

**STATE OF ILLINOIS**

**ILLINOIS COMMERCE COMMISSION**

CHICAGO 20MHZ, LLC d/b/a/ U.S. Cellular )  
 )  
Application for a Certificate of Service Authority )  
to provide personal communications services )  
within its licensed service territory in Illinois or in )  
the alternative Application for a Change in )  
Existing Certificate of Service Authority to )  
provide personal communications services within )  
its licensed service territory in Illinois under the )  
assumed name of U.S. Cellular. ) 02- \_\_\_\_\_  
 )  
CHICAGO 20MHZ, LLC d/b/a PRIMECO )  
PERSONAL COMMUNICATIONS )  
 )  
Application pursuant to Section 13-406 of the )  
Public Utilities Act to cancel a Certificate of )  
Service Authority to provide commercial mobil )  
radio services within Illinois. )  
 )  
 )

**VERIFIED APPLICATION**

NOW COMES Chicago 20MHz LLC d/b/a U.S. Cellular (“Chicago 20MHz”) by and through its attorneys and hereby applies to the Illinois Commerce Commission (the “Commission”), for a Certificate of Service Authority to provide personal communications services within its licensed territory in Illinois pursuant to Section 13-401 of the Illinois Public utilities Act (the “Act”), 220 ICLS 5/13-401. In addition, Chicago 20MHz requests the Commission to enter a finding that U.S. Cellular’s acquisition of Chicago 20MHz and Chicago 20MHz’s intent to operate under a different assumed name will not trigger the provisions of Section 13-406 of the Act, 220 ILCS 5/13-406. Finally, Chicago 20MHz requests the

Commission to enter a finding that, pursuant to Section 13-203 of the Act (220 ILCS 5/13-203) and 83 Ill. Adm. Code 760.10, Chicago 20MHz is excluded from the applicable tariff provisions contained in Sections 13-501, 13-502, 13-503, 13-504, 13-505 and 13-509 of the Act; and that Chicago 20MHz be granted a waiver from the application of the Commission's Uniform System of Accounts, 83 Ill. Adm. Code Part 710, and a waiver from the requirements of the Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Telephone Utilities in the State of Illinois, 83 Ill. Adm. Code Part 735.

In the alternative, if the Commission determines that a new Certificate of Service is not required based on the facts contained herein, Chicago 20MHz seeks a change in the assumed name currently shown on its existing Certificate of Service Authority to provide personal communications services within its licensed territory in Illinois.

In support of this Petition, Chicago 20MHz states as follows:

1. Chicago 20MHZ is a Delaware limited liability company authorized to do business in the State of Illinois.

2. On October 4, 2000, in Docket No. 00-0573, the Commission granted Chicago 20MHz a Certificate of Service Authority to provide personal communications services under the assumed name of PrimeCo Personal Communications in Block B of the Chicago Metropolitan Trading Area (the "Chicago MTA").

3. On May 10, 2002, United States Cellular Corporation ("U.S. Cellular") announced that it had entered into a definitive agreement with PrimeCo Wireless

Communications LLC (“PrimeCo”) to acquire from PrimeCo all of the equity interests in Chicago 20MHz, including the assets and certain liabilities of Chicago 20MHz. The transaction was consummated on August 7, 2002. From August 7, 2002, through the present date, Chicago 20MHz has continued to operate under the PrimeCo name.

4. U.S. Cellular is a corporation organized and existing under the laws of Delaware. U.S. Cellular provides wireless telecommunications service to approximately 4 million customers. U.S. Cellular, through its operating subsidiaries, is currently licensed by the Federal Communications Commission (“FCC”) and certificated by Commission to provide wireless service in the Alton, Peoria and Rockford MSAs and in Illinois RSAs 1, 3 and 4.

5. On August 7, 2002, Chicago 20MHz became an operating subsidiary of U.S. Cellular. The FCC license to provide Commercial Mobile radio Services/Personal Communications Services for Block B in the Chicago MTA controlled by Chicago 20MHz has not been affected by this transaction.

6. With this filing, Chicago 20MHz seeks authorization to operate under the assumed name of U.S. Cellular. Customers who received personal communications services from Chicago 20MHz prior to the purchase of the assets will continue to receive personal communications services from Chicago 20MHz doing business as U.S. Cellular.

7. Chicago 20MHz’s objective is to continue to function as a competitor in the marketplace. Although Chicago 20MHz will operate under the assumed name of U.S. Cellular, all existing service contracts will be honored. Chicago 20MHz’s commitment to providing value-based, innovative products and services, excellent customer service and superior call quality will remain unchanged. In addition, all employees, currently working for Chicago

20MHz will continue to perform their jobs and operate the existing system, subject to changes in the ordinary course of business.

8. Section 13-401 of the Act, 220 ILCS 5/13-401, requires a telecommunications carrier to obtain a Certificate of Service Authority from the Commission prior to transacting business in Illinois.

9. Pursuant to Section 13-406 of the Act, the Commission is required to approve applications such as this for a Certificate of Service Authority without a hearing upon a showing by the applicant that the FCC has issued to it a construction permit or an operating license to construct or operate a wireless system in the area as defined by the FCC for which the carrier seeks a Certificate of Service Authority. A copy of Chicago 20MHz FCC license is attached hereto as Exhibit A.

10. In ICC Docket 00-0573, the Commission entered a finding that Chicago 20MHz was not subject to certain Commission requirements set forth in Title 83 of the Illinois Administrative Code, which customarily do not apply to wireless carriers. Specifically inapplicable is the application of the Commission's Uniform System of Accounts, 83 Ill. Adm. Code Part 710, and the requirements of the Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Telephone Utilities in the State of Illinois, 83 Ill. Adm. Code Part 735.

11. The circumstances and conditions that gave rise to the Commission's findings and waivers in Docket 00-0573 remain equally valid for Chicago 20MHz d/b/a U.S. Cellular.

12. The Act is silent as to whether U.S. Cellular's acquisition of Chicago 20MHz's assets and Chicago 20MHz's intent to operate under a different assumed name will trigger the provisions of Section 13-406.

13. If the provisions of Section 13-406 do apply, Chicago 20MHz requests that the Commission order that the Certificate of Service of Authority granted to Chicago 20MHz LLC, d/b/a PrimeCo Personal Communications in Docket 00-0573 be cancelled and annulled. Pursuant to Section 13-406 of the Act (220 ILCS 5/13-406), Chicago 20MHz has notified all affected customers of the asset sale and Chicago 20MHz's intent to discontinue offering personal communications service under the PrimeCo name and, instead, offer personal communications services under the assumed name of U.S. Cellular. A copy of the letter sent to such customers is attached hereto as Exhibit B.

14. If the Commission determines that the provisions of 13-406 do not apply based on the circumstances described herein, Chicago 20MHz requests that the Commission direct the Chief Clerk to change the existing assumed name Chicago 20MHz's Certificate of Service Authority from PrimeCo Personal Communications to U.S. Cellular.

**WHEREFORE**, Chicago 20MHz, LLC respectfully requests that the Illinois Commerce Commission enter an Order granting Chicago 20MHz a Certificate of Service Authority to provide personal communications services within its licensed service territory in Illinois and, if applicable, enter an Order canceling and annulling the Certificate of service Authority granted to Chicago 20MHz LLC, d/b/a PrimeCo Personal Communications. In the alternative, Chicago 20MHz LLC respectfully requests that the Illinois Commerce Commission direct the Chief Clerk to change Chicago 20MHz's existing Certificate of Service Authority to provide personal communications services within its licensed service territory in Illinois from the assumed name of PrimeCo Personal Communications to the assumed name of U.S. Cellular and granting all other necessary and appropriate relief.

Respectfully submitted,

CHICAGO 20MHZ, LLC

By:

One of the Attorneys for Chicago 20MHZ,  
LLC d/b/a/ U.S. Cellular Corporation

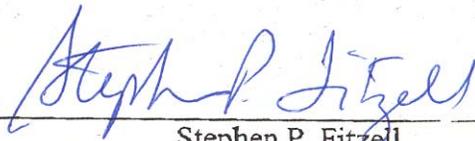
G. Darryl Reed  
SIDLEY AUSTIN BROWN & WOOD  
10 S. Dearborn  
Chicago, Illinois 60603  
(312) 853-7766

November 12, 2002

STATE OF ILLINOIS        )  
                                      ) SS:  
COUNTY OF COOK         )

**VERIFICATION**

Stephen P. Fitzell, first being duly sworn upon oath, deposes and says he is the Assistant General Counsel of Chicago 20MHz, LLC, a Delaware limited liability company; that he has read the above and foregoing Verified Petition by him subscribed, and knows the contents thereof; and that the facts set forth therein are true and correct to the best of his knowledge and belief.

  
\_\_\_\_\_  
Stephen P. Fitzell

SUBSCRIBED and SWORN to  
before me this 12<sup>th</sup> day  
of November, 2002.

  
NOTARY PUBLIC



# **EXHIBIT A**



Federal Communications Commission

Wireless Telecommunications Bureau

Radio Station Authorization

<b>Call Sign:</b> WPQL237	<b>File Number:</b> 0000115089	<b>Print Date:</b> 05/22/2000
<b>Name of Licensee:</b>  Chicago 20 MHz LLC 6 Campus Circle  Westlake TX 76262		

<b>Market Number:</b> MTA003	<b>Channel Block:</b> B	<b>Sub-Market Designator:</b> 2
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**Market Name:** Chicago

The license hereof is authorized, for the period indicated, to operate a radio transmitting station in accordance with the terms and conditions hereinafter described. This authorization is subject to the provisions of the Communications Act of 1934, as amended, subsequent Acts of Congress, international treaties and agreements to which the United States is a signatory, and all pertinent rules and regulations of the Federal Communications Commission, contained in Title 47 of the code of Federal Regulations.

Effective Date	1 <sup>st</sup> Build-out Date	2 <sup>nd</sup> Build-out Date	3 <sup>rd</sup> Build-out Date	4 <sup>th</sup> Build-out Date	Expiration Date
04/24/2000	06/23/2000	06/23/2005			06/23/2005

**Conditions:**

Pursuant to Section 309(h) of the Communications Act of 1934, as amended, (47 U.S.C. 309(h)), this license is subject to the following conditions: This license does not vest in the licensee any right to operate a station nor any right in the use of frequencies beyond the term thereof nor in any other manner then authorized herein. Neither this license nor the right granted thereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended, 47 U.S.C. 151, et seq. This license is subject in terms to the right of use or control conferred by Section 706 of the Communications Act of 1934, as amended, 47 U.S.C. 606.

**Special Conditions:**

This authorization is subject to the condition that the remaining balance of the winning bid amount will be paid in accordance with Part 1 of the Commission's rules, 47 C.F.R. Part 1.

This authorization is subject to the condition that, in the event that systems using the same frequencies as granted herein are authorized in an adjacent foreign territory (Canada/United States), future coordination of any base station transmitters within 72 km (45 miles) of the United States/Canada border shall be required to eliminate any harmful interference to operations in the adjacent foreign territory and to ensure continuance of equal access to the frequencies by both countries.

A graphical representation of the geographic area authorized to this call sign may be generated by selecting 'License Search' at the following web address: <http://wtbwww05.fcc.gov>

## **EXHIBIT B**

<U.S. Cellular logo>

<PrimeCo logo>

<Date>

<Name>

<Address>

<City, State Zip>

Dear <Name>:

Welcome to U.S. Cellular.® As we complete our purchase of PrimeCo® in the Chicago-area, we're proud to continue offering you the best wireless service in Chicago and Central Illinois. We look forward to showing you why U.S. Cellular has won more than 50 local and national customer service awards.

For the past 20 years, U.S. Cellular has provided wireless service across the country. From Florida to Washington, New England to Texas, our customers have relied on our commitment to providing customer satisfaction while operating a first-class network. Headquartered in Chicago, U.S. Cellular is excited to now offer wireless service in our hometown.

You soon will be receiving your wireless bill under the U.S. Cellular name. You'll see that your calling plan and monthly service fee have remained the same. As a new U.S. Cellular customer, you can keep the calling plan you have now or choose one of our new local, regional or national plans, which will allow you to take advantage of the largest local calling area offered in Chicago. We also offer a wide selection of phones in all price ranges.

The best news is that your calls will continue to be carried on the extensive, high-quality wireless network you're accustomed to. And in the coming months we will be introducing further enhancements to our network and calling plans.

We have enclosed an informal piece that included U.S. Cellular's service terms and conditions, as well as other important information that you should review. Also a brochure providing additional information on our company and retail locations, as well as answers several questions you may have. For additional information, please contact U.S. Cellular Customer Service at 1-888-944-9400 or visit our Web site at [www.uscellular.com](http://www.uscellular.com).

At U.S. Cellular, customer satisfaction is our top priority. You'll be hearing from us again soon. Stay tuned, there's more great news to come!

Sincerely,

Jay Ellison  
Executive Vice President, Operations  
U.S. Cellular

w/ enclosures