

This FINANCING STATEMENT is presented to THE SECRETARY OF STATE for filing pursuant to the Uniform Commercial Code.

1. Debtor(s) (Last Name First) and address(es)

Omnipoint Holdings, Inc.  
(Transmitting Utility)  
3650 131st Avenue, S.E.  
Bellevue, WA 98006

2. Secured Party(ies) and address(es)

Toronto Dominion (Texas),  
Inc., as Administrative Agent  
909 Fannin  
Suite 1700  
Houston, TX 77010

710550

3. This financing statement covers the following types (or items) of property:

All of the Debtor's right, title and interest, whether now existing or hereafter acquired in and to all personal property of Debtor, including without limitation, all accounts, inventory, equipment, general intangibles, investment property, chattel paper, contract rights, documents, instruments and other property as more fully described on Exhibit "A" attached hereto and made a part hereof, and any and all products and proceeds of the foregoing.

APR 4 10 04 AM '00  
FOR FILING OFFICE USE

**"SEE OVERSIZE FILE"**

Return To:  
CSC  
P.O. Box 591  
Attn: UCC Dept.  
Wilmington, DE 19899-0591

Check (X) if covered:

No. of Additional Sheets Presented: 2

☒ Proceeds of Collateral are also covered

☒ Products of Collateral are also covered

Filed with: Secretary of State

Omnipoint Holdings, Inc.

By:

*[Signature]*

Signature(s) of Debtor(s)

By:

Signature(s) of Secured Party(ies)

UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1

2044034470 (16)  
STATE OF RHODE ISLAND

778318  
MAY 8 10:26 AM '00  
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**EXHIBIT A**

**DEBTOR:** Omnipoint Holdings, Inc.

**SECURED PARTY:** Toronto Dominion (Texas), Inc., as Administrative Agent

**COLLATERAL:**

~~APR 4 10 14 AM '00~~

All of Debtor's following property and assets and all additions thereto and replacements thereof, and all other such property whether now owned or hereafter created, acquired or reacquired by Debtor, including:

**Inventory**

All inventory and supplies of whatsoever nature and kind and wheresoever situated, including, without limitation, raw materials, components, work in process, finished goods, goods in transit and packing and shipping materials, accretions and accessions thereto, trust receipts and similar documents covering the same products;

**Accounts**

All right to payment for goods sold or leased or for services rendered, expressly including, without limitation, the provision of wireless communications, whether or not earned by performance, including, without limitation, all agreements with and sums due from customers and other persons, and all books and records recording, evidencing or relating to such rights or any part thereof;

**Equipment**

All machinery, equipment and supplies (installed and uninstalled) not included in Inventory above, including, without limitation, motor vehicles and accretions and accessions thereto; and expressly including, without limitation, towers, antennas and equipment located at mobile telephone switching office facilities; any distribution systems and all components thereof, including but not limited to hardware, cables, fiber optic cables, switches, CODECs, computer equipment, amplifiers, and associated devices; and any other equipment used in connection with Debtor's business;

**Contracts and Leases**

All (a) construction contracts, subscriber contracts, customer service agreements, management agreements, rights of way, easements, tower agreements, cell site agreements, pole attachment agreements, transmission capacity agreements, public utility contracts and other agreements to which Debtor is a party, whether now existing or hereafter arising; (b) lease agreements for personal property to which Debtor is a party; and (c) other contracts and contractual rights, remedies or provisions now existing or hereafter arising in favor of Debtor;

**General Intangibles**

All general intangibles including personal property not included above, including, without limitation, all goodwill, trademarks, trademark applications, trade names, trade secrets, industrial designs, other industrial or intellectual property or rights therein, whether under license or otherwise, all rights to receive payment or property upon or in connection with any transfer of any license, claims for tax refunds, and tax refund amounts;

#### Licenses

To the extent permitted by applicable law all franchises, licenses, permits and operating rights authorizing or relating to Debtor's rights to operate and maintain any personal communications services or other related business, including, without limitation, all mobile telephone, cellular telephone, microwave, paging, personal communications, or other licenses, authorizations, certificates of compliance, franchises, approvals or permits for the construction or the operation of any PCS system, granted or issued by the Federal Communications Commission, and held by Debtor;

#### Furniture and Fixtures

All furniture and fixtures in which Debtor has an interest;

#### Miscellaneous Items

All goods, chattel paper, documents, instruments, supplies, choses in action, claims, money, deposits, certificates of deposit, stock or share certificates, and licenses and other rights in intellectual property not included above; and

#### Proceeds

All proceeds of any of the above, and all proceeds of any loss of, damage to or destruction of the above, whether insured or not insured, and all other proceeds of any sale, lease or other disposition of any property or interest therein referred to above, together with all proceeds of any policies of insurance covering any or all of the above, the proceeds of any award in condemnation with respect to any of the property of Debtor any rebates or refunds, whether for taxes or otherwise, together with all proceeds of any such proceeds.