

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

JOINT APPLICATION OF BRANDENBURG CELLULAR)
CORPORATION, CELLULAR DIVISION OF LOGAN)
TELEPHONE COOPERATIVE, INC., NORTH)
CENTRAL TELEPHONE COOPERATIVE, INC.,)
SOUTH CENTRAL RURAL TELEPHONE COOPERATIVE) CASE NO. 93-197
CORP., INC. AND THE UNITED STATES)
CELLULAR CORPORATION FOR THE APPROVAL OF)
THE TRANSFER OF THE UNITED STATES)
CELLULAR CORPORATION'S INTEREST IN)
KENTUCKY RSA #3 CELLULAR GENERAL)
PARTNERSHIP)

O R D E R

On July 9, 1993, Brandenburg Cellular Corporation, North Central Telephone Cooperative, Inc., Cellular Division of Logan Telephone Cooperative, Inc., and South Central Rural Telephone Cooperative, Inc. ("Acquiring Partners"), and United States Cellular Corporation ("USCC") filed responses to the June 29, 1993 Commission Order.

IT IS ORDERED that additional information be provided to the Commission within 5 days of the date of this Order as follows:

1. USCC shall provide a copy of the opinion letter referred to in its response to Item 3, sheet 2 of 2, from Alan Naftalin, Koteen and Naftalin, advising USCC that a security interest as contemplated in the transaction will not violate the federal prohibition against cellular carriers owning interests in both the wireline and non-wireline systems in the same Rural Service Area or Metropolitan Statistical Area. Also provide the legal basis for

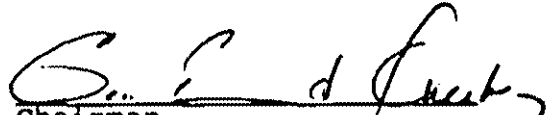
the opinion such as references to the Federal Communications Commission Regulations or Orders or court cases.

2. The Acquiring Partners and USCC shall provide an executed copy of the Assignment and Assumption Agreement, including exhibits, signed by all persons necessary to complete the proposed transfer.


If the Commission does not receive such signed copy of the Assignment and Assumption Agreement, then the application which is the subject of this proceeding shall be denied without prejudice and without further Order of the Commission.

Done at Frankfort, Kentucky, this 16th day of July, 1993.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director