

ORIGINAL

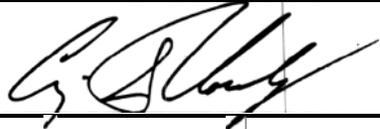
Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Omnipoint Dover License, LLC		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:

RECEIVED
DEC 12 2000
Licensing & Technical
Analysis Branch

Craig	A.	
Title: Vice President, Cook Inlet GSM ₁ Inc.		
Signature: 	Date: 12/8/00	
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 A&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 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.			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 Dover 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 Applicant	Commercial Mobile Radio Service		100%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		100%
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		100%

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Wireless Telecommunications Services

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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): OPCS Philadelphia Holdings, LLC				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) 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 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): OPCS Philadelphia Holdings, LLC; Omnipoint Communications Enterprises, L.P.; Omnipoint Dover 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 Applicant	Commercial Mobile Radio Service		1% (100% attributable)
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	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)

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): Cook Inlet/VS GSM II PCS, LLC			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) 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, LLC; OPCS Philadelphia Moldings, LLC; Omnipoint Communications Enterprises, L.P.; Omnipoint Dover 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 Applicant	Commercial Mobile Radio Service		100%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		100%
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		100%

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): Cook Inlet/VS GSM II PCS Holdings, LLC			3) Disclosable Interest Holder's TIN: [REDACTED]	
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) 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 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/VS GSM II PCS Holdings, LLC; Cook Inlet/VS GSM II PCS, LLC; OPCS Philadelphia Holdings, LLC; Omnipoint Communications Enterprises, L.P.; Omnipoint Dover 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 Applicant	Commercial Mobile Radio Service	[REDACTED]	100%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	100%
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	100%
Cook Inlet/VS GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Service	[REDACTED]	100%

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 Holders Name (if entity): Cook Inlet GSM, Inc.		3) Disclosable Interest Holder's TIN: J	
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 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 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 Dover 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/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%
Omnipoint Dover License, LLC Applicant	Commercial Mobile Radio Services		50.1%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		50.1%
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#CC 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): Cook Inlet GSM, Inc. (continyed)		3) Disclosable Interest Holders TIN	
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Applicant () (refer to Instrucbons 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 instructions for list):		9) Dtsclosable 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%

**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 Holders Name (if entity): Cook Inlet Region, Inc.		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) 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 Holders Type of Own&ship (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 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 Dover 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/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%
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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): 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/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 Distributor		100%
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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): Cook Inlet Region, Inc. (condnued)		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, UC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Service		50.1%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	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 Applicant	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/VS GSM V PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services		50.1%

OWNERSHIP

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

Direct Ownership

Dover 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 Dover 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 Dover License.

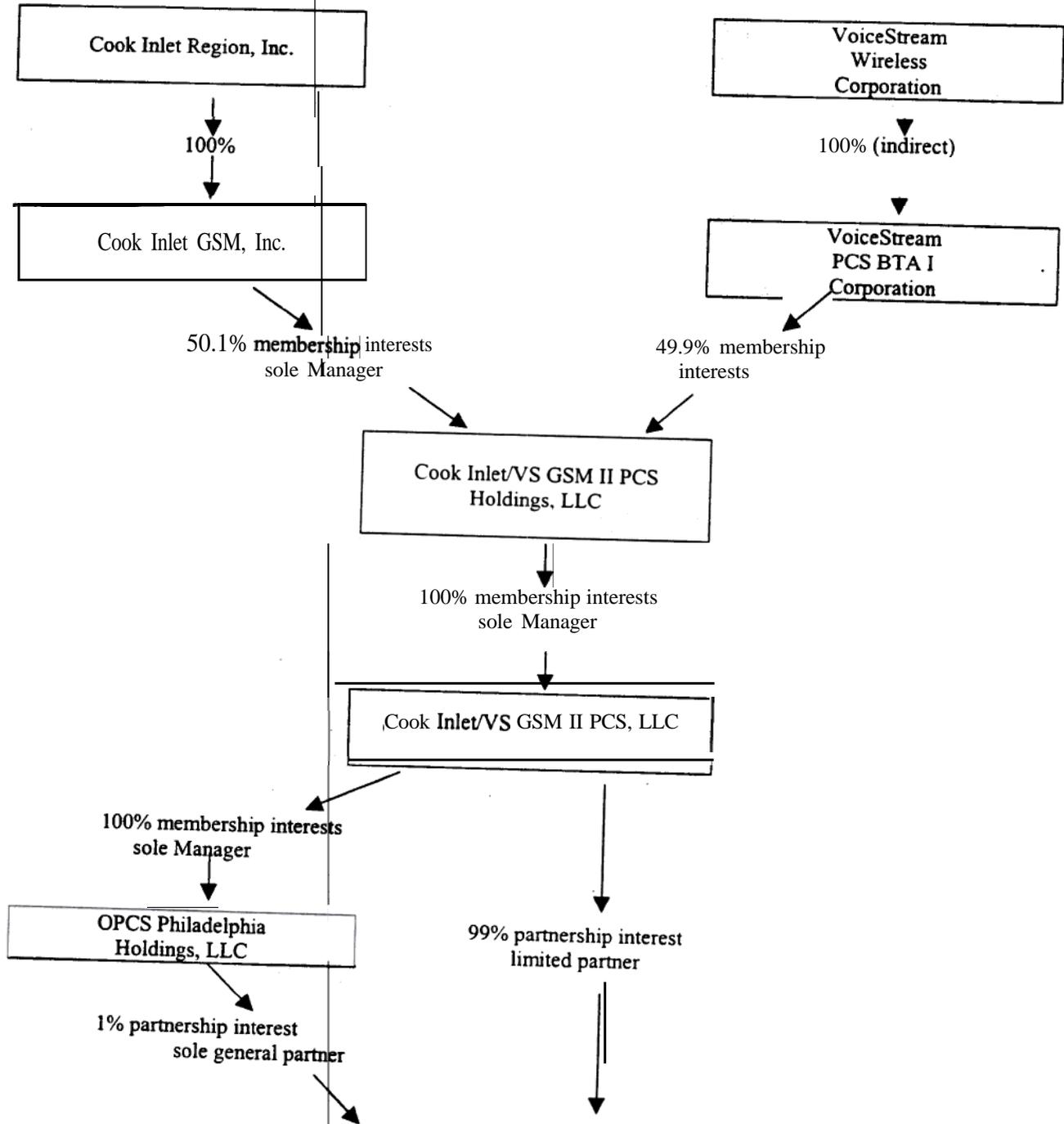
The other member of CIVS II Holdings is VoiceStream PCS BTA I Corporation (“VS BTA I”), a Delaware corporation, which in turn is a wholly owned indirect subsidiary of VoiceStream Wireless Corporation (“VoiceStream”), a Delaware corporation. VS BTA I holds 49.9 percent of CIVS II Holdings and one hundred percent of the Class B nonvoting membership interests in CIVS II Holdings.

FCC FORM 602

Attachment 1

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 **Dover** License described herein:



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