

The transfer of control would occur in connection with the reorganization of D&E under the operating name “PCS One.” One *pro forma* assignment application and two transfer of control applications have already been filed in connection with this reorganization.¹

D&E was originally formed among D&E Wireless, Inc., which holds a one percent general partnership interest and a 49% limited partnership interest in D&E, Omnipoint Holdings II, LLC (“O-Holdings”), which holds a 49% limited partnership interest in D&E, and Omnipoint Venture Partners, LLC (“O-Venture”), which holds a one percent general partnership interest in D&E. In connection with the reorganization, and subject to the Commission’s consent to the relevant assignments and transfers, O-Venture will assign its one percent general partnership interest in D&E Wireless to CIVS PA II. O-Holdings will transfer its limited partnership interest to CIVS PA I, LLC (“CIVS PA I”). CIVS PA I and CIVS PA II are wholly-owned direct subsidiaries of Cook Inlet/VIS GSM III PCS, LLC (“CIVS III”). CIVS III, in turn, is a wholly-owned direct subsidiary of CIVS III Holdings, LLC (“CIVS III Holdings”).

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.

¹ See File Nos. 0000126722, 0000126703 and 0000126706.

Approval of the instant transfer of control would serve the public interest, convenience and necessity for the reasons set forth in the transfer of control 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:

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

Transferee's name, address, and telephone number:

CIVS PA II, LLC
3605 132nd Ave., S.E., Suite 100
Bellevue, Washington 98006
(425) 653-4675

(b) VoiceStream is a Delaware corporation headquartered in Bellevue, Washington. CIVS PA II is a Delaware limited liability company headquartered in Bellevue, Washington.

(c) Correspondence concerning this application should be sent to:

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.
Washington, D.C. 20006-1888
(202) 887-1500

For CIVS PA II:
Jim Healy
CIVS PA II, LLC
3605 132nd Avenue, S.E.

Suite 100
Bellevue, Washington 98006
(425) 653-4675

With a Copy to:

Gerard J. Waldron, Esq.
Covington & Burling
1201 Pennsylvania Avenue, NW
Washington, D.C. 20004-2401
(202) 662-6110

- (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.

CIVS PA II has not previously received authority under Section 214 of the Act to resell international switched communications services.

- (e) No response required.
- (f) No response required.
- (g) No response required.
- (h) As of the date of this application, the following entities hold interests of ten percent or more in CIVS PA II:

Cook Inlet/VIS GSM III PCS, LLC (Delaware limited liability company)
Cook Inlet GSM, Inc. (Delaware corporation)
Cook Inlet Region, Inc. (Alaska corporation)
2525 C Street, Suite 500
Anchorage, Alaska 99509

An up-to-date Ownership Information Report (FCC Form 602) for CIVS PA II is currently on file with the Commission, which discloses the entities that hold ten percent or more in CIVS PA II.

In addition, VoiceStream Wireless Corporation, through its wholly owned subsidiaries, holds a 49.9 percent attributable interest in CIVS PA II. An up-to-date Ownership Information Report (FCC Form 602) for VoiceStream is currently on file with the Commission. The following represent VoiceStream's 10 percent or greater interest holders:

- A 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 percent of VoiceStream's issued and outstanding shares.² 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.³

- 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.⁴ 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.⁵ Hutchison is principally engaged in seven core businesses: telecommunications, property, ports, retail, manufacturing, energy

² The percentages listed below are based on a denominator that includes DT's shares on an as-converted basis.

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

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

⁵ 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.

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 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. CIVS PA II has no interlocking directorates with any foreign carrier.

- (i) CIVS PA II hereby certifies that it is not affiliated with any foreign carrier.
- (j) (1) This question is not applicable. CIVS PA II is not a foreign carrier.
(2) This question is not applicable. CIVS PA II is not a foreign carrier, nor does it control a foreign carrier.
(3) No entity that is or that owns a foreign carrier owns more than 25 percent of or controls CIVS PA II.
(4) No foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of CIVS PA II 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. CIVS PA II is not affiliated with any foreign carrier.
- (l) This section is not applicable. CIVS PA II is not a foreign carrier and is not affiliated with any foreign carrier.
- (m) CIVS PA II is not affiliated with any foreign carrier and therefore, under 47 C.F.R. § 63.10(a)(1), is presumptively non-dominant for the provision of international services.
- (n) CIVS PA II 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) CIVS PA II and VoiceStream 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. CIVS PA II 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 CIVS PA II seeks authority to resell. Accordingly, CIVS PA II 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)