

# MORRISON & FOERSTER LLP

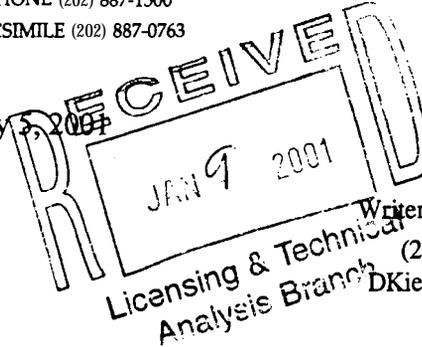
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January 5, 2001



T O K Y O

## Overnight Delivery

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

Re: Form 602 for D&E/Omnipoint Wireless Joint Venture, L.P.

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of an FCC 602 for D&E/Omnipoint Wireless Joint Venture, L.P. ("D&E/Omnipoint"). This FCC Form 602 should be associated with two recent applications (FCC Forms 603) filed December 29, 2000, requesting FCC consent to the assignment of license authorizations to D&E/Omnipoint. See FCC ULS File Nos. 0000309917 and 0000305295.

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

Please direct any questions regarding this filing to undersigned counsel.

Very truly yours,

A handwritten signature in cursive script that reads "Doane F. Kiechel".

Doane F. Kiechel

Enclosure

1-8-01

COPY

**Applicant/Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
D&E/Omnipoint Wireless Joint Venture, LP.			

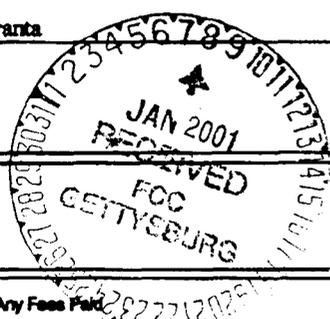
**Related FCC Regulated Businesses of Applicant/Licensee**

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**

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Robert	L	Quaranta	
Title:			
Chief Executive Officer			
Signature:			Date:
<i>Robert L. Quaranta CEO</i>			1-4-2001



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:	s u f f i x
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, PO Box 458, Ephrata, PA 17522				
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:
I		C		50%
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:	
G & L			USA	
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.				

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 Company 130 E. Main St., PO Box 458, Ephrata, PA 17522	Communications		100%
D&E Wireless, Inc. 4 139 Oregon Pike, Ephrata, PA 17522	Communications		100%
D&E/Omnipoint Wireless Joint Venture, L.P. 124 East Main Street. PO Box 458. Ephrata. PA 17522	Communications		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/VS GSM III PCS, LLC			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:  12920 SE 38th Street, Bellevue, Washington 98006				
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:
I		M		50%
8) Disclosable interest Holder's Type of Ownership (refer to instructions for list):  G & L			9) Disclosable Interest Holder's Country of Citizenship:  USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit 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:
CIVS PA I, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA II, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA III, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
D&E/Omnipoint Wireless Joint Venture, L.P. 124 East Main Street, PO Box 458, Ephrata, PA 17522	Communications	50%	50%
Omnipoint Philadelphia-E. Lancaster E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications	50%	50%

Schedule for Disclosable Interest Holders

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

1) <b>Disclosable</b> Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) <b>Disclosable</b> interest Hdder's Name (if entity):  Cook Inlet/VS GSM III PCS Holdings, LLC			3) <b>Disclosable</b> interest Hdder's TIN:	
4) Disclosable Interest Holder's Address:  12920 SE 38th Street, Bellevue, Washington 98006				
5) Type of Interest in Applicant ( ) (refer to Instructions for list)  I		6) Disclosable Interest <b>Holder</b> 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) <b>Disclosable</b> Interest Holder's <b>Country</b> of Citizenship:  USA	
10) Relationship Description (if the disclosable interest holder is an indirect <b>owner</b> , list path of <b>ownership</b> from indirect <b>owner</b> to the applicant): See Exhibit 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 III PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA I, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA II, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		
CIVS PA III, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
D&E/Omnipoint Wireless Joint Venture, L.P. 124 East Main Street, PO Box 458, Ephrata, PA 17522	Communications		50%
Omnipoint Philadelphia-E. Lancaster E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		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 Hdder's Name (if entity):  Omnipoint Investment, LLC			3) Disclosable Interest Hdder's TIN:	
4) Disclosable Interest Holder's Address:  12920 SE 38th Street, 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 code-s):  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:  USA	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit 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 III PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA I, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA II, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA III, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
D&E/Omnipoint Wireless Joint Venture, L.P. 124 East Main Street, PO Box 458, Ephrata, PA 17522	Communications		50%
Omnipoint Philadelphia-E. Lancaster E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		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 Hdder's Name (if entity): Omnipoint Holdings, Inc.				3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 12920 SE 38th Street, Bellevue, Washington 98006					
5) Type of Interest in Applicant ( ) (refer to Instructions for list) I		6) Disclosable Interest Hdder is a(n): ( ) (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: 50%	
8) Disclosable Interest Hdder's Type of Ownership (refer to instructions for list): G & L			9) Disclosable Interest Holder's Country of Citizenship: USA		
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit 1.					

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

Ila) 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) T I N :	Iid) Percent of Interest Held:
Cook Inlet/VSGSM III PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA I, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA II, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA III, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
D&E/Omnipoint Wireless Joint Venture, L.P. 124 East Main Street, PO Box 458, Ephrata, PA 17522	Communications		50%
Omnipoint Philadelphia-E. Lancaster E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications	T - 7 7	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):  Omnipoint Finance, LLC			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:  12920 SE 38th Street, 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:  50%
8) Disclosable Interest Hdder's Type of Ownership (refer to instructions for list):  G & L			9) Disclosable Interest Hdder's Country of Citizenship:  USA	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit I.				

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:	IId) Percent of Interest Held:
Omnipoint Holdings, Inc. 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
Cook Inlet/VS GSM III PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA I, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA II, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA III, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
D&E/Omnipoint Wireless Joint Venture, L.P. 124 East Main Street, PO Box 458, Ephrata, PA 17522	Communications		50%
Omnipoint Philadelphia-E. Lancaster E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		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):  Omnipoint Finance Holding, LLC			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:  12920 SE 38th Street, 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:  50%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  G & L			9) Disclosable Interest Holder's Country of Citizenship:  USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit 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 Hdder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	11d) Percent of Interest Held:
Omnipoint Holdings, Inc. 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
Cook Inlet/V5 GSM III PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA I, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA II, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA III, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
D&E/Omnipoint Wireless Joint Venture, L.P. 124 East Main Street, PO Box 458, Ephrata, PA 17522	Communications		50%
Omnipoint Philadelphia-E. Lancaster E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		50%

Schedule for Disclosable Interest Holders

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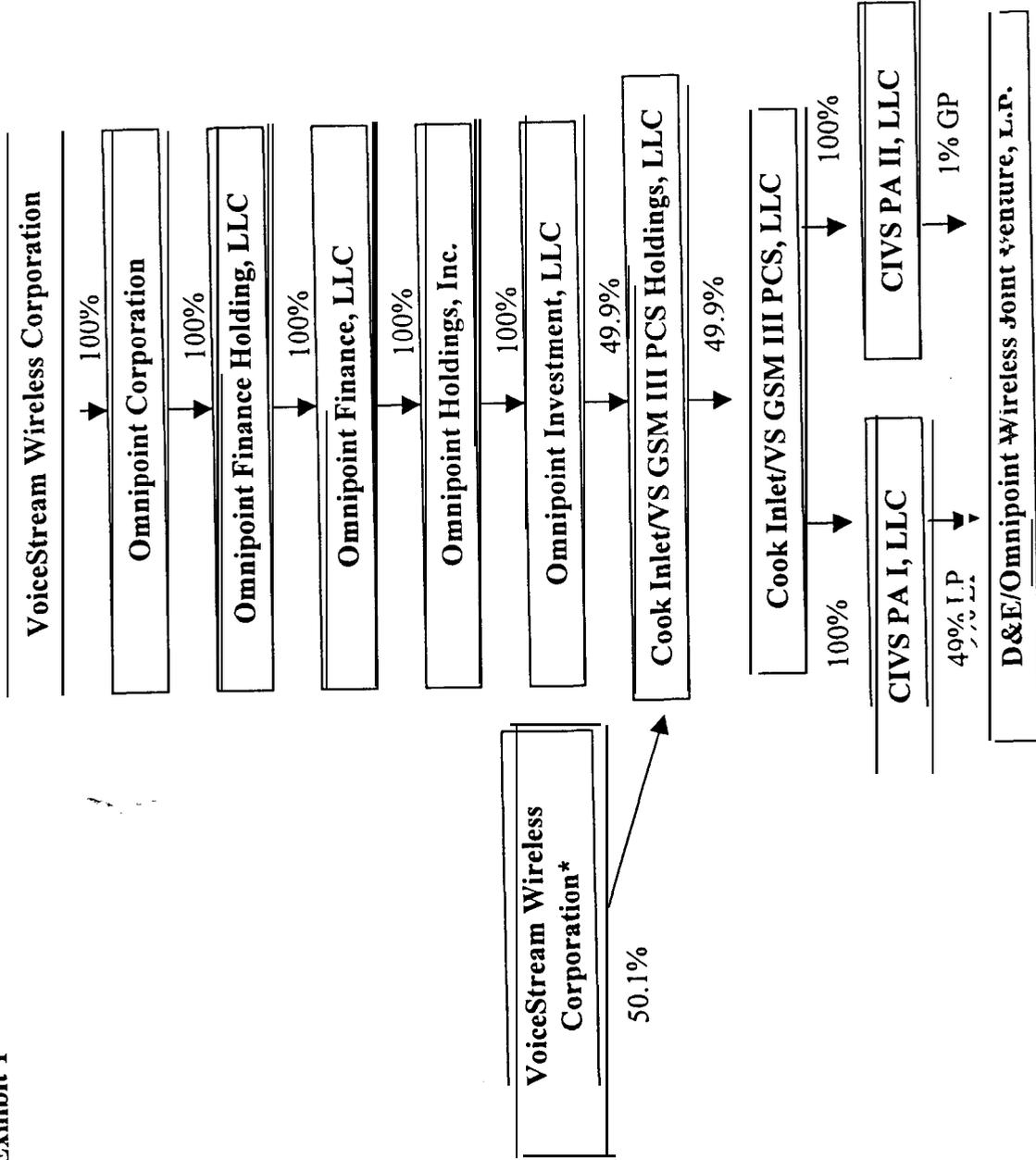
1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity):			3) Disclosable Interest Hdder's TIN:	
Omnipoint Corporation				
4) Disclosable Interest Holder's Address:				
12920 SE 38th Street, Bellevue, Washington 98006				
5) Type of Interest in Applicant ( ) (refer to Instructions for list)		6) Disc&able Interest Holder is a(n): ( ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
I		C		50%
8) Disclosable Interest Holder's Type of Ownership (refer to insbuctions for list):			9) Disclosable Interest Holder's Country of Citizenship:	
G & L			USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Exhibit 1.				

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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 Holdings, Inc. 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
Cook Inlet/VS GSM III PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA I, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA II, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
CIVS PA III, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		100%
D&E/Omnipoint Wireless Joint Venture, L.P. 124 East Main Street, PO Box 458, Ephrata, PA 17522	Communications		50%
Omnipoint Philadelphia-E. Lancaster E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	Communications		50%



**Exhibit 1**



\* See Applications of Cook Inlet Region, Inc., Transferor, and VoiceStream Wireless Corporation, Transferee, for Consent to Transfer Control of Licenses and Authorizations and for Consent to Transfer an International Section 214 Authorization, Order, WT Docket No. 00-207, DA 00-2397 (WTB Dec. 13, 2000); Consummation Notice filed Dec. 19, 2000.