

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of

VOICESTREAM WIRELESS  
CORPORATION,

Transferor,

and

DEUTSCHE TELEKOM AG,

Transferee,

Application for Consent to Transfer of Control.

FCC/MELLC

SEP 18 2000

**APPLICATION TO TRANSFER CONTROL OF  
INTERNATIONAL SECTION 214 AUTHORIZATIONS  
AND NOTIFICATION OF AFFILIATIONS WITH FOREIGN CARRIERS**

Pursuant to section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and section 63.18(e)(3) of the Commission's rules, 47 C.F.R. § 63.18(e)(3), VoiceStream Wireless Corporation ("VoiceStream") and Deutsche Telekom AG ("DT") hereby request the Commission's consent to the transfer of control to DT of the international section 214 authorizations held by VoiceStream and its subsidiaries. This transfer of control will cause VoiceStream and its subsidiaries to become affiliated with foreign carriers in which DT holds interests. Thus, pursuant to section 63.11 of the Commission's rules, 47 C.F.R. § 63.11, VoiceStream subsidiaries authorized to provide international services pursuant to section 214 also hereby notify the Commission of the new foreign carrier affiliations contemplated as a result of the merger.

This application is one of several applications being filed as a result of the proposed merger of DT and VoiceStream, and is being filed as an attachment to the main Application for

Transfer of Control ("Main Application"). The Main Application contains a description of the transaction and a demonstration that Commission approval of the proposed merger and this application will serve the public interest, convenience, and necessity.<sup>1/</sup>

**TRANSFER OF CONTROL  
INFORMATION REQUIRED BY SECTION 63.18**

Pursuant to section 63.18 of the Commission's rules, 47 C.F.R. § 63.18, DT and VoiceStream submit the following information:

- (a) The name, address, and telephone number of the transferor are:

VoiceStream Wireless Corporation  
3650 131st Avenue SE, Suite 200  
Bellevue, WA 98006  
(425) 653-4600.

The name, address, and telephone number of the transferee are:

Deutsche Telekom AG  
Friedrich-Ebert-Allee 140  
53113 Bonn  
Germany  
+49 228 181 0.

- (b) VoiceStream is a Delaware corporation headquartered in Bellevue, Washington.

DT is a German corporation headquartered in Bonn, Germany.

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

for VoiceStream:  
David A. Miller  
Vice President of Legal Affairs  
VoiceStream Wireless Corporation  
3650 131st Avenue SE, Suite 200

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<sup>1/</sup> The applicants are filing other transfer of control applications simultaneously with this application. DT and Powertel, Inc. are filing an application to transfer control of Powertel's section 214 authorization to DT. VoiceStream and Powertel are also filing an application to transfer control of Powertel's section 214 authorization to VoiceStream; as explained in more detail in their application, that transaction will be consummated only if control of VoiceStream is not transferred to DT.

Bellevue, WA 98006  
(425) 653-4600

with a copy to:  
Louis Gurman  
Morrison & Foerster LLP  
2000 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006-1888  
(202) 887-8745

for DT:  
Hans-Willi Hefekäuser  
Senior Executive Vice President, Government Affairs  
Deutsche Telekom AG  
Friedrich-Ebert-Allee 140  
53113 Bonn  
Germany  
+49 228 181 0.

with a copy to:  
William T. Lake  
Wilmer, Cutler & Pickering  
2445 M Street, N.W.  
Washington, DC 20037-1420  
(202) 663-6000

- (d) VoiceStream and several of its subsidiaries have previously received authority pursuant to section 214 of the Communications Act to resell international switched communications services, as follows:

VoiceStream Wireless Corporation received authority to provide global resale services on March 20, 2000, when Omnipoint Communications, Inc. assigned its authorization to VoiceStream Wireless Corporation.<sup>2/</sup> Omnipoint Communications, Inc. originally received its authorization in File No. ITC-214-19960930-00473 (effective Nov. 12, 1996).<sup>2/</sup>

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<sup>2/</sup> Omnipoint Communications, Inc. notified the Commission of the *pro forma* assignment of its authorization pursuant to section 63.24(b) of the Commission's rules, 47 C.F.R. § 63.24(b). See Letter from Louis Gurman, Counsel to VoiceStream Wireless Corporation, to Magalie Roman Salas, Secretary, Federal Communications Commission, filed March 20, 2000 (copy attached as Attachment E).

<sup>2/</sup> VoiceStream Wireless Corporation provides service through a number of wholly owned subsidiaries as permitted by section 63.21(i) of the Commission's Rules, 47 C.F.R. § 63.21(i). The Commission was provided with a list of those wholly owned subsidiaries operating under VoiceStream Wireless Corporation's authorization (File No. ITC-214-19960930-00473) on

On March 31, 2000, the Commission approved the transfer of control of Aerial Communications, Inc. ("Aerial") to VoiceStream. *See Applications of Aerial Communications, Inc., Transferor, and VoiceStream Wireless Holding Corp., Transferee*, Memorandum Opinion and Order, DA 00-730 (rel. Mar. 31, 2000). Aerial is now a wholly-owned subsidiary of VoiceStream. Aerial received authority to provide global resale services in File No. ITC-214-19970626-00352 (effective Aug. 20, 1997).

On February 15, 2000, the Commission approved the transfer of control of Omnipoint Corp. to VoiceStream, and Omnipoint Corp. is now a wholly-owned subsidiary of VoiceStream. *See Applications of VoiceStream Wireless Corp. or Omnipoint Corp., Transferors, and VoiceStream Wireless Holding Co., Cook Inlet/VS GSM II PCS, LLC, or Cook Inlet/VS GSM III PCS, LLC, Transferees*, Memorandum Opinion and Order, FCC 00-53, DA 99-2737 (rel. Feb. 15, 2000). In addition to the authorizations described above, the following authorized Omnipoint subsidiaries (now indirectly owned by VoiceStream) also hold global resale authorizations:

- Omnipoint Communications C Operations, LLC received authority to provide global resale services in File No. ITC-214-19970804-00463 (effective Sept. 19, 1997).
- Omnipoint Communications DEF Operations, LLC received authority to provide global resale services in File No. ITC-214-19970908-00541 (effective Oct. 22, 1997).
- Omnipoint Communications MB Operations, LLC received authority to provide global resale services in File No. ITC-214-19970908-00542 (effective Oct. 22, 1997).

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March 22, 2000. *See Letter from Louis Gurman, Counsel to VoiceStream Wireless Corporation, to Magalie Roman Salas, Secretary, Federal Communications Commission, filed March 22, 2000 (copy attached as Attachment F).* Those subsidiaries are Omnipoint Communications, Inc., Omnipoint Corporation, Omnipoint Communications Cap Operations, LLC, Omnipoint Albany-Schenectady-Glen Falls E License, LLC, Omnipoint Boston Area DE License, LLC, Omnipoint Boston D License, LLC, Omnipoint Boston-Keene D License, LLC, Omnipoint Buffalo Area DE License, LLC, Omnipoint Buffalo-Olean D License, LLC, Omnipoint DC Area DE License, LLC, Omnipoint DC-Salisbury D License, LLC, Omnipoint Little Rock-El Dorado E License, LLC, Omnipoint MI-Indiana-Findlay D License, LLC, Omnipoint MI-Indiana-Lima D License, LLC, Omnipoint Miami E License, LLC, Omnipoint New England DE License, LLC, Omnipoint New York D License, LLC, Omnipoint Petoskey D License, LLC, Omnipoint St. Louis DE License, LLC, Omnipoint Wichita-E. Hutchison E License, LLC, Omnipoint Philadelphia-E. Lancaster E License, LLC, Omnipoint MI-Indiana Area DE License, LLC, VoiceStream PCS Holding, LLC, VoiceStream PCS I License LLC, VoiceStream PCS II License Corporation, VoiceStream PCS III License Corporation, VoiceStream SMR Corporation, VoiceStream PCS LMDS Corporation, VoiceStream PCS BTA I License Corporation, and VoiceStream Washington Corporation.

- Omnipoint Communications Midwest Operations, LLC received authority to provide global resale services in File No. ITC-214-19980203-00068 (effective Mar. 25, 1998).
- D&E/Omnipoint Wireless Joint Venture, L.P. received authority to provide global resale services in File No. ITC-214-19980807-00546 (effective Oct. 2, 1998). VoiceStream has a 50% interest in this joint venture.

A DT subsidiary has previously received authority pursuant to section 214 of the Communications Act to provide international communications services. Deutsche Telekom, Inc. received authority to provide facilities-based service between the United States and Germany in File No. ITC-214-19991217-00788 (action taken Jan. 12, 2000), and resale services between the United States and Germany in File No. ITC-214-19991217-00789 (action taken Jan. 12, 2000). Deutsche Telekom, Inc. also received authority to operate as a facilities-based carrier and a resale carrier between the United States and all other locations except Croatia and Uzbekistan (for which it did not seek authorization) in File No. ITC-214-19991217-00787 (action taken Jan. 12, 2000).

- (e) The applicants are applying for authorization to transfer to DT control of the section 214 authorizations currently held by VoiceStream and its subsidiaries. A narrative description of the applicants and the transaction is provided in the Main Application.
- (f) No response required.
- (g) No response required.
- (h) DT is a stock corporation (an "Aktiengesellschaft") organized and existing under the laws of the Federal Republic of Germany, with its headquarters in Bonn. Its principal business is the provision of telecommunications and information services. DT's address is as follows:

Deutsche Telekom AG  
 Friedrich-Ebert-Allee 140  
 53113 Bonn  
 Germany.

There are two 10% or greater shareholders of DT. The Kreditanstalt für Wiederaufbau ("KfW") holds approximately 15% of DT's stock; on consummation of the merger, KfW will have approximately 12% of the stock. KfW is a corporation organized under the laws of Germany, and it is held 80% by the Federal Republic of Germany and 20% by the German state governments. Its principal business is development banking. Its address is as follows:

Kreditanstalt für Wiederaufbau  
Palmgartenstrasse 5-9  
60325 Frankfurt  
Germany.

The Federal Republic of Germany currently holds approximately 43% of the stock of DT directly. Including KfW's interest, it is deemed to hold approximately 58% of DT. On consummation of the merger, the Federal Republic of Germany will hold approximately 34% of the stock directly. Including KfW's interest it will hold approximately 46% of DT.

A list of interlocking directorates is provided at Attachment A.

- (i) DT is a foreign carrier and is affiliated with foreign carriers in countries listed in Attachment B. DT certifies to the information in this paragraph.
- (j) DT seeks authority for the authorized VoiceStream subsidiaries to continue to provide international telecommunications services after the merger to all of the countries as to which they are currently authorized (except Croatia and Uzbekistan), including those countries listed in Attachment C. DT certifies to this information.
- (k) Every country listed in Attachment C is a member of the World Trade Organization.
- (l and m) For every country in which DT is affiliated with a foreign carrier and for which the parties request authority in this application (except for Germany, Hungary, and Slovakia), DT provides in Attachment D to this application the showing for nondominant regulatory treatment necessary to satisfy section 63.10(a)(3) of the Commission's rules. For Germany, Hungary, and Slovakia, all the authorized VoiceStream and DT carriers listed above in paragraph (d) consent to be regulated as dominant and will file the quarterly traffic reports required by section 43.61(c) of the Commission's rules.
- (n) Neither DT nor any of its affiliates has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) DT certifies pursuant to sections 1.2001-.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001-.2003, that to the best of its knowledge neither DT nor any of its officers, directors, or 5% shareholders is subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. DT is in the process of confirming this understanding with respect to such officers, directors, and shareholders and will amend its application promptly to report any necessary supplemental information.

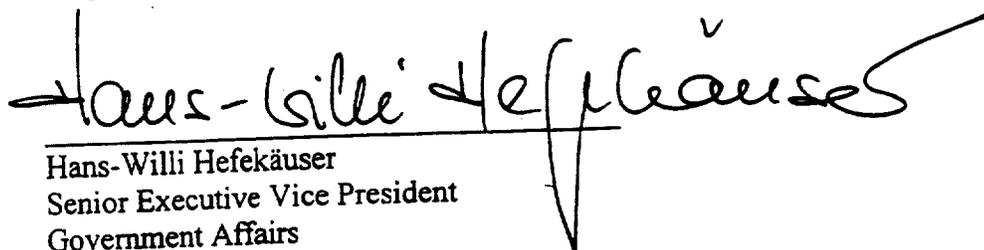
- (p) DT does not request streamlined processing.

**VOICESTREAM'S NOTIFICATION OF FOREIGN AFFILIATION  
INFORMATION REQUIRED BY SECTION 63.11**

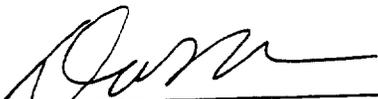
- (a) VoiceStream and its wholly owned subsidiaries authorized to provide international services (Aerial Communications, Inc., Omnipoint Communications C Operations, LLC, Omnipoint Communications DEF Operations, LLC, Omnipoint Communications MB Operations, LLC, Omnipoint Communications Midwest Operations, LLC, and VoiceStream Wireless Corporation), together with partially-owned joint venture D&E/Omnipoint Wireless Joint Venture, L.P. (collectively "VoiceStream Carriers"), hereby notify the Commission that, as a result of the proposed merger, the VoiceStream Carriers will be affiliated with the foreign carriers listed in Attachment B.
- (b) All of the countries listed in Attachment B are members of the World Trade Organization except Croatia, Russia, and Uzbekistan. The VoiceStream Carriers currently have global resale authority as described above. The VoiceStream Carriers certify that this information is correct.
- (c) On consummation of the proposed merger of DT and VoiceStream, the VoiceStream Carriers will not provide services solely by reselling services of unaffiliated U.S. carriers.
- (d) After the merger, the VoiceStream Carriers will be directly or indirectly owned by DT. DT's ownership information is provided above.
- (e) The VoiceStream Carriers certify that they have not agreed to accept special concessions directly or indirectly from any foreign carriers with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (f) Upon closing the merger, the VoiceStream Carriers will surrender their authorizations to provide service on the U.S.-Croatia and the U.S.-Uzbekistan routes, except to the extent that they apply for and obtain authority to provide such services under the Commission's rules. Furthermore, the VoiceStream Carriers are willing to be classified as dominant on the U.S. routes serving Germany, Hungary, and Slovakia. On all other affiliated routes, the VoiceStream Carriers request nondominant treatment for the reasons given in Attachment D.
- (g) The VoiceStream Carriers certify pursuant to section 1.2001-.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001-.2003, that none of the VoiceStream Carriers nor any of their officers, directors, or 5%

shareholders is subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

Handwritten signature of Hans-Willi Hefekäuser in black ink. The signature is written in a cursive style and is positioned above a horizontal line.

Hans-Willi Hefekäuser  
Senior Executive Vice President  
Government Affairs  
Deutsche Telekom AG  
Friedrich-Ebert-Allee 140  
53113 Bonn  
Germany



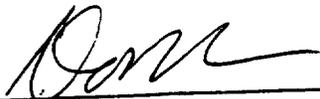
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David A. Miller  
Assistant Secretary  
VoiceStream Wireless Corporation  
3650 131st Avenue SE  
Bellevue, WA 98006



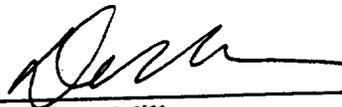
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David A. Miller  
Assistant Secretary  
Omnipoint Communications DEF Operations,  
Inc.  
3650 131st Avenue SE  
Bellevue, WA 98006



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David A. Miller  
Assistant Secretary  
Aerial Communications, Inc.  
3650 131st Avenue SE  
Bellevue, WA 98006



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David A. Miller  
Assistant Secretary  
Omnipoint Communications MB Operations,  
LLC  
3650 131st Avenue SE  
Bellevue, WA 98006



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D&E/Omnipoint Wireless Joint Venture, L.P.  
David A. Miller  
Assistant Secretary  
Omnipoint Venture Partners, LLC  
(General Partner to  
D&E/Omnipoint Wireless Joint Venture, L.P.)  
4139 Oregon Pike  
Ephrata, PA 17522



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David A. Miller  
Assistant Secretary  
Omnipoint Communications Midwest  
Operations, LLC  
3650 131st Avenue SE  
Bellevue, WA 98006



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David A. Miller  
Assistant Secretary  
Omnipoint Communications C Operations,  
LLC  
3650 131st Avenue SE  
Bellevue, WA 98006

Of Counsel:

William T. Lake  
WILMER, CUTLER & PICKERING  
2445 M Street, N.W.  
Washington, DC 20037-1420  
(202) 663-6000

Louis Gurman  
MORRISON & FOERSTER LLP  
2000 Pennsylvania Avenue, N.W.  
Washington, DC 20006-1888  
(202) 887-8700

## Attachment A

### Interlocking Directorates

The following members of Deutsche Telekom AG's Board of Management or Supervisory Board serve as officers or directors of the entities listed, all of which are subsidiaries of Deutsche Telekom AG<sup>1/</sup>:

**Dr. Ron Sommer - Member of the Board of Management**

- Chairman of the Supervisory Board - T-Mobile International AG

**Josef Brauner - Member of the Board of Management**

- Member of the Supervisory Board - DeTeMobil Deutsche Telekom MobilNet GmbH

**Detlev Buchal - Member of the Board of Management**

- Chairman of the Supervisory Board - DeTeLine Deutsche Telekom Kommunikationsnetze GmbH
- Chairman of the Supervisory Board - max.mobil.Telekommunikation Service GmbH
- Member of the Supervisory Board - DeTeMobil Deutsche Telekom MobilNet GmbH
- Member of the Supervisory Board - SIRIS S.A.S.

**Dr. Karl-Gerhard Eick - Member of the Board of Management**

- Member of the Supervisory Board - T-Mobile International AG

**Jeffrey A. Hedberg - Member of the Board of Management**

- Member of the Supervisory Board - T-Mobile International AG
- Member of the Supervisory Board - One 2 One Personal Communications Ltd.
- Member of the Supervisory Board - SIRIS S.A.S.

**Dr. Heinz Klinkhammer - Member of the Board of Management**

- Member of the Supervisory Board - DeTeMobil Deutsche Telekom MobilNet GmbH

**Gerd Tenzer - Member of the Board of Management**

- Member of the Supervisory Board - T-Mobile International AG

**Rüdiger Schulze - Member of the Supervisory Board**

- Member of the Supervisory Board - DeTeMobil Deutsche Telekom MobilNet GmbH

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<sup>1/</sup> This information is accurate as of March 31, 2000. DT is in the process of surveying its current officers and directors and will update this information promptly if necessary.

The following officers or directors of the VoiceStream Carriers also serve as officers or directors of foreign common carriers:

John W. Stanton – Director, Chairman, CEO, VoiceStream

- Director – Microcell Telecommunications, Inc. (Canada)
- Director – 360Networks Inc. (Canada)
- Director – Meteor Mobile Communications Limited (Ireland)

Robert R. Stapleton – Director, President, VoiceStream

- Director – Microcell Telecommunications, Inc. (Canada)

Canning K.N. Fok – Director, VoiceStream

- Group Managing Director – Hutchison Whampoa Limited (Hong Kong)
- Chairman – Orange plc (United Kingdom)
- Director and Chairman – Partner Communications Company, Ltd. (Israel)
- Director – Sterling Cellular Limited (India)
- Director – Hutchison Global Crossing Limited
- Chairman – Hutchison Telecommunications (Australia) Limited
- Director – Hutchison Max Telecom Limited
- Chairman – Hutchison Telephone Company Limited
- Director – Hutchison Telephone Pty. Limited

Jonathan M. Nelson – Director, VoiceStream

- Director – AT&T Canada

James N. Perry, Jr. - Director, VoiceStream

- Director – Clearnet Communications, Inc. (Canada)
- Director – Completel (France)
- Director – Band-X Limited (United Kingdom)
- Director – Pangea Ltd. (Bermuda)

Hans R. Snook – Director, VoiceStream

- Group Director and CEO – Orange plc (United Kingdom)
- Director – Partner Communications Company, Ltd. (Israel)
- Director – Hutchison Telecommunications (Thailand) Co., Ltd.

Susan M.F. Woo Chow - Director, VoiceStream

- Director – Orange plc (United Kingdom)
- Deputy Group Managing Director – Hutchison Whampoa Limited (Hong Kong)
- Executive Director – Cheung Kong Infrastructure Holdings
- Director – Partner Communications Company, Ltd. (Israel)
- Director – Hutchison Global Crossing Limited
- Director – Hutchison Global Net Limited
- Director – Hutchison Telecommunications Technology Investments Limited

- Director – Hutchison Telephone Company Limited
- Director – Hutchison Telephone Pty. Limited
- Director – Hutchison 3G UK Limited
- Director – Lanka Cellular Services (Private) Ltd.

**Frank J. Sixt – Director, VoiceStream**

- Executive Director – Hutchison Whampoa Limited (Hong Kong)
- Director – Orange plc (United Kingdom)
- Director – Cheung Kong (Holdings) Limited
- Executive Director – Cheung Kong Infrastructure Holdings Limited
- Director – Hutchison Global Crossing Limited
- Director – Hutchison Max Telecom Limited
- Director – Hutchison Telecommunications (Australia) Limited
- Director – Hutchison Telecommunications Technology Investments Limited
- Director – Hutchison Telephone Company Limited
- Director – Hutchison Telephone Pty. Limited
- Director – Hutchison 3G UK Limited
- Director – Lanka Cellular Services (Private) Ltd.
- Director – Partner Communications Company Ltd.
- Director – Sterling Cellular Limited (India)
- Director – Usha Martin Telekom Limited

**Kaj-Erik Relander – Director, VoiceStream**

- Deputy CEO – Sonera Corporation (Finland)
- Director – Turkcell Iletisim Hizmetleri A.S. (Turkey)

## Attachment B

### Countries and Carriers in Which Deutsche Telekom AG Possesses Affiliating Interests

<u>Austria:</u>	max.mobil.Tellekkommunikation Service GmbH
<u>Belgium:</u>	Deutsche Telekom AG
<u>Canada:</u>	Deutsche Telekom (Canada) Inc.
<u>Croatia:</u>	Hrvatske Telekomunikacije d.d.
<u>Czech Republic:</u>	RadioMobil, Pragonet a.s.
<u>France:</u>	SIRIS S.A.S.
<u>Germany:</u>	Deutsche Telekom AG and its operating subsidiaries
<u>Hungary:</u>	MATÁV Magyar Távközlesi Rt., Westel 900 GSM Mobil, Westel Radiotelefon Kft.
<u>Indonesia:</u>	PT Satelit Palapa Indonesia
<u>Japan:</u>	Deutsche Telekom K.K., Deutsche Telekom Japan K.K.
<u>Netherlands:</u>	Deutsche Telekom AG
<u>Philippines:</u>	Isla Communications Co., Inc.
<u>Poland:</u>	Polska Telefonia Cyfrowa Sp.z.o.o.
<u>Russia:</u>	MTS CSJC Mobile TeleSystems gAG
<u>Slovakia:</u>	Slovak Telecom
<u>Switzerland:</u>	Multilink S.A., Deutsche Telekom AG
<u>United Kingdom:</u>	Deutsche Telekom Ltd., One 2 One Personal Communications Ltd., Virgin Mobile Telecoms Ltd., Deutsche Telekom AG, Eurobell (Holdings) PLC
<u>Uzbekistan:</u>	Chirkom

## Attachment C

### Countries for Which Authority Is Requested and in Which Deutsche Telekom AG Is, Controls, or Is Deemed To Control a Foreign Carrier

<u>Austria:</u>	max.mobil.Tellekommunikation Service GmbH
<u>Belgium:</u>	Deutsche Telekom AG
<u>Canada:</u>	Deutsche Telekom (Canada) Inc.
<u>Czech Republic:</u>	RadioMobil, Pragonet a.s.
<u>France:</u>	SIRIS S.A.S.
<u>Germany:</u>	Deutsche Telekom AG and operating subsidiaries
<u>Hungary:</u>	MATÁV Magyar Távközlesi Rt., Westel 900 GSM Mobil, Westel Radiotelefon Kft.
<u>Japan:</u>	Deutsche Telekom K.K., Deutsche Telekom Japan K.K.
<u>Netherlands:</u>	Deutsche Telekom AG
<u>Philippines:</u>	Isla Communications Co., Inc.
<u>Slovakia:</u>	Slovak Telecom
<u>Switzerland:</u>	Multilink S.A., Deutsche Telekom AG
<u>United Kingdom:</u>	Deutsche Telekom Ltd., One 2 One Personal Communications Ltd., Virgin Mobile Telecoms Ltd., Deutsche Telekom AG, Eurobell (Holdings) PLC

## Attachment D

### Deutsche Telekom Foreign Affiliations and Regulatory Treatment for Countries Where Authority Is Requested

Deutsche Telekom is affiliated with foreign carriers in the following countries for which authority is requested in this application:

Austria	Hungary	Russia
Belgium	Indonesia	Slovakia
Canada	Japan	Switzerland
Czech Republic	Netherlands	United Kingdom.
France	Philippines	
Germany	Poland	

For service to Germany, Hungary, and Slovakia, the parties will accept dominant carrier treatment, including filing quarterly traffic reports as required by section 43.61(c) of the Commission's rules. On all other routes, the parties should qualify for a presumption of nondominant treatment under section 63.10(a)(3) of the Commission's rules for the following reasons:

Austria: DT indirectly owns 100% of max.mobil.Tellekommunikation Service GmbH ("max.mobil"), a mobile service provider in Austria. At year end 1999, the market share of max.mobil in the GSM market in Austria was approximately 38%. max.mobil also provides fixed line voice and data services on a resale basis to business customers in Austria. max.mobil has only recently entered this market, and its share of these markets is estimated to be less than 1%.

Belgium: DT itself is authorized to provide data services in Belgium using the name "T-Carrier Bandwidth." It is not currently providing any services.

Canada: Deutsche Telekom (Canada) Inc. ("DT Canada") is a wholly owned indirect subsidiary of DT. DT Canada holds an international resale license in Canada. DT Canada is a start-up company, and its market share is estimated to be negligible.

Czech Republic: Under the Commission's ownership attribution rules, DT is deemed to hold a 61% interest in RadioMobil, a mobile service provider in the Czech Republic. RadioMobil

provides a variety of mobile services on a nationwide basis including voice, data, and enhanced services. Its share of the mobile services market in the Czech Republic is approximately 43%.

DT also holds 51% of Pragonet a.s., a telecommunications company providing data services and leased lines to business customers in Prague. Its share of the market for these services is estimated to be less than 2%.

France: DT purchased SIRIS S.A.S. ("SIRIS") in November 1999. SIRIS is the second largest alternative telecommunications operator in France, providing voice, data, and IP services on its own nationwide network. SIRIS's share of the telecommunications market in France is estimated to be approximately 2%.

Indonesia: PT Satelit Palapa Indonesia ("Satelindo") is a joint venture in which DT indirectly holds a 25% ownership share. Satelindo provides mobile, satellite, and international gateway facilities in Indonesia. Its share of the market for GSM services is estimated to be 37%, and its share of the market for international services is estimated to be 17%.

Japan: Deutsche Telekom K.K. is a wholly owned subsidiary of DT. As the holder of a Type II license in Japan, Deutsche Telekom K.K. is a reseller providing a variety of communications services including international leased line services and corporate network services. Its share of these markets is estimated to be negligible.

DT owns 100% of Deutsche Telekom Japan K.K. Deutsche Telekom Japan K.K. provides international voice and data services, international leased lines, and GSM mobile rental service. Its share of the markets for these services is estimated to be less than 1%.

Netherlands: DT itself is authorized to provide telecommunications services in the Netherlands. It is not currently providing any services.

Philippines: Under the Commission's ownership attribution rules, DT is deemed to own 50% of Isla Communications Co., Inc. ("Islacom"), a full service provider in the Philippines. Islacom's share of the mobile communications market is estimated to be 7%; its share of the market for local access is estimated to be 5%; and its share of the market for international transport is estimated to be 2%.

Poland: DT indirectly owns a 45% ownership interest in Polska Telefonia Cyfrowa Sp.z.o.o. ("PTC"), a mobile service provider in Poland. PTC provides various mobile telephony services in Poland on a nationwide basis. At year end 1999, PTC's share of the mobile services market in Poland was approximately 45%.

Russia: MTS CSJC Mobile TeleSystems gAG ("MTS") is a mobile services provider in Russia in which DT holds a 46% ownership interest indirectly. MTS's share of the total mobile services market in Russia is approximately 30%.

Switzerland: DT owns 100% of MultiLink SA ("MultiLink"), an alternative infrastructure provider in Switzerland. MultiLink is in the start-up phase, and its share of the fixed voice and data market in Switzerland is estimated to be under 1%.

DT itself is also authorized to provide a full range of services in Switzerland. Its Swiss market share is estimated to be negligible.

United Kingdom: Deutsche Telekom Ltd is a wholly owned subsidiary of DT that resells leased lines. Its market share is estimated to be negligible.

DT also owns One 2 One Personal Communications Ltd. ("One 2 One"), which provides mobile communications services in the UK. At year end 1999, One 2 One's share of the UK mobile service market was approximately 17%.

DT also owns 50% of Virgin Mobile Telecoms Ltd. ("Virgin"), which provides mobile communications services in the UK. Virgin's market share for mobile services is estimated to be less than 1%.

DT itself is authorized to provide international simple resale voice services in the UK. Its market share is estimated to be negligible.

DT also holds 100% of Eurobell (Holdings) PLC, which, through subsidiaries, provides cable services, voice services, and carrier services. Its share of the market for these services is estimated to be 2% or less.

**Attachment E**

## MORRISON &amp; FOERSTER LLP

ATTORNEYS AT LAW

SAN FRANCISCO  
 LOS ANGELES  
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 WASHINGTON, D.C. 20006-1888  
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March 20, 2000

Writer's Direct Contact  
 (202) 328-8200  
 LGurman@mof.com

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MAR 20 2000

FEDERAL COMMUNICATIONS COMMISSION  
 OFFICE OF THE SECRETARY

By Messenger

Magalie Roman Salas, Secretary  
 Federal Communications Commission  
 Office of the Secretary  
 Room TW-204B  
 445 12th Street, S.W.  
 Washington, D.C. 20554

Re: Notice of Pro Forma Assignment of Section 214 Authority  
 From Omnipoint Communications, Inc. to VoiceStream Wireless  
 Corporation-- File No. ITC-214-19960930-00473

Dear Ms. Salas:

Omnipoint Communications, Inc. ("Omnipoint") is authorized pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.18 of the Commission's Rules to resell switched voice service from the United States to permissible international points (File No. ITC-214-19960930-00473). In an order released February 15, 2000, the Commission granted an application to transfer control of Omnipoint's Section 214 authorization from Omnipoint's immediate parent, Omnipoint Corporation, to VoiceStream Wireless Holdings Corporation, now called VoiceStream Wireless Corporation ("VoiceStream"). ( See In re VoiceStream Wireless Corporation or Omnipoint Corporation and VoiceStream Wireless Holding Company for Consent to Transfer of Control and Assignments of Licenses and Authorizations, Memorandum Opinion and Order, DA Nos. 99-1634, 99-2737, rel. February 15, 2000.) On February 28, 2000, both Omnipoint and its immediate parent, Omnipoint Corporation, became wholly-owned subsidiaries of VoiceStream.

Omnipoint now provides notice, pursuant to Section 63.24(b) of the Commission's Rules, of the assignment of the above-referenced Section 214 authorization to VoiceStream on February 28, 2000. Because Omnipoint is a wholly-owned subsidiary of VoiceStream, this assignment did not result in a change of the carrier's ultimate control and accordingly is pro forma under Section 63.24(a)(5) of the Commission's Rules.

Magalie Roman Salas, Secretary

March 20, 2000

Page Two

Please address any inquires regarding this matter to the undersigned counsel to  
VoiceStream Wireless Corporation.

Very truly yours,

A handwritten signature in black ink, appearing to read "Louis Gurman". The signature is written in a cursive style with a large initial "L" and a long, sweeping tail.

Louis Gurman

cc: Matt Vitale, Esquire

**Attachment F**

# MORRISON & FOERSTER LLP

ATTORNEYS AT LAW

SAN FRANCISCO  
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March 22, 2000

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445 12th Street, S.W.  
Washington, D.C. 20554

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

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Re: Notice of VoiceStream Wireless Corporation  
Wholly owned subsidiaries operating under Section 214 authorization  
File No. ITC-214 19960930-00473

Dear Ms. Salas:

VoiceStream Wireless Corporation ("VoiceStream") is authorized pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.18 of the Commission's Rules to resell switched voice service from the United States to permissible international points (File No. ITC-214-19960930-00473). VoiceStream received this authority through a pro forma assignment, notice of which was filed with the Commission on March 20, 2000. A copy of that notice is attached hereto.

Section 63.21(i) of the Commission's Rules, 47 C.F.R. §63.21(i), provides that an authorized carrier may provide service through any wholly owned direct or indirect subsidiaries. Pursuant to this rule, VoiceStream hereby provides notice that it will provide international resale services through the following wholly owned direct or indirect subsidiaries:

Omnipoint Communications, Inc.  
Omnipoint Corporation  
Omnipoint Communications Cap Operations, LLC  
Omnipoint Albany-Schenectady-Glen Falls E License, LLC  
Omnipoint Boston Area DE License, LLC  
Omnipoint Boston D License, LLC  
Omnipoint Boston-Keene D License, LLC  
Omnipoint Buffalo Area DE License, LLC

Magalie Roman Salas, Secretary

March 22, 2000

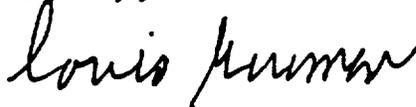
Page Two

Omnipoint Buffalo-Olean D License, LLC  
Omnipoint DC Area DE License, LLC  
Omnipoint DC-Salisbury D License, LLC  
Omnipoint Little Rock-El Dorado E License, LLC  
Omnipoint MI-Indiana-Findlay D License, LLC  
Omnipoint MI-Indiana-Lima D License, LLC  
Omnipoint Miami E License, LLC  
Omnipoint New England DE License, LLC  
Omnipoint New York D License, LLC  
Omnipoint Petoskey D License, LLC  
Omnipoint St. Louis DE License, LLC  
Omnipoint Wichita-E. Hutchison E License, LLC  
Omnipoint Philadelphia-E. Lancaster E License, LLC  
Omnipoint MI-Indiana Area DE License, LLC  
VoiceStream PCS Holding, LLC  
VoiceStream PCS I License LLC  
VoiceStream PCS II License Corporation  
VoiceStream PCS III License Corporation  
VoiceStream SMR Corporation  
VoiceStream PCS LMDS Corporation  
VoiceStream PCS BTA I License Corporation  
VoiceStream Washington Corporation

Each of the VoiceStream subsidiaries listed above is legally organized under the laws of the state of Delaware, with the exception of VoiceStream Washington Corporation, which is legally organized under the laws of the state of Washington. All of VoiceStream's subsidiaries are headquartered at 3650 131st Avenue, S.E., Bellevue, Washington 98006.

Please address any inquires regarding this matter to the undersigned counsel to VoiceStream Wireless Corporation.

Very truly yours,



Louis Gurman

cc: Matt Vitale, Esquire