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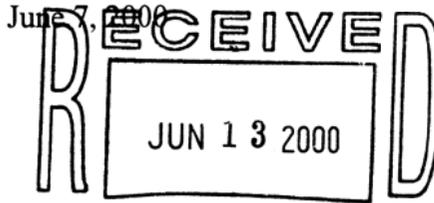
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BY Overnight Delivery

Federal Communications Commission
1270 Fairfield Road
Gettysburg, Pennsylvania 173257245

Licensing & Technical
Analysis Branch

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

Dear Sir or Madam:

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

Thank you for your assistance. Please direct any questions regarding this filing to the undersigned.

Best regards,

Nina A. Mrose

Nina A. Mrose*

Enclosures



* Admitted to practice only in Maryland.

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Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	suffix:
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 Washington Corporation and Subsidiaries (see Attachment 2)			
Omnipoint Corporation and Subsidiaries (see Attachment 2)			
Aerial Communications, Inc. and Subsidiaries (see Attachment 2)			

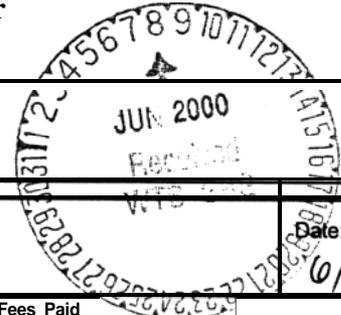
Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Dan	MI: I	Last Name: Menser	Suffix:
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Title: **Senior Manager, Regulatory Affairs**

Signature: 	Date: 6/6/00
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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).

FCC 602
Schedule A

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Form (see instructions for how 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): Hutchison Telecommunications PCS (USA) Limited		3) Disclosable Interest Holder's TIN: N/A (not a U.S. company)	
4) Disclosable Interest Holder's Address: Hutchison House, 10 Harcourt Road, Hong Kong			
5) Type of interest in Applicant (D) (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: 23.36% (See Attachment 1)	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C Voting, P Nonvoting (See Attachment 1)		9) Disclosable Interest Holder's Country of Citizenship: British Virgin Islands	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 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:
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):
Hutchison Whampoa Limited

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

4) Disclosable Interest Holder's Address: **Hutchison House, 10 Harcourt Road, Hong Kong**

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: 23.36% (See Attachment 1)
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Other (See Attachment 1)	9) Disclosable Interest Holder's Country of Citizenship: Hong Kong
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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):
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:
Besides VoiceStream, no FCC regulated businesses are owned by this disclosable interest holder.			

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):

Telephone and Data Systems, Inc.

3) Disclosable Interest Holder's TIN:

4) Disclosable Interest Holders 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: 16.67% (See Attachment 1)
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8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): Other (See Attachment 1 to concurrently filed Form 603)	9) Disclosable Interest Holder's Country of Citizenship: United States
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10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):

See Attachment 1 to VoiceStream Wireless Holding Corporation's concurrently filed Form 603.

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:
See TDS' previously filed FCC Form 602.			

**OWNERSHIP DISCLOSURE STATEMENT FOR
VOICESTREAM WIRELESS HOLDING CORPORATION**

Applicant, **VoiceStream** Wireless Corporation, **f/k/a** **VoiceStream** Wireless Holding Corporation (“**VoiceStream**”), a Delaware corporation, submits this updated FCC Form 602 to incorporate the ownership of new Commission licenses as a result of a merger with Aerial Communications, Inc. (“Aerial”). Previously, **VoiceStream** had filed an updated Form 602 on July 15, 1999, to reflect a merger with Omnipoint Corporation (“Omnipoint”). This updated Form 602 reflects **VoiceStream’s** ownership post-consummation of both transactions.

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** will hold its telecommunications assets through its direct wholly-owned subsidiaries: **VoiceStream** Washington Corporation (“**VoiceStream** Washington”)’ ; Omnipoint; and Aerial. Post-merger, **VoiceStream’s** subsidiaries will hold, collectively, Commission licenses in the PCS, Point-to-Point Microwave, Local Multipoint Distribution Service (“LMDS”) and Specialized Mobile Radio (“**SMR**”) services.

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

¹ **VoiceStream** Washington became a wholly-owned subsidiary of **VoiceStream** as a result of the recent merger between **VoiceStream** Washington and Omnipoint. The necessary transfers of control and assignments of **VoiceStream** Washington’s and Omnipoint’s licenses and authorizations were approved by the Commission on February 14, 2000, and consummated on February 25, 2000. See *Applications of VoiceStream Wireless Corporation or Omnipoint Corporation, Transferors, et al., Memorandum Opinion and Order, FCC 00-53* (rel. Feb. 15, 2000) (“*VoiceStream/Omnipoint Order*”). See also, *Applications of VoiceStream Wireless Corporation or Omnipoint Corporation, Transferors, et al., Errata, DA 00-509* (rel. March 6, 2000). On March 23, 2000, the Applicants notified the Commission that, following consummation of the Omnipoint transaction, **VoiceStream** Wireless Holding Corporation had changed its name to **VoiceStream** Wireless Corporation, and its wholly-owned subsidiary formerly known as **VoiceStream** Wireless Corporation had changed its name to **VoiceStream** Washington Corporation. See Letter from Louis **Gurman** and George Wheeler, Counsel for the Applicants, to Magalie Roman **Salas**, Secretary, Federal Communications Commission, filed March 23, 2000.

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 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:

Aerial Communications, Inc.
APT Columbus, Inc.
APT Minneapolis, Inc.
APT Pittsburgh Limited Partnership
APT Houston, Inc.
APT Kansas City, Inc.
APT Columbus, Inc.
APT Tampa/Orlando, Inc.

OWNERSHIP AND CONTROL OF VOICESTREAM

The following entities hold a ten percent or more ownership interest or other interest subject to reporting in **VoiceStream**:

I. HUTCHISON TELECOMMUNICATIONS PCS (USA) LIMITED (“HTPCSL”)

HTPCSL, a British Virgin Islands corporation, post-merger will hold **55,899,252** shares (23.36%) of **VoiceStream’s** stock. Of this amount, approximately 29.7 million shares will be common stock (voting) and the balance will be preferred stock (non-voting) that is convertible into approximately 26.2 million shares of common stock. **HTPCSL’s** primary business is to hold stock in **VoiceStream**.²

² These figures include shares held by **HTPCSL’s** affiliate, Hutchinson Telecommunications Holdings (USA) Limited (“HTHL”).

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.³ Hutchison is principally engaged in five core businesses: telecommunications, property, ports, retail, manufacturing, and 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 **Commission-**regulated businesses.

II. TELEPHONE AND DATA SYSTEMS, INC. (“TDS”)

TDS, a Delaware corporation, post merger will hold **35,570,494** shares of **VoiceStream** voting common stock (16.67%). **TDS’s** principal offices are located at 30 North **LaSalle** Street, Chicago, Illinois 60602.

TDS is a diversified telecommunications company with cellular and **wireline** telephone operations. TDS conducts substantially all of its cellular operations through its **80.7%-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 (“ILEC”) telephone companies serving 571,700 access lines in 28 states. TDS Telecom also offers services as a Competitive Local Exchange Carrier (“CLEC”) serving 74,100 access lines.

III. OTHER INTERESTS

Based on the criteria set forth in Section 1.2112(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 602,⁴ 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% or greater on **VoiceStream’s** Board of Directors or because they are key management personnel within **VoiceStream**.

³ 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.

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

A. 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 HTCPSL and HTHL and, indirectly, by Hutchison.

B. Susan M.F.W. Chow and Frank J. Sixt -- Messrs. Chow and 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 Cheug 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 HTCPSL and HTHL and, indirectly, by Hutchison.

C. 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 1st Avenue, S.E., Suite 400, Bellevue, Washington 98006.

D. Robert R. Stapleton -- Mr. Stapleton is Voice&earn's President and a member of its Board of Directors. He is a United States citizen with principal business offices at 3650 13 1st Avenue, SE., Suite 400, Bellevue, Washington 98006.

As of June 6, 2000, no other person or entity held 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.

ALIEN OWNERSHIP

By Public Notice released June 4, 1999, the Commission granted **VoiceStream's** Petition for Declaratory Ruling, pursuant to Section 310(b)(4) of the Communications Act, that the public interest would be served by allowing **VoiceStream** to increase its level of indirect foreign ownership in its subsidiary licensees to 49.9 percent.⁵ In a Memorandum Opinion and Order released February 15, 2000, the Commission effectively approved a level of indirect foreign ownership in **VoiceStream** of 55.6%.⁶ Specifically, the Commission stated that **VoiceStream** could acquire up to and including 25% indirect foreign ownership in addition to the 30.6% ownership then held by Hutchison. These

⁵ See Report No. TEL-000095, DA No. 99-1059 (rel. June 4, 1999).

⁶ *VoiceStream/Omnipoint Order* at para. 7.

approved foreign ownership levels were referenced in a later Memorandum Opinion and Order, released March 31, 2000.⁷

⁷See Applications *of* Aerial Communications, Inc., Transferor, et al., Memorandum Opinion and Order, WT Doc. No. 00-3 (rel. Mar. 31, 2000) at para. 11-12.

VOICESTREAM WIRELESS CORPORATION

VOICESTREAM WASHINGTON CORPORATION SUBSIDIARIES

Name	Principal Business	TIN	Percent of Interest Held
VoiceStream PCS I License L.L.C. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
VoiceStream PCS II License Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
VoiceStream PCS III License Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
VoiceStream SMR Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (SMR)	[REDACTED]	100%
VoiceStream PCS LMDS Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (LMDS)	[REDACTED]	100%
VoiceStream PCS BTA I License Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Cook Inlet Western Wireless PV/SS PCS, L.P. 3650 131 st Ave., SE Suite 400 Bellevue WA 98006	commercial mobile radio services (PCS)	[REDACTED]	49.9%
Cook Inlet / VoiceStream PCS, L.L.C.. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	49.9%
Cook Inlet/VS GSM II PCS, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	49.9%
Cook Inlet/VS GSM III PCS, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	49.9%
Iowa Wireless Services Holding Company 312 8 th Street, Suite 410, Des Moines, IA 50309	commercial mobile radio services (PCS)	[REDACTED]	38%
STPCS D Block, LLP 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	17.81%
STPCS F Block, LLP 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	17.81%

AERIAL COMMUNICATIONS, INC. SUBSIDIARIES

Name	Principal Business	TIN	Percent of Interest Held
APT Minneapolis, Inc.	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Pittsburgh Limited Partnership	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Houston, Inc.	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Kansas City, Inc.	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
4PT Columbus, Inc.	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
APT Tampa/Orlando, Inc.	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
Aerial Communications, Inc.	International Section 214 Resale & Experimental	[REDACTED]	100%

Omnipoint Corporation Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Albany-Schenectady-Glen Falls E License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston Area DE License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston D License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston-Keene D License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Buffalo Area DE License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Buffalo-Olean D License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Communications Inc.	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint DC Area DE License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint DC-Salisbury D License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Little Rock-El Dorado E License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Miami E License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint MI-Indiana Area DE License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint MI-Indiana-Findlay D License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint MI-Indiana-Lima D License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint New England DE License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint New York D License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Petoskey D License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Philadelphia-E. Lancaster E License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint St. Louis DE License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Wichita-E. Hutchinson E License, LLC	commercial mobile radio services (PCS)	[REDACTED]	100%