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GURMAN BLASK & FREEDMAN

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SUITE 500

1400 SIXTEENTH STREET, N.W.

WASHINGTON, D.C. 20036

TELEPHONE (202) 328-8200

TELECOPIER (202) 462-1784

(202) 462-1786

December 1, 1999

WT 00-3

FEDERAL EXPRESS

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

Re: VoiceStream Wireless Holding Corporation
FCC Ownership Disclosure — FCC Form 602

Dear Sir or Madam:

Enclosed is a completed, executed FCC Ownership Disclosure form (FCC Form 602) for VoiceStream Wireless Holding Corporation ("VoiceStream"). This form updates certain information for VoiceStream.

Please direct any questions regarding this filing to the undersigned.

Sincerely,



M. Lillie Harrison

Enclosures



Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): VoiceStream Wireless Holding Corporation		3) Applicant TIN:	

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:
VoiceStream PCS I License L.L.C. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
VoiceStream PCS II License Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
VoiceStream PCS III License Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
VoiceStream SMR Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (SMR)		100%
VoiceStream PCS LMDS Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (LMDS)		100%
VoiceStream PCS BTA I License Corporation 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Cook Inlet Western Wireless PV/SS PCS, L.P. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		49.9%
Cook Inlet / VoiceStream PCS, L.L.C. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		49.9%

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: David	MI: A	Last Name: Miller	Suffix: Esq.
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Title: Vice President

Signature: 	Date: 11/20/99
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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 602
 Main Form**

**FCC Ownership Disclosure Information for the
 Wireless Telecommunications Services**

Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): VoiceStream Wireless Holding Corporation (continued)			3) Applicant TIN:

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:
Cook Inlet/VS GSM II PCS, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		49.9%
Cook Inlet/VS GSM III PCS, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)		49.9%
Iowa Wireless Services Holding Company 312 8 th Street, Suite 410, Des Moines, IA 50309	commercial mobile radio services (PCS)		38%
STPCS D Block, LLP 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		17.81%
STPCS F Block, LLP 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		17.81%
Aerial Communications, Inc.	global resale pursuant to Section 214 authority		82.90%
APT Minneapolis, Inc.	commercial mobile radio services (PCS)		100%
APT Pittsburgh General Partner, Inc.	commercial mobile radio services (PCS)		100%

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
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Title:

Signature:	Date:
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Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): VoiceStream Wireless Holding Corporation (continued)		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:
APT Houston, Inc.	commercial mobile radio services (PCS)		100%
APT Kansas City, Inc.	commercial mobile radio services (PCS)		100%
APT Columbus, Inc.	commercial mobile radio services (PCS)		100%
APT Tampa/Orlando, Inc.	commercial mobile radio services (PCS)		100%
Aerial Operating Company, Inc.	commercial mobile radio services (PCS)		80.57
APT Pittsburg Limited Partnership	commercial mobile radio services (PCS)		100%
Omnipoint Albany-Schenectady-Glen Falls E License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint Boston Area DE License, LLC	commercial mobile radio services (PCS)		100%

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
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Title:

Signature:	Date:
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Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): VoiceStream Wireless Holding Corporation (continued)		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 Boston D License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint Boston-Keene D License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint Buffalo Area DE License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint Buffalo-Olean D License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint Communications Inc.	commercial mobile radio services (PCS)		100%
Omnipoint DC Area DE License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint DC-Salisbury D License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint Little Rock-El Dorado E License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint Miami E License, LLC	commercial mobile radio services (PCS)		100%

Signature 5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Title:			
Signature:			Date:

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Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): VoiceStream Wireless Holding Corporation (continued)			3) Applicant TI

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 MI-Indiana Area DE License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint MI-Indiana-Findlay D License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint MI-Indiana-Lima D License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint New England DE License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint New York D License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint Petoskey D License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint Philadelphia-E. Lancaster E License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint St. Louis DE License, LLC	commercial mobile radio services (PCS)		100%
Omnipoint Wichita-E. Hutchinson E License, LLC	commercial mobile radio services (PCS)		100%

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Title:			
Signature:			Date:

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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: 23.08% (See Attachment 1)
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C Voting, P Nonvoting (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): 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:

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: 23.08% (See Attachment 1)	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Other (See Attachment 1)		9) Disclosable Interest Holder's Country of Citizenship: Hong Kong	
10) Relationship Description (if the discloseable 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:

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.		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 (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: 16.18% (See Attachment 1)	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Other (See Attachment 1)		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): 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' 602 filed 9/28/99 FCC File No. PC-NS-275-200			

**OWNERSHIP DISCLOSURE STATEMENT FOR
VOICESTREAM WIRELESS HOLDING CORPORATION**

Applicant, VoiceStream Wireless Holding Corporation (“VoiceStream Holding”), a Delaware corporation, submits this updated FCC Form 602 to incorporate the proposed new ownership and licenses resulting from an impending reorganization (“Aerial reorganization”) with Aerial Communications, Inc. (“Aerial”). On July 15, 1999, VoiceStream Holding filed an updated Form 602 to reflect a reorganization involving VoiceStream Wireless Corporation (“VoiceStream”) and Omnipoint Corporation (“Omnipoint”), which is still pending Commission approval (“Omnipoint reorganization”).^{1/} As explained in certain of the Omnipoint reorganization applications which specifically pertain to the transfer of control of VoiceStream,^{2/} the combination of certain prior non-substantial ownership changes in VoiceStream coupled with the change in stock ownership caused by the Omnipoint reorganization required that VoiceStream obtain long form approval to transfer control of its subsidiaries’ licenses. The ownership changes in VoiceStream caused by the Aerial reorganization in relation to those already proposed in the Omnipoint reorganization applications are minor in nature ^{3/} because they would change VoiceStream’s ultimate stock ownership and voting power only by approximately 25% and add only one new member, an appointee by TDS, to VoiceStream Holding’s Board (enlarging the combined company’s Board from sixteen to seventeen members). If, however, the Aerial transaction closes first, the new Aerial stockholders would compose approximately 35% of VoiceStream’s ultimate ownership and voting power; the cumulative effect of this change coupled with prior non-substantial changes in ownership in VoiceStream would require long form approval.^{4/} This updated Form 602 reflects the ownership information which would be applicable depending upon the sequence of the closing of the two reorganizations.

Upon consummation of either or both of the pending reorganizations, VoiceStream Holding will be a leading provider of telecommunications service primarily engaged in acquiring,

^{1/} See FCC File No. 0000016501.

^{2/} The FCC File Nos. specifically associated with the transfer of control of VoiceStream’s subsidiaries’ licenses are: 0000016501, 0000016518, 0000016354, 0000016499, 0000016497, 0000016500, 9714099, 9714100, 9714102, and 0000016544. One additional application pertaining to SMR Station WPML418 was not assigned a file number. These applications were accepted for filing on August 16, 1999. See *VoiceStream Wireless Corporation, Omnipoint Corporation et. al, Seek FCC Consent for Transfer of Control and Assignment of Licenses and Authorizations, Public Notice, DA 99-1634, (rel. Aug. 16, 1999).*

^{3/} See *Federal Communications Bar Association’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless and Transfers of Control Involving Telecommunications Carriers, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6298 (1998), see also 47 C.F.R. § 1.929(a)(2).*

^{4/} Compare Omnipoint/VoiceStream lead application File No. 0000016501, at Attachment 1 (showing that following the Omnipoint reorganization Omnipoint’s shareholders would comprise about 32% of VoiceStream Holding’s membership and voting powers).

constructing, and operating personal communications service (“PCS”) systems and related telecommunications systems throughout the United States. VoiceStream Holding will hold its telecommunications assets, as is pertinent, through its direct wholly-owned subsidiaries: VoiceStream; Omnipoint; and Aerial.

VOICESTREAM HOLDING’S SUBSIDIARIES

Regardless of the sequence of the closings of the Aerial and Omnipoint reorganizations, VoiceStream Holding’s subsidiaries will hold, collectively, Commission licenses in the PCS, Point-to-Point Microwave, Local Multipoint Distribution Service (“LMDS”) and Specialized Mobile Radio (“SMR”) services.

A. If the Omnipoint reorganization closes before the Aerial reorganization, VoiceStream Holding’s subsidiaries will include the following:

VoiceStream subsidiaries:

- VoiceStream PCS I License L.L.C.
- VoiceStream PCS II License Corporation
- VoiceStream PCS III License Corporation
- VoiceStream PCS BTA I License Corporation
- VoiceStream SMR Corporation
- VoiceStream PCS LMDS Corporation

Omnipoint subsidiaries:

- Omnipoint Albany-Schenectady-Glen Falls E License, LLC
- Omnipoint Boston Area DE License, LLC
- Omnipoint Boston D License, LLC
- Omnipoint Boston-Keene D License, LLC
- Omnipoint Buffalo Area DE License, LLC
- Omnipoint Buffalo-Olean D License, LLC
- Omnipoint Communications Inc.
- Omnipoint DC Area DE License, LLC
- Omnipoint DC-Salisbury D License, LLC
- Omnipoint Little Rock-El Dorado E License, LLC
- Omnipoint Miami E License, LLC
- Omnipoint MI-Indiana Area DE License, LLC
- Omnipoint MI-Indiana-Findlay D License, LLC
- Omnipoint MI-Indiana-Lima D License, LLC
- Omnipoint New England DE License, LLC
- Omnipoint New York D License, LLC
- Omnipoint Petoskey D License, LLC
- Omnipoint Philadelphia-E. Lancaster E License, LLC
- Omnipoint St. Louis DE License, LLC
- Omnipoint Wichita-E. Hutchinson E License, LLC

B. If the Aerial reorganization closes before the Omnipoint reorganization, VoiceStream Holding's subsidiaries will be as follows:

VoiceStream subsidiaries:

- VoiceStream PCS I License L.L.C.
- VoiceStream PCS II License Corporation
- VoiceStream PCS III License Corporation
- VoiceStream PCS BTA I License Corporation
- VoiceStream SMR Corporation
- VoiceStream PCS LMDS Corporation

Aerial subsidiaries:

- Aerial Operating Company, Inc.
- APT Columbus, Inc.
- APT Minneapolis, Inc.
- APT Pittsburgh Limited Partnership
- APT Pittsburgh General Partner, Inc.
- APT Houston, Inc.
- APT Kansas City, Inc.
- APT Tampa/Orlando, Inc.

OWNERSHIP AND CONTROL OF VOICESTREAM HOLDING

A. If the Omnipoint reorganization closes before the Aerial reorganization, the following entities or persons will hold a ten percent or more ownership or voting interest, or other positional interest potentially subject to reporting, in VoiceStream Holding:

I. HUTCHISON TELECOMMUNICATIONS PCS (USA) LIMITED

Hutchison Telecommunications PCS (USA) Limited ("Hutchison USA"), a British Virgin Islands corporation, post-reorganization will hold 55.9 million shares (29.35%) of VoiceStream Holding's stock. Of this amount, approximately 34.7 million shares will be common stock (voting) and the balance will be preferred stock (non-voting). Hutchison USA's primary business is to hold stock in VoiceStream Holding.^{2/} Following the closing of both reorganizations, Hutchison USA's interest will decline to 23.08%.

Hutchison USA is a wholly-owned subsidiary of Hutchison Whampoa Limited ("Hutchison Whampoa"), a Hong Kong limited liability holding company. Hutchison USA, HTHL and

^{2/} These figures include shares held by Hutchison USA's affiliate, Hutchison Telecommunications Holding (USA) Limited ("HTHL").

Hutchison Whampoa are located at Hutchison House, 10 Harcourt Road, Hong Kong.^{6'} Hutchison Whampoa is principally engaged in six core businesses: telecommunications, real estate, shipping, retail, manufacturing, and energy. Hutchison Whampoa holds telecommunications interests in Hong Kong, Great Britain, and southeast Asia; aside from its interest in VoiceStream Holding, however, it holds no other interests in Commission-regulated businesses.

II. OTHER INTERESTS

Based on the criteria set forth in Section 1.2112(a) of the Commission's Rules, and the Wireless Telecommunication Bureau's May 25, 1999, Public Notice clarifying information to be disclosed on FCC Form 602,^{7'} there are no officers or directors of VoiceStream Holding who have disclosable interests in VoiceStream Holding. Out of an abundance of caution, however, VoiceStream Holding provides additional information regarding the officers and directors listed below, either because they represent (but do not control) shareholder interests of 10% or greater on VoiceStream Holding's Board of Directors or because they are key management personnel within VoiceStream Holding.

i. Canning Fok and Hans R. Snook-- Mr. Fok is Hutchison Whampoa's Group Managing Director. Mr. Snook is the Managing Director of Orange plc, an affiliate of Hutchison Whampoa, and a director of another Hutchison Whampoa affiliate. Messrs. Fok and Snook are citizens of the United Kingdom; the principal business office of each is located at Hutchison House, 10 Harcourt Road, Hong Kong. As officers of Hutchison Whampoa and affiliates thereto, each represents VoiceStream Holding common stock held by Hutchison USA and HTHL and, indirectly, by Hutchison Whampoa. Messrs. Fok and Snook are members of VoiceStream Holding's Board of Directors.

ii. John W. Stanton-- Mr. Stanton is Chairman of VoiceStream Holding's Board of Directors and its Chief Executive Officer. He is a United States citizen with principal business offices at 3650 131st Avenue, S.E., Suite 400, Bellevue, Washington 98006.

iii. Robert R. Stapleton-- Mr. Stapleton is VoiceStream Holding's President and a member of its Board of Directors. He is a United States citizen with principal business offices at 3650 131st Avenue, S.E., Suite 400, Bellevue, Washington 98006.

B. If the Aerial Reorganization Closes Before the Omnipoint Reorganization the following entities will hold a ten percent or more ownership or voting interest, or other positional interest potentially subject to reporting, in VoiceStream Holding:

^{6'} The authorized contact for Hutchison Whampoa, Hutchison USA and HTHL in the United States is David Leach, Dewey Ballantine LLP, 1775 Pennsylvania Avenue, N.W., Washington, D.C. 20006-4605.

^{7'} See *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, DA 99-1001, Public Notice (rel. May 25, 1999).

I. HUTCHISON USA

Hutchison USA will hold 22.9 million shares (15.52%) of VoiceStream Holding's stock.^{8'}

Hutchison USA is a wholly-owned subsidiary of Hutchison Whampoa, a Hong Kong limited liability holding company.

II. TELEPHONE AND DATA SYSTEMS, INC. ("TDS")^{9'}

After the Aerial reorganization, TDS will hold approximately 35.6 million shares of VoiceStream Holding's common stock, or approximately 24.10%. Following the closing of both reorganizations, TDS' interest will decline to approximately 16.18%.

Through its various subsidiaries, TDS operates primarily in the cellular, local telephone and personal communications services. For TDS' interests in other telecommunications companies, please see its FCC Form 602 filed on September 28, 1999, FCC File No. PC-NS-275-200.

III. OTHER INTERESTS

Upon closing of the Aerial reorganization, TDS will have the right to designate one director of VoiceStream Holding. TDS has not at this time determined who it will propose to designate.

FOREIGN OWNERSHIP

The level of foreign ownership in VoiceStream Holding following the Aerial reorganization will depend upon the closing sequence of the Aerial and Omnipoint reorganizations.

A. If the Omnipoint Reorganization Closes Before the Aerial Reorganization

In connection with the Aerial reorganization, Sonera Corporation, formerly known as Sonera Ltd. and Telecom Finland, Ltd. ("Sonera"), a Finnish company engaged in providing advanced data and media communications solutions and services to a range of international corporate investors, invested \$75 million in Aerial and \$155 million in Aerial Operating Company, Inc. (a subsidiary of Aerial) ("AOC"), at an equivalent price of \$22.00 per share of Aerial common stock. Sonera previously invested approximately \$200 million in AOC. Immediately prior to the Aerial reorganization, all of Sonera's shares in AOC will be exchanged into shares of Aerial common stock. Sonera will exchange all of its shares in Aerial for stock in VoiceStream Holding upon the closing

^{8'} These figures include shares held by Hutchison USA's affiliate, Hutchinson Telecommunications Holding (USA) Limited ("HTHL").

^{9'} For a list of TDS' subsidiaries, please see its FCC Form 602, dated September 28, 1999, FCC File No. PC-NS-275-200.

of the Aerial reorganization. Additionally, at the closing of the Omnipoint reorganization, Sonera will invest an additional \$500 million directly in VoiceStream Holding. Both investments will give Sonera an aggregate ownership interest of approximately 8.63% in VoiceStream Holding. The largest foreign investor in VoiceStream Holding is Hutchison USA, which is wholly owned and controlled by Hutchison Whampoa, a Hong Kong company. Hutchison Whampoa is engaged in six core businesses including telecommunications. Hutchison Whampoa's telecommunications holdings include fixed line, cellular phone and paging services. Hutchison USA's present aggregate ownership and voting interest in VoiceStream is approximately 24%. At the closing of the Omnipoint reorganization, Hutchison USA will acquire additional stock (namely, a combination of common and preferred) in VoiceStream Holding, resulting in an ownership and voting interest of approximately 29.35%.¹⁰ VoiceStream Holding's total foreign ownership will consist of the following components after closing on both reorganizations:

1. Hutchison USA- approximately 23.08%;
2. TDS- approximately 2.27%; and
3. Sonera- approximately 8.63%.

The aggregate indirect foreign ownership following both reorganizations will be approximately 33.27% (non-voting), and the voting interest approximately 33.20%.

B. If the Aerial Reorganization Closes Before the Omnipoint Reorganization

If the Aerial reorganization closes before the Omnipoint reorganization, Sonera's investment in VoiceStream Holding will be limited to the shares of Aerial and the shares of AOC that Sonera acquired in exchange for its \$230 million investment in Aerial, and the shares that Sonera owned prior to entering into the arrangements contemplated by the Aerial Reorganization Agreement. In this event, Sonera's ownership interest in VoiceStream Holding will be approximately 6.92%. Hutchison USA's ownership interest in VoiceStream Holding will only be 15.52% because, among other factors, it will not yet have made its additional \$807 million investment which is conditional on the Omnipoint transaction closing. VoiceStream Holding's total foreign ownership will consist of the following components after the Aerial reorganization closes:

1. Hutchison- approximately 15.52%;
2. TDS- approximately 3.37%; and

¹⁰ The Omnipoint Reorganization Agreement and related documents contemplate the investment by Hutchison USA of \$807 million in VoiceStream Holding, in exchange for common stock and convertible junior preferred stock in VoiceStream Holding. Of this amount, Hutchison USA has already invested, or prior to the Omnipoint reorganization will invest, \$150 million directly in Omnipoint to purchase convertible preferred stock of Omnipoint. In connection with the Omnipoint reorganization, this convertible preferred stock will be exchanged for VoiceStream Holding common stock.

3. Sonera- approximately 6.92%.

The aggregate indirect foreign ownership following the Aerial reorganization will be approximately 24.95% (non-voting), and the voting interest approximately 24.87%.

C. Prior Commission Rulings Regarding Alien Ownership in VoiceStream and Aerial:

By Order released December 29, 1997, the Commission granted a petition for declaratory ruling under Section 310(b)(4) of the Communications Act filed by VoiceStream (then named Western PCS Corporation) and VoiceStream's then 100% corporate parent, Western Wireless Corporation, to permit indirect foreign ownership exceeding the 25% statutory benchmark.^{11/} Therein the Commission permitted an aggregate level of alien ownership in VoiceStream's subsidiary licensees of up to and including 39.9%. This petition described the public interest benefits that would result from a substantial investment in VoiceStream by Hutchison Whampoa.

Subsequently, by public notice released June 4, 1999, Report No. TEL-00095, DA No. 99-1059, the Commission granted a second Petition for Declaratory Ruling filed by VoiceStream, pursuant to Section 310(b)(4) of the Communications Act to increase the level of indirect foreign ownership in its subsidiary licensees to 49.9%. See FCC File No. ISP-PDR-19990416-00004. In this petition, VoiceStream explained that the filing was made out of an abundance of caution because Northern Telecommunications Inc.'s ("Nortel")^{12/} purchase of VoiceStream preferred non-voting stock was more akin to debt than equity. The nature of the preferred stock (widely known as "payment in kind" or "PIK preferred") that Nortel was purchasing is such that it would have been treated as a surrogate for debt in the capital markets. The Commission granted VoiceStream's petition.^{13/}

Regardless of whether the Aerial reorganization closes before or after the Omnipoint reorganization, the proposed level of indirect foreign ownership in the licensees controlled by VoiceStream Holding will be below the 49.9% threshold the Commission previously approved for VoiceStream. Moreover, the ownership and voting interests of the combined company's largest foreign investor, Hutchison Whampoa, will be any of 15.52% (Aerial first), 29.35% (Omnipoint first) or 23.08% (combined), whereas Hutchison Whampoa presently holds approximately 24% of VoiceStream.

The level of foreign ownership for which VoiceStream Holding seeks consent is also consistent with prior Commission actions regarding Aerial. In Telecom Finland, Ltd., the

^{11/} *Western Wireless Corporation and Western PCS Corporation Petition for Declaratory for Determination of the Public Interest under 47 U.S.C. § 310(b)(4)*, 13 FCC Rcd. 64 (1997).

^{12/} Northern Telecom Inc. is owned and controlled by Canadian nationals.

^{13/} The Nortel instruments were retired and are no longer a component of VoiceStream's alien ownership.

Commission found that it was in the public interest to permit U.S. subsidiaries of Telecom Finland, Ltd. ("TFL"), a wholly owned subsidiary of the PT Finland, Limited (which is a private holding company of the Government of Finland), to participate in the (then upcoming) auctions for and to hold PCS and LMDS licenses.^{14/} The Commission stated that TFL's additional investments have significant public interest benefits, namely "foreign investment provides capital that can fuel investment in state-of-the-art infrastructure that leads to economic job growth and job formation in the U.S. economy and facilitates competition among U.S. carriers both at home and abroad."^{15/} In addition, on July 10, 1998, the Commission found it within the public interest to allow TFL (which has since changed its name to Sonera) to own up to 49.9% of Aerial.^{16/} As previously noted, the level of foreign ownership in VoiceStream Holding after both reorganizations will be below 49.9%. None of the foreign investors will control VoiceStream Holding or its Board of Directors.

By granting the instant request, the Commission will permit approximately \$1.7 billion dollars in new foreign investment into the combined company and thereby facilitate creation of a fifth national competitor in the wireless market - a competitor utilizing a different technology and one capable of providing worldwide GSM service. Grant of the requested relief is demonstrably in the public interest.

^{14/} *Telecom Finland, Ltd., Petition for Determination of the Public Interest under 47 U.S.C. Sec. 310(b)(4) to Permit LMDS and PCS Licensing*, 12 FCC Rcd. 17648 (Int'l Bur. 1997).

^{15/} *See Id.* at ¶ 25, quoting *Sprint Corporation, Petition for Declaratory Ruling Concerning Section 310(b)(4) and (d)*, 11 FCC Rcd. 11354, 11358 (1996).

^{16/} *See Public Notice*, Report No. I-8320, DA 98-1408 (Jul. 16, 1998).

VoiceStream Wireless Corporation, Subsidiaries and Interests

Name	Principal Business	VoiceStream Interest Held
VoiceStream PCS I License L.L.C.	commercial mobile radio services (PCS)	100%
VoiceStream PCS II License Corporation	commercial mobile radio services (PCS)	100%
VoiceStream PCS III License Corporation	commercial mobile radio services (PCS)	100%
VoiceStream SMR Corporation	commercial mobile radio services (SMR)	100%
VoiceStream PCS LMDS Corporation	commercial mobile radio services (LMDS)	100%
VoiceStream PCS BTA I License	commercial mobile radio services (PCS)	100%
Cook Inlet Western Wireless PV/SS PCS	commercial mobile radio services (PCS)	49.9%
Cook Inlet / VoiceStream PCS, L.L.C. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	49.9%
Cook Inlet/VS GSM II PCS, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	49.9%
Cook Inlet/VS GSM III PCS, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	49.9%
Iowa Wireless Services Holding Company	commercial mobile radio services (PCS)	38%
STPCS D Block, LLP	commercial mobile radio services (PCS)	17.81%
STPCS F Block, LLP	commercial mobile radio services (PCS)	17.81%

Omnipoint Corporation and Subsidiaries

Name	Principal Business	Omnipoint Interest Held
Omnipoint Albany-Schenectady-Glen Falls E License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint Boston Area DE License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint Boston D License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint Boston-Keene D License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint Buffalo Area DE License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint Buffalo-Olean D License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint Communications Inc.	commercial mobile radio services (PCS)	100%
Omnipoint DC Area DE License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint DC-Salisbury D License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint Little Rock-El Dorado E License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint Miami E License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint MI-Indiana Area DE License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint MI-Indiana-Findlay D License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint MI-Indiana-Lima D License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint New England DE License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint New York D License, LLC.	commercial mobile radio services (PCS)	100%
Omnipoint Petoskey D License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint Philadelphia-E. Lancaster E License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint St. Louis DE License, LLC	commercial mobile radio services (PCS)	100%
Omnipoint Wichita-E. Hutchinson E License, LLC	commercial mobile radio services (PCS)	100%

Aerial Communications, Inc. and Subsidiaries

Licensee	Principal Business	Aerial Interest Held
Aerial Operating Company, Inc.	commercial mobile radio services (PCS)	80.57%
APT Pittsburgh General Partnership	commercial mobile radio services (PCS)	100%
APT Minneapolis, Inc.	commercial mobile radio services (PCS)	100%
APT Pittsburgh Limited Partnership	commercial mobile radio services (PCS)	100%
APT Houston, Inc.	commercial mobile radio services (PCS)	100%
APT Kansas City, Inc.	commercial mobile radio services (PCS)	100%
APT Columbus, Inc.	commercial mobile radio services (PCS)	100%
APT Tampa/Orlando, Inc.	commercial mobile radio services (PCS)	100%

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Aerial Communications, Inc. and Subsidiaries

Licensee	Principal Business	Percent of Interest Held
Aerial Operating Company, Inc.	commercial mobile radio services (PCS)	80.57%
APT Pittsburgh General Partner, Inc.	commercial mobile radio services (PCS)	100%
Aerial Communications, Inc.	global resale pursuant to Section 214 authority	100%
APT Minneapolis, Inc.	commercial mobile radio services (PCS)	100%
APT Pittsburgh Limited Partnership	commercial mobile radio services (PCS)	100%
APT Houston, Inc.	commercial mobile radio services (PCS)	100%
APT Kansas City, Inc.	commercial mobile radio services (PCS)	100%
APT Columbus, Inc.	commercial mobile radio services (PCS)	100%
APT Tampa/Orlando, Inc.	commercial mobile radio services (PCS)	100%

VoiceStream Wireless Corporation, Subsidiaries and Interests

Name	Principal Business	Percent of Interest Held
VoiceStream PCS I License L.L.C.	commercial mobile radio services	100%
VoiceStream PCS II License Corporation	commercial mobile radio services	100%
VoiceStream PCS III License Corporation	commercial mobile radio services	100%
VoiceStream SMR Corporation	commercial mobile radio services	100%
VoiceStream PCS LMDS Corporation	commercial mobile radio services	100%

VoiceStream PCS BTA I License Corporation	commercial mobile radio services	100%
Cook Inlet Western Wireless PV/SS PCS, L.P.	commercial mobile radio services	49.9%
Cook Inlet / VoiceStream PCS, L.L.C.. 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	49.9%
Cook Inlet/VS GSM II PCS, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	49.9%
Cook Inlet/VS GSM III PCS, LLC 3650 131 st Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)	49.9%
Iowa Wireless Services Holding Company	commercial mobile radio services	38%
STPCS D Block, LLP	commercial mobile radio services	17.81%
STPCS F Block, LLP	commercial mobile radio services	17.81%

AERIAL MERGER APPLICATIONS

A. Aerial Communications, Inc. Licenses

- 1) FCC Form 603-transfer of control of call sign KNLF276 from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation
- 2) FCC Form 603-transfer of control of call sign KNLF268 from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation
- 3) FCC Form 603-transfer of control of call sign KNLF225 from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation
- 4) FCC Form 603-transfer of control of call sign KNLF242 from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation
- 5) FCC Form 603-transfer of control of call sign KNLF224 from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation

- 6) FCC Form 603-transfer of control of call sign KNLF227 from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation
- 7) FCC Form 703-transfer of control of experimental license KA2XER from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation
- 8) FCC Form 703-transfer of control of experimental license KS2XFG from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation
- 9) FCC Form 703-transfer of control of experimental license KA2XES from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation
- 10) FCC Form 703-transfer of control of experimental license KA2XEM from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation
- 11) FCC Form 703-transfer of control of experimental license KA2XEN from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation
- 12) FCC Form 703-transfer of control of experimental license WA2XHB from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation
- 13) FCC Form 703-transfer of control of experimental license KA2XEK from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation
- 14) Application for transfer of control of international global resale Section 214 authority FCC File No. ITC-214-19970626-00352 from Aerial Communications, Inc. to VoiceStream Wireless Holdings Corporation

B. VoiceStream Wireless Corporations Licenses- The following list of applications were accepted for filing on August 16, 1999. See VoiceStream Wireless Corporation, Omnipoint Corporation et. al. Seek FCC Consent for Transfer of Control and Assignment of Licenses and Authorizations, Public Notice, DA 99-1634, (rel. Aug. 16, 1999).

- 1) FCC File No. 0000016354 transfer of control application for call sign KNLF244 from VoiceStream PCS II License Corporation to VoiceStream Wireless Holding Corporation
- 2) FCC File No. 0000016497 transfer of control application for call sign KNLG247 from VoiceStream PCS BTA I License Corporation to VoiceStream Wireless Holding Corporation
- 3) FCC File No. 0000016499 transfer of control application for call sign KNLG826 from VoiceStream PCS III License Corporation to VoiceStream Wireless Holding Corporation

- 4) FCC File No. 0000016518 transfer of control application for call sign KNLF244 from VoiceStream PCS II License Corporation to VoiceStream Wireless Holding Corporation
- 5) FCC File No. 0000016500 transfer of control application for call sign KNNX843 from VoiceStream SMR Corporation to VoiceStream Wireless Holding Corporation
- 6) (No FCC File No.) transfer of control application for call sign WPF267 from VoiceStream SMR Corporation to VoiceStream Wireless Holding Corporation
- 7) (No FCC File No.) transfer of control application for call sign WPML418 from VoiceStream SMR Corporation to VoiceStream Wireless Holding Corporation
- 8) FCC File No. 9714099 transfer of control application for call sign WPOQ706 from VoiceStream PCS III License Corporation to VoiceStream Wireless Holding Corporation
- 9) FCC File No. 9714100 transfer of control application for call sign WPJE993 from VoiceStream PCS II License Corporation to VoiceStream Wireless Holding Corporation
- 10) FCC File No. 9714102 transfer of control application for call sign WPNH333 from VoiceStream PCS I License L.L.C. to VoiceStream Wireless Holding Corporation
- 11) FCC File No. 0000016544 transfer of control application for call sign WPLM355 from VoiceStream PCS LMDS Corporation to VoiceStream Wireless Holding Corporation

AERIAL COMMUNICATIONS, INC. AND SUBSIDIARIES

PCS HOLDINGS

LICENSEE	CALL SIGN	CHANNEL BLOCK	MARKET NUMBER	EXPIRATION DATE	MARKET NAME
APT Minneapolis, Inc.	KNLF224	B	MTA012	6/23/2005	Minneapolis-St. Paul
APT Pittsburgh Limited Partnership	KNLF242	B	MTA021	6/23/2005	Pittsburgh
APT Houston, Inc.	KNLF227	A	MTA014	6/23/2005	Houston
APT Kansas City, Inc.	KNLF268	B	MTA034	6/23/2005	Kansas City
APT Columbus, Inc.	KNLF276	B	MTA038	6/23/2005	Columbus
APT Tampa/Orlando, Inc.	KNLF225	A	MTA013	6/23/2005	Tampa-St. Petersburg-Orlando

PENDING MICROWAVE HOLDINGS

LICENSEE	FILE NUMBER	CITY	COUNTY	PN-- ACCEPTED FOR FILING
APT Minneapolis, Inc.	9902665	Eagan	Dakota	8/10/99
APT Minneapolis, Inc.	9902666	W. St. Paul	Dakota	8/10/99
APT Minneapolis, Inc.	9902667	Rosemount	Dakota	8/10/99
APT Minneapolis, Inc.	9902668	Cannon Falls	Dakota	8/10/99
APT Minneapolis, Inc.	9902669	Hampton	Goodhue	8/10/99
APT Minneapolis, Inc.	9902670	Oronoco	Olmstead	8/10/99
APT Minneapolis, Inc.	9902671	Zumbrota	Goodhue	8/10/99
APT Minneapolis, Inc.	0000035369	North Long Lake	Crow Wing	10/27/99
APT Minneapolis, Inc.	0000037674	Merrifield	Crow Wing	10/27/99
APT Minneapolis, Inc.	0000037680	Pequot Lakes	Crow Wing	10/27/99
APT Minneapolis, Inc.	0000037688	Crow Wing	Crow Wing	10/27/99
APT Minneapolis, Inc.	0000037694	Brainerd	Crow Wing	10/27/99
APT Minneapolis, Inc.	0000037696	Pequot Lakes	Crow Wing	10/27/99

EXPERIMENTAL AUTHORITY

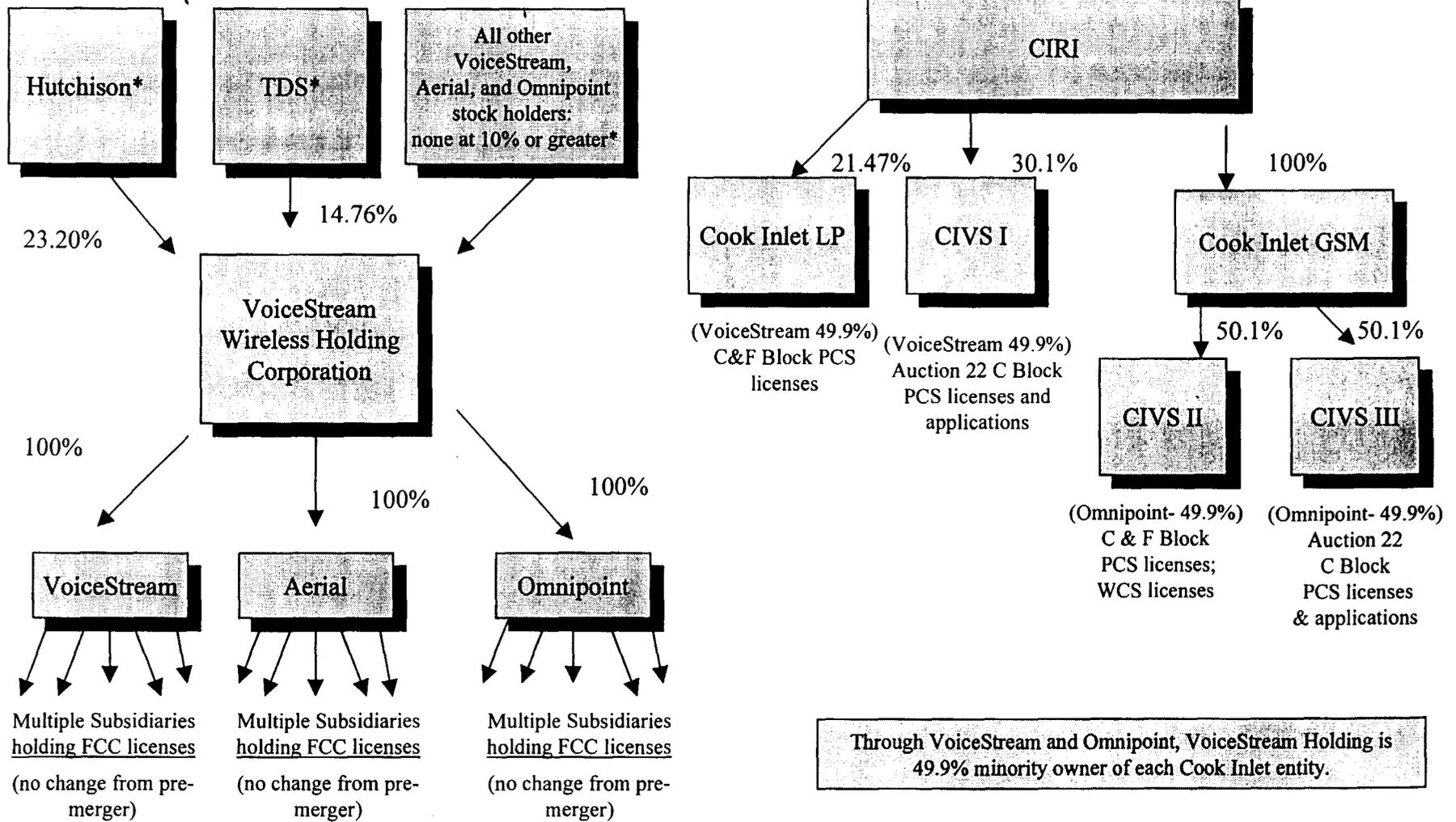
LICENSEE	CALL SIGN	LICENSE EXPIRE
Aerial Communications, Inc.	WA2XHB	1/1/2000
APT Columbus, Inc.	KS2XFG	10/01/2001
APT Houston, Inc.	KA2XER	10/01/2001
APT Kansas City, Inc.	KA2XEM	10/01/2001
APT Minneapolis, Inc.	KA2XEK	10/01/2001
APT Pittsburgh Limited Partnership	KA2XES	10/01/2001
APT Tampa/Orlando, Inc.	KA2XEN	10/01/2001

INTERNATIONAL SECTION 214 RESALE AUTHORITY

LICENSEE	FILE NUMBER
Aerial Communications, Inc.	ITC-214-19970626-00352

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Post-Merger



* If Aerial transaction closes prior to Omnipoint, TDS interest rises to 23.63% and Hutchison interest falls to 15.21%.