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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A

AMENDMENT NO. 1

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2000

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 000-29667

VOICESTREAM WIRELESS CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

91-1983600
IRS Employer Identification No.)

12920 - 38th STREET S.E.,
BELLEVUE, WASHINGTON
(Address of principal executive offices)

98006
(Zip Code)

(425) 378-4000

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed
since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Title -----	Shares Outstanding as of October 31, 2000 -----
Common Stock, \$0.001 par value	227,908,356

VOICESTREAM WIRELESS CORPORATION
 CONSOLIDATED BALANCE SHEETS
 (dollars in thousands)

	September 30, 2000 (Unaudited)	December 31, 1999
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 4,107,518	\$ 235,433
Accounts receivable, net of allowance for doubtful accounts of \$58,664 and \$17,482, respectively	324,028	97,739
Inventory	232,033	63,072
Prepaid expenses and other current assets	67,630	14,332
Total current assets	4,731,209	410,576
Property and equipment, net of accumulated depreciation of \$541,084 and \$284,670, respectively	2,497,426	931,792
Goodwill, net of accumulated amortization of \$25,181 and \$0, respectively	9,022,948	
Licensing costs and other intangible assets, net of accumulated amortization of \$84,889 and \$21,815, respectively	1,953,433	450,261
Investments in and advances to unconsolidated affiliates	1,167,548	409,721
Other assets and investments	57,089	19,563
	<u>\$ 19,429,653</u>	<u>\$ 2,221,913</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 172,966	\$ 22,878
Accrued liabilities	437,998	114,534
Deferred revenue	42,962	4,275
Construction accounts payable	154,973	61,396
Current portion of long-term debt	63,616	
Total current liabilities	872,515	203,085
Long-term debt	5,031,699	2,011,451
Commitments and contingencies (Note 7)		
Preferred stock of consolidated subsidiary	307,446	
VoiceStream preferred stock; \$0.001 par value; 100,000,000 shares authorized: Convertible voting preferred; 3,906,250 shares issued and outstanding	5,000,000	
2.5% convertible junior preferred; 3,952 shares issued and outstanding	400,963	
Shareholders' equity:		
Common stock, \$0.001 par value, and paid in capital; 1.0 billion shares authorized; 227,639,725 and 96,305,360 shares issued and outstanding, respectively	10,224,619	1,095,539
Deferred compensation	(39,019)	(25,264)
Accumulated other comprehensive loss	(30,793)	
Deficit	(2,337,777)	(1,062,898)
Total shareholders' equity	7,817,030	7,377
	<u>\$ 19,429,653</u>	<u>\$ 2,221,913</u>

See accompanying notes to consolidated financial statements

CERTIFICATE OF SERVICE

I, William R. Nifong, do hereby certify that on this 9th day of February, 2001, I caused true and correct copies of the foregoing Responses to Supplemental Requests for Information in IB Docket No. 00-187 to be served by first-class mail, postage pre-paid, upon the following parties:

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