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October 24, 2014

VIA FEDERAL EXPRESS

Hon. Jeff R. Derouen
Executive Director
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort KY 40601-8924

Re: Bluegrass Wireless LLC, d/b/a Bluegrass Cellular

Dear Mr. Derouen:

We are legal counsel to Bluegrass Wireless LLC, d/b/a Bluegrass Cellular (“Bluegrass Cellular”), one of numerous providers of wireless telecommunication services in the Commonwealth of Kentucky.

The purpose of this letter is to inform the Public Service Commission of the Commonwealth of Kentucky (the “Commission”) of Bluegrass Cellular’s decision to discontinue wireless service in the Somerset, London, and Corbin markets (the “SLC Markets”) on March 31, 2015. The SLC Markets constitute a small part of Bluegrass Cellular’s geographic markets in the Commonwealth of Kentucky, and they are well served by other wireless and landline providers, many of which are Eligible Telecommunications Carriers (“ETCs”). Bluegrass Cellular is not exiting any other geographic markets and has no plans to do so.

A. The Cell Sites

The attached Exhibits 1, 2, and 3 identify cell sites in the SLC Markets that are either owned by Bluegrass Cellular or upon which Bluegrass Cellular co-locates with another entity that owns the facility.

Exhibit 1 identifies the eight cell sites owned by Bluegrass Cellular that will be decommissioned. This Exhibit also provides the case number of the Commission’s order for each

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certificate of public convenience and necessity (“CPCN”) issued by the Commission for these eight sites. This letter and Exhibit 1 serve as notice of Bluegrass Cellular’s intent not to use these eight cell sites in the manner authorized by the applicable orders of the Commission for longer than three months following March 31, 2015.¹ Bluegrass Cellular plans to sell the cell sites identified at Exhibit 1.

Exhibit 2 identifies the twenty-two cell sites in the SLC Markets on which Bluegrass Cellular co-locates but that are owned by another entity. Bluegrass Cellular will discontinue its service from these cell sites.

Exhibit 3 identifies the single cell site, called Laurel Lake, that Bluegrass Cellular owns, and upon which another wireless carrier, Verizon Wireless, co-locates. To Bluegrass Cellular’s knowledge, Verizon Wireless will remain on the tower until its lease expires, or longer. Bluegrass Cellular, however, will discontinue its service from this tower at Laurel Lake. Bluegrass Cellular also plans to sell the Laurel Lake cell site, subject to Verizon’s lease.

Exhibit 4 contains the service area maps for the four counties that comprise the SLC Markets identifying the location of each cell site or co-location facility which will be decommissioned.

B. The Customers and Notice

Bluegrass Cellular has approximately 4,500 customers in the SLC Markets that will be affected by this service discontinuance. This number includes forty-four Lifeline users. The SLC Markets will continue to be served by Verizon Wireless, AT&T Mobility, and the Sprint Corporation, as well as other wireless and landline telecommunications service providers.

Bluegrass Cellular will timely notify all 4,500-plus affected customers of this service discontinuation so that they may find alternative service providers. These notices will include, but are not limited to, the following:

1. Written notices, the first of which was mailed on October 20, 2014.
2. Consistent with the Telephone Consumer Protection Act (the “TCPA”) and other applicable laws, periodic text messages, to which electronic acknowledgment will be required in order to continue using the handheld device; and

¹ See, e.g., *In the Matter of The Application of Bluegrass Wireless LLC for Issuance of a Certificate of Public Convenience and Necessity to Construct a Cell Site (Corbin Station) In Rural Service Area #11 (Knox) of the Commonwealth of Kentucky*, Ky. P.S.C. Case No. 2007-00011, Order (April 20, 2007) (“The Applicant shall immediately notify the Commission in writing, if, after the antenna tower is built and utility service is commenced, the tower is not used for a period of 3 months in the manner authorized by this Order.”). See also, Case Nos. 2005-00281, 2005-00283, 2007-00042, 2008-00013, 2008-00080, 2009-00145, 2009-00363, and the final orders therein, all of which similarly provide as the final order in Case No. 2007-00011, *supra*.

3. Consistent with the TCPA and other applicable laws, automatic and manual phone calls to the customer's wireless number.

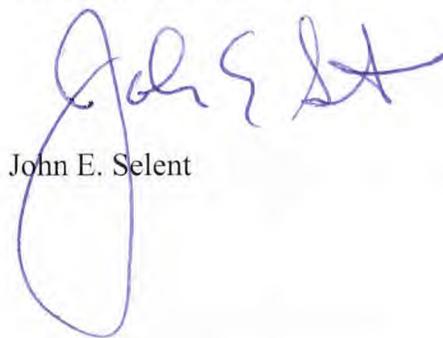
In addition, Bluegrass Cellular intends to keep its stores in the SLC markets open and staffed until December 31, 2014, in order to assist customers with transition to an alternative service provider. Bluegrass Cellular will also maintain until July 1, 2015 a toll-free number customers may call for assistance with service discontinuation in the SLC Markets.

Finally, Bluegrass Cellular will shortly file a partial relinquishment of its ETC designation pursuant to 47 U.S.C. § 214(e)(4).

Thank you, and please call me if you have any questions or concerns.

Very truly yours,

Dinsmore & Shohl LLP



John E. Selent

Exhibit 1

Cell sites owned by Bluegrass Cellular which are to be decommissioned, that is, taken out of service.

Cell Site	County	Address	Commission Case No.	Approval
Corbin Station	Knox	14889A S. U.S. 25E	2007-00011	
Siler	Knox	155 Old Barbourville Road	2007-00042	
Whitley West	Whitley	351 Ernest Alsip Road	2009-00145	
Woodbine	Whitley	341 Sutton Mill Road	2008-00080	
Dabney	Pulaski	952 Coleman Rd.	2009-00363	
Elrod	Pulaski	2508 Old Mt. Vernon Road	2005-00283	
Floyd	Pulaski	772 Floyd Switch Road	2005-00281	
Ruth	Pulaski	4832 Hwy. 192	2008-00013	

Exhibit 2

Cell sites owned by another entity on which Bluegrass Cellular co-locates and from which sites Bluegrass Cellular will discontinue its service.

Cell Site	County	Address
Bernstadt	Laurel	719 Industrial Blvd.
Cold Hill	Laurel	1821 Cold Hill Road
Hazel Patch	Laurel	7339 N US Hwy. 25
Laurel West	Laurel	7847 Somerset Rd.
London DT	Laurel	613 West 13th Street
London SE	Laurel	102 Stonehenge Lane
Mt. Salem	Laurel	Laurel 1250 Lick Fork Road
North Corbin	Laurel	961 S Old Whitley Road
North London	Laurel	230 Robinson Road
South London	Laurel	175 Old Whitley Road
Corbin DT	Whitley	400 West Third Street
Saxton	Whitley	1048 Wolfcreek Road
South Corbin	Whitley	3319 Cumberland Falls Hwy
Walden	Whitley	4497 Highway 511
Whitley South	Whitley	100 Bunker Hill Road
Williamsburg	Whitley	1000 Cell Tower Road
East Somerset	Pulaski	66 Kingview Drive
Price Valley	Pulaski	549 Farmer Road
Pulaski East	Pulaski	100 Laddie Road
Science Hill	Pulaski	317 Ware Road
Shopville	Pulaski	150 Hansford Lane
Somerset Bypass East	Pulaski	1654 Rose Road

Exhibit 3

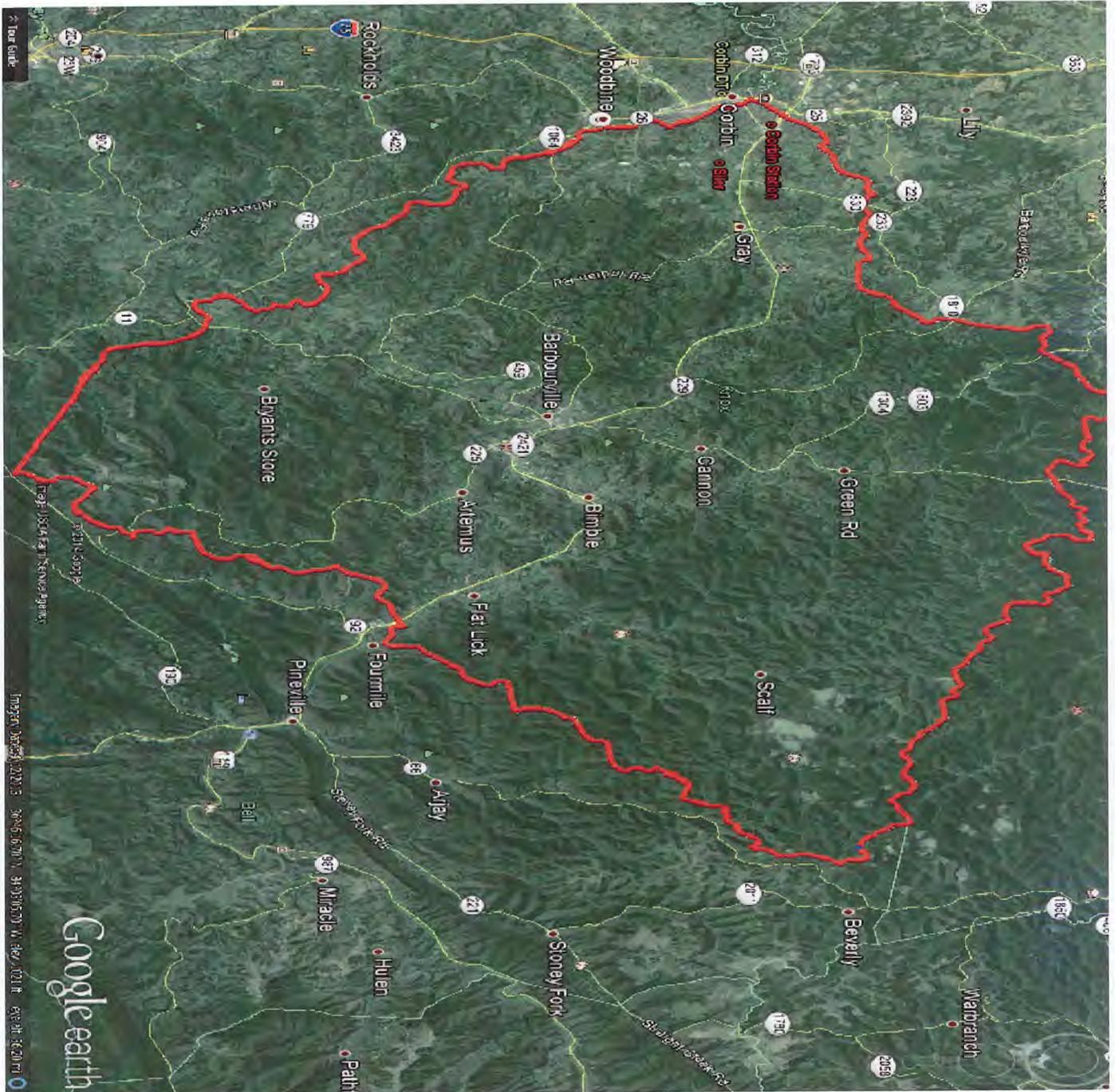
The cell site owned by Bluegrass Cellular from which Bluegrass Cellular will discontinue its service, but which will continue to be used, to the best of Bluegrass Cellular's knowledge, by Verizon Wireless as a co-locator.

Cell Site	County	Address	Commission Case No.	Approval
Laurel Lake	Whitley	1250 Whippoorwill Road	2008-00039	

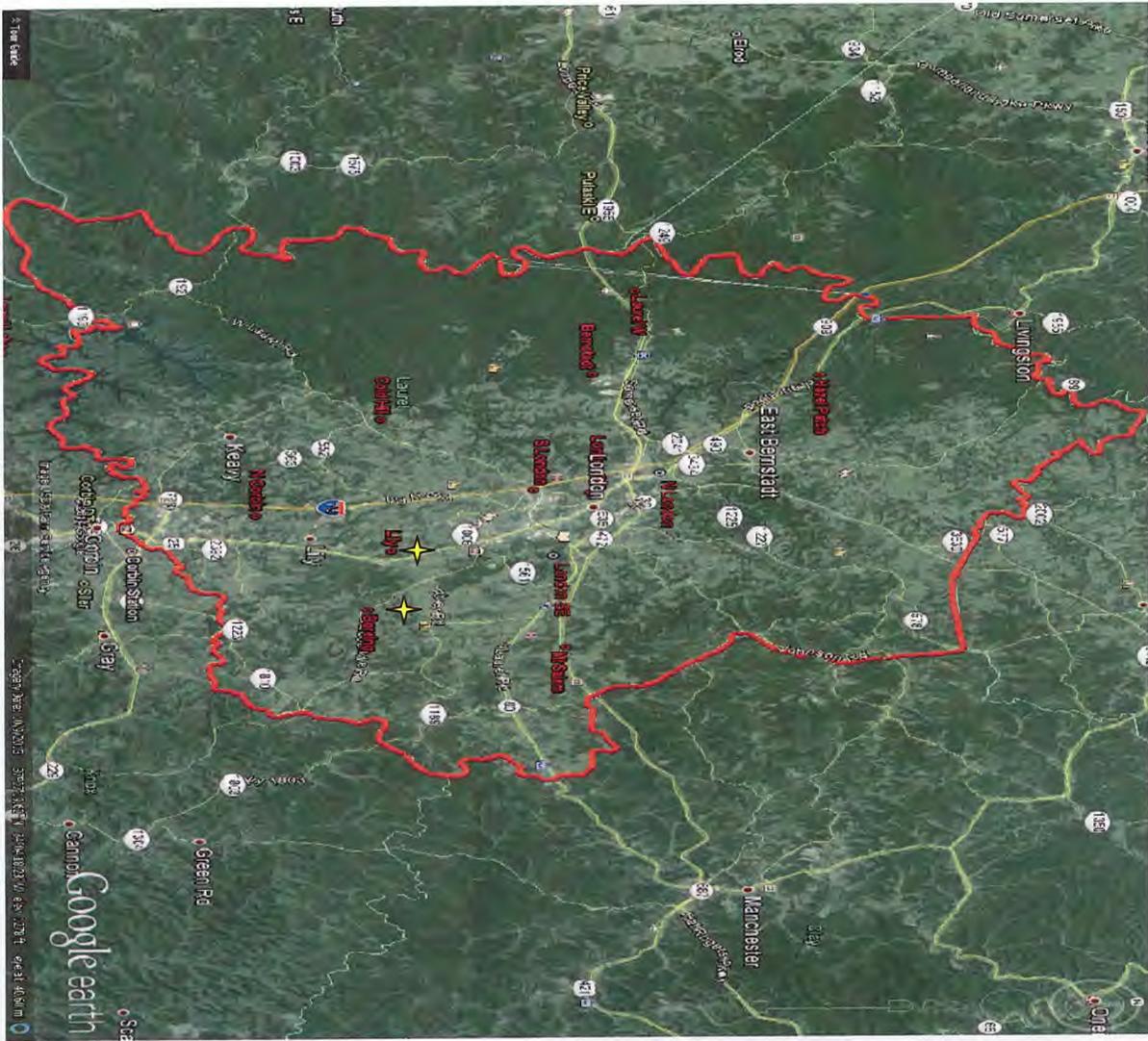
Exhibit 4

Bluegrass Cellular cell sites that will be decommissioned are marked in red text.

Knox County Wireless Coverage Area

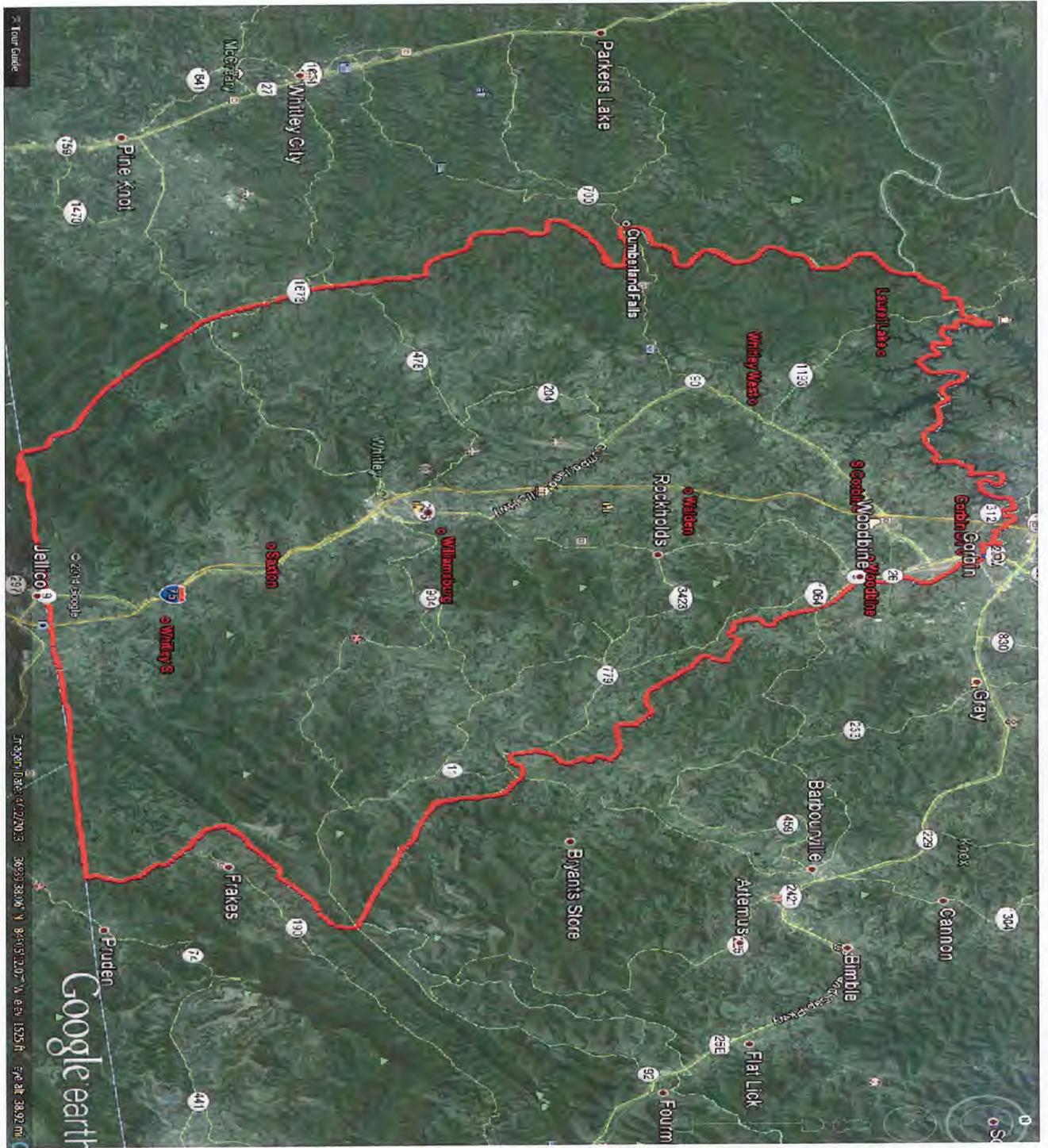


Laurel County Wireless Coverage Area

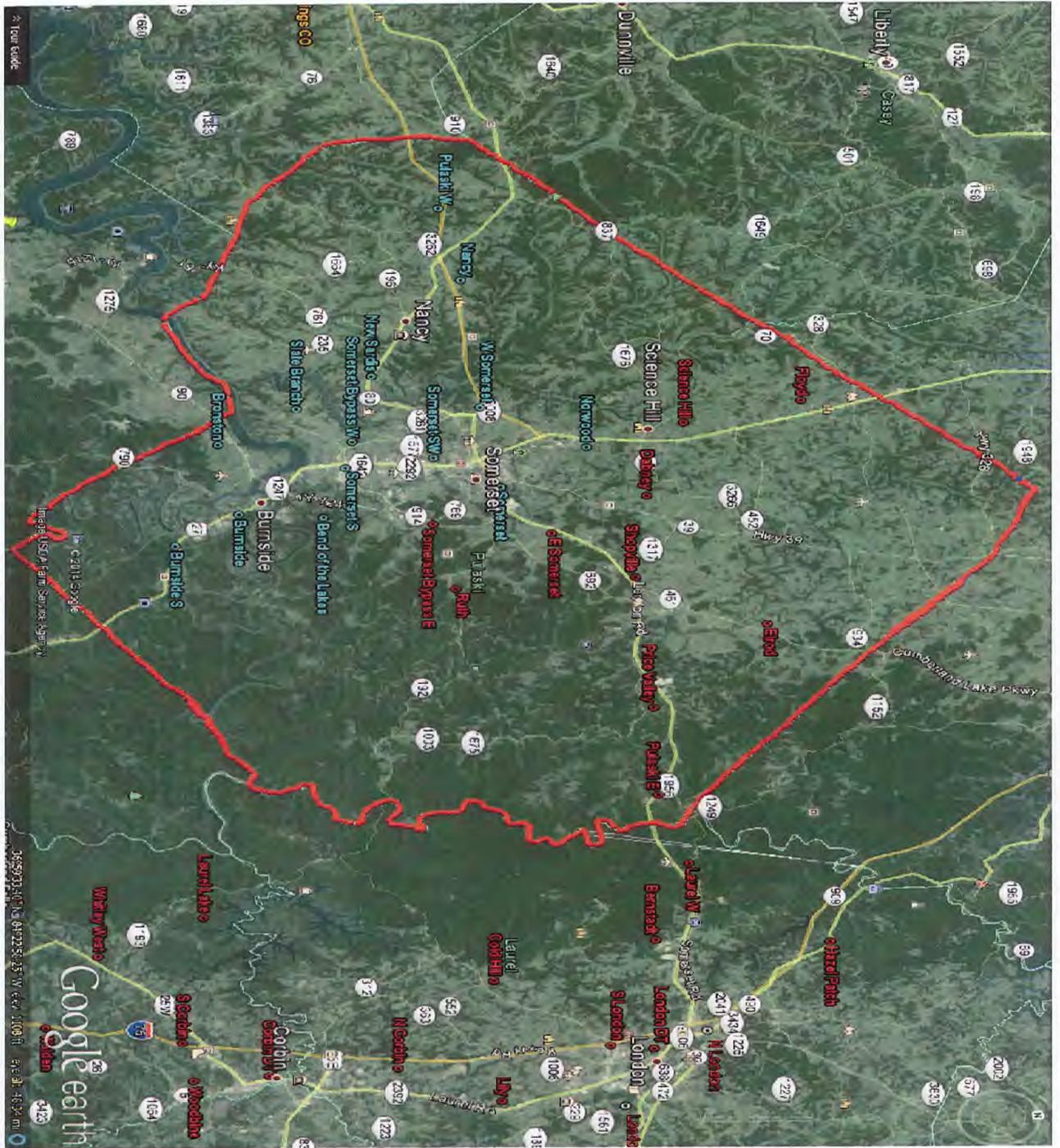


✦ The service provided from these sites (Lily and Boreing) is provided by a “Cell on Wheels,” commonly referred to as a COW. This is a mobile cellular tower generally used to provide service in situations where an existing tower or facility has been damaged or otherwise rendered inoperable.

Whitley County Wireless Coverage Area



Pulaski County Wireless Coverage Area



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