

Omnipoint Dover License, LLC

STAMP AND RETURN

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

Approved by OMB

3060 - 0800

See instructions for
public burden estimate

1) Application Purpose (Select only one) (AM)

AA - Assignment of Authorization TC - Transfer of Control Transfer)	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or
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 <i>pro forma</i> assignment of authorization or transfer of control?	(<u>N</u>) Yes No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	() Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	() Yes No
5) Does this filing request a waiver of the Commission's rules?	(<u>Y</u>) Yes No
6) Are attachments being filed with this application?	(<u>Y</u>) 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?	(<u>Y</u>) 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?	(<u>N</u>) 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: (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): OMNIPOINT DOVER 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):

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 <u>Un</u> incorporated Association <u>L</u> imited Liability Corporation <u>T</u> rust <u>P</u> artnership <u>G</u> overnment Entity <u>C</u> onsortium <u>J</u> oint Venture					
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:					

51) P.O. Box:	And /Or	52) Street Address: 3650 131st Avenue, S.E., Suite 200
53) City: Bellevue	54) State: WA	55) Zip: 98006
56) Telephone Number: (425) 653-4600	57) FAX: (425) 653-4840	
58) E-Mail Address: dan.menser@voicestream.com		

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

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

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
70) Is the Assignee or Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u> o
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) <u>Y</u> es <u>N</u> o
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. see Attachment 1	(Y) <u>Y</u> es <u>N</u> o

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o

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

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

Assignor/Transferor Certification Statements

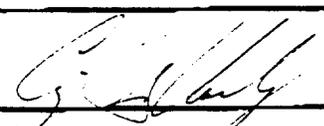
1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for 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 material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name: Craig	MI: A	Last Name: Floerchinger	Suffix:
-----------------------------	-----------------	-----------------------------------	----------------

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

Signature: 

81) Date: 10/6/00

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 abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

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

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 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

First Name: David	MI: A.	Last Name: Miller	Suffix: Esq.
83) Title: Vice President			
Signature: 			84) Date: 9/12/00
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

**FCC Form 603
ATTACHMENT 1**

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.

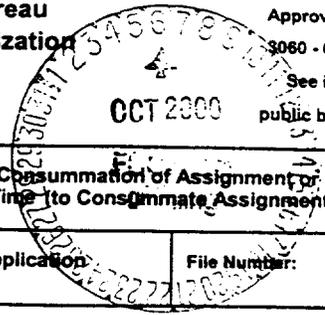
¹ The consummation notice was filed electronically on August 31, 2000, and corrected by paper on September 11, 2000. The date of consummation of the assignment was May 10, 2000. See File No. 0000212873.

Omnipoint Philadelphia License, LLC

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

STAMP AND RETURN



1) Application Purpose (Select only one) (AM)

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

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? () Yes No
- 4) For assignments of authorization only, is this a partition and/or disaggregation? () 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: (V) Voluntary Involuntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: XXXXXXXXXX		10b) SGIN:	
11) First Name (if individual):		MI:	Last Name:
Suffix:			
12) Entity Name (if not an individual): OMNIPOINT 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):

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): ()	<input type="checkbox"/> Individual Corporation	<input type="checkbox"/> Unincorporated Association Limited Liability Corporation	<input type="checkbox"/> Trust Partnership	<input type="checkbox"/> Government Entity Consortium	<input type="checkbox"/> Joint Venture
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:					

51) P.O. Box:	And /Or	52) Street Address:	3650 131st Avenue, S.E., Suite 200	
53) City:	Belleuve	54) State:	WA	55) Zip: 98006
56) Telephone Number:	(425) 653-4600	57) FAX:	(425) 653-4840	
58) E-Mail Address: dan.menser@voicestream.com				

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

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

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u> o
70) Is the Assignee or Transferee an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es <u>N</u> o
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) <u>Y</u> es <u>N</u> o
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. see Attachment 1	(Y) <u>Y</u> es <u>N</u> o

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Y</u> es <u>N</u> o

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

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

Assignor/Transferor Certification Statements

- 1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6283 (1998).
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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.~~ ~~Inc.~~ Region, Inc.

Signature: 	81) Date: 10/6/00
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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).
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- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 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.

82) Typed or Printed Name of Party Authorized to Sign

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

83) Title: **Vice President**

Signature:



84) Date:

9/12/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Form 603
ATTACHMENT 1

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
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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.

STAMP AND RETURN

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

1) Application Purpose (Select only one) (AM)

AA - Assignment of Authorization TC - Transfer of Control Transfer)	AM - Amendment 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: 0000126703		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(<u>N</u>) Yes No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	() Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	() Yes No
5) Does this filing request a waiver of the Commission's rules?	(<u>Y</u>) Yes No
6) Are attachments being filed with this application?	(<u>Y</u>) 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?	(<u>Y</u>) 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?	(<u>N</u>) Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (<u>S</u>) <u>Sale</u> or other assignment or transfer of stock <u>Court Order</u> <u>Other</u> (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: (<u>V</u>) 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): D&E/OMNIPOINT WIRELESS JOINT VENTURE, L.P.			
13) Attention To:			
14) P.O. Box:	And /Or	15) Street Address: 3605 132 nd 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):

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): ()					
<input type="checkbox"/> Individual Corporation	<input type="checkbox"/> Unincorporated Association Limited Liability Corporation	<input type="checkbox"/> Trust Partnership	<input type="checkbox"/> Government Entity Consortium	<input type="checkbox"/> Joint Venture	
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:					

51) P.O. Box:	And /Or	52) Street Address: 3650 131st Avenue, S.E., Suite 200
53) City: Bellevue	54) State: WA	55) Zip: 98006
56) Telephone Number: (425) 653-4600	57) FAX: (425) 653-4840	
58) E-Mail Address: dan.menser@voicestream.com		

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

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

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N) <u>Y</u> es No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(N) <u>Y</u> es No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es 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) <u>Y</u> es No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. see Attachment 1	(Y) <u>Y</u> es No

Basic Qualification Questions

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

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

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

Assignor/Transferor Certification Statements

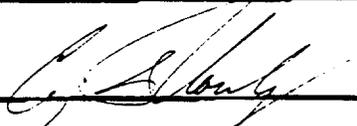
1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rod. 6293 (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 material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name: Craig	MI: A	Last Name: Floerchinger	Suffix:
-----------------------------	-----------------	-----------------------------------	----------------

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

Signature: 

81) Date: 10/6/00

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 Rod. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

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

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 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

First Name: David	MI: A.	Last Name: Miller	Suffix: Esq.
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83) Title: **Vice President**

Signature: 	84) Date: 9/12/00
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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).

**FCC Form 603
ATTACHMENT 1**

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

FCC Wireless Telecommunications Bureau
 Application for Assignments of Authorization
 and Transfers of Control

STAMP AND RETURN

1) Application Purpose (Select only one) (AM)

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

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

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(<u>N</u>) Yes No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	() Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	() Yes No
5) Does this filing request a waiver of the Commission's rules?	(<u>Y</u>) Yes No
6) Are attachments being filed with this application?	(<u>Y</u>) 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?	(<u>Y</u>) 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?	(<u>N</u>) Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (<u>S</u>) <u>Sale</u> or other assignment or transfer of stock <u>Court Order</u> <u>Other</u> (voting trust agreement, management contract, etc.): <hr/> 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: (<u>V</u>) 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): OMNIPOINT PHILADELPHIA-E. LANCASTER E 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):

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): ()	<input type="checkbox"/> Individual Corporation	<input type="checkbox"/> Unincorporated Association Limited Liability Corporation	<input type="checkbox"/> Trust Partnership	<input type="checkbox"/> Government Entity Consortium	<input type="checkbox"/> Joint Venture
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:					

51) P.O. Box:	And /Or	52) Street Address: 3650 131st Avenue, S.E., Suite 200
53) City: Belleuve	54) State: WA	55) Zip: 98006
56) Telephone Number: (425) 653-4600	57) FAX: (425) 653-4840	
58) E-Mail Address: dan.menser@voicestream.com		

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

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

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N) <u>Y</u> es No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(N) <u>Y</u> es No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N) <u>Y</u> es 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) <u>Y</u> es No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control. see Attachment 1	(Y) <u>Y</u> es No

Basic Qualification Questions

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

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

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

Assignor/Transferor Certification Statements

- 1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Red. 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 material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name:	Craig	MI:	A	Last Name:	Floerchinger	Suffix:	
--------------------	-------	------------	---	-------------------	--------------	----------------	--

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

Signature:



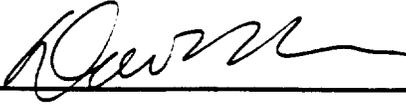
81) Date:

10/6/00

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 Red. 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 abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 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

First Name: David	MI: A	Last Name: Miller	Suffix: Esq.
83) Title: Vice President			
Signature: 			84) Date: 9/12/00
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

**FCC Form 603
ATTACHMENT 1**

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