

VOICESTREAM WIRELESS CORP /DE
Form SC 13D/A
April 23, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 3)

VoiceStream Wireless Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

928615103

(CUSIP Number)

David J. Greenwald, Esq.
Goldman, Sachs & Co.
85 Broad Street
New York, New York 10004
(212) 902-1000

(Name, address and telephone number of person authorized
to receive notices and communications)

April 16, 2001

(Date of Event which requires Filing of this Statement)

If a filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

CUSIP NO. 928615103

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1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Goldman, Sachs & Co.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

[x]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 8,494,150
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARED DISPOSITIVE POWER 8,494,150

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
8,494,150

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.2%

14. TYPE OF REPORTING PERSON
BD-PN-IA

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CUSIP NO. 928615103

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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The Goldman Sachs Group, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS
N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 60,966
	8. SHARED VOTING POWER 8,494,150
	9. SOLE DISPOSITIVE POWER 60,966
	10. SHARED DISPOSITIVE POWER 8,494,150

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,555,116

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.2%

14. TYPE OF REPORTING PERSON
HC-CO

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CUSIP NO. 928615103

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
GS Advisors, L.L.C.

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 0
	8. SHARED VOTING POWER 7,767,898
	9. SOLE DISPOSITIVE POWER 0
	10. SHARED DISPOSITIVE POWER 7,767,898

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,767,898

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.9%

14. TYPE OF REPORTING PERSON
OO

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CUSIP NO. 928615103

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
GS Capital Partners, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [x]

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3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE VOTING POWER
0

8. SHARED VOTING POWER
7,767,898

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
7,767,898

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,767,898

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.9%

14. TYPE OF REPORTING PERSON
PN

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CUSIP NO. 928615103

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Stone Street Fund 1992, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) [x]

3. SEC USE ONLY

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4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 0
	8.	SHARED VOTING POWER 406,604
	9.	SOLE DISPOSITIVE POWER 0
	10.	SHARED DISPOSITIVE POWER 406,604

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
406,604

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

14. TYPE OF REPORTING PERSON
PN

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CUSIP NO. 928615103

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bridge Street Fund 1992, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 0
	8. SHARED VOTING POWER 236,032
	9. SOLE DISPOSITIVE POWER 0
	10. SHARED DISPOSITIVE POWER 236,032

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
236,032

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.1%

14. TYPE OF REPORTING PERSON
PN

-7-

CUSIP NO. 928615103

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Stone Street 1992, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [x]

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER 0
	8. SHARED VOTING POWER 642,636
	9. SOLE DISPOSITIVE POWER 0
	10. SHARED DISPOSITIVE POWER 642,636
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 642,636	
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.2%	
14. TYPE OF REPORTING PERSON OO	

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Item 1. Security and Issuer.

Item 1 is hereby amended in that the principal executive offices of the Company are now located at 12920-S.E. 38th Street, Bellevue, Washington 98006.

Item 2. Identity and Background.

Item 2 is hereby amended in that every reference in Item 2 to Schedule I, Schedule II-A-i, Schedule II-A-ii, Schedule II-B-i and Schedule II-B-ii shall be deemed a reference to Schedule I, Schedule II-A-i, Schedule II-A-ii, Schedule II-B-i and Schedule II-B-ii attached to this Amendment No. 3 to Schedule 13D, respectively.

Item 3. Source and Amount of Funds or Other Consideration.

No change.

Item 4. Purpose of Transaction.

No change.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended in its entirety as follows:

(a) The Filing Persons have filed this Amendment No.3 to Schedule 13D as a result of a decline in the percentage of beneficial ownership of more than 1% of the outstanding Common Stock since the filing of Amendment No. 2 to Schedule 13D on September 1, 2000 due to (1) increases in the total number of outstanding shares of Common Stock since that time and (2) sales of shares of Common Stock by the Filing Persons. Sales of shares of Common Stock by the Filing Persons were made pursuant to a sales plan under Rule 10b5-1 of the Securities Exchange Act of 1934 in respect of less than 1% of the outstanding Common Stock. In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998), this filing reflects the fact that Goldman Sachs and GS Group will no longer report the beneficial ownership of the securities beneficially owned by the asset management unit of Goldman Sachs (the Asset Management Unit). The Asset Management Unit will separately report, to the extent required, its beneficial ownership of securities.

On April 6, 2001, the Company paid a stock dividend with respect to the outstanding shares of Common Stock as of March 23, 2001. In connection with this stock dividend, the following Filing Persons received shares of Common Stock: GS Capital, 63,755 shares of Common Stock; Stone Street, 3,337 shares of Common Stock; Bridge Street, 1,937 shares of Common Stock; and GS Group, 516 shares of Common Stock.

As of April 16, 2001, GS Capital and GS Advisors, through GS Capital's beneficial ownership of 7,767,898 shares of Common Stock, may each be deemed to have beneficially owned 7,767,898 shares of Common Stock, representing approximately 2.9% of the 264,522,654 shares of Common Stock outstanding as of April 16, 2001 (based on information provided by the Company).

As of April 16, 2001, Stone Street may be deemed to have beneficially owned 406,604 shares of Common Stock, representing approximately 0.2% of the 264,522,654 shares of Common Stock outstanding as of April 16, 2001. As of April 16, 2001, Bridge Street may be deemed to have beneficially owned 236,032 shares of Common Stock, representing approximately 0.1% of the 264,522,654 shares of Common Stock outstanding as of April 16, 2001. As of April 16, 2001, Stone Street LLC, through Stone Street's and Bridge Street's collective beneficial ownership of 642,636 shares of Common Stock, may be deemed to have beneficially owned 642,636 shares of Common Stock, representing approximately 0.2% of the 264,522,654 shares of Common Stock outstanding as of April 16, 2001.

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As of April 16, 2001, Goldman Sachs may be deemed to have beneficially owned 8,410,534 shares of Common Stock which as of such date may be deemed to have been beneficially owned by the Limited Partnerships as herein described. In addition, as of April 16, 2001, Goldman Sachs may be deemed to have beneficially owned 73,113 shares of Common Stock held in Managed Accounts and 10,503 shares of Common Stock held as a result of ordinary course trading activities of Goldman Sachs. Accordingly, as of April 16, 2001, Goldman Sachs may be deemed to have beneficially owned approximately 3.2% of the 264,522,654 shares of Common Stock outstanding as of April 16, 2001.

As of April 16, 2001, GS Group, through its direct beneficial ownership of 59,515 shares of Common Stock, may be deemed to have beneficially owned 59,515 shares of Common Stock, and may be deemed to have beneficially owned 8,494,150 shares of Common Stock which as of such date may be deemed to have been beneficially owned by Goldman Sachs as herein described. In addition, GS Group may be deemed to beneficially own 1,451 shares of Common Stock issuable upon exercise of vested options held by Terence M. O Toole, a Managing Director of Goldman Sachs, for the benefit of GS Group. Accordingly, as of April 16, 2001, GS Group may be deemed to have beneficially owned approximately 3.2% of the 264,522,654 shares of Common Stock outstanding as of April 16, 2001. Goldman Sachs and GS Group disclaim beneficial ownership of the shares of Common Stock held in Managed Accounts.

None of the Filing Persons or, to the knowledge of any of the Filing Persons, any of the persons listed on Schedules I, II-A-i, II-A-ii, II-B-i or II-B-ii to this statement, beneficially owns any shares of Common Stock as of April 16, 2001, other than as set forth herein.

(b) Each Filing Person shares the power to vote or direct the vote and to dispose or direct the disposition of shares of Common Stock beneficially owned by such Filing Person as indicated in pages 2 through 8 above.

(c) Schedule III sets forth the transactions in the shares of Common Stock which have been effected during the period from February 16, 2001 through April 16, 2001. The transactions in the Common Stock, described in Schedule III, were effected in The Nasdaq National Market. Except as set forth in Schedule III, no transactions in the Common Stock were effected by the Filing Persons, or, to the knowledge of any such Filing Persons, any of the persons listed on Schedules I, II-A-i, II-A-ii, II-B-i or II-B-ii hereto, during the period from February 16, 2001 through April 16, 2001.

(d) Except for clients of Goldman Sachs who may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock held in Managed Accounts, no other person is known by any Filing Person to

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have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock beneficially owned by the Filing Person.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships
With Respect to Securities of the Issuer.

Item 6 is hereby amended in that every reference in Item 6 to Schedule I, Schedule II-A-i, Schedule II-A-ii, Schedule II-B-i and Schedule II-B-ii shall be deemed a reference to Schedule I, Schedule II-A-i, Schedule II-A-ii, Schedule II-B-i and Schedule II-B-ii attached to this Amendment No. 3 to Schedule 13D, respectively.

Item 7. Material To be Filed as Exhibits.

- 99.1 The Voting Agreement (incorporated by reference to Exhibit 10.98 of the Schedule 13D filed on March 2, 2000 by John Stanton with respect to the Company).
- 99.2 The Registration Rights Agreement (incorporated by reference to the exhibit filed with VoiceStream Wireless Corporation's registration statement on Form 10/A).
- 99.3 Joint Filing Agreement, dated February 14, 2000, between Goldman, Sachs & Co., The Goldman Sachs Group, Inc., GS Capital Partners, L.P., GS Advisors, L.L.C., Stone Street Fund 1992, L.P., Bridge Street Fund 1992, L.P. and Stone Street 1992, L.L.C. (previously filed).
- 99.4 Power of Attorney, dated December 21, 1998, relating to Goldman, Sachs & Co. (previously filed).
- 99.5 Power of Attorney, dated May 7, 1999, relating to The Goldman Sachs Group, Inc. (previously filed).
- 99.6 Power of Attorney, dated January 31, 2000, relating to GS Capital Partners, L.P. (previously filed).
- 99.7 Power of Attorney, dated February 1, 2000, relating to GS Advisors, L.L.C. (previously filed).
- 99.8 Power of Attorney, dated December 16, 1999, relating to Stone Street Fund 1992, L.P. (previously filed).
- 99.9

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- Power of Attorney, dated December 16, 1999, relating to Bridge Street Fund 1992, L.P. (previously filed).
- 99.10 Power of Attorney, dated December 16, 1999, relating to Stone Street 1992, L.L.C. (previously filed).
- 99.11 The Amended and Restated Voting Agreement, dated as of July 23, 2000 (incorporated by reference to Exhibit 10.1 of the Form 8-K filed on July 28, 2000 by the Company).
- 99.12 The Stockholders Agreement between DT and the Goldman Entities, dated as of July 23, 2000 (previously filed).
- 99.13 The Agreement and Plan of Merger, dated as of July 23, 2000, between DT and the Company (incorporated by reference to Exhibit 2.1 of the Form 8-K filed on July 28, 2000 by the Company).

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- 99.14 The Stockholders Agreement, dated as of August 26, 2000, among the Company and the Goldman Entities (previously filed).
- 99.15 The Agreement and Plan of Reorganization, dated as of August 26, 2000, between the Company and Powertel (incorporated by reference to Exhibit 2.1 of the Form 8-K filed on August 31, 2000 by the Company).
- 99.16 Power of Attorney, dated December 8, 2000, relating to Goldman, Sachs & Co. (filed herewith).
- 99.17 Power of Attorney, dated December 8, 2000, relating to the Goldman Sachs Group, Inc. (filed herewith).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 23, 2001

GOLDMAN, SACHS & CO.

By: /s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-Fact

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-Fact

GS ADVISORS, L.L.C.

By: /s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-Fact

GS CAPITAL PARTNERS, L.P.

By: /s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-Fact

STONE STREET FUND 1992, L.P.

By: /s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-Fact

BRIDGE STREET FUND 1992, L.P.

By: /s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-Fact

STONE STREET 1992, L.L.C.

By: /s/ Hans L. Reich

Name: Hans L. Reich
Title: Attorney-in-Fact

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Exhibit Index

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- 99.3 Joint Filing Agreement, dated February 14, 2000, between Goldman, Sachs & Co., The Goldman Sachs Group, Inc., GS Capital Partners, L.P., GS Advisors, L.L.C., Stone Street Fund 1992, L.P., Bridge Street Fund 1992, L.P. and Stone Street 1992, L.L.C. (previously filed).
- 99.4 Power of Attorney, dated December 21, 1998, relating to Goldman, Sachs & Co. (previously filed).
- 99.5 Power of Attorney, dated May 7, 1999, relating to The Goldman Sachs Group, Inc. (previously filed).
- 99.6 Power of Attorney, dated January 31, 2000, relating to GS Capital Partners, L.P. (previously filed).
- 99.7 Power of Attorney, dated February 1, 2000, relating to GS Advisors, L.L.C. (previously filed).

- 99.8 Power of Attorney, dated December 16, 1999, relating to Stone Street Fund 1992, L.P. (previously filed).
- 99.9 Power of Attorney, dated December 16, 1999, relating to Bridge Street Fund 1992, L.P. (previously filed).
- 99.10 Power of Attorney, dated December 16, 1999, relating to Stone Street 1992, L.L.C. (previously filed).
- 99.11 The Amended and Restated Voting Agreement, dated as of July 23, 2000 (incorporated by reference to Exhibit 10.1 of the Form 8-K filed on July 28, 2000 by the Company).
- 99.12 The Stockholders Agreement between DT and the Goldman Entities, dated as of July 23, 2000 (previously filed).
- 99.13 The Agreement and Plan of Merger, dated as of July 23, 2000, between DT and the Company (incorporated by reference to Exhibit 2.1 of the Form 8-K filed on July 28, 2000 by the Company).
- 99.14 The Stockholders Agreement, dated as of August 26, 2000, among the Company and the Goldman Entities (previously filed).
- 99.15 The Agreement and Plan of Reorganization, dated as of August 26, 2000, between the Company and Powertel (incorporated by reference to Exhibit 2.1 of the Form 8-K filed on August 31, 2000 by the Company).
- 99.16 Power of Attorney, dated December 8, 2000, relating to Goldman, Sachs & Co. (filed herewith).
- 99.17 Power of Attorney, dated December 8, 2000, relating to the Goldman Sachs Group, Inc. (filed herewith).

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SCHEDULE I

The name of each director of The Goldman Sachs Group, Inc. is set forth below.

The business address of each person listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, NY 10004.

Each person is a citizen of the United States of America except for Sir John Browne, who is a citizen of the United Kingdom. The present principal occupation or employment of each of the listed persons is set forth below.

Name	Present Principal Occupation
Henry M. Paulson, Jr.	Chairman and Chief Executive Officer of The Goldman Sachs Group, Inc.
Robert J. Hurst	Vice Chairman of The Goldman Sachs Group, Inc.
John A. Thain	President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc.
John L. Thornton	President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc.
Sir John Browne	Group Chief Executive of BP Amoco plc
James A. Johnson	Chairman and Chief Executive Officer of Johnson Capital Partners
John H. Bryan	Chairman of Sara Lee Corporation

Ruth J. Simmons

President of Smith College

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SCHEDULE II-A-i

The name, position and present principal occupation of each executive officer of GS Advisors, L.L.C., the sole general partner of GS Capital Partners, L.P., are set forth below.

The business address for all the executive officers listed below except Gene T. Sykes, Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Randall A. Blumenthal, Syaru (Shirley) Lin, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel A. Plantevin, Mary Nee and Ulrika Werdelin is 85 Broad Street, New York, New York 10004. The business address of Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel A. Plantevin and Ulrika Werdelin is 133 Fleet Street, London EC4A 2BB, England. The business address of Syaru (Shirley) Lin and Mary Nee is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of Gene T. Sykes and Randall A. Blumenthal is 2765 Sand Hill Road, Menlo Park, CA 94025.

All executive officers listed below are United States citizens except Richard S. Sharp, Sanjeev K. Mehra, Antoine L. Schwartz, Patrick E. Mulvihill, Hughes B. Lepic, Peter Schiefer, Atul Kapur, Michel A. Plantevin and Ulrika Werdelin. Richard S. Sharp is a citizen of the United Kingdom. Sanjeev K. Mehra is a citizen of India. Atul Kapur is a citizen of Singapore. Antoine L. Schwartz, Hughes B. Lepic and Michel A. Plantevin are citizens of France. Patrick E. Mulvihill is a citizen of Ireland. Peter Schiefer is a citizen of Germany. Ulrika Werdelin is a citizen of Sweden.

Name	Position	Present Principal Occupation
Richard A. Friedman	President	Managing Director of Goldman, Sachs
Joseph H. Gleberman	Vice President	Managing Director of Goldman, Sachs
Terence M. O'Toole	Vice President	Managing Director of Goldman, Sachs
Gene T. Sykes	Vice President	Managing Director of Goldman, Sachs
David A. Viniar	Assistant Treasurer	Managing Director of Goldman, Sachs
Henry Cornell	Vice President	Managing Director of Goldman, Sachs
Richard S. Sharp	Vice President	Managing Director of Goldman Sachs I
Esta E. Stecher	Assistant Secretary	Managing Director of Goldman, Sachs
Barry S. Volpert	Vice President	Managing Director of Goldman Sachs I
Sanjeev K. Mehra	Vice President	Managing Director of Goldman, Sachs
Muneer A. Satter	Vice President	Managing Director of Goldman, Sachs
Antoine L. Schwartz	Vice President	Managing Director of Goldman Sachs I
Steven M. Bunson	Assistant Secretary	Managing Director of Goldman, Sachs
Elizabeth S. Fascitelli	Treasurer	Managing Director of Goldman, Sachs
Patrick E. Mulvihill	Assistant Treasurer	Managing Director of Goldman, Sachs
David J. Greenwald	Assistant Secretary	Managing Director of Goldman, Sachs
Dan H. Jester	Assistant Treasurer	Managing Director of Goldman, Sachs
Hughes B. Lepic	Vice President	Managing Director of Goldman Sachs I
Russell E. Makowsky	Assistant Secretary	Managing Director of Goldman, Sachs
Sarah G. Smith	Assistant Treasurer	Managing Director of Goldman, Sachs
Randall A. Blumenthal	Vice President	Managing Director of Goldman, Sachs
Syaru (Shirley) Lin	Vice President	Managing Director of Goldman Sachs (
Douglas F. Londal	Vice President	Managing Director of Goldman, Sachs
Stephen S. Trevor	Vice President	Managing Director of Goldman Sachs I
Peter Schiefer	Vice President	Managing Director of Goldman Sachs I
Abraham Bleiberg	Vice President	Managing Director of Goldman, Sachs
Joseph P. DiSabato	Vice President	Managing Director of Goldman, Sachs
Robert R. Gheewalla	Vice President	Managing Director of Goldman, Sachs
Ronald H. Jacobe	Vice President	Managing Director of Goldman, Sachs
Atul Kapur	Vice President	Managing Director of Goldman Sachs I

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Michel A. Plantevin	Vice President	Managing Director of Goldman Sachs I
John E. Bowman	Vice President	Vice President of Goldman, Sachs & C
Katherine B. Enquist	Vice President/Secretary	Vice President of Goldman, Sachs & C
James B. McHugh	Assistant Secretary	Vice President of Goldman, Sachs & C
Mary Nee	Vice President	Executive Director of Goldman Sachs
Katherine L. Nissenbaum	Vice President/Assistant Secretary	Vice President of Goldman, Sachs & C
Ulrika Werdelin	Vice President	Executive Director of Goldman Sachs

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SCHEDULE II-A-ii

The name and principal occupation of each member of the Principal Investment Area Investment Committee of Goldman, Sachs & Co., which exercises the authority of Goldman, Sachs & Co. in managing GS Advisors, L.L.C., are set forth below.

The business address for each member listed below except Gene T. Sykes, Richard S. Sharp, Barry S. Volpert, Scott B. Kapnick and Antoine L. Schwartz is 85 Broad Street, New York, New York 10004. The business address of Gene T. Sykes is 2765 Sand Hill Road, Menlo Park, CA 94025. The business address of Richard S. Sharp, Barry S. Volpert, Scott B. Kapnick and Antoine L. Schwartz is 133 Fleet Street, London EC4A 2BB, England.

All members listed below except Richard S. Sharp, Sanjeev K. Mehra and Antoine L. Schwartz are United States citizens. Richard S. Sharp is a citizen of the United Kingdom, Sanjeev K. Mehra is a citizen of India and Antoine L. Schwartz is a citizen of France.

Name	Present Principal Occupation
Peter M. Sacerdote	Advisory Director of Goldman, Sachs & Co.
Richard A. Friedman	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Managing Director of Goldman, Sachs & Co.
Robin Neustein	Managing Director of Goldman, Sachs & Co.
Terence M. O Toole	Managing Director of Goldman, Sachs & Co.
Gene T. Sykes	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Managing Director of Goldman, Sachs & Co.
Robert V. Delaney	Managing Director of Goldman, Sachs & Co.
Richard S. Sharp	Managing Director of Goldman Sachs International
Barry S. Volpert	Managing Director of Goldman Sachs International
Sanjeev K. Mehra	Managing Director of Goldman, Sachs & Co.
Muneer A. Satter	

Managing Director of Goldman, Sachs & Co.

Scott B. Kapnick Managing Director of Goldman Sachs International

Peter G. Sachs Senior Director of The Goldman Sachs Group, Inc.

Antoine L. Schwartz Managing Director of Goldman Sachs International

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SCHEDULE II-B-i

The name, position and present principal occupation of each executive officer of Stone Street 1992, L.L.C., the sole general partner of Stone Street Fund 1992, L.P. and the managing general partner of Bridge Street Fund 1992, L.P., are set forth below.

The business address for all of the executive officers listed below except Gene T. Sykes, Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Randall A. Blumenthal, Syaru (Shirley) Lin, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel A. Plantevin, Mary Nee and Ulrika Werdelin is 85 Broad Street, New York, New York 10004. The business address of Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel A. Plantevin and Ulrika Werdelin is 133 Fleet Street, London EC4A 2BB, England. The business address of Syaru (Shirley) Lin and Mary Nee is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of Gene T. Sykes and Randall A. Blumenthal is 2765 Sand Hill Road, Menlo Park, CA 94025. All executive officers listed below are United States citizens except Richard S. Sharp, Sanjeev K. Mehra, Antoine L. Schwartz, Patrick E. Mulvihill, Hughes B. Lepic, Peter Schiefer, Atul Kapur, Michel A. Plantevin and Ulrika Werdelin. Richard S. Sharp is a citizen of the United Kingdom. Sanjeev K. Mehra is a citizen of India. Atul Kapur is a citizen of Singapore. Antoine L. Schwartz, Hughes B. Lepic and Michel A. Plantevin are citizens of France. Patrick E. Mulvihill is a citizen of Ireland. Peter Schiefer is a citizen of Germany. Ulrika Werdelin is a citizen of Sweden.

Name	Position	Present Principal Occupation
Peter M. Sacerdote	Chairman/President	Advisory Director of Goldman, Sachs & Co.
Peter G. Sachs	Vice President	Senior Director of The Goldman Sachs Group, Inc.
Richard A. Friedman	Vice President	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Vice President	Managing Director of Goldman, Sachs & Co.
Terence M. O'Toole	Vice President	Managing Director of Goldman, Sachs & Co.
Gene T. Sykes	Vice President	Managing Director of Goldman, Sachs & Co.
David A. Viniar	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Vice President	Managing Director of Goldman, Sachs & Co.
Richard S. Sharp	Vice President	Managing Director of Goldman Sachs International
Esta E. Stecher	Vice President/Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Barry S. Volpert	Vice President	Managing Director of Goldman Sachs International
Sanjeev K. Mehra	Vice President/Treasurer	Managing Director of Goldman, Sachs & Co.
Muneer A. Satter	Vice President	Managing Director of Goldman, Sachs & Co.
Antoine L. Schwartz	Vice President	Managing Director of Goldman Sachs International
Steven M. Bunson	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Elizabeth S. Fascitelli	Vice President	Managing Director of Goldman, Sachs & Co.
Patrick E. Mulvihill	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
David J. Greenwald	Vice President/Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Hughes B. Lepic	Vice President	Managing Director of Goldman Sachs International
Russell E. Makowsky	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Sarah G. Smith	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.

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Randall A. Blumenthal	Vice President	Managing Director of Goldman, Sachs &
Syaru (Shirley) Lin	Vice President	Managing Director of Goldman Sachs (A
Douglas F. Londal	Vice President	Managing Director of Goldman, Sachs &
Stephen S. Trevor	Vice President	Managing Director of Goldman Sachs In
Peter Schiefer	Vice President	Managing Director of Goldman Sachs In
Abraham Bleiberg	Vice President	Managing Director of Goldman, Sachs &
Joseph P. DiSabato	Vice President	Managing Director of Goldman, Sachs &
Robert R. Gheewalla	Vice President	Managing Director of Goldman, Sachs &
Ronald H. Jacobe	Vice President	Managing Director of Goldman, Sachs &
Atul Kapur	Vice President	Managing Director of Goldman Sachs In
Michel A. Plantevin	Vice President	Managing Director of Goldman Sachs In
John E. Bowman	Vice President	Vice President of Goldman, Sachs & Co
Katherine B. Enquist	Vice President/Secretary	Vice President of Goldman, Sachs & Co
James B. McHugh	Assistant Secretary	Vice President of Goldman, Sachs & Co
Mary Nee	Vice President	Executive Director of Goldman Sachs (
Katherine L. Nissenbaum	Vice President/Assistant Secretary	Vice President of Goldman, Sachs & Co
Richard J. Stingi	Vice President	Vice President of Goldman, Sachs & Co
Ulrika Werdelin	Vice President	Executive Director of Goldman Sachs I

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SCHEDULE II-B-ii

The name and principal occupation of each member of the Stone Street Investment Committee of Goldman, Sachs & Co., which exercises the authority of Goldman, Sachs & Co. in managing Stone Street 1992, L.L.C., are set forth below.

The business address for each member listed below is 85 Broad Street, New York, New York 10004.

All members listed below except Sanjeev K. Mehra are United States citizens. Sanjeev K. Mehra is a citizen of India.

Name	Present Principal Occupation
Peter M. Sacerdote	Advisory Director of Goldman, Sachs & Co.
Peter G. Sachs	Senior Director of The Goldman Sachs Group, Inc.
Richard A. Friedman	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Managing Director of Goldman, Sachs & Co.
Terence M. O Toole	Managing Director of Goldman, Sachs & Co.
Sanjeev K. Mehra	Managing Director of Goldman, Sachs & Co.

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SCHEDULE III

VoiceStream Wireless Corporation
 GS Capital Partners
 Cusip No. 928615103

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Purchases	Sales	Price	Trade Date	Settlement Date
	91,711	90.8575	13-Mar-01	16-Mar-01
	27,513	88.3135	14-Mar-01	19-Mar-01
	91,711	90.9734	15-Mar-01	20-Mar-01
	91,711	89.9791	16-Mar-01	21-Mar-01
	91,711	89.6969	19-Mar-01	22-Mar-01
	91,711	92.3341	20-Mar-01	23-Mar-01
	36,684	89.2766	21-Mar-01	21-Mar-01
	25,679	86.6451	22-Mar-01	27-Mar-01
	25,220	88.9545	23-Mar-01	28-Mar-01
	91,711	90.9125	26-Mar-01	29-Mar-01
	91,711	95.4969	27-Mar-01	30-Mar-01
	91,711	94.5094	28-Mar-01	2-Apr-01
	68,321	94.1040	29-Mar-01	3-Apr-01
	3,233	95.2000	6-Apr-01	11-Apr-01
	92,399	101.2815	10-Apr-01	16-Apr-01
	92,398	100.0279	11-Apr-01	17-Apr-01
	92,398	99.3146	12-Apr-01	18-Apr-01
	85,062	99.9898	16-Apr-01	19-Apr-01

VoiceStream Wireless Corporation
 Stone Street Fund 1992, L.P.
 Cusip No. 928615103

Purchases	Sales	Price	Trade Date	Settlement Date
	4,800	90.8575	13-Mar-01	16-Mar-01
	1,440	88.3135	14-Mar-01	19-Mar-01
	4,800	90.9734	15-Mar-01	20-Mar-01
	4,801	89.9791	16-Mar-01	21-Mar-01
	4,800	89.6969	19-Mar-01	22-Mar-01
	4,800	92.3341	20-Mar-01	23-Mar-01
	1,920	89.2766	21-Mar-01	21-Mar-01
	1,344	86.6451	22-Mar-01	27-Mar-01
	1,320	88.9545	23-Mar-01	28-Mar-01
	4,800	90.9125	26-Mar-01	29-Mar-01
	4,800	95.4969	27-Mar-01	30-Mar-01
	4,800	94.5094	28-Mar-01	2-Apr-01
	3,578	94.1040	29-Mar-01	3-Apr-01
	169	95.2000	6-Apr-01	11-Apr-01
	4,836	101.2815	10-Apr-01	16-Apr-01
	4,837	100.0279	11-Apr-01	17-Apr-01
	4,837	99.3146	12-Apr-01	18-Apr-01
	4,452	99.9898	16-Apr-01	19-Apr-01

VoiceStream Wireless Corporation
 Bridge Street Fund 1992, L.P.
 Cusip No. 928615103

Purchases	Sales	Price	Trade Date	Settlement Date
	2,787	90.8575	13-Mar-01	16-Mar-01
	836	88.3135	14-Mar-01	19-Mar-01
	2,787	90.9734	15-Mar-01	20-Mar-01
	2,786	89.9791	16-Mar-01	21-Mar-01
	2,787	89.6969	19-Mar-01	22-Mar-01

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2,787	92.3341	20-Mar-01	23-Mar-01
1,116	89.2766	21-Mar-01	21-Mar-01
781	86.6451	22-Mar-01	27-Mar-01
767	88.9545	23-Mar-01	28-Mar-01
2,787	90.9125	26-Mar-01	29-Mar-01
2,787	95.4969	27-Mar-01	30-Mar-01
2,787	94.5094	28-Mar-01	2-Apr-01
2,074	94.1040	29-Mar-01	3-Apr-01
98	95.2000	6-Apr-01	11-Apr-01
2,808	101.2815	10-Apr-01	16-Apr-01
2,807	100.0279	11-Apr-01	17-Apr-01
2,807	99.3146	12-Apr-01	18-Apr-01
2,585	99.9898	16-Apr-01	19-Apr-01

VoiceStream Wireless Corporation
The Goldman Sachs Group, Inc.
Cusip No. 928615103

<u>Purchases</u>	<u>Sales</u>	<u>Price</u>	<u>Trade Date</u>	<u>Settlement Date</u>
	702	90.8575	13-Mar-01	16-Mar-01
	211	88.3135	14-Mar-01	19-Mar-01
	702	90.9734	15-Mar-01	20-Mar-01
	702	89.9791	16-Mar-01	21-Mar-01
	702	89.6969	19-Mar-01	22-Mar-01
	702	92.3341	20-Mar-01	23-Mar-01
	280	89.2766	21-Mar-01	21-Mar-01
	196	86.6451	22-Mar-01	27-Mar-01
	193	88.9545	23-Mar-01	28-Mar-01
	702	90.9125	26-Mar-01	29-Mar-01
	702	95.4969	27-Mar-01	30-Mar-01
	702	94.5094	28-Mar-01	2-Apr-01
	527	94.1040	29-Mar-01	3-Apr-01
	25	95.2000	6-Apr-01	11-Apr-01
	707	101.2815	10-Apr-01	16-Apr-01
	708	100.0279	11-Apr-01	17-Apr-01
	708	99.3146	12-Apr-01	18-Apr-01
	651	99.9898	16-Apr-01	19-Apr-01

VoiceStream Wireless Corporation
Goldman, Sachs & Co.
Cusip No. 9286159QT

<u>Purchases</u>	<u>Sales</u>	<u>Price</u>	<u>Trade Date</u>	<u>Settlement Date</u>
5		14.7500	16-Feb-01	20-Feb-01
	5	14.5000	16-Feb-01	20-Feb-01