

**Lead Application
File No. 0000216961**

**Attachment 2
CIGSM/VoiceStream Agreement**

AGREEMENT AND NOTICE OF EXCHANGE

This Agreement (this "Agreement") is made as of September 13, 2000, by and between Cook Inlet GSM, Inc., a Delaware corporation ("Cook Inlet") and VoiceStream Wireless Corporation ("VoiceStream"), a Delaware corporation. Capitalized terms not defined shall have the meaning ascribed to them in the Exchange Rights Agreements (as defined below).

WHEREAS, Cook Inlet and VoiceStream have entered into three (3) separate Exchange Rights Agreements dated as of May 3, 1999; February 25, 2000; and February 25, 2000, (together, the "Exchange Rights Agreements") whereby VoiceStream granted, and Cook Inlet accepted, the right to exchange Cook Inlet's entire ownership rights and interests in Cook Inlet GSM Control LLC, Cook Inlet/VS GSM II PCS, LLC, and Cook Inlet/VS GSM III PCS, LLC, respectively, for shares of VoiceStream Common Stock, subject to the terms and conditions set forth therein.

WHEREAS, the Exchange Rights Agreements provide that, in the event that FCC Rules are amended such that neither License forfeiture nor violation of the C and F block eligibility requirements (as defined by the FCC Rules) would occur as a result of the Exchange occurring sooner than five (5) years after the date of the initial License grant, the Exchange Date shall be advanced;

WHEREAS, the parties believe that the FCC Rules were so amended, and VoiceStream has provided a legal opinion from outside counsel acceptable to Cook Inlet so stating, as required by the Exchange Rights Agreements; and

WHEREAS, Cook Inlet and VoiceStream desire that Cook Inlet effect an Exchange and exercise its Exchange Rights pursuant to all of the Exchange Rights Agreements in one transaction qualifying as a reorganization under the provisions of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code").

NOW THEREFORE, pursuant to the terms and conditions set forth herein and in the Exchange Rights Agreements, the parties, intending to be bound legally, agree as follows:

1. The "Exchange Date" under the Exchange Rights Agreements shall be September 1, 2000.
2. By this Agreement, Cook Inlet has irrevocably elected to exchange all of its Control Group Interest or Company Interest, as the case may be, pursuant to the applicable Exchange Rights Agreement, and this Agreement shall serve as an effective Exchange Notice pursuant to the Exchange Rights Agreements. Cook Inlet shall receive the following number of shares of VoiceStream Common Stock (subject to adjustment in accordance with the terms of the Exchange Rights Agreements) in exchange for all of its Control Group Interest or Company Interest, as the case may be, pursuant to the applicable Exchange Rights Agreement:

Interest to be Exchanged (Applicable LLC)	Applicable Exchange Rights Agreement	Number of Shares of VoiceStream Common Stock
Control Group Interest (Cook Inlet GSM Control LLC)	Exchange Rights Agreement dated as of May 3, 1999	4,009,803
Member Interest (Cook Inlet/VS GSM II PCS, LLC)	Exchange Rights Agreement (CI-VS II) dated as of February 25, 2000	3,000,000
Member Interest (Cook Inlet/VS GSM III PCS, LLC)	Exchange Rights Agreement (CI-VS III) dated as of February 25, 2000	750,000

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3. In order to facilitate the Exchanges, the parties shall as soon as reasonably practicable (i) file applications with the Federal Communications Commission requesting consent to the transfer of control of the various licenses controlled by Cook Inlet, (ii) file such Notification and Report Forms as may be required under the Hart-Scott-Rodino Act, and (iii) enter into an Agreement and Plan of Reorganization which shall provide for (a) the transfer of the assets of Cook Inlet, which consist solely of the Control Group Interest and the Company Interests, in exchange for the shares of VoiceStream Common Stock deliverable to Cook Inlet pursuant to the Exchange Rights Agreements in a transaction qualifying as a reorganization under the provisions of Section 368 of the Code, and (b) the assumption of only those liabilities arising out of the acquired assets.

4. This Agreement does not, and shall not be deemed to, supersede, amend, modify, waive or replace the Exchange Rights Agreements or any of the provisions thereof.

[This space left intentionally blank.]

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Agreement on the day and year first above written.

VOICESTREAM WIRELESS CORPORATION

By: _____
Its: _____

COOK INLET GSM, INC.

By: _____
Its: _____

**Lead Application
File No. 0000216961**

**Attachment 3
CITI/VoiceStream Agreement**

AGREEMENT AND NOTICE OF EXCHANGE

This Agreement (this "Agreement") is made as of September 13, 2000, by and among Cook Inlet Telecommunications, Inc., a Delaware corporation ("Cook Inlet"), Cook Inlet Mobile Corporation, a Delaware corporation ("CIMC") and VoiceStream Wireless Corporation, a Delaware corporation ("VoiceStream"). Capitalized terms not defined shall have the meaning ascribed to them in the Exchange Rights Agreement (as defined below).

WHEREAS, Cook Inlet, Western PCS BTA I Corporation, Western Wireless Corporation, and VS Washington Corporation ("VWC Washington") are parties to an Exchange Rights Acquisition and Grant Agreement dated as of December 17, 1998 (the "Exchange Rights Agreement") whereby VWC Washington granted, and Cook Inlet accepted, the right to exchange Cook Inlet's entire ownership rights and interests in its Partnership Interest in Cook Inlet PV/SS PCS Partners, L.P. (the "Partnership"), for shares of VWC Washington Common Stock, subject to the terms and conditions set forth therein.

WHEREAS, VoiceStream has succeeded to all of VWC Washington's rights and obligations arising under or relating to the Exchange Rights Agreement.

WHEREAS, Cook Inlet desires to sell its Partnership Interest in Cook Inlet PV/SS PCS Partners, L.P. for cash, and to contribute such cash to Cook Inlet/VS GSM IV PCS, LLC ("CIVS IV") as capital.

NOW THEREFORE, pursuant to the terms and conditions set forth herein, the parties, intending to be bound legally, agree as follows:

1. Cook Inlet has agreed to sell, and VoiceStream has agreed to purchase, all of Cook Inlet's Partnership Interest (the "Acquisition"). In order to facilitate the Acquisition, the parties shall as soon as reasonably practicable (i) file applications with the Federal Communications Commission requesting consent to the transfer of control of the various licenses controlled by Cook Inlet, (ii) file such Notification and Report Forms as may be required under the Hart-Scott-Rodino Act, and (iii) enter into (a) a purchase agreement, which shall provide for the Acquisition, (b) an operating agreement (which may be entered into by affiliates of the parties) for CIVS IV and (c) an exchange rights agreement providing CIMC with the right to exchange CIMC's entire ownership rights and interests in CIVS IV for 382,657 shares of VoiceStream Common Stock.
2. VoiceStream shall pay cash in the amount of \$45,918,755 (the "Purchase Price") to Cook Inlet in consideration for the Partnership Interest. In addition, VoiceStream shall pay Cook Inlet a fee of Five Million Dollars (\$5,000,000.00) in connection with this transaction (the "Fee"). CIMC shall contribute capital to CIVS IV in accordance with the terms of the operating agreement of CIVS IV, up to the amount of the Purchase Price.
3. This Agreement does not, and shall not be deemed to, supersede, amend, modify, waive or replace the Exchange Rights Agreement or any of the provisions thereof.

[This space left intentionally blank.]

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Agreement on the day and year first above written.

VOICESTREAM WIRELESS CORPORATION

By: _____
Its: _____

COOK INLET TELECOMMUNICATIONS, INC.

By: _____
Its: _____

K:\38163\00063\VMST\MST_A20WP

File No. 0000217006

Cook Inlet/VoiceStream PV/SS PCS, L.P.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/19/2000 at 04:17PM File Number: 0000217006
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1) Application Purpose: Amendment	
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: 0000217006
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? 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?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
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? Yes
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? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock 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: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]	10b) SGIN: 000	10c) FCC Registration Number (FRN): 1605039
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): Cook Inlet/VoiceStream PV/SS PCS, L.P.		
13) Attention To:		
14) P.O. Box:	And / Or	15) Street Address: 2525 C Street, Suite 500
16) City: Anchorage	17) State: AK	18) Zip: 99503
19) Telephone Number: (907)263-5176	20) FAX: (907)263-5181	
21) E-Mail Address: storrison@cirl.com		

22) Race, Ethnicity, 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: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an 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) The Assignee is a(n): Corporation				
45a) Taxpayer Identification Number: [REDACTED]		45b) SGIN: 000	45c) FCC Registration Number (FRN):	
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: Dan Menser, Esq.				
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@mofocom				

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	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?	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.	Yes

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.	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.	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.	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.	No

78) Race, Ethnicity, 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 <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in 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 Region, Inc.
Signature: Craig A Floerchinger 81) Date: 10/19/00

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. 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 in 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 1998, 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:
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83) Title: Vice President

Signature: David A Miller

84) Date: 10/19/00

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).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNLF474					No
KNLF475					No
KNLF476					No
KNLF477					No
KNLG362					No
KNLG710					No
KNLG711					No
KNLG709					No
KNLF478					No
KNLF480					No
KNLF481					No
KNLF482					No
KNLF483					No
KNLF486					No
KNLG706					No
KNLG707					No
KNLF908					No
KNLF797					No

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	09/13/00	Lead Application Information	17588589.0.pdf

**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

File No. 0000217007

Cook Inlet/VS GSM II PCS, LLC

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/16/2000 at 06:24PM File Number: 0000217007
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1) Application Purpose: Amendment	
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: 0000217007
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? 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?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
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? Yes
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? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock 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: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]	10b) SGIN: 000	10c) FCC Registration Number (FRN): 1542315
11) First Name (if individual):	MI:	Last Name: Suffix:
12) Entity Name (if not an individual): Cook Inlet/VS GSM II PCS, LLC		
13) Attention To:		
14) P.O. Box:	And / Or	15) Street Address: 2525 C Street, Suite 500
16) City: Anchorage	17) State: AK	18) Zip: 99503
19) Telephone Number: (907)263-5176	20) FAX: (907)263-5181	
21) E-Mail Address: storrison@ciri.com		

22) Race, Ethnicity, 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: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:
25) Entity Name (if not an 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) The Assignee is a(n): Corporation		
45a) Taxpayer Identification Number: [REDACTED]	45b) SGIN: 000	45c) FCC Registration Number (FRN):
46) First Name (if individual):	MI:	Last Name:
47) Entity Name (if other than individual): VoiceStream Wireless Corporation		
48) Name of Real Party in Interest:		49) TIN:
50) Attention To: Dan Menser, Esq.		
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@mofocom			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	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?	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.	Yes

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.	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.	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.	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.	No

78) Race, Ethnicity, 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 <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in 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: Last Name: Floerchinger Suffix:
80) Title: Vice President, Cook Inlet Region, Inc.
Signature: Craig Floerchinger 81) Date: 10/16/00

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. 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 in 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 1998, 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
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83) Title: Vice President

Signature: David A Miller Esq

84) Date: 10/16/00

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).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNLF949					No
KNLF950					No
KNLF951					No
KNLF952					No
KNLF959					No
KNLF956					No
KNLF964					No
KNLF966					No
KNLF967					No
KNLF972					No
KNLF973					No
KNLF974					No
KNLB307					No
KNLB308					No
KNLB309					No
KNLF979					No
KNLF980					No
KNLF981					No
KNLF989					No
KNLF990					No

KNLF987	No
KNLH332	No
KNLH333	No
KNLH334	No
KNLH335	No
KNLH340	No
KNLH341	No
KNLH342	No
KNLH343	No
KNLH320	No
KNLH328	No
KNLH329	No
KNLH330	No
KNLH331	No
KNLF960	No
KNLF961	No
KNLF963	No
KNLF969	No
KNLF970	No
KNLF976	No
KNLF977	No
KNLB302	No
KNLB303	No
KNLB304	No
KNLB305	No
KNLB306	No
KNLF984	No
KNLF985	No
KNLF986	No
KNLF991	No
KNLF947	No
KNLF948	No
KNLF945	No
KNLH336	No
KNLH337	No
KNLH338	No
KNLH339	No
KNLB208	No

Attachment Type	Date	Description	Contents
Other	09/13/00	Lead Application Information	17588597.0.pdf
Other	09/14/00	Additional Licenses	17589006.0.pdf

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

ADDITIONAL LICENSES TO BE TRANSFERRED

In addition to the licenses listed on the instant application, Cook Inlet GSM, Inc. ("CIGSM") seeks to transfer to VoiceStream Wireless Corporation ("VoiceStream") certain additional licenses held by Cook Inlet/VS GSM II PCS, LLC ("CIVS II") but not reflected on the Commission's Universal Licensing System ("ULS") database. Specifically, CIGSM and VoiceStream seek the Commission's consent to the transfer of control of the following additional licenses:

Call Sign KNLF946, Augusta, Georgia, BTA 026: This F Block license was assigned to CIVS II by Omnipoint Atlanta-Augusta F License, LLC in connection with the transaction among VoiceStream, Omnipoint Corporation ("Omnipoint") and Cook Inlet Region, Inc. *See* File No. 0000016607. That transaction was consummated on February 25, 2000. CIVS II filed electronically a consummation notice with respect to this license at the same time that it filed a number of other consummation notices in connection with the same transaction. While these other licenses are currently reflected as licenses of CIVS II in the ULS database, this license still appears as a license held by Omnipoint Atlanta-Augusta F License, LLC.¹

Call Sign KNLF889, Los Angeles, California, BTA 262; Call Sign KNLG274, Reno, Nevada, BTA 372; Call Sign KNLG275, Santa Barbara-Santa Monica, California, BTA 406; Call Sign KNLG276, Washington, D.C., BTA 461; Call Sign KNLG277, Sarasota-Bradenton, Florida, BTA 408: These F Block licenses were assigned from Omnipoint to CIVS II in connection with the transaction among VoiceStream, Omnipoint and Cook Inlet Region, Inc. This assignment was the second step in a two-step transaction. *See* File No. 500001-CW-AL-00. In the first step of the transaction, the licenses were assigned from East/West Communications, Inc. ("East/West") to Omnipoint. *See* File No. 00000041919. While each of Omnipoint and CIVS II have filed consummation notices with respect to the grant by the Commission of the assignment of the licenses from East/West to Omnipoint and from Omnipoint to CIVS II, the licenses still appear in the ULS database as licenses held by East/West.

CIGSM and VoiceStream therefore respectfully request that each of these licenses be considered a part of and incorporated into the instant transfer of control application.

¹ The consummation notice filed for this license, like the other consummation notices involved in this transaction, was the subject of a waiver request filed with the Commission to accept the notices that were inadvertently filed out of time under Section 1.948 of the Commission's rules.

File No. 0000217008

Cook Inlet/VS GSM III PCS, LLC

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/16/2000 at 06:30PM File Number: 0000217008
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1) Application Purpose: Amendment	
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: 0000217008
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? 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?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
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? Yes
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? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock 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: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]	10b) SGIN: 000	10c) FCC Registration Number (FRN): 1542307
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): Cook Inlet/VS GSM III PCS, LLC		
13) Attention To:		
14) P.O. Box:	And / Or	15) Street Address: 2525 C Street, Suite 500
16) City: Anchorage	17) State: AK	18) Zip: 99503
19) Telephone Number: (907)263-5176	20) FAX: (907)263-5181	
21) E-Mail Address: storrison@ciri.com		

22) Race, Ethnicity, 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: 000	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:
25) Entity Name (if not an 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) The Assignee is a(n): Corporation		
45a) Taxpayer Identification Number: [REDACTED]	45b) SGIN: 000	45c) FCC Registration Number (FRN):
46) First Name (if individual):	MI:	Last Name:
47) Entity Name (if other than individual): VoiceStream Wireless Corporation		
48) Name of Real Party in Interest:		49) TIN:
50) Attention To: Dan Menser, Esq.		
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@mofocom			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	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?	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.	Yes

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.	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.	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.	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.	No

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

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
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79) Typed or Printed Name of Party Authorized to Sign
First Name: Craig MI: Last Name: Floerchinger Suffix:
80) Title: Vice President, Cook Inlet Region, Inc.
Signature: Craig Floerchinger 81) Date: 10/16/00

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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: David A Miller Esq	84) Date: 10/16/00
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85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
WPOL260					No
WPOL261					No
WPOL262					No
WPOL263					No
WPOL264					No
WPOL265					No
WPOL266					No
WPOL267					No
WPOL268					No
WPOL269					No
WPOJ782					No
WPOJ783					No
WPOJ784					No
WPOJ785					No
WPOJ786					No
WPOJ787					No
WPOJ843					No
WPOJ844					No
WPOJ845					No
WPOJ846					No
WPOJ848					No
WPOL270					No
WPOJ788					No
WPOJ789					No
WPOJ790					No
WPOJ793					No
WPOJ795					No
WPOJ796					No
WPOJ797					No
WPOJ798					No
WPOJ799					No

Attachment Type	Date	Description	Contents
Other	09/13/00	Lead Application Information	17588600.0.pdf

FCC Form 603
ATTACHMENT 1

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