

WT 00-207

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
Cook Inlet/VoiceStream PCS, LLC,)
Cook Inlet/VoiceStream License, LLC,)
Cook Inlet/VS GSM II PCS, LLC,)
Omnipoint Atlantic City License, LLC,)
Omnipoint Dover License, LLC,)
Omnipoint Philadelphia License, LLC,)
Cook Inlet/VS GSM III PCS, LLC,)
CIVS PA I, LLC,)
CIVS PA III, LLC,)
D&E/Omnipoint Joint Venture, L.P.,)
Omnipoint Philadelphia-E Lancaster E License, LLC)
and)
Cook Inlet/VoiceStream PV/SS PCS L.P.)
)
Petition for Determination of the Public Interest)
Under Section 310(b)(4) of the Communications)
Act of 1934, As Amended)

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

File No. _____

To: The Commission

**PETITION FOR DECLARATORY RULING UNDER SECTION 310(b)(4) OF THE
COMMUNICATIONS ACT OF 1934, AS AMENDED**

VoiceStream Wireless Corporation ("VoiceStream") and Cook Inlet/VoiceStream
PCS, LLC, Cook Inlet/VoiceStream License, LLC, Cook Inlet/VS GSM II PCS, LLC,
Omnipoint Atlantic City License, LLC, Omnipoint Dover License, LLC, Omnipoint Philadelphia
License, LLC, Cook Inlet/VS GSM III PCS, LLC, CIVS PA I, LLC, CIVS PA III, LLC,
D&E/Omnipoint Joint Venture, L.P., Omnipoint Philadelphia-E Lancaster E License, LLC and
Cook Inlet/VoiceStream PV/SS PCS L.P. (collectively, the "CIVS Entities"), by their attorneys
and pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended (the "Act"),
47 U.S.C. § 310(b)(4), hereby respectfully petition the Commission to issue a declaratory ruling

to allow indirect foreign ownership in the CIVS Entities in excess of the twenty-five percent statutory benchmark that will occur upon consummation of the exchange transaction between VoiceStream and Cook Inlet Region, Inc. ("CIRI"). As described more fully below, the resulting indirect foreign ownership in the CIVS Entities would serve the public interest.

On September 14, 2000, CIRI and VoiceStream filed twelve transfer of control applications to transfer control of the CIVS Entities from CIRI to VoiceStream (the "Cook-VS Transaction"). Currently, VoiceStream owns a 49.9 percent indirect interest in each of the CIVS Entities. The Commission has authorized up to 30.6 percent investment in VoiceStream by HTPCSL, a British Virgin Islands corporation and a wholly owned subsidiary of Hutchison Whampoa Limited ("Hutchison"), a Hong Kong limited liability holding company.¹ The Commission separately has authorized up to an additional 25 percent investment in VoiceStream by non-Hong Kong, non-United States citizens.² Currently, less than fifty percent of the shares of VoiceStream are owned by foreign entities; therefore, the resulting attributable foreign ownership interest in each of the CIVS Entities is less than twenty five percent, which is within the statutory benchmark set forth in Section 310(b)(4).

Upon the consummation of the Cook-VS Transaction, VoiceStream will hold interests in the CIVS Entities ranging between 71.37 percent and 100 percent.³ Thus, upon

¹ See *VoiceStream Wireless Corporation, Omnipoint Corporation, Cook Inlet/Vs GSM II PCS, LLC, and Cook Inlet/Vs GSM III PCS, LLC Seek FCC Consent for Transfer of Control and Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 14 FCC Rcd 13,421 (August 16, 1999).

² See *Applications of Aerial Communications, Inc., Transferor, and VoiceStream Wireless Holding Corp., Transferee*, Memorandum Opinion and Order, WT Docket No. 00-3, DA 00-730 (rel. Mar. 31, 2000) (the "Aerial Order").

³ Specifically, VoiceStream would own: 71.37 percent of Cook Inlet/VoiceStream PV/SS PCS, L.P.; 80.02 percent of Cook Inlet/VoiceStream PCS, LLC and its wholly owned subsidiary, Cook Inlet/VoiceStream License Company, LLC; 100 percent of Cook Inlet/Vs GSM II PCS, LLC and its wholly owned subsidiaries Omnipoint Atlantic City License, LLC, Omnipoint Dover

consummation of the Cook-VS Transaction, all of VoiceStream's current foreign ownership will be fully attributable to the CIVS Entities. Because VoiceStream's current foreign ownership is in excess of twenty-five percent, the indirect foreign ownership in the CIVS Entities will exceed the twenty-five percent benchmark of Section 310(b)(4). The Commission has previously authorized indirect foreign ownership in the various licensees owned and controlled by VoiceStream in excess of the statutory benchmark resulting from VoiceStream's current level of foreign ownership, and consummation of the Cook-VS Transaction would not increase VoiceStream's current levels of foreign ownership. Therefore, the CIVS Entities believe that this prior authorization should extend broadly to apply to new licensee entities acquired or formed by VoiceStream, and specifically to the indirect foreign ownership of the CIVS Entities once they become wholly owned or controlled subsidiaries of VoiceStream upon consummation of the Cook-VS Transaction.

Certainly, the rationale of the *Aerial Order* applies equally to the licensees at issue here. The same public interest findings made in connection with the Commission's approval of the current level of indirect foreign ownership of VoiceStream's licensee subsidiaries should apply with equal force to the CIVS Entities as additional VoiceStream licensee subsidiaries upon consummation of the Cook-VS Transaction. As noted by the Commission in the *Aerial Order*, "the public interest generally would be served by permitting more open

License, LLC and Omnipoint Philadelphia License, LLC; and 100 percent of Cook Inlet/Vs GSM III PCS, LLC and its wholly owned subsidiaries CIVS PA I, LLC and CIVS PA III, LLC (CIVS PA III, LLC will hold a single license upon the Commission's consent to a pending *pro forma* assignment application, File No. 0000126722). In addition, VoiceStream would own 100 percent of CIVS PA II, LLC, which in turn will hold the 1% general partnership interest in D&E Wireless Joint Venture, L.P. and its wholly owned subsidiary, Omnipoint Philadelphia-E. Lancaster E License, LLC, when the transaction contemplated by two transfer of control applications recently granted by the Commission, File Nos. 0000126703 and 0000126706, is consummated.

investment by foreign entities whose home markets are members of the WTO. In such cases, there is a presumption that no competitive concerns are raised by the indirect foreign investment."⁴ There is no reason to believe that the indirect foreign investment by these foreign entities in the CIVS Entities would not be entitled to the same presumption, or that such investment would create competitive concerns unique to the CIVS Entities or the licenses they hold.

Nonetheless, at the request of the Commission staff, and in the event that a separate foreign ownership ruling is necessary to consummate the Cook-VS Transaction, VoiceStream and the CIVS Entities hereby request, in the alternative, separate Commission authorization of the indirect foreign ownership in each of the CIVS Entities in excess of the statutory benchmark that will result from VoiceStream's current foreign ownership.

As of the date of this petition, other than a small fluctuating foreign component held through its publicly traded shares, four entities have ownership interests in VoiceStream that result in an attributable foreign ownership. These entities include Hutchison Telecommunications PCS (USA) Limited ("HTPCSL"), a British Virgin Islands corporation and a wholly owned subsidiary of Hutchison Whampoa Limited ("Hutchison"), a Hong Kong limited liability holding company (20.56% equity and 13.59% voting); Deutsche Telekom AG ("DT"), a corporation organized under the laws of the Federal Republic of Germany (11.49% equity and 1.79% voting); Telephone and Data Systems ("TDS"), a Delaware corporation, a portion of which is owned by foreign investors, resulting in a de minimis, indirect foreign ownership interest attributable to VoiceStream (1.57% equity and 1.14% voting); and Sonera Limited

⁴ See *Aerial Order* at ¶ 12 (citing *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, Report and Order*, 12 FCC Rcd 23,891 (1997) (the "Foreign Participation Order")) (footnote omitted).

("Sonera"), a Finnish company (6.98% equity and 8.69 % voting). The foregoing interests coupled with the small residual foreign ownership component that fluctuates remains to the best of VoiceStream's knowledge and reasonable belief within the parameters set forth in the *Aerial Order*. Furthermore, the consummation of the Cook-VS Transaction will have no impact on VoiceStream's current foreign ownership.

As explained in detail in the lead transfer of control application related to the Cook-VS Transaction (File No. 0000216961), the Cook-VS Transaction would serve the public interest. The Commission's approval and consummation of the Cook-VS Transaction will facilitate development of a more efficient and competitive national CMRS GSM network that offers consumers a variety of advanced mobile services and seamless national and international roaming. Such a network would improve the competitive landscape by providing a solid competitor to CDMA and TDMA national networks. Additionally, because wireless service operators in 133 countries have selected GSM-based technologies for their advanced digital wireless networks, the GSM network will allow for international roaming throughout the United States, Europe, Asia, Africa, the Middle East, Australia, New Zealand, India and China. Grant of the transfer of control applications and this petition for declaratory ruling will therefore benefit not only GSM users, but also non-GSM users who will enjoy the lower prices and innovative service offerings that will naturally flow from increased competition.

The current foreign investment in VoiceStream only serves to bolster the resources available to VoiceStream for the development and operation of this national and international wireless network. Furthermore, because the home markets of the foreign investors in VoiceStream described above are in WTO countries, the foreign ownership in VoiceStream and indirectly in the CIVS Entities is entitled to the benefit of the presumption that such foreign

investment raises no competitive concerns, and that the public interest would be served by such indirect foreign investment.

Thus, for the reasons stated herein, the CIVS Entities each respectfully requests that, in connection with its approval of the Cook-VS Transaction and these twelve transfer of control applications, the Commission, if necessary,⁵ also issue a declaratory ruling confirming that the indirect foreign ownership in the CIVS Entities resulting from VoiceStream's currently

⁵ As explained above, the CIVS Entities believe that the indirect foreign ownership in the CIVS Entities resulting from the Cook-VS Transaction already is authorized by the Commission pursuant to the *Aerial Order*.

authorized foreign ownership and the consummation of the Cook-VS Transaction is permissible under Section 310(b)(4) of the Act because it is in the public interest.

Respectfully submitted,

VoiceStream Wireless Corporation

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Omnipoint Atlantic City License, LLC
Omnipoint Dover License, LLC
Omnipoint Philadelphia License, LLC
Cook Inlet/VS GSM III PCS, LLC
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CIVS PA III, LLC
D&E/Omnipoint Joint Venture, L.P.
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Their Attorneys

Dated: October 20, 2000

00-207

STAMP AND RETURN

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In re Application of)
)
COOK INLET REGION, INC.,)
)
Transferor,)
)
and)
)
VOICESTREAM WIRELESS)
CORPORATION,)
)
Transferee,)
)
For Authority Under Section 214)
of the Communications Act of 1934,)
as Amended, to Transfer Control of)
D&E/Omnipoint Wireless Joint Venture,)
L.P. to VoiceStream Wireless Corporation)

FCC/MELLON **OCT 13 2008**

FCC File No. _____

**APPLICATION TO TRANSFER CONTROL OF
INTERNATIONAL SECTION 214 AUTHORIZATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Section 63.18(e)(3) of the Commission's rules, 47 C.F.R. § 63.18(e)(3), Cook Inlet Region, Inc. ("CIRI") and VoiceStream Wireless Corporation ("VoiceStream") hereby respectfully request Commission consent to transfer control of the international global resale authorization held by D&E/Omnipoint Wireless Joint Venture, L.P. ("D&E"), a joint venture controlled by CIRI, FCC File No. ITC-21419980807-00546, from CIRI to VoiceStream. This application qualifies for streamlined processing pursuant to Section 63.12 of the Rules, 47 C.F.R. § 63.12. Accordingly, VoiceStream respectfully requests streamlined processing.

This request for consent to transfer of control is being filed in connection with the exercise by Cook Inlet GSM, Inc. ("CIGSM"), a Delaware corporation and a wholly-owned subsidiary of CIRI, of certain rights granted to CIGSM by VoiceStream by three Exchange Rights Agreements covering certain FCC licenses held by these entities (the "Exchange Agreements").

D&E has two general partners and two limited partners.¹ D&E Wireless, Inc. holds a one percent general partnership interest and a 49% limited partnership interest in D&E. CIVS PA II, LLC ("CIVS PA II"), a Delaware limited liability company controlled by CIGSM and, ultimately, CIRI, holds a one percent general partnership interest in D&E. CIVS PA I, LLC ("CIVS PA I"), a Delaware limited liability company also controlled by CIGSM and CIRI, holds a 49% limited partnership interest in D&E. Each of CIVS PA I and CIVS PA II are wholly-owned direct subsidiaries of Cook Inlet/VIS GSM III PCS, LLC ("CIVS III"), a Delaware limited liability company, which in turn is a wholly-owned direct subsidiary of CIVS III Holdings, LLC ("CIVS III Holdings").

¹ D&E is in the process of being restructured, in accordance with two transfer of control applications and a pro forma application filed with and pending before the Commission. See File Nos. 0000126722, 0000126703 and 0000126706. As part of that restructuring, an application to transfer control of the subject Section 214 authorization also was filed. *See Application of VoiceStream Wireless Corporation and CIVS PA II, LLC For Authority Under Section 214 of the Communications Act of 1934, as Amended, to Transfer Control of D&E/Omnipoint Wireless Joint Venture, L.P. to VoiceStream Wireless Corporation*, filed October 12, 2000. Because it is likely that the transactions contemplated by this restructuring will be consummated prior to the consummation of the transactions contemplated by the exercise by CIGSM of its exchange rights under the Exchange Agreements, this application is being filed as if that restructuring has occurred.

CIVS III Holdings, in turn, is a Delaware limited liability company with two members. The first member, Cook Inlet GSM, Inc. ("CIGSM"), a Delaware corporation, owns 50.1% of all member interests in CIVS III Holdings and is the sole Manager. CIGSM is, in turn, a wholly-owned subsidiary of Cook Inlet Region, Inc. ("CIRI"), an Alaskan Native Regional Corporation organized pursuant to the Alaska Native Claims Settlement Act, 43 U.S.C. § 1601 *et seq.* The second member, Omnipoint Investment, LLC ("Omnipoint"), a Delaware limited liability company, holds 49.9% of all member interests in CIVS III Holdings. Omnipoint is a wholly-owned indirect subsidiary of VoiceStream.

Upon the consummation of the exchange rights by CIGSM as contemplated by the Exchange Agreements, CIVS III will become a wholly-owned subsidiary of VoiceStream. An application to transfer control of CIVS III, together with eleven other transfer of control applications, was filed with the Commission on September 14, 2000 (the "Exchange Applications").

Approval of the instant transfer of control will serve the public interest, convenience and necessity for the reasons set forth in the Exchange Applications. Furthermore, in accordance with Section 63.18 of the Rules, 47 C.F.R. § 63.18, it is respectfully shown as follows:

(a) Transferor's name, address, and telephone number:

Cook Inlet Region, Inc.
2525 C Street, Suite 500
Anchorage, Alaska 99509
(907) 274-8638

Transferee's name, address, and telephone number:

VoiceStream Wireless Corporation
3650 131st Avenue, S.E., Suite 200
Bellevue, Washington 98006
(425) 653-4600

- (b) CIRI, an Alaska Native Regional Corporation organized pursuant to the Alaska Native Claims Settlement Act, 43 U.S.C. § 1601 *et seq.*, is headquartered in Anchorage, Alaska. VoiceStream is a Delaware corporation headquartered in Bellevue, Washington.
- (c) Correspondence concerning this application should be sent to:

For CIRI:

Scott Torrison
Cook Inlet Region, Inc.
2525 C Street, Suite 500
Anchorage, Alaska 99509
(907) 263-5176

With a Copy to:

Gerard J. Waldron, Esq.
Covington & Burling
1201 Pennsylvania Avenue, NW
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(202) 662-6110

For VoiceStream:

Brian T. O'Connor
Vice President, Legislative and Regulatory Affairs
1300 Pennsylvania Avenue, N.W.
Suite 700
Washington, D.C. 20004
(202) 204-3099

With a Copy to:

Louis Gurman, Esq.
Morrison & Foerster LLP
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Washington, D.C. 20006-1888
(202) 887-1500

- (d) D&E received a global resale Section 214 authorization in FCC File No. ITC-214-19980807-00546 (effective October 2, 1998). That authorization is the subject of this request.

VoiceStream and several of its subsidiaries have previously received authority under Section 214 of the Act to resell international switched communications services, as follows:

On February 15, 2000, the Commission approved the transfer of control of Omnipoint Corporation ("Omnipoint") to VoiceStream. Omnipoint is

now a wholly owned subsidiary of VoiceStream.² Subsequently, Omnipoint Communications, Inc. ("OCI") transferred its Section 214 authorization to VoiceStream on March 20, 2000.³ OCI originally received this global international resale authority in File No. ITC-214-19960930-00473 (effective Nov. 12, 1996).⁴

The following authorized Omnipoint subsidiaries (indirectly owned by VoiceStream following consummation of Omnipoint/VoiceStream transfer) also hold global resale authorizations:

- Omnipoint Communications C Operations, LLC received authority to provide global resale services in File No. ITC-214-19970804-00463 (effective Sept. 19, 1997).
- Omnipoint Communications DEF Operations, LLC received authority to provide global resale services in File No. ITC-214-19970908-00541 (effective Oct. 22, 1997).

² See *Applications of VoiceStream Wireless Corp. and Omnipoint Corp., Transferors, and VoiceStream Wireless Holding Co., Cook Inlet/VS GSM II PCS, LLC, or Cook Inlet/VS GSM III PCS, LLC, Transferees et. al.*, Memorandum Opinion and Order, 15 FCC Rcd 4722 (2000).

³ See Letter from Louis Gurman, Counsel to VoiceStream Wireless Corporation, to Magalie Roman Salas, Secretary, Federal Communications Commission (filed Mar. 20, 2000).

⁴ VoiceStream Wireless Corporation provides service through a number of wholly owned subsidiaries as permitted by Section 63.21(i) of the Commission's Rules, 47 C.F.R. § 63.21(i). The Commission was provided with a list of those wholly owned subsidiaries operating under VoiceStream Wireless Corporation's authorization (File No. ITC-214-19960930-00473) on March 22, 2000. See Letter from Louis Gurman, Counsel to VoiceStream Wireless Corporation, to Magalie Roman Salas, Secretary, Federal Communications Commission (filed Mar. 22, 2000) (copy attached as Attachment F). Those subsidiaries are Omnipoint Communications, Inc., Omnipoint Corporation, Omnipoint Communications Cap Operations, LLC, 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 DC Area DE License, LLC, Omnipoint DC-Salisbury D License, LLC, Omnipoint Little Rock-El Dorado E License, LLC, Omnipoint MI-Indiana-Findlay D License, LLC, Omnipoint MI-Indiana-Lima D License, LLC, Omnipoint Miami E License, LLC, Omnipoint New England DE License, LLC, Omnipoint New York D License, LLC, Omnipoint Petoskey D License, LLC, Omnipoint St. Louis DE License, LLC, Omnipoint Wichita-E. Huchison E License, LLC, Omnipoint Philadelphia-E. Lancaster E License, LLC, Omnipoint MI-Indiana Area DE License, LLC, VoiceStream PCS Holding, LLC, VoiceStream PCS I License L.L.C., VoiceStream PCS II License Corporation, VoiceStream PCS III License Corporation, VoiceStream SMR Corporation, VoiceStream PCS LMDS Corporation, VoiceStream PCS BTA I License Corporation, and VoiceStream Washington Corporation.

- Omnipoint Communications MB Operations, LLC received authority to provide global resale services in File No. ITC-214-19970908-00542 (effective Oct. 22, 1997).
- Omnipoint Communications Midwest Operations, LLC received authority to provide global resale services in File No. ITC-214-19980203-00068 (effective Mar. 25, 1998).

In addition, on March 31, 2000, the Commission approved the transfer of control of Aerial Communications, Inc. (“Aerial”) to VoiceStream.⁵ Aerial is now a wholly-owned subsidiary of VoiceStream. Aerial received authority to provide global resale services in File No. ITC-214-19970626-00352 (effective Aug. 20, 1997).

- (e) No response required.
- (f) No response required.
- (g) No response required.
- (h) An up-to-date Ownership Information Report (FCC Form 602) for VoiceStream is currently on file with Commission. The following represent VoiceStream’s 10 percent or greater interest holders:
 - The recent investment and acquisition of preferred stock by Deutsche Telekom AG (“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

⁵ See *Applications of Aerial Communications, Inc., Transferor, and VoiceStream Wireless Holding Corp., Transferee*, Memorandum Opinion and Order, WT Docket No. 00-3, DA 00-730, ¶ 44 (rel. Mar. 31, 2000).

percent of VoiceStream's issued and outstanding shares.⁶ Upon conversion, DT 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 Act, DT is also authorized to provide facilities-based and resale services between the U.S. and certain other countries.⁷

- HTPCSL, a British Virgin Islands corporation, owns or 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.⁸ 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.⁹ 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.
- 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

⁶ The percentages listed below are based on a denominator that includes DT's shares on an as-converted basis.

⁷ The authorized contact for DT in the United States is Hans-Willi Hefekäuser, 1020 19th Street, N.W., Suite 850, Washington, D.C. 20036.

⁸ These figures include shares held by HTPCSL's affiliate, Hutchison Telecommunications Holdings (USA) Limited ("HTHL").

⁹ 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.

telecommunications company with cellular and wireline 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, 1999). 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.

VoiceStream is also disclosing the following officers and directors because they either 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:

- 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.
- 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.
- 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 131st Avenue, S.E., Suite 400, Bellevue, Washington 98006.

- 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 131st Avenue, S.E., Suite 400, Bellevue, Washington 98006.

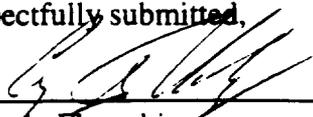
A list of VoiceStream's interlocking directorates is attached as Attachment A hereto.

- (i) VoiceStream hereby certifies that it is not affiliated with any foreign carrier.
- (j) (1) This question is not applicable. VoiceStream is not a foreign carrier.
(2) This question is not applicable. VoiceStream is not a foreign carrier nor does it control a foreign carrier.
(3) No entity that is or owns a foreign carrier owns 25 percent of or controls VoiceStream.
(4) No foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of VoiceStream and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) This section is not applicable. VoiceStream is not affiliated with any foreign carrier.
- (l) This section is not applicable. VoiceStream is not a foreign carrier and is not affiliated with any foreign carrier.
- (m) VoiceStream is not affiliated with any foreign carrier and, under 47 C.F.R. § 63.10(a)(1), is presumptively non-dominant for the provision of international services.
- (n) VoiceStream certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier concerning any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) VoiceStream and CIRI certify that no party to this application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

- (p) This Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules. VoiceStream has no affiliations with foreign carriers in any destination market, nor does it have an affiliation with a dominant U.S. carrier whose international switched or private line services VoiceStream seeks authority to resell. Accordingly, VoiceStream respectfully requests streamlined processing.

Wherefore, the applicants respectfully submit that the present and future public convenience and necessity will be served by the grant of this transfer of control application. The parties certify that the statements contained in the foregoing are true, correct, and complete to the best of their knowledge, information, and belief. Accordingly, the applicants request that the Commission grant this Application.

Respectfully submitted,



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Dated: October 12, 2000

ATTACHMENT A
Interlocking Directorates of VoiceStream

The following officers or directors of VoiceStream also serve as officers or directors of foreign common carriers:

John W. Stanton – Director, Chairman, CEO, VoiceStream

- Director – Microcell Telecommunications, Inc. (Canada)
- Director – 360 Networks Inc. (Canada)
- Director – Meteor Mobile Communications Limited (Ireland)

Robert R. Stapleton – Director, President, VoiceStream

- Director – Microcell Telecommunications, Inc. (Canada)

Canning K.N. Fok – Director, VoiceStream

- Group Managing Director – Hutchison Whampoa Limited (Hong Kong)
- Chairman – Orange plc (United Kingdom)
- Director and Chairman – Partner Communications Company, Ltd. Israel)
- Director – Sterling Cellular Limited (India)
- Director – Hutchison Global Crossing Limited
- Chairman – Hutchison Telecommunications (Australia) Limited
- Director – Hutchison Max Telecom Limited
- Chairman – Hutchison Telephone Company Limited
- Director – Hutchison Telephone Pty. Limited

Jonathan M. Nelson – Director, VoiceStream

- Director – AT&T Canada

James N. Perry, Jr. - Director, VoiceStream

- Director – Clearnet Communications, Inc. (Canada)
- Director – Completel (France)
- Director – Band-X Limited (United Kingdom)
- Director – Pangea Ltd. (Bermuda)

Hans R. Snook – Director, VoiceStream

- Group Director and CEO – Orange plc (United Kingdom)
- Director – Partner Communications Company, Ltd. (Israel)
- Director – Hutchison Telecommunications (Thailand) Co., Ltd.

Susan M.F. Woo Chow - Director, VoiceStream

- Director – Orange plc (United Kingdom)
- Deputy Group Managing Director – Hutchison Whampoa Limited (Hong Kong)
- Executive Director – Cheung Kong Infrastructure Holdings
- Director – Partner Communications Company, Ltd. (Israel)
- Director – Hutchison Global Crossing Limited

- Director – Hutchison Global Net Limited
- Director – Hutchison Telecommunications Technology Investments Limited
- Director – Hutchison Telephone Company Limited
- Director – Hutchison Telephone Pty. Limited
- Director – Hutchison 3G UK Limited
- Director – Lanka Cellular Services (Private) Ltd.

Frank J. Sixt – Director, VoiceStream

- Executive Director – Hutchison Whampoa Limited (Hong Kong)
- Director – Orange plc (United Kingdom)
- Director – Cheung Kong (Holdings) Limited
- Executive Director – Cheung Kong Infrastructure Holdings Limited
- Director – Hutchison Global Crossing Limited
- Director – Hutchison Max Telecom Limited
- Director – Hutchison Telecommunications (Australia) Limited
- Director – Hutchison Telecommunications Technology Investments Limited
- Director – Hutchison Telephone Company Limited
- Director – Hutchison Telephone Pty. Limited
- Director – Hutchison 3G UK Limited
- Director – Lanka Cellular Services (Private) Ltd.
- Director – Partner Communications Company Ltd.
- Director – Sterling Cellular Limited (India)
- Director – Usha Martin Telekom Limited

Kaj-Erik Relander – Director, VoiceStream

- Deputy CEO – Sonera Corporation (Finland)
- Director – Turkcell Iletisim Hizmetleri A.S. (Turkey)

Lead Application

**File No. 0000216961
Cook Inlet/VoiceStream PCS, LLC**

00-207

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/16/2000 at 06:32PM File Number: 0000216961
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1) Application Purpose: **Amendment**

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. File Number:
0000216961

2b) File numbers of related pending applications currently on file with the FCC:

Type of Transaction

3a) Is this a *pro forma* assignment of authorization or transfer of control? **No**

3b) If the answer to Item 3a is "Yes", is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5) Does this filing request a waiver of the Commission's rules? **No**

6) Are attachments being filed with this application? **Yes**

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **No**

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? **Sale or other assignment or transfer of stock**
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: **Voluntary**

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]	10b) SGIN: 000	10c) FCC Registration Number (FRN): 1542497
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): Cook Inlet/VoiceStream PCS LLC		
13) Attention To:		
14) P.O. Box:	And / Or	15) Street Address: 2525 C Street, Suite 500
16) City: Anchorage	17) State: AK	18) Zip: 99503
19) Telephone Number: (907)263-5176	20) FAX: (907)263-5181	
21) E-Mail Address: storrison@ciri.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:		Not Hispanic or Latino:		
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: [REDACTED]	23b) SGIN: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:
25) Entity Name (if not an individual): Cook Inlet Region, Inc.		
26) P.O. Box:	And / Or	27) Street Address: 2525 C Street, Suite 500
28) City: Anchorage	29) State: AK	30) Zip: 99503
31) Telephone Number: (907)263-5176	32) FAX: (907)263-5181	
33) E-Mail Address: storrison@ciri.com		

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Scott	MI: D	Last Name: Torrison	Suffix:
35) Company Name: Cook Inlet Region, Inc.			
36) P.O. Box:	And / Or	37) Street Address: 2525 C Street, Suite 500	
38) City: Anchorage	39) State: AK	40) Zip: 99503	
41) Telephone Number: (907)263-5176	42) FAX: (907)263-5181		
43) E-Mail Address: storrison@ciri.com			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation		
45a) Taxpayer Identification Number: [REDACTED]	45b) SGIN: 000	45c) FCC Registration Number (FRN):
46) First Name (if individual):	MI:	Last Name:
47) Entity Name (if other than individual): VoiceStream Wireless Corporation		
48) Name of Real Party in Interest:		49) TIN:
50) Attention To:		
51) P.O. Box:	And / Or	52) Street Address: 3650 131st Avenue, S.E., Suite 200
53) City: Bellevue	54) State: WA	55) Zip: 98006
56) Telephone Number: (425)653-4600	57) FAX: (425)653-4840	
58) E-Mail Address: dan.menser@voicestream.com		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Louis	MI:	Last Name: Gurman	Suffix: Esq
60) Company Name: Morrison & Foerster LLP			
61) P.O. Box:	And / Or	62) Street Address: 2000 Pennsylvania Avenue, N.W., Suite 5500	
63) City: Washington	64) State: DC	65) Zip: 20006	
66) Telephone Number: (202)887-1500	67) FAX: (202)887-0763		
68) E-Mail Address: lgurman@mfo.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	Yes

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
79) Typed or Printed Name of Party Authorized to Sign
First Name: Craig MI: Last Name: Floerchinger Suffix:
80) Title: Vice President, Cook Inlet Region, Inc.
Signature: Craig Floerchinger 81) Date: 10/16/00

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: David MI: A Last Name: Miller Suffix: Esq

83) Title: Vice President

Signature: David A Miller Esq 84) Date: 10/16/00

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).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
WPOJ732					No
WPOJ733					No
WPOJ734					No
WPOJ735					No
WPOJ736					No
WPOJ738					No
WPOJ740					No
WPOJ741					No
WPOJ742					No
WPOJ744					No
WPOL278					No
WPOL279					No

Attachment Type	Date	Description	Contents
Other	09/14/00	CIGSM/VS Agreement	17588997.0.pdf
Other	09/14/00	CITI/VS Agreement	17588998.0.pdf
Other	10/16/00	Transaction Description & PI Statement	17597139.0.pdf