

December 22, 2004

Ms. Marlene H. Dortch
Secretary of the Commission
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: *Cellular Phone of Kentucky, Inc. - Supplement and Further Petition for Limited Waiver and Extension of Time -- CC Docket No. 94-102*

Dear Ms. Dortch:

As a follow-up to conversations with Commission staff this week, Cellular Phone of Kentucky, Inc., d/b/a Ramcell of Kentucky ("CPK"), the cellular licensee of Station KNKN965, hereby submits a further supplement to its April 14, 2004 Supplement and Further Petition for Limited Waiver and Extension of Time ("April 14th Extension Request") requesting an extension and waiver of Section 20.18(g)(1) of the Commission's rules, 47 C.F.R. § 20.18(g)(1).

CPK's April 14th Extension Request sought an extension to the Commission's compliance deadlines for carriers to begin selling and activating location-capable handsets ("ALI-capable handsets"). CPK is requesting a further extension of certain of the compliance deadlines due to continuing funding, time and resource constraints. Specifically, CPK needs to extend its compliance dates as follows: (1) an extension of the deadline to have 25% of new activations be ALI-capable until October 31, 2005; (2) an extension of the deadline to have 50% of new activations be ALI-capable until February 28, 2006; (3) an extension of the deadline to have 100% of new activations be ALI-capable until June 30, 2006; and (4) an extension of the deadline by which the penetration of location capable handsets among its subscribers must reach 95% until January 31, 2007.

As a result of CPK's previous filings, the Commission is aware of the delays that CPK has experienced as a result of its inability to acquire ALI-capable handsets that will operate on its TDMA network. As CPK has stated in the past, this technology barrier necessitated plans to roll-out a CDMA overlay. This is a daunting task for a Tier III carrier such as CPK, both in terms of the effort involved and the capital required. Nevertheless, CPK has developed plans for its CDMA overlay, had its engineering consultants design the RF plan for the CDMA overlay, and contacted equipment vendors to identify specific equipment and obtain price quotes. In addition, CPK has continued to work towards meeting its ALI benchmarks and has, in fact, already met its October 4, 2004 deadline to begin selling ALI-capable handsets.

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Despite its best efforts, CPK has not been able to keep pace with its projected schedule due to the enormity of the resources that need to be invested in the preparation and roll-out of a CDMA overlay as well as a general financial downturn in the market with a resultant decline in CPK's own operating revenues. CPK regrets that construction could not begin in the 4th Quarter of 2004, but CPK believes it will begin construction of its CDMA overlay in the 1st Quarter of 2005.

CPK has designed the proposed deadlines to reflect the new CDMA construction dates as well as the difficulties posed by each successive deadline. The deadline that is most challenging for CPK to comply with will be the final benchmark requiring CPK to have a 95% penetration rate for ALI-capable handsets among its subscribers. This benchmark is distinguished from the earlier benchmarks because it is the only benchmark that is based on the entirety of CPK's subscriber base, as opposed to the new cellular phone activations subset found in the other compliance requirements. The root of CPK's difficulty with this benchmark is twofold. First, since CPK's underlying system is TDMA, the majority of CPK's pre-existing subscriber base currently has TDMA handsets. Since CPK is unable to provide its subscribers with TDMA ALI-capable handsets, the 95% penetration rate can only be accomplished once the majority of CPK's subscribers switch over to the new CDMA system. In addition, CPK's rural non-prepaid subscribers have historically tended to hold on to their cellular handsets for much longer than customers in larger, metropolitan markets. In light of these facts, CPK anticipates that it will take until January 31, 2007 to reach the 95% penetration rate in its market. As a result, CPK is requesting the above-referenced further extension to the ALI-capable deployment compliance benchmarks.

For the foregoing reasons, CPK requests a waiver of Section 20.18(g)(1) and a further extension of time as described herein to begin selling and activating location capable handsets. Please contact the undersigned counsel with any questions that you may have at (202) 783-4141.

Sincerely,

WILKINSON BARKER KNAUER, LLP

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