

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

RECEIVED

MAY 26 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 2009-00453
NECESSITY TO CONSTRUCT A TOWER IN JOHNSON)
COUNTY, KENTUCKY).

East Kentucky Network, LLC, d/b/a Appalachian Wireless, was granted authorization to provide cellular service in the KY-9 Cellular Market Area (CMA451) 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 Johnson 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 300 foot self-supporting tower on a tract of land approximately 4.7 miles north northeast of Paintsville in Johnson County, Kentucky (37°52'54.63"N 82°47'09.64"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.

Johnson County has no formal local planning unit. In absence of this unit the Johnson 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 Paintsville Herald's April 30th, May 5th, 7th & 12th, 2010 editions. Enclosed is a copy of that notice in Exhibit 3. The Paintsville Herald is the newspaper with the largest circulation in Johnson 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 approvals 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 April 19, 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 deed 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.

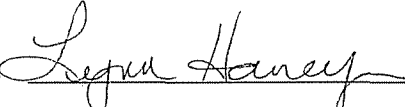
Due to the steep hillside surrounding the proposed site, the property in close proximity is unsuitable for any type of development. East Kentucky Network LLC's operation will not affect the use of nearby land nor its value. No more suitable site exists in the area. A copy of the search area map is enclosed 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.

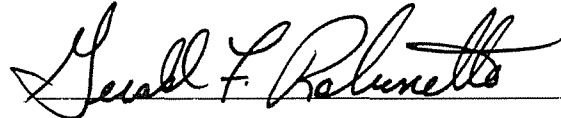
Enclosed, and filed as Exhibit 10 is a survey of the proposed tower site signed by a Kentucky registered professional engineer.

Exhibit 12 contains a vertical sketch of the tower supplied by Summit 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, Compliance Coordinator for East Kentucky Network, LLC d/b/a Appalachian Wireless. All related questions or correspondence concerning this filing should be mailed to East Kentucky Network, LLC d/b/a/ Appalachian Wireless, 101 Technology Trail, Ivel, KY 41642.

SUBMITTED BY:  DATE: 5/24/10
Lynn Haney, Compliance Coordinator

APPROVED BY:  DATE: 5-24-10
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

ULS License

Cellular License - KNKN880 - East Kentucky Network, LLC d/b/a Appalachian Wireless

Call Sign	KNKN880	Radio Service	CL - Cellular
Status	Active	Auth Type	Regular

Market

Market	CMA451 - Kentucky 9 - Elliott	Channel Block	B
Submarket	0	Phase	2

Dates

Grant	08/28/2001	Expiration	10/01/2011
Effective	11/11/2009	Cancellation	

Five Year Buildout Date

10/23/1996

Control Points

1 U.S. 23, HAROLD, KY

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	P:(703)584-8665 F:(703)584-8695 E:pgist@fcclaw.com
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Ownership and Qualifications

Radio Service Type	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.

Demographics

Race

Ethnicity

Gender

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

William Henry Clay
235 Hill Top Road
Nippa, KY 41240

Bert Osborne
P.O. Box 448
Wittensville, KY 41274

Fredrick Burchett
2469 KY Rt 201
Sitka, KY 41255

Neva Jo Brooks
C/O Rowena Duke
281 Anderson Road
Georgetown, KY 40321

Dewayne Howard
393 Hilltop Road
Nippa, KY 41240

Charles Cundiff
423 Hilltop Road
Nippa, KY 41240

Ruby Bowlen
445 Hilltop Road
Nippa, KY 41240

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

Hilltop Enterprises, Inc.
C/O Ronnie Burchett
5141 North U.S. 23
Nippa, KY 41240

Charles Pack
P.O. Box 554
Wittensville, KY 41274

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

April 21, 2010

William Henry Clay
235 Hill Top Road
Nippa, KY 41240

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2009-00453)

East Kentucky Network, LLC d/b/a Appalachian Wireless has applied 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 Johnson County. The facility will include a 300 foot self-supporting tower with attached antennas extending upwards, and an equipment shelter located on a tract of land approximately 4.7 miles NNE of Paintsville in Johnson 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. 2009-00453 in your correspondence.

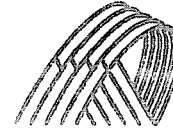
Sincerely,

Lynn Haney
Staff Accountant

Enclosure 1

EAST KENTUCKY NETWORK
101 TECHNOLOGY TRAIL
WITTENSVILLE, KY 41274
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

April 21, 2010

Bert Osborne
P.O. Box 448
Wittensville, KY 41274

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Sincerely,

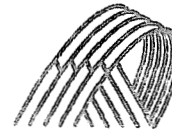
A handwritten signature in cursive script that reads "Lynn Haney".

Lynn Haney
Staff Accountant

Enclosure 1

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

April 21, 2010

Fredrick Burchett
2469 KY Rt 201
Sitka, Ky 41255

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Sincerely,

Lynn Haney
Staff Accountant

Enclosure 1

EAST KENTUCKY NETWORK
101 TECHNOLOGY TRAIL
MIDWAY, 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

April 21, 2010

Neva Jo Brooks
C/O Rowena Duke
281 Anderson Road
Georgetown, KY 40321

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2009-00453)

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VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

April 21, 2010

Dewayne Howard
393 Hilltop Road
Nippa, KY 41240

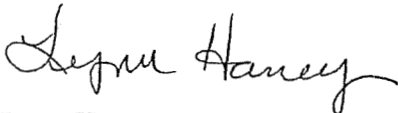
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Staff Accountant

Enclosure 1

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



VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

April 21, 2010

Charles Cundiff
423 Hilltop Road
Nippa, KY 41240

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2009-00453)

East Kentucky Network, LLC d/b/a Appalachian Wireless has applied 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 Johnson County. The facility will include a 300 foot self-supporting tower with attached antennas extending upwards, and an equipment shelter located on a tract of land approximately 4.7 miles NNE of Paintsville in Johnson 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,

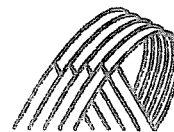
A handwritten signature in cursive script that reads "Lynn Haney".

Lynn Haney
Staff Accountant

Enclosure 1

EAST KENTUCKY NETWORK
101 TECHNOLOGY TRAIL
LEVEL, KY 41642
PHONE: (606) 874-7550
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INFO@EKN.COM
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EAST KENTUCKY
NETWORK



VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

April 21, 2010

Ruby Bowlen
445 Hilltop Road
Nippa, Ky 41240

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2009-00453)

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Sincerely,

A handwritten signature in cursive script that reads "Lynn Haney". The signature is written in black ink and is positioned above the printed name and title.

Lynn Haney
Staff Accountant

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

April 21, 2010

Hilltop Enterprises, Inc.
C/O Ronnie Burchett
5141 North U.S. 23
Nippa, KY 41240

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Sincerely,

Lynn Haney
Staff Accountant

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VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

April 21, 2010

Charles Pack
P.O. Box 554
Wittensville, KY 41274

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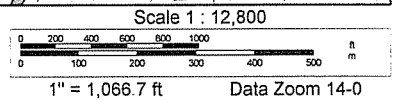
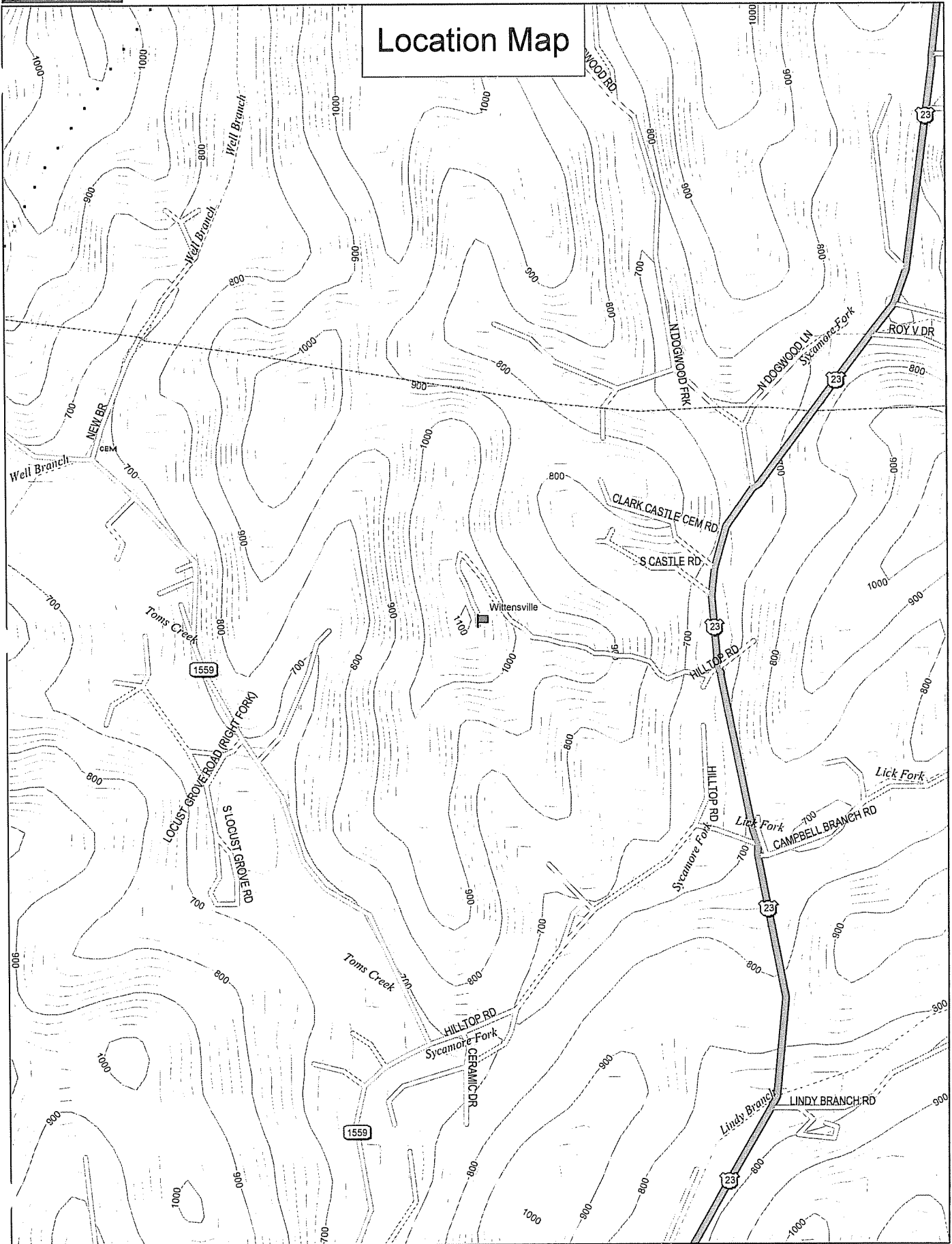
Sincerely,

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

Lynn Haney
Staff Accountant

Enclosure 1

Location Map



EAST KENTUCKY NETWORK
101 TECHNOLOGY TRAIL
LEVEL, 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

April 21, 2010

Roger T. Daniel, Judge Executive
230 Court St., Ste 201
P.O. Box 868
Paintsville, KY 41240

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2009-00453)

East Kentucky Network, LLC d/b/a Appalachian Wireless has applied 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 Johnson County. The facility will include a 300 foot self-supporting tower with attached antennas extending upwards, and an equipment shelter located on a tract of land approximately 4.7 miles NNE of Paintsville in Johnson 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 Johnson 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.

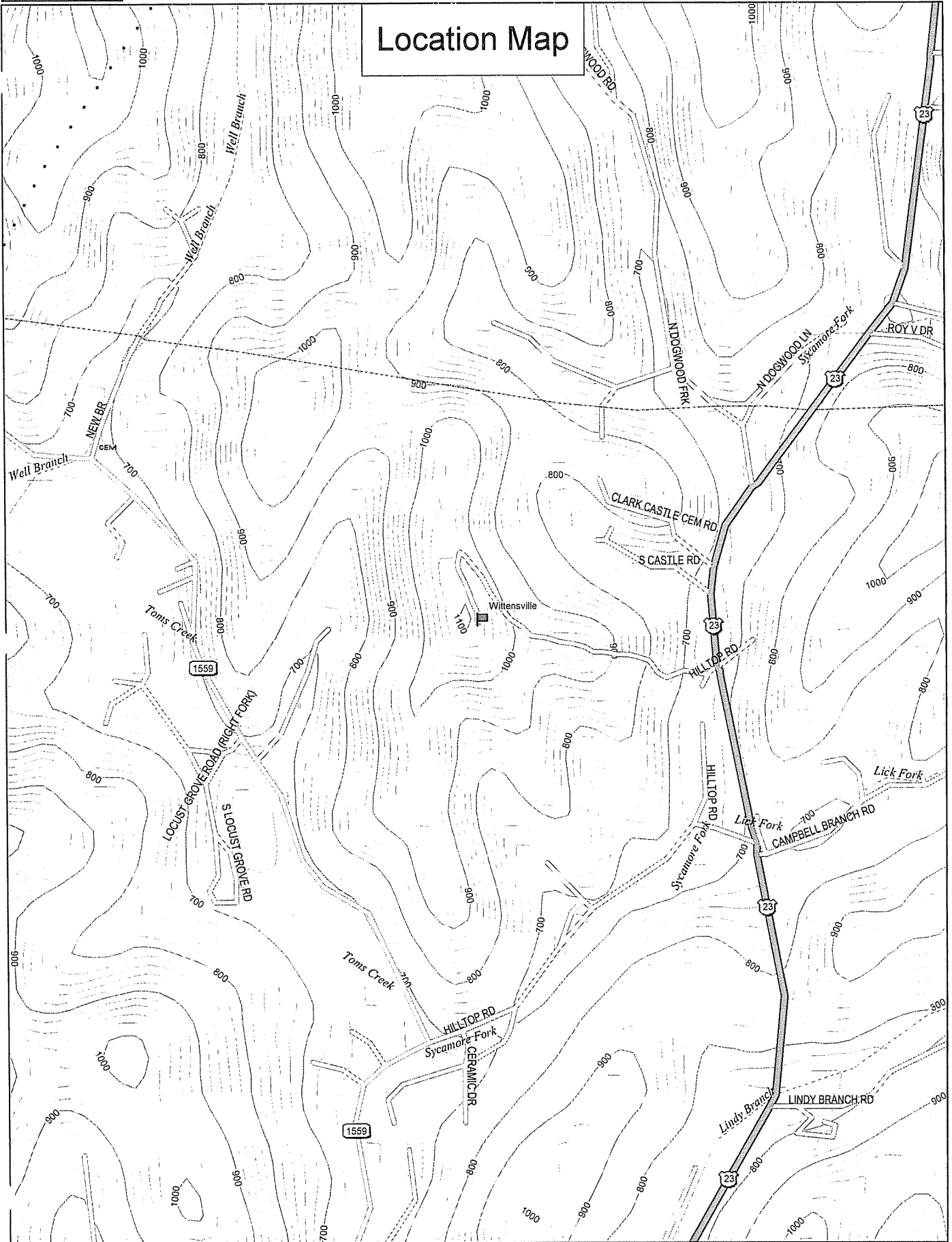
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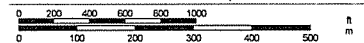
Lynn Haney
Staff Accountant

Enclosure

Location Map



Scale 1 : 12,800



1" = 1,066.7 ft Data Zoom 14-0

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

EAST KENTUCKY
NETWORK



To: The Paintsville Herald

From: Lynn Haney

Staff Accountant

Date: April 27, 2010

Re: PUBLIC NOTICE ADVERTISEMENT

Pages: 1 (including this cover)

Please place the following Public Notice Advertisement in the Paintsville Herald for the next two weeks.

PUBLIC NOTICE:

RE: Public Service Commission of Kentucky (CASE NO. 2009-00453)

Public Notice is hereby given that East Kentucky Network, LLC, dba Appalachian Wireless has applied to the Kentucky Public Service Commission to construct a cellular telecommunications tower on a tract of land located approximately 4.7 miles NNE of Paintsville in Johnson County, Kentucky. The proposed tower will be a 300 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. 2009-00453.

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
Staff Accountant

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.

Lynn Haney

From: Lynn Haney [lhaney@ekn.com]
Sent: Tuesday, April 27, 2010 9:09 AM
To: 'bookkeeping@paintsvilleherald.com'
Subject: Public Notice Advertisement

Attachments: Public Notice Advertisement.doc

I have attached a public notice advertisement to be ran for 2 consecutive weeks. It should run in the April 30, May 5, 7 & 12 editions.

You can send the bill to the following address:

Appalachian Wireless
Attn: Lynn Haney
101 Technology Trail
Ivel, KY 41642

Please send confirmation that you have received this ad.

Feel free to contact me if you have any questions.

Thank You,

Lynn Haney
Staff Accountant-Fixed Assets
East Kentucky Network, LLC
dba Appalachian Wireless

(606) 791-2375 ext. 1007
(606) 791-2225 (fax)

WENDELL R. HOLMES, P.G.
120 Church Street
Whitesburg, KY 41858
(606) 438-7250

April, 19, 2010

Wittensville Tower Site

Purpose:

A site assessment was conducted for Appalachian Wireless on a tract of land located in Johnson County. The site of the proposed tower is now a 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 320 excavator was used to expose the bedrock material. It is approximately 4 feet to the sandstone bedrock. (See attached page for descriptions of materials encountered.) The tower is located in the Big Sandy River Valley.

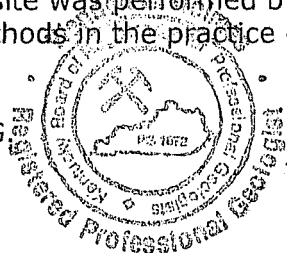
The terrain in Johnson County is moderately to very steep. The sandstone formation below the tower site is approximately 10.00 feet thick, based on the information obtained from the site investigation and geological maps of the area.

Conclusions:

The proposed tower site is located on 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

WENDELL R. HOLMES, P.G.

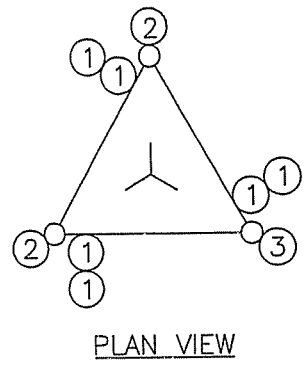
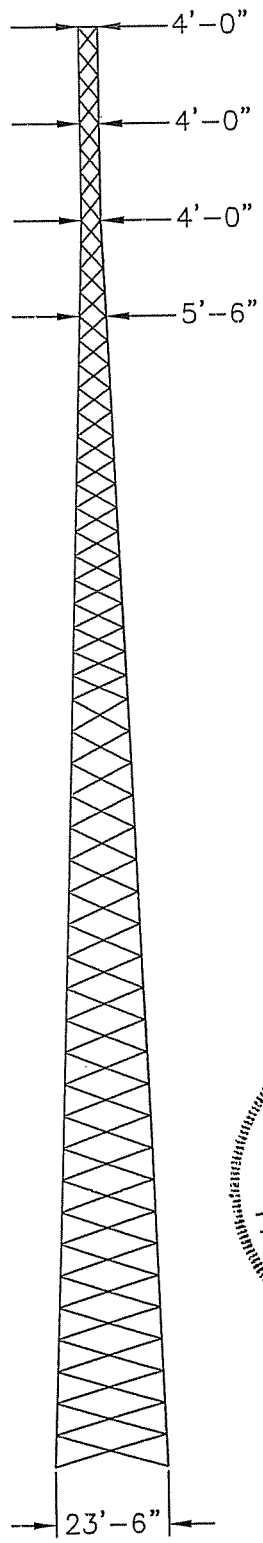
120 Church Street
Whitesburg, Ky. 41858
(606)438-7250

Geologist Log

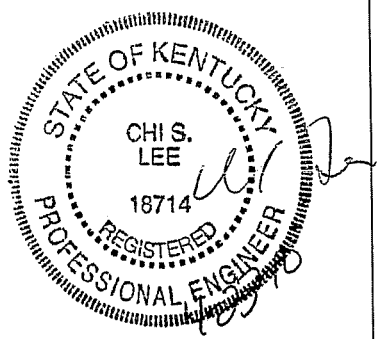
Location: Wittensville Tower Site

Unit Thickness	Total depth	Strata	Description
4.00'	4.00'	Soil	Sandy and Brown
10.00'	14.00'	Sandstone	Brown, gray and Weathered

LEG DIA.	ø5"	ø4.75"	ø4.75"	ø4.5"	ø4.5"	ø4.25"	ø4"	ø3.75"	ø3.5"	ø3.25"	ø3"	ø2.75"
DIAGONALS	L4" x .25"	L3.5" x .25"	L3x.25	L3" x .1875"	L2" x .1875"	N/A	B	A	A	A	A	A
GIRTS												
BRACE BOLTS	ø.875"	ø.75"	ø.75"	ø.75"	ø.625"							
FLANGE BOLTS	ø1.5"	ø1.25"	ø1.25"	ø1.25"	ø1"							
# OF BAYS	3 BAY : X-BRACED			4 BAY : X-BRACED								



PLAN VIEW REF:
 1) (6) 1.625" LINES
 2) (1) 1.625" LINE
 3) STEP BOLTS



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) (8) ø2" x 6'-0" LONG (A-36) ANCHOR BOLTS PER LEG.
 5) THIS TOWER IS DESIGNED FOR A 90 M.P.H. WIND SPEED AND A 30 M.P.H. WIND SPEED WITH 3/4" OF ICE IN ACCORDANCE WITH THE TIA/EIA-222-G STANDARD.

SYMBOL LIST:	
A	= L1.75" x .1875"
B	= L2.5" x .1875"
BASE REACTIONS:(FACTORED)	
TOTAL SHEAR	= 70 KIPS
AXIAL LOAD	= 99 KIPS
UPLIFT / LEG	= 514 KIPS
COMP. / LEG	= 580 KIPS
O.T. MOMENT	= 11123 FT-K

ELEV.	ANTENNAS	FEEDLINES
300'	(12) 4' x 1' CELLULAR PANEL	(12) 1.625"
290'	(12) 4' x 1' CELLULAR PANEL	(12) 1.625"
280'	(12) 4' x 1' CELLULAR PANEL	(12) 1.625"
270'	(2) 8' HP DISH	(2) 1.625"

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



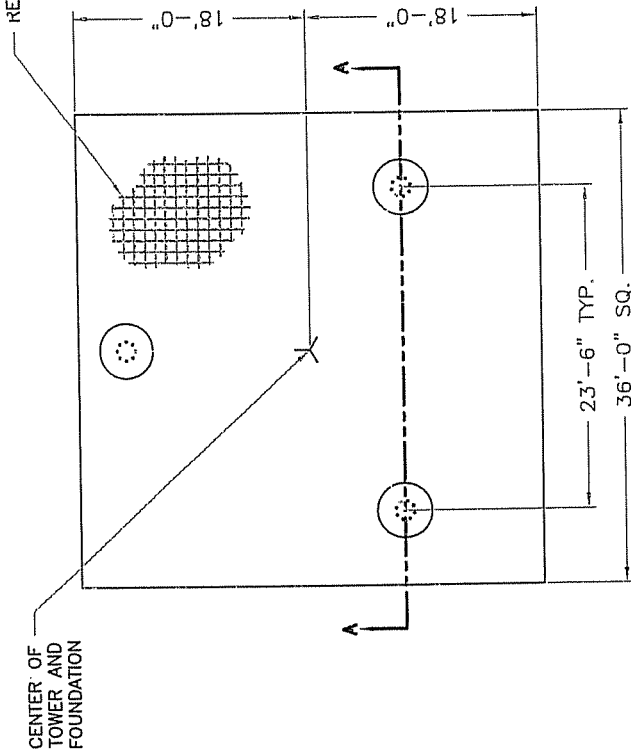
P.O. BOX 25
 HENDERSON, KY 42419
 PHONE: (270) 830-8512
 FAX: (270) 830-8475

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
APPROX. WEIGHT 59.09 KIPS	PROPOSAL #: 28143F - SELF SUPPORT TOWER
DRAWN BY: W.MILLER	DATE: 12/28/2009
DESCRIPTION: 300' SELF SUPPORT TOWER	REV. DATE: REV. DATE
LOCATION: JOHNSON COUNTY, KY	JOB NO. 28143F
SITE: WITTENSVILLE	SHEET A



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

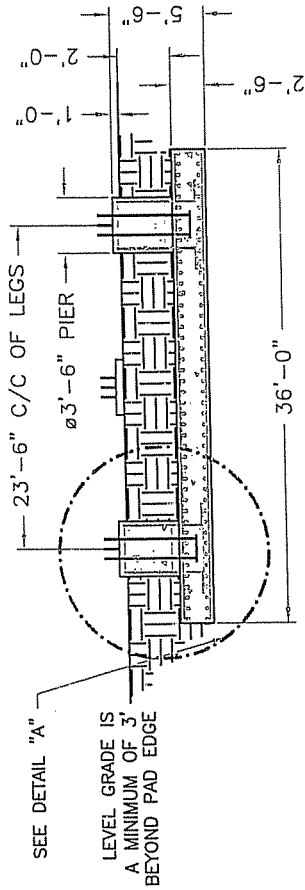
SCALE: SCALE		PROPRIETARY STATEMENT: THIS DRAWING IS THE PROPERTY OF ALLSTATE TOWER CO. IT IS NOT TO BE REPRODUCED OR COPIED IN ANYWAY WITHOUT PRIOR WRITTEN CONSENT OF ALLSTATE TOWER CO.	
TOLERANCE BANDS	DESCRIPTION: APPALACHIAN WIRELESS	DRAWN BY: W.MILLER	DATE: 12/28/2009
ALL DIMENSIONS ARE ±1/16" ALL ANGULAR DIM ARE ±1/2" UNLESS OTHERWISE NOTED	LOCATION: JOHNSON COUNTY, KY	REV: 1	REV. DATE: 04/23/2010
APPROX. WEIGHT	SITE: WITTEVILLE	JOB NO: 28143F	SHEET 2
REF. SHIPPING LIST	FILE NAME: 28143F FOUNDATION DESIGN		



PLAN VIEW

TOTAL VOLUME OF CONCRETE = 123.2 YD³

REINFORCEMENT BAR MAT



SECTION A-A

(8) #2" X 6'-0" OVERALL LENGTH ANCHOR BOLTS W/ 3/4" THK BEARING PLATE AT THE BOTTOM OF THE ANCHOR BOLT CLUSTER (5' MIN. ANCHOR BOLT EMBEDMENT).

USE EPOXY BONDING AGENT WHEN POURED SEPARATELY

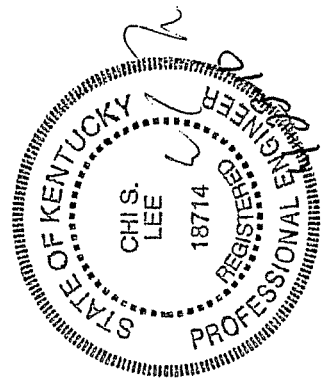
(10) #10 VERTICAL BARS W/ #5 TIES AT 18" ON CENTER

(41) #10 HORIZONTAL BARS X 35'-6" LONG EQUALLY SPACED EACH WAY AT TOP AND BOTTOM OF MAT. (TOTAL = 164)

DETAIL "A"

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

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



- 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-G: STRUCTURAL STANDARDS FOR STEEL ANTENNA TOWERS AND ANTENNA SUPPORTING STRUCTURES.
 - THIS FOUNDATION IS DESIGNED UTILIZING THE GEOTECHNICAL REPORT PERFORMED BY WENDELL R. HOLMES, P.G.: 04-19-2010. 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.
 - ALL REBAR TO MEET THE ASTM A615 GRADE 60 SPECIFICATION.



Federal Aviation Administration
Air Traffic Airspace Branch, ASW-520
2601 Meacham Blvd.
Fort Worth, TX 76137-0520

Aeronautical Study No.
2009-ASO-7143-OE

Issued Date: 12/23/2009

Ali Kuzehkanani
East Kentucky Network, LLC
8300 Greensboro Drive, Suite 1200
McLean, VA 22102

**** DETERMINATION OF NO HAZARD TO AIR NAVIGATION ****

The Federal Aviation Administration has conducted an aeronautical study under the provisions of 49 U.S.C., Section 44718 and if applicable Title 14 of the Code of Federal Regulations, part 77, concerning:

Structure: Antenna Tower Wittensville
Location: Wittensville, KY
Latitude: 37-52-54.60N NAD 83
Longitude: 82-47-09.60W
Heights: 310 feet above ground level (AGL)
1410 feet above mean sea level (AMSL)

This aeronautical study revealed that the structure does not exceed obstruction standards and would not be a hazard to air navigation provided the following condition(s), if any, is(are) met:

As a condition to this Determination, the structure is marked and/or lighted in accordance with FAA Advisory circular 70/7460-1 K Change 2, Obstruction Marking and Lighting, a med-dual system - Chapters 4,8(M-Dual),&12.

It is required that FAA Form 7460-2, Notice of Actual Construction or Alteration, be completed and returned to this office any time the project is abandoned or:

At least 10 days prior to start of construction (7460-2, Part I)
 Within 5 days after the construction reaches its greatest height (7460-2, Part II)

While the structure does not constitute a hazard to air navigation, it would be located within or near a military training area and/or route.

This determination expires on 06/23/2011 unless:

- (a) extended, revised or terminated by the issuing office.
- (b) the construction is subject to the licensing authority of the Federal Communications Commission (FCC) and an application for a construction permit has been filed, as required by the FCC, within 6 months of the date of this determination. In such case, the determination expires on the date prescribed by the FCC for completion of construction, or the date the FCC denies the application.

NOTE: REQUEST FOR EXTENSION OF THE EFFECTIVE PERIOD OF THIS DETERMINATION MUST BE POSTMARKED OR DELIVERED TO THIS OFFICE AT LEAST 15 DAYS PRIOR TO THE EXPIRATION DATE.

This determination is based, in part, on the foregoing description which includes specific coordinates , heights, frequency(ies) and power . Any changes in coordinates , heights, and frequencies or use of greater power will void this determination. Any future construction or alteration , including increase to heights, power, or the addition of other transmitters, requires separate notice to the FAA.

This determination does include temporary construction equipment such as cranes, derricks, etc., which may be used during actual construction of the structure. However, this equipment shall not exceed the overall heights as indicated above. Equipment which has a height greater than the studied structure requires separate notice to the FAA.

This determination concerns the effect of this structure on the safe and efficient use of navigable airspace by aircraft and does not relieve the sponsor of compliance responsibilities relating to any law, ordinance, or regulation of any Federal, State, or local government body.

A copy of this determination will be forwarded to the Federal Communications Commission (FCC) because the structure is subject to their licensing authority.

If we can be of further assistance, please contact our office at (847) 294 7575. On any future correspondence concerning this matter, please refer to Aeronautical Study Number 2009-ASO-7143-OE.

Signature Control No: 670820-121056224
Vivian Vilaro
Specialist

(DNE)

Attachment(s)
Frequency Data

cc: FCC

Frequency Data for ASN 2009-ASO-7143-OE

LOW FREQUENCY	HIGH FREQUENCY	FREQUENCY UNIT	ERP	ERP UNIT
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



KENTUCKY AIRPORT ZONING COMMISSION

STEVEN BESHEAR
Governor

90 Airport Road, Bldg 400
FRANKFORT, KY
www.transportation.ky.gov/aviation
502 564-4480

January 20, 2010

APPROVAL OF APPLICATION

APPLICANT:

East Kentucky Network, LLC.
8300 Greensboro Drive|Suite 1200
McLean, VA 22102

SUBJECT: AS-058-K22-2009-227

STRUCTURE: Antenna Tower
LOCATION: Wittensville, KY
COORDINATES: 37° 52' 54.6" N / 82° 47' 9.6" W
HEIGHT: 310' AGL/1410' AMSL

The Kentucky Airport Zoning Commission has approved your application for a permit to construct 310' AGL/ 1410' AMSL Antenna Tower near Wittensville, KY 37° 52' 54.6" N / 82° 47' 9.6" W.

This permit is valid for a period of 18 Month(s) from its date of issuance. If construction is not completed within said 18-Month period, this permit shall lapse and be void, and no work shall be performed without the issuance of a new permit.

A copy of the approved application is enclosed for your files.

Medium Dual Obstruction Lighting is required.

A handwritten signature in black ink, appearing to read "John Houlihan".

John Houlihan
Administrator



An Equal Opportunity Employer M/F/D



KENTUCKY AIRPORT ZONING COMMISSION

STEVEN BESHEAR
Governor

90 Airport Road, Bldg 400
FRANKFORT, KY
www.transportation.ky.gov/aviation
502 564-4480

CONSTRUCTION/ALTERATION STATUS REPORT

January 20, 2010

AERONAUTICAL STUDY NUMBER: AS-058-K22-2009-227

East Kentucky Network, LLC.
8300 Greensboro Drive|Suite 1200
McLean, VA 22102

This concerns the permit which was issued to you by the Kentucky Airport Zoning Commission on January 20, 2010. This permit is valid for a period of 18 Month(s) from its date of issuance. If construction is not completed within the said 18-Month period, this permit shall lapse and be void, and no work shall be performed without the issuance of a new permit. When appropriate, please indicate the status of the project in the place below and return this letter to John Houlihan, Administrator, Kentucky Airport Zoning Commission, 90 Airport Road, Bldg 400, FRANKFORT, KY, 40601. 502 564-4480.

STRUCTURE: Antenna Tower
LOCATION: Wittensville, KY
COORDINATES: 37° 52' 54.6" N / 82° 47' 9.6" W
HEIGHT: 310' AGL /1410'AMSL

CONSTRUCTION/ALTERATION STATUS

1. The project () is abandoned. () is not abandoned.

2. Construction status is as follows:

Structure reached its greatest height of _____ ft. AGL
_____ ft. AMSL on _____ (date).

Date construction was completed. _____

Type of obstruction marking/painting. _____

Type of obstruction lighting. _____

As built coordinates. _____

Miscellaneous Information. _____

DATE _____

SIGNATURE/TITLE _____



An Equal Opportunity Employer M/F/D



Kentucky Transportation Cabinet, Kentucky Airport Zoning Commission, 200 Mero Street, Frankfort, KY 40622

Kentucky Aeronautical Study Number

APPLICATION FOR PERMIT TO CONSTRUCT OR ALTER A STRUCTURE

18-058-K22-09-227

INSTRUCTIONS INCLUDED

1. 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: 37 ° 52 ' 54 " 6 "

10. Longitude: 82 ° 47 ' 09 " 6 "

11. Datum: NAD83 NAD27 Other _____

12. Nearest Kentucky City: Wittensville County Johnson

058

13. Nearest Kentucky public use or Military airport:
Big Sandy Regional

14. Distance from #13 to Structure: 12.2 mi

15. Direction from #13 to Structure: NW

16. Site Elevation (AMSL): 1,100.00 Feet

17. Total Structure Height (AGL): 310.00 Feet

18. Overall Height (#16 + #17) (AMSL): 1,410.00 Feet

19. Previous FAA and/or Kentucky Aeronautical Study Number(s):

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

3. Application for: New Construction Alteration Existing

4. Duration: Permanent Temporary (Months _____ Days _____)

5. Work Schedule: Start 1/1/2010 End 1/10/2010

6. Type: Antenna Tower Crane Building Power Line
 Landfill Water Tank Other _____

7. Marking/Painting and/or Lighting Preferred:
 Red Lights and Paint Dual - Red & Medium Intensity White
 White - Medium Intensity Dual - Red & High Intensity White
 White - High Intensity Other _____

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. 1.5 mi (2.4 km) NNE of Wittensville (Johnson), KY

8. FAA Aeronautical Study Number _____

21. Description of Proposal:

The structure will include a 300' tower with top-mounted antennas (overall height of 310' 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?

No Yes, When December 03, 2009

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.

All Kuzehkanani/ Dir of Engineering
Printed Name and Title

Ali Kuzehkanani
Signature

12/3/2009
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:

Chairman, KAZC Administrator, KAZC

Approved
 Disapproved

[Signature]

Date 1-20-10

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

FINANCIAL REPORT

December 31, 2009

CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS	1
FINANCIAL STATEMENTS	
Balance sheets	2
Statements of income	3
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	537,143	411,948
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	3,675,759	1,951,193
	<u>\$128,609,932</u>	<u>\$113,928,204</u>
Less accumulated depreciation	57,070,186	48,072,427
	<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	19,712	19,712
	<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

	<u>2009</u>	<u>2008</u>
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**

	2009	2008
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	\$ 69,530,209	\$ 59,165,561
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	\$ 59,058,103	\$ 50,741,981
Income from operations	\$ 10,472,106	\$ 8,423,580
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
	\$ 5,651,434	\$ 5,494,216
Net income	\$ 16,123,540	\$ 13,917,796

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	<u>(299,038)</u>	<u>(299,038)</u>	<u>(299,038)</u>	<u>(299,038)</u>	<u>(299,037)</u>	<u>(1,495,189)</u>
Total comprehensive income	\$ 2,484,521	\$ 2,484,521	\$ 2,484,522	\$ 2,484,521	\$ 2,484,522	\$12,422,607
Capital distributions	<u>(835,044)</u>	<u>(835,044)</u>	<u>(835,044)</u>	<u>(835,044)</u>	<u>(835,044)</u>	<u>(4,175,220)</u>
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	<u>136,712</u>	<u>136,712</u>	<u>136,712</u>	<u>136,712</u>	<u>136,712</u>	<u>683,560</u>
Total comprehensive income	\$ 3,361,420	\$ 3,361,420	\$ 3,361,420	\$ 3,361,420	\$ 3,361,420	\$16,807,100
Capital distributions	<u>(1,169,095)</u>	<u>(1,169,095)</u>	<u>(1,169,095)</u>	<u>(1,169,095)</u>	<u>(1,169,095)</u>	<u>(5,845,475)</u>
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

RSA #9 Appalachian	RSA #10 Mountaineer	Fiber Ring	PCS	Totals
\$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
226,578	415,142	22,551	29,113	693,384
<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)
3,340,349	3,340,349	--	--	6,680,698
<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 <u>Appalachian</u>	RSA #10 <u>Mountaineer</u>	Fiber <u>Ring</u>	<u>PCS</u>	<u>Totals</u>
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

RSA #9 Appalachian	RSA #10 Mountaineer	Fiber Ring	PCS	Totals
\$ 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>

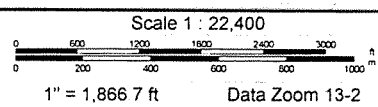
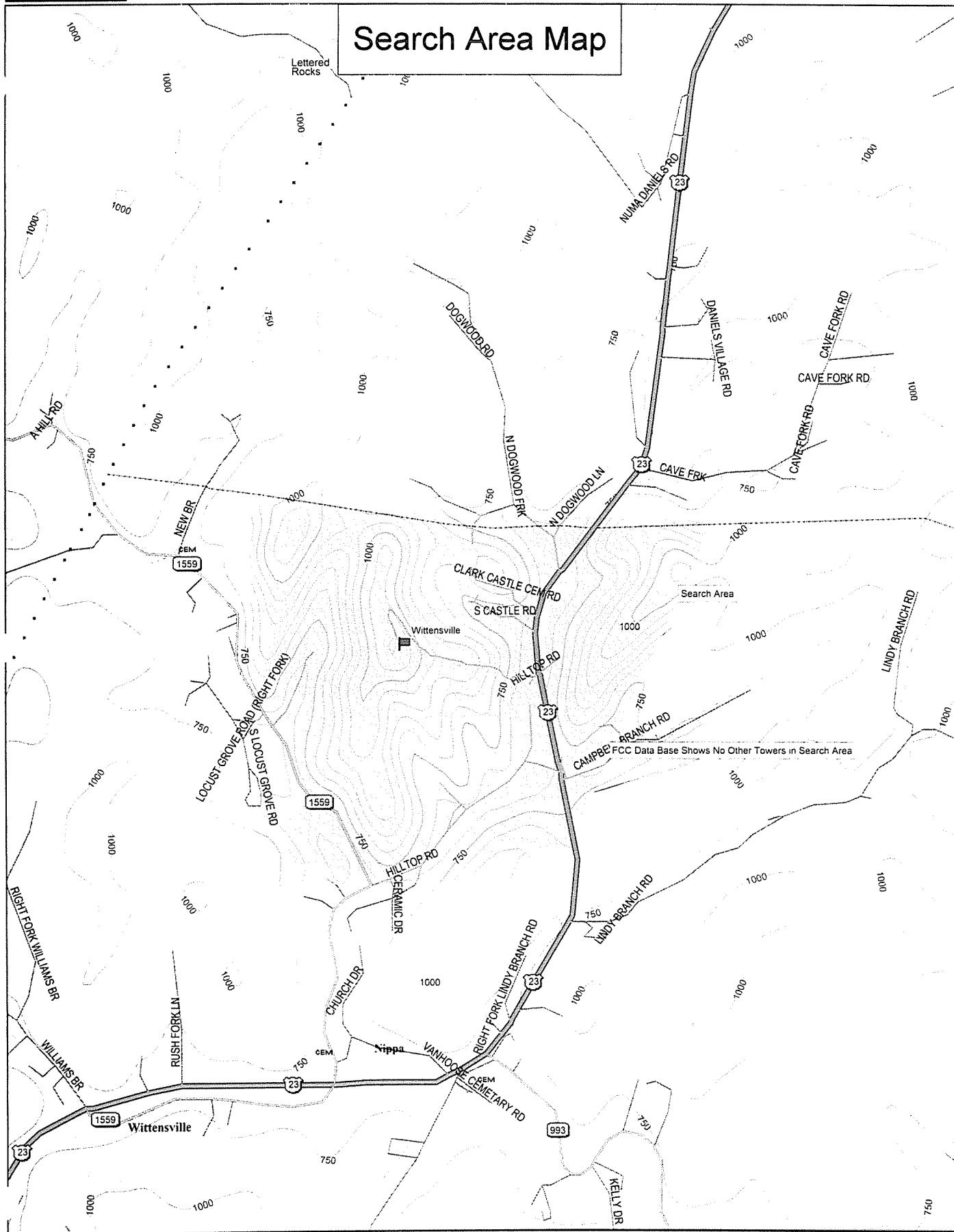
Directions to Wittensville Site

From the Johnson County Courthouse in Paintsville Ky. Take Court Street for 250 feet to Main Street. Turn left onto Main Street and continue for one block to 321 Business. Turn left onto 321 business and continue two blocks to Hwy. 40. Turn left onto Hwy. 40 West and continue for 1.7 miles to the Jct. of Hwy. 40 and 321. Turn right onto 321 north and continue for .6 miles to the Jct. of Hwy. 321 and 23. Turn Right onto 23 north and go 4.3 miles to the Jct. of Hwy. 23 and Hilltop Rd. Turn left onto Hilltop Rd. and continue for .2 miles to 393 Hilltop Rd. on the right. Turn in the drive way to 393 Hilltop Rd. and take Gravel Rd. on your left 1.1 miles to site. Road stops at 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



QUIT-CLAIM DEED

THIS DEED OF CORRECTION dated this 12th day of March, 2010 by and between **WILLIAM HENRY CLAY and PATRICIA BREWER CLAY, his wife, of 235 Hilltop Road, Nippa, Kentucky 41240 and HENRY EDWARD CLAY, single, Grantors,** and **EAST KENTUCKY NETWORK, LLC of 101 Technology Trail, Ivel, Kentucky 41642,** Grantee (the in-care of tax mailing address for the current tax year is c/o **EAST KENTUCKY NETWORK, LLC, of 101 Technology Trail, Ivel, Kentucky 41642.**

WITNESSETH: That the Grantors, for and in consideration of Ten Thousand Dollars (\$10,000.00) cash in hand paid, and other good and valuable consideration, receipt of which is hereby acknowledged, do hereby release and forever quit-claim unto Grantee herein, its successors and assigns forever, all of their right, title and interest in and to the following described property, will all improvements thereon, a certain tract or parcel of land located on Toms Creek near the Community of Wittensville, Johnson County, Kentucky, and more particularly described as follows:

Unless stated otherwise, any monument referred to herein as a "Re-Bar with Cap" is set 1/2" Re-Bar with Cap, 18" inches in length, with a yellow plastic cap stamped Summit Engineering, L.S. #2661. All bearings stated herein are referred to the Kentucky South State Plain Coordinate System NAD 1983.

Beginning at a set R-Bar and with Cap on a high knob between Sycamore Fork and Toms Creek and being a corner between Bret Osborne (D.B. 366, P. 107), Neva Jo Brooks (D.B. 153 P. 15) and William Henry Clay (D.B. 236 P. 239).

Thence, down the ridge with the common line between Bret Osborne and William Henry Clay S 78° 29' 40" E a distance of 150.33' to a set Re-Bar with Cap; Thence, down the hill severing the land of William Henry Claim S 07° 05' 59" E a distance of 75.53' to a set Re-Bar with Cap; Thence, around the hill S 61° 41' 53" W a distance of 123.79' to a set Re-

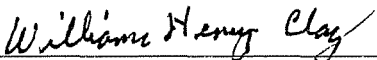
bar with Cap; Thence, up the hill N 75°24'14" W a distance of 120.02' to a set Re-Bar with Cap on the ridge and being on the line of Neva Jo Brooks; Thence up the ridge with the common line between William Henry Clay and Neva Joe Brooks N 05°21'41" E a distance of 30.50' to a set Re-Bar with Cap; Thence, N 32°30'18" E a distance of 122.15' to the point of beginning and containing 0.58 acres more or less according to a survey conducted by personel under the direct supervision of Steven E. Haywood, PLS #2661 with Summitt Engineering, Inc. on March 19th 2009 and being a portion of the tract of land conveyed to William Henry Clay by Gregory Allen Cook by deed which is of record in Deed Book 236 Page 239 which is in the records of the Johnson County Court Clerk's office.

See also the attached Plat Map survey for further reference.


Grantors also convey herein to Grantee, it successors and assigns, a right-of-way easement for ingress and egress across Grantors property for all purposes reasonably necessary to Grantee's business, including, but not limited to, the right to clear all trees and brush necessary to construct and maintain a 16' wide roadway across Grantor's property, which shall follow the contours of the current existing roadway and the route reflected on the attached map, construct and maintain transmission towers, power lines, cables, and all other requisite appurtenances necessary to accomplish Grantee's business purposes.

TO HAVE AND TO HOLD, all of the above described real property together with all the rights, privileges, appurtenances and improvements thereunto belonging unto the Grantees and to their and assigns forever.

IN TESTIMONY WHEREOF, the Grantors have subscribed their names this day and date aforesaid.


WILIAM HENRY CLAY


PATRICIA BREWER CLAY


HENRY EDWARD CLAY

CERTIFICATE OF CONSIDERATION

The undersigned individuals do hereby certify, pursuant to KRS Chapter 382, that the above-stated consideration in the amount of Ten Thousand Dollars (\$10,000.00) is the true, correct and full consideration paid for the property herein conveyed. We further certify our understanding that falsification of the consideration or sale price of the property is a Class D Felony, subject to one to five years imprisonment and fines up to \$10,000.00.

GRANTORS:

William Henry Clay
WILIAM HENRY CLAY

Patricia Brewer Clay
PATRICIA BREWER CLAY,

Henry Edward Clay
HENRY EDWARD CLAY,

GRANTEE:

EAST KENTUCKY NETWORK, LLC
BY Gerard F. Reinhart
Its GENERAL MANAGER

STATE OF KENTUCKY

COUNTY OF JOHNSON

SUBSCRIBED, SWORN and ACKNOWLEDGED to before by WILLIAM HENRY CLAY and PATRICIA BREWER CLAY, Grantors, on this the 12th day of March, 2010.

My Commission Expires: 1-28-13

Cande Ricci
NOTARY PUBLIC

STATE OF KENTUCKY

COUNTY OF JOHNSON

SUBSCRIBED, SWORN and ACKNOWLEDGED to before by HENRY EDWARD CLAY, Grantor, on this the 12th day of March, 2010.

My Commission Expires: 1-28-13

Candi Price
NOTARY PUBLIC

STATE OF KENTUCKY

COUNTY OF Johnson

SUBSCRIBED, SWORN and ACKNOWLEDGED to before by Gerald F. Robenette for and on behalf of EAST KENTUCKY NETWORK, LLC, as its General Manager, Grantee, on this the 12th day of March, 2010.

My Commission Expires: 1-28-13

Candi Price
NOTARY PUBLIC

THIS INSTRUMENT PREPARED BY:

Stephen N. Frazier

STEPHEN N. FRAZIER
ATTORNEY AT LAW
P.O. BOX 907
PAINTSVILLE, KY 41240
606-788-1181

Bret Osborne
 D.B. 366 P. 107
 PVA # 051-00-00-041.02

Point of Beginning
 N: 2,217,713.97
 E: 2,495,701.31
 High Knob

Neva Jo Brooks
 Anna Lee Brooks
 D.B. 153 P. 15
 PVA # 051-00-00-0047.01

Proposed Tower Location
 N: 2,217,646.10
 E: 2,495,751.25
 LAT: 37° 52' 54.63"
 LON: 82° 47' 09.64"
 Elev. 1111.00

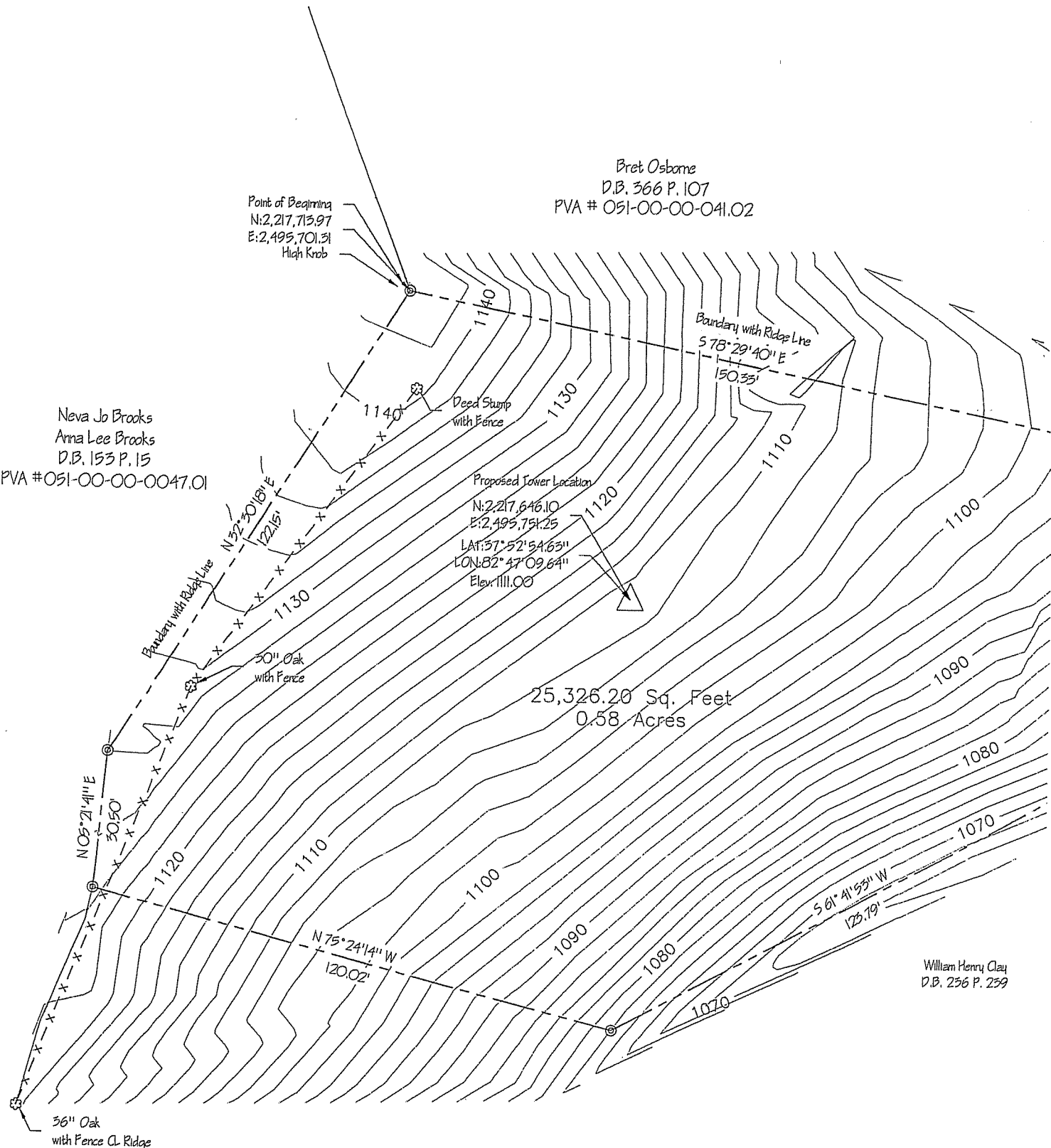
25,326.20 Sq. Feet
 0.58 Acres

William Henry Clay
 D.B. 256 P. 259

William Henry Clay
 D.B. 256 P. 259

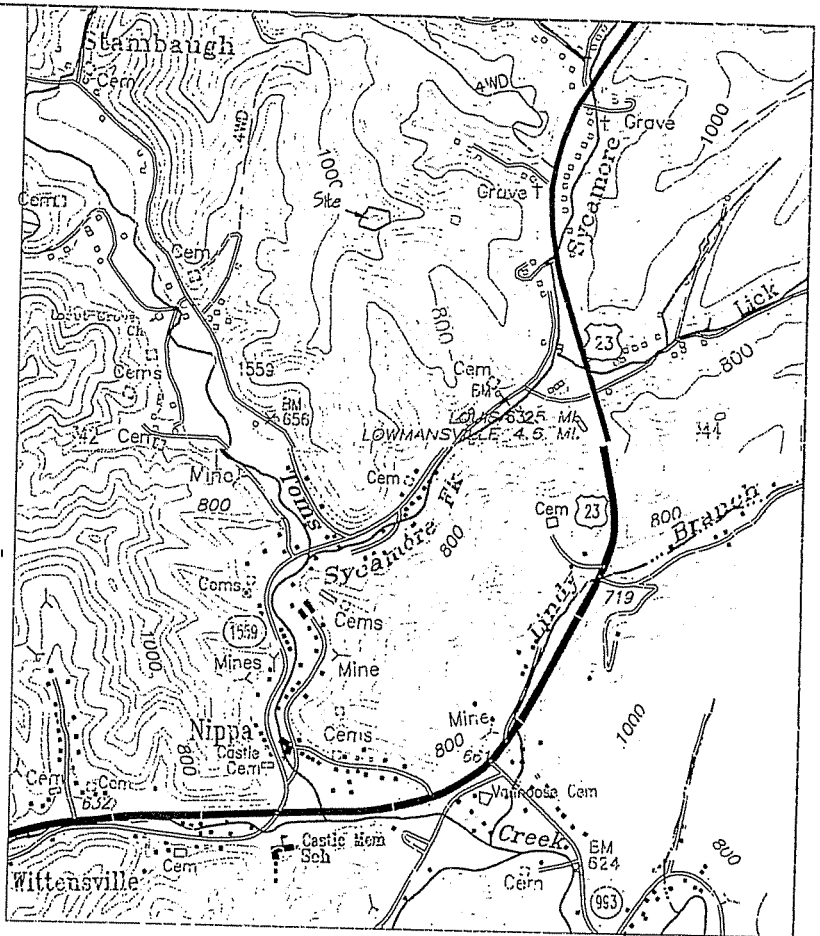
Legend

	1/2" re-bar 18" inches in length set with a plastic cap stamped Summit Engineering, L.S. #2661 unless noted otherwise.
	Boundary line
	Boundary Line with fence
	Fence Line
	Tree - Typed Noted
	Proposed Tower Location

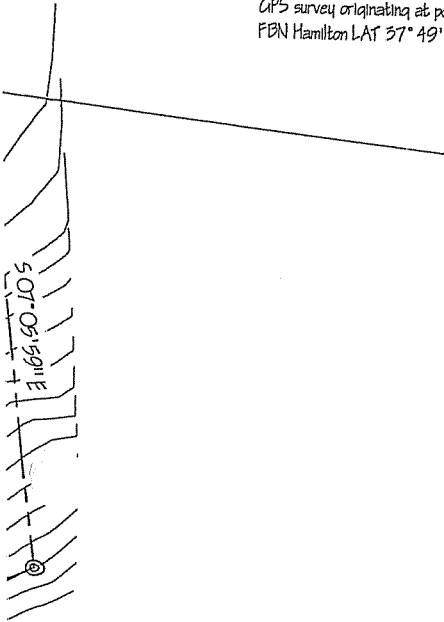




Bearings shown hereon are based on a
GPS survey originating at point designation
FBN Hamilton LAT 37° 49' 15.01316" Lon_g 082° 50' 13.68719"



Vicinity Map
Not to Scale



tract of land shown hereon is located on the
shed of Sycamore Branch of Toms Creek, Johnson
County, Kentucky.

tract of land shown hereon is a portion of the tract
and conveyed to William Henry Clay by Gregory Allen
by deed dated which id of record in Deed Book 256
e 239 of the records of the Johnson County Court Clerk.

STATE OF KENTUCKY
STEVE
MAYWOOD
2661
LICENSED
PROFESSIONAL
LAND SURVEYOR

Certification

I hereby certify that the survey depicted by this plat
was done by persons under my direct supervision by the
method of random traverse with sideshots. The unadjusted
precision ratio of the traverse was greater than 1:10,000
and was not adjusted. The Survey as shown hereon is a
class B survey and the accuracy and precision of said
survey to my knowledge meets the specifications of this class.

Steve Maywood J-20-09
Steven E. Maywood, PLS #2661 Date

East Kentucky Network d/b/a Appalachian Wireless 101 Technology Trail, Ivel, KY 41642			SUMMIT ENGINEERING, INC. 131 SUMMIT DRIVE PIKEVILLE, KY, 41501 (606) 432-1447	
Plat Map Being a portion of the William Henry Clay Property located on Sycamore Branch of Toms Creek Near , WittenSVille, Johnson County, Kentucky				
Scale: 1"=30'	Drawn By: SEH	Chk By:	Apprvd. By:	PER. NO:
Plot Date: 20 MARCH 2009 - 9:51 AM				ATT:
File Name: Z:\East Ky Network\William Clay\William Clay Site.dwg				

Information:
William Henry Clay
091-00-00-044.00
Hilltop Road
WittenSVille, KY 41240

Survey dates:
3/16/09
3/18/09
3/19/09

CASE NO: 2009-00453

CONTAINS

LARGE OR OVERSIZED

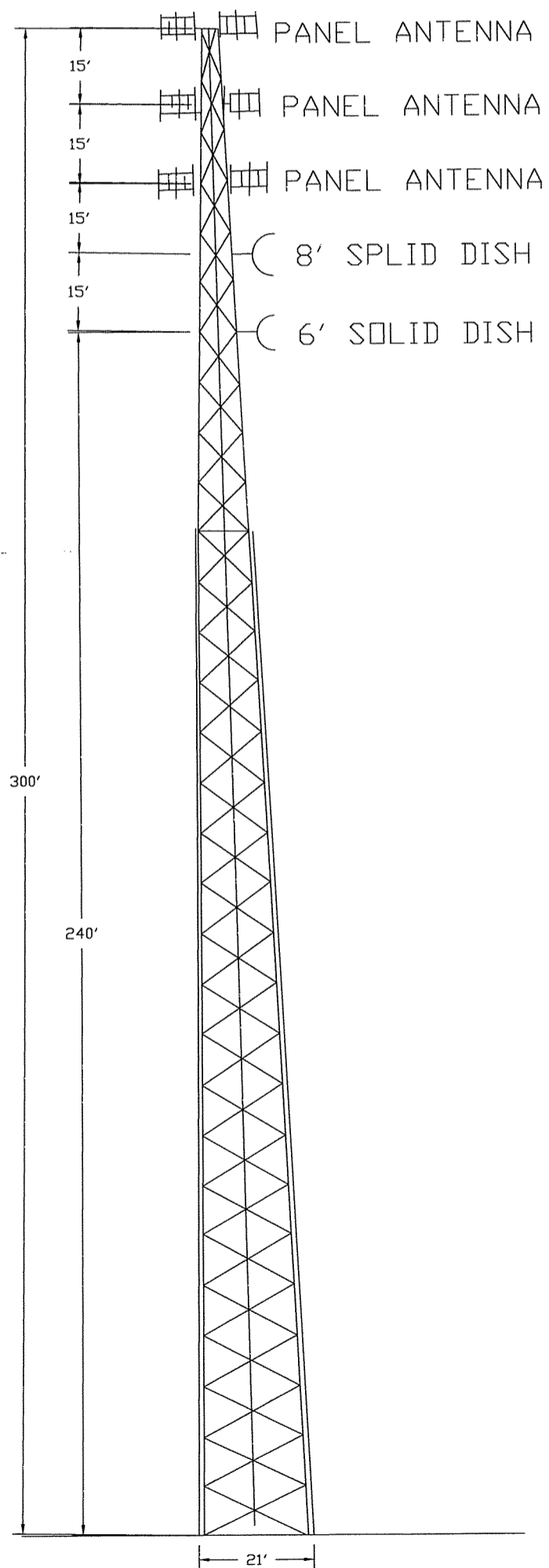
MAP(S)

RECEIVED ON: May 25, 2010

Wittensville - Tower

VERTICAL PROFILE SKETCH

APPALACHIAN WIRELESS



SCALE: 1" = 30'

David Sanders 12599 3/26/09
David Sanders PE#12599 Date

Note: This is a vertical sketch of the tower indicating the proposed antenna and dish elevations. No design criteria was considered in the preparations of this drawing.