

Response to item 14:

Bluegrass Cellular, Inc. (“Applicant”) is a corporation organized under the laws of Kentucky. Applicant’s responsible officer for this application is Ronald R. Smith, President and CEO. Mr. Smith is a United States citizen. Applicant’s principal business is the marketing of wireless telecommunications services.

A. Direct Ownership Interests:

Applicant is owned by the following general partnerships, each of which is organized in Kentucky:

<u>Name and Address</u>	<u>% Interest in Applicant</u>
Kentucky RSA #3 Cellular General Partnership P.O. Box 5012 Elizabethtown, Kentucky 42702-5012	44%
Kentucky RSA 4 Cellular General Partnership P.O. Box 5012 Elizabethtown, Kentucky 42702-5012	34%
Cumberland Cellular Partnership P.O. Box 5012 Elizabethtown, Kentucky 42702-5012	22%

B. Indirect Ownership Interests:

- (1) Kentucky RSA #3 Cellular General Partnership is a Kentucky general partnership owned by the following entities:

<u>General Partner</u>	<u>Percentage Interest</u>
Cellular Division of Logan Telephone Cooperative, Incorporated * 10725 Bowling Green Road, P.O. Box 97 Auburn, Kentucky 42206	25%
Brandenburg Cellular Corporation ** 200 Telco Drive Brandenburg, Kentucky 40108	25%
North Central Telephone Cooperative, Inc. *** P.O. Box 70, Highway 52 E By-Pass Lafayette, Tennessee 37093	25%

South Central Rural Telephone Cooperative Corporation, Inc. ****
 P.O. Box 159, 1339 Happy Valley Road
 Glasgow, Kentucky 42141

25%

* wholly-owned subsidiary of Logan Telephone Cooperative Corporation, Incorporated, which is a cooperative corporation organized in Kentucky, owned by its subscriber members with no subscriber owning as much as a one percent interest in the company. Greg Hale, a United States citizen, serves as the cooperative's General Manager. Mr. Hale is a member of the three-person Member Committee that controls Applicant, as representative of Kentucky RSA #3 Cellular General Partnership.

** wholly-owned subsidiary of Brandenburg Communications Corporation ("BCC"), which is also the parent company of Brandenburg Telephone Company, Inc. ("BTC"). Each company is organized in Kentucky. The following stockholders of BCC own more than 10% of BCC's stock: (1) 37.817% - Estate of Joseph Dalton Tobin, Jr., c/o John Selent (a U.S. citizen) and Ruth C. Crawford (a U.S. citizen), Co-Executors of the Estate of Joseph Dalton Tobin, Jr., Dinsmore & Shohl, LLP, 101 South Fifth Street, Suite 2500, Louisville, KY 40202, and (2) 36.99% - Mary Ann Tobin (a U.S. citizen), P.O. Box 387, Irvington, KY 40146. In addition, Allison T. Willoughby (a U.S. citizen) owns 5% of BCC's stock and is General Manager of BTC. Ms. Willoughby is a member of the three-person Member Committee that controls Applicant, as representative of Kentucky RSA 4 Cellular General Partnership. There are family relationships among the BCC stockholders named above. Ms. Willoughby is the step daughter of Ruth C. Crawford and a niece of Mary Ann Tobin.

*** cooperative corporation organized in Tennessee and owned by its subscriber members, with no subscriber owning as much as a one percent interest in the company. Nancy White, a United States citizen, serves as the cooperative's General Manager.

**** cooperative corporation organized in Kentucky and owned by its subscriber members, with no subscriber owning as much as a one percent interest in the company. David R. Davis, a United States citizen, serves as the cooperative's General Manager.

(2) Kentucky RSA 4 Cellular General Partnership is a Kentucky general partnership owned by the following entities:

<u>General Partner</u>	<u>Interest</u>
Brandenburg Cellular Corporation * 200 Telco Drive Brandenburg, Kentucky 40108	50%
South Central Rural Telephone Cooperative Corporation, Inc. **	50%

1399 Happy Valley Road, P.O. Box 159
Glasgow, Kentucky 42141

* Please see Section B.(1) of this exhibit.

** cooperative corporation organized in Kentucky and owned by its subscriber members, with no subscriber owning as much as a one percent interest in the company. David R. Davis, a United States citizen, serves as the cooperative's General Manager.

(3) Cumberland Cellular Partnership is a Kentucky general partnership owned by the following entities:

<u>General Partner</u>	<u>Interest</u>
Cellular Division of Logan Telephone Cooperative, Incorporated * 10725 Bowling Green Road, P. O. Box 97 Auburn, Kentucky 42206	12.5%
Brandenburg Cellular Corporation ** 200 Telco Drive Brandenburg, Kentucky 40108	12.5%
Cumberland Cellular, Inc. *** 2150 Main Street, P.O. Box 80 Jamestown, Kentucky 42629	62.5%
South Central Rural Telephone Cooperative Corporation, Inc. **** 1399 Happy Valley Road, P.O. Box 159 Glasgow, Kentucky 42141	12.5%

* wholly-owned subsidiary of Logan Telephone Cooperative Corporation, Incorporated, which is a cooperative corporation organized in Kentucky and owned by its subscriber members, with no subscriber owning as much as a one percent interest in the company. Greg Hale, a United States citizen, serves as the cooperative's General Manager. Mr. Hale is a member of the three-person Member Committee that controls Applicant, as representative of Kentucky RSA #3 Cellular General Partnership.

** Please see Section B.(1) of this exhibit.

*** wholly-owned subsidiary of Diversified Holding Corporation, which is a wholly-owned subsidiary of Duo County Telephone Cooperative Corporation, Inc., a cooperative corporation owned by its subscriber members in which no subscriber owns as much as a one percent interest. Each company is organized under the laws of Kentucky. Thomas E.

Preston, a United States citizen, serves as the cooperative's Executive Vice President and Chief Executive Officer. Mr. Preston is a member of the three-person Member Committee that controls Applicant, as representative of Cumberland Cellular Partnership.

**** cooperative corporation organized in Kentucky and owned by its subscriber members, with no subscriber owning as much as a one percent interest in the company. David R. Davis, a United States citizen, serves as the cooperative's General Manager.

Response to item 15:

With regard to Section 63.18(d) of the Commission's rules, Applicant has not previously received authority under Section 214 of the Act. Applicant's three direct owners hold the following International Section 214 authorizations for Global Resale Service:

Kentucky RSA #3 Cellular General Partnership: ITC-214-19970826-00507

Kentucky RSA 4 Cellular General Partnership: ITC-214-19970826-00510

Cumberland Cellular Partnership: ITC-214-19970826-00508

In addition, Applicant's affiliate, Bluegrass Telecom L.L.C, holds the following International Section 214 authorization for Global Resale Service: ITC-214-19971218-00799.¹

With reference to Section 63.18(e)(3), Applicant is not applying for authority to acquire facilities or to provide services not covered by paragraphs (e)(1) and (e)(2) of Section 63.18.

Section 63.18(g) is also inapplicable because Applicant does not seek facilities-based authority under paragraph (e)(3) of Section 63.18.

¹ Another affiliate of Applicant, Bluegrass Wireless LLC, is filing an application for International Section 214 authorization for Global Resale Service at the same time this application is filed. A grant of that application and the instant application will provide affiliated companies more flexibility in their offering of resold international telecommunications service.