

Categories of Services for 214 Applications
(Streamlined/Non-streamline)

- LIMITED/GLOBAL RESALE SERVICE
- LIMITED/GLOBAL FACILITIES-BASED SERVICE
- LIMITED/GLOBAL FACILITIES-BASED/RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- INTERNATIONAL SPECIAL PROJECT
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- ASSIGNMENT OF LICENSE
- PRO FORMA TRANSFER/ASSIGNMENT
- SPECIAL TEMPORARY AUTHORITY
- SUBMARINE CABLE LANDING LICENSE

Description of Application: _____

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DANA LATHAM 8888-18741

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Jul 19 2000

July 19, 2000

Federal Communications Commission
P.O. Box 358115
Pittsburgh, PA 15251-5115


Re: Application for the Assignment of International 214 Authorization to
BGV License Company, LLC

Ladies and Gentlemen:

Enclosed on behalf of BGV License Company, LLC is a copy of an application for assignment of international 214 authorizations from Chicago 20 MHz, LLC and GTE Wireless of Cincinnati, LLC to BGV License Company, LLC. This application was submitted to the Federal Communications Commission International Bureau on July 19, 2000.

Also enclosed in Remittance Advice (FCC Form 159) and a check made payable to the Federal Communications Commission in the amount of \$780.00 to cover the required filing fee.

In the event there are any questions concerning this matter, please contact me or our Communications Paralegal, Janis Lazda.

Sincerely,

William S. Carnell
of LATHAM & WATKINS

Attachment

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
)
CHICAGO 20 MHz LLC, ASSIGNOR) File No. ITC-ASG-_____
)
)
BGV LICENSE COMPANY LLC,)
ASSIGNEE)
)
)
)
Application for Assignment of)
Authority Pursuant to Section 214 of the)
Communications Act of 1934, as Amended,)
to Offer Resale Services as an International)
Carrier)

APPLICATION FOR ASSIGNMENT OF SECTION 214 AUTHORITY

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C.

§ 214 and Section 63.18(e)(3) of the Commission's Rules, 47 C.F.R. § 63.18(e)(3), Chicago 20 MHz LLC ("Chicago 20 MHz") and BGV License Company LLC ("BGV License Co.") (collectively, "Applicants") hereby seek authority to assign to BGV License Co. the international Section 214 resale authority held by Chicago 20 MHz.¹ The Applicants seek streamlined processing for this application pursuant to Section 63.12 of the Commission's Rules.

¹ Chicago 20 MHz was formerly a part of PrimeCo Personal Communications, L.P. ("PrimeCo") which, in turn, was formerly indirectly owned 50 percent each by Vodafone AirTouch, Plc and Bell Atlantic Corporation. Pursuant to a *pro forma* transaction, most of PrimeCo's licenses and authorizations are now majority-owned and controlled by Bell Atlantic Corporation, but Chicago 20 MHz remains 50 percent indirectly owned each by Vodafone AirTouch, Plc and Bell Atlantic Corporation.

The proposed assignment will occur in connection with the purchase and sale of the broadband Personal Communications Service (“PCS”) system in the Chicago MTA market that is currently owned by Chicago 20 MHz.² In that transaction, BGV Acquisition Company LLC (“BGV Acquisition Co.,” and together with BGV License Co.) will acquire control of Chicago 20 MHz, and will simultaneously assign the FCC licenses and authorizations currently held by Chicago 20 MHz to BGV Acquisition Co.’s wholly-owned subsidiary, BGV License Co.

Chicago 20 MHz currently holds international Section 214 authority through the international Section 214 authorizations initially granted to PrimeCo.³ Accordingly, this application requests Commission consent to the assignment to BGV License Co. of the international Section 214 authority held by Chicago 20 MHz.⁴

I. SECTION 63.18 INFORMATION

Pursuant to Section 63.18 of the Commission’s Rules, 47 C.F.R. § 63.18, BGV provides the following information:

² The Chicago PCS system is one of the properties required to be divested as a condition of the merger of GTE Corporation (“GTE”) and Bell Atlantic Corporation (“Bell Atlantic”), pursuant to the court-approved Consent Decree among GTE, Bell Atlantic, Vodafone AirTouch Plc and the Department of Justice (“DOJ”), Final Judgment, *U.S. v. Bell Atlantic Corp.*, Civ. No. 1:99CV01119 (LFO) (D.D.C. Apr. 18, 2000), and the FCC Order approving the merger, *In re Application of GTE Corporation and Bell Atlantic Corporation for Consent to Transfer of Control*, FCC 00-221 (rel. June 16, 2000). The merger of GTE and Bell Atlantic was consummated on June 30, 2000. Pursuant to a waiver of the CMRS spectrum cap from the FCC and an extension of time to divest the properties from DOJ, the merged entity has temporarily retained this property pending sale to a qualified third party. See *In re Applications of GTE Corporation, Vodafone AirTouch Plc, and Bell Atlantic Corporation*, DA 00-1414 (rel. June 26, 2000).

³ File Nos. ITC-214-19961004-00492, ITC-214-19961118-00579.

⁴ An application to assign the associated PCS license was filed with the Commission on July 14, 2000.

(a) The name, address, and telephone number of each applicant are:

Assignor:

Chicago 20 MHz LLC
6 Campus Circle
Westlake, TX 76262
817-258-1609

Assignee:

BGV License Company, LLC
1100 Cassatt Road
Berwyn, PA 19312
610-722-4480

(b) BGV License Co. is a Delaware limited liability company. Chicago 20 MHz is a Delaware limited liability company.

(c) Correspondence concerning this Application should be addressed to:

Mark Rupp
1100 Cassatt Road
Berwyn, PA 19312
(610) 722-4480

with a copy addressed to:

William S. Carnell
Latham & Watkins
1001 Pennsylvania Avenue, N.W.
Washington, DC 20004
(202) 637-2200

and with an additional copy addressed to:

Kenneth D. Patrich
Wilkinson Barker Krauer, LLP
2300 N Street, N.W., Suite 700
Washington, DC 20037
(202) 783-4141

(d) BGV License Co. has not previously applied for or received authority under Section 214 of the Act. Chicago 20 MHz holds only the authority to resell international switched services at issue in the instant application. *See supra* note 3.

(e) (i) BGV License Co. is applying for authority to resell the international services of authorized U.S. common carriers pursuant to § 63.18(e)(2) of the Commission's

Rules.

(ii) Global authority is sought.

(iii) BGV License Co. certifies that it will comply with the terms and conditions contained in §§ 63.21 and 63.23 of the Commission's rules.

(h) BGV License Co. is wholly owned by BGV Acquisition Co. BGV Acquisition Co. currently is wholly owned by James Ackerhielm,⁵ but will be capitalized prior to closing with a mixture of debt and equity financing. To date, BGV Acquisition has received commitments that the following entities will own more than ten percent of BGV Acquisition Co.:

Name and Address	Principal Business	Citizenship	Percentage
J.P. Morgan Capital Corp. 101 California Street, Suite 3700 San Francisco, CA 94111	Investment	USA	23%
First Union Capital Partners One First Union Center 301 South College Street, 5 th Floor Charlotte, NC 28288-0732	Investment	USA	15%

⁵ Mr. Akerhielm will not hold an interest greater than ten percent after closing.

BGV Acquisition Co. may add additional investors, but no such investors are expected to hold more than ten percent of the total outstanding equity. However, the parties will promptly amend the instant application if necessary.

BGV does not and will not have interlocking directorates with any foreign carriers.

(i) BGV certifies that it is not, and is not affiliated with, a foreign carrier.

(j) BGV certifies that it does not seek to provide international telecommunications services to any destination country in which (1) it is a foreign carrier; or (2) it controls a foreign carrier; or (3) any entity that owns more than 25 percent of BGV, or that controls BGV, controls a foreign carrier; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of BGV.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable because BGV has no affiliation with any foreign carrier and is entitled to a presumption of non-dominance.

(n) BGV certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) BGV certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(p) This Application qualifies for streamlined processing pursuant to § 63.12(c) because none of the exceptions enumerated in § 63.12(c)(1) – (4) apply.

**II. GRANT OF THIS APPLICATION WILL SERVE THE
PUBLIC INTEREST, CONVENIENCE AND NECESSITY**

Prompt grant of this Application will greatly serve the public interest in the efficient and competitive provision of telecommunications services to the public. The Department of Justice has already approved BGV's acquisition of Chicago 20 MHz as pro-competitive. BGV has represented to the Commission and to DOJ that it plans to continue to provide service on the same or better terms and conditions as those now provided by Chicago 20 MHz. Without this authorization, however, BGV would be unable to continue providing such service. Denial of this application could potentially result in a disruption of service to existing subscribers; users who had formerly been able to place international calls using their wireless phones would suddenly find themselves unable to do so.

Streamlined processing of this application will likewise serve the public interest by allowing BGV swiftly to begin providing competitive new services in these markets. The Commission should therefore grant the instant application in order to allow BGV to continue uninterrupted the provision of existing and sought-after services to the public, and to allow BGV to begin providing competitive new services.

III. CONCLUSION

For the foregoing reasons, the Commission should consent to the assignment of the international 21.4 MHz authorization currently held by Chicago 20 MHz to BGV License Co. under the Commission's streamlined processing procedures.

Respectfully submitted,

BGV LICENSE COMPANY, LLC

By: 
Mark Rupp
Vice President

CHICAGO 20 MHz, LLC

By: Charles Cosson *Charles Cosson*
Charles Cosson
Duly Authorized Representative

July 19, 2000

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Telecom Division
International Bureau

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JUL 20 2000

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: Applications of BGV License Co. for International Section 214 Authority

Dear Mr. Blalock:

This letter is in connection with the Applications filed July 19, 2000, to assign the international Section 214 authorities held by Chicago 20 MHz LLC and GTE Wireless - Cincinnati LLC, respectively, to BGV License Co. LLC. BGV hereby confirms that if those Applications are afforded streamlined treatment and are granted, it will not close the transactions contemplated therein until it receives consent to the assignment of the PCS Authorizations that would also be assigned in those transactions, and applications for which were filed July 14, 2000.

Please feel free to contact me should you have any questions.

Very truly yours,



William S. Carnell
of LATHAM & WATKINS

CC: Magalie Roman Salas (2 copies)
Lauren Kravetz, Esq.
Nancy Victory, Esq.
Kenneth Patrich, Esq.