

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

WALLINS
CELLULAR TOWER
APPLICATION

Harlan County, Kentucky
P.S.C. CASE # 2010-00298

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

RECEIVED

AUG 31 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. 2010-00298
NECESSITY TO CONSTRUCT A TOWER IN HARLAN)
COUNTY, KENTUCKY).

East Kentucky Network, LLC, d/b/a Appalachian Wireless, was granted authorization to provide Personal Communications Service ("PCS") in the Middlesboro-Harlan, KY Basic Trading Area (BTA295) 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 Harlan 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 Torstrick Drive in Wallins, Harlan County, Kentucky (36°50'10.50"N 83°25'39.13"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.

Harlan County has no formal local planning unit. In absence of this unit the Harlan 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 Harlan Daily Enterprises's August 13th and 20th editions. Enclosed is a copy of that notice in Exhibit 3. The Harlan Daily Enterprise is the newspaper with the largest circulation in Harlan 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 July 16, 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 the Accounting Department 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: 8/26/10
Lynn Haney, Compliance Coordinator

APPROVED BY: Gerald F. Robinette DATE: 8-26-10
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 - WQEF975 - East Kentucky Network, LLC d/b/a Appalachian Wireless

Call Sign	WQEF975	Radio Service	CW - PCS Broadband
Status	Active	Auth Type	Regular

Market

Market	MTA044 - Knoxville	Channel Block	A
Submarket	12	Associated Frequencies (MHz)	001850.00000000- 001865.00000000 001930.00000000- 001945.00000000

Dates

Grant	11/14/2005	Expiration	06/23/2015
Effective	11/11/2009	Cancellation	

Buildout Deadlines

1st	2nd
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Notification Dates

1st	2nd
-----	-----

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.

Tribal Land Bidding Credits

This license did not have tribal land bidding credits.

Demographics

Race

Ethnicity

Gender

ULS License

PCS Broadband License - WQEF975 - East Kentucky Network, LLC d/b/a Appalachian Wireless

Counties in Market Area

Call Sign	WQEF975	Radio Service	CW - PCS Broadband
Market	MTA044 - Knoxville	Channel Block	A
Submarket	12	Associated Frequencies (MHz)	001850.00000000-001865.00000000 001930.00000000-001945.00000000
Auction	04 - BB PCS A/B		

Counties in BTA295 - Middlesboro-Harlan, KY

▶ [Return to Market Summary](#)

County, State	FIPS Code	Population†
1 BELL, KY	21013	30060
2 HARLAN, KY	21095	33202
3 LETCHER, KY	21133	25277
4 CLAIBORNE, TN	47025	29862

†: 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

Richard W. & Janie S. Torstrick
Box 39
Cawood, KY 40815

Chauslee & Charice Simpson
P.O. Box 431
Wallins, KY 40873

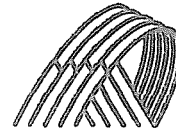
George Jr. & Tammy Caldwell
P.O. Box 242
Coldiron, KY 40819

George & Alkie Lee Estate
C/O Mattie Ball
P.O. Box 811
Wallins, KY 40873

Eric & Verne Bowling
P.O. Box 623
Wallins, KY 40873

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

EAST KENTUCKY
NETWORK



VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

August 9, 2010

Richard W. & Janie S. Torstrick
Box 39
Cawood, KY 40815

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2010-00298)

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 Harlan 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 Torstrick Drive in Wallins, Harlan 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. 2010-00298 in your correspondence.

Sincerely,

Lynn Haney
Compliance Coordinator

Enclosure 1

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



VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

August 9, 2010

Chauslee & Charice Simpson
P.O. Box 431
Wallins, KY 40873

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2010-00298)

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Sincerely,

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

Lynn Haney
Compliance Coordinator

Enclosure 1

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101 TECHNOLOGY TRAIL
LEVEL, KY 41642
PHONE: (606) 874-7550
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VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

August 9, 2010

George Jr. & Tammy Caldwell
P.O. Box 242
Coldiron, KY 40819

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August 9, 2010

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C/O Mattie Ball
P.O. Box 811
Wallins, KY 40873

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PUBLIC NOTICE

August 9, 2010

Eric & Verne Bowling
P.O. Box 623
Wallins, KY 40873

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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. 2010-00298 in your correspondence.

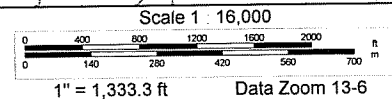
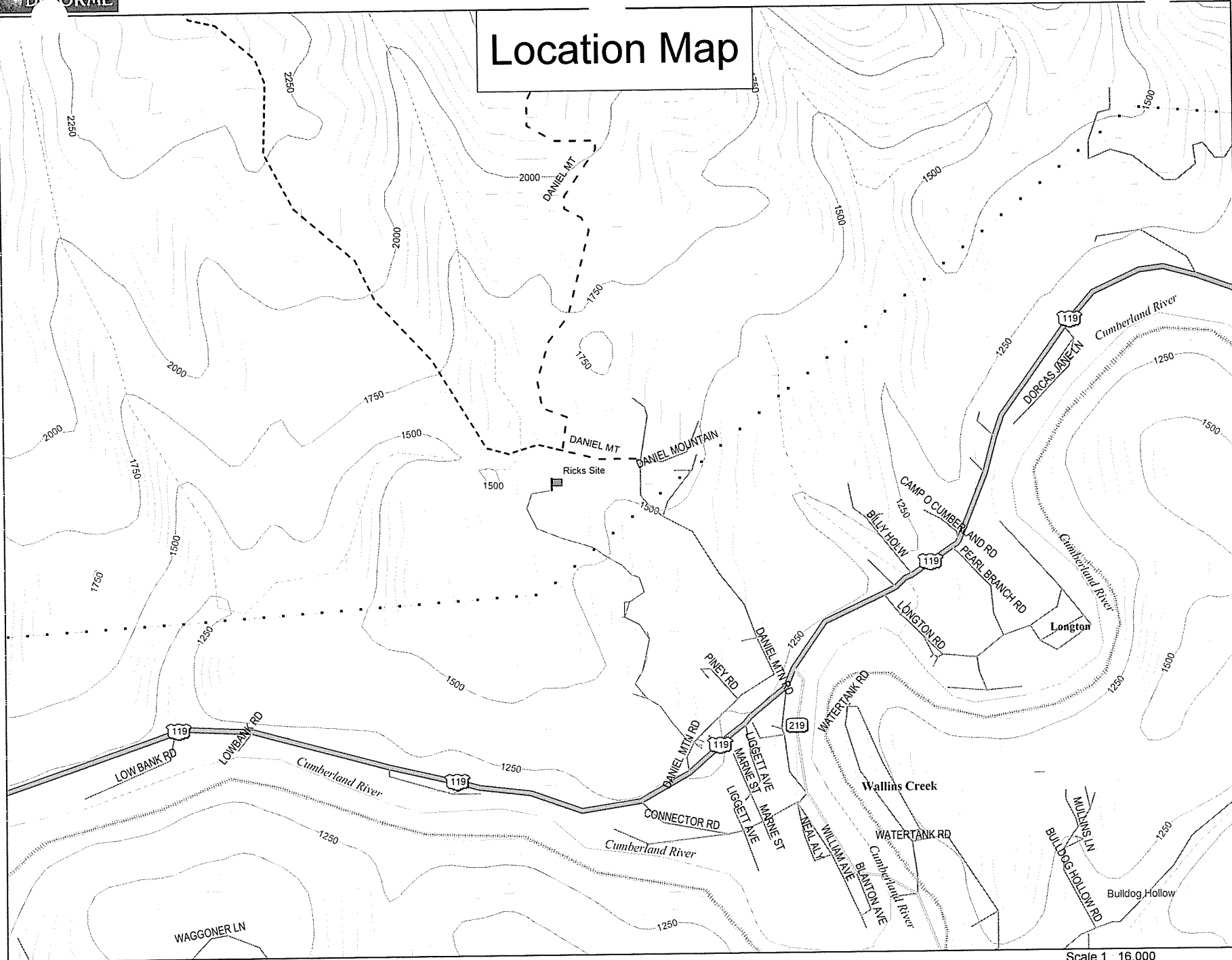
Sincerely,

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

Lynn Haney
Compliance Coordinator

Enclosure 1

Location Map



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



VIA: U.S. CERTIFIED MAIL

August 9, 2010

Joe Grieshop, Judge Executive
P.O. Box 956
Harlan, KY 40831

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2010-00298)

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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. 2010-00298 in your correspondence.

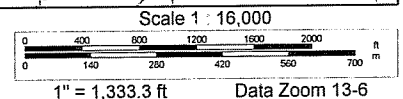
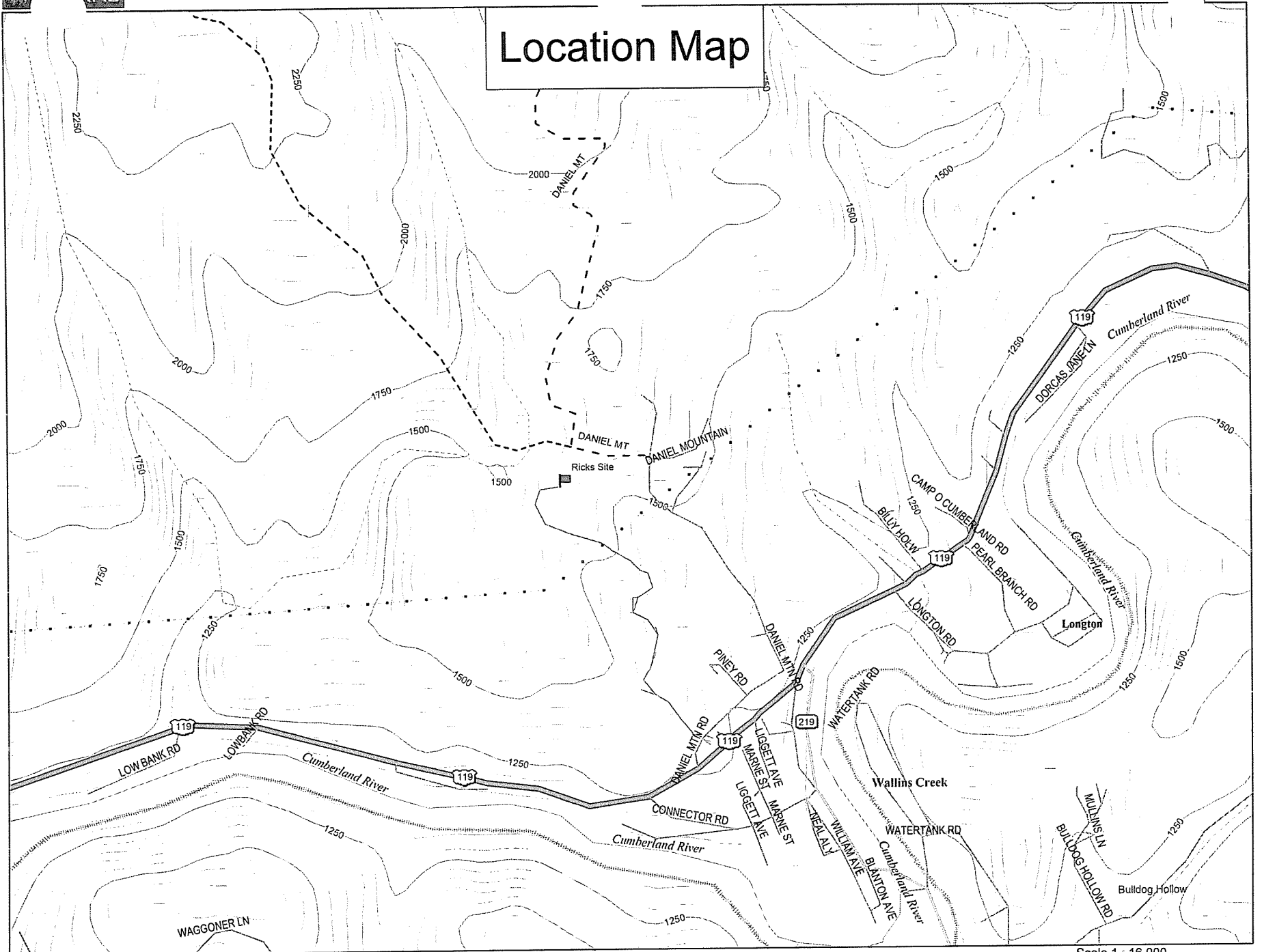
Sincerely,

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

Lynn Haney
Compliance Coordinator

Enclosure

Location Map



Please place the following Public Notice Advertisement in the Harlan Daily Enterprise for the next two weeks.

PUBLIC NOTICE:

RE: Public Service Commission of Kentucky (CASE NO. 2010-00298)

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 off Torstrick Drive in Wallins in Harlan 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. 2010-00298.

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

WENDELL R. HOLMES, P.G.

PO Box 1051
Bulan, KY 41722
(606) 438-7250

July 14, 2010

Buckingham Tower Site

Purpose:

A site assessment was conducted for Appalachian Wireless on a tract of land located in Floyd County near Kite, Kentucky. 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:

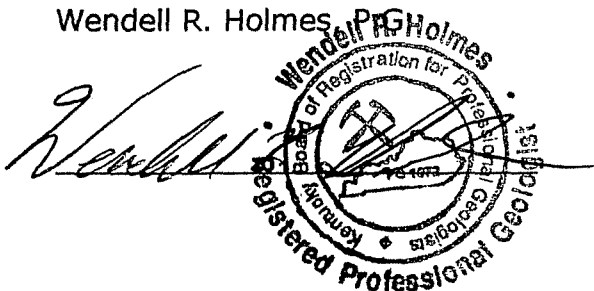
The terrain in Floyd County is moderately to very steep. The tower site is located on a ridge in the watershed of Lick Branch of Wolfpen Creek of the Left Fork of Beaver creek, approximately six tenths of a mile southwest of the junction of KY 122 and Jacks Creek Road in Floyd County. The laminated sandstone with shale formation below the tower site is approximately 8.00 feet thick, based on the site investigation and the information obtained from the geological maps of the area. The trenching method was used to obtain the bedrock information on the site, using a caterpillar 312 escavator.

Conclusions:

The proposed tower site is located on a point in the area. The laminated sandstone with shale 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 laminated sandstone with shale 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.



The image shows a handwritten signature of Wendell R. Holmes in black ink. To the right of the signature is a circular professional seal. The seal contains the text "Wendell R. Holmes" at the top, "Board of Registration for Professional Geologists" around the inner edge, and "Registered Professional Geologist" around the outer edge. In the center of the seal is a graphic of a geological hammer and a pickaxe.

WENDELL R. HOLMES, P.G.

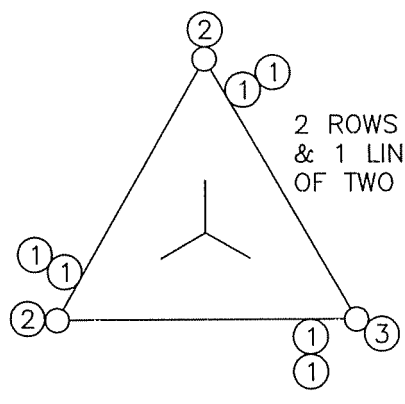
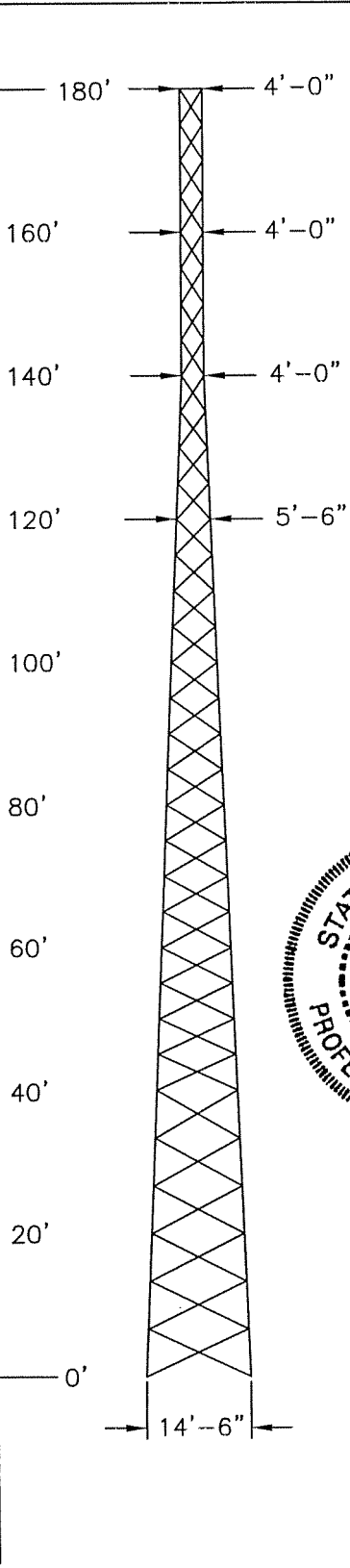
PO Box 1051
Bulan, Ky. 41722
(606)438-7250

Geologist Log

Location: Buckingham Tower Site

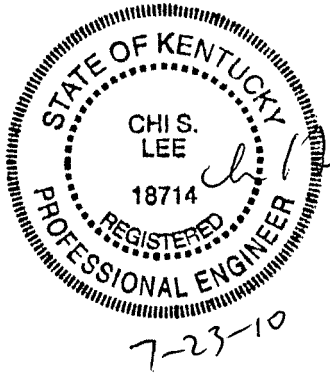
Unit Thickness	Total depth	Strata	Description
1.00'	1.00'	Soil	Yellow and Brown, with rock & plant Fragments
8.00' +	9.00' +	Laminated Sandstone with Shale	Brown and Gray, Layered

LEG DIA.	Ø4"	Ø3.75"	Ø3.5"	Ø3.25"	Ø3.25"	Ø3"	Ø2.75"	Ø2.5"	Ø1.75"
DIAGONALS	L2.5" x .1875"	L2" x .1875"	L2" x .1875"	N/A	N/A	N/A	A	A	A
GIRTS									
BRACE BOLTS	Ø.75"	Ø1.25"	Ø.625"				Ø.5"		
FLANGE BOLTS									
# OF BAYS	3 BAY : X-BRACED	4 BAY : X-BRACED							



PLAN VIEW REF.:
 1) (6) FEEDLINES
 2) (1) FEEDLINES
 3) STEP BOLTS

BASE REACTIONS:(FACTORED)	
TOTAL SHEAR	= 33 KIPS
AXIAL LOAD	= 41 KIPS
UPLIFT / LEG	= 279 KIPS
COMP. / LEG	= 306 KIPS
O.T. MOMENT	= 3668 FT-K
SYMBOL LIST:	
A) L1.75" x .1875"	



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) Ø1.5" x 6'-0" LONG A-36 ANCHOR BOLTS PER LEG.
 5) TOWER IS DESIGNED FOR A 90 MPH WIND SPEED IN AND A 30 M.P.H. WIND SPEED WITH 0.75" OF ICE IN ACCORDANCE WITH THE TIA/EIA-222-G.

ELEV.	ANTENNA	FEEDLINE
180'	(12) 4' X 1' CELLULAR PANELS	(12) 1.625"
170'	(12) 4' X 1' CELLULAR PANELS	(12) 1.625"
160'	(12) 4' X 1' CELLULAR PANELS	(12) 1.625"
150'	(1) 6' SOLID DISHES	(1) 1.625"
140'	(1) 6' SOLID DISHES	(1) 1.625"
-- STEP BOLTS UTILIZED FOR CLIMBING WITH SAFETY CLIMB DEVICE. -- SEE PLAN VIEW FOR FEEDLINE DISTRIBUTION.		

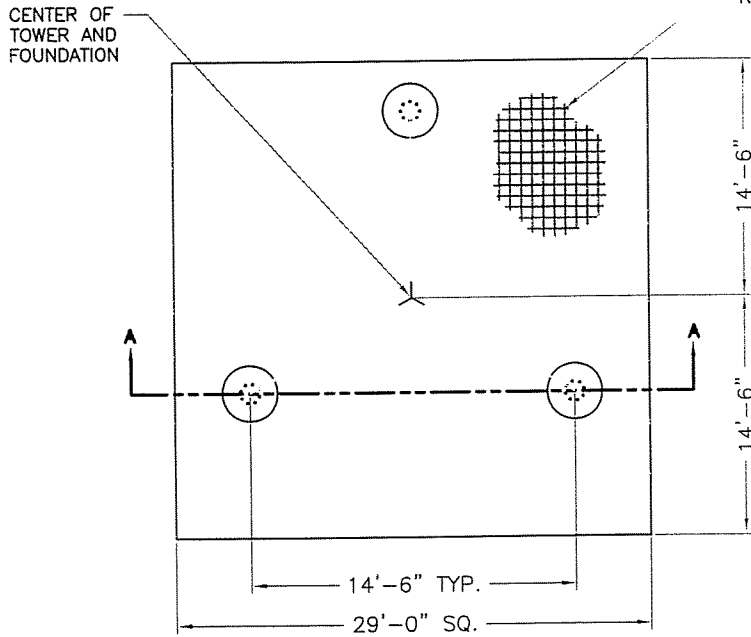


P.O. BOX 25
 HENDERSON, KY 42419
 PHONE: (270) 830-8512
 FAX: (270) 830-8475

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 ARE ±1/16" ALL DIMENSIONS ARE ±1/2" UNLESS OTHERWISE NOTED	CUSTOMER: APPALACHIAN WIRELESS	DRAWN BY: W.MILLER
APPROX WEIGHT 22.14 KIPS	DESCRIPTION: 180' SELF SUPPORT TOWER	DATE: 07/20/2010
	LOCATION: HARLAN COUNTY, KY	REV: X
	SITE: WALLINS	REV. DATE: X
	PROPOSAL #: S.S.T. DESIGN DRAWING	JOB NO. 30970F
		SHEET A

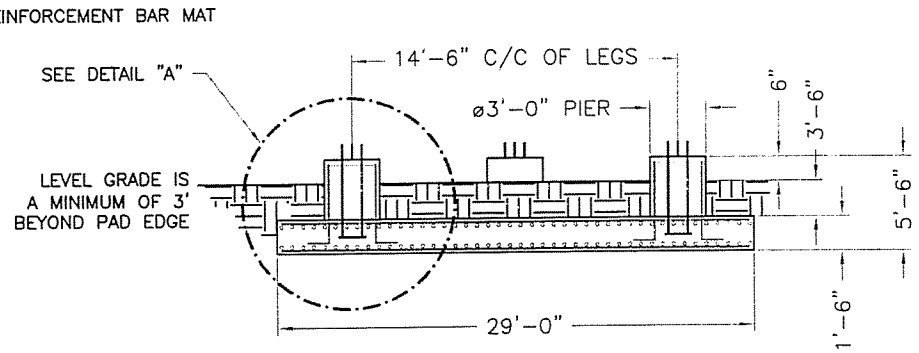


P.O. BOX 25
 HENDERSON, KY 42419
 PHONE: (270) 830-8512
 FAX: (270) 830-8475



PLAN VIEW

TOTAL VOLUME OF CONCRETE = 50 YD³



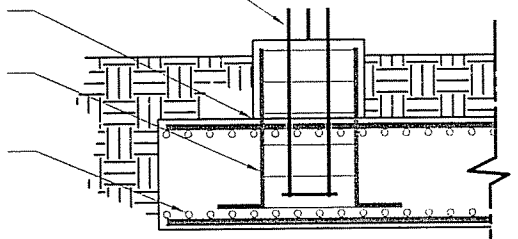
SECTION A-A

(8) #1.5" 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 SEPERATELY

(7) #9 VERTICAL BARS w/ #5 TIES AT 16" ON CENTER

(34) #9 HORIZONTAL BARS x 28'-6" LONG EQUALLY SPACED EACH WAY AT TOP AND BOTTOM OF MAT. (TOTAL =136)



DETAIL "A"

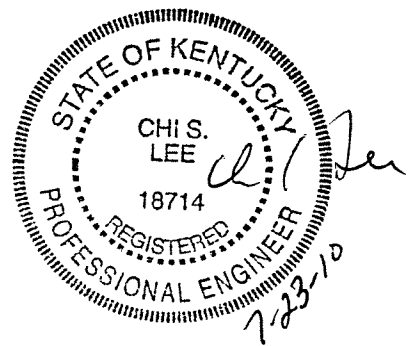
FOUNDATION INSTALLATION/DESIGN NOTES:

- 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-G: 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 2-16-10. 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 4000 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 SPLICES SHALL CONFORM TO ACI 318 REQUIREMENTS.
- REFER TO CHART BELOW WHEN REINFORCEMENT BAR SPLICING IS NECESSARY.

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



SCALE: N.T.S.	TOLERANCE BANDS ALL DIMENSIONS ARE ±1/8" UNLESS OTHERWISE NOTED	APPROX. WEIGHT N/A
CUSTOMER: APPALACHIAN WIRELESS	DESCRIPTION: PAD & PIER FOUNDATION DESIGN	FILE NAME: WALLINS
DATE: 07/20/2010	LOCATION: HARLAN COUNTY, KY	S.S.T. DESIGN DRAWING
JOB NO: 30970F	REVISION: X	SHEET: B

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.

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

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

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 8/1/2010 End 8/15/2010

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

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 _____

8. FAA Aeronautical Study Number _____

9. Latitude: 36 ° 50 ' 10 " 50 "

10. Longitude: 83 ° 25 ' 39 " 13 "

11. Datum: NAD83 NAD27 Other _____

12. Nearest Kentucky City: Wallins Creek County Harlan

13. Nearest Kentucky public use or Military airport:
Tucker-Guthrie Memorial Airport

14. Distance from #13 to Structure: 4.2 mi

15. Direction from #13 to Structure: SW

16. Site Elevation (AMSL): 1,654.00 Feet

17. Total Structure Height (AGL): 190.00 Feet

18. Overall Height (#16 + #17) (AMSL): 1,844.00 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. 0.5 mi (0.8 km) west of Wallins Creek (Harlan), VA

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?

No Yes, When July 27, 2010

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

7/27/2010

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

Date _____



Federal Aviation Administration

<< OE/AAA

Notice of Proposed Construction or Alteration - Off Airport

Project Name: EAST-000151726-10

Sponsor: East Kentucky Network, LLC

Details for Case : Wallins Creek

Show Project Summary

Case Status

ASN: 2010-ASO-3748-OE
 Status: Accepted

Date Accepted: 07/27/2010
 Date Determined:
 Letters: None
 Documents: None

Construction / Alteration Information

Notice Of: Construction
 Duration: Permanent
 if Temporary : Months: Days:
 Work Schedule - Start: 08/01/2010
 Work Schedule - End: 08/15/2010
 State Filing: Filed with State

Structure Summary

Structure Type: Tower
 Structure Name: Wallins Creek
 NOTAM Number:
 FCC Number:
 Prior ASN:

Structure Details

Latitude: 36° 50' 10.50" N
 Longitude: 83° 25' 39.13" W
 Horizontal Datum: NAD83
 Site Elevation (SE): 1654 (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: N/A New Structure

Other :

Nearest City: Wallins

Nearest State: Kentucky

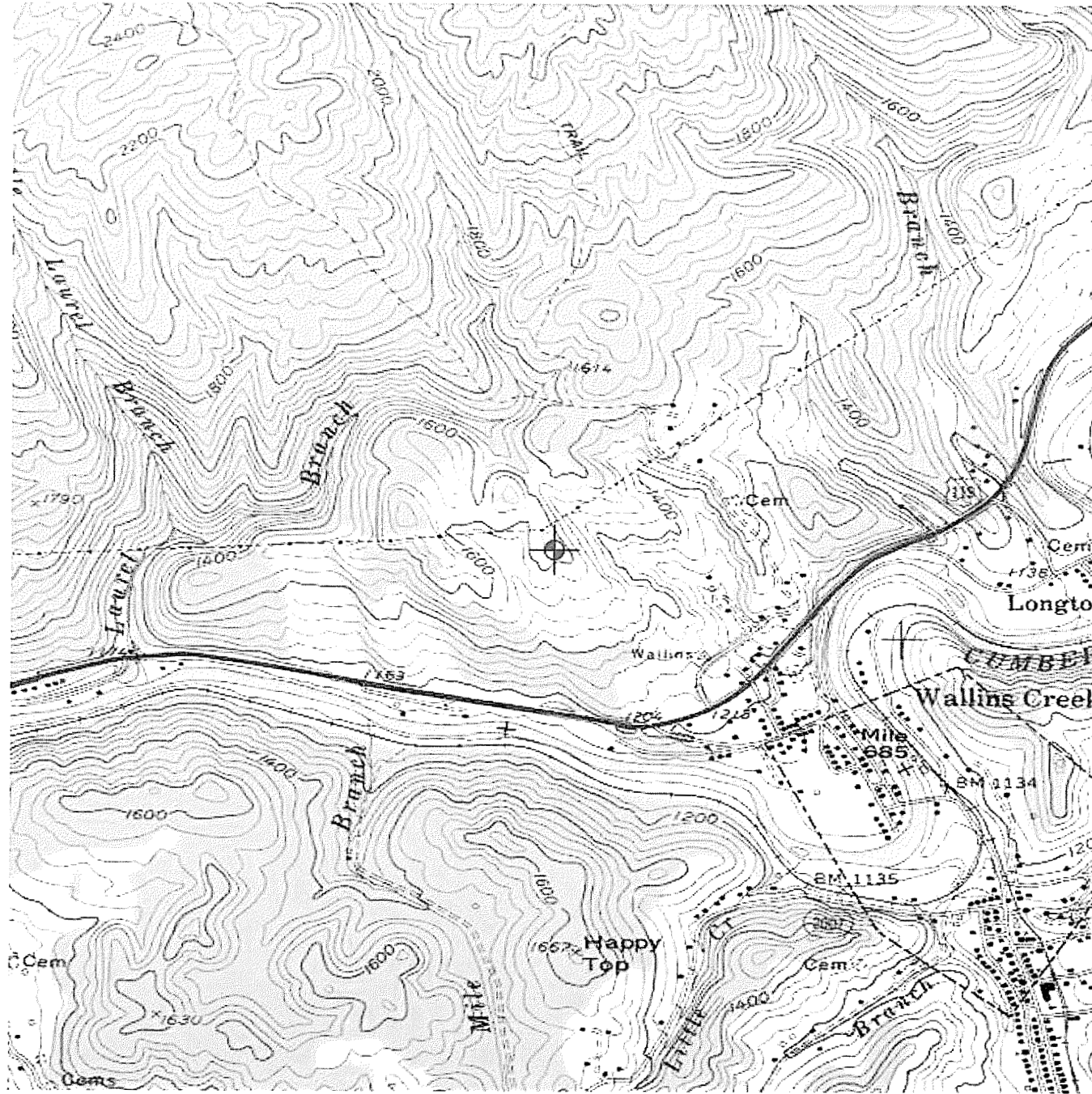
Description of Location: Approx. 0.5 mi (0.8 km) west of Wallins Creek(Harlan), KY
 On the Project Summary page upload any certified survey.

Description of Proposal: A new 180' tower plus top-mounted antennas (overall height of 190' AGL)

Common Frequency Bands

Low Freq	High Freq	Freq 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

Specific Frequencies



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

FINANCIAL REPORT

December 31, 2009

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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	<u>574,996</u>	<u>600,872</u>
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)	<u>(1,384,261)</u>	<u>(2,067,821)</u>
	<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	<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	<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	<u>\$11,693,564</u>	<u>\$11,693,564</u>	<u>\$11,693,564</u>	<u>\$11,693,563</u>	<u>\$11,693,564</u>	<u>\$58,467,819</u>
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><u>\$13,885,889</u></u>	<u><u>\$13,885,889</u></u>	<u><u>\$13,885,889</u></u>	<u><u>\$13,885,888</u></u>	<u><u>\$13,885,889</u></u>	<u><u>\$69,429,444</u></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>

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

STATEMENTS OF INCOME DETAIL (Continued)

	Year Ended December 31, 2009				Totals
	RSA #9 Appalachian	RSA #10 Mountaineer	Fiber Ring	PCS	
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>

Year Ended December 31, 2008

<u>RSA #9</u>	<u>RSA #10</u>	<u>Fiber</u>			
<u>Appalachian</u>	<u>Mountaineer</u>	<u>Ring</u>	<u>PCS</u>	<u>Totals</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	
1,005,916	697,829	1,559,075	36,939	3,299,759	
<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>	

Directions to Wallins Tower Site

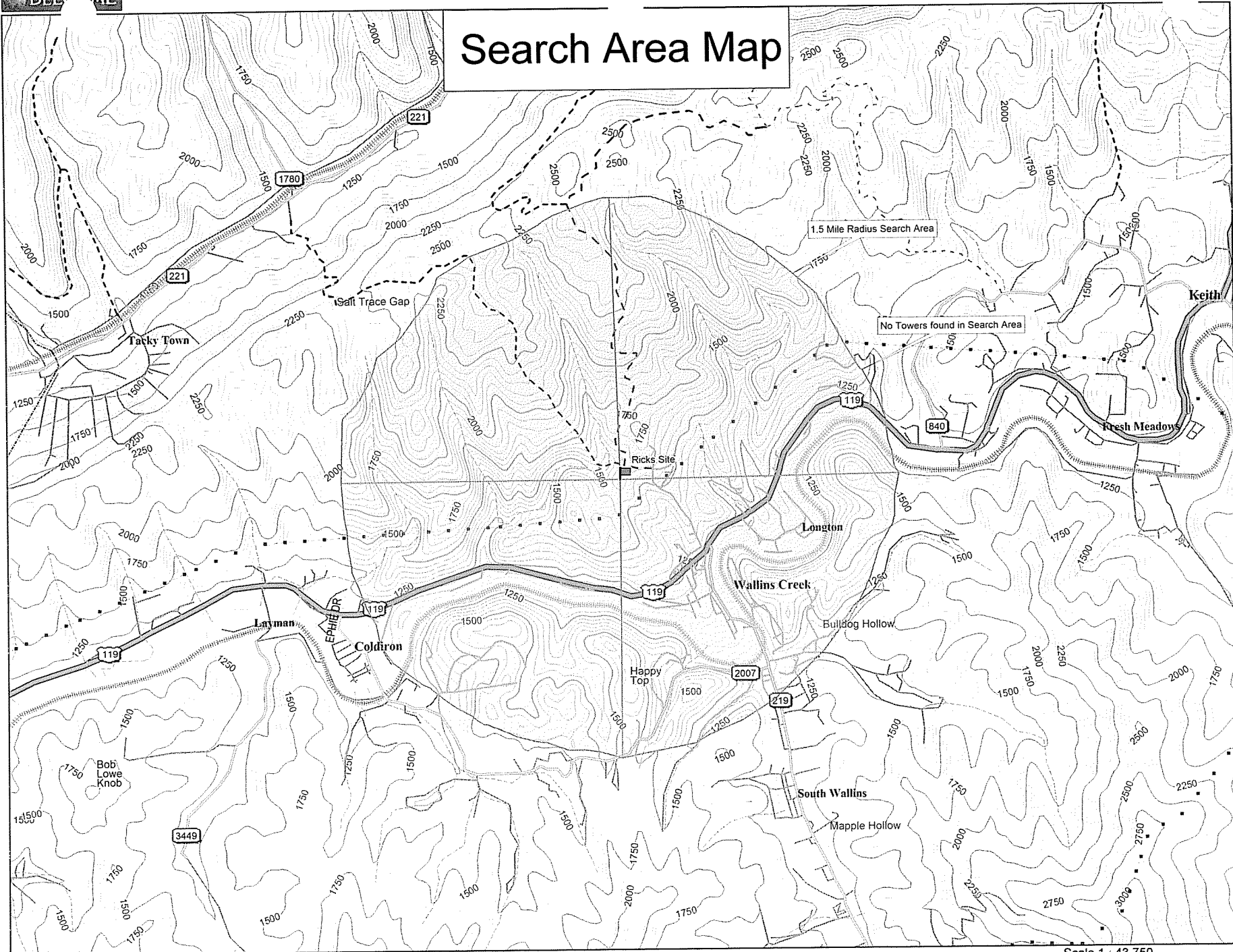
From the Harlan County Courthouse located at the intersection of first St. and E. Central St. Take E. Central Street . 1 miles to the Jct. of E. Central St. and 421. Turn Right onto 421 north and go .8 miles to Hwy 119. Turn left onto Hwy. 119 South and continue for 7.2 miles to the JCT of Hwy. 119 & Daniels Mountain Rd. Turn right onto Daniels Mt. Rd. and continue for 500' to Torstrick Drive. Turn left onto Torstrick drive going by Rick Torstrick's house and continue up dirt road to site. Sign is posted at site. Latitude 36-50-10.50 x Longitude 83-25-39.13

Directions were written by,

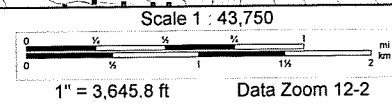
Marty Thacker
Appalachian Wireless
606-438-2355 Ext 111 (office)
606-634-9505 (Cell Phone)
m.thacker@tgtel.com (email)



Search Area Map



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LEASE AGREEMENT

THIS LEASE AGREEMENT is made and entered into on the 7th day of April, 2010, by and between **Richard Torstrick and Janie Torstrick**, his wife, of 200 Torstrick Drive, Wallins, Ky. 40873, LESSORS, and **East Kentucky Network, LLC, d/b/a Appalachian Wireless**, of 101 Technology Trail, Ivel, Kentucky 41642, LESSEE:

WITNESSETH:

That for and in consideration of the rents and other considerations hereinafter set out and subject to the terms and conditions therefore, Lessor do hereby lease, let and demise unto Lessee, its successors and assigns, to have and to hold for the term hereinafter set out and subject to the Lessee's right to surrender or terminate this Lease and provided hereinafter, the following described premises ("Leased Premises"), which term shall include all real property, rights and privileges herein granted:

BEING a part of the same property conveyed to Lessor by Deed of Conveyance, recorded in Deed Book County Clerk's Office.

BEING the same property described by metes and bounds in the description attached hereto and made a part hereof as Exhibit "A", and as shown on the plat dated 26th day of March, 2010, prepared by James W. Caudill, Licensed Professional Land Surveyor, and attached hereto and made a part hereof as Exhibit "B".

The Lessor grants unto Lessee full and complete right of ingress, egress and regress over roads located upon this property controlled by Lessor to and from the Leased Premises, and the non-exclusive right to use any existing road located on this property. In the event the Lessee desires to relocate all or any portion of an existing roadway or to construct another access road to the Leased Premises, the location of such roadway shall

be mutually agreed upon by Lessor and Lessee. Lessor further grants to the Lessee a right of way and easement to construct and maintain and operate telephone and power transmission lines over Lessor's remaining property to the Leased Premises for service of the tower and related facilities only, said lines to be located where feasible along the access road to the Leased Premises, with Lessor having input as to location of said power transmission lines in the event Lessee changes the location of its access road. Lessee shall have the right to trim or remove trees, limbs or underbrush which interferes with its access road or power/telephone lines wherever such road and lines are located or may damage tower if they fall. Lessee shall help maintain the existing road with gravel and needed repairs.

This Lease is made on the following terms and conditions:

1. **TERM OF LEASE.** The primary term of this lease shall be for a period of five (5) years from the date of this Lease Agreement. This Lease Agreement allows for an additional seven (7) five (5) year terms, which will automatically renew unless the Lessee notifies the Lessor in writing at least ninety (90) days prior to expiration of the current five year term that the Lessee does not intend to renew. If all automatic renewals are exercised the total term of this Lease Agreement will be for a period of forty (40) years.

2. **CANCELLATION.** Lessee shall have the right to terminate this Lease and abandon the Premises at any time under its sole discretion, upon six (6) month written notice to Lessor of its intention to do so. In the event that Leased Premises fail the process for approval as an acceptable cellular tower site by the Federal Communications Commission or any tests or requirements as required for such approval (the "FCC

Process”) or approval by the Public Service Commission of Kentucky (the “PSC”), then in its sole discretion Lessor may terminate this Lease Agreement upon thirty (30) days written notice to Lessor of such intention. In the event of termination by Lessee, the Lessor shall have no obligation to refund all or any portion of the annual Leasehold rental payment that has been paid through the date of termination. Upon termination of this Lease, Lessee shall have one hundred eight (180) days thereafter to remove all structures it has erected upon the Leased Premises, and to reclaim the premises. Payment shall continue until said structures are removed.

3. **RENTAL.** As rental for the Leased Premises, Lessee shall pay Lessor as follows: \$200.00 per month until all regulatory approvals are received from the “FCC Process” and the “PSC”. Upon receipt of approval from the “FCC Process” and the “PSC” rent will increase to \$400.00 per month for the remaining time in the first five (5) year term. After the first five (5) year term each additional five (5) year term will have an increase of 10% per five year term.

4. **USE OF PREMISES.** Lessee shall have the exclusive rights and privileges of the use of the Leased Premises for the purpose of constructing buildings, towers, 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 Lessee to receive and transmit any and all electronic signals in the rural service area now or hereafter to be served by the facility. The parties hereto recognize that technology in the communications field is advancing at a rapid rate and that 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 Lessee, that being to transmit and receive signals and communications by wire, fiber optics, radio and satellite. Lessee shall not use the Leased Premises for purposes other than maintenance or use as a site for communications by the use of methods now or hereafter known.

Lessee shall have the right to relocate the road to the site at Lessee's expense, at a mutually agreed upon route, so as long as Lessor has the right to use the new road, which use by Lessor shall not interfere with Lessee's use thereof or pose a threat to the security of Lessee's operations or the Leased Premises.

Lessee agrees to maintain the Leased Premises in a neat and orderly manner.

5. **INDEMNITY.** Lessee agrees to indemnify and save harmless the Lessor from any liability by virtue of Lessee's activities upon the Leased Premises or in the exercise of any rights and privileges granted herein, specifically including but not limited to any claim, loss, fine, penalty and costs (including reasonable attorney's fees) arising out of any violation of any environmental laws or regulations. This provision shall survive the termination of the lease. Lessee shall maintain and keep in full force and effect public liability and property damage insurance in an amount of at least One Million Dollars (\$1,000,000.00). Lessor shall not be held liable for personal injury or property damage on the Leased Premises whether or not associated with Lessee.

6. **TAXES.** Lessee shall pay all personal property taxes assessed on or any portion of such taxes attributable to the equipment used by Lessee on the Premises. Lessor shall pay when due all real property taxes and all other fees and assessments attributable to the Premises. Lessee shall reimburse the Lessor as additional compensation for any increase

in real estate taxes levied against the Lessor (or its successors or assigns) which are attributable to or arise as a result of the improvements constructed by the Lessee, its successors or assigns.

7. **MISCELLANEOUS PROVISIONS.** All notices, demands, or other writings in this Lease Agreement provided to be given, made or sent, or which may be given or made or sent, to either party hereto to the other, shall be deemed to have been fully given or made or sent when made in writing and deposited in the United States Mail, certified and postage prepaid, to Lessor and Lessee at the addresses stated in the caption of this Lease Agreement. Such addresses may be changed by written notice given by such party as above provided.

8. **SUCCESSORS AND ASSIGNS.** This Lease Agreement shall be binding upon the parties hereto, their heirs, executors, administrators and assigns.

WITNESS OUR HANDS, the day and year aforesaid.

LESSORS:

Richard Torstrick

Richard Torstrick

Janie Torstrick

Janie Torstrick

LESSEE:

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

BY: Gerald F. Robinette

ITS: General Manager

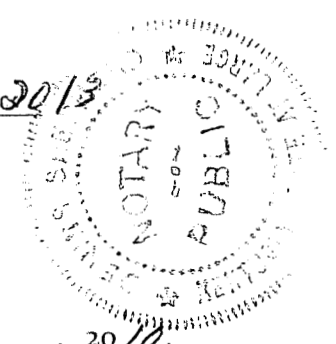
STATE OF Kentucky
COUNTY OF Harlan

The foregoing Lease Agreement was this 7th day of April, 2010,
produced and acknowledged before me by **Richard Torstrick and Janie Torstrick, his
wife**, Lessor.

Dennis Shepherd

NOTARY PUBLIC

COMMISSION EXPIRES: oct. 22, 2013



STATE OF KENTUCKY
COUNTY OF Floyd

The foregoing Lease Agreement was this 2nd day of April, 2010,
produced and acknowledged before me by **East Kentucky Network, LLC, dba
Appalachian Wireless** by Gerald Robinette, its General Manager,
Lessee.

Teresa M. April

NOTARY PUBLIC

COMMISSION EXPIRES: June 22, 2013

My Commission Expires
June 22, 2013



Exhibit "A"

**DEED DESCRIPTION
FOR SUB DIVISION OF**

Property of
Richard W. Torstrick & Janie S. Torstrick
P.O. Box 39, Cawood, Ky 40815
North of Highway 119
Near Wallins in Harlan County
March 26, 2010

A portion of the property lying within the tract of land located North of Highway 119 and the Cumberland river in Harlan County Kentucky, near the community of Wallins. Being a part of property conveyed by deed from Vernis Pot Blevins & William Ronnie Blevins Enterprises, LLC of P.O. Box 27, Coldiron, KY 40819 to Richard W. Torstrick and wife, Janie S. Torstrick, with right of survivorship, of P.O. Box 39, Cawood, Ky 40815 and recorded in Deed Book 422 Page 167 of the Harlan County Court House.

Lot #A1

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 referenced to a prior survey of the parent tract by James D. Noe June 28, 1998. This survey preformed by James W. Caudill, LS2259, on March 26, 2010.

Beginning on a set iron pin with cap marked ls2259 at a point on the hillside about 3' north of a 16" pine snag, said point being located North 72 deg 16 min 00 sec West, 364.20 feet from a found iron pin with cap from a prior survey and North 26 deg 41 min 55 sec East, 339.22 feet from the fifth point of prior survey and of the Torstrick deed described as a steel pin top of a ridge; thence severing the land of Richard W. & Janie S. Torstrick (deed book 422 page 167) creating a lot totally inside their boundary by running around the hill South 70 deg 06 min 30 sec West, 173.43 feet to a set iron pin with cap marked ls2259 on point north of 14" pine stump; thence running across a small drain North 23 deg 49 min 30 sec West, 137.09 feet to a set iron pin with cap marked ls2259 1' south of 14" poplar; thence running around the hill North 72 deg 54 min 35 sec East to a set iron pin with cap marked ls2259 at the base of 16" oak on ridge; thence running north 85 deg 51 min 47 sec East, 57.09 feet to a set iron pin with cap marked ls2259 at the base of 28" oak near the top of a steep slope; thence running South 24 deg 11 min 31 sec East, 115.76 feet to the beginning.

Containing a calculated area of 22579 sq ft or 0.52 acres.

This according to a survey by James W. Caudill, PLS #2259, on March 26, 2010.



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

STATE OF KENTUCKY

COUNTY OF HARLAN

Clerk's Certificate of
Lodgment and Record

I, Wanda S Clem, Clerk of the County for the County and State
aforesaid, certify that the foregoing Lease Agreement was on the 16th day of
April, 2010 lodged for record, whereupon the same, with the foregoing and
this certificate have been duly recorded in my office, at 10:25 Am.

Lease BK 49 Page 199
WITNESS my hand, this 16th day of April, 2010.

Wanda S Clem Clerk

By Jue Parrott D.C.

CASE NO: 2010-00298

CONTAINS
LARGE OR OVERSIZED
MAP(S)

RECEIVED ON: August 31, 2010