

**Dinsmore & Shohl** LLP  
ATTORNEYS

John E. Selent  
502-540-2315  
john.selent@dinslaw.com

December 17, 2004

Hon. Beth O'Donnell  
Executive Director  
Public Service Commission  
211 Sower Blvd.  
P. O. Box 615  
Frankfort, KY 40601

**Re: Application for Initial Operations as a Wireless Telecommunications Carrier by  
Bluegrass Wireless LLC**

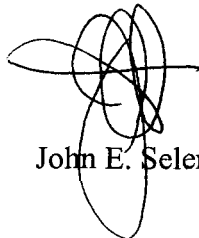
Dear Ms. O'Donnell:

Enclosed for filing with the Public Service Commission of the Commonwealth of Kentucky is an original and four copies of an application from Bluegrass Wireless LLC for initial operations as a wireless telecommunications carrier.

In addition, enclosed is a copy for file-stamping. Please return this copy to us in the self-addressed, postage prepaid envelope furnished herewith. Thank you, and if you have any questions with regard to this matter, please call me.

Very truly yours,

DINSMORE & SHOHL LLP



John E. Selent

JES/bmt  
Enclosures

**BLUEGRASS WIRELESS LLC**  
**2902 Ring Road**  
**Elizabethtown, Kentucky 42701**

December 17, 2004

Hon. Beth O'Donnell, Executive Director  
Kentucky Public Service Commission  
211 Sower Blvd.  
P. O. Box 615  
Frankfort, KY 40601

***RE: Application for Initial Operations as a Wireless Telecommunications Carrier  
by Bluegrass Wireless LLC***

Dear Ms. O'Donnell:

This application is submitted to you in compliance with the Public Service Commission's order in Administrative Case No. 370 dated August 8, 2000 and specifying the content of an application for initial operations as a wireless telecommunications carrier.

This application is submitted by Bluegrass Wireless LLC ("Bluegrass Wireless").

(1) The name and address of Bluegrass Wireless is:

Bluegrass Wireless LLC  
2902 Ring Road  
Elizabethtown, Kentucky 42701

(2) The articles of organization of Bluegrass Wireless, and any amendments thereto, are attached as Exhibit A.

(3) The name, street address, telephone number and fax number for Bluegrass Wireless is:

Bluegrass Wireless LLC  
2902 Ring Road  
Elizabethtown, Kentucky 42701  
(270) 769-0339 (phone)  
(270) 766-1550 (fax)

(4) The name, street address, telephone number and fax number for the responsible contact person for customer complaints and regulatory issues is:

Ms. Beth O'Donnell  
December 17, 2004  
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Mr. Ron Smith  
Authorized Representative  
Bluegrass Wireless LLC  
2902 Ring Road  
Elizabethtown, Kentucky 42701  
(270) 769-0339 (phone)  
(270) 766-1550 (fax)

If you have any questions with respect to this matter, please call our legal counsel, **John E. Selent, DINSMORE & SHOHL, LLP, (502) 540-2300.**

Thank you.

Very truly yours,

**Bluegrass Wireless LLC**

By: 

John E. Selent,  
its attorney-in-fact  
**DINSMORE & SHOHL LLP**  
1400 PNC Tower  
500 W. Jefferson Street  
Louisville, KY 40202  
(502) 540-2315 (Phone)  
(502) 585-2207 (Fax)  
john.selent@dinslaw.com

Enclosure

0562423.06

BWeber  
ADD

John Y. Brown III  
Secretary of State  
Received and Filed  
06/19/2003 3:23:14 PM  
Fee Receipt: \$40.00

BOOK 0034 PAGE 176

**ARTICLES OF ORGANIZATION  
OF  
BLUEGRASS WIRELESS LLC**

The undersigned organizer, desiring to form a limited liability company under the Kentucky Limited Liability Company Act, hereby states the following:

ARTICLE I: NAME

The name of the limited liability company is Bluegrass Wireless LLC.

ARTICLE II: REGISTERED AGENT AND OFFICE

The name and address of the registered agent are:

Ron Smith  
2902 Ring Road  
Elizabethtown, Kentucky 42701

ARTICLE III: PRINCIPAL OFFICE


The address of the initial principal office of the limited liability company is:

2902 Ring Road  
Elizabethtown, Kentucky 42701

ARTICLE IV: MANAGEMENT

The limited liability company is to be managed by its members pursuant to a written Operating Agreement.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization this 18<sup>th</sup> day of June, 2003.

  
Ron Smith, Organizer

STATE OF KENTUCKY  
COUNTY OF HARDIN SCT.  
I, KENNETH L. TABB, CLERK OF SAID  
COUNTY COURT, HEREBY CERTIFY  
THAT THE FOREGOING INSTRUMENT  
HAS BEEN DULY RECORDED IN Articles  
BOOK 34 PAGE 176 IN MY  
SAID OFFICE.

KENNETH L. TABB, CLERK

Articles of Organization Bluegrass Wireless LLC

BY Linda Smith D.C.

BY [Signature]  
COUNTY CLERK  
D.C.

2003 JUN 21 P 3:05

FREE PD. ST. CLK  
RECORDED  
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EXHIBIT

A

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