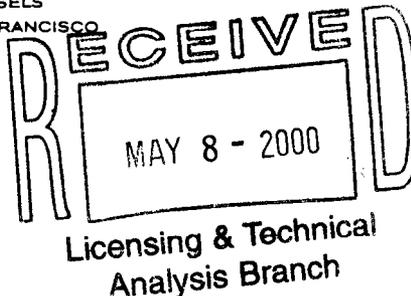


1201 PENNSYLVANIA AVENUE NW WASHINGTON, DC
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TEL 202.662.5136
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CENEMARK@COV.COM



May 4, 2000

BY HAND DELIVERY

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

Re: Reference No. CJB427: Ownership Disclosure Report for the
Wireless Telecommunications Services, FCC Form 602
Cook Inlet/VoiceStream License Company, LLC

To Whom It May Concern:

On April 10, 2000, Cook Inlet/VoiceStream License Company, LLC ("CIVS License"), received a notice from the Commission regarding the return of the above-captioned Ownership Disclosure report filed on FCC Form 602 for failure to provide an original signature page. Enclosed please find the complete FCC Form 602, including the original signature page.

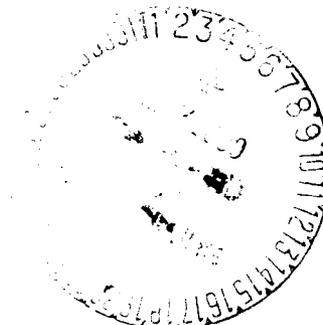
Please date-stamp the enclosed copy of this letter and application. Please contact the undersigned if you have any further questions regarding this matter.

Respectfully submitted,

Christine E. Enemark
Attorney for CIVS License

Enclosure

5-4-00



Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) -Applicant Name (if entity): Cook Inlet/VoiceStream License Company, LLC .		3) Applicant TIN: 	

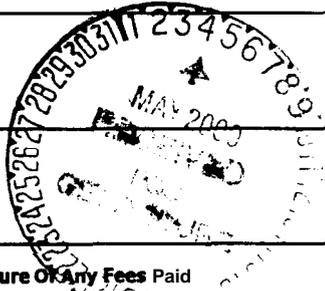
Related FCC Regulated Businesses of Applicant/Licensee

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:
None			

Signature

Typed or Printed Name of Party Authorized to Sign

First Name: Craig	MI: A.	Last Name: Floerchinger	Suffix:
Title: Vice President, Cook Inlet GSM Control, LLC			
Signature: 			Date: 4/10/00
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 (US. 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): Cook Inlet/VoiceStream PCS, LLC		3) Disclosable Interest Holders TIN: 	
4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Anchorage, AK 99503			
5) Type of Interest in Applicant () (refer to Instructions for list) D	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): M	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 – Manager Member Interest		8) Disclosable Interest Holders Country of Citizenship: United States	
9) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet/VoiceStream PCS, LLC; Cook Inlet/VoiceStream License Company, LLC (Applicant) (See Attachment 1)			

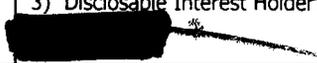
Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	II d) Percent of Interest Held:
Cook Inlet/VoiceStream License Company, LLC Applicant	Commercial Mobile Radio Services		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): Cook Inlet GSM Control LLC		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): M	7) Percent of Interest Held in Applicant: 50.1%	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 – Manager Member interest		8) Disclosable Interest Holders Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet GSM Control LLC; Cook Inlet/VoiceStream PCS, LLC; Cook Inlet/VoiceStream License Company, LLC (Applicant) (See Attachment 1)			

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

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IIId) Percent of Interest Held:
Cook Inlet/VoiceStream PCS, LLC 2525 C Street, Suite 500, Anchorage, AK 99503	Commercial Mobile Radio Services		50.1%
Cook Inlet/VoiceStream License Company, LLC Applicant	Commercial Mobile Radio Services		50.1%

Schedule for Disclosable Interest Holders

Disclosable Interest Holders 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): Cook Inlet GSM, Inc.		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: 2525 C Street, Suite 500, Anchorage, AK 99503			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: 50.1%
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Manager member interest		9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet GSM, Inc.; Cook Inlet GSM Control LLC; Cook Inlet/VoiceStream PCS, LLC; Cook Inlet/VoiceStream License Company, LLC (Applicant) (See Attachment 1)			

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

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cook Inlet/VS GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	Commercial Mobile Radio Services	[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%
CVIS PA I, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
CVIS PA II, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
CVIS PA III, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
Omnipoint Denver License, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
(continued on next page)			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Disclosable Interest Holders 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 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:
Omnipoint Atlantic City License, LLC (address same as applicant)	Commercial Mobile Radio Service	[REDACTED]	50.1%
Omnipoint Philadelphia License, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
Cook Inlet/VoiceStream License Company, LLC (Applicant)	Commercial Mobile Radio Service	[REDACTED]	50.1%

Schedule for Disclosable Interest Holders

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

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): Cook Inlet Region, Inc.			3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holders Address: 2525 C Street, Suite 500, Anchorage, Alaska 99503				
5) Type of Interest in Applicant () (refer to Instructions for list) I		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: 50.1%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Manager member interest			9) Disclosable Interest Holder's Country of Citizenship: United States	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Cook Inlet Region, Inc.; Cook Inlet GSM, Inc.; Cook Inlet GSM Control LLC; Cook Inlet/VoiceStream PCS, LLC; Cook Inlet/VoiceStream License Company, 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	[REDACTED]	42.86% (control)
Cook Inlet/VS GSM II PCS, LLC 2525 C Street, Suite 500 Anchorage, Alaska 99503	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%
Cook Inlet/VoiceStream License Company, LLC (Applicant)	Commercial Mobile Radio Service	[REDACTED]	50.1%
CIVS PA I, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
CIVS PA II, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
(continued next page)			

Schedule for Disclosable Interest Holders

Disclosable Interest Holders 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 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 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 th 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 rd 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)			

Schedule for Disclosable Interest Holders

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

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Cook Inlet Region, Inc. (continued)		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
8) Disclosable Interest 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:
CIVS PA III, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
Omnipoint Dover License, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%
Omnipoint Atlantic City License, LLC (address same as applicant)	Commercial Mobile Radio Service	[REDACTED]	50.1%
Omnipoint Philadelphia License, LLC (address same as applicant)	Commercial Mobile Radio Services	[REDACTED]	50.1%

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): Providence Equity Partners III, L.P.		3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: 900 Fleet Center, 50 Kennedy Plaza, Providence, RI 02903			
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): L		7) Percent of Interest Held in Applicant: 39.605%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 – Qualified Institutional Investor		8) 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): Providence Equity Partners III, L.P.; Cook Inlet GSM Control LLC; Cook Inlet/VoiceStream PCS, LLC; Cook Inlet/VoiceStream License Company, 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:
CookInlet/VoiceStreamPCS,LLC 2525 C Street, Suite 500, Anchorage, AK 99503	Commercial Mobile Radio Services	[REDACTED]	39.605%
Cook Inlet/VoiceStream License Company, LLC Applicant	Commercial Mobile Radio Services	[REDACTED]	39.605%

OWNERSHIP

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

Direct Ownership

CIVS License, a Delaware limited liability company, is a wholly-owned subsidiary of Cook Inlet/VoiceStream PCS, LLC (“CIVS”). The address for CIVS License is:

Cook Inlet/VoiceStream License Company, LLC
3605 132nd Avenue, S.E., Suite 100
Bellevue, Washington 98006

Indirect Ownership

CIVS, in turn, is a Delaware limited liability company with two members.

The first, Cook Inlet GSM Control LLC (“CIGSM Control”), is a Delaware limited liability. CIGSM Control owns 50.1 percent of all member interests in CIVS and 100 percent of all Manager member interests.

CIGSM Control, in turn, has three members. The first, Cook Inlet GSM, Inc. (“CIGSM”), is a Delaware corporation. CIGSM owns 60.1 percent of all member interests in CIGSM Control and 100 percent of all Manager member interests. The second, Providence Equity Partners III, L.P. (“PEP”), is a Delaware limited partnership that owns 39.605 percent of the member interests in CIGSM Control. The third, Providence Equity Operating Partners III, L.P. (“POP”), is a Delaware limited partnership that owns 0.295 percent of all member interests in CIGSM Control. Both PEP and POP are qualified institutional investors.

CIGSM, in turn, is a wholly-owned subsidiary of Cook Inlet Region, Inc. (“CIRI”), an **Ataska** corporation. 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 indirect interest in CIWW.

According to the Commission’s attribution rules, each of CIGSM Control, CIGSM and CIRI hold a 50.1 percent indirect attributable interest in CIVS License.

**FCC FORM 602 -
ATTACHMENT 1
Page 2 of 2**

The second member of CIVS is **VoiceStream** PCS BTA I Corporation (“VS PCS I”), a Delaware corporation, which holds 49.9 percent of all member interests in CIVS. VS PCS I is a wholly owned indirect subsidiary of **VoiceStream** Wireless Corporation (“**VoiceStream**”). 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.