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VIA FEDERAL EXPRESS

Dr. Talina Mathews, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, KY 40602

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PUBLIC SERVICE
COMMISSION

Re: Notification of Transfer of Ownership and Control of Brandenburg Telecom LLC, Bluegrass Network LLC d/b/a Bluegrass Telecom, Bluegrass Telecom LLC, Bluegrass Wireless LLC, Kentucky RSA #3 Cellular General Partnership, Kentucky RSA #4 Cellular General Partnership, and Cumberland Cellular Partnership

Dear Dr. Mathews:

Brandenburg Telecom LLC, Bluegrass Network LLC d/b/a Bluegrass Telecom, Bluegrass Telecom LLC, Bluegrass Wireless LLC, Kentucky RSA #3 Cellular General Partnership, Kentucky RSA #4 Cellular General Partnership, Cumberland Cellular Partnership (collectively, the “Parties”) hereby notify the Public Service Commission of the Commonwealth of Kentucky (the “Commission”) of the transfer of ultimate ownership and control of each of the Parties—each either a CLEC, long distance carrier, or wireless carrier—as described herein.

I. Application Not Required

Pursuant to the Commission’s January 8, 1998 Order in Administrative Case No. 370, *In the Matter of: Exemptions for Providers of Local Exchange Service other than Incumbent Local Exchange Carriers* (the “CLEC/Wireless Order”),¹ “CLECs and wireless carriers are exempted from filing applications for prior approval of transfers pursuant to KRS 278.020(4) or (5).” CLEC/Wireless Order, p. 4. The Commission held that “CLECs and wireless carriers need only

¹ See also Order, Admin. Case No. 359 (June 21, 1996) (exempting long distance resellers from requirement to obtain prior approval for transfers of control).

supply a letter to the Commission describing the transfer and providing an adoption notice pursuant to 807 KAR 5:011, Section 11, for the tariff with one day's notice." *Id.* at p. 2.

Similarly, pursuant to the Commission's June 21, 1996 Order in Administrative Case No. 359, *In the Matter of Exemptions for Interexchange Carriers, Long-Distance Resellers, Operator Service Providers and Customer-Owned, Coin-Operated Telephones* (the "Long Distance Order"), "IXCs, long-distance resellers, and operator service providers shall no longer provide . . . applications for prior approval of transfers pursuant to KRS 278.020(4) or (5) . . ." Long Distance Order, p. 9. The Commission held that "IXCs and long-distance resellers need only to supply a letter to the Commission stating a description of the transfer and providing an adoption notice pursuant to 807 KAR 5:011, Section 11, for the tariff with one day's notice." *Id.* at p. 6.

Each of the Parties (as further described below) is either a CLEC, long distance carrier, or wireless carrier, and thus the Parties are all subject to the exceptions set forth in the CLEC/Wireless Order or the Long Distance Order referenced above. Pursuant to these orders, the Parties hereby provide the Commission with notice of the transfer of ownership and control of the Parties, as more fully described below.

II. The Parties

A. Brandenburg Telecom LLC

Brandenburg Telecom LLC is a Kentucky limited liability company located at 200 Telco Drive, Brandenburg, Kentucky, 40108. It is certificated as a CLEC in Kentucky. (*See* Utility ID No. 5052810.) It is a wholly-owned subsidiary of Brandenburg Communications Corporation ("Brandenburg Communications").

B. Bluegrass Network LLC d/b/a Bluegrass Telecom

Bluegrass Network LLC d/b/a Bluegrass Telecom is a Kentucky limited liability company located at 2902 Ring Road, Elizabethtown, Kentucky, 42701. It is certificated as a CLEC in Kentucky. (*See* Utility ID No. 5057550.) It is partially owned by Brandenburg Communications.

C. Bluegrass Telecom LLC

Bluegrass Telecom LLC is a Kentucky limited liability company located at 2902 Ring Road, Elizabethtown, Kentucky, 42701. It is certificated as a long distance carrier in Kentucky. (*See* Utility ID No. 5135900.) It is partially owned by Brandenburg Communications.

D. Bluegrass Wireless LLC

Bluegrass Wireless LLC is a Kentucky limited liability company located at 2902 Ring Road, Elizabethtown, Kentucky, 42701. It is certificated as a wireless carrier in Kentucky. (*See* Utility ID No. 420230.) It is partially owned by Kentucky RSA #3 Cellular General Partnership, Kentucky RSA #4 Cellular General Partnership, and Cumberland Cellular Partnership, each of

which is partly owned by Brandenburg Cellular Corporation (“Brandenburg Cellular”). Brandenburg Cellular is a wholly-owned subsidiary of Brandenburg Communications.

E. Kentucky RSA #3 Cellular General Partnership

Kentucky RSA #3 Cellular General Partnership is a Kentucky limited liability company located at 2902 Ring Road, Elizabethtown, Kentucky, 42701. It is certificated as a wireless carrier in Kentucky. (See Utility ID No. 10680.) It is partly owned by Brandenburg Cellular, a wholly-owned subsidiary of Brandenburg Communications.

F. Kentucky RSA #4 Cellular General Partnership

Kentucky RSA #4 Cellular General Partnership is a Kentucky limited liability company located at 2902 Ring Road, Elizabethtown, Kentucky, 42701. It is certificated as a wireless carrier in Kentucky. (See Utility ID No. 10681.) It is partly owned by Brandenburg Cellular, a wholly-owned subsidiary of Brandenburg Communications.

G. Cumberland Cellular Partnership

Cumberland Cellular Partnership is a Kentucky limited liability company located at 2902 Ring Road, Elizabethtown, Kentucky, 42701. It is certificated as a wireless carrier in Kentucky. (See Utility ID No. 10640.) It is partly owned by Brandenburg Cellular, a wholly-owned subsidiary of Brandenburg Communications.

III. Description of the Anticipated Transaction

This notification is filed in connection with the distribution of the estate (the “Estate”) of Joseph D. Tobin, Jr. Prior to his death, Mr. Tobin was a part-owner of Brandenburg Communications. As noted above, Brandenburg Communications has an ownership stake in each of the Parties.

Pursuant to Mr. Tobin’s will and the settlement approved by the Meade County District Court, Probate Division, all of Mr. Tobin’s shares of Brandenburg Communications were bequeathed to his widow, children, and grandchildren. Thus, the distribution alters the ownership of Brandenburg Communications (which has an ownership interest in each of the Parties) and motivates the filing of this notice. The distribution has no impact on the direct ownership of any of the Parties, nor does it give any individual a majority ownership in Brandenburg Communications or otherwise grant any individual shareholder the ability to exclusively or unilaterally direct the business operations of Brandenburg Communications or any of the Parties. Additional details regarding the distribution have been provided in connection with the Verified Joint Application of Brandenburg Communications Corporation and Brandenburg Telephone Company for the Expedited Transfer of Certain Ownership Shares of Brandenburg Communications Corporation, filed simultaneously herewith.

All existing customers of the Parties will continue to be served under their existing authorizations, as well as under existing tariffs and contracts. The Parties will not change names

and will remain headquartered where they are currently located. Moreover, the Parties' existing management teams and personnel will remain in place, ensuring that the Parties' managerial, technical and operational standards will be maintained. Quite simply, the distribution is transparent to the Parties' customers.

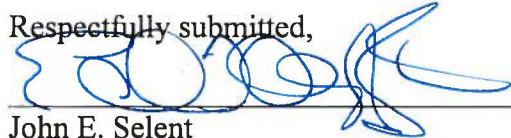
IV. Tariff Adoption

In the CLEC/Wireless Order and Long Distance Order, the Commission held that CLECs, wireless carriers, and long distance providers must supply to the Commission "an adoption notice pursuant to 807 KAR 5:011, Section 11, for the tariff with one day's notice." CLEC/Wireless Order, p.2; Long Distance Order, p. 6. Here, however, to the extent the Parties have tariffs, those existing tariffs will not be affected in any way. Furthermore, the change of control stems solely from an upstream acquisition of a parent company, and there is no "predecessor" utility as contemplated by Tariff Form 03. All applicable tariffs will remain associated with, and binding upon, the same legal entities.

The Parties do not interpret the CLEC/Wireless Order, the Long Distance Order, or 807 KAR 5:011, Section 11 as requiring them to re-adopt or re-issue their own unmodified tariffs in these circumstances. For these reasons, the Parties have not filed a tariff adoption notice concurrent with this notification.

If you have any questions regarding this notification, please contact counsel to the Parties at the contact information below.

Respectfully submitted,



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