

ORIGINAL

OFFICIAL FILE  
ILLINOIS COMMERCE COMMISSION

Docket No. 09-0242  
ICC Office Use Only

NextGen Communications, Inc. :  
: :  
Application for a certificate of :  
local and interexchange authority :  
to operate as a facilities based :  
carrier of telecommunications :  
services throughout the :  
State of Illinois. :

CHIEF CLERK'S OFFICE  
2009 JUN 29 A 11:15  
ILLINOIS  
COMMERCE COMMISSION

*Amended*

APPLICATION FOR CERTIFICATE TO BECOME A  
TELECOMMUNICATIONS CARRIER

GENERAL

1. Applicant's Name(including d/b/a, if any) FEIN # 26-3772103

NextGen Communications, Inc. ("NextGen")

Address: Street 275 West Street

City Annapolis State/Zip Maryland 21401

2. Authority Requested: (Mark all that apply)  -403 Facilities Based Interexchange  
 13-404 Resale of Local and/or Interexchange  
 13-405 Facilities Based Local

3. Request for waivers/variances: In applications for local exchange service authority under Sections 13-404 or 13-405, waivers of Part 710 and of Section 735.180 of Part 735 are generally requested. In applications for interexchange service authority under Sections 13-403 and 13-404, waivers of Part 710 and Part 735 are generally requested. Please indicate which waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance.

Part 710 Uniform System of Accounts for Telecommunications Carriers

**Answer: See answer to question 1 of Appendix A.**

Part 735 Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois

**Answer: See answer to question 1 of Appendix A.**

Section 735.180 Directories

**Answer: See answer to question 1 of Appendix A.**

Other

**Answer: See answer to question 1 of Appendix A.**

4. For all applicants requesting local exchange authority under Section 13-404 or Section 13-405, please complete the following:

- (a) the Standard Questions for Applicants Seeking Local Exchange Service Authority found in Appendix A of this document
- (b) the 9-1-1 Questions for Applicants Seeking Local Exchange Service Authority found in Appendix B of this document;
- (c) the Financial Questions for Applicants Seeking Local Exchange Service Authority found in Appendix C of this document; and
- (d) if applicable, the Prepaid Service Questions for Applicants Seeking Local Exchange Service Authority found in Appendix D of this document.

5. In what area of the state does the Applicant propose to provide service?

**Answer: Applicant proposes to make its services available on a wholesale basis to carriers throughout the state.**

6. Please attach a sheet designating contact persons to work with Staff on the following:

- a) issues related to processing this application

**Kim Scovill  
Senior Director, Government Affairs  
275 West Street  
Annapolis, MD 21401  
Tel: (410) 349-7097  
Fax: (410) 295-1884  
E-mail: kscovill@telecomsys.com**

- b) consumer issues

**Richard H. Dickinson  
Senior Director, Public Safety  
2401 Elliott Avenue, 2<sup>nd</sup> Floor  
Seattle, WA 98121  
Tel: (206) 792-2224  
Fax: (206) 792-2001  
E-Mail: ddickinson@telecomsys.com**

- c) customer complaint resolution

**Richard H. Dickinson**  
**Senior Director, Public Safety**  
**2401 Elliott Avenue, 2<sup>nd</sup> Floor**  
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**Tel: (206) 792-2224**  
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**E-Mail: ddickinson@telecomsys.com**

d) technical and service quality issues

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**Tel: (206) 792-2224**  
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**E-Mail: ddickinson@telecomsys.com**

e) "tariff" and pricing issues

**Kim Scovill**  
**Senior Director, Government Affairs**  
**275 West Street**  
**Annapolis, MD 21401**  
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**E-mail: kscovill@telecomsys.com**

f) 9-1-1 issues

**Richard H. Dickinson**  
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**E-Mail: ddickinson@telecomsys.com**

g) security/law enforcement

**Richard H. Dickinson**  
**Senior Director, Public Safety**  
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**Fax: (206) 792-2001**  
**E-Mail: ddickinson@telecomsys.com**

Please identify each contact person's (i) name, (ii) title, (iii) mailing address, (iv) telephone number, (v) facsimile number, and (vi) e-mail address.

7. Please check type of organization?

Individual  Corporation  
 Partnership Date corporation was formed October 27, 2008  
In what state? Maryland  
 Other (Specify)

8. Submit a copy of articles of incorporation and a copy of certificate of authority to transact business in Illinois.

**Answer: See Exhibit 1.**

9. List jurisdictions in which Applicant is offering service(s).

TeleCommunication Systems, Inc., ("TCS") the parent corporation of NextGen, is presently certified in the states of WA, CA, FL, MN, TX and TN, but does not yet offer regulated telecommunications services anywhere in the United States. However, TCS does provide unregulated E911 services throughout the country and internationally. At the present time, NextGen has applied for certification in several jurisdictions, but is not offering services in any jurisdiction. Neither TCS nor NextGen have either been refused a certification nor have had any certification revoked.

10. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in any jurisdiction in this or another name?

YES (Please provide details)  NO

11. Have there been any complaints or judgments levied against the Applicant in any other jurisdiction?

YES  NO

If YES, describe fully. NA

12. Has Applicant provided service under any other name?

YES  NO

If YES, please list. NA

13. Will the Applicant keep its books and records in Illinois?  YES  NO

If NO, permission pursuant to 83 Ill. Adm Code Part 250 needs to be requested.

**MANAGERIAL**

14. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in narrative form, resumes of key personnel, or a combination of these forms.

**Answer: A short narrative response, and biographies of the Applicant's principal officers and key**

technical staff are provided as Exhibit 2. The biographies include degrees, professional licenses, and experiences.

15. List officers of Applicant.

Maurice B. Tosé  
Chairman of the Board, Chief Executive Officer, and President

Tom Brandt  
Senior Vice President and Chief Financial Officer

Bruce White  
Vice President, General Counsel & Secretary

16. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services?  YES  NO

If YES, list entity. TeleCommunication Systems, Inc. (NASDAQ Symbol: TELESYS)

17. How will Applicant bill for its service(s)? (At a minimum, describe how often the Applicant will bill for service and details of the billing statement.)

Answer: Customers are billed according to the terms of individually negotiated service contracts. Billing terms are case-specific and there is no standard billing cycle.

18. How does Applicant propose to handle service, billing, and repair complaints? (At a minimum, describe Applicant's internal process for complaint resolution, the complaint escalation process, the timeframe and process by which the customer is notified by Applicant that they may seek assistance from the Commission?)

Answer: NextGen Communications, Inc. will provide 9-1-1 routing services on a wholesale basis to wireless, VoIP, and wireline carriers. All complaints regarding billing will be handled directly through the account management team responsible for each particular wholesale customer in accordance with the terms of individually negotiated service contracts. The escalation and dispute resolution processes will be established by contract and will allow resolution through EDR if a billing dispute is not resolved voluntarily within a contractually determined amount of time. Also contained in the contract is notification of the customer's additional remedy of a complaint to the Commission.

19. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing?  YES  NO

20. What telephone number(s) would a customer use to contact your company?

(800) 959-3749

21. Will Applicant abide by all Federal and State slamming and cramming laws pursuant to Section 13-902 of the Public Utilities Act and Section 258 of the 1996 Telecommunications Act?

YES  NO

22. Please describe applicant's procedures to prevent slamming and cramming of customers?

Answer: NextGen intends to provide 9-1-1 routing services on a wholesale basis to wireless, VoIP, and wireline carriers. The company does not intend to provide services or send bills to, collect money from, or otherwise contact the end-users of its wholesale customers. As such, these rules are not applicable to services that NextGen will provide.

23. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 730, 732, 735, 755, 756, 757, 770, and 772?

YES  NO (If no, please provide an explanation.)

24. Is Applicant aware that it must file tariffs prior to providing service in Illinois?

YES  NO

#### **FINANCIAL**

25. Please attach evidence of Applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

Answer: NextGen is a wholly owned subsidiary of TeleCommunication Systems, Inc. ("TCS"), a public company, and therefore will enjoy consolidated accounting with TCS. NextGen will have access to capital and expense financing directly from TCS, and from third parties by having TCS act as guarantor. TCS is a publicly traded company that provides 911-related service to sophisticated carriers throughout the United States and internationally. Arrangements are in place whereby TCS will provide the necessary access to capital and other financing that NextGen will require to fund facilities build-outs and operations. TCS's 2008 SEC Form 10-K is attached as Exhibit 3 and is provided as evidence of the Applicant's financial fitness.

#### **TECHNICAL**

26. Does Applicant utilize its own equipment and/or facilities?  YES  NO

If YES, please list the facilities Applicant intends to utilize. Also include evidence that Applicant possesses the necessary technical resources to deploy and maintain said facilities:

Answer: NextGen will utilize the substantial resources of its parent company, TCS, located at TCS's redundant and diverse facilities in Seattle, WA and Phoenix AZ. These resources consist of a Mobile Positioning Center (MPC) and a VoIP Positioning Center (VPC) (See Question 27 below for a description of these services)

The MPC/VPC provides E9-1-1 call routing information for wireless carriers and VoIP carriers. Redundant data circuits will be provided by the carrier to the TCS MPC/VPC. Dedicated CAMA or SS7 voice circuits will be acquired by the carriers from their own switch to the local Illinois selective router. NextGen will not own or operate voice circuits and will not transport the voice portion of a 911 call.

*TCS's Infrastructure*

NextGen will utilize the existing network of its corporate parent, TCS. TCS's redundant fault tolerant Data Centers in Seattle, WA and Phoenix, AZ provide E911 call routing services throughout the country. Links to any ALI nodes or SRTGs in Illinois will be deployed in a diverse fault-tolerant fashion to ensure high availability for emergency calling. These links are used to monitor, manage and relay data between systems in Seattle or Phoenix and Illinois based systems. TCS currently employs high availability SUN based computing platforms in the Seattle and Phoenix facilities.

TCS utilizes HP OpenView as its standard network-monitoring tool. All data communications hardware (so equipped) and remote facility environments are capable of being monitored at TCS' Network Operations Center (NOC).

TCS facilities in Seattle and Phoenix are powered by Public Service utilities and are backed-up by generators and UPS systems. Telecommunications interconnectivity is provided by traditional local Telco copper facilities and two separate vendors' SONET fiber rings incorporating diverse building entrances.

The voice telephone system serving NextGen/TCS' facilities are fully redundant in terms of internal common equipment, power, and serving facilities. NextGen/TCS has disaster recovery plans to fallback to our Annapolis, MD facility for remote monitoring and operations. TCS also has a program in place to archive all key data on a daily basis in a secure offsite bonded facility.

If NO, which facility provider(s)'s services does the Applicant intend to use?

NA

27. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, data services, local service, prepaid local service).

Answer: NextGen does not propose to provide traditional circuit switched telephone service or to sell any services to individual retail consumers. It is our intention to offer MPC and/or VPC services to wireline, wireless carriers, and VoIP Service providers.

NextGen's corporate parent, TCS, is currently a provider of unregulated VPC and MPC services for wireless and VoIP service providers throughout the state of Illinois. TCS's current services are available as follows:As an MPC, Next Gen maintains a database of cellular towers owned by our customer, a wireless carrier. Using data provided by the carrier on each 9-1-1 call, NextGen determines the location of the caller and the appropriate PSAP that should receive the call. NextGen provides call routing information to the carrier in the form of an Emergency Service Routing Key (ESRK) that identifies the appropriate Illinois selective router and PSAP. ESRKs are routable non-dialable ten-digit numbers provisioned by NextGen in the selective routers and ALI databases. When the ALI database is queried by the PSAP with the ESRK, the query is routed to NextGen, which responds with the caller's location.

As a VPC, NextGen performs many of the same functions as an MPC, except that the customer is a VoIP Service Provider instead of a wireless carrier. NextGen maintains a database of VoIP subscribers. When a VoIP subscriber dials 9-1-1, the VoIP Service Provider queries NextGen with the customer phone number. NextGen determines the appropriate PSAP for routing the call, based upon the subscriber address in the NextGen database. NextGen responds with an Emergency Service Query Key (ESQK), which acts exactly like an ESRK for routing calls to the appropriate selective router and PSAP. NextGen acquires the ESQK in accordance with NENA standards.

As a separate offering, NextGen currently provides Emergency Services Gateway services

(ESGW). An ESGW is a media converter that converts IP-based Voice to TDM and connects via dedicated trunks to local selective routers. ESGW services is offered to VoIP Service Providers and other VPCs with a requirement to route IP E9-1-1 calls to PSAPs in Illinois that rely upon legacy selective routers for E9-1-1 calls. TCS currently resells ESGW services from other CLECs, and does not possess any ESGW facilities of our own.

There are no special customer provided equipment (CPE) requirements that would not be compatible with an incumbent carrier. As PSAPs upgrade their CPE to be IP-capable, their equipment will become increasingly compatible with NextGen's technology, eliminating the need for an ESGW. It will not be necessary for incumbent carriers or PSAPs to upgrade their equipment.

TCS provides to NextGen a 24/7/365 Network Operations Center (NOC) accessible via a toll free number, (800) 959-3749. TCS is ISO 9001 certified and TL9000 certified. Sophisticated escalation matrices exist to ensure prompt resolution of outages. TCS, on behalf of NextGen, will report applicable service outages to the FCC per established guidelines.

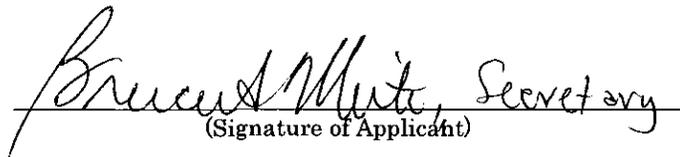
Due to the nature of NextGen's and TCS's technology, there may be no physical presence in the State of Illinois.

28. Will technical personnel be available at all times to assist customers with service problems?

X  YES   NO

29. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls?  NA  YES

NA  NO

  
(Signature of Applicant)

VERIFICATION

This application shall be verified under oath.

OATH

State of MARYLAND )  
County of ANNE ARUNDEL )ss

BRUCE A. WHITE makes oath and says that he is SECRETARY  
(Insert here the name of affiant) (Insert the official title of the affiant)

of NextGen Communications, Inc. (Insert  
here the exact legal title or name of the Applicant)

that he has examined the foregoing application and that to the best of his knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.

Bruce A. White  
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public/ Peggy A. Solomon - EXECUTIVE ADMINISTRATOR  
(Title of person authorized to administer oaths)

in the State and County above named, this 18th day of JUNE, 2009.

Peggy A. Solomon  
(Signature of person authorized to administer oath)  
Commission expires 4-1-2011

