Omnipoint Dover License, LLC
1) Application Purpose (Select only one) ( AM )

<table>
<thead>
<tr>
<th>AA</th>
<th>Assignment of Authorization</th>
<th>AM</th>
<th>Amendment</th>
</tr>
</thead>
<tbody>
<tr>
<td>TC</td>
<td>Transfer of Control</td>
<td>WD</td>
<td>Withdrawal</td>
</tr>
<tr>
<td></td>
<td>Transfer</td>
<td></td>
<td></td>
</tr>
<tr>
<td>NT</td>
<td>Required Notification</td>
<td>EX</td>
<td>Request for Extension of Time</td>
</tr>
<tr>
<td></td>
<td>(for Consummation of Assignment or Transfer)</td>
<td></td>
<td>(to Consummate Assignment or Transfer)</td>
</tr>
</tbody>
</table>

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: 

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?  
( N )Yes  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?  
( N )Yes  No

4) For assignments of authorization only, is this a partition and/or disaggregation?  
( N )Yes  No

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

6) Are attachments being filed with this application?  
( N )Yes  No

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?  
( N )Yes  No

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?  
( N )Yes  No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: ( S )

- Sale or other assignment or transfer of stock
- Court Order
- Other (voting trust agreement, management contract, etc.):

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:  
( Y )Voluntary  ( N )Involuntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [redacted]  
10b) SGIN:

11) First Name (if individual): 
MI:  
Last Name:  
Suffix:

12) Entity Name (if not an individual): OMNIPRO DOVER LICENSE, LLC

13) Attention To:

14) P.O. Box: 
15) Street Address: 3605 132nd Avenue SE, Suite 100

16) City: BELLEVUE  
17) State: WA  
18) Zip: 98006

19) Telephone Number: (425) 653-4675  
20) FAX: (425) 653-4620

21) E-Mail Address:
<table>
<thead>
<tr>
<th>Race:</th>
<th>American Indian or Alaska Native:</th>
<th>Asian:</th>
<th>Black or African-American:</th>
<th>Native Hawaiian or Other Pacific Islander:</th>
<th>White:</th>
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<tbody>
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<td>Not Hispanic or Latino:</td>
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<tr>
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<td>Male:</td>
<td>Female:</td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

**Transferor Information (for transfers of control only)**

- **23a) Taxpayer Identification Number:** [Redacted]
- **23b) SGIN**
- **24) First Name (if individual):**
- **MI:**
- **Last Name:**
- **Suffix:**
- **25) Entity Name (if other than individual):** COOK INLET REGION, INC.
- **26) P.O. Box:**
- **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
- **35) Company Name:** COOK INLET REGION, INC.
- **MI:** D
- **Last Name:** TORRISON
- **Suffix:**
- **36) P.O. Box:**
- **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) Assignee is a(n): ( ) Individual Corporation ( ) Unincorporated Association ( ) Trust ( ) Government Entity ( ) Joint Venture Partnership Limited Liability Corporation ( ) Cgsnsortium ( )
- **45a) Taxpayer Identification Number:** [Redacted]
- **45b) SGIN**
- **46) First Name (if Individual):**
- **MI:**
- **Last Name:**
- **Suffix:**
- **47) Entity Name (if other than individual):** VOICESTREAM WIRELESS CORPORATION
- **48) Name of Real Party in Interest:**
- **49) TIN**

**50) Attention To:**
Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

<table>
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<tr>
<th>First Name:</th>
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<tbody>
<tr>
<td>Louis</td>
<td></td>
<td>Gurman</td>
<td>Esq.</td>
</tr>
</tbody>
</table>

Company Name:
Morrison & Foerster LLP

P.O. Box:
And /Or
2000 Pennsylvania Avenue, N.W., Suite 5500

City:
Washington

State: DC
Zip: 20006

Telephone Number:
(202) 887-1500

Fax: (202) 887-0763

E-Mail Address:
lgurman@mofo.com

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government? (N Yes No)

70) Is the Assignee or Transferee an alien or the representative of an alien? (N Yes No)

71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government? (N Yes 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? (N Yes 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? (Y Yes No)

If "Yes", attach exhibit explaining nature and extent of alien or foreign ownership or control. see Attachment 1

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? (N Yes No)

If "Yes", attach exhibit explaining circumstances.

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? (N Yes No)

If "Yes", attach exhibit explaining circumstances.

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? (N Yes No)

If "Yes", attach exhibit explaining circumstances.

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? (N Yes No)

If "Yes", attach exhibit explaining circumstances.
78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

<table>
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Assignee/Transferor Certification Statements

1) The Assignee/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 pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6280 (1998).

2) The Assignee/Transferor certifies that all statements made in this application and in any exhibits, attachments, or documents incorporated by reference are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name: Craig

Mr: A

Last Name: Floechinger

Suffix: 

60) Title: Vice President, Cook Inlet Region, Inc.

Signature: [Signature]

81) Date: 10/06/00

Assignee/Transferor Certification Statements

1) The Assignee/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 pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6280 (1998).

2) The Assignee/Transferor 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/Transferor certifies that grants of this application would not cause the Assignee/Transferor to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rules.

   "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/Transferor agrees to assume all obligations and abide by all conditions imposed by the Assignee/Transferor under the subject authorization(1), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any act secured by, or any suit or proceeding had or commenced against the Assignee/Transferor prior to this authorization.

6) The Assignee/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are true, complete, correct, and made in good faith.

7) The Assignee/Transferor 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 1988, 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 C.F.R. § 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.
<table>
<thead>
<tr>
<th>First Name:</th>
<th>Mi:</th>
<th>Last Name:</th>
<th>Suffix:</th>
</tr>
</thead>
<tbody>
<tr>
<td>David</td>
<td>A.</td>
<td>Miller</td>
<td>Esq.</td>
</tr>
</tbody>
</table>

83) Title: Vice President

Signature: [Signature]

84) Date: 9/17/12

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).
<table>
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<th>Call Sign</th>
<th>Location Number</th>
<th>Path Number (Microwave only)</th>
<th>Lower or Center Frequency (MHz)</th>
<th>Upper Frequency (MHz)</th>
<th>Constructed Yes / No</th>
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<tr>
<td>KNLF712</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>NO</td>
</tr>
</tbody>
</table>
See the lead transfer of control application filed for this transaction, Cook Inlet/VoiceStream PCS, LLC ("CIVS I"), FCC Universal Licensing Service File No. 0000216961, filed contemporaneously herewith, which is hereby incorporated herein by this reference, and which includes the following:

Attachment 1: Description of the Transaction, Statement of Public Interest and Eligibility for Transfer of Control of Licenses

Attachment 2: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet GSM, Inc. and Voicestream Wireless Corporation

Attachment 3: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation
EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER

Cook Inlet GSM, Inc. ("CIGSM") and VoiceStream Wireless Corporation ("VoiceStream") hereby request a waiver of Section 1.913(b) of the Commission’s rules, 47 C.F.R. § 1.913(b), which generally requires that all applications filed on FCC Form 603 be filed electronically. There is good cause for the requested waiver. Many of the licenses involved in the transactions among CIGSM, Cook Inlet Telecommunications, Inc. and VoiceStream that are the subject of this transfer of control application and other transfer of control applications being filed simultaneously herewith are either (a) the subject of other, unrelated applications that are currently pending before the Commission or (b) are included within the Commission’s Universal Licensing System ("ULS") electronic database but the status of these licenses are either incorrect or not final with respect to ULS. For one of these two reasons, it is not possible to file an electronic application which correctly reflects the number and status of licenses involved in the instant transaction. CIGSM and VoiceStream therefore request a waiver of the Commission’s electronic filing requirements in order that all of the relevant transfer of control applications can be submitted and considered simultaneously.

In the case of the instant application, regarding the transfer of control of Omnipoint Dover License, LLC, the ULS database has not been updated to reflect the consummation notice filed with respect to the pro forma assignment of the license from CIVS II to Omnipoint Dover License, LLC.1 See File No. 0000117734. Because the status of the license has not been updated in the ULS database, this transfer of control application is being filed by paper.

1 The consummation notice was filed electronically on August 31, 2000, and corrected by paper on September 11, 2000. The date of consummation of the assignment was May 10, 2000. See File No. 0000212873.
Omnipoint Philadelphia License, LLC
## Application Purpose (Select only one) ( AM )

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

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

### Type of Transaction

<table>
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<tr>
<th>3a</th>
<th>Is this a pro forma assignment of authorization or transfer of control?</th>
<th>( N ) Yes</th>
<th>No</th>
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<tr>
<td>3b</td>
<td>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?</td>
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4) For assignments of authorization only, is this a partition and/or disaggregation?

5) Does this filing request a waiver of the Commission's rules?

6) Are attachments being filed with this application?

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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?

### Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: ( S )

- Sale or other assignment or transfer of stock
- Court Order
- Other (voting trust agreement, management contract, etc.):

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:

- ( V ) Voluntary
- Involuntary

### Licensee/Assignor Information

10a) Taxpayer Identification Number: [Redacted]

10b) SGIN:

11) First Name (If individual):

MI: Last Name:

Suffix:

12) Entity Name (If not an individual): OMNIFINITE PHILADELPHIA LICENSE, LLC

13) Attention To:

14) P.O. Box:

And/Or 15) Street Address: 3605 132nd AVENUE SE, SUITE 100

16) City: BELLEVUE

17) State: WA

18) Zip: 98006

19) Telephone Number: (425) 653-4675

20) FAX: (425) 653-4620

21) E-Mail Address:
22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

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<td>Male:</td>
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</table>

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: [Redacted]
23b) SGIN

24) First Name (if individual): MI: Last Name: Suffix:

25) Entity Name (if other than 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) Assignee is a(n): ( ) Individual Corporation ( ) Unincorporated Association ( ) Trust ( ) Partnership ( ) Government Entity ( ) Joint Venture Consortium

45a) Taxpayer Identification Number: [Redacted]
45b) SGIN

46) First Name (if individual): MI: Last Name: Suffix:

47) Entity Name (if other than individual): VOICESTREAM WIRELESS CORPORATION

48) Name of Real Party in Interest: 49) TIN

50) Attention To:
**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

<table>
<thead>
<tr>
<th>59) First Name:</th>
<th>Louis</th>
</tr>
</thead>
<tbody>
<tr>
<td>MI:</td>
<td></td>
</tr>
<tr>
<td>60) Company Name:</td>
<td>Morrison &amp; Foerster LLP</td>
</tr>
<tr>
<td>61) P.O. Box:</td>
<td>And /Or</td>
</tr>
<tr>
<td>62) Street Address:</td>
<td>2000 Pennsylvania Avenue, N.W., Suite 5500</td>
</tr>
<tr>
<td>63) City:</td>
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<td>66) Telephone Number:</td>
<td>(425) 653-4840</td>
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<tr>
<td>58) E-Mail Address:</td>
<td><a href="mailto:lgurman@mofo.com">lgurman@mofo.com</a></td>
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<td>55) Zip:</td>
<td>98006</td>
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**Alien Ownership Questions**

| 69) Is the Assignee or Transferee a foreign government or the representative of any foreign government? | (N) Yes No |
| 70) Is the Assignee or Transferee an alien or the representative of an alien? | (N) Yes No |
| 71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government? | (N) Yes No |
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**Basic Qualification Questions**

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### Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

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2. The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

### Typewritten or Printed Name of Party Authorized to Sign

<table>
<thead>
<tr>
<th>First Name</th>
<th>Middle Initial</th>
<th>Last Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Craig</td>
<td></td>
<td>Floerchinger</td>
</tr>
</tbody>
</table>

### Title

Vice President, Cook Inlet Telecommunications, Inc. Region, Inc.

### Signature

[Signature]

### Date

10 04 00

### Assignee/Transferee Certification Statements

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2. 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."

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."

4. The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

5. 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 1988, 21 U.S.C. § 882, 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.

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 1988, 21 U.S.C. § 882, 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

<table>
<thead>
<tr>
<th>First Name:</th>
<th>MI:</th>
<th>Last Name:</th>
<th>Suffix:</th>
</tr>
</thead>
<tbody>
<tr>
<td>David</td>
<td></td>
<td>Miller</td>
<td>Esq.</td>
</tr>
</tbody>
</table>

83) Title: Vice President

<table>
<thead>
<tr>
<th>Signature:</th>
<th>Date:</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>9/12/00</td>
</tr>
</tbody>
</table>

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).
<table>
<thead>
<tr>
<th>Authorization To Be Assigned or Transferred</th>
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<tbody>
<tr>
<td>Call Sign (85)</td>
</tr>
<tr>
<td>----------------</td>
</tr>
<tr>
<td>KNLF715</td>
</tr>
</tbody>
</table>

FCC 603 - Assignment Form
February 1999 - Page 8

FCC 603 - Instructions
See the lead transfer of control application filed for this transaction, Cook Inlet/VoiceStream PCS, LLC ("CIVS I"), FCC Universal Licensing Service File No. 0000216961, filed contemporaneously herewith, which is hereby incorporated herein by this reference, and which includes the following:

Attachment 1: Description of the Transaction, Statement of Public Interest and Eligibility for Transfer of Control of Licenses

Attachment 2: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet GSM, Inc. and Voicestream Wireless Corporation

Attachment 3: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation
EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER

Cook Inlet GSM, Inc. ("CIGSM") and VoiceStream Wireless Corporation ("VoiceStream") hereby request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), which generally requires that all applications filed on FCC Form 603 be filed electronically. There is good cause for the requested waiver. Many of the licenses involved in the transactions among CIGSM, Cook Inlet Telecommunications, Inc. and VoiceStream that are the subject of this transfer of control application and other transfer of control applications being filed simultaneously herewith are either (a) the subject of other, unrelated applications that are currently pending before the Commission or (b) are included within the Commission’s Universal Licensing System ("ULS") electronic database but the status of these licenses are either incorrect or not final with respect to ULS. For one of these two reasons, it is not possible to file an electronic application which correctly reflects the number and status of licenses involved in the instant transaction. CIGSM and VoiceStream therefore request a waiver of the Commission’s electronic filing requirements in order that all of the relevant transfer of control applications can be submitted and considered simultaneously.

In the case of the instant application, regarding the transfer of control of Omnipoint Philadelphia License, LLC, the ULS database has not been updated to reflect the consummation notice filed with respect to the pro forma assignment of the license from CIVS II to Omnipoint Philadelphia License, LLC.1 See File No. 0000117733. Because the status of the license has not been updated in the ULS database, this transfer of control application is being filed by paper.

---

1 The consummation notice was filed electronically on August 31, 2000, and corrected by paper on September 11, 2000. The date of consummation of the assignment was May 10, 2000. See File No. 0000212871.
D&E Omnipoint Wireless Joint Venture, L.P.
1) Application Purpose (Select only one) ( AM )

<table>
<thead>
<tr>
<th>AA</th>
<th>Assignment of Authorization</th>
<th>AM</th>
<th>Amendment</th>
</tr>
</thead>
<tbody>
<tr>
<td>TC</td>
<td>Transfer of Control</td>
<td>NT</td>
<td>Required Notification (for Consumption of Assignment or Transfer)</td>
</tr>
<tr>
<td>WD</td>
<td>Withdrawal</td>
<td>EX</td>
<td>Request for Extension of Time (to Consummate Assignment or Transfer)</td>
</tr>
</tbody>
</table>

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

2b) File numbers of related pending applications currently on file with the FCC: 0000126703

Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? ( N )Yes 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? ( Y )Yes No

4) For assignments of authorization only, is this a partition and/or disaggregation? ( Y )Yes No

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

6) Are attachments being filed with this application? ( Y )Yes No

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? ( Y )Yes No

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? ( N )Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: ( S )

- Sale or other assignment or transfer of stock
- Court Order
- Other (voting trust agreement, management contract, etc.): 

   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: ( Y )Voluntary Involuntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: ____________________________ 10b) SGIN: ____________________________

11) First Name (if individual): ____________________________ MI: ____________________________ Last Name: ____________________________ Suffix: ____________________________

12) Entity Name (if not an individual): D&E/OMNIPOINT WIRELESS JOINT VENTURE, L.P.

13) Attention To:

14) P.O. Box: ____________________________ And 15) Street Address: 3605 132nd AVENUE SE, SUITE 100

16) City: BELLEVUE 17) State: WA 18) Zip: 98006

19) Telephone Number: (425) 653-4675 20) FAX: (425) 653-4620

21) E-Mail Address: ____________________________
 Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

<table>
<thead>
<tr>
<th>Race:</th>
<th>American Indian or Alaska Native:</th>
<th>Asian:</th>
<th>Black or African-American:</th>
<th>Native Hawaiian or Other Pacific Islander:</th>
<th>White:</th>
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</thead>
<tbody>
<tr>
<td>Ethnicity:</td>
<td>Hispanic or Latino:</td>
<td>Not Hispanic or Latino:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gender:</td>
<td>Female:</td>
<td>Male:</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: [redacted]

23b) SGIN

24) First Name (if individual): [redacted]

MI: [redacted]

Last Name: [redacted]

Suffix: [redacted]

25) Entity Name (if other than individual): **COOK INLET REGION, INC.**

26) P.O. Box: [redacted]

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: [redacted]

35) Company Name: **COOK INLET REGION, INC.**

36) P.O. Box: [redacted]

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) Assignee is a(n): ( ) Individual Corporation

( ) Unincorporated Association

( ) Limited Liability Corporation

( ) Trust

( ) Partnership

( ) Government Entity

( ) Joint Venture

( ) Cgsnsortium

45a) Taxpayer Identification Number: [redacted]

45b) SGIN

46) First Name (if individual): [redacted]

MI: [redacted]

Last Name: [redacted]

Suffix: [redacted]

47) Entity Name (if other than individual): **VOICESTREAM WIRELESS CORPORATION**

48) Name of Real Party in Interest: [redacted]

49) TIN

50) Attention To:
Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

<table>
<thead>
<tr>
<th>59</th>
<th>First Name:</th>
<th>Louis</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>MI:</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Last Name:</td>
<td>Gurman</td>
</tr>
<tr>
<td></td>
<td>Suffix:</td>
<td>Esq.</td>
</tr>
</tbody>
</table>

| 60 | Company Name: | Morrison & Foerster LLP |

<table>
<thead>
<tr>
<th>61</th>
<th>P.O. Box:</th>
<th>And</th>
<th>62</th>
<th>Street Address:</th>
<th>2000 Pennsylvania Avenue, N.W., Suite 5500</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Or</td>
<td></td>
<td></td>
<td></td>
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<table>
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<tr>
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<tbody>
<tr>
<td>Washington</td>
<td></td>
<td>DC</td>
<td></td>
<td>20006</td>
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</table>

<table>
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<tr>
<th>66</th>
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<th>67</th>
<th>FAX:</th>
<th>68</th>
<th>E-Mail Address:</th>
</tr>
</thead>
<tbody>
<tr>
<td>(202) 887-1500</td>
<td></td>
<td>(202) 887-0763</td>
<td><a href="mailto:lgurman@mofo.com">lgurman@mofo.com</a></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Alien Ownership Questions

<table>
<thead>
<tr>
<th>69</th>
<th>Is the Assignee or Transferee a foreign government or the representative of any foreign government?</th>
<th>(N) Yes No</th>
</tr>
</thead>
<tbody>
<tr>
<td>70</td>
<td>Is the Assignee or Transferee an alien or the representative of an alien?</td>
<td>(N) Yes No</td>
</tr>
<tr>
<td>71</td>
<td>Is the Assignee or Transferee a corporation organized under the laws of any foreign government?</td>
<td>(N) Yes No</td>
</tr>
<tr>
<td>72</td>
<td>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?</td>
<td>(N) Yes No</td>
</tr>
<tr>
<td>73</td>
<td>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?</td>
<td>(Y) Yes No</td>
</tr>
</tbody>
</table>

Basic Qualification Questions

<table>
<thead>
<tr>
<th>74</th>
<th>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?</th>
<th>(N) Yes No</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>If &quot;Yes&quot;, attach exhibit explaining circumstances.</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>75</th>
<th>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?</th>
<th>(N) Yes No</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>If &quot;Yes&quot;, attach exhibit explaining circumstances.</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>76</th>
<th>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?</th>
<th>(N) Yes No</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>If &quot;Yes&quot;, attach exhibit explaining circumstances.</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>77</th>
<th>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?</th>
<th>(N) Yes No</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>If &quot;Yes&quot;, attach exhibit explaining circumstances.</td>
<td></td>
</tr>
</tbody>
</table>
78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

<table>
<thead>
<tr>
<th>Race: American Indian or Alaska Native:</th>
<th>Asian:</th>
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<td></td>
<td></td>
</tr>
<tr>
<td>Gender: Female:</td>
<td>Male:</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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 pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6283 (1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name: Craig
Mi: A
Last Name: Floerchinger
Suffix:              

80) Title: Vice President, Cook Inlet Telecommunications, Inc.

Signature: 

81) Date: 10/01/00

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. 6283 (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 duties by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made hereon 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 documents incorporated by reference 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 1988, 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.

FCC 603 - Assignment Form
February 1999 - Page 4
### 82) Typed or Printed Name of Party Authorized to Sign

<table>
<thead>
<tr>
<th>First Name:</th>
<th>MI:</th>
<th>Last Name:</th>
<th>Suffix:</th>
</tr>
</thead>
<tbody>
<tr>
<td>David</td>
<td></td>
<td>A. Miller</td>
<td>Esq.</td>
</tr>
</tbody>
</table>

### 83) Title: Vice President

<table>
<thead>
<tr>
<th>Signature:</th>
<th>84) Date:</th>
</tr>
</thead>
<tbody>
<tr>
<td>[Signature]</td>
<td>9/12/00</td>
</tr>
</tbody>
</table>

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).
<table>
<thead>
<tr>
<th>Call Sign</th>
<th>Location Number</th>
<th>Path Number (Microwave only)</th>
<th>Lower or Center Frequency (MHz)</th>
<th>Upper Frequency (MHz)</th>
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<td>KNLG721</td>
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<td></td>
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<th>FCC 603 - Assignment Form</th>
</tr>
</thead>
<tbody>
<tr>
<td>February 1999 - Page 6</td>
</tr>
</tbody>
</table>

FCC 603 - Instructions
See the lead transfer of control application filed for this transaction, Cook Inlet/VoiceStream PCS, LLC ("CIVS I"), FCC Universal Licensing Service File No. 0000216961, filed contemporaneously herewith, which is hereby incorporated herein by this reference, and which includes the following:

Attachment 1: Description of the Transaction, Statement of Public Interest and Eligibility for Transfer of Control of Licenses

Attachment 2: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet GSM, Inc. and Voicestream Wireless Corporation

Attachment 3: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation
EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER

Cook Inlet GSM, Inc. ("CIGSM") and VoiceStream Wireless Corporation ("VoiceStream") hereby request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), which generally requires that all applications filed on FCC Form 603 be filed electronically. There is good cause for the requested waiver. Many of the licenses involved in the transactions among CIGSM, Cook Inlet Telecommunications, Inc. and VoiceStream that are the subject of this transfer of control application and other transfer of control applications being filed simultaneously herewith are either (a) the subject of other, unrelated applications that are currently pending before the Commission or (b) are included within the Commission's Universal Licensing System ("ULS") electronic database but the status of these licenses are either incorrect or not final with respect to ULS. For one of these two reasons, it is not possible to file an electronic application which correctly reflects the number and status of licenses involved in the instant transaction. CIGSM and VoiceStream therefore request a waiver of the Commission's electronic filing requirements in order that all of the relevant transfer of control applications can be submitted and considered simultaneously.

The instant application, regarding the transfer of control of D&E/Omnipoint Wireless Joint Venture, L.P., is the second step in a two-step transaction. The first step involves the transfer of control of the licensee from Omnipoint Venture Partners, LLC to CIVS PA II, LLC. That transfer of control application is currently pending before the Commission. See File No. 0000126703. Assuming that this application is granted by the Commission, the licensee will be transferred to CIVS PA II, LLC. After that transfer is consummated, and upon the grant by the Commission of the instant transfer of control applications and related applications, control of CIVS PA II, LLC, and D&E/Omnipoint Wireless Joint Venture, L.P., will be transferred from CIGSM to VoiceStream. Because the application is still pending, however, the ULS system will not recognize that D&E/Omnipoint Wireless Joint Venture, L.P. is an entity the control of which can be transferred from CIGSM to VoiceStream and the parties are unable to utilize ULS to file this application.
Omnipoint Philadelphia-E. Lancaster E License, LLC
1) Application Purpose (Select only one) (AM)

AA - Assignment of Authorization
AM - Amendment
TC - Transfer of Control
WD - Withdrawal
NT - Required Notification (for Consummation of Assignment or Transfer)
EX - Request for Extension of Time (to Consummate Assignment or Transfer)

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: 

2b) File numbers of related pending applications currently on file with the FCC: 0000126706

Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? (Y)Yes (N)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? (Y)Yes (N)No

4) For assignments of authorization only, is this a partition and/or disaggregation? (Y)Yes (N)No

5) Does this filing request a waiver of the Commission's rules? (Y)Yes (N)No

6) Are attachments being filed with this application? (Y)Yes (N)No

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? (Y)Yes (N)No

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? (Y)Yes (N)No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (S) Sale or other assignment or transfer of stock Court Order Other (voting trust agreement, management contract, etc.): 

If required by applicable rule, attach 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: (V)Voluntary (I)Involuntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [Redacted] 10b) SGIN: [Redacted]

11) First Name (if individual): [Redacted] MI: [Redacted] Last Name: [Redacted] Suffix: [Redacted]

12) Entity Name (if not an individual): OMNIPOINT PHILADELPHIA-E. LANCASTER E LICENSE, LLC

13) Attention To:

14) P.O. Box: [Redacted] 15) Street Address: 3605 132nd Avenue SE, Suite 100

16) City: BELLEVUE 17) State: WA 18) Zip: 98006

19) Telephone Number: (425) 653-4675 20) FAX: (425) 653-4620

21) E-Mail Address: [Redacted]
22) Race, Ethnicity, and 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

24) First Name (if individual): MI: Last Name: Suffix:

25) Entity Name (if other than 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) Assignee is a(n): ( ) Individual Corporation ( ) Unincorporated Association ( ) Limited Liability Corporation ( ) Trust Partnership ( ) Government Entity ( ) Joint Venture Cgnsortium

45a) Taxpayer Identification Number: [redacted] 45b) SGIN

46) First Name (if individual): MI: Last Name: Suffix:

47) Entity Name (if other than individual): VOICESTREAM WIRELESS CORPORATION

48) Name of Real Party in Interest: 49) TIN

50) Attention To:
<table>
<thead>
<tr>
<th>Field</th>
<th>Information</th>
</tr>
</thead>
<tbody>
<tr>
<td>P.O. Box</td>
<td>3650 131st Avenue, S.E., Suite 200</td>
</tr>
<tr>
<td>City</td>
<td>Bellevue</td>
</tr>
<tr>
<td>Telephone Number</td>
<td>(425) 653-4600</td>
</tr>
<tr>
<td>E-Mail Address</td>
<td><a href="mailto:dan.menser@voicestream.com">dan.menser@voicestream.com</a></td>
</tr>
<tr>
<td>First Name</td>
<td>Louis</td>
</tr>
<tr>
<td>Last Name</td>
<td>Gurman</td>
</tr>
<tr>
<td>Company Name</td>
<td>Morrison &amp; Foerster LLP</td>
</tr>
<tr>
<td>P.O. Box</td>
<td>2000 Pennsylvania Avenue, N.W., Suite 5500</td>
</tr>
<tr>
<td>City</td>
<td>Washington</td>
</tr>
<tr>
<td>Telephone Number</td>
<td>(202) 887-1500</td>
</tr>
<tr>
<td>E-Mail Address</td>
<td><a href="mailto:lgurman@mofo.com">lgurman@mofo.com</a></td>
</tr>
<tr>
<td>Allen Ownership Questions</td>
<td></td>
</tr>
<tr>
<td>69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?</td>
<td>(N Yes No)</td>
</tr>
<tr>
<td>70) Is the Assignee or Transferee an alien or the representative of an alien?</td>
<td>(N Yes No)</td>
</tr>
<tr>
<td>71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?</td>
<td>(N Yes No)</td>
</tr>
<tr>
<td>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?</td>
<td>(N Yes No)</td>
</tr>
<tr>
<td>Allen Ownership Questions</td>
<td></td>
</tr>
<tr>
<td>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?</td>
<td>(X Yes No)</td>
</tr>
<tr>
<td>Basic Qualification Questions</td>
<td></td>
</tr>
<tr>
<td>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?</td>
<td>(N Yes No)</td>
</tr>
<tr>
<td>75) Has the Assignee or Transferee 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?</td>
<td>(N Yes No)</td>
</tr>
<tr>
<td>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?</td>
<td>(N Yes No)</td>
</tr>
<tr>
<td>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?</td>
<td>(N Yes No)</td>
</tr>
</tbody>
</table>
78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

<table>
<thead>
<tr>
<th>Race:</th>
<th>American Indian or Alaska Native:</th>
<th>Asian:</th>
<th>Black or African-American:</th>
<th>Native Hawaiian or Other Pacific Islander:</th>
<th>White:</th>
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<tbody>
<tr>
<td>Ethnicity:</td>
<td>Hispanic or Latino:</td>
<td>Not Hispanic or Latino:</td>
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<td></td>
<td></td>
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<tr>
<td>Gender:</td>
<td>Female:</td>
<td>Male:</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Assignee/Transferor Certification Statements

1) The Assignee or Transferor certifies that (1) 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 pre-form assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6282 (1998).

Assignee/Transferor Certification Statements

2) The Assignee or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material and made in good faith.

78) Typed or Printed Name of Party Authorized to Sign

First Name: Craig

M: A

Last Name: Floerchinger

Title: Vice President, Cook Inlet Telecommunications Region, Inc.

Signature:

Date: 10/6/00

Assignee/Transferor Certification Statements

1) The Assignee or Transferor certifies that (1) 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 pre-form assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6282 (1998).

Assignee/Transferor Certification Statements

2) The Assignee or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material and made in good faith.

Assignee/Transferor Certification Statements

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Assignee/Transferor Certification Statements

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Assignee/Transferor Certification Statements

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Assignee/Transferor Certification Statements

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Assignee/Transferor Certification Statements

6) The Assignee or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material and made in good faith.

Assignee/Transferor Certification Statements

7) The Assignee or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material and made in good faith.

FCC 903 - Assignment Form
February 1999 - Page 4
82) Typed or Printed Name of Party Authorized to Sign

<table>
<thead>
<tr>
<th>First Name:</th>
<th>MI:</th>
<th>Last Name:</th>
<th>Suffix:</th>
</tr>
</thead>
<tbody>
<tr>
<td>David</td>
<td>A.</td>
<td>Miller</td>
<td>Esq.</td>
</tr>
</tbody>
</table>

83) Title: Vice President

Signature: 

Date: 9/12/10

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).
<table>
<thead>
<tr>
<th>85) Call Sign</th>
<th>85) Location Number</th>
<th>87) Path Number (Microwave only)</th>
<th>88) Lower or Center Frequency (MHz)</th>
<th>89) Upper Frequency (MHz)</th>
<th>90) Constructed Yes / No</th>
</tr>
</thead>
<tbody>
<tr>
<td>KNLF983</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>NO</td>
</tr>
</tbody>
</table>

FCC 603 - Assignment Form
February 1999 - Page 6

FCC 603 - Instructions
See the lead transfer of control application filed for this transaction, Cook Inlet/VoiceStream PCS, LLC ("CIVS I"), FCC Universal Licensing Service File No. 0000216961, filed contemporaneously herewith, which is hereby incorporated herein by this reference, and which includes the following:

Attachment 1: Description of the Transaction, Statement of Public Interest and Eligibility for Transfer of Control of Licenses

Attachment 2: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet GSM, Inc. and VoiceStream Wireless Corporation

Attachment 3: Agreement and Notice of Exchange, dated as of September 12, 2000, by and between Cook Inlet Telecommunications, Inc. and VoiceStream Wireless Corporation
EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER

Cook Inlet GSM, Inc. ("CIGSM") and VoiceStream Wireless Corporation ("VoiceStream") hereby request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), which generally requires that all applications filed on FCC Form 603 be filed electronically. There is good cause for the requested waiver. Many of the licenses involved in the transactions among CIGSM, Cook Inlet Telecommunications, Inc. and VoiceStream that are the subject of this transfer of control application and other transfer of control applications being filed simultaneously herewith are either (a) the subject of other, unrelated applications that are currently pending before the Commission or (b) are included within the Commission's Universal Licensing System ("ULS") electronic database but the status of these licenses are either incorrect or not final with respect to ULS. For one of these two reasons, it is not possible to file an electronic application which correctly reflects the number and status of licenses involved in the instant transaction. CIGSM and VoiceStream therefore request a waiver of the Commission's electronic filing requirements in order that all of the relevant transfer of control applications can be submitted and considered simultaneously.

The instant application, regarding the transfer of control of Omnipoint Philadelphia-E. Lancaster E License, LLC, is the second step in a two-step transaction. The first step involves the transfer of control of the licensee from Omnipoint Venture Partners, LLC to CIVS PA II, LLC. That transfer of control application is currently pending before the Commission. See File No. 0000126706. Assuming that this application is granted by the Commission, the licensee will be transferred to CIVS PA II, LLC. After that transfer is consummated, and upon the grant by the Commission of the instant transfer of control applications and related applications, control of CIVS PA II, LLC, and of Omnipoint Philadelphia-E. Lancaster E License, LLC, will be transferred from CIGSM to VoiceStream. Because the application is still pending, however, the ULS system will not recognize that Omnipoint Philadelphia-E. Lancaster E License, LLC is an entity the control of which can be transferred from CIGSM to VoiceStream and the parties are unable to utilize ULS to file this application.
Petition for Declaratory Ruling