></b> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%

**Cook Inlet/VS GSM III PCS, LLC and Subsidiaries**

Cook <b>Inlet/VS</b> GSM III PCS, LLC 2525 C Street, Anchorage, Alaska 99503	commercial mobile radio service (PCS)	[REDACTED]	100%
CIVS PA I, LLC 3605 132 <sup>nd</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
CIVS PA II, LLC 3605 132 <sup>nd</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
CIVS PA III, LLC 3605 132 <sup>nd</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
<b>D&amp;E/Omnipoint</b> 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 3650 <b>131<sup>st</sup></b> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) and International Section 214 Global Resale	[REDACTED]	50%

**Powertel, Inc. and Subsidiaries**

<b>Name</b>		<b>Principal Business</b>	<b>TIN</b>	<b>Percent of Interest Held</b>
Powertel, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833		commercial mobile radio services (PCS) and international resale <sup>7</sup>	[REDACTED]	100%
Powertel Atlanta Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833		commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Birmingham Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833		commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Jacksonville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833		commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Kentucky Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833		commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Knoxville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833		commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Memphis Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833		commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Nashville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833		commercial mobile radio services (PCS) and international resale	[REDACTED]	100%

<sup>7</sup> Today, Powertel is filing a letter notifying the Commission that all of its licensed subsidiaries listed herein are authorized to provide international resale service under Powertel's Section 214 authorization.