

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

RECEIVED

DEC 13 2010

PUBLIC SERVICE
COMMISSION

In the matter of:

THE APPLICATION OF EAST KENTUCKY NETWORK)
LIMITED LIABILITY COMPANY FOR THE ISSUANCE)
OF A CERTIFICATE OF PUBLIC CONVENIENCE AND) CASE No. 2010-00374
NECESSITY TO CONSTRUCT A TOWER IN LESLIE)
COUNTY, KENTUCKY).

East Kentucky Network, LLC, d/b/a Appalachian Wireless, was granted authorization to provide Personal Communications Service ("PCS") in the Lexington, KY Basic Trading Area (BTA252) by the Federal Communications Commission (FCC). FCC license is included as Exhibit 1. East Kentucky Network, LLC merger documents were filed with the Commission on February 2, 2001 in Case # 2001-022.

In an effort to improve service in Leslie County, East Kentucky Network, LLC pursuant to KRS 278.020 Subsection 1 and 807 KAR 5:001 Section 9 is seeking the Commission's approval to construct a 180 foot self-supporting tower on a tract of land off of County High School Drive approximately 1.2 miles south of Hyden in Leslie County, Kentucky (37°08'40.85"N 83°22'26.98"W). A map and detailed directions to the site can be found in Exhibit 8.

Exhibit 2 is a list of all Property owners or residents according to the property valuation administrator's record who reside or own property within 500 feet of the proposed tower in accordance with the Public Valuation Administrator. No other properties are contiguous with East Kentucky Network's property.

Pursuant to 807 KAR 5:063 Section 1 (1)(L) and Section 1(1)(n)(1) all affected property owners according to the property valuation administrator's record who reside or own property within 500 feet of the proposed Tower were notified by certified mail return receipt requested of East Kentucky Network, LLC's proposed construction and informed of their right to intervene.

They were given the docket number under which this application is filed. Enclosed in Exhibit 2 is a copy of that notification.

Leslie County has no formal local planning unit. In absence of this unit the Leslie County Judge Executive's office was notified by certified mail, return receipt requested of East Kentucky Network Limited Liability Company's proposal and informed of their right to intervene. They were given the docket number under which this application is filed. Enclosed in Exhibit 3 is a copy of that notification.

Notice of the location of the proposed construction was published in the Leslie County News' December 9th and 16th editions. Enclosed is a copy of that notice in Exhibit 3. The Leslie County News is the newspaper with the largest circulation in Leslie County.

A geologist was employed to determine soil and rock types and to ascertain the distance to solid bedrock. The geotechnical report is enclosed as Exhibit 4.

A copy of the tower design information is enclosed as Exhibit 5. The proposed tower has been designed by engineers at Allstate Tower, Inc. and will be constructed under their supervision. Their qualifications are evidenced in Exhibit 5 by the seal and signature of the registered professional engineer responsible for this project.

The tower will be erected by S & S Tower Services of St. Albans, West Virginia. S & S Tower Services has vast experience in the erection of communications towers.

FAA and Kentucky Airport Zoning Commission applications are included as Exhibit 6.

No Federal Communications Commission approval is required prior to construction of this facility. Once service is established from this tower we must immediately notify the Federal Communications Commission of its operation. Prior approval is needed only if the proposed facility increases the size of the cellular geographic service area. This cell site will not expand the cellular geographic service area.

East Kentucky Network, LLC will finance the subject Construction with earned surplus in its General Fund.

Estimated Cost of Construction	\$ 350,000.00
Annual Operation Expense of Tower	\$ 12,500.00

Two notice signs meeting the requirements prescribed by 807 KAR 5:063, Section 1(2), measuring at least two (2) feet in height and four (4) feet in width and containing all required language in letters of required height, have been posted, one at a visible location on the proposed site and one on the nearest public road. The two signs were posted on September 24, 2010. and will remain posted for at least two weeks after filing of this application as specified.

Enclosed in Exhibit 9 is a copy of East Kentucky Network LLC's lease agreement with deed description to the site.

The proposed construction site is on a very rugged mountaintop some feet from the nearest structure. Prior to construction the site was wooded.

Due to the steep hillside surrounding the proposed site, the property in close proximity is unsuitable for any type of development. East Kentucky Network LLC's operation will not affect the use of nearby land nor its value. No more suitable site exists in the area. A copy of the search area map is enclosed in Exhibit 8. No other tower capable of supporting East Kentucky Network LLC's load exists in the general area; therefore, there is no opportunity for co-location of our facilities with anyone else.

Enclosed, and filed as Exhibit 10 is a survey of the proposed tower site signed by a Kentucky registered professional engineer.

Exhibit 12 contains a vertical sketch of the tower supplied by Coleman Engineering.

WHEREFORE, Applicant respectfully requests that the PSC accept the foregoing Application for filing, and having met the requirements of KRS [278.020(1), 278.650, and 278.665] and all applicable rules and regulations of the PSC, grant a Certificate of Public Convenience and Necessity to construct and operate the proposed tower.

The foregoing document was prepared by Lynn Haney of East Kentucky Network, LLC d/b/a Appalachian Wireless. All related questions or correspondence concerning this filing should be mailed to the attention of Gerald Robinette at East Kentucky Network, LLC d/b/a/ Appalachian Wireless, 101 Technology Trail, Ivel, KY 41642.

SUBMITTED BY: Lynn Haney DATE: 12/8/10
Lynn Haney, Compliance Coordinator

APPROVED BY: Gerald F. Robinette DATE: 12-8-10
Gerald Robinette, General Manager

CONTACT INFORMATION:

Gerald Robinette, General Manager
Phone: (606) 791-2375, Ext. 110
Email: grobinette110@ekn.com

Lynn Haney, Compliance Coordinator
Phone: (606) 791-2375, Ext. 1007
Email: lhaney@ekn.com

Mailing Address:

East Kentucky Network, LLC
d/b/a Appalachian Wireless
101 Technology Trail
Ivel, KY 41642

1	FCC License
2	Copies of Cell Site Notices to Land Owners
3	Notification of County Judge Executive and Newspaper Advertisement
4	Universal Soil Bearing Analysis
5	Tower Design
6	FAA & Kentucky Airport Zoning Commission applications
7	Audited Financial Statements
8	Driving Directions from County Court House and Map to Suitable Scale
9	Lease Agreement with Deed Description for Proposed Site
10	Survey of Site Signed/Sealed by Professional Engineer Registered in State of Kentucky
11	Site Survey Map with Property Owners identified in Accordance with PVA of County
12	Vertical Profile Sketch of Proposed Tower

ULS License

PCS Broadband License - WQGY346 - East Kentucky Network, LLC d/b/a Appalachian Wireless

Call Sign	WQGY346	Radio Service	CW - PCS Broadband
Status	Active	Auth Type	Regular

Market

Market	BTA252 - Lexington, KY	Channel Block	C
Submarket	2	Associated Frequencies (MHz)	001895.00000000- 001910.00000000- 001975.00000000- 001990.00000000

Dates

Grant	03/30/2007	Expiration	05/13/2015
Effective	11/11/2009	Cancellation	

Buildout Deadlines

1st	2nd
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Notification Dates

1st	2nd
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Licensee

FRN	0001786607	Type	Limited Liability Company
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Licensee

East Kentucky Network, LLC d/b/a Appalachian Wireless 101 Technology Trail Ivel, KY 41642 ATTN Gerald Robinette, Manager	P:(606)477-2355 F:(606)874-7551
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Contact

Lukas, Nace, Gutierrez & Sachs, LLP Pamela L Gist Esq 8300 Greensboro Drive McLean, VA 22102 ATTN David L. Nace, Esq.	P:(703)584-8665 F:(703)584-8695 E:pgist@fcclaw.com
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Ownership and Qualifications

Radio Service Type	Fixed, Mobile
Regulatory Status	Common Carrier Interconnected Yes

Alien Ownership

The Applicant answered "No" to each of the Alien Ownership questions.

Basic Qualifications

The Applicant answered "No" to each of the Basic Qualification questions.

Tribal Land Bidding Credits

This license did not have tribal land bidding credits.

Demographics

Race

Ethnicity

Gender

ULS License

PCS Broadband License - WQGY346 - East Kentucky Network, LLC d/b/a Appalachian Wireless

Market

Call Sign	WQGY346	Radio Service	CW - PCS Broadband
Market	BTA252 - Lexington, KY	Channel Block	C
Submarket	2	Associated Frequencies (MHz)	001895.00000000-001910.00000000 001975.00000000-001990.00000000
Auction	58 - BB PCS		

Define View:

Spectrum & Market Area (MHz)	001905.00000000-001910.00000000		
	001985.00000000-001990.00000000		
Market Areas	Type	Code	Population†
Lexington, KY	BTA	252	
1 of 35 Counties			
1 LESLIE, KY	County	21131	12401

Refer to Auctions Cross References of market area types including MTA, BTA, counties, and more.

†: Population data is based on 2000 Census.

EXHIBIT II: LIST OF PROPERTY OWNERS:

Statement Pursuant to Section 1 (1) (I) 807 KAR 5:063

Section 1 (1)(I) 1. The following is a list of every property owner who according to property valuation administrator's records, owns property within 500 feet of the proposed tower and each have been: notified by certified mail, return receipt requested, of the proposed construction,

Section 1 (1)(I) 2. Every person listed below who, according to the property valuation administrator's records, owns property within 500 feet of the proposed tower has been: Given the Commission docket number under which the application will be processed: and

Section 1 (1)(I) 3. Every person listed below who, according to property valuation administrator's records, owns property within 500 feet of the proposed tower has been: Informed of his right to request intervention.

LIST OF PROPERTY OWNERS

Roy & Goldie Morgan
P.O. Box 362
Hyden, KY 41749

Bob Begley Heirs
C/O Merle Begley
465 Radio Sta Rd
Lebanon, KY 40033

Bob Begley Heirs
Ellen Caldwell
3776 N Sunny Side Dr
Scottsburg, IN 47170

Leslie County Board of Education
P.O. Box 1447
Hyden, KY 41749

James & Margaret Hacker
461 Wendover Road
Hyden, KY 41749

Allen Reed & Della Adams
539 Wendover Road
Hyden, KY 41749

EXHIBIT II: LIST OF PROPERTY OWNERS: (cont.)

Willard & Alpha Adams
P.O. Box 701
Hyden, KY 41749

Douglas & Linda Adams
P.O. Box 752
Hyden, KY 41749

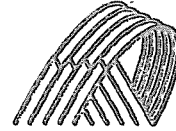
Kenneth & Ann Adams
741 Wendover Road
Hyden, KY 41749

Damon & Betty Huff
P.O. Box 293
Hyden, KY 41749

Kevin R. Huff
P.O. Box 136
Hyden, KY 41749

EAST KENTUCKY NETWORK
101 TECHNOLOGY TRAIL
IVEL, KY 41642
PHONE: (606) 874-7550
FAX: (606) 874-7551
EMAIL: INFO@EKN.COM
WEBSITE: WWW.EKN.COM

EAST KENTUCKY
NETWORK



VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

December 6, 2010

Roy & Goldie Morgan
P.O. Box 362
Hyden, KY 41749

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2010-00374)

East Kentucky Network, LLC d/b/a Appalachian Wireless is applying to the Public Service Commission of Kentucky for a Certificate of Public Convenience and Necessity to construct and operate a new facility to provide cellular telecommunications service in Leslie County. The facility will include a 180 foot self supporting tower with attached antennas extending upwards, and an equipment shelter located on a tract of land off County High School Road, approximately 1.2 miles south of Hyden, Leslie County, Kentucky. A map showing the location of the proposed new facility is enclosed. This notice is being sent to you because you may own property or reside within a 500' radius of the proposed tower or within a 200' radius of the proposed or existing access road.

The Commission invites your comments regarding the proposed construction. You also have the right to intervene in this matter. The Commission must receive your initial communication within 20 days of the date of this letter as shown above.

Your comments and request for intervention should be addressed to: Executive Director's Office, Public Service Commission of Kentucky, P.O. Box 615, Frankfort, KY 40602. Please refer to Case No. 2010-00374 in your correspondence.

If you have any questions for East Kentucky Network, LLC, please direct them to my attention at the following address: East Kentucky Network, LLC, 101 Technology Trail, Ivel, KY 41642 or call me at 606-791-2375, Ext. 1007.

Sincerely,

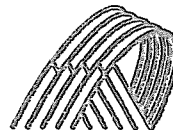
A handwritten signature in cursive script that reads "Lynn Haney".

Lynn Haney
Compliance Coordinator

Enclosure 1

EAST KENTUCKY NETWORK
101 TECHNOLOGY TRAIL
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Bob Begley Heirs
C/O Merle Begley
465 Radio Sta Rd
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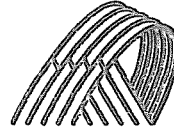
Sincerely,

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Compliance Coordinator

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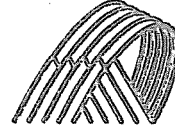
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P.O. Box 1447
Hyden, KY 41749

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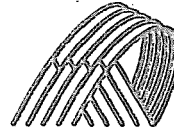
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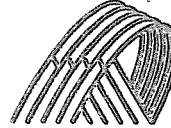
Sincerely,

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Compliance Coordinator

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VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

December 6, 2010

Allen Reed & Della Adams
539 Wendover Road
Hyden, KY 41749

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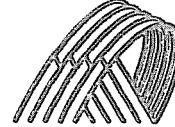
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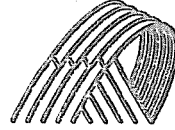
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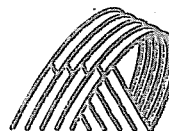
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Kenneth & Ann Adams
741 Wendover Road
Hyden, KY 41749

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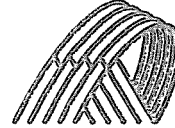
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EAST KENTUCKY
NETWORK



VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

December 6, 2010

Damon & Betty Huff
P.O. Box 293
Hyden, KY 41749

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2010-00374)

East Kentucky Network, LLC d/b/a Appalachian Wireless is applying to the Public Service Commission of Kentucky for a Certificate of Public Convenience and Necessity to construct and operate a new facility to provide cellular telecommunications service in Leslie County. The facility will include a 180 foot self supporting tower with attached antennas extending upwards, and an equipment shelter located on a tract of land off County High School Road, approximately 1.2 miles south of Hyden, Leslie County, Kentucky. A map showing the location of the proposed new facility is enclosed. This notice is being sent to you because you may own property or reside within a 500' radius of the proposed tower or within a 200' radius of the proposed or existing access road.

The Commission invites your comments regarding the proposed construction. You also have the right to intervene in this matter. The Commission must receive your initial communication within 20 days of the date of this letter as shown above.

Your comments and request for intervention should be addressed to: Executive Director's Office, Public Service Commission of Kentucky, P.O. Box 615, Frankfort, KY 40602. Please refer to Case No. 2010-00374 in your correspondence.

If you have any questions for East Kentucky Network, LLC, please direct them to my attention at the following address: East Kentucky Network, LLC, 101 Technology Trail, Ivel, KY 41642 or call me at 606-791-2375, Ext. 1007.

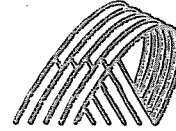
Sincerely,

Lynn Haney
Compliance Coordinator

Enclosure 1

EAST KENTUCKY NETWORK
101 TECHNOLOGY TRAIL
IVEL, KY 41642
PHONE: (606) 874-7550
FAX: (606) 874-7551
: INFO@EKN.COM
SITE: WWW.EKN.COM

EAST KENTUCKY
NETWORK



VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

December 6, 2010

Kevin R Huff
P.O. Box 136
Hyden, KY 41749

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2010-00374)

East Kentucky Network, LLC d/b/a Appalachian Wireless is applying to the Public Service Commission of Kentucky for a Certificate of Public Convenience and Necessity to construct and operate a new facility to provide cellular telecommunications service in Leslie County. The facility will include a 180 foot self supporting tower with attached antennas extending upwards, and an equipment shelter located on a tract of land off County High School Road, approximately 1.2 miles south of Hyden, Leslie County, Kentucky. A map showing the location of the proposed new facility is enclosed. This notice is being sent to you because you may own property or reside within a 500' radius of the proposed tower or within a 200' radius of the proposed or existing access road.

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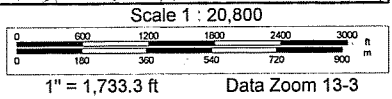
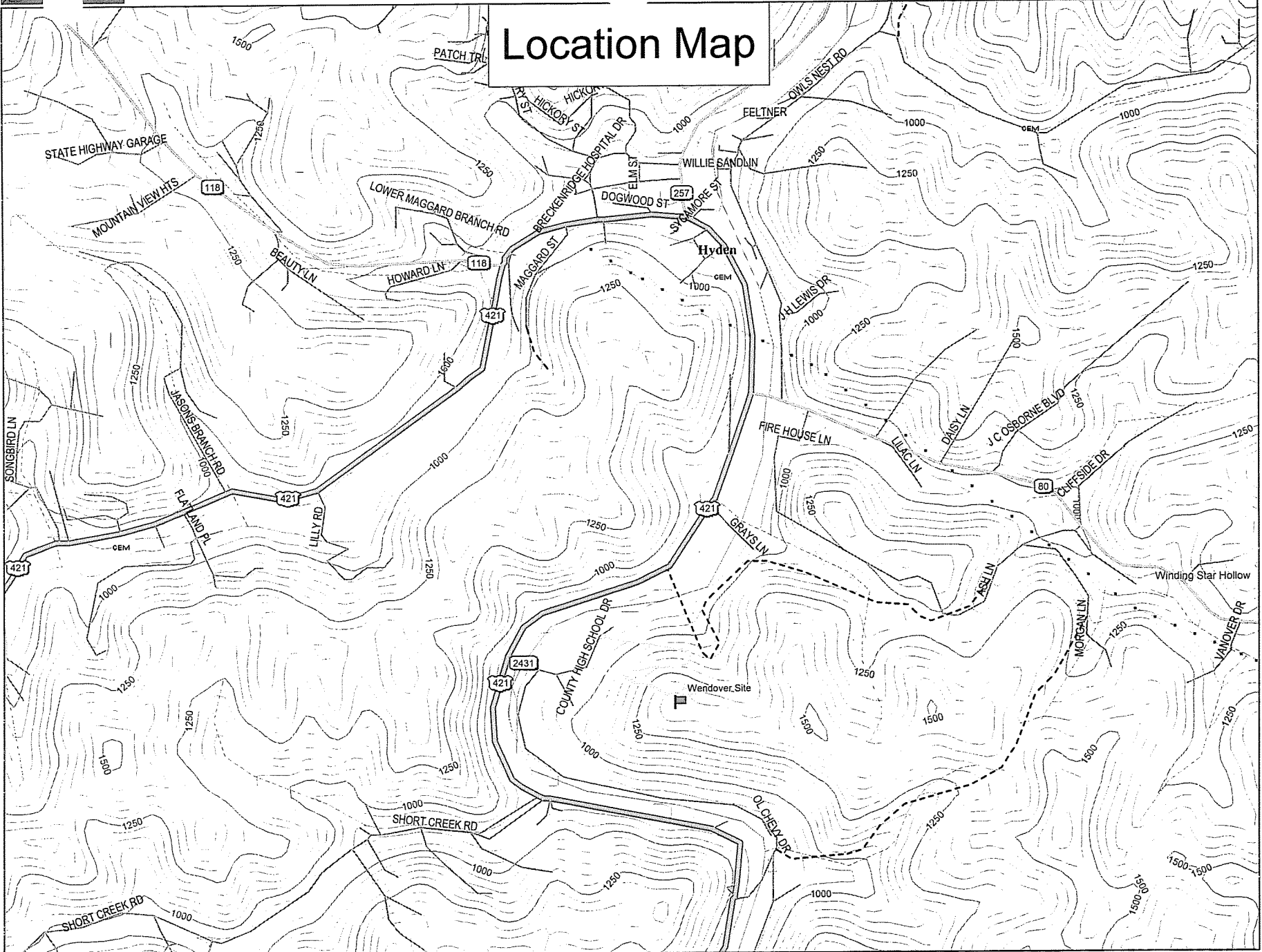
Sincerely,

A handwritten signature in black ink, appearing to read "Lynn Haney". The signature is written in a cursive, flowing style.

Lynn Haney
Compliance Coordinator

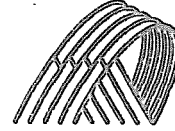
Enclosure 1

Location Map



EAST KENTUCKY NETWORK
101 TECHNOLOGY TRAIL
IVEL, KY 41642
PHONE: (606) 874-7550
FAX: (606) 874-7551
EMAIL: INFO@EKN.COM
WEBSITE: WWW.EKN.COM

EAST KENTUCKY
NETWORK



VIA: U.S. CERTIFIED MAIL

December 6, 2010

Jimmy Sizemore, Judge Executive
P.O. Box 619
Hyden, KY 41749

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2010-00374)

East Kentucky Network, LLC d/b/a Appalachian Wireless is applying to the Public Service Commission of Kentucky for a Certificate of Public Convenience and Necessity to construct and operate a new facility to provide cellular telecommunications service in Leslie County. The facility will include a 180 foot self-supporting tower with attached antennas extending upwards, and an equipment shelter located on a tract of land off County High School Road, approximately 1.2 miles south of Hyden, Leslie County, Kentucky. A map showing the location of the proposed new facility is enclosed. This notice is being sent to you because you are the County Judge Executive of Leslie County.

The Commission invites your comments regarding the proposed construction. You also have the right to intervene in this matter. The Commission must receive your initial communication within 20 days of the date of this letter as shown above.

Your comments and request for intervention should be addressed to: Executive Director's Office, Public Service Commission of Kentucky, P.O. Box 615, Frankfort, KY 40602. Please refer to Case No. 2010-00374 in your correspondence.

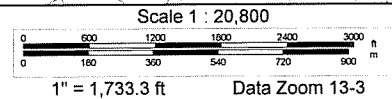
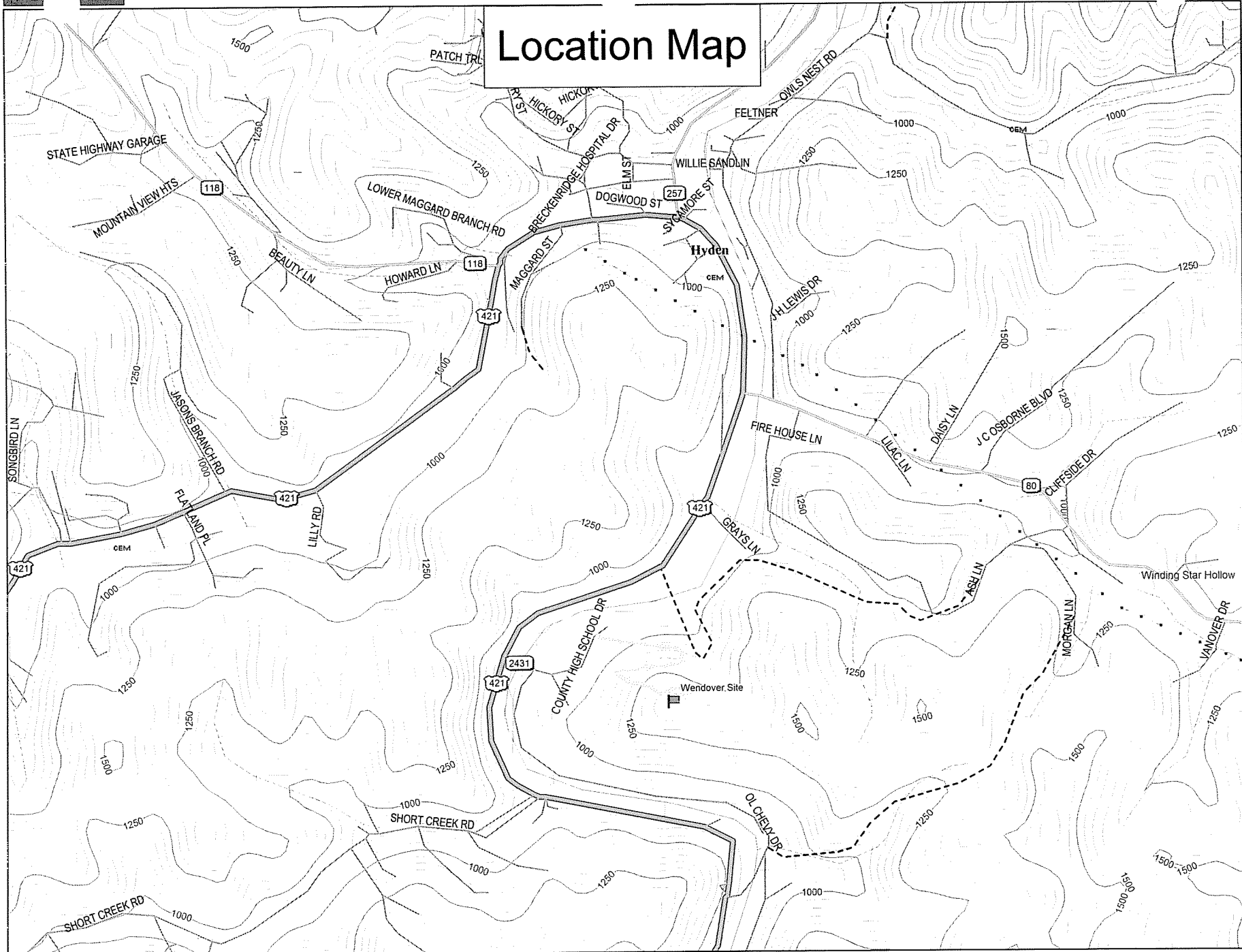
If you have any questions for East Kentucky Network, LLC, please direct them to my attention at the following address: East Kentucky Network, LLC, 101 Technology Trail, Ivel, KY 41642 or call me at 606-791-2375, Ext. 1007.

Sincerely,

Lynn Haney
Compliance Coordinator

Enclosure

Location Map



dba Appalachian Wireless
101 Technology Trail
Ivel, KY 41642
Phone: 606-874-7550
Fax: 606-791-2225

EAST KENTUCKY
NETWORK



FAX

To: Leslie County News

From: Lynn Haney

Attn: Janice Estep

Compliance Coordinator

Fax: 606-672-7409

Date: December 7, 2010

Re: PUBLIC NOTICE ADVERTISEMENT

Pages: 1

Please place the following Public Notice Advertisement in the Leslie County News to be ran for 2 weeks.

PUBLIC NOTICE:

RE: Public Service Commission of Kentucky (CASE NO. 2010-00374)

Public Notice is hereby given that East Kentucky Network, LLC, dba Appalachian Wireless is applying to the Kentucky Public Service Commission to construct a cellular telecommunications tower on a tract of land located off County High School Road approximately 1.2 miles south of Hyden in Leslie County, Kentucky. The proposed tower will be a 180 foot self-supporting tower with attached antennas. If you would like to respond to this notice, please contact the Executive Director, Public Service Commission, 211 Sower Boulevard, PO Box 615, Frankfort, Kentucky 40602. Please refer to Case No. 2010-00374.

If you have any questions about the placement of the above mentioned notice, please call me at 606-791-2375, ext. 1007.

Thank you,

Lynn Haney
Compliance Coordinator

The message above and the information contained in the documents transmitted are confidential and intended only for the person(s) named above. Dissemination, distribution or copying of this communication by anyone other than the person(s) named above is prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the address listed above via regular mail. Thank you.

* * * Communication Result Report (Dec. 7. 2010 7:29AM) * * *

}} Ekn
2}

te/Time: Dec. 7. 2010 7:28AM

File No.	Mode	Destination	Pg(s)	Result	Page Not Sent
1724	Memory TX	6066727409	P. 1	OK	

Reason for error

E. 1)	Hang up or line fail	E. 2)	Busy
E. 3)	No answer	E. 4)	No facsimile connection
E. 5)	Exceeded max. E-mail size		

dba Appalachian Wireless
 101 Technology Trail
 Irv. KY 41642
 Phone: 606-674-7560
 Fax: 606-791-2225



FAX

To: Leslie County News
 Alt: Janice Estep

From: Lynn Haney
 Compliance Coordinator

Fax: 606-672-7409 **Date:** December 7, 2010

Re: PUBLIC NOTICE ADVERTISEMENT **Pages:** 1

Please place the following Public Notice Advertisement in the Leslie County News to be ran for 2 weeks.

PUBLIC NOTICE:
 RE: Public Service Commission of Kentucky (CASE NO. 2010-00374)
 Public Notice is hereby given that East Kentucky Network, LLC, dba Appalachian Wireless is applying to the Kentucky Public Service Commission to construct a cellular telecommunication tower on a tract of land located off County High School Road approximately 1.2 miles south of Hyden in Leslie County, Kentucky. The proposed tower will be a 180 foot self-supporting tower with attached antennas. If you would like to respond to this notice, please contact the Executive Director, Public Service Commission, 211 Sower Boulevard, PO Box 815, Frankfort, Kentucky 40602. Please refer to Case No. 2010-00374.

If you have any questions about the placement of the above mentioned notice, please call me at 606-791-2370, ext. 1007.

Thank you,
 Lynn Haney
 Compliance Coordinator

The message above and the information contained in the documents transmitted are confidential and intended only for the person(s) named above. Dissemination, distribution or copying of this communication by anyone other than the person(s) named above is prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the address listed above via regular mail. Thank you.

WENDELL R. HOLMES, P.G.

424 Pear Street
Hazard, KY 41701
August 11, 2010

Hyden Tower Site

Purpose:

A site assessment was conducted for Appalachian Wireless on a tract of land located in Leslie County near Hyden, Kentucky. The site of the proposed tower is now forestland. The purpose of this investigation was to determine the depth to bedrock and of what type of rock the bedrock consists.

Site Investigation:

The trenching method was used to determine the type of bedrock material at the proposed tower site. A Caterpillar excavator was used to expose the bedrock material. It is approximately 6.7 feet to the sandstone bedrock. (See attached page for descriptions of materials encountered.)

The terrain in Leslie County is moderately to very steep. The tower site is located on top of a point east of the Middle Fork of the Kentucky River, approximately one and four tenths miles south of Hyden in Leslie County. The sandstone formation below the tower site is approximately 10.00 feet thick based on the information obtained from the site investigation and geological maps of the area.

Conclusions:

The proposed tower site is located on top of a point in the area. The sandstone bedrock on the proposed tower site is part of the Breathitt Formation, and is middle to lower Pennsylvanian in age. Tests were not conducted to determine the load-bearing strength of the bedrock. However, it is apparent that the tower will be constructed on the sandstone bedrock formation.

The field work for this site was performed by Wendell R. Holmes, using generally accepted methods in the practice of geological science.

Wendell R. Holmes, P.G.



WENDELL R. HOLMES, P.G.

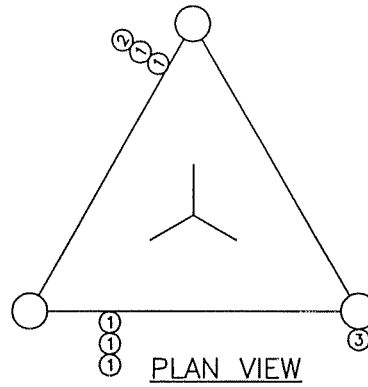
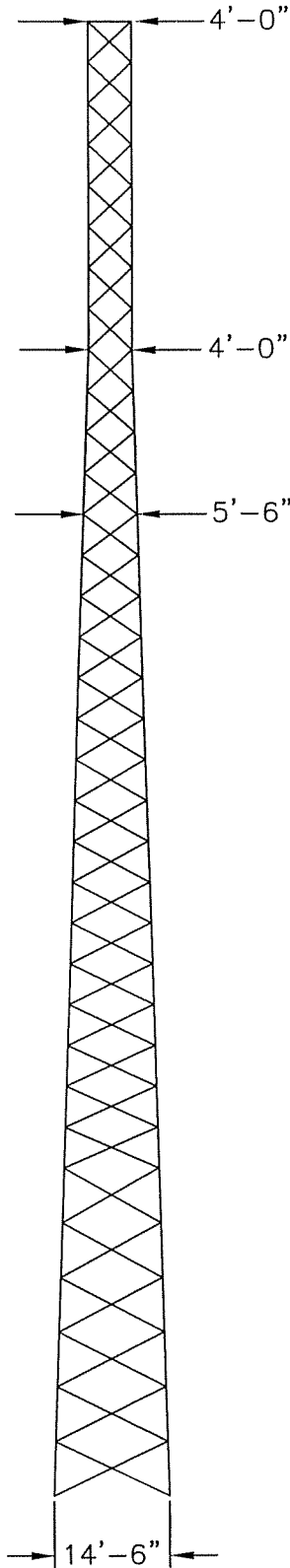
424 Pear Street
Hazard, Ky. 41701
(606)438-7250

Geologist Log

Location: Hyden Tower Site

Unit Thickness	Total depth	Strata	Description
0.70'	0.70'	Soil	Brown Sandy & plant Fragments
6.00'	6.70'	Sandstone	Loose & Broken up, Brown and Gray
10.00'	16.70'	Sandstone	Brown, Gray & Weathered

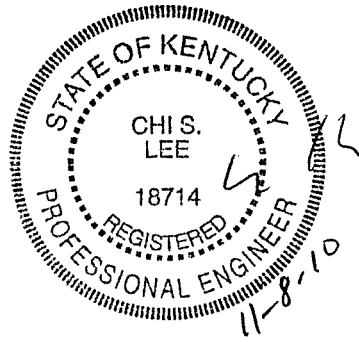
LEG DIA.	Ø3.25"	Ø3.25"	Ø2.75"	Ø2.75"	Ø2.5"	Ø2.5"	Ø2.25"	1.75"
DIAGONALS	L2.5"x.1875"	L2" x .125"	L2" x .125"	L2" x .125"	L1.75" x .125"	L1.75" x .125"	L1.75" x .125"	L1.75" x .125"
GIRTS								
# OF BAYS	3BAY:X-BRACED	N/A	4 BAY : X-BRACED					



PLAN VIEW REF:
 1) 7 FEEDLINES
 2) 3 FEEDLINES
 3) STEP BOLTS

BASE REACTIONS:

TOTAL SHEAR	=	18 KIPS
AXIAL LOAD	=	30 KIPS
UPLIFT / LEG	=	145 KIPS
COMP. / LEG	=	165 KIPS
O.T. MOMENT	=	1945 FT-K



DESIGN NOTES:

- 1) ALL LEGS ARE SOLID ROUND ASTM A-572 GRADE : $F_y \geq 50$ KSI.
- 2) ALL BRACE MATERIAL IS ASTM A-36 : $F_y \geq 36$ KSI.
- 3) ALL BRACE AND FLANGE BOLTS ARE A325-X
- 4) (4) Ø1" x 6'-0" LONG (F1554 GR105) ANCHOR BOLTS PER LEG.
- 5) THIS TOWER IS DESIGNED FOR A 70 M.P.H. WIND SPEED WITH ½" ICE IN ACCORDANCE WITH THE TIA/EIA-222-F STANDARD.

ELEV.	ANTENNAS	FEEDLINES
180'	(12) 4' X 1' CELLULAR PANEL	(12) 1.625"
170'	(12) 4' X 1' CELLULAR PANEL	(12) 1.625"
160'	(12) 4' X 1' CELLULAR PANEL	(12) 1.625"
150'	(1) 6' SOLID DISH	(1) 1.625"
140'	(1) 6' SOLID DISH	(1) 1.625"

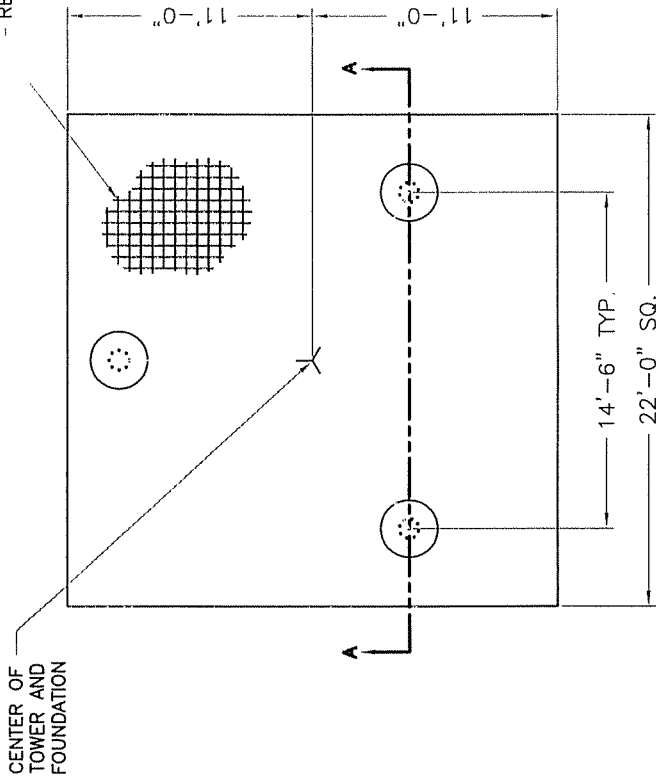
---SEE PLAN VIEW FOR FEEDLINE DISTRIBUTION
 ---STEP BOLTS UTILIZED FOR CLIMBING WITH SAFETY CLIMB DEVICE



P.O. BOX 25
 HENDERSON, KY 42419
 PHONE: (270) 830-8512
 FAX: (270) 830-8475

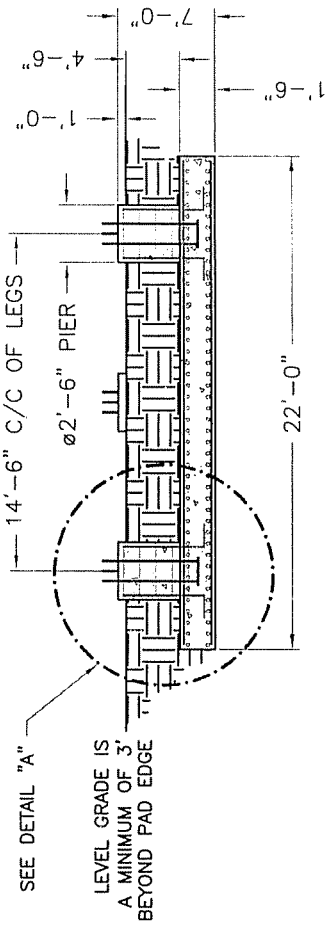
SCALE: N.T.S.	PROPRIETARY STATEMENT: THIS DRAWING IS THE PROPERTY OF ALLSTATE TOWER CO. IT IS NOT TO BE REPRODUCED OR COPIED IN ANYWAY WITHOUT PRIOR WRITTEN CONSENT OF ALLSTATE TOWER CO.	
TOLERANCE BANDS ALL DIMENSIONS ARE ±1/16" ALL ANGULAR DIM ARE ±1/2° UNLESS OTHERWISE NOTED	CUSTOMER: APPALACHIAN WIRELESS	DRAWN BY: W.MILLER
APPROX WEIGHT 15.28 KIPS	DESCRIPTION: 180' SELF SUPPORT TOWER	DATE: 09/15/2010
	LOCATION: LESLIE CO, KY.	REV:
	SITE: WENDOVER	REV. DATE:
	PROPOSAL #: AB2274 SELF SUPPORT TOWER	JOB NO. 31809E
		SHEET A

REINFORCEMENT BAR MAT



PLAN VIEW

TOTAL VOLUME OF CONCRETE = 31.2 YD³



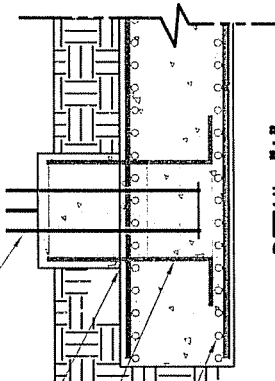
SECTION A-A

(4) $\phi 1''$ X 6'-0" OVERALL LENGTH ANCHOR BOLTS W/ 1/2" THK BEARING PLATE AT THE BOTTOM OF THE ANCHOR BOLT CLUSTER (5' MIN. ANCHOR BOLT EMBEDMENT).

USE EPOXY BONDING AGENT WHEN POURED SEPERATELY

(7) #8 VERTICAL BARS W/ #4 TIES AT 14" ON CENTER

(19) #8 HORIZONTAL BARS X 21'-6" LONG EQUALLY SPACED EACH WAY AT TOP AND BOTTOM OF MAT. (TOTAL = 76)



DETAIL "A"

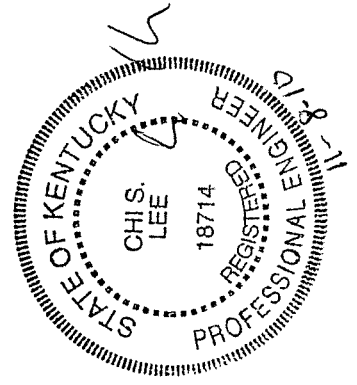
FOUNDATION INSTALLATION/DESIGN NOTES:

- THIS FOUNDATION IS DESIGNED TO MEET ALL STANDARDS SET FORTH BY ACI 318: AMERICAN CONCRETE INSTITUTE, BUILDING CODE REQUIREMENTS FOR STRUCTURAL CONCRETE, ANSI/TIA/EIA 222-F: STRUCTURAL STANDARDS FOR STEEL ANTENNA TOWERS AND ANTENNA SUPPORTING STRUCTURES.
- THIS FOUNDATION IS DESIGNED UTILIZING THE GEOTECHNICAL REPORT PERFORMED BY WENDELL HOLMES, P.G.; DATED 8-11-10. THE FOUNDATION CONTRACTOR SHALL INSTALL THE FOUNDATIONS IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE GEOTECHNICAL REPORT.
- ALL WORK PERFORMED FROM THESE DRAWINGS SHOULD BE BY QUALIFIED CONTRACTORS EXPERIENCED IN TOWER FOUNDATION CONSTRUCTION.
- ALL FOOTING EXCAVATIONS SHALL BE MANUALLY CLEANED PRIOR TO PLACING CONCRETE. COMPACT THE EXPOSED SOIL SURFACE AND ANY GRANULAR FILL UNDER THE FOUNDATION TO 95% OF THE MODIFIED PROCTOR DENSITY.
- ALL CONCRETE SHALL HAVE A MINIMUM COMPRESSIVE STRENGTH OF 3000 PSI AFTER 28 DAYS. COPIES OF THE CONCRETE CYLINDER TEST REPORTS SHALL BE SENT TO THE RESIDENT ENGINEER / INSPECTOR.
- MINIMUM CONCRETE COVER FOR REINFORCING BARS SHALL BE 3".
- FIELD BENDING OR WELDING OF REINFORCEMENT BARS IS NOT PERMITTED.
- PROVIDE CHAMFERS AT ALL EXPOSED CORNERS OF CONCRETE.
- BACKFILL NEAR AND AROUND THE FOUNDATIONS SHALL BE A WELL GRADED FILL MATERIAL PLACED IN 8" THICK LAYERS THAT HAS BEEN COMPACTED TO 95% OF THE MODIFIED PROCTOR DENSITY PER ASTM D1557.
- SOME DETAIL HAS BEEN PURPOSELY OMITTED TO CLARIFY ILLUSTRATION.

REINFORCEMENT BAR SPlicing:

- ALL LAP SPICES SHALL CONFORM TO ACI 318 REQUIREMENTS.
- REFER TO CHART BELOW WHEN REINFORCEMENT BAR SPlicing IS NECESSARY.

BAR SIZE	LAP SPICE LENGTH
3	15"
4	17"
5	21"
6	26"
7	30"
8	36"
9	46"
10	58"
11	71"



P.O. BOX 25
 HENDERSON, KY 42419
 PHONE: (270) 830-8512
 FAX: (270) 830-8475

SCALE:	PROPRIETARY STATEMENT: THIS DRAWING IS THE PROPERTY OF ALLSTATE TOWER CO. IT IS NOT TO BE REPRODUCED OR COPIED IN ANYWAY WITHOUT PRIOR WRITTEN CONSENT OF ALLSTATE TOWER CO.
SCALE	CUSTOMER: APPALACHIAN WIRELESS
TOLERANCE BANDS	DESCRIPTION: PAD/PIER FOUNDATION DESIGN
ALL DIMENSIONS ARE $\pm 1/16''$	LOCATION: LESLIE CO, KY
ALL ANGULAR DIM ARE $\pm 1/2''$ UNLESS OTHERWISE NOTED	SITE: WENDOVER
APPROX. WEIGHT	FILE NAME: AB2274
REF. SHIPPING LIST	CUSTOMER: APPALACHIAN WIRELESS
	DATE: 10/25/2010
	REV:
	REV. DATE:
	JOB NO
	SHEET
	31809E
	B



Federal Aviation Administration

<< OE/AAA

Notice of Proposed Construction or Alteration - Off Airport

Project Name: EAST -000159158-10

Sponsor: East Kentucky Network, LLC

Details for Case : Wendover

Show Project Summary

Case Status

ASN: 2010-ASO-6005-OE
 Status: Accepted

Date Accepted: 11/02/2010
 Date Determined:
 Letters: None
 Documents: None

Construction / Alteration Information

Notice Of: Construction
 Duration: Permanent
if Temporary : Months: Days:
 Work Schedule - Start: 11/20/2010
 Work Schedule - End: 12/01/2010
 State Filing: Filed with State

Structure Summary

Structure Type: Tower
 Structure Name: Wendover
 NOTAM Number:
 FCC Number:
 Prior ASN:

Structure Details

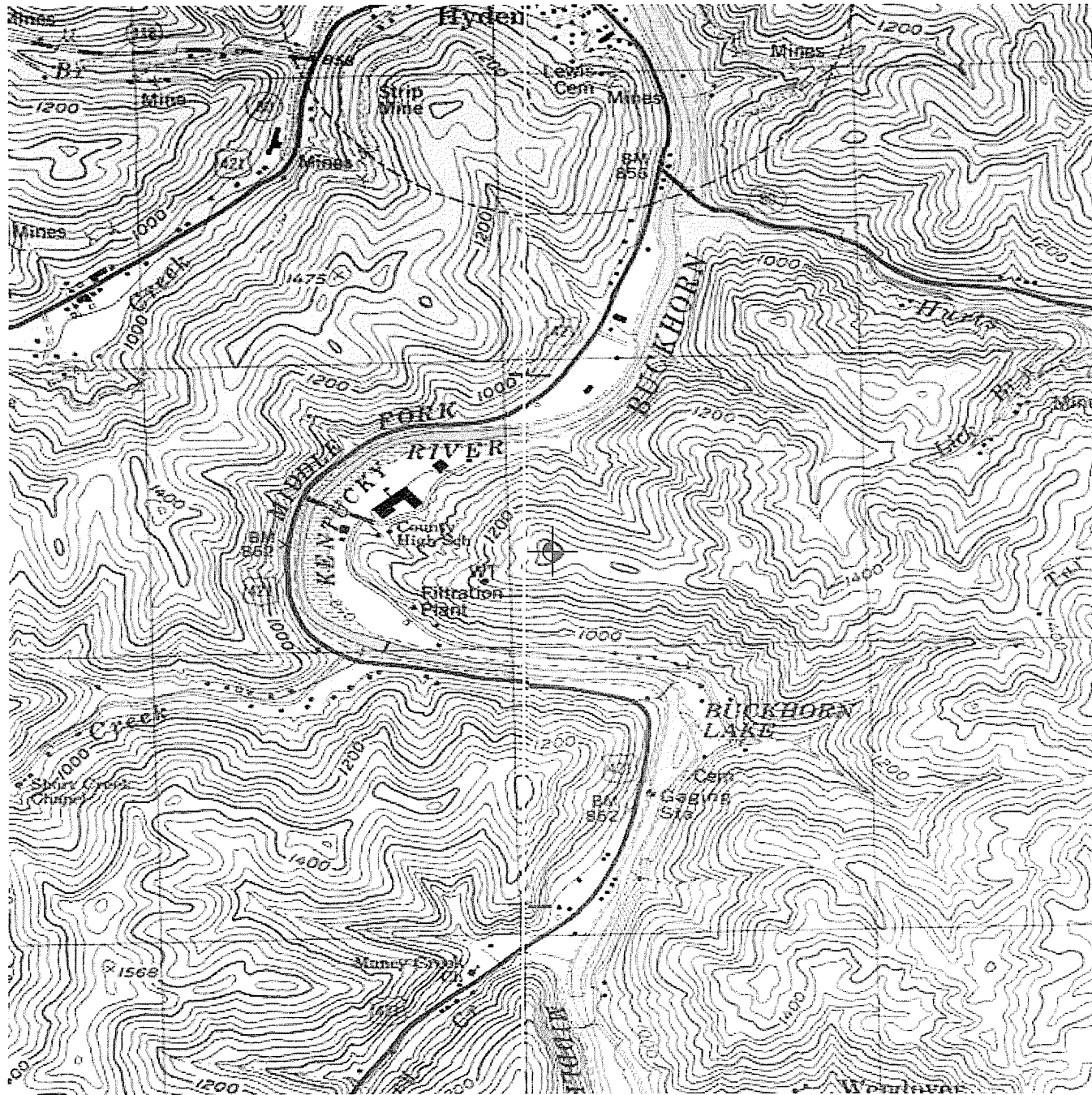
Latitude: 37° 8' 40.84" N
 Longitude: 83° 22' 26.98" W
 Horizontal Datum: NAD83
 Site Elevation (SE): 1415 (nearest foot)
 Structure Height (AGL): 190 (nearest foot)
** If the entered AGL is a proposed change to an existing structure's height include the current AGL in the Description of Proposal.*
 Requested Marking/Lighting: None
Other :
 Recommended Marking/Lighting:
 Current Marking/Lighting: None
Other :

Common Frequency Bands

Low Freq	High Freq	Freq Unit	ERP	ERP Unit
698	806	MHz	1000	W
806	824	MHz	500	W
824	849	MHz	500	W
851	866	MHz	500	W
869	894	MHz	500	W
896	901	MHz	500	W
901	902	MHz	7	W
930	931	MHz	3500	W
931	932	MHz	3500	W
932	932.5	MHz	17	dBW
935	940	MHz	1000	W
940	941	MHz	3500	W
1850	1910	MHz	1640	W
1930	1990	MHz	1640	W
2305	2310	MHz	2000	W
2345	2360	MHz	2000	W

Nearest City: Wendover
 Nearest State: Kentucky
 Description of Location: Approx. 1.4 mi NNW of Wendover (Leslie), KY
On the Project Summary page upload any certified survey.
 Description of Proposal: A new 180' tower with top-mounted antennas (overall height of 190' AGL).

Specific Frequencies



Kentucky Transportation Cabinet, Kentucky Airport Zoning Commission, 200 Mero Street, Frankfort, KY 40622 APPLICATION FOR PERMIT TO CONSTRUCT OR ALTER A STRUCTURE INSTRUCTIONS INCLUDED	Kentucky Aeronautical Study Number
---	------------------------------------

APPLICANT -- Name, Address, Telephone, Fax, etc. East Kentucky Network, LLC c/o Lukas, Nace, Gutierrez & Sachs, Chtd 8300 Greensboro Drive, Suite 1200 McLean, VA 22102 T: 703-584-8667 F: 703-584-8692	9. Latitude: <u>37</u> ° <u>08</u> ' <u>40</u> " <u>84</u> " 10. Longitude: <u>83</u> ° <u>22</u> ' <u>26</u> " <u>98</u> " 11. Datum: <input checked="" type="checkbox"/> NAD83 <input type="checkbox"/> NAD27 <input type="checkbox"/> Other _____ 12. Nearest Kentucky City: <u>Wendover</u> County <u>Leslie</u> 13. Nearest Kentucky public use or Military airport: <u>Wendell H Ford Airport</u>
--	--

2. Representative of Applicant -- Name, Address, Telephone, Fax Ali Kuzehkanani Lukas, Nace, Gutierrez & Sachs, Chtd 8300 Greensboro Drive, Suite 1200 McLean, VA 22102 T: 703-584-8667 F: 703-584-8692	14. Distance from #13 to Structure: <u>17.8</u> mi 15. Direction from #13 to Structure: <u>SSW</u> 16. Site Elevation (AMSL): <u>1,415.00</u> Feet
--	--

3. Application for: <input checked="" type="checkbox"/> New Construction <input type="checkbox"/> Alteration <input type="checkbox"/> Existing 4. Duration: <input checked="" type="checkbox"/> Permanent <input type="checkbox"/> Temporary (Months _____ Days _____) 5. Work Schedule: Start <u>11/20/2010</u> End <u>12/1/2010</u> 6. Type: <input checked="" type="checkbox"/> Antenna Tower <input type="checkbox"/> Crane <input type="checkbox"/> Building <input type="checkbox"/> Power Line <input type="checkbox"/> Landfill <input type="checkbox"/> Water Tank <input type="checkbox"/> Other _____ Marking/Painting and/or Lighting Preferred: <input type="checkbox"/> Red Lights and Paint <input type="checkbox"/> Dual - Red & Medium Intensity White <input type="checkbox"/> White - Medium Intensity <input type="checkbox"/> Dual - Red & High Intensity White <input type="checkbox"/> White - High Intensity <input type="checkbox"/> Other _____ 8. FAA Aeronautical Study Number _____	17. Total Structure Height (AGL): <u>190.00</u> Feet 18. Overall Height (#16 + #17) (AMSL): <u>1,605.00</u> Feet 19. Previous FAA and/or Kentucky Aeronautical Study Number(s): _____ 20. Description of Location: (Attach USGS 7.5 minute Quadrangle Map or an Airport layout Drawing with the precise site marked and any certified survey) Site is located approx. 1.4 mi NNW of Wendover (Leslie), KY
---	---

21. Description of Proposal: The structure will include a 180' tower with top-mounted antennas (overall height of 190' AGL). The ERP will be 500 watts.
--

22. Has a "NOTICE OF CONSTRUCTION OR ALTERATION" (FAA Form 7460-1) been filed with the Federal Aviation Administration? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes, When <u>November 02, 2010</u>

CERTIFICATION: I hereby certify that all the above statements made by me are true, complete and correct to the best of my knowledge and belief.	
Ali Kuzehkanani/Dlr of Engineering	11/2/2010
Printed Name and Title	Signature
	Date

PENALTIES: Persons failing to comply with Kentucky Revised Statutes (KRS 183.861 through 183.990) and Kentucky Administrative Regulations (602 KAR 050:Series) are liable for fines and/or imprisonment as set forth in KRS 183.990(3). Non-compliance with Federal Aviation Administration Regulations may result in further penalties.

Commission Action:	<input type="checkbox"/> Chairman, KAZC	<input type="checkbox"/> Administrator, KAZC
<input type="checkbox"/> Approved		
<input type="checkbox"/> Disapproved	Date _____	

**EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS**

FINANCIAL REPORT

December 31, 2009

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Statements of members' equity	4
Statements of cash flows	5
Notes to financial statements	6-13
INDEPENDENT AUDITOR'S REPORT ON THE SUPPLEMENTARY INFORMATION	14
SUPPLEMENTARY INFORMATION	
Statement of income detail	15 and 16



Jones, Nale & Mattingly PLC

INDEPENDENT AUDITOR'S REPORT

To the Members
East Kentucky Network, LLC
dba Appalachian Wireless
Ivel, Kentucky

We have audited the accompanying balance sheets of East Kentucky Network, LLC, dba Appalachian Wireless as of December 31, 2009 and 2008 and the related statements of income, members' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of East Kentucky Network, LLC, dba Appalachian Wireless as of December 31, 2009 and 2008 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Jones, Nale & Mattingly P.C.

Louisville, Kentucky
February 26, 2010

**EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS**

**BALANCE SHEETS
December 31, 2009 and 2008**

ASSETS	<u>2009</u>	<u>2008</u>
CURRENT ASSETS		
Cash and cash equivalents	\$ 2,874,412	\$ 5,145,165
Short-term investments	100,000	100,000
Accounts receivable, less allowance for doubtful accounts of \$1,405,597 in 2009 and \$1,054,283 in 2008	7,806,718	6,246,970
Accounts receivable, members (Notes 5 and 6)	87,192	88,078
Inventory	5,699,380	3,053,445
Prepaid expenses	<u>537,143</u>	<u>411,948</u>
Total current assets	<u>\$ 17,104,845</u>	<u>\$ 15,045,606</u>
 PROPERTY, PLANT AND EQUIPMENT (Note 3)		
Plant in service:		
General support	\$ 27,455,560	\$ 25,380,330
MTSO equipment	22,282,589	20,505,774
Cell equipment	64,198,981	55,340,782
Paging equipment	3,321,068	3,321,068
Fiber ring	7,675,975	7,429,057
Unfinished plant	<u>3,675,759</u>	<u>1,951,193</u>
	\$128,609,932	\$113,928,204
Less accumulated depreciation	<u>57,070,186</u>	<u>48,072,427</u>
	<u>\$ 71,539,746</u>	<u>\$ 65,855,777</u>
 OTHER ASSETS		
Investment in affiliated company, RTFC	\$ 112,712	\$ 112,712
Intangible assets, net of accumulated amortization of \$4,389,605 in 2009 and \$3,707,354 in 2008 (Note 2)	4,578,754	5,261,006
Other	<u>19,712</u>	<u>19,712</u>
	<u>\$ 4,711,178</u>	<u>\$ 5,393,430</u>
	<u>\$ 93,355,769</u>	<u>\$ 86,294,813</u>

The Notes to Financial Statements are an integral part of these statements.

LIABILITIES AND MEMBERS' EQUITY	2009	2008
CURRENT LIABILITIES		
Current maturities of long-term debt (Note 3)	\$ 2,685,714	\$ 3,852,381
Accounts payable	2,033,336	1,772,238
Accounts payable, member (Notes 5 and 6)	35,206	49,579
Accrued expenses	1,519,862	1,208,138
Deferred revenue, advance billings	2,133,743	1,887,230
Customer deposits	574,996	600,872
Total current liabilities	<u>\$ 8,982,857</u>	<u>\$ 9,370,438</u>
LONG-TERM DEBT, less current maturities (Note 3)	<u>\$ 13,559,207</u>	<u>\$ 16,388,735</u>
INTEREST RATE SWAPS (Note 8)	<u>\$ 1,384,261</u>	<u>\$ 2,067,821</u>
MEMBERS' EQUITY		
Members' capital accounts	\$ 70,813,705	\$ 60,535,640
Accumulated other comprehensive (loss)	(1,384,261)	(2,067,821)
	<u>\$ 69,429,444</u>	<u>\$ 58,467,819</u>
	<u><u>\$ 93,355,769</u></u>	<u><u>\$ 86,294,813</u></u>

**EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS**

**STATEMENTS OF INCOME
Years Ended December 31, 2009 and 2008**

	<u>2009</u>	<u>2008</u>
REVENUE		
Retail	\$ 46,125,449	\$ 40,207,998
Roamer	16,777,789	12,592,115
Long distance	195,754	214,296
Paging	488,500	566,677
Equipment sales, cellular	2,198,961	2,248,939
Equipment sales, paging	93,942	35,777
Other	3,649,814	3,299,759
Total revenue	<u>\$ 69,530,209</u>	<u>\$ 59,165,561</u>
EXPENSES		
Cost of cellular service	\$ 15,223,905	\$ 12,861,903
Cost of paging service	339,051	332,386
Cost of equipment sales, cellular	13,508,510	11,656,367
Cost of equipment sales, paging	57,023	56,705
Customer service	1,364,596	1,313,033
Billing	1,657,074	1,383,121
Selling	4,188,213	3,731,205
Maintenance	2,595,663	1,838,940
Utilities	900,421	711,446
Bad debts	473,634	802,158
Cell site rental	244,023	214,620
Taxes and licenses	446,482	965,327
Advertising	3,815,728	2,968,190
General and administrative	3,666,329	3,106,380
Occupancy	632,810	403,800
Depreciation	9,105,095	7,703,016
Amortization	839,546	693,384
Total expenses	<u>\$ 59,058,103</u>	<u>\$ 50,741,981</u>
Income from operations	<u>\$ 10,472,106</u>	<u>\$ 8,423,580</u>
OTHER INCOME (EXPENSE)		
Interest income	\$ 31,040	\$ 56,023
Interest expense	(1,424,984)	(1,242,505)
Universal Service Fund income (Note 7)	7,045,378	6,680,698
	<u>\$ 5,651,434</u>	<u>\$ 5,494,216</u>
Net income	<u>\$ 16,123,540</u>	<u>\$ 13,917,796</u>

The Note to Financial Statements are an integral part of these statements.

**EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS**

**STATEMENTS OF MEMBERS' EQUITY
Years Ended December 31, 2009 and 2008**

	Cellular Services, LLC	Gearhart Communi- cations Company, Inc.	Mountain Tele- communi- cations, Inc.	Thacker- Grigsby Telephone Co., Inc.	Peoples Rural Telephone Coop- erative Corp- oration, Inc.	Total
Balance, January 1, 2008	\$10,044,087	\$10,044,087	\$10,044,086	\$10,044,086	\$10,044,086	\$50,220,432
Comprehensive income:						
Net income	2,783,559	2,783,559	2,783,560	2,783,559	2,783,559	13,917,796
Change in fair value of interest rate swaps	(299,038)	(299,038)	(299,038)	(299,038)	(299,037)	(1,495,189)
Total comprehensive income	\$ 2,484,521	\$ 2,484,521	\$ 2,484,522	\$ 2,484,521	\$ 2,484,522	\$12,422,607
Capital distributions	(835,044)	(835,044)	(835,044)	(835,044)	(835,044)	(4,175,220)
Balance, December 31, 2008	\$11,693,564	\$11,693,564	\$11,693,564	\$11,693,563	\$11,693,564	\$58,467,819
Comprehensive income:						
Net income	3,224,708	3,224,708	3,224,708	3,224,708	3,224,708	16,123,540
Change in fair value of interest rate swaps	136,712	136,712	136,712	136,712	136,712	683,560
Total comprehensive income	\$ 3,361,420	\$ 3,361,420	\$ 3,361,420	\$ 3,361,420	\$ 3,361,420	\$16,807,100
Capital distributions	(1,169,095)	(1,169,095)	(1,169,095)	(1,169,095)	(1,169,095)	(5,845,475)
Balance, December 31, 2009	<u>\$13,885,889</u>	<u>\$13,885,889</u>	<u>\$13,885,889</u>	<u>\$13,885,888</u>	<u>\$13,885,889</u>	<u>\$69,429,444</u>

The Notes to Financial Statements are an integral part of these statements.

**EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS**

**STATEMENTS OF CASH FLOWS
Years Ended December 31, 2009 and 2008**

	2009	2008
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 16,123,540	\$ 13,917,796
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	9,105,095	7,703,016
Amortization	839,546	693,384
Loss (gain) on disposition of property, plant, and equipment	82,302	(3,723)
Changes in assets and liabilities, net of the effects of investing and financing activities:		
(Increase) in accounts receivable	(1,559,748)	(1,199,357)
(Increase) decrease in accounts receivable, members	886	(8,275)
(Increase) in inventory	(2,645,935)	(74,188)
(Increase) decrease in prepaid expenses	(125,195)	19,911
Decrease in other assets	--	969
Increase in accounts payable	261,098	834,045
Increase (decrease) in accounts payable, member	(14,373)	4,312
Increase in accrued expenses	311,724	84,489
Increase in deferred revenue, advance billings	246,513	381,239
Increase (decrease) in customer deposits	(25,876)	147,402
Net cash provided by operating activities	\$ 22,599,577	\$ 22,501,020
 CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	\$ (15,028,659)	\$ (19,196,297)
Proceeds from sale of property, plant and equipment	--	11,500
Purchase of intangible assets	--	(1,650,275)
Net cash (used in) investing activities	\$ (15,028,659)	\$ (20,835,072)
 CASH FLOWS FROM FINANCING ACTIVITIES		
Capital distributions	\$ (5,845,475)	\$ (4,790,603)
Proceeds from long-term borrowings	10,200,000	8,250,000
Payments on long-term borrowings	(14,196,195)	(1,758,884)
Net cash provided by (used in) financing activities	\$ (9,841,670)	\$ 1,700,513
 Net increase (decrease) in cash and cash equivalents	\$ (2,270,752)	\$ 3,366,461
 Cash and cash equivalents:		
Beginning	5,145,165	1,778,704
Ending	\$ 2,874,413	\$ 5,145,165
 SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash payments for interest	\$ 1,431,014	\$ 1,178,953

The Notes to Financial Statements are an integral part of these statements.

**EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS**

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies

Nature of operations

East Kentucky Network, LLC, dba Appalachian Wireless, is a Kentucky limited liability company formed by the merger of Appalachian Cellular, LLC, Mountaineer Cellular, LLC and East Kentucky Network, LLC on January 1, 2000. The Company is engaged in cellular telephone communications and paging services to residential and commercial customers located in eastern Kentucky. The Company's five members consist of Cellular Services, LLC; Gearheart Communications Company, Inc.; Mountain Telecommunications, Inc.; Peoples Rural Telephone Cooperative Corporation, Inc.; and Thacker-Grigsby Telephone Co., Inc.

Cash

The Company maintains its cash balances, which may exceed the federally insured limit, with several financial institutions. These financial institutions have strong credit ratings and management believes that credit risk related to the accounts is minimal.

Cash equivalents

For purposes of the statement of cash flows, the Company considers temporary investments having original maturities of three months or less to be cash equivalents.

Short-term investments

Certificates of deposit having original maturities between three and nine months are classified as short-term investments, are carried at cost, which approximates fair value, and are held to maturity. Fair value is determined by quoted prices for similar certificates of deposit in active markets.

Inventory

Inventory is composed of cellular telephone equipment, paging equipment, and accessories purchased for resale during the ordinary course of business. The inventory is valued at the lower of cost or market, cost being determined by the first-in, first-out (FIFO) method.

Property, plant and equipment

Property, plant and equipment are recorded at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the assets.

Investment

The investment in affiliated company is composed of equity certificates in Rural Telephone Finance Cooperative and is reported at cost, which approximates fair value.

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies (Continued)

Intangible assets

The customer lists, non-compete agreements, FCC licenses, bond issuance costs, loan fees and use of name are recorded at cost and are being amortized over the life of the asset by the straight-line method.

Recognition of revenue

Cellular service and paging revenues are recognized when earned. Deferred revenue consists of monthly access and feature charges billed one month in advance and recognized as revenue the following month. Revenue from telephones and accessories sold are recognized as revenue upon delivery to the customer.

Advertising

Advertising costs are expensed as incurred. At December 31, 2009 and 2008, these costs were \$3,815,729 and \$2,968,190, respectively.

Income taxes

Under existing provisions of the Internal Revenue Code, the income or loss of a limited liability company is recognized by the members for income tax purposes. Accordingly, no provision for federal income taxes has been provided for in the accompanying financial statements.

Management evaluates its potential exposures from tax positions taken that have or could be challenged by taxing authorities. These potential exposures result because taxing authorities may take positions that differ from those taken by management in the interpretation and application of statutes, regulations, and rules. There are no tax positions for which the ultimate deductibility is highly uncertain included in the accompanying financial statements.

The Company recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. The Company did not recognize any interest or penalties during the years ended December 31, 2009 and 2008.

Use of estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses.

Comprehensive income

Comprehensive income consists of net income and other comprehensive income. Other comprehensive income includes the change in fair value of interest rate swaps which is also recognized as a separate component of equity.

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies (Continued)

Subsequent events

Management has evaluated subsequent events through February 26, 2010, the date the financial statements were available to be issued.

Reclassification

Certain amounts presented in the prior period have been restated to conform with the current year presentation.

Note 2. Intangible Assets

Intangible assets consist of the following at December 31, 2009:

	Gross Amount	Accumulated Amortization
Customer lists	\$ 5,363,530	\$ (3,225,882)
Non-compete agreements	220,348	(165,657)
FCC licenses	2,452,368	(717,074)
Use of name	10,000	(6,335)
Other	922,114	(274,657)
	\$ 8,968,360	\$ (4,389,605)

Intangible assets consist of the following at December 31, 2008:

	Gross Amount	Accumulated Amortization
Customer lists	\$ 5,363,530	\$ (2,868,564)
Non-compete agreements	220,348	(150,977)
FCC licenses	2,452,368	(544,730)
Use of name	10,000	(5,669)
Other	922,114	(137,414)
	\$ 8,968,360	\$ (3,707,354)

NOTES TO FINANCIAL STATEMENTS

Note 2. Intangible Assets (Continued)

Aggregate amortization expense related to these intangible assets for the years ended December 31, 2009 and 2008 totaled \$682,251 and \$575,586, respectively. The following represents the total estimated amortization of intangible assets for each of the succeeding five years:

Year ending December 31:

2010	\$	680,000
2011		680,000
2012		680,000
2013		660,000
2014		620,000

Note 3. Long-Term Debt

Long-term debt consists of the following at December 31:

	2009	2008
Note payable, Fifth Third Bank (a)	\$ 9,033,333	\$ 11,600,000
Line of credit, Fifth Third Bank (b)	--	--
Note payable, Fifth Third Bank (c)	7,211,588	8,641,116
	\$ 16,244,921	\$ 20,241,116

(a) On February 28, 2006, the Company issued \$14,200,000 in adjustable rate notes to restructure its debt. The notes were issued pursuant to a trust indenture between the Company and U.S. Bank National Association. Principal and interest on the notes are paid from funds drawn by the Trustee under an irrevocable letter of credit issued by Fifth Third Bank. The Notes are collateralized by the assets of the Company and mature on February 1, 2016. The Notes bear interest at a floating interest rate as determined by U.S. Bank National Association (4.60% at 12/31/08). However, the Company entered into an interest rate swap contract (original notional amount of \$14,200,000) that effectively converted its floating-rate debt into a fixed-rate of 8.02%.

On February 2, 2009, the Company refinanced the remaining \$10,200,000 of the note with a new note payable that matures November 1, 2013 and is collateralized by the assets of the Company. Interest on the note is floating at monthly LIBOR plus 1.75% as determined by Fifth Third Securities, Inc. (1.99% at 12/31/09). The Company also renegotiated the terms of the interest rate swap contract and entered into an interest rate swap contract (original notional amount of \$10,200,000) that effectively converts its floating-rate debt into a fixed rate of 7.46% (see Note 8). The note is payable in monthly installments of \$116,667 plus interest through February 1, 2012 and \$125,000 plus interest thereafter through November 1, 2013 with a balloon payment due at maturity.

NOTES TO FINANCIAL STATEMENTS

Note 3. Long-Term Debt (Continued)

- (b) The line of credit agreement with Fifth Third Bank provides for borrowing up to \$2,000,000. The agreement carries a variable interest rate (3.24% at 12/31/09), is secured by the assets of the Company, and is due September 1, 2010.
- (c) On September 1, 2008, the Company borrowed \$9,000,000 to restructure existing debt, purchase new equipment and upgrade existing equipment. The note is collateralized by the assets of the Company. Interest on the note is floating at monthly LIBOR plus 3.00% as determined by Fifth Third Securities, Inc (3.24% at 12/31/09). The Company also entered into an interest rate swap contract (original notional amount of \$9,000,000) that effectively converts its floating-rate debt into a fixed rate of 7.20% (see Note 8). The note is payable in monthly installments of \$107,143 plus interest with a balloon payment due on September 1, 2013.

Under terms of the Notes, the Company has also agreed, among other things, to maintain minimum debt service coverage and minimum debt to tangible worth ratios. The Company was in violation of certain of these covenants as of December 31, 2009; however, these violations have been waived by the noteholder.

Approximate maturities or payments required on principal under note payable agreements for each of the succeeding five years are as follows:

Year ending December 31:

2010	\$ 2,685,714
2011	2,685,714
2012	2,769,048
2013	8,104,445
2014	--

Note 4. Retirement Plans

The Company has a 401(k) plan for qualifying employees who have reached twenty-one years of age. Eligible employees are allowed to invest up to 15% of their compensation and the Company has agreed to match 100% of the first 3% of the employees' contribution and 50% of the employees' contribution between 3% and 5%. The Company contributed \$124,071 and \$112,235 in matching funds for its 401(k) plan during the years ended December 31, 2009 and 2008, respectively.

The Company also offers an employer sponsored retirement savings plan for qualified employees who have reached twenty-one years of age. The Company has agreed to contribute 9% of the eligible employee's compensation, plus an additional 5% of the original contribution.

The Company contributed \$421,669 and \$371,105 to its retirement savings plan during the years ended December 31, 2009 and 2008, respectively.

NOTES TO FINANCIAL STATEMENTS

Note 5. Related Party Transactions

The Company shares personnel with three of its members. The Company paid \$210,990 and \$157,825 for shared personnel during the years ended December 31, 2009 and 2008, respectively. The Company also leased offices and warehouse space from three members. The leases are for an unspecified length of time. The annual lease expense related to these leases was \$20,483 and \$20,301 during the years ended December 31, 2009 and 2008, respectively.

The Company incurred interconnection, telephone, cable and internet access charges from its members aggregating \$1,111,251 and \$1,047,239 for the years ended December 31, 2009 and 2008, respectively.

The Company leases two cellular tower sites from the officers and majority shareholders of a member. The annual lease expense related to these leases was \$2,400 for both years ended December 31, 2009 and 2008. The leases are for an unspecified length of time. The Company also pays part of an annual lease for sharing a tower with a member for an annual fee of \$450. In addition, the Company leases one other site from a company owned by a member. The annual lease expense related to this lease for the years ended December 31, 2009 and 2008 amounted to \$11,700 and \$3,600, respectively. The Company leases cellular tower sites from the parent company of one of its other members. The annual lease expense related to these leases was \$12,463 for both years ended December 31, 2009 and 2008. The leases are for five years with options to renew.

The Company pays commissions to its members for phone sales to customers. The amount of commissions paid to related parties during the years ended December 31, 2009 and 2008 was \$45,420 and \$51,872, respectively.

The Company pays fees to companies owned by its members for advertisement in telephone directories, television and on local billboards. The amount of advertising paid to related parties was \$54,522 and \$98,276 for the years ended December 31, 2009 and 2008, respectively.

Note 6. Operating Leases

The Company has entered into operating leases with its members and other customers to provide fiber optic transmission capacity and ancillary services. The terms of these leases are for 15 years. Total rental income earned from these operating lease commitments included in the statements of income was \$1,194,626 and \$1,612,227 for the years ended December 31, 2009 and 2008, respectively. Rental income earned from the Company's members from these leases was \$799,054 and \$780,931 for the years ended December 31, 2009 and 2008, respectively.

NOTES TO FINANCIAL STATEMENTS

Note 6. Operating Leases (Continued)

Investments in operating leases are as follows at December 31:

	2009	2008
Fiber ring	\$ 7,675,975	\$ 7,429,057
Accumulated depreciation	(2,623,141)	(2,143,096)
	\$ 5,052,834	\$ 5,285,961

The future minimum rental payments expected to be received under these lease agreements for each of the succeeding five years are approximately \$1,200,000 each year.

The Company has also entered into lease agreements to obtain fiber optic transmission and digital microwave transmission services; and to rent retail office facilities. The terms of these leases are between 5 and 15 years. Total rental expense incurred from these operating lease commitments included in the statements of income was \$1,070,826 and \$805,277 for the years ended December 31, 2009 and 2008, respectively. Rental expense incurred from the Company's members from these leases was \$488,725 and \$291,461 for the years ended December 31, 2009 and 2008, respectively. The future minimum lease payments required under these lease agreements for each of the succeeding five years are approximately \$825,000 each year.

Note 7. Eligible Telecommunication Carrier

During 2005, the Company was granted Eligible Telecommunication Carrier (ETC) status by the Kentucky Public Service Commission. As an ETC, the Company receives funding from the federal Universal Service Fund (USF) to support the high cost of providing local telephone service in rural areas. USF payments amounted to \$7,045,378 and \$6,680,698 for 2009 and 2008, respectively.

Note 8. Derivative Financial Instruments, Interest Rate Swaps

The Company entered into two interest rate swap contracts with Fifth Third Bank for the purpose of converting floating-rate interest on its long-term debt to fixed rates. The interest rate swap effectively fixed \$10,200,000 at a rate of 7.46% until February 1, 2016 and fixed \$9,000,000 at a rate of 7.20% until September 1, 2013.

Under the swap contracts, the Company pays interest at 5.71% and 4.20% on the notional amounts and receives interest at LIBOR observed monthly (0.24% at December 31, 2009). The interest rate swaps qualify as, and are designated as, cash flow hedges. The swaps are designed to hedge the risk of changes in interest payments on the notes caused by changes in LIBOR. The notional amounts do not represent actual amounts exchanged by the parties, but instead represent the amounts on which the contracts are based.

NOTES TO FINANCIAL STATEMENTS

Note 8. Derivative Financial Instruments, Interest Rate Swaps (Continued)

The swaps were issued at market terms so that they had no fair value or carrying value at their inception. The carrying amount of the swaps has been adjusted to their fair value at the end of the year, which because of changes in forecasted levels of LIBOR, resulted in reporting a liability for the fair value of the future net payments forecasted under the swaps. The swap contracts permit settlement prior to maturity only through termination by the Company. The settlement amounts are determined based on forecasted changes in interest rates required under fixed and variable legs of the swaps. The Company believes the settlement amounts are the best representation of the fair value of the swaps and has adjusted their carrying amounts to the settlement amounts at the end of the year.

The carrying amounts of the swaps are classified as noncurrent since management does not intend to terminate the swaps during 2010. Since the critical terms of the swaps and the notes are approximately the same, the swaps are assumed to be effective as hedges, and none of the changes in fair values are included in income. Accordingly, all of the adjustment of the swaps' carrying amount is reported as other comprehensive income or loss in the accompanying statements of members' equity. If the swaps are terminated early, the corresponding carrying amount would be reclassified into earnings. The Company does not hold or issue interest rate swaps or other financial instruments for trading purposes.



Jones, Nale & Mattingly PLC

**INDEPENDENT AUDITOR'S REPORT ON
THE SUPPLEMENTARY INFORMATION**

To the Members
East Kentucky Network, LLC
dba Appalachian Wireless
Prestonsburg, Kentucky 41653

Our audit was made for the purpose of forming an opinion on the basic financial statements for the years ended December 31, 2009 and 2008, taken as a whole. The supplementary information shown on pages 15 and 16 is presented for purposes of additional analysis and is not a required part of the basic financial statements. The supplementary information for the years ended December 31, 2009 and 2008, has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Jones, Nale & Mattingly P.C.

Louisville, Kentucky
February 26, 2010

**EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS**

STATEMENTS OF INCOME DETAIL

	Year Ended December 31, 2009				
	RSA #9 Appalachian	RSA #10 Mountaineer	Fiber Ring	PCS	Totals
REVENUE					
Retail	\$27,227,441	\$ 17,352,651	\$ --	\$ 1,545,357	\$46,125,449
Roamer	12,256,698	4,387,287	--	133,804	16,777,789
Long distance	119,708	72,756	--	3,290	195,754
Paging	240,506	247,994	--	--	488,500
Equipment sales, cellular	1,363,757	751,079	--	84,125	2,198,961
Equipment sales, paging	66,723	27,219	--	--	93,942
Other	1,384,703	925,590	1,155,365	184,156	3,649,814
Total revenue	<u>\$42,659,536</u>	<u>\$ 23,764,576</u>	<u>\$ 1,155,365</u>	<u>\$ 1,950,732</u>	<u>\$69,530,209</u>
EXPENSES					
Cost of cellular service	\$ 8,635,517	\$ 5,825,794	\$ --	\$ 762,594	\$15,223,905
Cost of paging service	160,498	178,553	--	--	339,051
Cost of equipment sales, cellular	7,855,184	4,947,332	--	705,994	13,508,510
Cost of equipment sales, paging	35,917	21,106	--	--	57,023
Customer service	862,503	478,603	--	23,490	1,364,596
Billing	1,037,351	589,188	--	30,535	1,657,074
Selling	2,288,986	1,872,857	--	26,370	4,188,213
Maintenance	1,533,903	830,286	56,424	175,050	2,595,663
Utilities	490,919	289,019	42,536	77,947	900,421
Bad debts	232,507	267,438	--	(26,311)	473,634
Cell site rental	102,587	83,076	--	58,360	244,023
Taxes and licenses	222,113	145,361	55,166	23,842	446,482
Advertising	2,527,103	1,056,900	--	231,725	3,815,728
General and administrative	2,173,592	1,145,620	233,211	113,906	3,666,329
Occupancy	138,973	85,094	383,360	25,383	632,810
Depreciation	4,582,025	3,286,291	747,918	488,861	9,105,095
Amortization	288,965	438,924	32,032	79,625	839,546
Total expenses	<u>\$33,168,643</u>	<u>\$ 21,541,442</u>	<u>\$ 1,550,647</u>	<u>\$ 2,797,371</u>	<u>\$59,058,103</u>
Income from operations	<u>\$ 9,490,893</u>	<u>\$ 2,223,134</u>	<u>\$ (395,282)</u>	<u>\$ (846,639)</u>	<u>\$10,472,106</u>
OTHER INCOME (EXPENSE)					
Interest income	\$ 17,504	\$ 10,619	\$ 2,334	\$ 583	\$ 31,040
Interest expense	(903,773)	(498,651)	--	(22,560)	(1,424,984)
Universal Service Fund income	3,522,689	3,522,689	--	--	7,045,378
	<u>\$ 2,636,420</u>	<u>\$ 3,034,657</u>	<u>\$ 2,334</u>	<u>\$ (21,977)</u>	<u>\$ 5,651,434</u>
Net income (loss)	<u>\$12,127,313</u>	<u>\$ 5,257,791</u>	<u>\$ (392,948)</u>	<u>\$ (868,616)</u>	<u>\$16,123,540</u>

Year Ended December 31, 2008

<u>RSA #9</u>	<u>RSA #10</u>	<u>Fiber</u>	<u>PCS</u>	<u>Totals</u>
<u>Appalachian</u>	<u>Mountaineer</u>	<u>Ring</u>		
\$24,574,346	\$15,406,704	\$ --	\$ 226,948	\$40,207,998
9,424,434	3,125,657	--	42,024	12,592,115
131,994	81,285	--	1,017	214,296
259,547	307,130	--	--	566,677
1,492,348	689,288	--	67,303	2,248,939
20,869	14,908	--	--	35,777
<u>1,005,916</u>	<u>697,829</u>	<u>1,559,075</u>	<u>36,939</u>	<u>3,299,759</u>
<u>\$36,909,454</u>	<u>\$20,322,801</u>	<u>\$ 1,559,075</u>	<u>\$ 374,231</u>	<u>\$59,165,561</u>
\$ 7,464,380	\$ 5,305,238	\$ --	\$ 92,285	\$12,861,903
148,346	184,040	--	--	332,386
6,730,198	4,590,695	--	335,474	11,656,367
24,309	32,396	--	--	56,705
813,941	496,602	--	2,490	1,313,033
873,600	505,623	--	3,898	1,383,121
2,134,116	1,595,634	--	1,455	3,731,205
1,035,157	697,495	39,468	66,820	1,838,940
391,910	254,462	43,330	21,744	711,446
491,883	302,032	--	8,243	802,158
117,969	81,421	--	15,230	214,620
576,748	250,317	121,722	16,540	965,327
2,084,232	771,388	--	112,570	2,968,190
1,802,346	1,056,315	226,927	20,792	3,106,380
102,054	80,815	208,497	12,434	403,800
3,939,105	2,891,653	725,234	147,024	7,703,016
<u>226,578</u>	<u>415,142</u>	<u>22,551</u>	<u>29,113</u>	<u>693,384</u>
<u>\$28,956,872</u>	<u>\$19,511,268</u>	<u>\$ 1,387,729</u>	<u>\$ 886,112</u>	<u>\$50,741,981</u>
\$ 7,952,582	\$ 811,533	\$ 171,346	\$ (511,881)	\$ 8,423,580
\$ 21,154	\$ 31,375	\$ 3,331	\$ 163	\$ 56,023
(783,129)	(455,419)	--	(3,957)	(1,242,505)
<u>3,340,349</u>	<u>3,340,349</u>	<u>--</u>	<u>--</u>	<u>6,680,698</u>
<u>\$ 2,578,374</u>	<u>\$ 2,916,305</u>	<u>\$ 3,331</u>	<u>\$ (3,794)</u>	<u>\$ 5,494,216</u>
<u>\$10,530,956</u>	<u>\$ 3,727,838</u>	<u>\$ 174,677</u>	<u>\$ (515,675)</u>	<u>\$13,917,796</u>

**EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS**

STATEMENTS OF INCOME DETAIL (Continued)

	Year Ended December 31, 2009				
	RSA #9 Appalachian	RSA #10 Mountaineer	Fiber Ring	PCS	Totals
COST OF CELLULAR SERVICE					
Roamer pass through charges	\$ 5,678,216	\$ 4,262,977	\$ --	\$ 705,222	\$10,646,415
SCB interconnection	386,915	225,033	--	8,736	620,684
Local charges	2,483,054	1,394,735	--	76,935	3,954,724
Harold interconnection	147,008	--	--	--	147,008
Wheelwright interconnection	42,154	--	--	--	42,154
GTE interconnection	82,327	80,758	--	6,213	169,298
West Liberty interconnection	120,855	--	--	--	120,855
Chapman interconnection	100,023	--	--	--	100,023
Salyersville interconnection	280,492	--	--	--	280,492
Bluefield interconnection	--	--	--	--	--
Roanoke interconnection	9,504	--	--	--	9,504
Interconnect revenue	(804,398)	(509,320)	--	(36,485)	(1,350,203)
Fiber ring interconnection	91,884	113,896	--	1,973	207,753
TGTC interconnection and DS3 charges	--	160,480	--	--	160,480
PRTC interconnection	--	97,235	--	--	97,235
West Virginia interconnection	17,483	--	--	--	17,483
	<u>\$ 8,635,517</u>	<u>\$ 5,825,794</u>	<u>\$ --</u>	<u>\$ 762,594</u>	<u>\$15,223,905</u>
COST OF PAGING SERVICE					
Paging maintenance	\$ 6,700	\$ 3,698	\$ --	\$ --	\$ 10,398
Salaries and benefits	32,294	48,441	--	--	80,735
Tower rent	40,841	51,413	--	--	92,254
Telephone expense	--	329	--	--	329
Expanded coverage costs	--	1,596	--	--	1,596
Interconnection charges	35,280	29,613	--	--	64,893
Office and billing expense	42,935	30,372	--	--	73,307
Other	2,448	13,091	--	--	15,539
	<u>\$ 160,498</u>	<u>\$ 178,553</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ 339,051</u>

Year Ended December 31, 2008

<u>RSA #9</u> <u>Appalachian</u>	<u>RSA #10</u> <u>Mountaineer</u>	<u>Fiber</u> <u>Ring</u>	<u>PCS</u>	<u>Totals</u>
\$ 4,949,474	\$ 3,595,547	\$ --	\$ 77,604	\$ 8,622,625
237,395	144,905	--	532	382,832
2,401,115	1,387,166	--	18,826	3,807,107
134,062	--	--	--	134,062
37,412	--	--	--	37,412
62,621	63,402	--	--	126,023
46,578	--	--	--	46,578
67,775	21,616	--	161	89,552
154,146	82,148	--	658	236,952
300	--	--	--	300
13,626	--	--	--	13,626
(715,726)	(453,368)	--	(5,653)	(1,174,747)
75,602	121,000	--	157	196,759
--	171,590	--	--	171,590
--	171,232	--	--	171,232
--	--	--	--	--
<u>\$ 7,464,380</u>	<u>\$ 5,305,238</u>	<u>\$ --</u>	<u>\$ 92,285</u>	<u>\$12,861,903</u>

\$ 256	\$ 384	\$ --	\$ --	\$ 640
30,752	46,129	--	--	76,881
45,095	75,005	--	--	120,100
--	131	--	--	131
--	998	--	--	998
33,211	28,094	--	--	61,305
38,462	22,945	--	--	61,407
570	10,354	--	--	10,924
<u>\$ 148,346</u>	<u>\$ 184,040</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ 332,386</u>

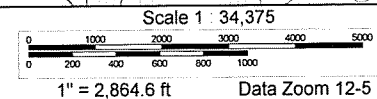
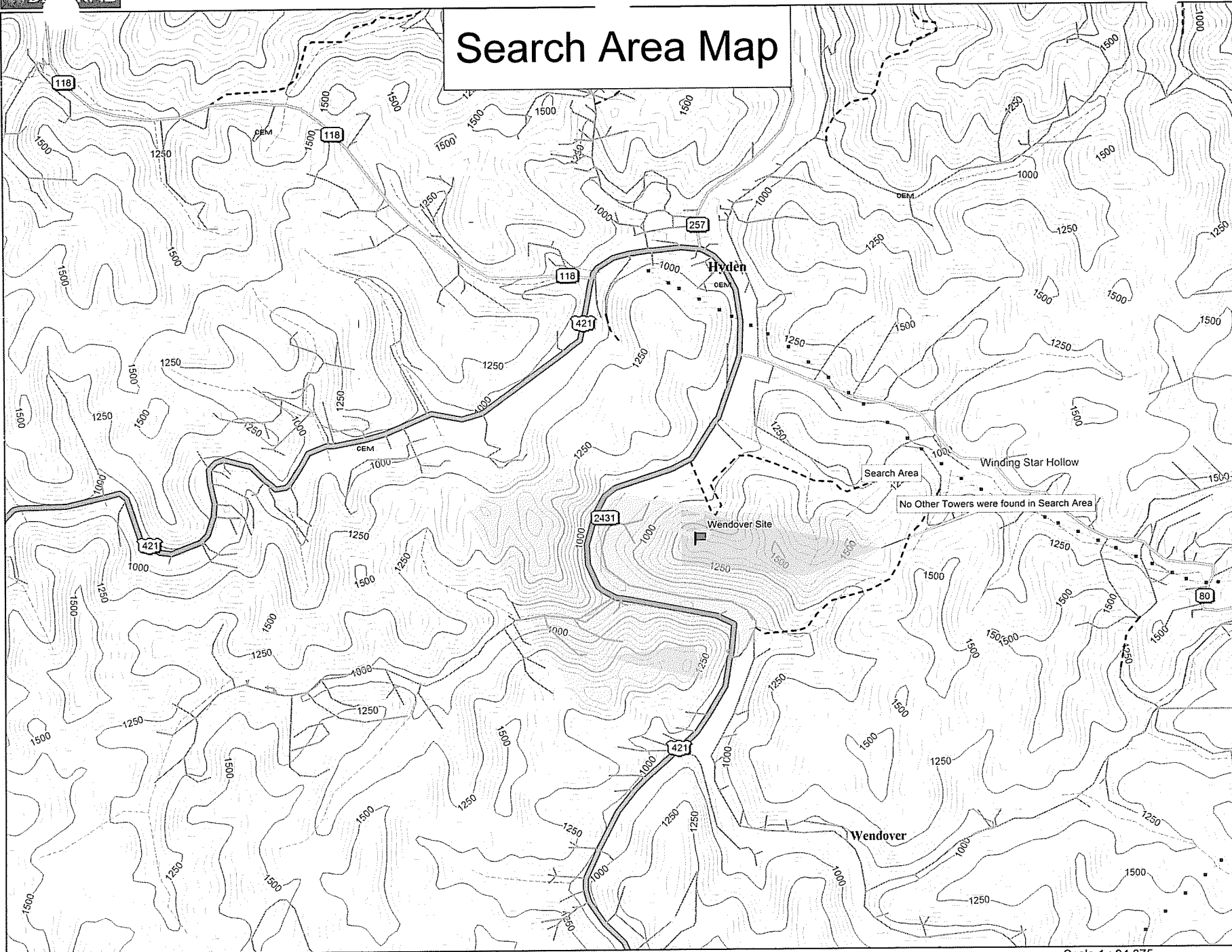
Directions to Wendover Tower Site

From the Courthouse in Hyden Kentucky Take route 421 east 1.4 miles to route 2431 (Not marked by Hwy. sign). Turn left onto Hwy. 2431 for 250 feet (Across Bridge). At the end of the bridge turn right onto Hurricane Creek Rd. (not marked by sign) and in 50 feet turns left onto Eagle Lane and continue .15 miles behind the Leslie county high school to posted tower sign. Follow red ribbons going up the hill to tower site.

Directions were written by,

Marty Thacker
Appalachian Wireless
606-438-2355 Ext. 111 (office)
606-634-9505 (cell phone)
m.thacker@tgtel.com (email)

Search Area Map



**DECLARATION AND GRANT OF PERPETUAL EASEMENT/LEASE
AND RIGHT OF WAY**

This declaration and grant of perpetual easement/lease and right of way made and entered into on this the 15th day of December, 2010, by PATSY A. ASHER and husband, JAMES ASHER, JR., BETTY HUFF and husband, DAMON HUFF, BILL MORGAN and wife, BARBARA MORGAN, LANA G. OWENS and husband, MONTE OWENS, WILMA CORNETT and husband, DOUG CORNETT, Grantors, and EAST KENTUCKY NETWORK, LLC, d/b/a APPALACHIAN WIRELESS, 101 Technology Trail, Ivel, Kentucky 41642,
Grantee;

Whereas, the Grantors are the owners of that certain tract of land located in Leslie County, Kentucky, as more particularly described in Deed Book 111, at page 108; Deed Book 85, page 319; Deed Book 69, Page 135; Deed Book 76, Page 583; Deed Book 76, Page 585; Deed Book 77, Page 634, Deed Book 77, Page 635, Deed Book 84, Page 293, Deed Book 90, Page 42, records of the Leslie County Court Clerk's Office, Leslie County, Kentucky.

Whereas, Grantors and Grantee have, for a valuable consideration as set out hereinafter agreed to the declaration and grant of a perpetual easement and lease for a portion of the property and a right of way in favor of the grantee, its successors and assigns, for a portion of the property all of which is described by meets and bounds in the description attached hereto for a tower site and made a part hereof as Exhibit "A" and shown on the Plat dated the 2ND day of November, 2010, prepared by James W. Caldwell, LLS, and the right of way as attached hereto and made a part hereof as Exhibit "B", said real property being hereinafter referred to collectively as the "premises", together with certain nonexclusive easements and right of ways as set out hereinafter;

Now therefore, for and in consideration of the sum of Twenty-five Thousand

(\$25,000.00) Dollars, the receipt and sufficiency of which is hereby acknowledged, the Grantors do hereby grant and convey unto Grantee, its successors and assigns, the perpetual right and non exclusive easement with lease to use the premises as described as Exhibit "A" and the right of way shown upon the Plat (as Exhibit "B"), and respectively attached hereto and made a part hereof, for the purpose of constructing buildings, towers, guy lines, anchors and other related facilities, including but not limited to telephone lines, coaxial lines, power lines and the installation of any and all other equipment deemed necessary by Grantee to receive and transmit any and all electronic signals in the rural service area now or hereafter to be served by the facilities. The parties hereto recognize that technology in the communications field is advancing at a rapid rate and this site may be used for any other purpose now in the development stage or which may later be developed in the communications industry to carry out the objectives of Grantee, that being to transmit and receive signals and communications by wire, fiber optics, radio and satellite, in connection with Grantee's business.

Additionally, for the consideration aforesaid, Grantors grant and conveys to Grantee, the nonexclusive easement and right of way for ingress and egress by any method, whether pedestrian or motorized vehicles of all types and descriptions, including any and all roads now existing on the remaining property of the Grantors together with the right, privilege and easement to reconstruct or relocate a roadway or easement as described herein. The road shall be constructed in a manner which allows loaded concrete trucks to travel to the tower site. Culverts will be sized and placed in accordance with Appalachian Wireless' engineers requirements. The roadway width shall be a minimum of twenty (20) feet. A ditch shall be constructed along the roadway. A stable slope above the roadway shall be formed. A minimum two (2) feet high berm shall be constructed on the outside edge of the roadway.

It is understood that the easements and right of ways granted above whether exclusive or non-exclusive, as applicable, are perpetual in nature. The Grantee, in its sole and exclusive judgment determines that the premises are no longer needed in connection with Grantee's business, and shall have the sole right to surrender the perpetual easements and right of ways granted herein upon sixty (60) days written notice of such intention to Grantor and thereafter shall have one hundred eighty (180) days within which to remove any and all of its buildings, equipment or facilities constructed upon the premises with the premises thereafter reverting to Grantors. Grantee shall maintain and keep in full force and effect public liability and property damage insurance in the amount of at least one million dollars. Grantors reserve the right to harvest any and all merchantable timber and minerals on property so long as it does nothing to the safety of the tower. Grantee will also be responsible for installing and maintaining a gate on the road accessing tower.

Grantors warrant generally the title to the premises, rights, easements and privileges granted herein. Grantors further covenant that it will not and shall not use the remainder of the property of Grantors of which this grant of easement and right of way is a part for the construction, installation or operation of any wireless communications facilities which will unreasonably interfere with Grantee's communications facility.

This grant and exhibits attached hereto constitute the entire agreement between the parties. Any oral or implied agreements or representations are incorporated into this agreement and will be of no additional or binding effect upon or between the parties hereto.

This instrument shall be interpreted under the laws of the Commonwealth of Kentucky.

The terms, covenants, and provisions of this instrument shall be binding upon the parties hereto, their respective executors, administrators, heirs, successors and assigns.

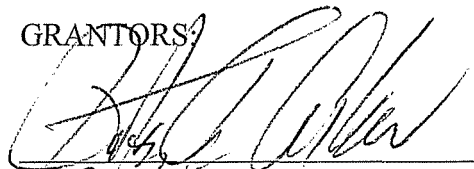
Grantee shall pay all personal property taxes assessed on or attributable to equipment used by Grantee on the premises. Grantors shall pay when due all real property taxes and other fees and assessments attributable to the premises. Grantee shall reimburse the grantor as additional compensation for any increase in the real estate taxes levied against the Grantors (or its successors or assigns) which are attributable to or arise as a result of the improvements constructed by the Grantee, its successors or assigns.

Grantee shall indemnify and save harmless the Grantors' for any liability by virtue of Grantee's activities upon the premises or in the exercise of any of the rights, privileges and rights of way granted herein, including but not limited to any claim, loss, fine, penalty and costs (including reasonable attorney fees) arising out of any violation of any environmental law or regulations. This provision shall survive the termination of this grant of easement.

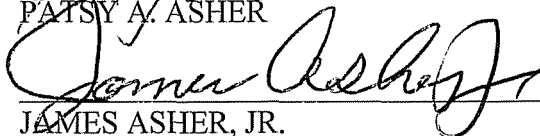
All notices, demands or other writings provided to be given, made or sent hereunder, shall be deemed to have been given when made in writing and deposited in the United States mail, certified and postage prepaid, to Grantors and Grantee at the addresses stated in the caption of this grant, unless addresses have been changed by written notice given by either party.

In Testimony Whereof, the parties have affixed their signatures on this the day and year aforesaid.


GRANTORS:



PATSY A. ASHER



JAMES ASHER, JR.



BETTY HUFF

Damon Huff
DAMON HUFF

Bill R Morgan
BILL MORGAN

Barbara Morgan
BARBARA MORGAN

Monte Owens
MONTE OWENS

Lana G. Owens
LANA G. OWENS

Wilma Cornett
WILMA CORNETT

Doug Cornett
DOUG CORNETT

GRANTEE:

EAST KENTUCKY NETWORK, LLC
d/b/a APPALACHIAN WIRELESS

BY: Maell F. Roberts

ITS: General Manager

STATE OF KENTUCKY

COUNTY OF LESLIE

Subscribed and sworn to before me by Patsy Asher and husband James Asher, Jr. as their true act and deed on this the 1st day of December, 2010.

My commission expires: 1-29-2013.

Candice Price
NOTARY PUBLIC, STATE AT LARGE

STATE OF KENTUCKY

COUNTY OF LESLIE

Subscribed and sworn to before me by Betty Huff and husband, Damon Huff as their true act and deed on this the 1st day of December, 2010.

My commission expires: 1-29-2013.

Candi Price
NOTARY PUBLIC, STATE AT LARGE

STATE OF KENTUCKY

COUNTY OF LESLIE

Subscribed and sworn to before me by Bill Morgan and wife, Barbara Morgan as their true act and deed on this the 1st day of December, 2010.

My commission expires: 1-29-2013.

Candi Price
NOTARY PUBLIC, STATE AT LARGE

STATE OF KENTUCKY

COUNTY OF LESLIE

Subscribed and sworn to before me by Monte Owens and wife, Lana G. Owens as their true act and deed on this the 1st day of December, 2010.

My commission expires: 1-29-2013.

Candi Price
NOTARY PUBLIC, STATE AT LARGE

STATE OF KENTUCKY

COUNTY OF LESLIE

Subscribed and sworn to before me by Wilma Cornett and husband, Doug Cornett as their true act and deed on this the 15th day of December, 2010.

My commission expires: 1-29-2013.

Candy Price
NOTARY PUBLIC, STATE AT LARGE

STATE OF KENTUCKY

COUNTY OF Johnson

Subscribed and sworn to before me by Gerald F. Robinette behalf of East Kentucky Network, LLC, d/b/a Appalachian Wireless as its true act and deed on this the 15th day of December, 2010.

My commission expires: 1-29-2013.

Candy Price
NOTARY PUBLIC, STATE AT LARGE

THIS INSTRUMENT WAS PREPARED BY:

Phillip Lewis
HON. PHILLIP LEWIS
P.O. BOX 915
HYDEN, KENTUCKY 41749
(606) 672-2372

**DEED DESCRIPTION
FOR SUB DIVISION OF**

Property of
Roy & Goldie Morgan Heirs
(James & Patsy A. Asher, Doug & Wilma J. Cornett, Damon & Betty L. Huff
Bill R. & Barbara Morgan, Monte & Lana G. Owens)
Middle Fork KY River
City of Hyden in Leslie County
November 2, 2010

A portion of the property lying within the tract of land located on the Middle Fork of Kentucky River in Leslie County Kentucky, near the community of Hyden. Being a part of the property conveyed by deed from Lillah Farmer, Sue B. Palmer, Ruth B. & Ray Grover, Ronald & Sherry Begley and Janet S. Baley to Roy & Goldie Morgan on 4/24/77 and recorded in deed book 85 Page 319, Helen & Bill Shoopman dated 10/19/1967 and recorded in deed book 69 Page 135, Floyd Morgan Dated 6/4/1979 and recorded in deed book 90 Page 42, Paul & Dorothy Morgan dated 8/2/1976 and recorded in deed book 84 page 293, Mary Rose Abner dated 7/__/1974 and recorded in deed book 77 page 635, Bill & Edna Waterson dated 8/__/1974 and recorded in deed book 77 page 634, John & Nora Creech dated 1/__/1973 and recorded in deed book 76 page 585, Cecil & Lena Morgan dated 6/__/1973 and recorded in deed book 76 page 583, all of the Leslie County Court House, and also a portion of the property conveyed by deed from Helen & Billy Shoopman to Roy & Goldie Morgan on 8/1/1980 and recorded in Deed Book 111 Page 108 of the Leslie County Court House.

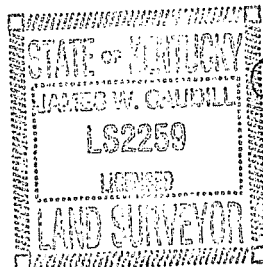
Lot 1A

Unless stated otherwise, any monument referred to herein as "set iron pin with cap" is a set 1/2" diameter rebar, at least eighteen (18") in length, with a plastic cap stamped "LS-2259". All bearings stated herein are referred to the NAD83 KY South State Plane north. This survey preformed by James W. Caudill, LS2259, on November 25, 2008.

Beginning on a set iron pin with cap marked LS2259 at the base of a 60" forked oak tree on the center of the ridge and on the property line of Allen Reed & Della Adams (book 114 page 156); thence running with the line of Allen & Della Adams and the ridge North 76 deg 01 min 33 sec West, 82.83 feet to a set iron pin with cap marked LS2259 on the ridge, North 65 deg 31 min 49 sec West, 51.00 feet to a set iron pin with cap marked LS2259 on top of the knob, being a corner to the property of Bob Begley Heirs and Ellen & Boyd Caldwell (book 20 page 324 and book 55 page 619); thence leaving the line of Allen Adams and running down the point with the line of Begley Heirs & Caldwell North 60 deg 50 min 08 sec West, 92.10 feet to a set iron pin with cap marked LS2259 on the center of the ridge, North 40 deg 22 min 56 sec West, 101.47 feet to a set iron pin with cap marked LS2259 on the center of the point; thence leaving the line of Begley Heirs & Caldwell and running around the hill severing the land of Roy & Goldie Morgan Heirs (deed book 85 page and deed book 111 page 180) South 89 deg 27 min 45 sec East, 64.69 feet to a set iron pin with cap marked LS2259 on the hillside, South 76 deg 50 min 20 sec East, 118.37 feet to a set iron pin with cap marked LS2259 on the hillside, South 47 deg 43 min 09 sec East, 71.24 feet to a set iron pin with cap marked LS2259 on the hillside, South 24 deg 39 min 17 sec East, 96.62 feet to the point of beginning.

Containing a calculated area of 19875 sq ft or 0.46 acres.

This according to a survey by James W. Caudill, PLS #2259, on November 25, 2008.



James W. Caudill
James W. Caudill, PLS #2259

APPALACHIAN WIRELESS

101 TECHNOLOGY TRAIL
IVEL, KY. 41642

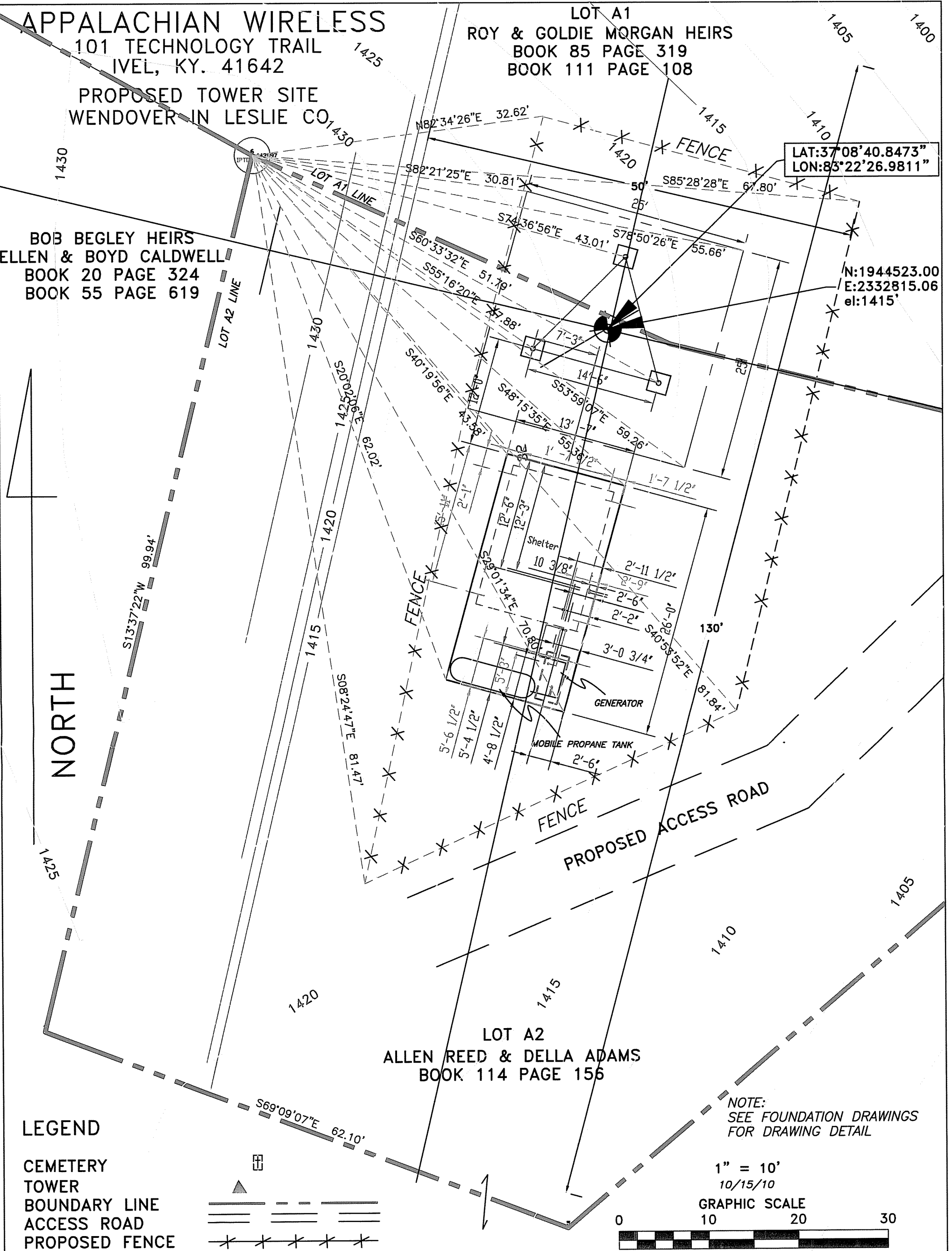
PROPOSED TOWER SITE
WENDOVER IN LESLIE CO

LOT A1
ROY & GOLDIE MORGAN HEIRS
BOOK 85 PAGE 319
BOOK 111 PAGE 108

LAT: 37°08'40.8473"
LON: 83°22'26.9811"

BOB BEGLEY HEIRS
ELLEN & BOYD CALDWELL
BOOK 20 PAGE 324
BOOK 55 PAGE 619

N: 1944523.00
E: 2332815.06
el: 1415'



LEGEND

- CEMETERY
- TOWER
- BOUNDARY LINE
- ACCESS ROAD
- PROPOSED FENCE

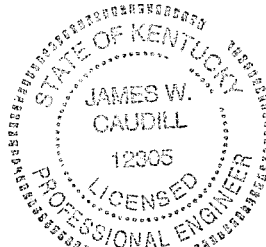
NOTE:
SEE FOUNDATION DRAWINGS
FOR DRAWING DETAIL

1" = 10'
10/15/10

GRAPHIC SCALE



- THE PROPOSED TOWER HAS BEEN LOCATED USING DUAL FREQUENCY GPS UNIT PROCESSED BY "OPUS"
- STATE PLANE COORDINATES NAD 83 KY SOUTH ZONE N 1944523.00, E 2332815.06, EL 1415 FT MSL
- PRECISION: HORIZONTAL=0.30' VERTICAL=0.50'
- PROPERTY LINE INFORMATION TAKEN FROM DEEDS AND VERIFIED IN THE FIELD.



PROPOSED SITE PLAN AND STRUCTURE LOCATION
WENDOVER TOWER APPALACHIAN WIRELESS



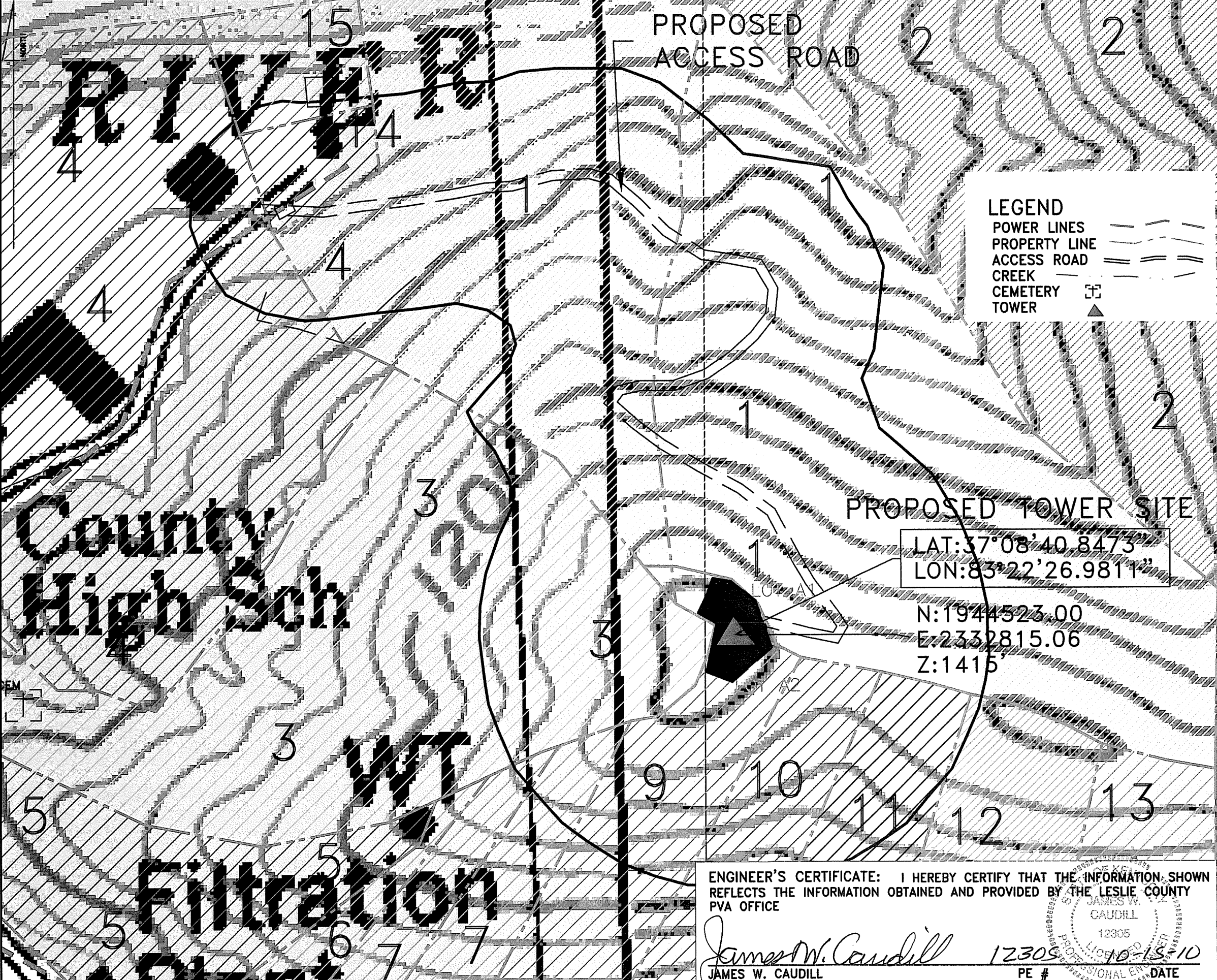
ENGINEER'S CERTIFICATE: I HEREBY CERTIFY THAT THIS DOCUMENT
WAS PREPARED BY ME OR UNDER MY DIRECTION.

James W. Caudill
JAMES W. CAUDILL

12325
P.E.#

10-15-10
DATE

HYDEN EAST 7.5' QUADRANGLE



APPALACHIAN WIRELESS
 101 TECHNOLOGY TRAIL
 IVEL, KY. 41642

PROPOSED TOWER SITE
 LESLIE COUNTY OF KY

MORGAN/ADAMS PROPERTY
 WENDOVER TOWER

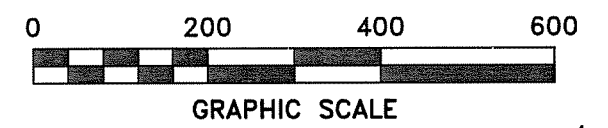
LEGEND

POWER LINES	
PROPERTY LINE	
ACCESS ROAD	
CREEK	
CEMETERY	
TOWER	

LAND OWNERS:

- | | | | |
|---|---|----|--|
| 1 | ROY & GOLDIE MORGAN
P.O. BOX 362
HYDEN, KY 41749 | 8 | MORGAN BEGLEY CEMETERY
P.O. BOX 362
HYDEN, KY 41749 |
| 2 | LEROY LEWIS ET. AL.
P.O. BOX 2154
HYDEN, KY 41749 | 9 | ALLEN REED & DELLA ADAMS
539 WENDOVER ROAD
HYDEN, KY 41749 |
| 3 | BOB BEGLEY HEIRS
C/O MERLE BEGLEY
465 RADIO STA RD
LEBANON, KY 40033 | 10 | WILLARD & ALPHA ADAMS
P.O. BOX 701
HYDEN, KY 41749 |
| 4 | ELLEN CALDWELL
3776 N SUNNY SIDE DR
SCOTTSBURG, IN 47170 | 11 | DOUGLAS & LINDA ADAMS
P.O. BOX 752
HYDEN, KY 41749 |
| 5 | LESLIE CO BD EDUCATION
P.O. BOX 1447
HYDEN, KY 41749 | 12 | KENNETH & ANN ADAMS
741 WENDOVER ROAD
HYDEN, KY 41749 |
| 6 | HYDEN, LESLIE CO. WATER DIST
325 WENDOVER ROAD
HYDEN, KY 41749 | 13 | KENNETH & ANN ADAMS
741 WENDOVER ROAD
HYDEN, KY 41749 |
| 7 | DOUGLAN & VANDA BOWLING
P.O. BOX 651
HYDEN, KY 41749 | 14 | DAMON & BETTY HUFF
P.O. BOX 293
HYDEN, KY 41749 |
| 8 | JAMES & MARGERET HACKER
461 WENDOVER ROAD
HYDEN, KY 41749 | 15 | KEVIN R HUFF
P.O. 136
HYDEN, KY 41749 |

A1 APPALACHIAN WIRELESS
 A2 101 TECHNOLOGY TRAIL
 IVEL, KY. 41642



1" = 200' 10/15/10

MAP SHOWING STRUCTURES & LAND OWNERS
 WITHIN 500 FT OF THE PROPOSED TOWER

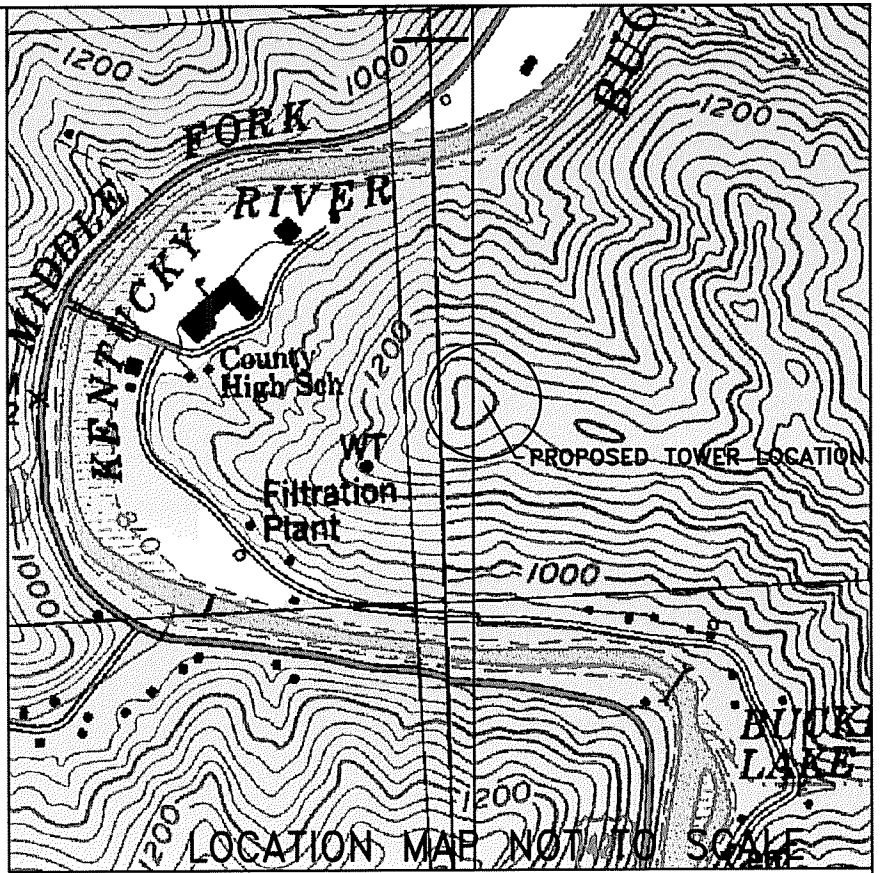
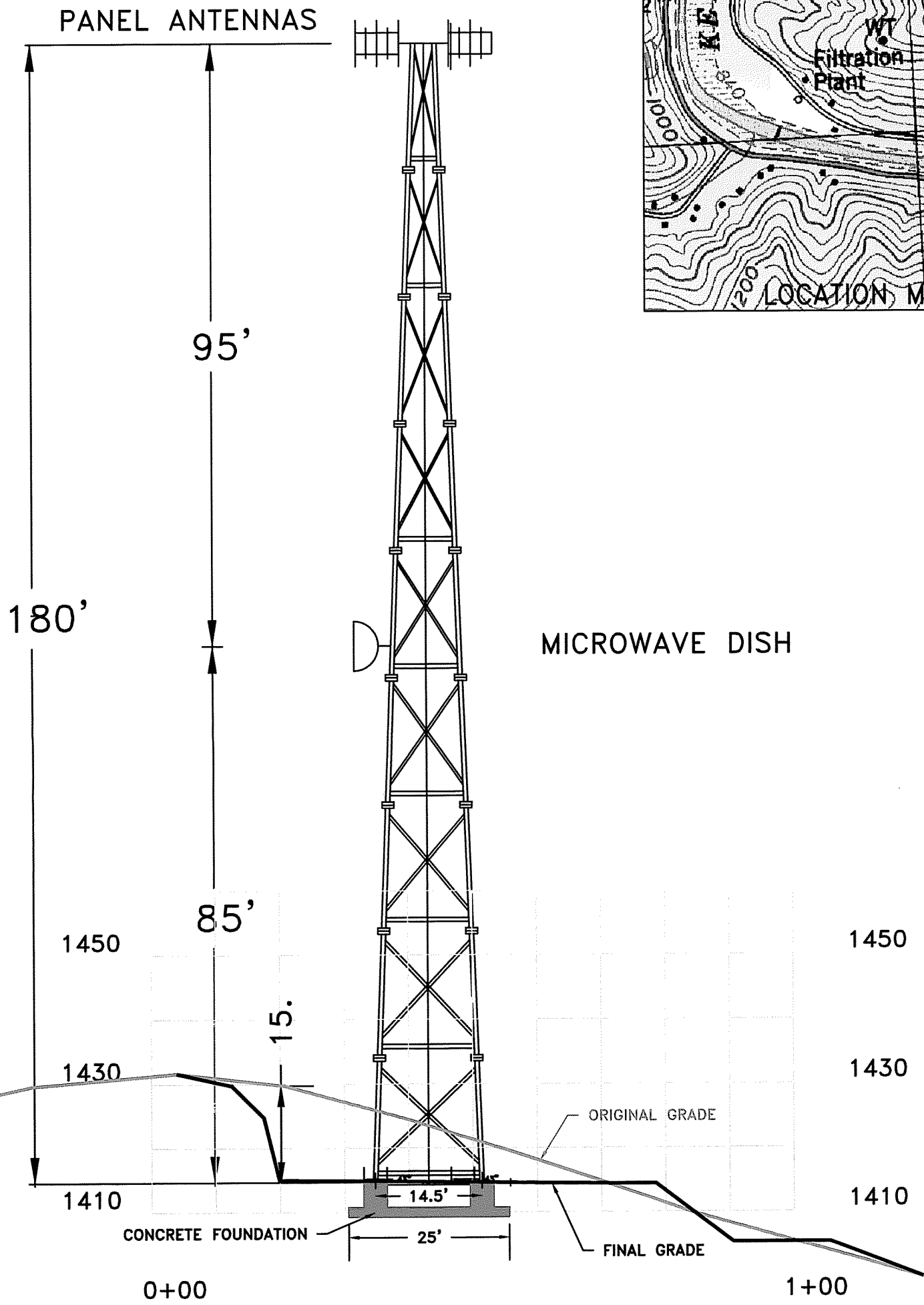
ENGINEER'S CERTIFICATE: I HEREBY CERTIFY THAT THE INFORMATION SHOWN
 REFLECTS THE INFORMATION OBTAINED AND PROVIDED BY THE LESLIE COUNTY
 PVA OFFICE

James W. Caudill
 JAMES W. CAUDILL
 12305
 PE # 10-15-10
 DATE

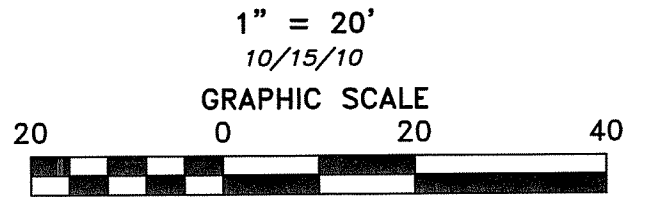
COLEMAN
 ENGINEERING

P.O. BOX 153, HINDMAN, KY 41822

PROFILE WITH TOWER

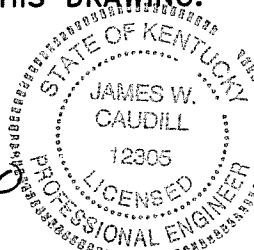


APPALACHIAN WIRELESS
 101 TECHNOLOGY TRAIL
 IVEL, KY. 41642
 PROPOSED TOWER SITE
 WENDOVER IN LESLIE CO



THIS IS A VERTICAL PROFILE SKETCH OF THE TOWER INDICATING THE PROPOSED ANTENNA AND DISH ELEVATIONS. NO DESIGN CRITERIA WAS CONSIDERED IN THE PREPARATION OF THIS DRAWING.

James W. Caudill 12305 10-15-10
 JAMES W. CAUDILL P.E. DATE



PROPOSED SITE PLAN AND STRUCTURE LOCATION
 WENDOVER TOWER APPALACHIAN WIRELESS

COLEMAN ENGINEERING
 P.O. BOX 153, HINDMAN, KY 41822