

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

JOINT APPLICATION TO TRANSFER)
CONTROL OF LOUISVILLE CELLULAR)
TELEPHONE COMPANY, INC. TO MCCAW)
CELLULAR COMMUNICATIONS COMPANIES, INC.) CASE NO. 9667
AND APPLICATION OF MCCAW FOR A)
CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY)

O R D E R

On July 31, 1986, Charisma Communications/Louisville, Inc., (hereinafter "Charisma") and Jeftel Cellular Radio, Inc., (hereinafter "Jeftel") and McCaw Cellular Communications Companies, Inc., (hereinafter "McCaw") filed a joint application for approval to transfer control of the Louisville Cellular Telephone Company, Inc., (hereinafter "Louisville Cellular") to McCaw. Charisma and its subsidiary, Jeftel, own 54.55 percent of Louisville Cellular. The Company owning the remaining 45.45 percent of the company, Maxcell Telecom Plus of Louisville, Inc., (hereinafter "Maxcell") filed an application for approval to transfer as well. In addition, McCaw has applied for a Certificate of Public Convenience and Necessity. McCaw is a Delaware corporation with offices in Kirkland, Washington. The terms of the transfer were set forth in an affidavit filed with the Commission on October 8, 1986.

The Commission has reviewed the information in the affidavit as well as the financial, technical, and managerial abilities of

McCaw and is of the opinion that McCaw is ready, willing and able to operate Louisville Cellular. McCaw currently operates cellular telephone systems in several markets and in so doing has demonstrated its technical ability to maintain such a system.

Thus, the Commission shall approve the proposed transfer of control of Louisville Cellular to McCaw and grant McCaw a Certificate of Public Convenience and Necessity.

IT IS THEREFORE ORDERED that:

1. The transfer of control of Louisville Cellular from Charisma, JefTel and Maxcell to McCaw be and it hereby is approved.

2. A Certificate of Public Convenience and Necessity be and it hereby is granted to McCaw.

3. McCaw shall keep books on Louisville Cellular under the Uniform System of Accounts for Cellular Telephone Companies as adopted by the Commission in its Order in Administrative Case No. 301 dated June 26, 1986.

4. McCaw shall provide the Commission with the name under which it will operate these facilities.

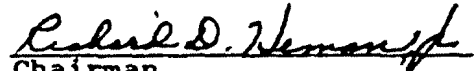
5. Charisma, JefTel and Maxcell shall have the responsibility of filing with the Public Service Commission an Annual Report covering Louisville Cellular for the portion of 1986 in which they operated the system.

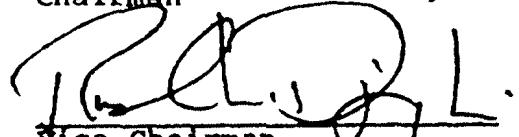
6. McCaw shall have the responsibility of filing with the PSC an Annual Report covering the above-mentioned operations for that portion of 1986 in which it operated the system.

7. McCaw shall file a new tariff or file an adoption notice on Louisville Cellular's tariff within 10 days of the date of this Order.

Done at Frankfort, Kentucky, this 17th day of October, 1986.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:

Executive Director