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September 18, 2000



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cparker@mfo.com

By Messenger

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

Re: Updated Form 602 for VoiceStream Wireless Corporation

Dear Sir or Madam:

Enclosed for filing please find an original and two (2) copies of an updated FCC 602 for VoiceStream Wireless Corporation ("VoiceStream"). Also enclosed is a copy marked "Stamp Return." Please date-stamp the Stamp Return copy and return it to us in the self-addressed stamped envelope provided for that purpose.

The instant FCC Form 602 is being filed concurrently with applications seeking FCC consent to transfer control of Powertel Inc.'s interests in its Section 214 authorization and various Title III licenses to VoiceStream. See *Powertel Kentucky Licenses, Inc.*, Lead Application FCC File No. 0000216260 (filed Sept. 18, 2000).

Very truly yours,

Christa M. Parker  
Admitted to Practice in NY Only

Enclosures

**STAMP RETURN**

**Applicant/Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): <b>VoiceStream Wireless Corporation</b>		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:
<b>VoiceStream Washington Corporation and Subsidiaries (see Attachment 2)</b>			
<b>Omnipoint Corporation and Subsidiaries (see Attachment 2)</b>			
<b>Aerial Communications, Inc. and Subsidiaries (see Attachment 2)</b>			
<b>Cook Inlet/VS GSM II PCS, LLC and Subsidiaries (see Attachment 2)</b>			
<b>Cook Inlet/VS GSM III PCS, LLC and Subsidiaries (see Attachment 2)</b>			
<b>Cook Inlet VoiceStream PV/SS PCS, L.P. (see Attachment 2)</b>			
<b>Powertel, Inc. and subsidiaries (see Attachment 2)</b>			

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name: <b>Brian</b>	MI: <b>T.</b>	Last Name: <b>O'Connor</b>	Suffix:
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Title: **Vice President, Legislative and Regulatory Affairs**

Signature: *Brian T. O'Connor* Date: **9/18/00**

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 603).**

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>Hutchison Telecommunications PCS (USA) Limited</b>	3) Disclosable Interest Holder's TIN: <b>N/A (not a U.S. company)</b>
---	--

4) Disclosable Interest Holder's Address: <b>Hutchison House, 10 Harcourt Road, Hong Kong</b>
---

5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>C</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>20.56% (See Attachment 1)</b>
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>C Voting, P Nonvoting (See Attachment 1)</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>British Virgin Islands</b>
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>The ownership interest is direct. See Attachment 1.</b>
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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:
<b>Besides VoiceStream, no FCC regulated businesses are owned by this disclosable interest holder.</b>			

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:
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2) Disclosable Interest Holder's Name (if entity): <b>Hutchison Whampoa Limited</b>	3) Disclosable Interest Holder's TIN: <b>N/A (not a U.S. company)</b>
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4) Disclosable Interest Holder's Address: <b>Hutchison House, 10 Harcourt Road, Hong Kong</b>
---

5) Type of Interest in Applicant ( I ) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): <b>C</b> (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>20.56% (See Attachment 1)</b>
--	--	---

8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>C Voting, P Nonvoting (See Attachment 1)</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>Hong Kong</b>
--	--

10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>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:
<b>Besides VoiceStream, no FCC regulated businesses are owned by this disclosable interest holder.</b>			

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:
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2) Disclosable Interest Holder's Name (if entity): <b>Telephone and Data Systems, Inc. ("TDS")</b>	3) Disclosable Interest Holder's TIN:
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4) Disclosable Interest Holder's Address: <b>30 North LaSalle Street, Suite 400, Chicago, IL 60602</b>
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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: <b>13.08% (See Attachment 1)</b>
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>C</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>United States</b>
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>The ownership interest is direct. See Attachment 1.</b>
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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:
<b>See TDS' previously filed FCC Form 602.</b>			

**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:
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2) Disclosable Interest Holder's Name (if entity): <b>Deutsche Telekom AG ("DT")</b>	3) Disclosable Interest Holder's TIN: <b>N/A (not a U.S. company)</b>
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4) Disclosable Interest Holder's Address: <b>Friedrich-Ebert-Allee 140, 53113 Bonn, Germany</b>
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5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>C</b> ) (Aktiengesellschaft organized under the laws of the Federal Republic of Germany)	7) Percent of Interest Held in Applicant: <b>11.49% (See Attachment 1)</b>
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8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>P</b>	9) Disclosable Interest Holder's Country of Citizenship: <b>Federal Republic of Germany</b>
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10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>See Attachment 1.</b>
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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:
<b>See DT's FCC Form 602 being filed concurrently herewith.</b>			

ATTACHMENT 1

**OWNERSHIP DISCLOSURE STATEMENT FOR  
VOICESTREAM WIRELESS CORPORATION**

VoiceStream Wireless Corporation ("VoiceStream"), a Delaware corporation, submits this updated Federal Communications Commission ("Commission" or "FCC") Form 602 in connection with applications to transfer control of Powertel, Inc. ("Powertel") to VoiceStream filed simultaneously herewith. On August 26, 2000, Powertel and VoiceStream entered into an Agreement and Plan of Reorganization that, on consummation, would render Powertel a wholly-owned subsidiary of VoiceStream (the "Reorganization Agreement"). Closing on this transaction is contingent upon termination of a proposed merger between Deutsche Telekom AG ("DT") and VoiceStream pursuant to an Agreement and Plan of Merger entered into on July 23, 2000. A separate Agreement and Plan of Merger between DT and Powertel was entered into on August 26, 2000. In connection with its proposed mergers with VoiceStream and Powertel, respectively, DT is filing two parallel sets of applications seeking consent to transfers of control of VoiceStream and Powertel from their respective shareholders to DT. In the event that the Commission approves the VoiceStream/DT transfer of control, the proposed transfer of control from Powertel to VoiceStream will not be consummated. However, should the Commission not approve the transfer of control of VoiceStream to DT, the transfer of control of Powertel to VoiceStream will occur following grant of the FCC's consent.

In addition, VoiceStream and Cook Inlet Region, Inc. ("CIRI") have filed various applications relating to the transfer of control of CIRI's licensee subsidiaries to VoiceStream.<sup>1</sup>

The following describes (a) VoiceStream's current ownership structure and (b) VoiceStream's ownership structure if both the VoiceStream/Powertel and VoiceStream/CIRI transfers are consummated with the FCC's consent.

**I. INTRODUCTION**

VoiceStream is a leading provider of telecommunications service and is primarily engaged in acquiring, constructing, and operating personal communications service ("PCS") systems and related telecommunications systems throughout the United States. VoiceStream currently holds its telecommunications assets through its wholly-owned subsidiaries: VoiceStream Washington Corporation ("VoiceStream Washington"), Omnipoint Corporation ("Omnipoint"), and Aerial Communications, Inc. ("Aerial"). VoiceStream's subsidiaries hold Commission licenses in the PCS, Point-to-Point Microwave, Local Multipoint Distribution Service ("LMDS"), Specialized Mobile Radio ("SMR"), Experimental, and Business Radio services. In addition, VoiceStream and its

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<sup>1</sup> See Application of Cook Inlet/VoiceStream PCS, LLC and VoiceStream Wireless Corporation for Consent to Transfer Control, Lead Application ULS File No. 0000216961.

subsidiaries are authorized to provide global international resale services pursuant to Section 214 of the Communications Act of 1934, as amended (the "Communications Act"), 47 U.S.C. § 214.

If the Powertel/VoiceStream transaction and CIRI/VoiceStream transfers of control are consummated following FCC approval, VoiceStream's subsidiaries will be as follows (entities marked with an asterisk (\*) are not currently wholly owned or controlled by VoiceStream):

**VoiceStream Washington 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 Holding, Inc.
- 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

**Aerial subsidiaries:**

- APT Columbus, Inc.
- APT Minneapolis, Inc.
- APT Pittsburgh Limited Partnership
- APT Houston, Inc.

APT Kansas City, Inc.  
APT Tampa/Orlando, Inc.

Cook Inlet/VS GSM II PCS, LLC\*  
Omnipoint Atlantic City License, LLC\*  
Omnipoint Philadelphia License, LLC\*  
Omnipoint Dover License, LLC\*

Cook Inlet/VS GSM III PCS, LLC\*  
CIVS PA I, LLC\*  
CIVS PA II, LLC\*  
CIVS PA III, LLC\*

Powertel, Inc.\*  
Powertel Atlanta Licenses, Inc.\*  
Powertel Birmingham Licenses, Inc.\*  
Powertel Jacksonville Licenses, Inc.\*  
Powertel Kentucky Licenses, Inc.\*  
Powertel Knoxville Licenses, Inc.\*  
Powertel Memphis Licenses, Inc.\*  
Powertel Nashville Licenses, Inc.\*

## **II. CURRENT OWNERSHIP AND CONTROL OF VOICESTREAM**

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

### **A. DT**

As explained below, a recent investment and acquisition of preferred stock by DT, if converted to common stock, would add DT to VoiceStream's list of current disclosable interest holders. DT, a corporation organized under the laws of the Federal Republic of Germany, is headquartered at Friedrich-Ebert-Allee 140, 53113 Bonn, Germany. DT currently holds 3,906,250 shares of VoiceStream's preferred stock which may be voted on a 1:1 basis with VoiceStream common stock. DT's preferred stock constitutes approximately 1.79 percent of the voting interests and 11.49 percent of the equity in VoiceStream. Such stock is convertible at DT's option to 31,250,000 shares of VoiceStream common stock only in the event that its proposed merger with VoiceStream is terminated. If such shares are converted to common, such shares would constitute approximately 11.49 percent of VoiceStream's issued and outstanding shares.<sup>2</sup> Upon conversion DT

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<sup>2</sup> The percentages listed below in Section II are based on a denominator that includes DT's shares on an as-converted basis.

would have the right to appoint two members to VoiceStream's Board of Directors, which would then consist of nineteen members, including the two DT appointees.

DT provides local, long distance, mobile telephony, Internet, data, cable television, and other telecommunications and information services in Germany and other foreign countries. Pursuant to Section 214 of the Communications Act, DT is also authorized to provide facilities-based and resale services between the U.S. and certain other countries. These services are described in greater detail in the DT-VoiceStream merger application filed concurrently herewith.<sup>3</sup>

B. HUTCHISON TELECOMMUNICATIONS PCS (USA) LIMITED ("HTPCSL")

HTPCSL, a British Virgin Islands corporation, holds the right to own 55,899,252 shares of common stock (29,671,666 shares of presently held common plus 26,227,586 additional common shares upon conversion of 7,606 shares of non-voting junior preferred) or a 20.56 percent beneficial interest in VoiceStream.<sup>4</sup> Currently HTPCSL's voting interest is 13.59 percent. HTPCSL's primary business is to hold stock in VoiceStream.

HTPCSL is a wholly-owned subsidiary of Hutchison Whampoa Limited ("Hutchison"), a Hong Kong limited liability holding company. HTPCSL, HTHL, and Hutchison are located at Hutchison House, 10 Harcourt Road, Hong Kong.<sup>5</sup> Hutchison is principally engaged in seven core businesses: telecommunications, property, ports, retail, manufacturing, energy and infrastructure. It holds telecommunications interests in Hong Kong, Great Britain, and southeast Asia. Aside from its interest in VoiceStream, however, it holds no other interests in FCC-regulated businesses.

C. TELEPHONE AND DATA SYSTEMS, INC. ("TDS")

TDS, a Delaware corporation, currently holds 35,570,494 shares of VoiceStream common stock or a 13.08 percent beneficial and voting interest. TDS's principal offices are located at 30 North LaSalle Street, Chicago, Illinois 60602.

TDS is a diversified telecommunications company with cellular and wireline

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<sup>3</sup> The authorized contact for DT in the United States is Hans-Willi Hefekäuser, 1020 19th Street, N.W., Suite 850, Washington, D.C. 20036.

<sup>4</sup> These figures include shares held by HTPCSL's affiliate, Hutchison Telecommunications Holdings (USA) Limited ("HTHL").

<sup>5</sup> The authorized contact for Hutchison, HTPCSL and HTHL in the United States is David Leach, Dewey Ballantine LLP, 1775 Pennsylvania Avenue, N.W., Washington, D.C. 20006-4605.

telephone operations. TDS conducts substantially all of its cellular operations through its 80.7 percent-owned subsidiary, United States Cellular Corporation ("US Cellular"). US Cellular is a publicly traded company with U.S. operations covering 145 managed markets in 26 states (serving 2,602,000 customers as of December 31, 2000). TDS conducts substantially all of its wireline telephone business through its wholly-owned subsidiary, TDS Telecommunications Corporation ("TDS Telecom"). As of December 31, 1999, TDS Telecom operated 104 Incumbent Local Exchange Carrier telephone companies serving 571,700 access lines in 28 states. TDS Telecom also offers services as a Competitive Local Exchange Carrier serving 74,100 access lines.

D. 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,<sup>6</sup> there are no officers or directors of VoiceStream who have disclosable interests in VoiceStream. Out of an abundance of caution, however, VoiceStream provides additional information regarding the officers and directors listed below, either because they represent (but do not control) shareholder interests of 10 percent or greater on VoiceStream's Board of Directors or because they are key management personnel within VoiceStream.

1. Canning K.N. Fok and Hans R. Snook -- Messrs. Fok and Snook are members of VoiceStream's Board of Directors. Mr. Fok is Hutchison's Group Managing Director. Mr. Snook is the Managing Director of Orange plc, an affiliate of Hutchison, and a director of another Hutchison 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 and affiliates thereto, each represents VoiceStream common stock held by HTPCSL and HTHL and, indirectly, by Hutchison.

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

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<sup>6</sup> See *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, DA 99-1001 (May 25, 1999).

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

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

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

**III. OWNERSHIP AND CONTROL OF VOICESTREAM IF THE CIRI AND POWERTEL TRANSFERS ARE CONSUMMATED**

The following entities which currently hold a ten percent or greater ownership interest or other interest subject to reporting in VoiceStream on a fully diluted basis would hold the interests shown below following FCC consent and consummation of the transfers of control of the Powertel and the CIRI subsidiaries to VoiceStream:

A. DT

DT would hold 3,906,250 convertible preferred shares, which could be converted into 31,250,000 shares of VoiceStream voting common stock in the event that DT exercised its conversion option. The converted shares would constitute a 9.87 percent beneficial and voting interest in VoiceStream assuming, as shown below, HTPCSL converted its junior preferred shares to common stock.

B. HTPCSL

HTPCSL would hold and would hold 55,899,252 common shares (29,671,666 shares of common stock presently held plus 7,606 shares of non-voting preferred junior stock convertible into 26,227,586 shares of common stock, which would constitute a 17.65 percent beneficial and voting interest in VoiceStream. As noted above, HTPCSL is a direct, wholly-owned subsidiary of Hutchison.

C. TDS

TDS holds and would hold 35,570,494 shares of VoiceStream common stock, which would constitute a 11.23 percent beneficial and voting interest in VoiceStream.

D. OTHER INTERESTS

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

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

ATTACHMENT 2

Disclosable Interests of VoiceStream Wireless Corporation

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

VoiceStream Wireless Corporation and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
VoiceStream PCS I License L.L.C. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
VoiceStream PCS II License Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
VoiceStream PCS III License Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
VoiceStream PCS BTA I License Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
VoiceStream PCS LMDS Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (LMDS)		100%
VoiceStream SMR Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (SMR)		100%
VoiceStream Wireless Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale		100%
Cook Inlet/VoiceStream PCS, L.L.C. 2525 C Street, Anchorage, Alaska 99503	commercial mobile radio services (PCS)		100%
Iowa Wireless Services Holding Company 312 8 <sup>th</sup> Street, Suite 410, Des Moines, IA 50309	commercial mobile radio services (PCS)		38%
NPI-Omnipoint Wireless, L.L.C. 3054 Cass Road, Traverse City, MI 49684	commercial mobile radio services (PCS)		20.00%
STPCS D Block, LLP 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		17.81%
STPCS F Block, LLP 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		17.81%

**Aerial Communications, Inc. and Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
Aerial Communications, Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Resale & Experimental Authority		100%
APT Columbus, Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority		100%
APT Houston, Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority		100%
APT Kansas City, Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority		100%
APT Minneapolis, Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority		100%
APT Pittsburgh Limited Partnership 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority		100%
APT Tampa/Orlando, Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority		100%
Wireless Alliance, L.L.C., 3905 Dakota St. SW, Alexandria, MN 56308	commercial mobile radio services (PCS)		30%

**Omnipoint Corporation and Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Albany-Schenectady-Glen Falls E License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Boston Area DE License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Boston D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Boston-Keene D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Buffalo Area DE License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Buffalo-Olean D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Communications C Operations, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale		100%
Omnipoint Communications DEF Operations, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale		100%
Omnipoint Communications Inc. 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	Telephone Maintenance & Experimental Authority		100%
Omnipoint Communications MB Operations, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale		100%
Omnipoint Communications Midwest Operations, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale		100%
Omnipoint Corporation 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	Experimental Authority		100%
Omnipoint DC Area DE License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint DC-Salisbury D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Little Rock-El Dorado E License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Miami E License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint MI-Indiana Area DE License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint MI-Indiana-Findlay D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint MI-Indiana-Lima D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint New England DE License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint New York D License, LLC 3 Bethesda Metro Center, Suite 400, Bethesda, MD 20814	commercial mobile radio services (PCS)		100%
Omnipoint NY MTA License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		95.59%
Omnipoint Petoskey D License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	International Section 214 Global Resale		100%
Omnipoint St. Louis DE License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%
Omnipoint Wichita-E. Hutchinson E License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS)		100%

**Cook Inlet PV/SS Partners, L.P.'s Subsidiary**

Cook Inlet VoiceStream PV/SS PCS, L.P. 2525 C Street, Anchorage, Alaska 99503	commercial mobile radio services (PCS)	71.37%
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**Cook Inlet/VS GSM II PCS, LLC and Subsidiaries**

Cook Inlet/VS GSM II PCS, LLC 2525 C Street, Anchorage, Alaska 99503	commercial mobile radio services (PCS)	100%
Omnipoint Atlantic City License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	100%
Omnipoint Dover License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	100%
Omnipoint Philadelphia License LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	100%

**Cook Inlet/VS GSM III PCS, LLC and Subsidiaries**

Cook Inlet/VS GSM III PCS, LLC 2525 C Street, Anchorage, Alaska 99503	commercial mobile radio service (PCS)	100%
CIVS PA I, LLC 3605 132 <sup>nd</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	100%
CIVS PA II, LLC 3605 132 <sup>nd</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	100%
CIVS PA III, LLC 3605 132 <sup>nd</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio service (PCS)	100%
D&E/Omnipoint Wireless Joint Venture, L.P. 4139 Oregon Pike, Ephrata, PA 17522	commercial mobile radio services (PCS) and International Section 214 Global Resale	50%
Omnipoint Philadelphia-E. Lancaster E License, LLC 3650 131 <sup>st</sup> Ave., SE, Suite 400, Bellevue, WA 98006	commercial mobile radio services (PCS) and International Section 214 Global Resale	50%

**Powertel, Inc. and Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
Powertel, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale <sup>7</sup>		100%
Powertel Atlanta Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%
Powertel Birmingham Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%
Powertel Jacksonville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%
Powertel Kentucky Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%
Powertel Knoxville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%
Powertel Memphis Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%
Powertel Nashville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale		100%

<sup>7</sup> Today, Powertel is filing a letter notifying the Commission that all of its licensed subsidiaries listed herein are authorized to provide international resale service under Powertel's Section 214 authorization.