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FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
JOSEPH J. SIMONS, TRUSTEE)
)
Application for Authority)
To Transfer Control of International)
Section 214 Authority Pursuant to)
Section 214 of the Communications)
Act of 1934, as Amended)

File No. ITC-214-_____

RECEIVED

AUG 03 2001

Telecom Division
International Bureau

APPLICATION FOR AUTHORITY TO TRANSFER CONTROL OF
INTERNATIONAL SECTION 214 AUTHORITY

Joseph J. Simons, Trustee (“Trustee”) and PrimeCo Acquisition LLC (“PrimeCo”) hereby request that the Trustee and PrimeCo be granted authority under 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), to transfer control of the international Section 214 authority held by Chicago 20 MHz LLC from the Trustee to PrimeCo. The Applicants seek streamlined processing pursuant to Section 63.12 of the Commission’s Rules.

I. Background and Description of Proposed Transaction

The Trustee/Applicant is the court-approved trustee of an insulated divestiture trust (“Trust”) that was created to eliminate wireless overlaps upon the closing of the merger of GTE Corporation (“GTE”) and Bell Atlantic Corporation (“Bell Atlantic”), consistent with the FCC’s spectrum aggregation rules and a court-approved Consent Decree (“Consent Decree”) among GTE, Bell Atlantic, Vodafone AirTouch Plc (“Vodafone AirTouch”) and the Department of Justice.¹ To comply

¹ See Final Judgment, *United States v. Bell Atlantic Corp.*, Civ. No. 1:99CV01119 (LFO) (D.D.C. Apr. 18, 2000) (“Consent Decree”); 47 CFR § 20.6.

with these rules and the Consent Decree, and pursuant to the Commission's approval, control of Chicago 20 MHz LLC, including PCS station WPQL237 and the section 214 authority covering this station, have been transferred to the Trustee. In particular, on June 23, 2000, the International Bureau granted applications for the transfer of section 214 authority to the Trustee and for blanket authority for the Trustee.² In addition, on June 26, 2000, the Wireless Telecommunications Bureau granted applications filed by Bell Atlantic, GTE, Vodafone, and the Trustee seeking consent to transfer control of or assign licenses – including the PCS station license held by Chicago 20 MHz LLC -- to the Trustee.³ Accordingly, the Trustee is the Transferor for purposes of this application to transfer control of international 214 authority.

On June 25, 2001, the Trustee and PrimeCo filed an FCC Form 603 application for consent to transfer control of the PCS license held by Chicago 20 MHz LLC to PrimeCo.⁴ Pursuant to Section 214 of the Communications Act and Section 63.18(e)(3) of the Commission's Rules, the Trustee and PrimeCo hereby apply for consent to transfer control of the international section 214 authority covering this PCS license to PrimeCo. Grant of these applications will serve the public interest by permitting the transfer of the commercial wireless facilities held by Chicago 20 MHz LLC in a manner consistent with the Consent Decree and the FCC's ownership restrictions. It will also enable PrimeCo

² See *In the Matter of Joseph J. Simons, Trustee*, File No. ITC-214-2000531-00321, DA 00-1408, International Telecommunications Certificate (IB, rel. June 23, 2000). See also *In the Matter of Joseph J. Simons, Trustee*, File No. ITC-214-20000531-00321, *Application for Global Blanket Authority Pursuant to Section 214 of the Communications Act of 1942, as Amended, to Offer Resale Services as an International Carrier* (filed May 31, 2000); *In the Matter of Joseph J. Simons, Trustee*, File No. ITC-214-20000531-00321, Letter from Nancy J. Victory to Magalie Roman Salas (filed June 16, 2000) (clarifying that the initial application should be treated as an application to transfer control of the international section 214 authority currently held by certain cellular and PCS licensees to Joseph J. Simons, Trustee).

³ *In re Applications of GTE Corporation, Vodafone AirTouch Plc, and Bell Atlantic Corporation for Consent to Transfer Control of or Assign Properties to Divestiture Trust and For Temporary Waiver of the CMRS Spectrum Cap Rule*, Order, DA 00-953, DA 00-1076, and DA 00-1193 (rel. June 26, 2000). The transfer of control of Chicago 20 MHz LLC to the Trust was consummated on August 29, 2000. See FCC File No. 0000212640.

⁴ See FCC File No. 0000499462.

to continue existing wireless telecommunications services provided by WPQL237, and facilitate PrimeCo's efforts to expand these services in the Chicago market.

II. Information Required by Section 63.18 of the Commission's Rules

In support of its request for the transfer of Section 214 authority from Trustee to PrimeCo, the applicants submit the following information pursuant to Section 63.18 of the Commission's Rules, 47

C.F.R. 63.18:

- (a) The name, address, and telephone number of the transferor and transferee:

Transferor

Joseph J. Simons, Esq.
DOJ-Appointed Trustee
c/o Clifford Chance Rogers & Wells LLP
2001 K Street, NW
Washington, DC 20006-1001
(202) 912-5000

Transferee

PrimeCo Acquisition LLC
c/o Clarity Partners, L.P.
100 N Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Attention: Steven Greenberg
Phone: (310) 432-0100

- (b) Joseph J. Simons, the transferor, is the trustee of a divestiture trust established under the laws of the state of New York. PrimeCo, the transferee, is a limited liability company organized under the laws of Delaware.

- (c) Correspondence concerning this application should be addressed to:

Transferor

Joseph J. Simons, Esq.
DOJ-Appointed Trustee
c/o Clifford Chance Rogers & Wells LLP
2001 K Street, NW
Washington, DC 20006-1001
(202) 912-5000

Counsel for Transferor

Charles Logan, Esq.
Lawler, Metzger & Milkman, LLC
1909 K Street, NW
Suite 820
Washington, DC 20006
(202) 777-7700

Transferee

PrimeCo Acquisition LLC
c/o Clarity Partners, L.P.
100 N Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Attention: Steven Greenberg
Phone: (310) 432-0100

Counsel for Transferee

Nancy Killien Spooner
Swidler Berlin Shereff Friedman
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
(202) 424-7500

- (d) The Trustee has previously received authority to provide services in accordance with the provisions of Section 63.18(e)(2) of the Rules (global resale authority). See Public Notice, DA 00-1408, Report No. TEL-00249 (released June 23, 2000) (File No. ITC-214-20000531-00321). PrimeCo has not previously obtained international Section 214 authority.
- (e) By this Application, Applicants seek to transfer control of Chicago 20 MHz LLC, a U.S. carrier holding international Section 214 authority, to PrimeCo, as described more fully herein.
- (f) Not applicable. This application for transfer of control is eligible for streamlined processing under Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12.
- (g) Not applicable.

Information for PrimeCo Acquisition LLC Required Pursuant to Sections 63.18(h) - (p):

- (h) The following entities hold a ten percent (10%) or greater direct ownership or management interest in **PrimeCo Acquisition LLC**:

Name: Clarity Partners, L.P.
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 16.74%
Citizenship: U.S.A.
Principal Business: Investment

Name: Clarity Advisors L.P.
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 2.53%
Citizenship: U.S.A.
Principal Business: Investment

Name: Clarity Associates L.P.:
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 0.24%
Citizenship: U.S.A.
Principal Business: Investment

Name: J.P. Morgan Partners (SBIC) LLC
Address: 1221 Avenue of the Americas, New York, NY 10020
Percentage Held: 13%
Citizenship: U.S.A.
Principal Business: Investment

Name: PCG Chicago PCS, LLC
Address: c/o GKW Unified Holdings, LLC
360 N. Crescent Drive, Beverly Hills, CA 90210
Percentage Held: 13%
Citizenship: U.S.A.
Principal Business: Investment

Name: Green Leaf Ridge Acquisition Company III, LLC
Address: 20 North Wacker Drive, Suite 2200, Chicago, IL 60606
Percentage Held: 19.5%
Citizenship: U.S.A.
Principal Business: Investment

With respect to the following entities, if their interests were to be aggregated for the purposes of this subsection, they would collectively hold a 10% or greater direct interest in PrimeCo. These funds have entered into a parallel investing agreement with one another, whereby all five entities make commonly controlled investment and voting decisions in portfolio companies. However, no one of these entities, and no investor through these entities, owns a 10% or greater interest in the PrimeCo:

Name: Trimaran Fund II, LLC
Address: 425 Lexington Avenue, Third Floor
New York, NY 10017
Percentage Held: 7.14%
Citizenship: U.S.A.
Principal Business: Investment

Name: Trimaran Capital, LLC
Address: 425 Lexington Avenue, Third Floor
New York, NY 10017
Percentage Held: .43%
Citizenship: U.S.A.
Principal Business: Investment

Name: Trimaran Parallel Fund II, LP
Address: 425 Lexington Avenue, Third Floor
New York, NY 10017
Percentage Held: 2.81%
Citizenship: U.S.A.
Principal Business: Investment

Name: CIBC Employee Private Equity Fund (Trimaran) Partners
Address: 425 Lexington Avenue, Third Floor
New York, NY 10017
Percentage Held: 4.35%
Citizenship: U.S.A.
Principal Business: Investment

Name: CIBC World Markets Ireland Limited
Address: 425 Lexington Avenue, Third Floor
New York, NY 10017
Percentage Held: 4.76%
Citizenship: Ireland, a WTO member nation
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through **Clarity Partners, L.P., Clarity Advisors L.P., and Clarity Associates L.P.:**

Name: Clarity GenPar, LLC
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 100% (for each of the three entities)
Citizenship: U.S.A.
Principal Business: Investment

The following individuals hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through **Clarity GenPar, LLC:**

Name: Barry Porter
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 34.7%
Citizenship: U.S.A.
Principal Business: Investment

Name: Stephen P. Rader
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 26.6%
Citizenship: U.S.A.
Principal Business: Investment

Name: R. Rudolph Reinfank
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 4.0%
Citizenship: U.S.A.
Principal Business: Investment

Name: David Lee
Address: 100 N. Crescent Drive, Suite 300
Beverly Hills, CA 90210-5452
Percentage Held: 34.7%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through **J.P. Morgan Partners (SBIC) LLC**:

Name: J.P. Morgan Partners (BHCA), LP
Address: 1221 Avenue of the Americas
New York, NY 10020
Percentage Held: 100%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through **J.P. Morgan Partners (BHCA), LP**:

Name: JPMF Master Fund Manager, LP
Address: 1221 Avenue of the Americas
New York, NY 10020
Percentage Held: 100%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through **JPMF Master Fund Manager, LP**:

Name: Chatham Ventures, Inc.
Address: 1221 Avenue of the Americas
New York, NY 10020
Percentage Held: 100% (ownership)
Citizenship: U.S.A.
Principal Business: Investment

Name: JPMMP Capital Corp.
Address: 1221 Avenue of the Americas
New York, NY 10020
Percentage Held: 100% (management)
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through **Chatham Ventures, Inc.:**

Name: J.P. Morgan Chase & Co.
Address: 1221 Avenue of the Americas
New York, NY 10020
Percentage Held: 100%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through **JPMMP Capital Corp.:**

Name: J.P. Morgan Chase & Co.
Address: 270 Park Avenue
New York NY 10017
Percentage Held: 100%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through **PCG Chicago PCS, LLC:**

Name: PCG Tagi (Series F), LLC
Address: 360 N. Crescent Drive
Beverly Hills, CA 90210
Percentage Held: 100%
Citizenship: U.S.A.
Principal Business: Investment

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through **PCG Tagi (Series F), LLC:**

Name: GKW Unified Holdings LLC
Address: 360 N. Crescent Drive
Beverly Hills, CA 90210
Percentage Held: 100%
Citizenship: U.S.A.
Principal Business: Investments

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through **GKW Unified Holdings LLC**:

Name: Pacific Capital Group, Inc.:
Address: 360 N. Crescent Drive
Beverly Hills, CA 90210
Percentage Held: 1% (management) 100% (ownership)
Citizenship: U.S.A.
Principal Business: Investments

The following entities hold a ten percent (10%) or greater indirect ownership or management interest in PrimeCo, through **Green Leaf Acquisition Company III, LLC**:

Name: Percy L. Berger, Sr.
Address: 20 North Wacker Drive, Suite 2200
Chicago, IL 60606
Percentage Held: 100%
Citizenship: U.S.A.
Principal Business: Investment

Interlocking directors: Gary Winnick and Lodwick Cook, officers and directors of Pacific Capital Group, Inc., are also officers and directors of Global Crossing Ltd., a Bermuda corporation with subsidiaries operating as telecommunications carriers in numerous countries. Mr. Winnick and Mr. Cook are also officers and directors of Asia Global Crossing Ltd., a Bermuda corporation that also has subsidiaries operating as telecommunications carriers in numerous countries. Global Crossing Ltd., Asia Global Crossing Ltd., and their respective subsidiaries are not dominant on any of the international routes over which they provide telecommunications services, and are not the dominant or incumbent telecommunications provider in any of the countries in which they operate.

- (i) PrimeCo certifies that it is not a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d), nor is it affiliated with a foreign carrier within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e).
- (j) Applicant/Transferee certifies that it does not seek to provide international telecommunications services to any destination country for which any of the provisions of Section 63.18(j) are true.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.

- (n) As required by Section 63.18(n) of the Commission's Rules, 47 C.F.R. § 63.18(n), PrimeCo certifies that it has not agreed to accept nor shall it accept in the future any special concessions, as defined by the Commission's Rules, directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows on a U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market.
- (o) PrimeCo certifies, pursuant to Section 1.2002 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that no party to this application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) PrimeCo qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12, because Sections 63.12(c)(1)-(3) do not apply to the Applicant.

CONCLUSION

Applicants request that the Commission grant the instant application for consent to transfer control of the international Section 214 authority covering the PCS license held by Chicago 20 MHz LLC to PrimeCo.

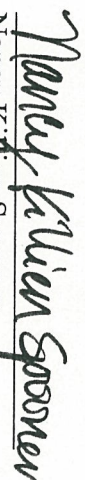
Respectfully submitted,

JOSEPH J. SIMONS, TRUSTEE


Joseph J. Simons

DOJ-Appointed Trustee
c/o Clifford Chance Rogers & Wells, LLP
2001 K Street, NW
Washington, D.C. 20006-1001

PRIMECO ACQUISITION LLC


Nancy Killion Spooner
Swidler Berlin Shereff Friedman
3000 K Street, N.W., Suite 300
Washington, D.C. 20007

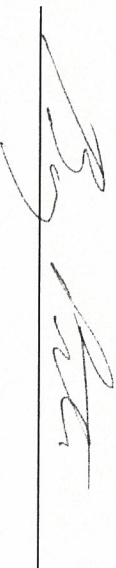
Counsel to PrimeCo Acquisition LLC

July 18, 2001
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CERTIFICATION OF APPLICANT

On behalf of PrimeCo Acquisition LLC, I hereby certify that the statements in the foregoing Application for authority are true, complete, and correct to the best of my knowledge and are made in good faith.

By:



Name: Barry Porter

Title: Managing Member, General Partner of Member of Applicant

Date: July 17, 2001