

COPY

**Applicant/Licensee Information**

1) First Name (if individual):	MI:	Last Name:	suffix:
2) Applicant Name (if entity): Omnipoint Philadelphia-E. Lancaster E 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:

**Signature**

) Typed or Printed Name of Party Authorized to Sign

First Name: Craig	MI: A.	Last Name: Floerchinger	suffix:
Title: Vice President, General Partner of Sole Member			
Signature: 		Date: 4/30/00	
Failure To Sign This Application <b>May Result</b> 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 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)

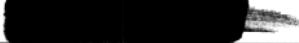
1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): D&E/Omnipoint Wireless Joint Venture, L.P.			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 3650 131st Avenue, SE, Suite 200, Bellevue, Washington 98006				
5) Type of Interest in Applicant ( ) (refer to Instructions for list) ID		6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes): L		7) Percent of Interest Held in Applicant: <b>100%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 (Sole Member)			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): D&E/Omnipoint Wireless Joint Venture, L.P.; Omnipoint Philadelphia-E. Lancaster E 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 Philadelphia-E. Lancaster E License LLC Applicant	Commercial Mobile Radio Service		<b>50%</b>

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): CIVS PA I, LLC			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 3605 132nd Avenue, S.E., Suite 100, Bellevue, Washington 98006				
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: 49%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): L			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): CIVS PA I, LLC; D&E Omnipoint Wireless Joint Venture,, L.P.; Omnipoint Philadelphia-E. Lancaster E 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:
D&E Omnipoint Wireless Joint Venture, L.P. address same as Applicant	Commercial Mobile Radio Service		49%
Omnipoint Philadelphia-E. Lancaster E License LLC Applicant	Commercial Mobile Radio Service		49%

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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): CIVS PA II, LLC		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 3605 132nd Avenue, S.E., Suite 100, Bellevue, Washington 98006			
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%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G		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): CIVS PA II, LLC; D&E Omnipoint Wireless Joint Venture, L.P.; Omnipoint Philadelphia-E. Lancaster E 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:
D&E Omnipoint Wireless Joint Venture, L.P. address same as Applicant	Commercial Mobile Radio Service		1%
Omnipoint Philadelphia-E. Lancaster E License LLC Applicant	Commercial Mobile Radio Service		1%

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 III PCS, 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: 50%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G, L			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 III PCS, LLC; CIVS PA II, LLC; D&E Omnipoint Wireless Joint Venture, L.P.; Omnipoint Philadelphia-E. Lancaster E 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:
CIVS PA I, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		50.1%
CIVS PA II, 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%
D&E Omnipoint Wireless Joint Venture, L.P. address same as Applicant	Commercial Mobile Radio Service		50%
Omnipoint Philadelphia-E. Lancaster E License LLC Applicant	Commercial Mobile Radio Service		50%

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.		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%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G, L		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/VIS GSM III PCS, LLC; CIVS PA II, LLC; D&E Omnipoint Wireless Joint Venture, L.P.; Omnipoint Philadelphia-E. Lancaster E 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/VIS GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/VIS GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/VoiceStream PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS PA I, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS PA II, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS PA III, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services	[REDACTED]	50.1%
Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services	[REDACTED]	50.1%
(continued on next page)			

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**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): Cook Inlet GSM, Inc. (continued)		3) Disclosable Interest Holders TIN	
4) Disclosable Interest Holders 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 Holders 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 Atlantic City License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	50.1%
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/VoiceStream License Company, L-C 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	50.1%
D&E Omnipoint Wireless Joint Venture, L.P. address same as Applicant	Commercial Mobile Radio Service	[REDACTED]	50%
Omnipoint Philadelphia-E. Lancaster E License LLC Applicant	Commercial Mobile Radio Service	[REDACTED]	50%

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**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 Holders Name (if entity): <b>Cook Inlet Region, Inc.</b>		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) <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>50.1%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>G, L</b>		9) Disclosable Interest Holders 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): Cook Inlet Region, Inc.; Cook Inlet GSM, Inc.; Cook Inlet/K GSM III PCS, LLC; CIVS PA II, LLC; D&E Omnipoint Wireless Joint Venture, L.P.; Omnipoint Philadelphia-E. Lancaster E 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/VoiceStream PV/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 II, 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%
(continued next page)			

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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 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:
Alaska Interstate Construction, LLC 649 W. 54 <sup>th</sup> Ave., P.O. Box 233769 Anchorage, AK 99523	Construction	[REDACTED]	40%
Peak Services USA 450 Gears Road, Suite 850 Houston, TX 77067	Oilfield and Refinery Services	[REDACTED]	50%
Peak USA Energy Services, Ltd. 450 Gears Road, Suite 850 Houston, TX 77067	Oilfield Trucking Services	[REDACTED]	50%
Alaska Heritage Tours, Inc. 2525 C Street, Suite 405 Anchorage, AK 99503	Boat Tours, Lodging and Tourism	[REDACTED]	100%
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]	33.33%
Construction Machinery, Inc. 5400 Homer Dr., Anchorage, AK 99510	Heavy Equipment Distribution	[REDACTED]	100%
(continued next page)			

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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 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)

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/VoiceStream License Company, UC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	50.1%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	50.1%
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services	[REDACTED]	50.1%
Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet Region of Georgia, Inc. 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	100%
Omnipoint Philadelphia-E. Lancaster E License LLC Applicant	Commercial Mobile Radio Service	[REDACTED]	50%
D&E Omnipoint Wireless Joint Venture, L.P. address same as Applicant	Commercial Mobile Radio Service	[REDACTED]	50%

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): D&E Wireless, Inc.			3) Disclosable Interest Holder's TIN:	
4) Disclosable interest Holder's Address: 4139 Oregon Pike, Ephrata, Pennsylvania 17522				
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%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G, L			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): D&E Wireless, Inc.; D&E/Omnipoint Wireless Joint Venture, L.P.; Omnipoint Philadelphia-E. Lancaster E 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:
D&E Omnipoint Wireless Joint Venture, L.P. address same as Applicant	Commercial Mobile Radio Service	[REDACTED]	50%
Omnipoint Philadelphia-E. Lancaster E License LLC Applicant	Commercial Mobile Radio Service	[REDACTED]	50%
		[REDACTED]	

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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): D&E Communications, Inc.			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 124 East Main Street, P.O. Box 458, Ephrata, Pennsylvania 17522				
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%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G, L			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): D&E Communications, Inc.; D&E Wireless, Inc.; D&E/Omnipoint Wireless Joint Venture, L.P.: Omnipoint Philadelphia-E. Lancaster E 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:
Denver and Ephrata Telephone and Telegraph 4139 Oregon Pike, Ephrata, PA 17522	Communications	[REDACTED]	100%
D&E Omnipoint Wireless Joint Venture, L.P. address same as Applicant	Commercial Mobile Radio Service	[REDACTED]	50%
Omnipoint Philadelphia-E. Lancaster E License LLC Applicant	Commercial Mobile Radio Service	[REDACTED]	50%

## **OWNERSHIP**

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

### **Direct Ownership**

E License, a Delaware limited liability company, is a wholly owned subsidiary of **D&E/Omnipoint** Wireless Joint Venture, L.P. (“D&E Venture”), a Delaware limited partnership. The address of E License is as follows:

Omnipoint Philadelphia-E. Lancaster E License LLC  
3650 131st Avenue, S.E., Suite 200  
Bellevue, Washington 98006

### **Indirect Ownership**

E License is a wholly-owned subsidiary of D&E Venture. D&E Venture has two general partners and two limited partners.

The first general partner, D&E Wireless, Inc., holds a one percent general partnership interest in D&E Venture. D&E Wireless, Inc., is a wholly-owned subsidiary of D&E Communications Inc. No shareholder in D&E Communications, Inc. holds a 10 percent or greater interest in D&E Communications, Inc.

D&E Wireless, Inc., also holds a 49 percent limited partnership interest in D&E Venture.

The second general partner, CIVS PA II, LLC (“CIVS PA”), a Delaware limited liability company, holds a **one** percent general partnership interest in D&E Venture. CIVS PA, in turn, is a wholly-owned subsidiary of Cook **Inlet/VS** GSM III PSC, LLC (“CIVS III”), a Delaware limited **liability company**.

CIVS III, a Delaware **Manager-run** limited liability company, has two members. The first member, Cook Inlet GSM, Inc. (“CIGSM”), a Delaware corporation, holds 50.1 percent of all **member interests** in CIVS III and holds 100 percent of all Manager member interests in CIVS III. CIGSM, in turn, is a wholly-owned subsidiary Cook Inlet Region, Inc. (“CIRI”), an Alaska corporation. Pursuant to the Commission’s attribution criteria, CIRI holds a 100 percent indirect interest in CIVS PA II. No CIRI shareholder holds a 10 percent or greater interest in CIRI or a 10 percent or greater indirect interest in CIVS PA II. The second member, Omnipoint Investment, LLC (“Omnipoint”), a limited

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**ATTACHMENT 1**  
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liability company, holds 49.9 percent of all member interests in CIVS III and holds no Manager member interests in CIVS III. Omnipoint is a wholly-owned indirect subsidiary of VoiceStream Wireless Corporation (“VWC”), a Delaware corporation. Pursuant to the Commission’s attribution criteria, each of Omnipoint and VWC holds a 49.9 percent indirect interest in CIVS PA II. For ownership information related to VWC and its subsidiaries, please see the most recent FCC Form 602 Ownership Disclosure Report filed by and on behalf of VWC in December 1999.

The second limited partner is CIVS PA I, LLC, a Delaware limited liability company, which holds a 49 percent limited partnership interest in D&E Venture. CIVS PA I, LLC is also a wholly-owned subsidiary of CIVS III.