

COPY

MORRISON & FOERSTER LLP

SAN FRANCISCO
LOS ANGELES
PALO ALTO
WALNUT CREEK
SACRAMENTO
ORANGE COUNTY
SAN DIEGO
DENVER

ATTORNEYS AT LAW

2000 PENNSYLVANIA AVENUE, NW
WASHINGTON, D.C. 20006-1888
TELEPHONE (202) 887-1500
TELEFACSIMILE (202) 887-0763

NEW YORK
BUENOS AIRES
LONDON
BRUSSELS
BEIJING
HONG KONG
SINGAPORE
TOKYO

April 12, 2001

Writer's Direct Contact
(202) 887-6948
CParker@mof.com

Hand Delivery

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

Re: **VoiceStream Wireless Corporation**
FCC Ownership Disclosure Information (FCC Form 602)

To Whom It May Concern:

On behalf of **VoiceStream** Wireless Corporation ("**VoiceStream**") and wholly owned subsidiaries, we are enclosing an original (with a faxed signature page) and two copies of an FCC Ownership Disclosure Form (FCC Form 602). By separate cover, we will supplement this filing with the original signature page.

Please date-stamp the enclosed copy marked "Return Copy" and return it to us in the self-addressed stamped envelope provided for that purpose.

Any questions regarding this filing should be directed to undersigned counsel for **VoiceStream**.

Very truly yours,



Christa M. Parker
Admitted to practice in New York only.

Enclosures

FCC 602
Main Form

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

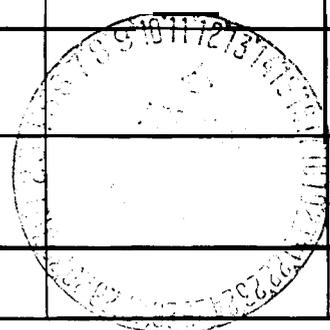
Approved by OMB
3060 - 0799
See instructions for
public burden estimate

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): VoiceStream Wireless Corporation			

Related FCC Regulated Businesses of Applicant/Licensee (continued)

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:
VS Washington Corporation and Subsidiaries (see Attachment 2)			
Omnipoint Corporation and Subsidiaries (see Attachment 2)			
VoiceStream Central Communications, Inc. f/k/a Aerial Communications, Inc. and Subsidiaries (see Attachment 2)			
VoiceStream GSM I, LLC f/k/a Cook Inlet/VoiceStream PCS, LLC and Subsidiary (see Attachment 2)			
VoiceStream GSM II, LLC f/k/a Cook Inlet/VS GSM II PCS, LLC and Subsidiaries (see Attachment 2)			
VoiceStream GSM III, LLC f/k/a Cook Inlet/VS GSM III PCS, LLC and Subsidiaries (see Attachment 2)			
Cook Inlet/VoiceStream PV/SS PCS Partners, L.P. and Subsidiary (see Attachment 2)			
Powertel, Inc. and subsidiaries (see Attachment 2)			



5) Typed or Printed Name of Party Authorized to Sign			
First Name: Dan	MI:	Last Name: Menser	Suffix: Esq.

Title: **Corporate Counsel**

Signature:  Date: **4/11/01**

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): Hutchison Telecommunications PCS (USA) Limited			3) Disclosable Interest Holder's TIN: N/A (not a U.S. company)	
4) Disclosable Interest Holder's Address: Hutchison House, 10 Harcourt Road, Hong Kong				
5) Type of interest in Applicant (D) (refer to instructions for list)		6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of interest Held in Applicant: 19.02% Equity and 20.97% Voting (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: British Virgin Islands	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The ownership interest is direct. See Attachment 1.				

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

11 a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11 b) Principal Business:	11 c) TIN:	11 d) Percent of Interest Held:
Besides VoiceStream, no 10% or greater interests in FCC regulated businesses are owned by this disclosable interest holder.			

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): Hutchison Whampoa Limited		3) Disclosable Interest Holder's TIN: N/A (not a U.S. company)	
4) Disclosable Interest Holder's Address: Hutchison House, 10 Harcourt Road, Hong Kong			
5) Type of Interest in Applicant (I) (refer to instructions for list)	6) Disclosable interest Holder is a(n): C (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 19.02% Equity and 20.97% Voting (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: Hong Kong	
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:
Besides VoiceStream, no 10% or greater interests in FCC regulated businesses are owned by this disclosable interest holder.			

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): Telephone and Data Systems, Inc. ("TDS")		3) Disclosable Interest Holder's TIN:	
4) Disclosable interest Holder's Address: 30 North LaSalle Street, Suite 400, Chicago, IL 60602			
5) Type of interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of interest Held in Applicant: 12.10% Equity and 13.51% Voting (See Attachment 1)
8) Disclosable interest Holder's Type of Ownership (refer to instructions for list): C Voting		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): The ownership interest is direct. 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:
See TDS' FCC Form 602, filed on Oct. 20, 2000.			

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): Deutsche Telekom AG ("DT")		3) Disclosable Interest Holder's TIN: N/A (not a U.S. company)	
4) Disclosable Interest Holder's Address: Friedrich-Ebert-Allee 140.53113 Bonn. Germany			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (Aktiengesellschaft organized under the laws of the Federal Republic of Germany)		7) Percent of Interest Held in Applicant: 10.63% Equity and 1.45% Voting (See Attachment 1)
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): P Voting		9) Disclosable Interest Holder's Country of Citizenship: Federal Republic of Germany	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The ownership interest is direct. See Attachment 1.			

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

11 a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11 b) Principal Business:	11 c) TIN:	11 d) Percent of Interest Held:
See DT's FCC Form 602, filed on Sept. 18, 2000.			

ATTACHMENT 1

OWNERSHIP DISCLOSURE STATEMENT FOR
VOICESTREAM WIRELESS CORPORATION

VoiceStream Wireless Corporation (“VoiceStream”), a Delaware corporation, submits this updated Federal Communications Commission (“Commission” or “FCC”) Form 602 to reflect its proposed acquisition of GTE Wireless of Cincinnati, LLC¹ and a recent acquisition of licenses by VoiceStream’s wholly owned subsidiary Omnipoint Holdings, Inc.²

In addition to showing VoiceStream’s current ownership, this form shows VoiceStream’s ownership as it would exist following the FCC’s grant of consent to and closing upon the pending transfer control of Powertel, Inc. (“Powertel”) to VoiceStream.³

The following describes (a) VoiceStream’s current ownership structure and (b) VoiceStream’s ownership structure if the VoiceStream/Powertel transfer is consummated with the FCC’s consent.

¹ VoiceStream has submitted an application to acquire control of GTE Wireless of Cincinnati LLC from DOJ-nominated and court-approved Trustee, Joseph J. Simons, Esq. See FCC ULS File No. 0000380070. The FCC accepted the application for filing by Public Notice dated March 7, 2001. See Public Notice, Report No. 798 (rel. Mar. 7, 2001).

² On March 29, 2001, Omnipoint Holdings, Inc. consummated its acquisition of several licenses from AT&T Wireless PCS, LLC. See ULS File Nos. 0000412855 and 0000412856.

³ See IB Docket No. 00-187. On August 26, 2000, Powertel and VoiceStream entered into an Agreement and Plan of Reorganization that, on consummation, would render Powertel a wholly owned subsidiary of VoiceStream. Closing on this transaction is contingent upon termination of a proposed merger between Deutsche Telekom AG (“DT”) and VoiceStream pursuant to an Agreement and Plan of Merger entered into on July 23, 2000, as amended and restated September 28, 2000. A separate Agreement and Plan of Merger between DT and Powertel was entered into on August 26, 2000, as amended and restated September 28, 2000. In connection with its proposed mergers with VoiceStream and Powertel, respectively, DT filed two parallel sets of applications seeking Commission consent to transfers of control of VoiceStream and Powertel from their respective shareholders to DT. In the event that the Commission approves the VoiceStream/DT transfer of control, the proposed transfer of control of Powertel to VoiceStream will not be consummated. However, should the Commission not approve the transfer of control of VoiceStream to DT, the transfer of control of Powertel to VoiceStream would occur following grant of the FCC’s consent.

I. CURRENT OWNERSHIP AND CONTROL OF VOICESTREAM

On a fully diluted basis, the following entities currently hold a ten percent or more ownership interest or other interest subject to reporting in VoiceStream:⁴

A. DEUTSCHE TELEKOM AG (“DT”)

DT, a corporation organized under the laws of the Federal Republic of Germany, is headquartered at **Friedrich-Ebert-Allee 140, 53 113 Bonn**, Germany. DT currently holds 3,906,250 shares of VoiceStream’s preferred stock, which may be voted on a 1: 1 basis with VoiceStream common stock, giving DT a 1.45% voting interest in VoiceStream. Such 3,906,250 preferred shares are convertible at DT’s option into 31,484,375 shares of common stock, but only in the event that DT’s proposed merger with VoiceStream is terminated. Accordingly, such stock represents a 10.63% equity interest in VoiceStream on an as-converted basis. Upon conversion, DT would have the right to appoint two members to VoiceStream’s Board of Directors, which would then consist of either eighteen or nineteen members (depending upon whether Telephone and Data Systems, Inc. has appointed a Board member at that time), including the two DT appointees.

DT provides local, long distance, mobile telephony, Internet, data, cable television, and other telecommunications and information services in Germany and other foreign countries. Pursuant to Section 214 of the Communications Act, DT is also authorized to provide facilities-based and resale services between the U.S. and certain other countries. These services are described in greater detail in the DT-VoiceStream transfer of control application.⁵

B. HUTCHISON TELECOMMUNICATIONS PCS (USA) LIMITED (“HTPCSL”)

HTPCSL, a British Virgin Islands corporation, holds 56,318,496 shares of VoiceStream’s common stock. Such stock represents a 19.02% equity interest and a 20.97% voting interest in VoiceStream.⁶

⁴ The equity percentages listed in this Section I are based on a denominator of 296,102,459 shares of common stock, including current common shares as of March 30, 2001, and treating Deutsche Telekom AG’s (“DT’s”) preferred shares on an as-converted basis. The voting percentages are based on a denominator of 264,618,084, which includes current common shares and DT’s current preferred shares. Both denominators include the common shares issued on February 15, 2000 to Providence Equity Partners III, L.P., Providence Equity Operating Partners III, L.P. and Providence Media Partners, L.P.

⁵ See IB Docket No. 00-187. The authorized contact for DT in the United States is Hans-Willi Hefekäuser, 1020 19th Street, N.W., Suite 850, Washington, D.C., 20036.

⁶ These figures include shares held by HTPCSL’s affiliate, Hutchison Telecommunications Holdings (USA) Limited (“HTHL”).

HTPCSL is a wholly owned subsidiary of Hutchison Whampoa Limited (“Hutchison”), a Hong Kong limited liability holding company. HTPCSL, HTHL, and Hutchison are located at Hutchison House, 10 **Harcourt** Road, Hong Kong.⁷ Hutchison is principally engaged in seven core businesses: telecommunications, property, ports, retail, manufacturing, energy and infrastructure. It holds telecommunications interests in Hong Kong, Great Britain, and southeast Asia. Aside **from** their interests in **VoiceStream**, however, HTPCSL and HTHL hold no other interests in FCC-regulated businesses.

C. TELEPHONE AND DATA SYSTEMS, INC. (“TDS”)

TDS, a Delaware corporation, through its wholly owned subsidiary TDSI Corporation (“TDSI”), currently holds **35,837,273** shares of **VoiceStream** common stock or a 12.10% equity interest and a 13.51% voting interest. TDS’s principal offices are located at 30 North **LaSalle** Street, Suite 400, Chicago, Illinois 60602.

TDS is a diversified telecommunications company with cellular and **wireline** telephone operations. TDS conducts substantially all of its cellular operations through its 80 percent-owned subsidiary, United States Cellular Corporation (“US Cellular”). US Cellular is a publicly traded company with U.S. operations covering 145 managed markets in 25 states (serving **3,061,000** customers as of December 31, 2000). TDS conducts substantially all of its **wireline** telephone business through its wholly owned subsidiary, TDS Telecommunications Corporation (“TDS Telecom”). As of December 31, 2000, TDS Telecom operated 105 Incumbent Local Exchange Carrier telephone companies serving 601,200 access lines in 28 states. TDS Telecom also offers services as a Competitive Local Exchange Carrier serving 112,100 access lines.

D. OTHER INTERESTS

Based on the criteria set forth in Section 1.2 112(a) of the Commission’s Rules, and the Wireless Telecommunications Bureau’s May 25, 1999, Public Notice clarifying information to be disclosed on FCC Form 602,⁸ there are no officers or directors of **VoiceStream** who have disclosable interests in **VoiceStream**. 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 percent or greater on **VoiceStream**’s Board of Directors or because they are key management personnel within **VoiceStream**.

1. Canning K.N. Fok -- Mr. Fok is a member of **VoiceStream**’s Board of

⁷ 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.

⁸ See Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602, Public Notice, DA 99-1001 (May 25, 1999).

Directors. Mr. Fok is Hutchison's Group Managing Director. He is also Chairman of Hutchison Telecommunications (Australia) Limited and Partner Communications Company Ltd., co-Chairman of Husky Energy, Inc., Deputy Chairman of Cheung Kong Infrastructure Holdings Limited and Hongkong Electric Holdings Limited, and Director of Cheung Kong (Holdings) Limited. Mr. Fok is a citizen of the United Kingdom, and his principal business office is located at Hutchison House, 10 Harcourt Road, Hong Kong. As an officer of Hutchison and affiliates thereto, he represents **VoiceStream** common stock held by HTPCSL and HTHL and, indirectly, by Hutchison.

2. Susan M.F.W. Chow and Frank J. Sixt -- Ms. Chow and Mr. Sixt became members of **VoiceStream's** Board of Directors following the Omnipoint merger. Both also serve as Executive Directors of Hutchison, Executive Directors of Cheung Kong **Infrastructure** Holdings Limited, and Directors of Partner Communications Company Limited. Additionally, Mr. Sixt serves as Chairman of TOM.COM LIMITED, Executive Director of Hong Kong Electric Holdings Limited, Group Finance Director of Hutchison, Director of Cheung Kong (Holdings) Limited and Hutchison Telecommunications (Australia) Limited, and Ms. Chow serves as Director of Hong Kong Electric Holdings Limited and TOM.COM LIMITED, Deputy Group Managing Director of Hutchison. Ms. Chow and Mr. Sixt are citizens of Hong Kong and Canada, respectively; the principal business office of each is located at Hutchison House, 22nd Floor, 10 Harcourt Road, Hong Kong. As **officers** of **Hutchison** and affiliates thereto, each represents **VoiceStream** common stock held by HTPCSL and HTHL and, indirectly, by **Hutchison**.

3. 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 12920 S.E. 38th Street, Bellevue, Washington 98006.

4. 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 12920 S.E. 38th Street, Bellevue, Washington 98006.

5. Douglas G. Smith-- Mr. Smith is a Vice Chairman of **VoiceStream's** Board of Directors. He is a United States citizen with principal business offices at 12920 SE. 38th Street, Bellevue, Washington 98006.

6. Donald Guthrie-- Mr. Guthrie is a Vice Chairman of **VoiceStream's** Board of Directors. He is a United States citizen with principal business offices at 12920 S.E. 38th Street, Bellevue, Washington 98006.

No other person or entity holds a 10 percent or more interest, or other disclosable interest, in **VoiceStream**.

II. OWNERSHIP AND CONTROL OF VOICESTREAM IF THE POWERTEL TRANSFER IS CONSUMMATED

The following entities that currently hold a ten percent or greater ownership interest or other

interest subject to reporting in **VoiceStream** on a fully diluted basis would hold the interests shown below following FCC consent and consummation of the transfers of control of the Powertel subsidiaries to **VoiceStream**.⁹

A. DT -

DT holds 3,906,250 convertible preferred shares, which could be converted into 3 1,484,375 shares of **VoiceStream** voting common stock in the event that DT exercised its conversion option. The converted shares would constitute a 9.30 percent beneficial and voting interest in **VoiceStream**.

B. HTPCSL

HTPCSL holds and would hold 56,3 18,496 shares of **VoiceStream**'s common stock. As such, HTPCSL's stock would constitute 17.25 percent of the voting interests and of the total equity in **VoiceStream**. As noted above, HTPCSL is a direct, wholly owned subsidiary of Hutchison.

⁹ The equity and voting percentages listed in Section II are based on the same denominator of 338,457,503 shares of common stock, anticipating the former shareholders of Powertel as shareholders of **VoiceStream** (42,355,044 **VoiceStream** shares) and treating the preferred shares of DT on an as-converted basis (3 1,484,375 **VoiceStream** shares). The figure of 42,355,044 represents the maximum number of shares of **VoiceStream** common stock resulting from the **VoiceStream/Powertel** merger, based on the number of fully diluted Powertel shares as of February 1, 2001 and assuming the maximum 0.75 conversion number for Powertel-to-VoiceStream shares. This 42,355,044 number could be reduced in the event of the expiration without exercise, or nonexercise, of Powertel warrants, options or puts by the time of merger or reduction in the conversion number for Powertel-to-VoiceStream shares (to a minimum of 0.65, depending upon the average closing price of **VoiceStream** common stock for ten randomly selected trading days out of the last twenty trading days ending five trading days prior to the merger).

C. TDS

TDS, through TDSI, holds and would hold 35,837,273 shares of VoiceStream common stock, which would constitute a 10.59 percent beneficial and voting interest in VoiceStream.

D. OTHER INTERESTS

The other interests set forth in Section II.D. above would remain the same.

No other person or entity would hold a 10 percent or more interest, or other disclosable interest, in VoiceStream. Applicant will update the information in the instant filing as necessary pursuant to Section 1.919(b) of the rules, or upon Commission request.

ATTACHMENT 2

Disclosable Interests of VoiceStream Wireless Corporation

On consummation of its transaction with Powertel, Inc., VoiceStream Wireless Corporation will have disclosable interests in the FCC-regulated businesses described in these tables.

VS Washington Corporation and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
VS Washington Corporation 12920 SE 38th Street, Bellevue, WA 98006	common Carrier Point-to-Point Microwave		100%
VoiceStream PCS I License L.L.C. 12920 SE 38th Street, Bellevue, WA 98004	Commercial mobile radio services (PCS)		100%
VoiceStream PCS II License Corporation 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
VoiceStream PCS III License Corporation 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
VoiceStream PCS BTA I License Corporation 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
VoiceStream PCS LMDS Corporation 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (LMDS)		100%
VoiceStream SMR Corporation 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (SMR)		100%
VoiceStream Wireless Corporation 12920 SE 38th Street, Bellevue, WA 98004	International Section 214 Global Resale		100%
VS Washington Corporation 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
GTE Wireless of Cincinnati, LLC ¹⁰ 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
Iowa Wireless Services Holding Corporation 312 8 th Street, Suite 410, Des Moines, IA 50309	Commercial mobile radio services (PCS)		38%
NPI-Omnipoint Wireless, LLC. 3054 Cass Road, Traverse City, MI 49684	Commercial mobile radio services (PCS)		20.00%

¹⁰ See note 1, *supra*.

**VoiceStream Central Communications, Inc. f/k/a Aerial Communications, inc.
and Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
VoiceStream Central Communcations, Inc. f/k/a Aerial Communications, Inc. 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Resale & Expenmental Authority		100%
VoiceStream Columbus, Inc. f/k/a APT Columbus, Inc. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS) & Experimental Authority		100%
VoiceStream Houston, Inc. f/k/a APT Houston, Inc. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS) & Experimental Authority		100%
VoiceStream Kansas City, Inc. f/k/a APT Kansas City, Inc. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS) & Experimental Authority		100%
VoiceStream Minneapolis, Inc. f/k/a APT Minneapolis, Inc. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS) & Experimental Authority		100%
VoiceStream Pittsburgh, L.P. f/k/a APT Pittsburgh LP. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS) & Experimental Authority		100%
VoiceStream Tampa/Orlando, Inc. f/k/a APT Tampa/Orlando, Inc. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS) & Experimental Authority		100%
Wireless Alliance, LLC. 3905 Dakota St. SW, Alexandria, MN 56308	Commercial mobile radio services (PCS)		30%

Omnipoint Corporation and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Albany-Schenectady-Glens Falls E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
Omnipoint Boston D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
Omnipomt Buffalo Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
Omnipoint Buffalo-Olean D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
Omnipoint Communicahons DEF Operations, LLC 12920 SE 38th Saeet, Bellevue, WA 98006	International Sechon 214 Global Resale		100%

Name	Principal Business	TIN	Percent of Interest Held
Omnipomt Communications Inc. 12920 SE 38th Street, Bellevue, WA 98006	Telephone Maintenance & Experimental Authority		100%
Omnipoint Communicahons MB Operations, LLC 12920 SE 38th Street, Bellevue, WA 98006	Intemahonal Section 2 14 Global Resale		100%
Ommpoint Communicahons Midwest Operations, LLC 12920 SE 38th Street. Bellevue. WA 98006	Intemahonal Section 2 14 Global Resale		100%
Omnipoint Corporahon 12920 SE 38th Street, Bellevue, WA 98006	Experimental Authority		100%
Omnipoint DC Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
Omnipomt DC-Salisbury D License, LLC 12920 SE 38th Street. Bellevue. WA 98006	Commercial mobile radio services (PCS)		100%
Omnipoint Holdings, Inc. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio semces (PCS)		100%
Omnipomt Little Rock-EI Dorado E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
Ommpoint Miami E License, LLC 12920 SE 38th Street. Bellevue. WA 98006	Commercial mobile radio services (PCS)		100%
Ommpoint MI-Indiana Area DE License, LLC 12920 SE 38th Street, Bellevue. WA 98006	Commercial mobile radio services (PCS)		100%
Chnmpoint MI-Indiana-Findlay D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
Omnipomt MI-Indiana-Lima D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		100%
Omnipoint New England DE Licmse, LLC 12920 SE 38th Street Bellevue. WA 98006	Commercial mobile radio services (PCS)		100%
Ommpoint New York D License, LLC 3 Bethesda Metro Center. Suite 400. Bethesda. MD 20814	Commercial mobile radio services (PCS)		100%
Omnipoint NY MTA License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		95.59%
Omnipomt Petoskey D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	International Section 2 14 Global Resale		100%
Omnipomt St. Louis Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio semces (PCS)		100%
Omnipomt Salina-E. Hutchinson E License, LLC 12920 SE 38th Street Bellevue. WA 98006	Commercial mobile radio services (PCS)		100%

Cook Inlet/VoiceStream PV/SS PCS Partners, L.P. and Subsidiary

Name	Principal Business	TIN	Percent of Interest Held
Cook Inlet/VoiceStream PV/SS PCS Partners, L.P. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	-	60%
VoiceStream PV/SS PCS, L.P. f/k/a Cook Inlet/VoiceStream PV/SS PCS, L.P. 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile services (PCS)		9.96%

VoiceStream GSM I, LLC f/k/a Cook Inlet/VoiceStream PCS, LLC and Subsidiary

Name	Principal Business	TIN	Percent of Interest Held
VoiceStream GSM I, LLC f/k/a Cook Inlet /VoiceStream PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		3.01%
VoiceStream GSM I License Company, LLC f/k/a Cook Inlet/VoiceStream License Company LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)		0.01%

VoiceStream GSM II, LLC f/k/a Cook Inlet/VS GSM II PCS, LLC and Subsidiaries

VoiceStream GSM II, LLC f/k/a Cook Inlet/VS GSM II PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS)	100%
Omnipoint Atlantic City License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	100%
Omnipoint Dover License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	100%
Omnipoint Philadelphia License LLC 12920 SE 38th Street, Bellevue, WA 98004	Commercial mobile radio service (PCS)	100%

VoiceStream GSM III, LLC f/k/a Cook Inlet/VS GSM III PCS, LLC and Subsidiaries

VoiceStream GSM III, LLC f/k/a Cook Inlet/VS GSM III PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	100%
VoiceStream PA I, LLC f/k/a CIVS PA I, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	100%
VoiceStream PA 11, LLC f/k/a CIVS PA II, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	100%
VoiceStream PA III, LLC f/k/a CIVS PA III, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio service (PCS)	100%
D&E/Omnipoint Wireless Joint Venture, LP. 4139 Oregon Pike, Ephrata, PA 17522	Commercial mobile radio services (PCS) and International Section 214 Global Resale	50%
Omnipoint Philadelphia-E. Lancaster E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Commercial mobile radio services (PCS) and International Section 214 Global Resale	50%

Powet-tel, Inc. and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
Powertel, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	Commercial mobile radio services (PCS) and international resale		100%
Powertel Atlanta Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	Commercial mobile radio services (PCS) and international resale		100%
Powertel Birmingham Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	Commercial mobile radio services (PCS) and international resale		100%
Powertel Jacksonville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	Commercial mobile radio services (PCS) and international resale		100%
Powertel Kentucky Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	Commercial mobile radio services (PCS) and international resale		100%
Powertel Knoxville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	Commercial mobile radio services (PCS) and international resale		100%
Powertel Memphis Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	Commercial mobile radio services (PCS) and international resale		100%
Powertel Nashville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	Commercial mobile radio services (PCS) and international resale		100%
Eliska Wireless Ventures License Subsidiary I, LLC.	Commercial mobile radio services (PCS) and international resale		49.9%