

**Applicant/Licensee Information**

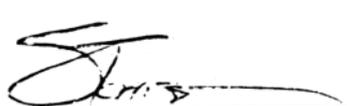
1) First Name (if individual):	MI:	Last Name:	suffix:
2) Applicant Name (if entity): <b>Cook Inlet/VS GSM V PCS, LLC</b>		3) Applicant TIN: 	

**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) T I N :	4d) Percent of Interest Held:
			

**Signature**

Type or Printed Name of Party Authorized to Sign

First Name: Scott	MI: D.	Last Name: Torrison	Suffix:
Title: Vice President, Cook Inlet Wireless, Inc.			
Signature: 		Date: 9/10/01	
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>Cook Inlet/VS GSM V PCS Holdings, LLC</b>			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>2525 C Street, Suite 500, Anchorage, AK 99503</b>				
5) Type of Interest in Applicant ( ) (refer to Instructions for list) <b>D</b>		6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes): <b>M</b>		7) Percent of Interest Held in Applicant: <b>100%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0 - Manager member interest</b>			9) Disclosable Interest Holder's Country of Citizenship: <b>United States</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Cook Inlet/VS GSM V PCS Holdings, LLC; Cook Inlet/VS GSM V PCS, LLC (Applicant) (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:
Cook Inlet/VS GSM V PCS, LLC (Applicant)	Commercial Mobile Radio Services		100%

Schedule for Disclosable Interest Holders

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

<b>1) Disclosable Interest Holder's First Name</b> (if individual):	MI:	Last Name:	suffix:
<b>2) Disclosable Interest Holders Name</b> (if entity): <b>Cook Inlet Wireless, Inc.</b>		<b>3) Disclosable Interest Holder's TIN:</b> 	
<b>4) Disclosable Interest Holder's Address:</b> <b>2525 C Street, Suite 500, Anchorage, AK 99503</b>			
<b>5) Type of Interest in Applicant</b> ( ) (refer to Instructions for list) <b>I</b>	<b>6) Disclosable Interest Holder is a(n):</b> ( ) (refer to instructions for list of codes): <b>C</b>	<b>7) Percent of Interest Held in Applicant:</b> <b>49.46 (control)%</b>	
<b>8) Disclosable Interest Holder's Type of Ownership</b> (refer to instructions for list): <b>0 - Manager member interest</b>		<b>9) Disclosable Interest Holder's Country of Citizenship:</b> <b>United States</b>	
<b>10) Relationship Description</b> (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Cook Inlet Wireless, Inc.; Cook Inlet/V S GSM V PCS Holdings, LLC; Cook Inlet/V S GSM V PCS, LLC (Applicant) (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:
Cook Inlet/V S GSM V PCS, LLC (Applicant)	Commercial Mobile Radio Services		49.46% (control)

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 Holders First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Cook Inlet Region, Inc.</b>			3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: <b>2525 C Street, Suite 500, Anchorage, Alaska 99503</b>				
5) Type of Interest in Applicant ( ) (refer to Instructions for list) <b>I</b>		6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes): <b>C</b>		7) Percent of Interest Held in Applicant: <b>49.46 (control)%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0 - Manager member interest</b>			9) Disclosable Interest Holder's Country of Citizenship: <b>United States</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Cook Inlet Region, Inc.; Cook Inlet Wireless, Inc.; Cook Inlet/VS GSM V PCS Holdings, LLC; Cook Inlet/VS GSM V PCS, LLC (Applicant) (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:
Alaska Interstate Construction, UC 649 W. 54 <sup>th</sup> Ave., P.O. Box 233769 Anchorage, AK 99523	Construction	[REDACTED]	40%
Cook Inlet/VS GSM IV PCS, UC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	16.35% (control)
CIVS IV License Sub I, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	16.35% (control)
Peak Oilfield Service Company 2525 C St., Suite 201, Anchorage, AK 99503	Oilfield Services and Construction	[REDACTED]	50%
Alaska Hovercraft Ventures 1029 West 3 <sup>rd</sup> Ave., Suite 150 Anchorage, AK 99503	Hovercraft Sales, Leasing, and Operations	[REDACTED]	41%
CIRI Alaska Tourism Corp. 2525 C Street, Suite 405 Anchorage, AK 99503	Boat Tours, Lodging and Tourism	[REDACTED]	100%
Construction Machinery, Inc. 5400 Homer Dr., Anchorage, AK 99510	Heavy Equipment Distribution	[REDACTED]	100%
(continued next page)			

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:	list Name:	suffix:
2) Disclosable Interest Holders Name (if entity): <b>Cook Inlet Region, Inc. (continued)</b>		3) Disclosable Interest Holder's TIN	
4) Disclosable Interest Holders Address:			
5) Type of Interest in Applicant ( ) (refer to Insbuctlons for list)	6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
8) Disclosable Interest Holders Type of Ownership (refer to insbuctions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**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:
Cook Inlet Region of Georgia, Inc. 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	100%
Cook Inlet/VIS GSM V PCS, LLC (Applicant)	Commercial Mobile Radio Services	[REDACTED]	49.46% (control)
BCN Communications, L.L.C. 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	8.2% (control)

## **OWNERSHIP**

Cook **Inlet/VS** GSM V PCS, LLC ("**CIVS V**"), submits the following information to describe in more detail the ownership structure of **CIVS V** as set forth in Item 10, Schedule A of FCC Form 602.

### **Direct Ownership**

**CIVS V**, a Delaware limited liability company, is a wholly owned subsidiary of Cook **Inlet/VS** GSM V PCS Holdings, LLC ("**CIVS V Holdings**"), a Delaware limited liability company. The address of **CIVS V** is as follows:

2525 C Street, Suite 500  
Anchorage, Alaska 99503

### **Indirect Ownership**

**CIVS V Holdings** has two members. The first, Cook Inlet Wireless, Inc. ("**CIWI**"), a Delaware corporation, holds 49.46 percent of **CNS V Holdings** and one hundred percent of the Class A membership interests in **CIVS V Holdings**. As such, **CIWI** is the sole Manager of **CIVS V Holdings** and its subsidiaries, including **CIVS V**. **CIWI** is, in turn, a wholly owned subsidiary of Cook Inlet Region, Inc. ("**CIRI**"). **CIRI** is an Alaska Native Regional Corporation organized pursuant to the Alaska Native Claims Settlement Act, 43 U.S.C. § 1601 et seq. (the "Act"). No **CIRI** shareholder holds a 10 percent or greater interest in **CIRI** or a 10 percent or greater indirect interest in **CIVS V**.

The other member of **CIVS V Holdings** is **VoiceStream** PCS BTA I Corporation ("**VS BTA I**"), a Delaware corporation, which in turn is a wholly owned indirect subsidiary of **VoiceStream** Wireless Corporation ("**VoiceStream**"), a Delaware corporation. **VS BTA I** holds 50.54 percent of **CIVS V Holdings** and one hundred percent of the Class B nonvoting membership interests in **CIVS V Holdings**; as a result, while **CIVS V Holdings**' operating agreement grants **VS BTA I** certain standard investment protections, **VS BTA I** has no authority to control the management and the day-to-day operations of **CIVS V Holdings** or its subsidiaries. For ownership information related to **VoiceStream** and its subsidiaries, please see the most recent FCC Form 602 Ownership Disclosure Report filed by and on behalf of **VoiceStream**.

**CIVS V** was the high bidder on 22 licenses in Auction 35. In its long form application filed with the Commission, **CIVS V** described **CIVS V Holdings**' right to call additional capital pursuant to its operating agreement, including the right to convert a note, in the amount of \$207 million issued by **CIVS V Holdings** to **VS BTA I**, into equity in **CIVS V Holdings**. See File No. 0000365280. Upon the conversion of this note, **VS BTA I** would

hold approximately 70 percent of the total equity in **CIVS V Holdings** and **CIVS V**, and **CIVS V** would have sufficient cash to make the necessary final payment on all 22 licenses for which it was high bidder.’

By its Public Notice released on July 27, 2001, the Commission announced that it was prepared to grant sixty-two licenses won in Auction 35, including only one of the 22 licenses for which **CIVS V** was the high bidder - the license for Saginaw-Bay, Michigan BTA 390.<sup>2</sup> In order to meet its payment obligations for this license in a manner consistent with its pending long form application, **CIVS V Holdings** called additional capital from its members such that **CIRI’s** contribution toward the Saginaw-Bay license is 30 percent and **VoiceStream’s** contribution toward the Saginaw-Bay license is 70 percent, taking into account the 20 percent down payment made on the Saginaw-Bay license. As a result of this capital call, **CIRI’s** total equity investment in **CIVS V Holdings** is 49.46 percent and **VoiceStream’s** total equity investment in **CIVS V Holdings** is 50.54 percent, which equity investments are reflected in **this** Form 602.

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<sup>1</sup> **CIVS V Holdings** also has the right to call additional capital up to the point that **CIRI’s** equity investment would be diluted to 15 percent.

<sup>2</sup> See *Wireless Telecommunications Bureau Announces It Is Prepared to Grant Sixty-Two C and F Block Broadband Personal Communications Services (PCS) Licenses Upon Full and Timely Payment*, Public Notice, DA 01-1785 (rel. July 27, 2001).

For convenience, the following chart diagrams the ownership of CIVS V described herein:

