

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): Omnipoint Communications Enterprises, L.P.			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503				
5) Type of Interest in Applicant () (refer to Instructions for list) D		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): L		7) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Manager member interest			9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Omnipoint Communications Enterprises, L.P.; Omnipoint Atlantic City License, LLC (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:
Omnipoint Dover License, LLC 3605 132nd Avenue, SE., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		100%
Omnipoint Atlantic City License, LLC Applicant	Commercial Mobile Radio Service		100%
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, SE., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		100%

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1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): OPCS Philadelphia Holdings, LLC		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): M	7) Percent of Interest Held in Applicant: 1% (100% attributable)	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Manager member interest		9) Disclosable Interest Holders Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): OPCS Philadelphia Holdings, LLC; Omnipoint Communications Enterprises, L.P.; Omnipoint Atlantic City License, LLC (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:
Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		1% (100% attributable)
Omnipoint Atlantic City License, LLC Applicant	Commercial Mobile Radio Service		1% (100% attributable)
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		1% (100% attributable)

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1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): Cook Inlet/VS GSM II PCS, LLC			Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503				
5) Type of Interest in Applicant () (refer to Instructions for list) I		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): M		7) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Manager member interest			9) Disclosable Interest Holders Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet/VS GSM II PCS, LLC; OPCS Philadelphia Holdings, LLC; Omnipoint Communications Enterprises, L.P.; Omnipoint Atlantic City License, LLC (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:
Omnipoint Dover License, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Service		100%
Omnipoint Atlantic City License, LLC Applicant	Commercial Mobile Radio Service		100%
Omnipoint Philadelphia License, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Service		

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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): Cook Inlet/VS GSM II PCS Holdings, LLC			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503				
5) Type of Interest in Applicant () (refer to Instructions for list) I		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): M		7) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Manager member interest			9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet/VS GSM II PCS Holdings, LLC; Cook Inlet/VS GSM II PCS, LLC; OPCS Philadelphia Holdings, LLC; Omnipoint Communications Enterprises, L.P.; Omnipoint Atlantic City License, LLC (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) TTN:	11d) Percent of Interest Held:
Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		100%
Omnipoint Atlantic City License, LLC Applicant	Commercial Mobile Radio Service		100%
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		100%
Cook Inlet/VS GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Service		100%

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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): Cook Inlet GSM, Inc.			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, AK 99503				
5) Type of Interest in Applicant () (refer to Instructions for list) I		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: 50.1%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Manager member interest			9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet GSM, Inc.; Cook Inlet/V5 GSM II PCS Holdings, LLC; Cook Inlet/V5 GSM II PCS, LLC; OPCS Philadelphia Holdings, LLC; Omnipoint Communications Enterprises, L.P.; Omnipoint Atlantic City License, LLC (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:
Cook Inlet/V5 GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/V5 GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/VoiceStream PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
CIVS PA I, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
CIVS PA III, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
Omnipoint Atlantic City License, LLC Applicant	Commercial Mobile Radio Service		50.1%
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1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet GSM, Inc. (continued)		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Applicant () (refer to Instructions 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 Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable 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:
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
Cook Inlet/VoiceStream License Company, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Service		50.1%
D&E Omnipoint Wireless Joint Venture, L.P. 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%
Omnipoint Philadelphia-E. Lancaster E License LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%

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1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): Cook Inlet Region, Inc.		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: 50.1%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Manager member interest		9) Disclosable Interest Holders Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet Region, Inc.; Cook Inlet GSM, Inc.; Cook Inlet/Vs GSM II PCS Holdings, LLC; Cook Inlet/Vs GSM II PCS, LLC; OPCS Philadelphia Holdings, LLC; Omnipoint Communications Enterprises, L.P.; Omnipoint Atlantic City License, LLC (Applicant) (See Attachment 1)			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	II d) Percent of Interest Held:
Cook Inlet/VoiceStreamPV/SS PCS, L.P. 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		42.86% (control)
Cook Inlet/Vs GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/Vs GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/VoiceStream PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
CIVS PA I, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
CIVS PA III, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
Alaska Interstate Construction, LLC 649 W. 54 th Ave., P.O. Box 233769 Anchorage, AK 99523	Construction		40%
(continued next page)			

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2) Disclosable Interest Holder's Name (if entity): Cook Inlet Region, Inc. (continued)		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
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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):			

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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/V5 GSM IV PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
CIVS IV License Sub I, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%
Alaska Heritage Tours, Inc. 2525 C Street, Suite 405 Anchorage, AK 99503	Boat Tours, Lodging and Tourism		100%
Peak Oilfield Service Company 2525 C St., Suite 201, Anchorage, AK 99503	Oilfield Services and Construction		50%
Alaska Hovercraft Ventures 1029 West 3 rd Ave., Suite 150 Anchorage, AK 99503	Hovercraft Sales, Leasing, and Operations		33.33%
Construction Machinery, Inc. 5400 Homer Dr., Anchorage, AK 99510	Heavy Equipment Distribution		100%
(continued next page)			

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2) Disclosable Interest Holder's Name (if entity): Cook Inlet Region, Inc. (continued)			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:				
5) Type of Interest in Applicant () (refer to Instructions 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 Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable 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/VoiceStream License Company, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Service		50.1%
Omnipoint Atlantic City License, LLC Applicant	Commercial Mobile Radio Service		50.1%
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
Cook Inlet Region of Georgia, Inc. 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		100%
Omnipoint Philadelphia-E. Lancaster E License LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%
D&E Omnipoint Wireless Joint Venture, L.P. 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50%
Cook Inlet/VGSM V PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%

OWNERSHIP

Omnipoint Atlantic City License, LLC (“AC License”), submits the following information to describe in more detail the ownership structure of AC License as set forth in Item 10, Schedule A of FCC Form 602.

Direct Ownership

AC License, a Delaware limited liability company, is a wholly owned subsidiary of Omnipoint Communications Enterprises, L.P (“OCE”), a Delaware limited partnership. The address of AC License is as follows:

3605 132nd Avenue, S.E., Suite 100
Bellevue, Washington 98006

Indirect Ownership

OCE, a Delaware limited partnership, has two partners. The first partner is OPCS Philadelphia Holdings, LLC (“OPCS”), a Delaware limited liability company, which has a one percent (100% attributable) general partnership interest in, and is the sole general partner of, OCE. The second partner is Cook Inlet/VS GSM II PCS, LLC (“CIVS II”), a Delaware limited liability company, which has a 99 percent limited partner interest in OCE. OPCS, in turn, is the wholly owned subsidiary of CIVS II. Thus, OCE is a wholly owned subsidiary of CIVS II.

CIVS II is the wholly owned subsidiary of Cook Inlet/VS GSM II PCS Holdings, LLC (“CIVS II Holdings”), a Delaware limited liability company.

CIVS II Holdings, in turn, has two members. The first, Cook Inlet GSM, Inc. (“CIGSM”), a Delaware corporation, holds 50.1 percent of CIVS II Holdings and one hundred percent of the Class A membership interests in CIVS II Holdings.

CIGSM 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 AC License.

The other member of CIVS II 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 49.9 percent of CIVS II Holdings and one hundred percent of the Class B nonvoting membership interests in CIVS II Holdings.

FCC FORM 602

Attachment 1

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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**.

For convenience, the following chart diagrams the ownership of AC License described herein:



