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June 2, 1999

Hand Delivery

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

Re: **VoiceStream Wireless Corporation**
FCC Form 602
To Be Associated with **Electronically-filed** FCC Forms 603 for:
VoiceStream PCS II License Corporation
VoiceStream PCS III License Corporation
VoiceStream PCS BTA Corporation
VoiceStream SMR Corporation
VoiceStream PCS I License **L.L.C.**

Dear Sir or Madam:

Enclosed is a completed, executed FCC Form 602 - FCC Ownership Disclosure Information for the Wireless Telecommunications Services - for **VoiceStream** Wireless Corporation ("**VoiceStream**"). Kindly associate this Form 602 with the above-referenced Notifications of **Pro Forma** Transfer of Control (FCC Forms 603) of wholly-owned **VoiceStream** subsidiaries, which were submitted electronically on even date.^{1/} In addition, copies of this Form 602 is being submitted in connection with the following letter **notifications** of pro **forma** transfer of control of **VoiceStream's** wholly-owned subsidiaries:

- VoiceStream** PCS I License L.L.C. (point-to-point microwave authorizations)
- VoiceStream** PCS II License Corporation (point-to-point microwave authorizations)
- VoiceStream** PCS III License Corporation (point-to-point microwave authorizations)
- VoiceStream** PCS **LMDS** Corporation (local multipoint distribution service authorizations)
- VoiceStream** **SMR** Corporation (800 **MHz** SMR Station WPF267)

^{1/} Due to problems with the Commission's universal licensing system ("**ULS**"), the Form 603 for **VoiceStream** PCS I License **L.L.C.** could not be submitted. A letter notification and request for extension of time for this **VoiceStream** subsidiary is being filed simultaneously herewith.

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Federal Communications Commission
June 2, 1999
Page 2 of 2

Please direct any questions regarding this filing to the undersigned,

Very truly yours,

A handwritten signature in cursive script that reads "Daniel E. Smith".

Daniel E. Smith

Enclosures

FCC 602
Main Form

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

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

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

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 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%

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: David	MI: A	Last Name: Miller	Suffix: Esq.
Title: Vice President			
Signature: 			Date: 5/28/99
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 603).

FCC 602
Main Form

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3080 - 0788
See Instructions for
public burden estimate

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 each FCC Regulated Business owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Iowa Wireless Services Holding Company 312 6 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, UP 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	17.81%
		[REDACTED]	

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Title:			
Signature: 			Date: 5/28/99
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

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

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

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): Hellman & Friedman Capital Partners II, L.P.			3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: One Maritime Plaza, 12 th Floor, San Francisco, CA. 94111				
5) Type of Interest in Applicant () (refer to instructions for list)		6) Disclosable Interest Holder is r(n): (L) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 11.62% (see Attachment 1)
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C Voting (See Attachment 1)			9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 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:
Western Wireless Corporation 3650 131 st Avenue, S.E., Suite 400, Bellevue, WA 98006	commercial mobile radio services (cellular, microwave, SMR, LMDS)	[REDACTED]	14.51%
Falcon Communications, L.P. 474 S. Raymond Ave., Suite 200, Pasadena, CA 91105	cable television	[REDACTED]	7.28%
For information on affiliates, see attached Schedule A for Hellman & Friedman Investors, L.P.			

FCC 602
Schedule A

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

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

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): Bellman & Friedman Investors, L.P.		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: One Maritime Plaza, 12 th Floor, San Francisco, CA. 94111			
5) Type of Interest in Applicant (1) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (L) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: See Attachment 1
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 (See Attachment 1)		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (If the disclosable Interest holder is an indirect owner. list path of ownership from indirect owner to me 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:
Western Wireless Corporation 3650 131 st Avenue, S.E., Suite 400, Bellevue, WA 98006	commercial mobile radio services (cellular, microwave, SMR, LMDS)	[REDACTED]	16.07%
Falcon Communications, L.P. 474 S. Raymond Ave., Suite 200, Pasadena, CA 91105	cable television	[REDACTED]	10.1%
MobileMedia Corporation Debtor-In-Possession	paging	[REDACTED]	34.62%
Hellman & Friedman MobileMedia Partners, L.L.C.	investor	[REDACTED]	0.12%
NetSat 28 Company, L.L.C. 150 N. Meramsc. Suite 650, Pasadena, CA 91105	satellite telecommunications	[REDACTED]	33.3%

FCC 602
Schedule A

FCC Ownership Disclosure Information for the
Wireless Telecommunication Services

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

Schedule for Disclosable Interest Holders

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

1) Disclosable interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): GS Capital Partners, L.P.			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 85 Broad Street, 19th Floor, New York, NY 10004				
5) Type of Interest in Applicant (D) (refer to Instructions for list)		6) Disclosable Interest Holder k a(n); (L) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 9.41% (See Attachment 1)
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C Voting (See Attachment 1)			9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): 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:
Western Wireless Corporation 3650 131st Avenue, S.E., Suite 400, Bellevue, WA 98006	commercial mobile radio services (cellular, microwave, SMR, LMDS)		11.74%

FCC Form 602
Attachment 1
Page 1 of 5

OWNERSHIP DISCLOSURE STATEMENT FOR
VOICESTREAM WIRELESS CORPORATION

Filer, **VoiceStream** Wireless Corporation ("**VoiceStream**"), is a Washington corporation primarily engaged in **acquiring**, constructing and operating personal communications service ("PCS") systems and related telecommunications systems throughout the United States. **VoiceStream** holds its telecommunications assets through its direct wholly-owned subsidiary **VoiceStream** PCS Holding L.L.C. ("**VoiceStream** PCS Holding"), a Delaware limited liability company, and various **wholly**-owned subsidiaries of **VoiceStream** PCS Holding. The following **VoiceStream** subsidiaries hold, collectively, Commission licenses in the PCS, point-to-point microwave, local multipoint distribution service ("**LMDS**") and specialized mobile radio ("**SMR**") services:

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

The chain of ownership between **VoiceStream** and its subsidiaries is depicted on the attached Corporate Organizational Chart (Attachment I-A hereto). In addition, **VoiceStream's** subsidiaries holding Commission licenses are listed at Item 4 on the attached Form 602.^{1/}

OWNERSHIP AND CONTROL OF VOICESTREAM

Prior to May 3, 1999, Western Wireless Corporation ("Western"), a Washington corporation,^{2/} held **80.1%** of the issued and outstanding common stock of **VoiceStream**, and

^{1/} Through intermediate corporations, **VoiceStream** also holds minority interests in the following entities, each of which holds Commission licenses to provide PCS **services**: Cook Inlet / **VoiceStream** PCS, L.L.C.; Cook Inlet Western **Wireless PV/SS** PCS, L.P.; Iowa Wireless Services Holding Company; STPCS D Block, L.L.P.; and STPCS F Block, L.L.P. These entities are also listed in **Attachment** I-A and on Form 602.

^{2/} **Because** certain of **VoiceStream's** disclosable interest holders also hold disclosable interests in Western, the following information is provided: Western is a Washington corporation, publicly traded on the NASDAQ, whose principal business is acquiring, constructing and operating Cellular Radiotelephone Service ("CRS"), Paging and Radiotelephone Services ("PARS"), Specialized Mobile **Radio ("SMR")** and point-to-point microwave systems principally throughout the United States. Western's principal business **offices** are located at 3650 13th Avenue, S.E., Suite 400, **Bellevue**, Washington 98006, An FCC Form 602 depicting ownership and control information for Western was recently filed with the Commission in

(continued.. .)

FCC Form 602
Attachment 1
Page 2 of 5

Hutchison Telecommunications PCS (**USA**) Ltd. ("HTPCSL"), a British Virgin Islands corporation, held the remaining **19.9%** Effective May 3, 1999, Western spun off **VoiceStream** and its subsidiaries from Western to Western's shareholders. Thus, Western no longer has an ownership interest in **VoiceStream**.

The following entities hold a ten percent or more ownership interest^{2/} or other interest subject to reporting in **VoiceStream**:

I. **HELLMAN & FRIEDMAN CAPITAL PARTNERS II, L.P.** ("**HFCP**")

HFCP, a California limited partnership, holds **11,108,669** shares (11.62%) of **VoiceStream's** common stock. **HFCP** is located at One Maritime Plaza, Suite 1200, San Francisco, California 94111, **HFCP** is primarily an investment partnership. None of **HFCP's** partners holds a 10% or greater interest in **VoiceStream**.^{4/} **HFCP's** disclosable interests in other Commission-regulated businesses are disclosed on the attached FCC Form 602, Schedule A.

HFCP's sole general partner is **Hellman & Friedman Investors, L.P. ("HFILP")**, which holds a **1.8%** general partnership interest in **HFCP**. **HFILP's** disclosable interests in other Commission-regulated businesses are disclosed on the attached FCC Form 602, Schedule A.

HFILP's sole general partner, in turn, is **Hellman & Friedman Investors, Inc. ("HFII")**, a California corporation, **HFII** holds a **1.61%** interest in **HFILP**. **HFII** does not hold a 10% or more interest in any other Commission regulated business. **HFILP's** and **HFII's** principal business is investment.

HFII is ultimately controlled by the **Hellman** Family Revocable Trust dated December 17, 1984 ("**Hellman** Trust"). The trustee of the **Hellman** Trust is **Warren Hellman**, a United states citizen with principal business offices at One Maritime Plaza, Suite 1200, San Francisco, California 94111. Mr. **Hellman**, individually and as trustee of the **Hellman** Trust, also holds the limited partnership interests in **HFCP**, **HFOP** and **HFIP**.

^{2/}(...continued)

connection with FCC File No. 0000013013.

^{3/} **VoiceStream** currently has only one class of stock-- its common stock-- issued and outstanding. It is authorized to issue up to **50,000,000** shares of Preferred Stock; however, as of May 3, 1999, no preferred stock has been issued.

^{4/} Affiliates of **HFCP** also hold ownership interests in **VoiceStream**: (i) **H & F Orchard Partners, L.P. ("HFOP")**, a California limited partnership, which holds 993,648 shares of **VoiceStream** common stock; and (ii) **H & F International Partners, L.P. ("HFIP")**, which holds 197,180 shares. **HFOP** and **HFIP** each have the same address and principal business as **HFCP**. Collectively, **HFCP**, **HFOP** and **HFIP** hold **12,299,497** shares (12.87%) of **VoiceStream's** common stock,

II. GSCAPITAL PARTNERS, L.P. ("GSCP")

GSCP, a Delaware limited partnership, holds **8,986,988** shares (**9.41%**) of **VoiceStream's** common stock. **GSCP** is located at 85 Broad Street, 19th Floor, **New York, New York 10004**. GSCP's principal business is an investment partnership. GSCP does not have a 10% or more interest in any Commission **regulated** business, None of GSCP's partners holds a 10% or greater interest in **VoiceStream**.^{2/}

GSCP's sole general partner is GS Advisors, L.P., ("GSALP"), which holds a 1% general partnership interest in GSCP. **GSALP's** sole general partner, in **turn**, is GS Advisors, Inc. ("**GSAI**"), a Delaware corporation which holds a 20% interest in **GSALP**. **GSALP** and **GSAI** do not hold 10% or more of any other Commission-regulated business. **GSALP's** and **GSAI's** principal business is investment.

HUTCHISON TELECOMMUNICATIONS PCS (USA) LIMITED ("HTPCSL")

HTPCSL, a British Virgin Islands corporation, holds **19,010,364** shares (19.9%) of **VoiceStream's** common stock. Its 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** 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.³

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

^{2/} **Affiliates** of GSCP also hold ownership interests in **VoiceStream**: (i) Stone Street Fund 1992, L.P. ("Stone Street"), a Delaware limited partnership, holds 470,401 shares of **VoiceStream** Common Stock; (ii) Bridge Street Fund 1992, L.P. ("Bridge Street"), a Delaware limited partnership, holds 273,069 shares; and (iii) The Goldman Sachs Group, L.P. ("**GSG**"), a Delaware limited partnership, holds 68,821 shares. Stone Street, Bridge **Street** and **GSG** have the same address and principal business as GSCP. Collectively, GSCP, Stone Street, Bridge Street and **GSG** hold **9,799,279** shares (10.26%) of **VoiceStream's** common stock.

^{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**,

^{3/} Another subsidiary of Hutchison, **Hutchison** Telecommunications Holdings (USA) Limited ("**HTHL**"), holds **3,888,888** shares (4.07%) of **VoiceStream's** common stock. Thus, Hutchison, through **HTPCSL** and **HTHL**, holds **23.97%** of **VoiceStream's** stock.

FCC Form 602
Attachment 1
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disclosed on FCC Form 602,¹ there are no officers or directors of **VoiceStream** who have **disclosable** interests in the company. 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**.

A. Canning Fok and Hans R. Snook-- 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 **Hutchison**. Messrs, Fok and Snook are members of **VoiceStream's** Board of Directors.

B. John L. Bunce, Jr. and Mitchell R. Cohen-- Messrs, Bunce and Cohen are **managing** directors of the corporate general partners of **HFILP** and **HFII**. Each is a U.S. citizen whose principal business **address** is One Maritime Plaza, Suite 1200, San Francisco, California 94111. As managing directors of **HFILP** and **HFII's** general partners, each represents **VoiceStream** common stock held by **HFCP** and its **affiliates**. Messrs. **Bunce** and Cohen are members of **VoiceStream's** Board of Directors

C. Terence M. O'Toole-- Mr. O'Toole is a Managing Director of Goldman Sachs & Co., an affiliate and managing partner of GSCP and its **affiliates** discussed above. Mr. O'Toole is a U.S. citizen whose principal business address is 85 Broad Street, 19th Floor, New York, New York 10004. As managing director of Goldman Sachs, Mr. O'Toole represents **VoiceStream** common stock held by GSCP and its affiliates. **Mr. O'Toole** is a member of **VoiceStream's** Board of Directors

D. 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 **131st** Avenue, SE., Suite 400, **Bellevue**, Washington **98006**.²

E. 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 **131st** Avenue, **S.E.**, Suite 400, Bellevue, Washington 98006,

¹ See *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of ownership Information on FCC Form 602*, DA 99-100 1, released May 25, 1999.

² Mr. Stanton is also **the** Chief **Executive** Officer and a director of Western. In addition, collectively with **Theresa E. Gillespie**, his wife, **Mr. Stanton** owns **18.5%** of Western's Class **B** Common Stock, which constitutes less than 10% of Western's issued and outstanding stock,

FCC Form 602
Attachment 1
Page 5 of 5

As of May 3, 1999, no other person or entity held a 10% or more interest, or other disclosable interest, in **VoiceStream**.^{10/} Applicant will update the information in the instant filing as necessary, or upon Commission request.

ALIEN OWNERSHIP

Effective May 6, 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%**. See FCC File No, ISP-PDR-19990416-00004, ~ VoiceStream's current level of indirect foreign ownership is below the approved 49.9% threshold.

^{10/} The instant FCC Form 602 depicts the ownership of VoiceStream as of May 3, 1999. Because **VoiceStream** is publicly-traded, the percentage shareholder interests depicted herein may have changed since that date,

^{11/} Grant of the Petition for Declaratory Ruling has not yet been placed on Public Notice, but **VoiceStream** has been advised by the Commission staff that the Petition has been granted.

**FCC Form 602
Attachment I-A**

**VOICESTREAM WIRELESS CORPORATION AND SUBSIDIARIES
CORPORATE ORGANIZATIONAL CHART**

