

ORIGINAL

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): <b>Cook Inlet/VS GSM II PCS, LLC</b>		2) 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:
Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		100%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		100%
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		100%
RECEIVED DEC 12 2000 Licensing & Technical Analysis Branch			

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Craig	MI: A.	Last Name: Floerchinger	Suffix:
Title: Vice President, Cook Inlet GSM, 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 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 Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Cook Inlet/VS GSM II PCS Holdings, LLC</b>		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: <b>2525 C Street, Suite 500, Anchorage, Alaska 99503</b>			
5) Type of Interest in Applicant ( ) (refer to Instructions for list) <b>D</b>	6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes): <b>M</b>		7) Percent of Interest Held in Applicant: <b>100%</b>
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): <b>0 - Manager member interest</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>United States</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Cook Inlet/VS GSM II PCS Holdings, LLC; Cook Inlet/VS GSM II PCS, LLC (Applicant) (See Attachment 1)</b>			

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

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/VS GSM II PCS, LLC Applicant	Commercial Mobile Radio Service	[REDACTED]	100%
Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	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%

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): <b>Cook Inlet GSM, Inc.</b>		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: <b>2525 C Street, Suite 500, Anchorage, AK 99503</b>			
5) Type of Interest in Applicant ( ) (refer to Instructions for list) <b>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>0 – Manager member interest</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>United States</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Cook Inlet GSM, Inc.; Cook Inlet/Vs GSM II PCS Holdings, LLC; Cook Inlet/Vs GSM II PCS, LLC (Applicant) (See Attachment 1)</b>			

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

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/Vs GSM II PCS, LLC Applicant	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/Vs GSM III PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/Voice:Stream 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 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%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	50.1%
(continued on next page)			

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Cook Inlet GSM, Inc. (continued)</b>		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	[REDACTED]	50.1%
Cook Inlet/VoiceStream License Company, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Service	[REDACTED]	50.1%
D&E Omnipoint Wireless Joint Venture, L.P. 3605 132nd Avenue, SE., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	50%
Omnipoint Philadelphia-E. Lancaster E License LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	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 Holder's Name (if entity): <b>Cook Inlet Region, Inc.</b>		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address: <b>2525 C Street, Suite 500, Anchorage, Alaska 99503</b>			
5) Type of Interest in Applicant ( ) (refer to Instructions for list) <b>I</b>	6) Disclosable Interest Holder is a(n): ( ) instructions <b>C</b>		7) Percent of Interest Held in Applicant: <b>50.1%</b>
(refer to instructions for list): <b>0 - Manager member interest</b>		9) Disclosable Interest Holders County of Citizenship: <b>United States</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Cook Inlet Region, Inc.; Cook Inlet GSM, Inc.; Cook Inlet/VG GSM II PCS Holdings, LLC; Cook Inlet/VG GSM II PCS, LLC (Applicant) (See Attachment 1)</b>			

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

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/VoiceStream PV/SS PCS, L.P. 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	42.86% (control)
Cook Inlet/VG GSM II PCS, LLC Applicant	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/VG 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 III, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services	[REDACTED]	50.1%
Alaska Interstate Construction, LLC 649 W. 54 <sup>th</sup> Ave., P.O. Box 233769 Anchorage, AK 99523	Construction	[REDACTED]	40%
(continued next page)			

Schedule for Disclosable Interest Holders

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

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Cook Inlet Region, Inc. (continued)</b>		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 Holders 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/VSGSM IV PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS IV License Sub I, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%
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)			

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): <b>Cook Inlet Region, Inc. (continued)</b>		3) Disclosable Interest Holders 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 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) Interest:	11d) Percent of Interest Held:
Cook Inlet/VoiceStream License Company, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Service	[REDACTED]	50.1%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, SE., 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&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 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	50%
D&E Omnipoint Wireless Joint Venture, L.P. 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	50%
Cook Inlet/VS GSM V PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%

## **OWNERSHIP**

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

### **Direct Ownership**

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

2525 C Street, Suite 500  
Anchorage, Alaska 99503

### **Indirect Ownership**

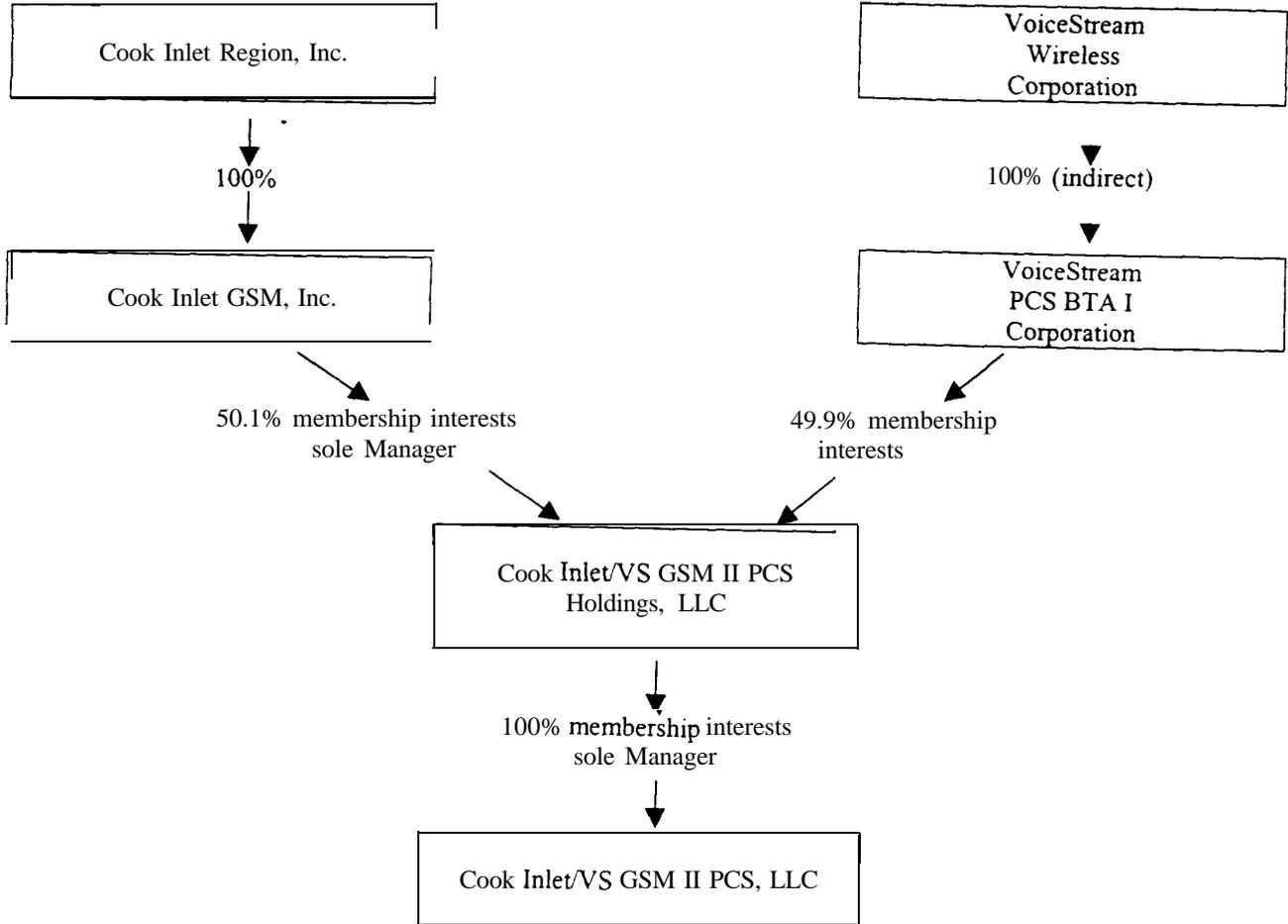
CIVS II Holdings has two members. The first, Cook Inlet GSM, Inc. (“CIGSM”), a Delaware corporation, holds 50.1 percent of CIVS II Holdings and one hundred percent of the Class A membership interests in CIVS II Holdings.

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 CIVS II.

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.

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 CIVS II described herein:



ORIGINAL

**Applicant/Licensee Information**

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

**Related FCC Regulated Businesses of Applicant/Licensee**

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary) :	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		100%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		100%
Omnipoint Philadelphia License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Services		100%

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name: Craig	MI: A.	Last Name: Floerchinger	suffix:
Title: Vice President, Cook Inlet GSM, 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 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 Holders First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Cook Inlet/VS GSM II PCS Holdings, LLC</b>			3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holders Address: <b>2525 C Street, Suite 500, Anchorage, Alaska 99503</b>				
5) Type of Interest in Applicant ( ) (refer to Instructions for list) <b>D</b>		6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes): <b>M</b>		7) Percent of Interest Held in Applicant: <b>100%</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>0 - Manager member interest</b>			9) Disclosable Interest Holder's Country of Citizenship: <b>United States</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Cook Inlet/VS GSM II PCS Holdings, LLC; Cook Inlet/VS GSM II PCS, LLC (Applicant) (See Attachment 1)</b>				

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

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/VS GSM II PCS, LLC Applicant	Commercial Mobile Radio Service		100%
Omnipoint Dover License, LLC 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service		100%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, SE., 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 Holders First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): <b>Cook Inlet GSM, Inc.</b>		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holder's Address: <b>2525 C Street, Suite 500, Anchorage, AK 99503</b>			
5) Type of Interest in Applicant ( ) (refer to Instructions for list) <b>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 Holders Type of Ownership (refer to instructions for list): <b>0 – Manager member interest</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>United States</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>Cook Inlet GSM, Inc.; Cook Inlet/VS GSM II PCS Holdings, LLC; Cook Inlet/VS GSM II PCS, LLC (Applicant) (See Attachment 1)</b>			

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

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN: A	11d) Percent of Interest Held:
Cook Inlet/VS GSM II PCS, LLC Applicant	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/VS 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 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%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, SE., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	50.1%
(continued on next page)			

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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

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

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	[REDACTED]	42.86% (control)
Cook Inlet/VG GSM II PCS, LLC Applicant	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/VG 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, SE., 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%
Alaska Interstate Construction, LLC 649 W. 54th Ave., P.O. Box 233769 Anchorage, AK 99523	Construction	[REDACTED]	40%
(continued next page)			

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): <b>Cook Inlet Region, Inc. (continued)</b>		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/VS 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 <sup>rd</sup> 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)			

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): <b>Cook Inlet Region, Inc. (continued)</b>		3) Disclosable Interest Holders 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 Holders 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:
Cook Inlet/VoiceStream License Company, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Service	[REDACTED]	50.1%
Omnipoint Atlantic City License, LLC 3605 132nd Avenue, SE., 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 3605 132nd Avenue, SE., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	50%
D&E Omnipoint Wireless Joint Venture, L.P. 3605 132nd Avenue, S.E., Suite 100 Bellevue, Washington 98006	Commercial Mobile Radio Service	[REDACTED]	50%
Cook Inlet/VS GSM V PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[REDACTED]	50.1%

**OWNERSHIP**

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

**Direct Ownership**

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

2525 C Street, Suite 500  
Anchorage, Alaska 99503

**Indirect Ownership**

CIVS II Holdings 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 CIVS II.

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.

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 CIVS II described herein:

