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January 25, 2008

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PUBLIC SERVICE  
COMMISSION

**VIA HAND DELIVERY AND  
AND FEDERAL EXPRESS**

Ms. Beth O'Donnell  
Executive Director  
Public Service Commission  
211 Sower Blvd.  
Frankfort, KY 40601

***Re: West Kentucky Rural Telephone Cooperative Corporation, Inc.'s Proposed Sale of Partnership Interest in Kentucky RSA No. 1 Partnership to Cellco Partnership, d/b/a Verizon Wireless and Ballard Rural Telephone Cooperative Corporation, Inc.***

Dear Ms. O'Donnell:

We are legal counsel to West Kentucky Rural Telephone Cooperative Corporation, Inc. ("West Kentucky").

The purpose of this letter is to inform the Public Service Commission of the Commonwealth of Kentucky (the "Commission") of West Kentucky's proposed sale of its twenty-five percent (25%) partnership interest in Kentucky RSA No. 1 Partnership, a provider of wireless telecommunications services, to Cellco Partnership, d/b/a Verizon Wireless ("Verizon Wireless") and Ballard Rural Telephone Cooperative Corporation, Inc. ("Ballard").

The general structure of this transaction (the "Transaction") is as follows.

- Verizon Wireless will purchase two-thirds of West Kentucky's existing twenty-five percent (25%) partnership interest in Kentucky RSA No. 1 Partnership. Ballard will purchase one-third of West Kentucky's existing twenty-five percent (25%) partnership interest in Kentucky RSA No. 1 Partnership. As a result, West Kentucky's ownership or other interests in Kentucky RSA No. 1 Partnership will be extinguished upon closing of the transaction within approximately the next three weeks (but no sooner than Monday, January 28, 2008).

- Following closing of the transaction, the only partners in Kentucky RSA No. 1 Partnership will be Verizon Wireless and Ballard. Verizon Wireless will possess a two-thirds ownership interest in the partnership (66.66667%). Ballard will possess a one-third ownership interest in the partnership (33.33333%).
- The Transaction will be strictly a cash transaction, and West Kentucky is the seller. As a result, none of the entities involved will incur any indebtedness, nor will any entity or individual receive or grant any security interest in its assets in connection with the Transaction.
- The Transaction will be transparent to customers of Kentucky RSA No. 1 Partnership because this transaction only results in a change in the ownership structure of the partnership. That is, Kentucky RSA No. 1 Partnership will continue as the provider of wireless services to its customers; moreover, there are no anticipated changes to the rates, terms and conditions of service provided by Kentucky RSA No. 1 Partnership as a result of this Transaction. (Accordingly, no tariff adoption notice pursuant to 807 KAR 5:011, Section 11 is required.)
- The Transaction has been approved by the appropriate governing bodies of West Kentucky, Verizon Wireless, and Ballard.
- The Transaction will not result in the acquisition or transfer of ownership, control, or the right to control West Kentucky, Verizon Wireless, or Ballard.

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Kentucky law does not require Commission approval of the Transaction, as this transaction relates only to the transfer of an ownership interest in an entity (Kentucky RSA No. 1 Partnership) that provides unregulated wireless telecommunications services. Consistent with the Commission's January 8, 1998 order in *In the Matter of: Exemptions for Providers of Local Exchange Service Other Than Incumbent Local Exchange Carriers*, however, this letter constitutes at least one days' prior notice describing the transaction.

Thank you, and please return a file-stamped copy of this letter to us in the enclosed, self-

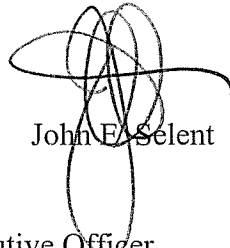
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addressed, stamped envelope. If you have any questions or concerns about this transaction, please call me at (502) 540-2300.

Very truly yours,

DINSMORE & SHOHL LLP

A handwritten signature in black ink, appearing to read "John E. Selent", is written over the printed name. The signature is stylized with several loops and a long horizontal stroke extending to the right.

John E. Selent

cc: Trevor R. Bonnstetter, Chief Executive Officer

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