

DOCKET FILE COPY ORIGINAL

WILMER, CUTLER & PICKERING

2445 M STREET, N.W.
WASHINGTON, D.C. 20037-1420

TELEPHONE (202) 663-6000
FACSIMILE (202) 663-6363
HTTP://WWW.WILMER.COM

100 LIGHT STREET
BALTIMORE, MD 21202
TELEPHONE (410) 986-2800
FACSIMILE (410) 986-2828

520 MADISON AVENUE
NEW YORK, NY 10022
TELEPHONE (212) 230-8800
FACSIMILE (212) 230-8888

4 CARLTON GARDENS
LONDON SW1Y 5AA
TELEPHONE 011 444711 872-1000
FACSIMILE 011 444711 839-3537

RUE DE LA LOI 15 WETSTRAAT
B-1040 BRUSSELS
TELEPHONE 011 3221 285-4900
FACSIMILE 011 3221 285-4949

FRIEDRICHSTRASSE 95
D-10117 BERLIN
TELEPHONE 011 49301 2022-6400
FACSIMILE 011 49301 2022-6500

JULIE A. VEACH
DIRECT LINE (202) 663-6435
INTERNET JVEACH@WILMER.COM

December 6, 2000

RECEIVED

DEC 6 2000

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

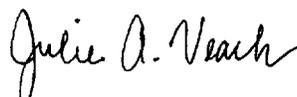
Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

Re: Applications of VoiceStream Wireless Corporation, Powertel, Inc., and
Deutsche Telekom AG for Consent to Transfer of Control (IB Docket
No. 00-187)

Dear Ms. Salas:

Please associate the enclosed letter with the above-captioned applications. Should you have any questions, please communicate directly with the undersigned.

Sincerely,



Julie A. Veach
Counsel for Deutsche Telekom AG

No. of Copies rec'd _____
List ABCDE

RECEIVED

DEC 6 2000

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

December 6, 2000

Mr. Donald J. Russell
Mr. Carl Willner
United States Department of Justice
Antitrust Division
1401 H Street
Room 8004
Washington, DC 20550

Re: Deutsche Telekom/VoiceStream/Powertel Mergers (IB Docket No. 00-187)

Dear Messrs. Russell and Willner:

On September 18, 2000, Deutsche Telekom AG ("DT"), VoiceStream Wireless Corporation ("VoiceStream"), and Powertel, Inc. ("Powertel"), collectively referred to herein as the "Applicants," filed applications requesting approval by the Federal Communications Commission (the "Commission") of the transfer of control of various licenses and authorizations in connection with proposed mergers. In post-filing conversations, the Applicants and the Commission staff have discussed the Commission's requests to review all documents provided by the Applicants to the Department of Justice ("Department") or by the Department to the Applicants in connection with the Department's investigation of the proposed mergers pursuant to the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act ("Protected Materials"), and to engage in discussions with representatives of the Department with respect to those documents and with respect to the Department's investigation of the proposed mergers. We have agreed to the Commission's foregoing requests, subject to the following conditions:

1. The Applicants waive the confidentiality protections of the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act and any applicable confidentiality provisions governing the Protected Materials only to the extent necessary to permit full discussions between the Department and the Commission regarding the Protected Materials and to permit the Commission to view and take notes with respect thereto (but not copy) the Protected Materials in the Department's possession.
2. Any discussions between the Department and the Commission will be treated as exempt *ex parte* presentations under 47 C.F.R. § 1.1204(a)(6) and will not be disclosed, except as required under that section, and, to the extent that the disclosure of such discussions would reveal trade secrets or commercial or financial information that is privileged or confidential, only in accordance with a

protective order adopted by the Commission or a constituent Bureau thereof and as otherwise expressly provided in this letter.

3. The Applicants are not waiving at this time any confidentiality protections with respect to any persons other than the Commission.

You should be aware that if, after reviewing the Protected Materials and discussing them with the Department, the Commission desires to place any Protected Materials in the public record, the Commission and the Applicants have agreed that:

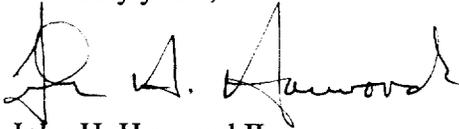
1. The Commission will request that the Applicants submit those selected Protected Materials directly to the Commission.
2. At Applicants' request, the Commission and the Applicants will discuss the Commission's request for Protected Materials and whether the Commission would accept a redacted version of them.
3. Any Protected Materials received from Applicants pursuant to Commission request may be disclosed to other persons only pursuant to a protective order adopted by the Commission or a constituent Bureau thereof. Any notes taken with respect to the Protected Materials will be kept confidential.
4. If, in connection with its decision in this proceeding, the Commission intends to rely upon or otherwise make reference to the contents of any of the Protected Materials or the substance of its discussions with the Department, it will do so in the same manner in which it maintained the confidentiality of similarly protected information in the *Bell Atlantic/NYNEX Order*, 12 FCC Rcd 19,985 (1997). In

Letter from VSTR, Powertel, DT to DOJ
December 6, 2000
Page 3

that Order, the Commission embodied its discussion of confidential information in a separate Exhibit E that was placed under seal and not released publicly as part of the Order.

Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing. Thank you.

Sincerely yours,



John H. Harwood II
Wilmer, Cutler & Pickering
2445 M Street, NW
Washington, DC 20037

Counsel for Deutsche Telekom AG

Cheryl A. Tritt
Morrison & Foerster, LLP
2000 Pennsylvania Avenue, NW
Washington, DC 20006

Counsel for VoiceStream Wireless
Corporation

Edward A. Yorkgitis, Jr.
Kelley Drye & Warren L.L.P.
1200 19th Street, N.W.
Suite 500
Washington, D.C. 20036

Counsel for Powertel, Inc.

cc: Ms. Magalie Roman Salas

Letter from VSTR, Powertel, DT to DOJ
December 6, 2000
Page 3

that Order, the Commission embodied its discussion of confidential information in a separate Exhibit E that was placed under seal and not released publicly as part of the Order.

Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing. Thank you.

Sincerely yours,

John H. Harwood II
Wilmer, Cutler & Pickering
2445 M Street, NW
Washington, DC 20037

Counsel for Deutsche Telekom AG

Edward A. Yorkgitis, Jr.
Kelley Drye & Warren L.L.P.
1200 19th Street, N.W.
Suite 500
Washington, D.C. 20036

Counsel for Powertel, Inc.

cc: Ms. Magalie Roman Salas


Cheryl A. Tritt
Morrison & Foerster, LLP
2000 Pennsylvania Avenue, NW
Washington, DC 20006

Counsel for VoiceStream Wireless
Corporation

Letter from VSTR, Powertel, DT to DOJ
December 6, 2000
Page 3

that Order, the Commission embodied its discussion of confidential information in a separate Exhibit E that was placed under seal and not released publicly as part of the Order.

Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing. Thank you.

Sincerely yours,

John H. Harwood II
Wilmer, Cutler & Pickering
2445 M Street, NW
Washington, DC 20037

Counsel for Deutsche Telekom AG

Cheryl A. Tritt
Morrison & Foerster, LLP
2000 Pennsylvania Avenue, NW
Washington, DC 20006

Counsel for VoiceStream Wireless
Corporation



Edward A. Yorkgitis, Jr.
Kelley Drye & Warren L.L.P.
1200 19th Street, N.W.
Suite 500
Washington, D.C. 20036

Counsel for Powertel, Inc.

cc: Ms. Magalie Roman Salas