

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF UNITED STATES)
CELLULAR OPERATING COMPANY)
(FORMERLY KENTUCKY RSA #9-10, INC.))
FOR A CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY TO) CASE NO.
CONSTRUCT A CELL SITE NORTHEAST) 97-161
OF THE SLADE INTERCHANGE ON THE)
MOUNTAIN PARKWAY OFF NADA TUNNEL)
ROAD, NEAR NADA ARCHES IN POWELL)
COUNTY, KENTUCKY (SLADE SITE))

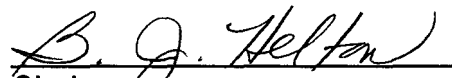
O R D E R

United States Cellular Operating Company ("USCOC") and its affiliates, having transferred their assets for, inter alia, providing cellular service in Kentucky Rural Service Area Nos. 1, 2, 3, 9, 10, and 11 to Westel-Milwaukee Company, Inc. ("Westel"), motion having been made to reopen this case for the sole purpose of modifying the authority to construct a cellular facility granted herein to provide that Westel rather than USCOC will construct and operate the authorized facility pursuant to specifications previously approved by the Commission, and the Commission having been sufficiently advised, IT IS THEREFORE ORDERED that:

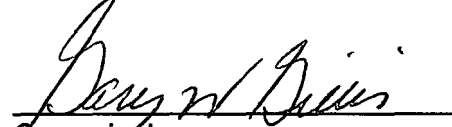
1. This case is hereby reopened for the purpose specified herein.
2. The Commission's Order in this case, dated June 10, 1997, is hereby modified to provide that the approved facility will be constructed and operated by Westel pursuant to plans and specifications previously approved herein.

Done at Frankfort, Kentucky, this 16th day of December, 1997.

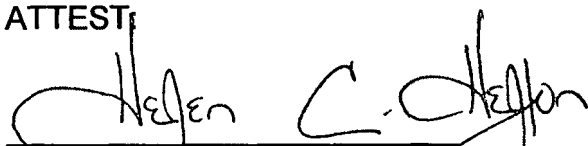
PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director