March 14, 2001

RECEIVED
MAR 14 2001

EX PARTE FILING

Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

Re: Ex Parte Submission in IB Docket No. 00-187

Dear Ms. Salas:

Enclosed for filing are the original and two copies of a slightly revised version of our written response filed March 12, 2001 to questions posed by the Staff of the International and Wireless Telecommunications Bureaus.

We are serving a copy of this letter and the attached response on all parties to this proceeding, pursuant to the Commission’s Public Notice in this docket.

Please contact me at 202-663-6559 if you have any questions.

Sincerely,

Matthew A. Brill
Counsel for Deutsche Telekom AG

Attachment
cc(w/att.): Attached service list
March 14, 2001

Ms. Jacquelynn Ruff  
Associate Division Chief  
Telecommunications Division  
International Bureau  
Federal Communications Commission  
Washington, D.C. 20554

Re: Response to Supplemental Requests for Information in  
IB Docket No. 00-187

Dear Ms. Ruff:

On February 26, 2001, you posed several questions regarding the proposed transactions involving VoiceStream, Powertel, and Deutsche Telekom ("DT"). We provided a partial response on March 2, 2001; this letter provides the remaining information you requested.

1. Please provide a breakdown of the ownership interests in DT that will be held by each of the following categories of shareholders after the closing of DT’s mergers with VoiceStream and Powertel (a) U.S. shareholders, (b) German government, (c) German private shareholders, (d) Hong Kong shareholders, (e) other non-U.S. shareholders.

The following numbers of shares and percentages of ownership are estimates only, based on the number of shares outstanding as of January 24, 2001, the record date for the special meeting of VoiceStream shareholders to be held March 13, 2001. These data do not account for any conversions or exercises of options that may occur in the future or may have occurred since the record date. The estimates below assume a uniform conversion rate of 3.2 DT shares for current VoiceStream shares,¹ and a conversion rate of 2.6353 DT shares for current Powertel common shares.² Consistent with direction from the International Bureau, the nationality of

¹ As set forth in the SEC Form F-4/S-4, filed February 9, 2001, certain VoiceStream shareholders may elect to receive cash rather than stock in DT. While such shareholder elections have not yet been made, the Merger Agreement provides that the average exchange ratio will be 3.2 DT shares for each VoiceStream share.

² The conversion rates for Powertel preferred shares are as follows: Series A: 121.9294 shares of DT stock; Series B: 121.9294 shares of DT stock; Series D: 93.0106 shares of DT stock; Series E: 179.5979 shares of DT stock; Series F: 179.5979 shares of DT stock. See SEC Form F-4/S-4, filed February 9, 2001, at 6.
shareholders has been determined based on the addresses of shareholders of record, except in the cases of shareholdings by Hutchison Whampoa Ltd. (of Hong Kong) and Sonera Ltd. (of Finland), whose foreign nationalities are known.

a. U.S. shareholders: 904,026,040 (22.8%)^3
b. German government: 1,806,650,000 (45.6%)^4
c. German private shareholders: 588,128,754 (14.8%)^5
d. Hong Kong shareholders: 178,987,606 (4.5%)^6
e. Other non-U.S. shareholders: 483,666,825 (12.2%).^7

2. Please provide a breakdown of the ownership interests in VoiceStream that will be held by the following categories of shareholders if the DT-VoiceStream and DT-Powertel mergers do not close, but the VoiceStream-Powertel merger closes: (a) U.S. shareholders, and (b) non-U.S. shareholders, broken down by country (except to the extent that shareholders from a particular country hold less than two percent of the outstanding shares).

As with the figures provided above, the following numbers of shares and percentages of ownership are estimates only, based on the number of shares outstanding as of the January 24, 2001 record date. These data do not account for any conversions or exercises of options that

^3 This estimate of total U.S. holdings post-merger includes 225,432,520 DT shares already held by shareholders with U.S. addresses, 560,619,650 converted VoiceStream shares, and 117,973,870 converted Powertel shares. The ownership percentage is derived by dividing the total U.S. holdings by the estimated total of 3,961,459,225 post-merger shares in DT. (The ownership percentages for each category discussed below are derived based on this same denominator.)

^4 This estimate of the German government’s post-merger interest in DT reflects the dilution of the German government’s current interest in DT caused by the issuance of new shares; the German government owns no shares in VoiceStream or Powertel.

^5 This estimate of the post-merger interest of German private shareholders includes the 588,128,252 shares already held by German private shareholders and 502 converted VoiceStream shares held by shareholders with German addresses. While DT owns 3,906,250 voting preferred shares in VoiceStream, those shares will not be converted into DT common stock upon consummation of the merger. Rather, those VoiceStream shares will remain outstanding. See SEC Form F-4/S-4, filed February 9, 2001, at 131. Based on the addresses of shareholders of record, there are no German-held shares in Powertel.

^6 This estimate of the post-merger interest of Hong Kong shareholders includes 110,000 DT shares already held by shareholders with Hong Kong addresses and 178,877,606 converted VoiceStream shares (calculated based on the known Hutchison interest of 55,899,252 shares in VoiceStream). Based on the addresses of shareholders of record, there are no Powertel shares held by Hong Kong shareholders.

^7 This estimate of total post-merger interest of other non-U.S. shareholders includes 409,393,262 DT shares already held by shareholders with addresses in non-U.S. countries other than Germany or Hong Kong, 62,008,938 converted VoiceStream shares, and 12,264,625 converted Powertel shares.
may occur in the future or may have occurred since the record date. The estimates below assume a conversion rate of 0.696 VoiceStream shares for each common share of Powertel, based on the closing prices of VoiceStream and Powertel stock as of the record date.

a. U.S. shareholders: 206,970,351 (65.3%)\(^8\)

b. Non-U.S. shareholders broken down by country:

Hong Kong: 55,899,252 (17.6\(^9\))
Germany: 31,250,157 (9.9\(^{10}\))
Finland: 22,196,048 (7.0\(^{11}\))
Other non-U.S.: 420,865 (0.13%).

Sincerely,

Cheryl A. Tritt
Louis Gurman
Doane F. Kiechel
Christa M. Parker
MORRISON & FOERSTER
2000 Pennsylvania Ave., N.W.
Washington, D.C. 20006
(202) 887-1500

William T. Lake
John H. Harwood II
William R. Richardson, Jr.
Matthew A. Brill
WILMER, CUTLER & PICKERING
2445 M Street, N.W.
Washington, D.C. 20037
(202) 663-6000

---

\(^8\) This estimate of total U.S. holdings post-merger includes 175,793,640 VoiceStream shares and 31,176,711 converted Powertel shares (i.e., 21,984,836 converted common shares, plus 9,191,875 converted preferred shares). The ownership percentage is derived by dividing the total U.S. holdings by the estimated total of 316,736,673 post-merger shares in VoiceStream. (The ownership percentages for each category discussed below are derived based on this same denominator.)

\(^9\) This estimate of the post-merger Hong Kong interest includes the known stockholdings of Hutchison Whampoa Ltd. in VoiceStream. Based on addresses of shareholders of record, no Hong Kong entities own shares in Powertel.

\(^10\) This estimate of the post-merger German interest includes 31,250,000 converted shares of DT preferred stock, assuming DT elects to convert such shares upon termination of the DT-VoiceStream merger, and 157 shares of VoiceStream stock already held by German shareholders (based on addresses of shareholders of record).

\(^11\) This estimate of the post-merger Finnish interest includes Sonera's known holding of 18,975,774 shares in VoiceStream and the conversion of Sonera's Series A Preferred shares in Powertel into 3,220,274 additional shares of VoiceStream common stock.
Counsel for VoiceStream Wireless Corp.

John T. Nakahata
Karen L. Gulick
Samuel L. Feder
HARRIS, WILTSHIRE & GRANNIS LLP
1200 Eighteenth St., N.W.
Washington, D.C. 20036
(202) 730-1300

Counsel for VoiceStream Wireless Corp.

cc: attached service list

Counsel for Deutsche Telekom AG

Edward A. Yorkgites, Jr.
Paul G. Madison
KELLEY DRYE & WARREN L.L.P.
1200 Nineteenth Street, N.W., Suite 500
Washington, D.C. 20036
(202) 955-9600

Counsel for Powertel, Inc.
SERVICE LIST

Lauren Kravetz
Commercial Wireless Division
Wireless Telecommunications Bureau
Federal Communications Commission
445 12th Street, SW, Room 4-A163
Washington, DC 20554

John Branscome
Commercial Wireless Division
Wireless Telecommunication Bureau
Federal Communications Commission
445 12th Street, SW, Room 4-A234
Washington, DC 20554

Office of Media Relations
Reference Operations Division
Federal Communications Commission
445 12th Street, SW
Room CY-A257
Washington, DC 20554

Jamison Prime
Public Safety and Private Wireless Division
Wireless Telecommunication Bureau
Federal Communications Commission
445 12th Street, SW, Room 4-A734
Washington, DC 20554

Claudia Fox
Policy and Facilities Branch
Telecommunications Division
International Bureau
Federal Communications Commission
445 12th Street, SW, Room 6-A848
Washington, DC 20554

Carl Huie
Experimental Licensing Branch
Electromagnetic Compatibility Division
Office of Engineering and Technology
Federal Communications Commission
445 12th Street, SW, Room 7-A361
Washington, DC 20554

Justin Connor
Policy and Facilities Branch
Telecommunications Division
International Bureau
Federal Communications Commission
445 12th Street, SW, Room 6-A832
Washington, DC 20554

James Bird
Office of General Counsel
Federal Communications Commission
445 12th Street, SW, Room 8-C818
Washington, DC 20554

Donald Abelson
Chief, International Bureau
Federal Communications Commission
445 12th Street, SW, Room 6-C750
Washington, DC 20554

Jacquelynn Ruff
Associate Division Chief
Telecommunications Division
Federal Communications Commission
445 12th Street, SW, Room 6-A844
Washington, DC 20554

Rebecca Arbogast
Chief, Telecommunications Division
International Bureau
Federal Communications Commission
445 12th Street, SW, Room 6-A763
Washington, DC 20554

Ari Fitzgerald
Deputy Bureau Chief, International Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554
Senator Ernest F. Hollings  
United States Senate  
Committee on Commerce, Science, and Transportation  
558 Dirksen Senate Office Building  
Washington, DC 20510

Christine E. Enemark  
Counsel for Cook Inlet Region, Inc.  
Covington & Burling  
1201 Pennsylvania Ave., NW  
Washington, DC 20004-2401

Susan Grant  
National Consumers League  
1701 K Street NW, Suite 1200  
Washington, DC 20006

Howard Frisch  
UTStarcom  
33 Wood Avenue South, 8th Floor  
Iselin, NJ 08830

Edward M. Graham  
Institute for International Economics  
11 Dupont Circle, NW  
Washington, DC 20036-1207

Andrew D. Lipman  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007

Debbie Goldman  
Communications Workers of America  
501 Third St., NW  
Washington, DC 20001

Steve Judge  
Securities Industry Association  
1401 Eye Street, NW  
Washington, DC 20005

Todd Malan  
Organization for International Investment  
1901 Pennsylvania Ave., NW  
Suite 807  
Washington, DC 20006

Troy F. Tanner  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007

Thomas J. Donohue  
United States Chamber of Commerce  
1615 H Street, NW  
Washington, DC 20062

Pace A. Duckenfield  
The Alliance for Public Technology  
919 Eighteenth Street, NW  
Suite 900  
Washington, DC 20006

Gary C. Hufbauer  
Institute for International Economics  
11 Dupont Circle, NW  
Washington, DC 20036-1207

Jason Mahler  
Computer & Communications Industry Association  
666 Eleventh Street NW, Sixth Floor  
Washington, DC 20001

International Transcription Services, Inc.  
445 12th Street, SW  
Room CY-B402  
Washington, DC 20554

Gerald Schulmeyer  
Siemens Corporation  
153 East 53rd Street  
New York, NY 10022
Michael Bartholomew  
ETNO  
33 Boulevard Bischoffsheim  
1000 Brussels, Belgium

Michael Kantor  
Mayer, Brown & Platt  
1909 K Street, NW  
Washington, DC 20006

Richard J. Callahan  
Callahan Associates International LLC  
3200 Cherry Creek South Drive  
Suite 650  
Denver, CO 80209

Marc Keilworth  
KKF.net AG  
Stiftsallee 60  
32425 Minden, Germany

Joachim G. Feiler  
Broadnet Deutschland GmbH  
Am Kronberger Hang 2a  
D-65824 Schwalbach, Germany

Patrick Helmes  
NetCologne GmbH  
Maarwegcenter  
Maarweg 163  
50825 Köln, Germany

James G. Lovelace  
Office of the General Counsel  
Federal Bureau of Investigations  
935 Pennsylvania Avenue, NW  
Room 7435  
Washington, DC 20535

A. Michael Knoll, PhD.  
58 Baker Street  
Stirling, NJ 07980