

JACKSON & KELLY PLLC

ATTORNEYS AT LAW

175 EAST MAIN STREET

P O BOX 2150

LEXINGTON, KENTUCKY 40595-2150 40588-9945

TELEPHONE 606-255-9500 TELECOPIER 606-281-6478

<http://www.jacksonkelly.com>

1600 LAIDLEY TOWER
CHARLESTON, WEST VIRGINIA 25301
TELEPHONE 304-340-1000

300 FOXCROFT AVENUE
MARTINSBURG, WEST VIRGINIA 25402
TELEPHONE 304-263-8800

256 RUSSELL AVENUE
NEW MARTINSVILLE, WEST VIRGINIA 26155
TELEPHONE 304-455-1751

6000 HAMPTON CENTER
MORGANTOWN, WEST VIRGINIA 26505
TELEPHONE 304-599-3000

1000 TECHNOLOGY DRIVE
FAIRMONT, WEST VIRGINIA 26554
TELEPHONE 304-368-2000

412 MARKET STREET
PARKERSBURG, WEST VIRGINIA 26101
TELEPHONE 304-424-3490

1144 MARKET STREET
WHEELING, WEST VIRGINIA 26003
TELEPHONE 304-233-4000

1660 LINCOLN STREET
DENVER, COLORADO 80264
TELEPHONE 303-390-0003

2401 PENNSYLVANIA AVENUE N.W.
WASHINGTON, D.C. 20037
TELEPHONE 202-973-0200

MEMBER OF LEX MUNDI
THE WORLD'S LEADING ASSOCIATION
OF INDEPENDENT LAW FIRMS

July 5, 2000

Hon. Martin J. Huelsmann
Executive Director
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40602-0615

00010610
MARK INACTIVE
ONLY 04100700
will be active
Verizon ID #
JUL 05 2000

Re: Transfer of GTE Wireless Companies to Cellco Partnership
d/b/a Verizon Wireless

Dear Mr. Huelsmann:

We are hereby notifying the Commission, on behalf of all involved companies, of the following restructuring resulting from the merger of GTE Corporation ("GTE") and Bell Atlantic Corporation ("Bell Atlantic"). On June 30, 2000, Bell Atlantic and GTE completed their merger. As a result of the merger, the assets and licenses of GTE Wireless will be contributed to the merged company's domestic national wireless subsidiary known as Cellco Partnership ("Cellco"). GTE Wireless' Kentucky operations, with the exception of its Cincinnati PCS license (see letter dated June 21, 2000), will thus be combined with the other wireless operations managed by Bell Atlantic, all of which will do business under the brand name Verizon Wireless.

1. GTE Mobilnet of Clarksville Incorporated will transfer its assets and cellular business in the Clarksville, Tennessee-Hopkinsville, Kentucky Metropolitan Statistical Area to GTE Wireless Holdings LLC. Both companies are wholly owned by GTE Wireless Incorporated. The membership interest of GTE Wireless Holdings LLC will then be contributed to Cellco. GTE Wireless Holdings LLC will be liquidated into Cellco.

2. The stock of GTE Wireless of the Midwest Incorporated will be contributed to Cellco. GTE Wireless of the Midwest Incorporated will continue to provide cellular service in Evansville and Owensboro Metropolitan Statistical Areas.

Hon. Martin J. Huelsmann
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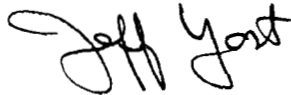
3. The Kentucky RSA No. 1 Partnership interest will be contributed to Cellco. Kentucky RSA No. 1 Partnership will continue to provide cellular service in Kentucky Rural Service Area No. 1.

4. The assets of GTE Wireless of the South Incorporated will be contributed to Cellco. GTE Wireless of the South Incorporated provides cellular service in the Louisville and Lexington Metropolitan Statistical Areas and Kentucky Rural Service Areas No. 2 and 7.

Cellco will adopt the tariffs of GTE Mobilnet of Clarksville Incorporated and GTE Wireless of the South. Their adoption notices are enclosed. In addition, revised tariffs for GTE Wireless of the Midwest Incorporated and Kentucky RSA No. 1 Partnership will be filed shortly reflecting that these entities will be doing business as Verizon Wireless.

We understand from this Commission's January 8, 1998 Order in Administrative Case No. 360 that this notice is all that is required for this restructuring. If you have any questions, please do not hesitate to contact me.

Sincerely yours,



Jeffrey J. Yost

JJY:bsh

c: Mr. Francis Malnati
Mr. Carl Povelites

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P.S.C. Adoption Notice No. 1
ADOPTION NOTICE

The undersigned, Cellco Partnership d/b/a Verizon Wireless, of Bedminster, New Jersey, hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed and posted by it, all tariffs and supplements containing rates, rules and regulations for furnishing commercial mobile radio service in the Commonwealth of Kentucky, filed with the Public Service Commission by GTE Mobilnet of Clarksville Incorporated of Alpharetta, Georgia and in effect on the day of July 10, 2000, the date on which the public service business of GTE Mobilnet of Clarksville Incorporated, was taken over by it.

This notice is issued on the 5th day of July, 2000, in conformity with Section 20 of P.S.C. Tariff Regulations adopted by the Public Service Commission.

Cellco Partnership d/b/a Verizon Wireless

By: 

S. Mark Tuller

Vice President, Legal and External Affairs and General Counsel