

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
Washington, D.C. 20004-2401
(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
2000 Pennsylvania Avenue, N.W.
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(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 Corporation provides service through a number of wholly owned subsidiaries as permitted by Section 63.211(i) of the Commission’s Rules, 47 C.F.R. § 63.211(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-EI 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 HTTPCSL 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 HTTPCSL 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)