

BEFORE THE
KENTUCKY PUBLIC SERVICE COMMISSION

APR 09 2005
PUBLIC SERVICE
COMMISSION

In the matters of:

BLUEGRASS WIRELESS, LLC'S PETITION)
FOR DESIGNATION AS AN ELIGIBLE) CASE NO. 2005-00017
TELECOMMUNICATIONS CARRIER)
IN THE COMMONWEALTH OF KENTUCKY)

RSA # 4 CELLULAR GENERAL PARTNERSHIP'S)
PETITION FOR DESIGNATION AS AN ELIGIBLE) CASE NO. 2005-00018
TELECOMMUNICATIONS CARRIER)
IN THE COMMONWEALTH OF KENTUCKY)

RSA # 3 CELLULAR GENERAL PARTNERSHIP'S)
PETITION FOR DESIGNATION AS AN ELIGIBLE) CASE NO. 2005-00019
TELECOMMUNICATIONS CARRIER)
IN THE COMMONWEALTH OF KENTUCKY)

CUMBERLAND CELLULAR PARTNERSHIP)
PETITION FOR DESIGNATION AS AN ELIGIBLE) CASE NO. 2005-00020
TELECOMMUNICATIONS CARRIER)
IN THE COMMONWEALTH OF KENTUCKY)

APPLICANTS' RESPONSES TO THE DATA REQUESTS AND
INTERROGATORIES OF THE PUBLIC SERVICE COMMISSION
OF THE COMMONWEALTH OF KENTUCKY

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**BLUEGRASS WIRELESS, LLC'S PETITION)
FOR DESIGNATION AS AN ELIGIBLE) CASE NO. 2005-00017
TELECOMMUNICATIONS CARRIER)
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**RSA # 4 CELLULAR GENERAL PARTNERSHIP'S)
PETITION FOR DESIGNATION AS AN ELIGIBLE) CASE NO. 2005-00018
TELECOMMUNICATIONS CARRIER)
IN THE COMMONWEALTH OF KENTUCKY)**

**RSA # 3 CELLULAR GENERAL PARTNERSHIP'S)
PETITION FOR DESIGNATION AS AN ELIGIBLE) CASE NO. 2005-00019
TELECOMMUNICATIONS CARRIER)
IN THE COMMONWEALTH OF KENTUCKY)**

**CUMBERLAND CELLULAR PARTNERSHIP)
PETITION FOR DESIGNATION AS AN ELIGIBLE) CASE NO. 2005-00020
TELECOMMUNICATIONS CARRIER)
IN THE COMMONWEALTH OF KENTUCKY)**

Bluegrass Wireless LLC, Kentucky RSA #3 Cellular General Partnership, Kentucky RSA #4 Cellular General Partnership, and Cumberland Cellular Partnership, jointly, by counsel, submit their answers to the data requests and interrogatories attached to the orders of March 17, 2005 of the Public Service Commission of the Commonwealth of Kentucky in the above styled matters.

1. Describe in detail the relationship between Bluegrass Wireless, LLC [“Bluegrass Wireless”], Kentucky RSA #3 Cellular General Partnership [“RSA #3”], Kentucky RSA #4 Cellular General Partnership [“RSA #4”], and Cumberland Cellular Partnership [“Cumberland Cellular”]. Include information about common ownership, operating management, and operating name.

ANSWER:

Bluegrass Wireless, RSA #3, RSA #4, and Cumberland Cellular are all under common ownership and control. All are owned, directly or indirectly, by four telephone cooperatives and one investor owned telephone company. Four companies are Kentucky telephone companies and exclusively serve Kentucky territories. The fifth company is a Tennessee telephone cooperative and serves a small part of Kentucky. The companies which, directly or indirectly, own Bluegrass Wireless, RSA #3, RSA #4, and Cumberland Cellular are: (i) The Brandenburg Telephone Company; (ii) South Central Rural Telephone Cooperative Corporation, Inc.; (iii) Logan Telephone Cooperative, Inc.; (iv) Duo County Telephone Cooperative Corporation, Inc. and (v) North Central Telephone Cooperative, Inc., the Tennessee telephone cooperative.

RSA #3, RSA #4, and Cumberland Cellular are all under common management. They are managed by a company, the name of which is Bluegrass Cellular Inc., which, itself, is directly or indirectly, owned by the five rural incumbent local exchange carriers previously identified in the answer to this question. The experienced management team and employees of Bluegrass Cellular Inc. operate RSA #3, RSA #4, and Cumberland Cellular on a day-to-day basis.

RSA #3, RSA #4, and Cumberland Cellular all operate under the name of Bluegrass Cellular. They share common switches, which they jointly own. RSA #3, RSA #4, and

Cumberland Cellular were formed in this manner in order to take advantage of economies of scale. It was anticipated that RSA #3, RSA #4, and Cumberland Cellular could not operate successfully as individual providers of wireless services and so they united under one name, purchased, at that time, one switch, and share the cost of management between them.

Bluegrass Wireless will, likewise, operate under the management umbrella of Bluegrass Cellular Inc. It will be managed by the same management team that now manages RSA #3, RSA #4 and Cumberland Cellular. It has not yet been determined whether Bluegrass Wireless will operate under the name Bluegrass Cellular. Given that its service territory is South Central Kentucky, Bluegrass Wireless may or may not operate under the name Bluegrass Cellular. It will operate, however, under the same management, and the same ownership and control, as RSA #3, RSA #4 and Cumberland Cellular.

2. Identify areas in which the applicant seeks designation as an ETC where there is more than one carrier designated as an ETC.

ANSWER:

Applicants do not believe that any of them seek designation as an ETC in an area in which more than one carrier has been designated as an ETC.

Applicants, however, do believe that they each seek designation as an ETC in an area or areas in which at least one ETC has been designated, as reflected at Exhibit 2. (It should be noted that the Exhibits hereto are numbered to correspond to the questions to which they respond, and, therefore, there is not, for example, an Exhibit 1.) Exhibit 2 reflects, Applicant by Applicant, the service territories of rural ILECs or non-rural ILECs in which there is already an ETC designated, and in which the Applicants seek ETC designation.

3. Of those areas in which there is more than one ETC already designated, provide an explanation of the additional benefits that will accrue to customers in those areas.

ANSWER:

RSA #3, RSA #4, Cumberland Cellular and Bluegrass Wireless (collectively for purposes of this question, “Bluegrass Cellular”) note that they do not believe that there is any area in which they seek ETC designation in which there is more than one ETC already designated.

In those areas where there is one ETC designated, as identified in response to question no. 2, additional benefits will accrue to customers in those areas. By way of introduction, Bluegrass Cellular should emphasize that it has been providing service in Central Kentucky, and, with the formation of Bluegrass Wireless, will begin providing service in South Central Kentucky soon, for more than 15 years now. During those 15 years, Bluegrass Cellular has led the way in constructing a wireless network in the areas that it serves. Unlike most wireless carriers serving rural areas like those served by Bluegrass Cellular, and that will be served by Bluegrass Wireless, Bluegrass Cellular did not elect simply to serve urban pockets in its rural territories, and busy interstate highways and state roads. It was committed to serving its entire service territory and has made substantial progress in so doing.

At first, Bluegrass Cellular viewed this decision to provide ubiquitous wireless signal throughout its service territory as a risky business proposition. It was, and still is. But, over the years, Bluegrass Cellular believes that this decision was the right decision. People living in Central Kentucky know that the best way to get wireless coverage is to subscribe to the services of Bluegrass Cellular.

Therefore, the principal benefit that will accrue to customers in the areas in which there

is already an ETC designated is that the other ETC designated carrier will have to compete, on equal footing, with Bluegrass Cellular whose philosophy has been not merely to serve the urban pockets in the rural areas of its service territory, and the busy interstate highways and state roads, but to serve all of its territory. This vigorous competition will accrue to the benefit of customers who live in areas where there is already an ETC designation. Simply put, the primary beneficiaries of competition are always the consumer public, whether it be wireless service or some other service or product offered by the marketplace.

Moreover, Bluegrass Cellular and Bluegrass Wireless emphasize that because they are locally owned and controlled, and no other wireless carrier against which they compete or will compete is, their commitment to serving Central and South Central Kentucky is without equal. This has been demonstrated by the extensive wireless network that Bluegrass Cellular has built in Central Kentucky and that Bluegrass Wireless will build in South Central Kentucky. The potential customers of Bluegrass Cellular in Central and South Central Kentucky will be the primary beneficiaries of this local control and ownership.

Bluegrass Cellular and Bluegrass Wireless will employ people in Central and South Central Kentucky who are native. These employees will know Central and South Central Kentucky in a way that is not possible for companies which are not locally owned and controlled. Their input, along with the input from the local owners, will provide ubiquitous wireless services, and all the features that those wireless services have come to mean to the consuming public.

Bluegrass Cellular and Bluegrass Wireless' commitment to providing unparalleled wireless access, along with the features that wireless telecommunication services have come to mean, is reflected in the tens of millions of dollars that they have and will spend in Central

Kentucky and South Central Kentucky. With the ETC designations, Bluegrass Cellular and Bluegrass Wireless can and will bring to Central and South Central Kentucky the kind of wireless service that rural Central and South Central Kentuckians demand, and that the economic development of these areas require.

In regard to economic development, Bluegrass Cellular and Bluegrass Wireless should emphasize that they have the kind of stake in the economic development of Central and South Central Kentucky that no other wireless company has. Because they are locally owned and controlled, the economic development of these areas of Kentucky mean more to the success of Bluegrass Cellular and Bluegrass Wireless than they could mean to any national wireless carrier. For this reason, Bluegrass Cellular and Bluegrass Wireless must invest capital in these rural areas of Kentucky that will, hopefully, facilitate success and help insure that their customers get the kind of ubiquitous services they want, and that businesses who may propose to locate or to remain in these areas, demand. Finally, because Bluegrass Cellular and Bluegrass Wireless are locally owned, there can be no doubt that their ETC dollars will be spent in Kentucky, and not elsewhere, outside of Kentucky, where it might be more profitable for national wireless carriers to do so.

4. Identify those facilities that the applicant will use that are leased from other carriers. (Application at 5.)

ANSWER:

RSA #3, RSA #4, and Cumberland Cellular lease T-1 circuits. These circuits are leased when microwave or fiber are not an option. RSA #3, RSA #4, and Cumberland Cellular emphasize that they are facilities based and that they lease very few telecommunications facilities from other carriers.

Bluegrass Wireless, at this time, leases no telecommunications facilities from other carriers.

The phrase used in Applicants' applications which may have prompted this question is that phrase which provides "facilities leased from other telecommunications carriers." (Applications ¶5.) That phrase was simply parroted from 47 CFR §54.201(d)(1). By no means did any of the Applicants mean to imply that they lease substantial facilities from other telecommunications carriers. They do not, and will not. Applicants are committed to the construction of their own telecommunications facilities with which to provide wireless services.

5. Provide a list of and description of the service offerings of the Applicant, including number of minutes of use, rates and calling scope.

ANSWER:

RSA #3, RSA #4, and Cumberland Cellular state that a list and description of the service offerings of each of them, including number of minutes of use, rates, and calling scope are collectively attached as Exhibit 5.

Bluegrass Wireless states that it is anticipated that its service offerings will be similar, if not identical, except when competitive conditions otherwise require, to those reflected in Exhibit 5.

Information responsive to this question may also be accessed at BluegrassCellular.com.

6. Provide a service coverage map (39 [32] dbu contours) for the applicant's serving area.

ANSWER:

A service coverage map for RSA #3, RSA #4 and Cumberland Cellular (32 dbu contours), is attached as Exhibit 6.

Bluegrass Wireless has no service coverage yet. The counties that it will serve are: Caldwell; Casey; Christian; Clay; Daviess; Hopkins; Knox; Laurel; Pulaski; Todd; Trigg; and Whitley.

7. Identify any gaps (areas where wireless phone service is unavailable) in any of the areas in which the applicant seeks ETC Designation.

ANSWER:

Please see the attached Exhibit 7 which identifies gaps in the areas in which three of the four Applicants seek ETC designation. This exhibit consists of several maps, each map being applicable to one of the three Applicants in these matters. The map or maps applicable to each of these three Applicants are so identified.

The fourth Applicant, Bluegrass Wireless, has no service coverage, yet, in the counties identified in the answer to question no. 6.

8. How does the applicant intend to provide toll limitation service for Lifeline customers?

ANSWER:

The Applicants intend to provide toll limitation services, or their functional equivalent, to qualifying customers. To such qualifying customers, Applicants will make available all of their service plans as identified in response to question no. 5, with appropriate tolling limitations in the wireless context. Tolling limitations in a wireless context are, of course, somewhat different than in a wireline context. Applicants intend, however, that they will be functionally the same to the extent possible.

9. How does the Applicant intend to provide Lifeline and Link-up services?

ANSWER:

The Applicants intend to provide Lifeline and Link-up services to all of their qualifying customers and they intend to market those services just as they market their other services.

10. For each rural telephone company serving area in which the applicant seeks ETC designation, identify the number of customers currently served by the applicant.

ANSWER:

RSA #3, RSA #4 and Cumberland Cellular refer the Public Service Commission to Exhibit 10, which consists of three pages answering this question for these three Applicants.

The fourth Applicant, Bluegrass Wireless, has no customers at this time. It has only just begun the construction of its wireless network in South Central Kentucky.

11. Are there any areas in which the applicant serves in which the applicant does not provide 911 Service? If yes, identify the areas and the reason(s) why.

ANSWER:

RSA #3, RSA #4 and Cumberland Cellular state that the answer to this question is no.

Bluegrass Wireless states that the answer will be no.

12. Are there any areas in which the applicant serves in which the applicant does not provide E911 Service? If yes, identify the areas and the reason(s) why.

ANSWER:

RSA #4 and Cumberland Cellular state that the answer to this question is no.

RSA #3 states that there is only one such PSAP, and that the request for E911 service is being processed, and will be provided shortly.

Bluegrass Wireless states that the answer to this question will be no, once it begins providing service.

13. On February 28, 2005, the FCC issued a press release summarizing the FCC's adoption of additional requirements for ETC proceedings. (See Appendix B.) The FCC has encouraged states to adopt these same requirements. As described in the press release, provide the information described in (1) Eligibility Requirements. [These eligibility requirements are:

(1) **Eligibility Requirements** - In satisfying its burden of proof necessary to obtain ETC designation, an ETC application must now 1) provide a five-year plan demonstrating how high-cost universal service support will be used to improve its coverage, service quality or capacity throughout the service area for which it seeks designation; 2) demonstrate its ability to remain functional in emergency situations; 3) demonstrate that it will satisfy consumer protection and service quality standards; 4) offer local usage plans comparable to those offered by the incumbent local exchange carrier (LEC) in the areas for which it seeks designation; and 5) acknowledge that it may be required to provide equal access if all other ETCs in the designated service area relinquish their designations. In addition, these requirements are made applicable on a prospective basis to all ETCs previously designated by the Commission, and such ETCs are required to submit evidence demonstrating how they comply with this new ETC designation framework by October 1, 2006.]

ANSWER:

(1) Applicants emphasize that each five year plan described below is dependent upon ETC designation being granted to the respective Applicant. In the absence of such designation, the five year plans hereafter described cannot be implemented.

(a) With respect to RSA #3, the Applicant's five-year plan to improve its coverage, service quality or capacity throughout its service area for which it seeks ETC designation is as follows. (i) It will continue to build cell sites to improve the quality of service. (ii) In the next five years, RSA #3 will build approximately 30 new cell sites with ETC funds.

(b) With respect to RSA #4, the Applicant's five-year plan for improving its coverage, service quality or capacity throughout the service area for which it seeks ETC designation is as

follows. (i) It will continue to build cell sites to improve quality of service. (ii) In the next five years, RSA #4 will build approximately 6 new cell sites with ETC funds.

(c) With respect to Cumberland Cellular, the Applicant's five-year plan to improve its coverage, service quality or capacity throughout the service area for which it seeks ETC designation is as follows. (i) It will continue to build cell sites to improve the quality of service. (ii) In the next five years, it will build approximately 57 new cell sites with ETC funds.

(d) With respect to Bluegrass Wireless, its five-year plan to improve its coverage, service quality or capacity throughout the service area for which it seeks ETC designation is as follows. (i) It will continue to build cell sites to improve quality of service. (ii) In the next five years, Bluegrass Wireless will build approximately 5 cell sites with ETC funds.

(2) All Applicants are or will be able to maintain functionality during an emergency. RSA #3, RSA #4 and Cumberland Cellular note that they have remained functioning during both natural and manmade emergencies. For example, they remained up and functioning during the several and severe tornadoes and tornadic-force winds that have occurred in their service territories over the last 15 years. Applicants' switches are located in facilities which are designed to withstand tornado-force winds. Moreover, all Applicants have or will have overlapping cell sites, backup generators, backup power plants, fiber rings, self-healing backup, equipment redundancy, cell site on wheel (COWs) and multiples of stock, on hand, of all things needed to restore and maintain service. All Applicants have 24 hour, 365 days emergency response and service restoration teams.

(3) All Applicants adhere or will adhere to CITA-The Wireless Association consumer protection and service quality standards, as well as all applicable state and federal laws.

(4) As reflected by the answer to question no. 5, all Applicants do or will offer local usage plans which are comparable to those offered by incumbent local exchange carriers for the areas in which they seek ETC designation.

(5) All Applicants acknowledge that they may be required to provide equal access if all other ETCs in the designated service areas relinquish their designation.

14. With regard to Item (2), Public Interest Determinations, describe how the applicant will meet the public interest standards. [Item 2, Public Interest Determinations provides:

(2) **Public Interest Determination** - The Commission clarifies that its public interest examination for ETC designations will review many of the same factors for ETC designations in areas served by non-rural and rural incumbent LECs, including the benefits of increased consumer choice and the unique advantages and disadvantages of the competitor's service offering. In addition, as part of its public interest analysis, the Commission will examine the potential for creamskimming effects in instances where an ETC applicant seeks designation below the study area level of a rural incumbent LEC.]

ANSWER:

Applicants believe that their answers to questions nos. 3, 5, 8, 9, 10, 11, 12, 13, 15, and 17 are responsive to the public interest considerations identified in the first sentence of Item 2, reproduced above.

Applicants' service offerings are or will be advantageous, and uniquely advantageous to its customers. Applicants will offer their customers the option of a wireless carrier with a ubiquitous, state of the art wireless network providing them with the kind of features that wireless customers have come to expect.

Finally, with respect to the "creamskimming effect" identified in the second sentence of Item 2, reproduced above, the designation of Applicants' as ETCs will not result in this effect. Where Applicants have sought designation as an ETC, "below the study area level of a rural incumbent LEC," Applicants have done so simply because the geographic extent of their spectrum licenses so require. There is no intent to creamskim. Moreover, in reviewing the geographic territories where ETC designation below the study area level of a rural incumbent

LEC occurs, it does not appear that there is any real potential for creamskimming resulting in the Applicants taking the more populated areas, and leaving the less populated areas to be served by the rural ILEC.

In conclusion, Applicants seek designation as an ETC in the entire service area of Bluegrass Cellular and Bluegrass Wireless; the scope of the request is limited only by Applicants' spectrum licenses.

15. Describe the steps the applicant will take when a customer requests service and the request cannot be served by existing network facilities.

ANSWER:

Applicants track customer demand by geographic locality and intend to respond to that demand as it becomes appropriate to do so in the exercise of the Applicants' business judgment, and their demonstrated philosophy to extend signal throughout their service territories.

16. Describe and estimate the amount of USF support that the applicant expects to receive on an annual basis.

ANSWER:

RSA #3: \$265,000.00 per month

RSA #4: \$ 56,000.00 per month

Cumberland Cellular: \$472,000.00 per month

Bluegrass Wireless: \$ 5,900.00 per month

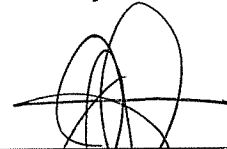
Applicants emphasize that these are estimates only. These estimates are based upon the number of Applicants' customers in the service area of an incumbent local exchange carrier, and the reimbursement varies by incumbent. Moreover, with respect to Bluegrass Wireless, it has no customers yet, and its USF funding is based upon estimated market penetration.

17. Describe how those funds will be used to maintain or upgrade the applicant's network.

ANSWER:

Please see answer to question no. 14. To a large, if not total extent, Applicants' ability fully to implement their philosophy of serving their entire service territory with a state of the art wireless telecommunications network is based upon funding. The more funds available, from whatever source, the quicker and more extensive the build out of the Applicants' wireless network will be. Prompt designation of each of the four Applicants as an ETC is therefore in the public interest of Central and South Central Kentucky.

Respectfully submitted,



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Counsel to Applicants

CERTIFICATE OF SERVICE

It is hereby certified that a true and accurate copy of the foregoing was served, via United States mail, first class, postage pre-paid, this 6th day of April, 2005 on the following:

Brian Harman
Alltel Kentucky, Inc.
229 Lees Valley Road
Shepherdsville, KY 40165

J. D. Tobin, Jr.
Brandenburg Telephone Company, Inc.
200 Telco Drive
Brandenburg, KY 40108

William W. Magruder
Duo County Telephone
Cooperative Corporation, Inc.
P.O. Box 80
2150 N. Main Street
Jamestown, KY 42629

F. L. Terry
Highland Telephone Cooperative, Inc.
7840 Morgan County Highway
Sunbright, TN 37872

Steve Mowery
Kentucky Alltel, Inc. - London
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230 Lexington Green Circle
Lexington, KY 40588-1650

Michael A. Pandow
Lewisport Telephone Company, Inc.
30 Pell Street
Lewisport, KY 42351-0439

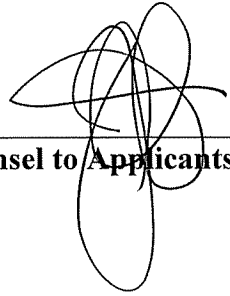
Greg Hale
Logan Telephone Cooperative, Inc.
10725 Bowling Green Road
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F. Thomas Rowland
North Central Telephone Cooperative, Inc.
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Lafayette, TN 37083-0070

Forrest Wilson
South Central Rural Telephone
Cooperative Corporation, Inc.
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230 Lexington Green Circle
Lexington, KY 40588-1650



Counsel to Applicants

EXHIBIT 2

WIRE SERVICE AREAS WITH ETC (NEXTTEL)

	RSA #4		Cumberland Cellular	
Phone Company	260418 (CIC)	South Central Rural Telephone	260418 (CIC)	South Central Rural Telephone
Cooperative				
Telecommunications	265182 (CIC)	BellSouth Telecommunications BLFDKYMA BRGNKYMA BRTWKYES CHPLKYMA HDBGKYMA LBJTKYMA LRBGKYMA MTEDKYMA NWHNKYMA RSTRKYES SLVSKYMA SPFDKYMA TYVLKYMA WDDYKYMA WSPNKYMA	Cumberland Cellular has no overlapping non-rural ILEC Wire Centers with an ETC	



The Bluegrass Unlimited Prepaid plan lets you talk all you want anytime you want for one flat rate. Simply purchase a phone and sign up for just \$49.95 a month*.

* Taxes & surcharges not included. \$15 application fee may apply. Bluegrass Unlimited Prepaid service includes unlimited local calling within Bluegrass Cellular home coverage area only. When calling outside the home coverage area, long distance calls can only be placed using a calling card at the time of origination. Roaming is not available. Other restrictions apply.



With Prepaid Service, you'll get all these cool features!

- Caller ID
- Caller ID Block
- Message Waiting Indicator
- Voice Mail*
 - Personalized Greeting
 - Holds 15 Messages up to 2 Minutes Each
 - Saves Messages up to 3 Days
- Text Messaging**
 - Pay Per Use - 10¢ per message to send and receive (included)
 - Pay Per Day - 35¢ per day to send and receive (daily debit regardless of use)

* Airtime is incurred for messages deposited in voice mail, with the exception of Bluegrass Unlimited Prepaid.

** Text Messaging not available on Bluegrass Unlimited Prepaid.

For more information, call 1-800-928-CELL or visit your nearest customer care center or authorized agent. Check us out on-line at www.bluegrasscellular.com.



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Your choices keep getting better and better.
More BlueWorks plans. More BlueWorks features.

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BLUEGRASS CELLULAR
A TRU-50 EAST

What you need LOCAL PLAN

Home Coverage. Extended Coverage.

MONTHLY FEE	\$20.00
Minutes Included	200
Each Add'l Minute	\$.35
Basic Voice Mail	\$5.00
Nationwide Roaming	Available
Nationwide Long Distance	Available

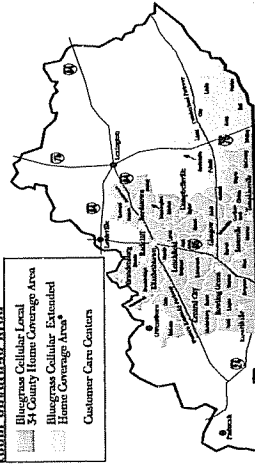
BLUEWORKS UNLIMITED PLUS PLAN

Unlimited Local Calling Plus 100 Minutes

MONTHLY FEE	\$39.95
Local Minutes	UNLIMITED (with National Long Distance reduction)
Nationwide Minutes	100
Each Add'l Minute	\$.35*
Basic Voice Mail	✓

LOCAL PLAN: Free features include: Toll Free KY, Massaga Warning Indicator, Caller ID, Call Waiting and Call Forwarding.
Digital features not available in all areas. Included long distance: applied to calls within the 50 United States. Fifty percent (50%) of customer's total airtime during any single billing cycle must originate within Bluegrass Cellular's home coverage area.

LOCAL COVERAGE AREA



Current coverage area approximates actual coverage available from FCC license transactions. Actual coverage may vary due to geographical terrain, weather, customer equipment or its restriction. Nationwide coverage area includes all 50 U.S. states. Bluegrass Cellular cannot guarantee coverage in all states. Roaming at a long distance charges may appear in subsequent bills.
* Digital features may not be available, roam indicator may appear on phone.

BLUEWORKS COMPLETE PLANS

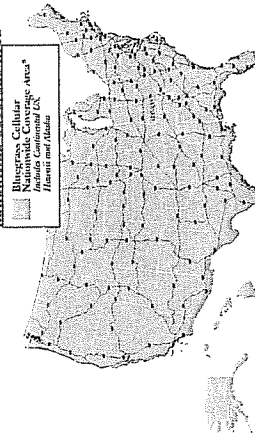
No Roaming, No Long Distance, No Problem

MONTHLY FEE	\$29.95	\$34.95	\$49.95	\$59.95	\$79.95	\$99.95	\$149.95	\$199.95	\$249.95
Minutes Included	250	350	650	850	1250	2000	3000	4000	6000
Each Add'l Minute	\$.45	\$.45	\$.40	\$.35	\$.25	\$.25	\$.25	\$.20	\$.20
Add-Lines	\$19.95*	\$19.95*	\$9.95*	\$9.95*	\$9.95**	\$9.95**	\$9.95**	\$9.95**	\$9.95**
Night/Weekend Minutes	1000	5000	UNLIMITED	UNLIMITED	UNLIMITED	UNLIMITED	UNLIMITED	UNLIMITED	UNLIMITED
Home Unlimited	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mobile-to-Mobile	✓	✓	✓	✓	✓	✓	✓	✓	✓
Nationwide Unlimited	N/A	✓	✓	✓	✓	✓	✓	✓	✓
Mobile-to-Mobile	✓	✓	✓	✓	✓	✓	✓	✓	✓
Nationwide Long Distance	✓	✓	✓	✓	✓	✓	✓	✓	✓
Basic Voice Mail	✓	✓	✓	✓	✓	✓	✓	✓	✓

BLUEWORKS UNLIMITED PLUS PLAN: Unlimited Local Calling also includes nationwide long distance from all countries for the same rate as long distance from the United States. Call charges may not be forwarded except to voice mail. *Overage charges not apply at the rate of \$0.35/min. Add-lines are not available.

BLUEWORKS COMPLETE: Free features include: Caller ID, Call Waiting, Call Forwarding and Basic Voice Mail. *Additional lines (up to 2) can be added for \$19.95 or \$9.95 per line, depending on price plan. **Additional lines (up to 5) can be added for \$9.95 per line. Included Mobile-to-Mobile allows unlimited calls to other Bluegrass Cellular subscribers nationwide. \$9.95 home mobile-to-mobile option allows unlimited calls to other Bluegrass Cellular customers within home area only. Other restrictions may apply.

NATIONWIDE COVERAGE AREA

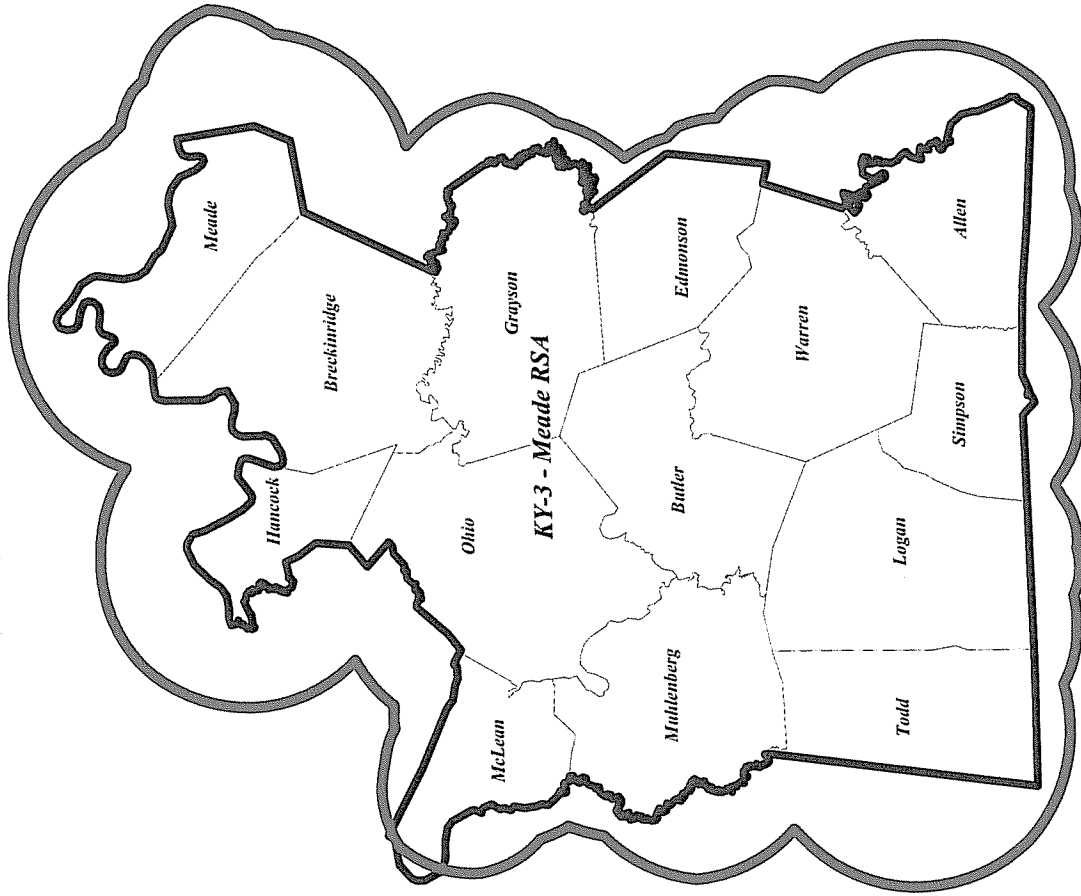


For more information on Bluegrass Cellular sales and service, call any of our Customer Care Centers. The call is free from your cellular phone.

- | | | |
|---|---------------------------------------|--------------------------------------|
| Corporate Headquarters
270-769-0339 | Bandstown
502-348-4719 | Radcliff
270-352-0900 |
| Bowling Green
270-781-8899 | Central City
270-737-9289 | Russellsville
270-726-1645 |
| Elizabethtown
270-769-2731 | Campbellsville
270-465-7005 | Leitchfield
270-259-3172 |
| Glasgow
270-651-1400 | Brandenburg
270-422-8080 | Scottsville
270-239-2355 |
| | | Tompkinsville
270-487-0850 |

Visit any of our authorized agent locations located throughout our coverage area.

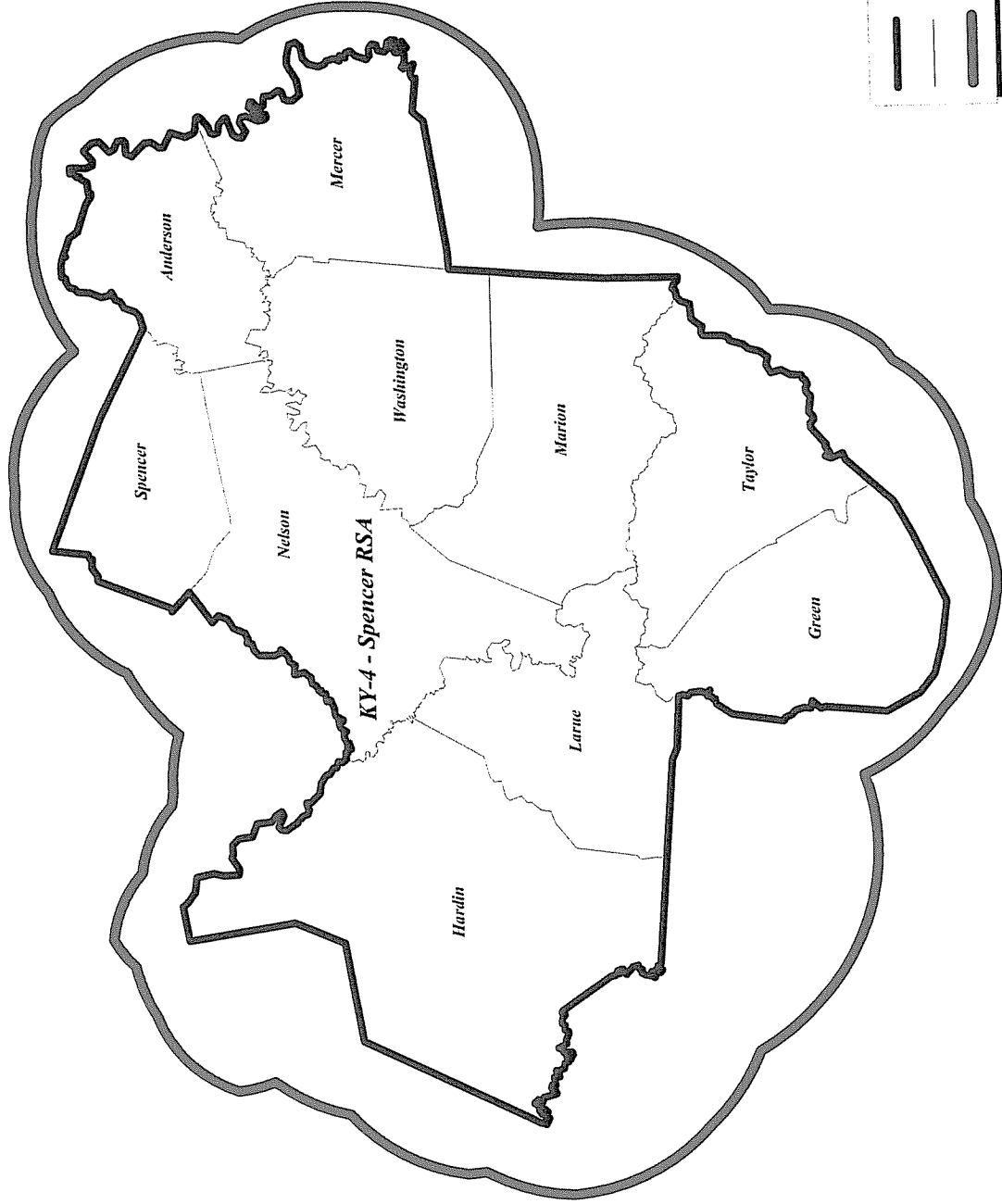
Service Coverage Map in KY-3 RSA



Market Boundary
County Boundary
32 dBu Service Area Boundary

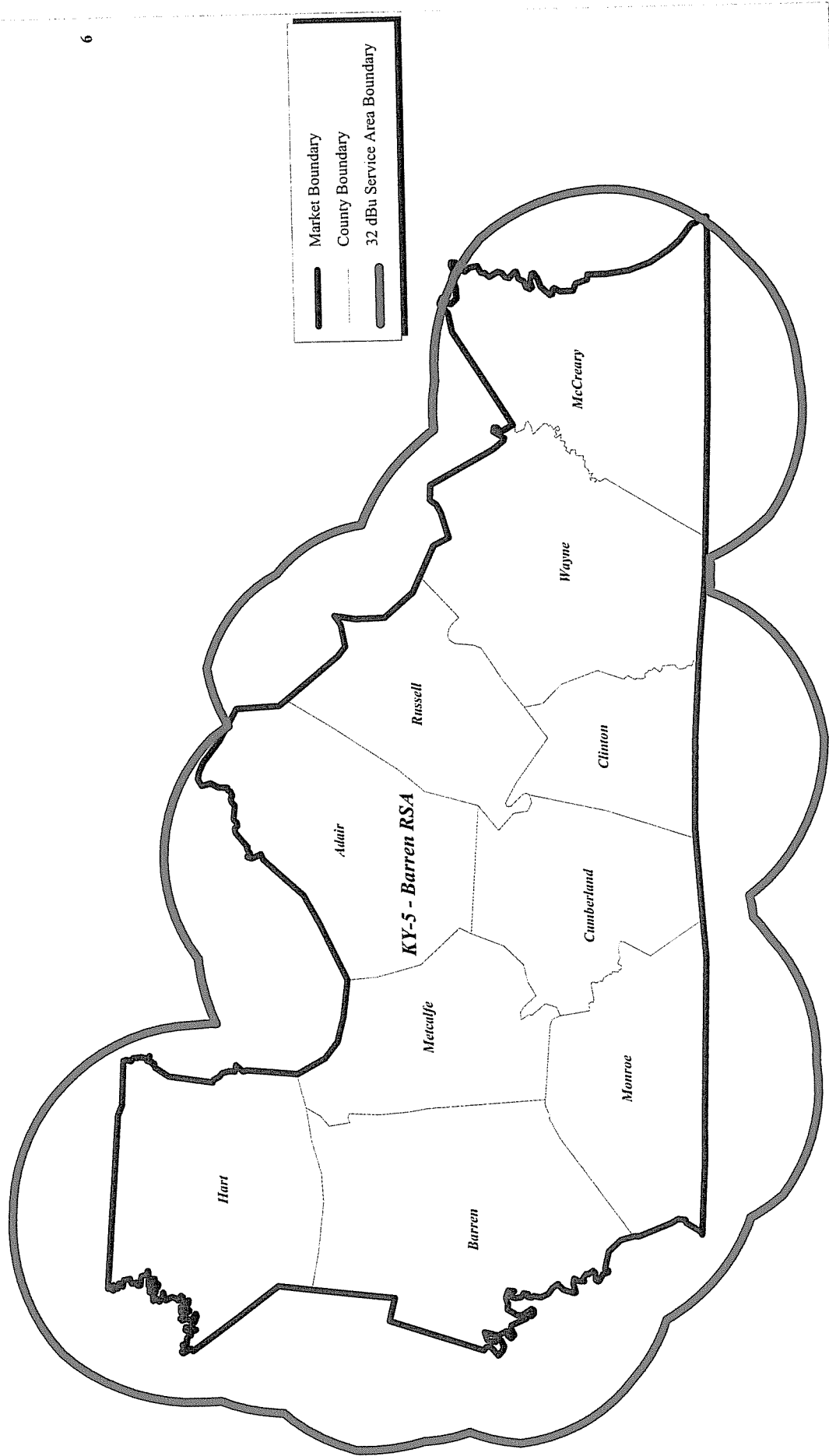
Service area is defined by market boundary.

Service Coverage Map in KY-4 RSA



Service area is defined by market boundary.

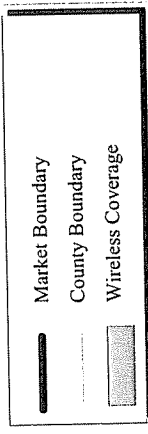
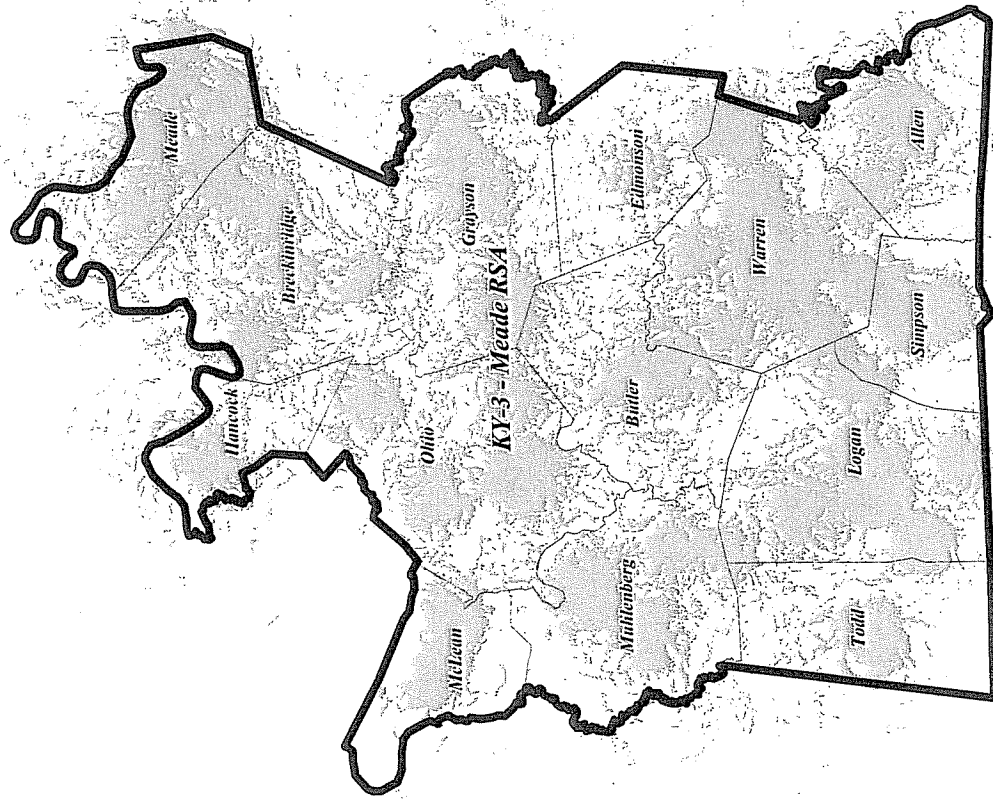
Service Coverage Map in KY-5 RSA



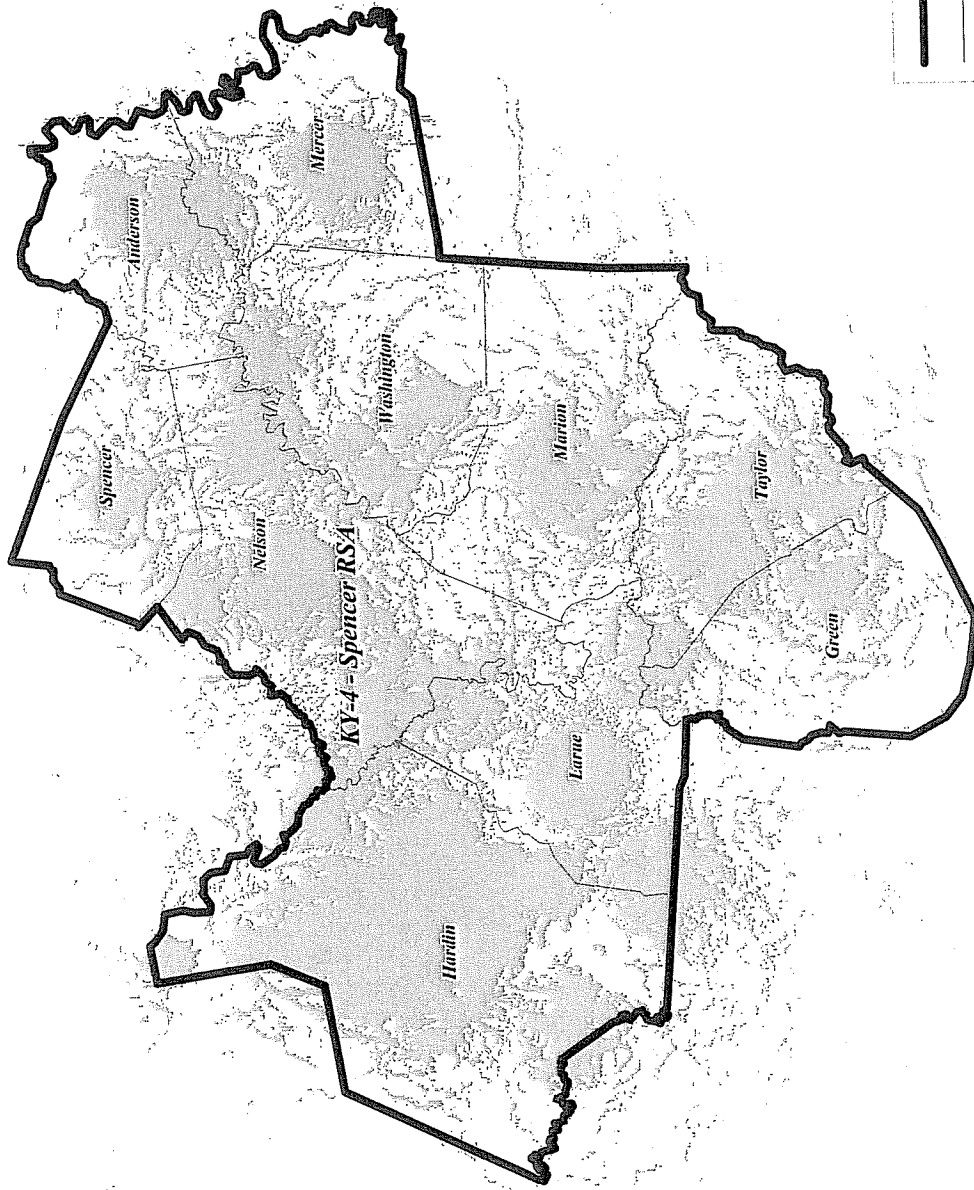
Market Boundary
County Boundary
32 dBu Service Area Boundary

Service area is defined by market boundary.

Coverage in KY-3 RSA

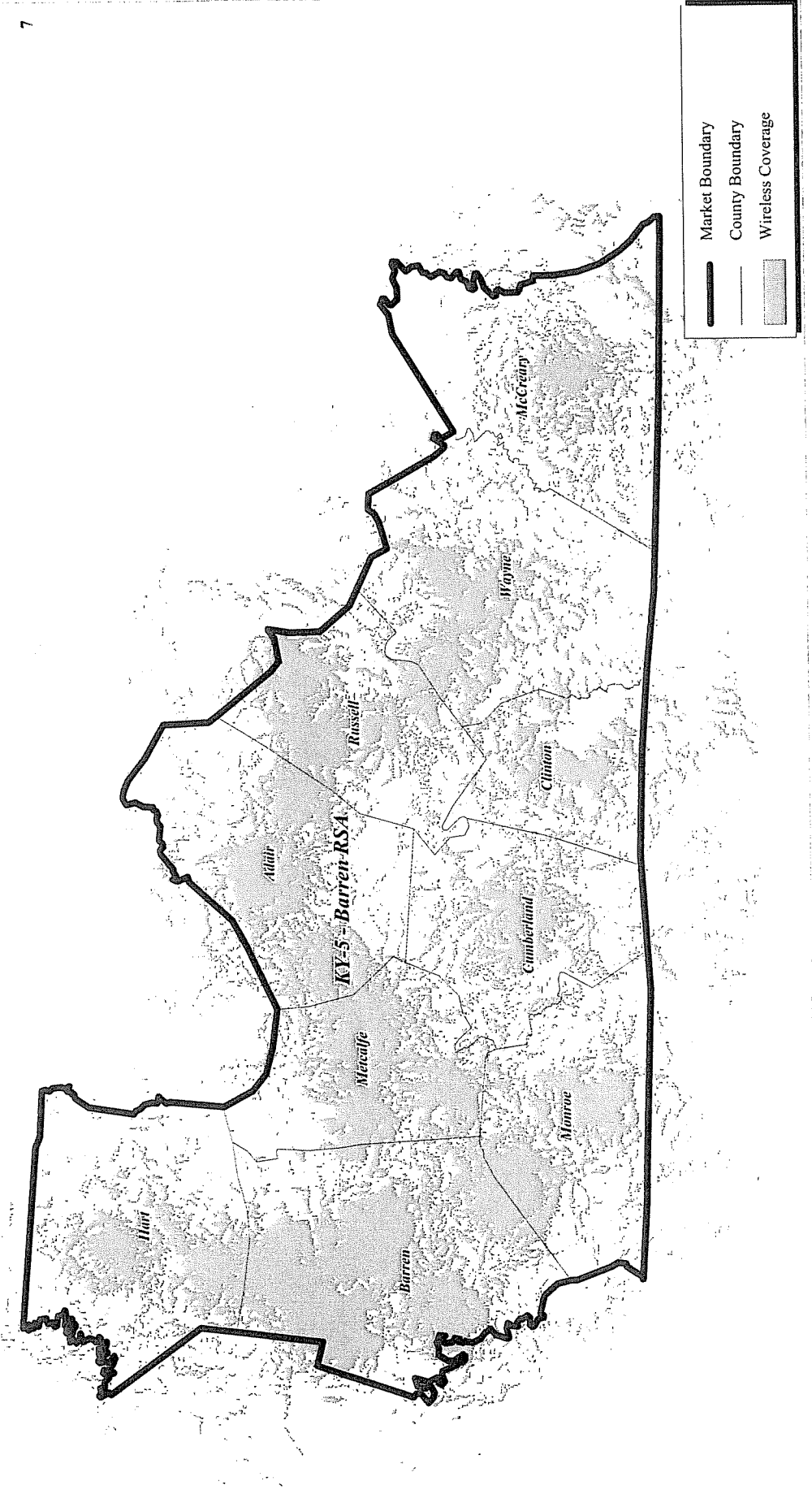


Coverage in KY-4 RSA



Market Boundary
County Boundary
Wireless Coverage

Coverage in KY-5 RSA



	Market Boundary
	County Boundary
	Wireless Coverage

RSA # 3 Cellular General Partnership

<u>Rural ILEC</u>		<u>Number of Customers</u>
Brandenburg Telephone Company	Total Customers	5,287
Kentucky Alltel	Total Customers	21,295
Lewisport Telephone Company	Total Customers	9
Logan Telephone Cooperative	Total Customers	18,544
North Central Telephone Cooperative	Total Customers	<u>3,872</u>
TOTAL # OF RSA #3 CUSTOMERS IN RURAL SERVICE AREAS		<u>33,563</u> *

* This number is accurate. However, the numbers above it may be inaccurate, and do not add up to 33,563. The reason for this discrepancy is that the five (5) rural ILECs, identified above, in some instances, serve the same counties, albeit different parts of these same counties. And, Applicants are not able to determine in which part of a county their customer may reside, and, consequently, which rural ILEC's service territory the customer lives in. Therefore, the rural ILEC by rural ILEC number of customers may be overstated, but, the total, 33,563, is correct.

RSA # 4 Cellular General Partnership

<u>Rural ILEC</u>		<u>Number of Customers</u>
Kentucky Alltel	Total Customers	27,553
Brandenburg Telephone Company	Total Customers	12,707
South Central Rural Telephone Cooperative	Total Customers	<u>12,022</u>

**TOTAL # OF RSA #4 CUSTOMERS
IN RURAL SERVICE AREAS 31,729 ***

* This number is accurate. However, the numbers above it may be inaccurate, and do not add up to 31,729. The reason for this discrepancy is that the three (3) rural ILECs, identified above, in some instances, serve the same counties, albeit different parts of these same counties. And, Applicants are not able to determine in which part of a county their customer may reside, and, consequently, which rural ILEC's service territory the customer lives in. Therefore, the rural ILEC by rural ILEC number of customers may be overstated, but, the total, 31,729, is correct.

Cumberland Cellular Partnership

<u>Rural ILEC</u>		<u>Number of Customers</u>
Kentucky Alltel	Total Customers	17,932
Duo County Telephone Cooperative	Total Customers	7,340
Highland Telephone Cooperative	Total Customers	-0-
South Central Rural Telephone Cooperative	Total Customers	<u>21,683</u>
TOTAL # OF CUMBERLAND CELLULAR CUSTOMERS IN RURAL SERVICE AREAS		<u>26,781</u> *

* This number is accurate. However, the numbers above it may be inaccurate, and do not add up to 26,781. The reason for this discrepancy is that the four (4) rural ILECs, identified above, in some instances, serve the same counties, albeit different parts of these same counties. And, Applicants are not able to determine in which part of a county their customer may reside, and, consequently, which rural ILEC's service territory the customer lives in. Therefore, the rural ILEC by rural ILEC number of customers may be overstated, but, the total, 26,781, is correct.