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ILLINOIS COMMERCE COMMISSION STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

VOICESTREAM PCS II)
CORPORATION)
Application For A Certificate of)
Service Authority To Transact)
Business In The State of Illinois)

ICC Docket No. 00-0414

CHIEF CLERK'S OFFICE
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APPLICATION OF VOICESTREAM PCS II CORPORATION

VoiceStream PCS II Corporation ("VoiceStream II") by and through its attorneys Piper Marbury Rudnick & Wolfe, hereby submits this Application to the Illinois Commerce Commission ("Commission") for a Certificate of Service Authority ("Certificate") to transact business in the State of Illinois pursuant to 220 ILCS 5/13-401 of the Public Utilities Act (the "Act"). VoiceStream II requests expedited treatment of said Application and requests that the Commission grant said Application without requiring testimony or hearings. In support of its Application, VoiceStream II states as follows:

1. VoiceStream II is a Delaware Corporation, and a wholly owned subsidiary of VoiceStream Wireless Corporation ("VoiceStream"), a publicly traded corporation listed on the NASDAQ under the symbol VSTR. Subsidiaries of VoiceStream II are the license holders for various portions of Illinois. VoiceStream, which recently completed a merger with two other PCS providers - Aerial Communications and Omnipoint Communications, has total equity market capitalization in excess of \$25 Billion. VoiceStream owns PCS licenses in 23 of the top 25 largest markets in the United States covering a population of over 218 million persons; and serve's more than 2.1 million customers.

2. For purposes of this Application, VoiceStream II is a "telecommunications carrier" under § 13-202 of the Act and provides a "telecommunications service" under § 13-203 of the Act. VoiceStream II is a provider of Commercial Mobile Radio Service who, under 47 U.S.C. § 332 (c)(3), is exempt from state regulation of entry and rates. The requirement to obtain a certificate of service authority under Section 13-401 of the Act cannot be used as entry regulation, as it would then violate Section 332(c)(3) of the regulations of the Federal Communications Commission ("FCC"). Indeed, the Commission, pursuant to Section 760.10, Title 83, Chapter 1, Subchapter f Cellular Radio Exclusion, has exempted cellular and PCS providers from active regulatory oversight.

3. VoiceStream II is the operating entity that was formed to operate D Block licenses in two separate Illinois markets as well as an E Block license in a third Illinois market. VoiceStream II is qualified to do business in the State of Illinois pursuant to File Number 6109-952-2 of the Secretary of State's office. (For the Commission's convenience, a copy of the Secretary of State's Certificate of Good Standing is attached hereto and made a part hereof as Attachment A.) VoiceStream II operates the aforementioned D Block and E Block licenses through two separate subsidiaries.

4. Omnipoint St. Louis DE License, L.L.C. ("Omnipoint St. Louis"), a subsidiary of VoiceStream II, holds the D Block license for the St. Louis, Missouri Basic Trading Area ("BTA") 394 market, which encompasses a portion of the State of Illinois, near the Illinois-Missouri border. Omnipoint St. Louis is licensed by the FCC to serve the entire St. Louis BTA PCS market. (For the Commission's convenience, a copy of the FCC's license, File Number 50152-CW-AI-98 is attached hereto and made a part hereof as Attachment B.) The St. Louis D Block license for the BTA 394 market includes Madison County, Illinois.

5. VoiceStream PCS BTA I License Corporation ("VoiceStream PCS"), another subsidiary of VoiceStream II, holds the D Block license for the Mount Vernon-Centralia, Illinois BTA 308 market which consists of the following Illinois counties: Hamilton, Jefferson, Marion, Washington and Wayne. (For the Commission's convenience, a copy of the FCC's license, File Number 0000094459 is attached hereto and made a part hereof as Attachment C.) VoiceStream PCS also holds an E Block license for the Carbondale-Marion, Illinois BTA 067 market that consists of the following Illinois counties: Franklin, Jackson, Johnson, Perry, Union and Williamson. (For the Commission's convenience, a copy of the FCC's license, File Number 0000094480 is attached hereto and made a part hereof as Attachment D.)

6. VoiceStream II is currently in the process of building out its network and anticipates launching commercial service towards the end of 2000. VoiceStream II's network will consist of a system of base station transmitters connected through a combination of microwave and telephone company facilities to a switching center and network operations center. The PCS network, in turn, is connected to the local telephone network's tandem and end offices for switching and terminating calls. VoiceStream II is currently in the process of negotiating a final interconnection agreement with Ameritech for the transport and termination of its traffic.

7. On April 18, 2000, in Docket No. 00-0170, the Commission granted Cook Inlet/VoiceStream License L.L.C. ("CIVS License"), a Certificate of Service Authority to operate a radio transmitting station within its licensed territory in Illinois as defined by the FCC. (For the Commission's convenience, a copy of the Order is attached hereto and made a part hereof as Attachment E.) CIVS License is a joint venture involving VoiceStream II's parent company, VoiceStream Wireless Corporation. In its Order, the Commission concluded that

CIVS License possesses sufficient technical, financial and managerial resources and abilities to operate a radio transmitting station in Illinois. (See Order, Cook Inlet/VoiceStream License Company, Application for a Certificate of Service Authority to transact business in the State of Illinois, Docket No. 00-0170 at 2.) Additionally, the Commission concluded that the following Sections of 83 Ill. Adm. Code should be waived or declared inapplicable to CIVS License: Sections 210, 220, 255, 285, 300, 305, 705, 710, 720, 725, 730, 735, 745, and 755.) (See *id.* at 3.)

8. VoiceStream II has corporate offices located in Bellevue, WA. The Points of Contact for all Illinois regulatory or consumer issues are:

VoiceStream PCS II Corporation
3650 131st Avenue, S.E., Ste. 200
Bellevue, WA 98006
Attn: Christopher Johnson
Manager, Regulatory Affairs
(425) 653-5016
chris.r.johnson@voicestream.com

Christopher J. Townsend
David I. Fein
Piper Marbury Rudnick & Wolfe
203 North LaSalle Street
Suite 1500
Chicago, Illinois 60601
(312) 368-3462
christopher.townsend@piperrudnick.com
david.fein@piperrudnick.com

9. VoiceStream II will utilize the financial, managerial, and technical resources of VoiceStream Wireless Corporation. VoiceStream Wireless Corporation possesses the requisite financial, technical and managerial resources and abilities to provide PCS services within the St. Louis, Mount Vernon-Centralia, and Carbondale-Marion Illinois BTAs. VoiceStream and its subsidiaries are financially sound and have ready access to sufficient funds to make all capital expenditures and to provide all operating capital required in connection with the proposed

services. VoiceStream's management team and contract personnel, including telecommunications consultants and engineers, will provide managerial, operational and technical support to VoiceStream II's facilities and services. Attached hereto and made a part hereof as Attachment F is a list of Officers and Directors of VoiceStream, along with profiles of the executive management team. Additionally, a copy of VoiceStream's most recently filed Securities and Exchange Commission ("SEC") form 10Q report, which was filed with the SEC on May 15, 2000, is attached hereto and made a part hereof as Attachment G. Additional information regarding VoiceStream's service, technology, rate plans, and coverage, as well as other background information can be found at VoiceStream's web site, located at: WWW.VOICESTREAM.COM.

10. In connection with the instant request for a Certificate, VoiceStream II requests that the Commission waive the following Parts of 83 Illinois Administrative Code or find that they are inapplicable to VoiceStream II: 210, 220, 240, 250, 255, 285, 300, 305, 705, 710, 711, 712, 720, 725, 730, 735, 740, 755, 756, 757, 765, 766, 770, 772, 773, 791 and 792. Such waivers or findings would reduce the economic burdens of regulation and would be consistent with the law, purposes and policies of the Act.

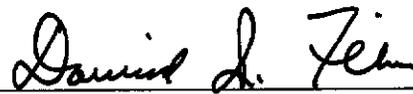
11. Approving the Application would serve the public interest. As the Commission is aware, local zoning authorities require an Order from the Commission before VoiceStream II can begin the construction of its networks. The prompt construction of VoiceStream II's network will allow VoiceStream II to offer service expeditiously to telecommunications customers in Illinois as part of an integrated, nationwide network. Any delay in obtaining a final Commission Order will jeopardize the projected launch date for service by VoiceStream II in Illinois. Any delay will be to the detriment of Illinois consumers and could have a negative economic impact

on VoiceStream II. Fairness, expedition, convenience, cost-effectiveness, and the ability of VoiceStream II to promptly construct its network provide good cause for expedited treatment of the Application.

WHEREFORE, VoiceStream PCS II Corporation respectfully requests that the Commission enter an Order, without hearings,

- (1) granting VoiceStream PCS II Corporation a Certificate to operate as a telecommunications carrier in the state of Illinois;
- (2) granting the waivers requested herein;
- (3) granting such further additional or different relief as the Commission deems appropriate; or
- (4) in the alternative, enter a ruling that VoiceStream II is not legally required to obtain such a Certificate to provide the proposed services.

By:



One of Its Attorneys

Christopher J. Townsend
David I. Fein
PIPER MARBURY RUDNICK & WOLFE
203 North LaSalle Street
Suite 1800
Chicago, Illinois 60601
312-368-3462
312-630-7418 (facsimile)
christopher.townsend@piperrudnick.com
david.fein@piperrudnick.com

Christopher Johnson
Manager, Regulatory Affairs
VoiceStream Wireless Corporation
3650 131st Avenue, S.E.
Suite 200
Bellevue, WA 98006
425-653-5016
chris.r.johnson@voicestream.com

Dated: June 9, 2000

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

VERIFICATION

David I. Fein, being first duly sworn, on oath deposes and says that he is one of the attorneys for VoiceStream PCS II Corporation, that he has read the above and foregoing Application for a Certificate of Service Authority to Transact Business in the State of Illinois, knows of the contents thereof and that the same is true to the best of his knowledge, information and belief.

David I. Fein

David I. Fein

Subscribed and Sworn to me
this 9th day of June, 2000.

Mary T. LaBeau

