



FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE

Streamlined
AERIAL COMMUNICATIONS, INC.

ITC-T/C-19991202-00810

AERIAL COMMUNICATIONS, INC.

PAGE NO. 1

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

(1) LOCKBOX # 358115

SECTION A - PAYER

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Gurman, Blask & Freedman, Chartered

(4) STREET ADDRESS LINE NO. 1

1400 16th Street, N.W.

(5) STREET ADDRESS LINE NO. 2

Suite 500

(6) CITY

Washington

(7) STATE

D.C.

(8) ZIP CODE

20036

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 328-8200

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT. USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

VoiceStream Wireless Holding Corporation

(12) STREET ADDRESS LINE NO. 1

3650 131st Avenue, S.E.

(13) STREET ADDRESS LINE NO. 2

Suite 400

(14) CITY

Bellevue

(15) STATE

WA

(16) ZIP CODE

98006

(17) DAYTIME TELEPHONE NUMBER (include area code)

(425) 586-8700

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

See File No.

(20A) PAYMENT TYPE CODE (PTC)

C U T

(21A) QUANTITY

001

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 780.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN

0 5 2 1 3 4 5 5 3 3

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

APPLICANT TIN

0 9 1 1 9 8 3 6 0 0

(27) CERTIFICATION STATEMENT

I, _____, certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief.

are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

(28) MASTER CARD/VISA ACCOUNT NUMBER

SECTION F - CREDIT CARD PAYMENT INFORMATION

EXPIRATION DATE:

MONTH YEAR

(29) VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s) authorization(s) herein described.

AUTHORIZED SIGNATURE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FOR SECURITY PURPOSES, THIS DOCUMENT CONTAINS MICROPRINTING IN THE BORDER AND AN ARTIFICIAL WATERMARK ON THE REVERSE SIDE - HOLD AT AN ANGLE TO VIEW

GURMAN, BLASK & FREEDMAN, CHARTERED
1400 SIXTEENTH STREET, N.W.
SUITE 500
WASHINGTON, D.C. 20036

EXPLANATION	AMOUNT

15-52/540

5352

PAY
AMOUNT
OF

Seven Hundred Eighty

00/100

DOLLARS

CHECK
AMOUNT

DATE	TO THE ORDER OF	GROSS	DESCRIPTION	CHECK NUMBER	
<i>12/1/99</i>	<i>FCC</i>	<i>King fee</i>	<i>1034-38</i>	<i>5352</i>	\$ <i>780.00</i>

Louis Gorman

CRESTAR CRESTAR BANK, N.A.
WASHINGTON, D.C.

⑈005352⑈ ⑆054000522⑆ 206673434⑈

MP

(a) Transferor: Aerial Communications, Inc.
 8410 West Bryn Mawr Avenue, Suite 1100
 Chicago, IL 60631
 Telephone: (773) 399-4200

 Transferee: VoiceStream Wireless Holding Corporation
 3650 131st Avenue, S.E.
 Suite 400
 Bellevue, Washington 98006
 Telephone: (425) 586-8700

(b) Transferee is a corporation organized under the laws of the State of Delaware.
Transferor is a Delaware corporation.

(c) All correspondence on behalf of the Transferor should be sent to:

 Don W. Warkentin
 President and Chief Executive Officer
 Aerial Communications, Inc.
 8410 West Bryn Mawr Avenue, Suite 1100
 Chicago, IL 60631
 Telephone: (773) 399-4200

with a copy to:

 George Y. Wheeler, Esq.
 Koteen & Naftalin, L.L.P.
 1150 Connecticut Avenue, N.W.
 Washington, D.C. 20036
 Telephone: (202) 467-5700

All correspondence on behalf of the Transferee should be sent to:

 David A. Miller, Esq.
 Vice President
 VoiceStream Wireless Holding Corporation
 3650 131st Avenue, S.E.
 Suite 400
 Bellevue, Washington 98006
 Telephone: (425) 586-8700

with a copy to:

Louis Gurman, Esq.
Gurman, Blask & Freedman, Chartered
1400 16th Street, N.W.
Suite 500
Washington, D.C. 20036
Telephone: (202) 328-8200

- (d) Transferor has previously received Commission authority under Section 214 (File No. ITC-214-19970626-00352) for which consent to the transfer is sought herein. Transferee has not received previous authority under Section 214 of the Act.
- (e) Upon grant of the requested transfer of control pursuant to Section 63.18(e)(5) of the Commission's rules, Transferee will have global international resale Section 214 authority, and Transferee certifies that it will comply with the terms and conditions contained in 47 C.F.R. §§63.21 and 63.23.
- (f) n/a
- (g) n/a
- (h) Transferee ownership: Please refer to the Form 602 Ownership Disclosure Information for Transferee that is being filed concurrently herewith.
- (i) Transferee certifies that it is not itself a foreign carrier and is not affiliated with a foreign carrier.
- (j) n/a
- (k) n/a
- (l) n/a
- (m) Transferee is not affiliated with a foreign carrier and seeks to be regulated as non-dominant for the provision of international communications service to all permissible international points.
- (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the U.S. and any foreign country which the applicant may serve under the authority granted under this part and will not enter into such agreements in the future.

(o) Transferee certifies that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 47 U.S.C. § 853a.

(p) n/a

Wherefore, the parties to this application 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 document are true, correct and complete to the best of their knowledge, information and belief. Accordingly, the parties respectfully request that the Commission grant this Application.

Respectfully submitted,

VOICESTREAM WIRELESS HOLDING
CORPORATION

By: 

Name: Dave Miller

Title: Vice President

Date: 11/30/99