

**DISTRIBUTOR STATEMENT OF INTENT  
TO UTILIZE 2009 TVPPA / AT&T JOINT USE AGREEMENT**

TVPPA has recently completed the negotiation of an updated model joint use agreement with AT&T. The operational provisions will become effective as of January 1, 2010, and the rates will be effective beginning with the end-of-the-year 2009 billing period. In order to finalize a contract form for your system's review and approval, TVPPA will need certain information. However, this statement of intent is not a legally binding obligation. TVPPA recognizes that further approvals may be required before your system executes this Agreement. After submitting this "Statement of Intent" to TVPPA, your system will receive a signed contract from AT&T. Your system may choose not to sign the new agreement at that time.

System Legal Name (the name your system uses on its contracts)	West Kentucky Rural Electric Cooperative Corporation
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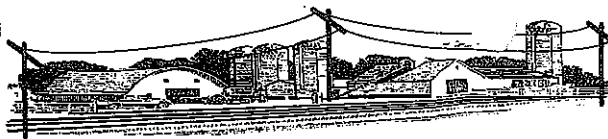
Date of prior AT&T joint use agreement (if not available, this may delay preparation of contract)	January 1, 1990
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Standard Joint Use Pole (See Article I, Section Q and select <u>either</u> 45 foot, class 4 <u>or</u> 40 foot, class 4)	40 Foot, Class 5
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Name & Address for Operational Notices (See Article XVIII) (attach additional pages if necessary)	Tim Vied, Manager of Engineering Services West Kentucky RECC, P. O. Box 589, Mayfield, KY 42066
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Name & Address for Official / Legal Notices (See Article XVIII) (attach additional pages if necessary)	David E. Smart, President & CEO West Kentucky RECC, P. O. Box 589, Mayfield, KY 42066
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Upon completion, please email this form to Josh Mabry ([jmabry@tvppa.com](mailto:jmabry@tvppa.com)) or fax a copy to Josh's attention at 423-267-2280. If you have any questions, please contact either Buddy Stansberry at [cstansberry@tvppa.com](mailto:cstansberry@tvppa.com) or 423-648-2474 or Josh Mabry at [jmabry@tvppa.com](mailto:jmabry@tvppa.com) or 423-648-2476. If your legal counsel has questions that are legal in nature, please ask your counsel to contact TVPPA's counsel, Mark Smith ([msmith@millermartin.com](mailto:msmith@millermartin.com) or 423-785-8357) of Miller & Martin PLLC.



JAMIE POTTS, Board President  
TROY ENGLISH, Board Vice President  
CAROLYN WOOD, Sec'y Treas.  
DAVID E. SMART, President and CEO

## WEST KENTUCKY RURAL ELECTRIC

P.O. BOX 589

MAYFIELD, KENTUCKY 42066

MAYFIELD (270) 247-1321  
MURRAY (877) 495-7322  
BENTON (877) 495-7322  
BARDWELL (877) 495-7322  
FAX: (270) 247-8498

February 18, 2010

Mr. Dale Haney  
Mediacom  
90 North Main Street  
Benton, KY 42025

Dear Mr. Haney:

I am writing this letter as a follow up to the conversation we had a few weeks ago about the attachment rates currently being paid by Mediacom. I have enclosed a copy of the joint use attachment agreement dated January 1, 1990, which is currently in effect. This agreement was by and between West Kentucky RECC and U.S. Cable. In #8 of the agreement, there is a sentence that says the following: "Said rental rate may be adjusted annually, in accordance with attachment fee paid Licensor by the South Central Bell Telephone Company." Also enclosed is a letter to my predecessor Michael Alderdice, in which Mediacom notified our company of its purchase of U.S. Cable. That letter includes the following sentence: "It is understood and agreed that Mediacom shall accept and assume all obligations and liabilities of U.S. Cable under the agreement ....". Also enclosed is a letter from Sadie Charon from Mediacom dated June 17, 2005, in which Mediacom refused to pay the adjusted rate established between the West Kentucky RECC and South Central Bell Telephone Company, which was in direct violation of our existing agreement. Therefore, over the last five years Mediacom has paid a rental rate less than the contracted agreement rental rate. South Central Bell Telephone Company has since been purchased by AT&T and AT&T has assumed all obligations and liabilities of South Central Bell Telephone Company. The 2009 negotiated rental rate between AT&T and West Kentucky RECC is \$25 per attachment; the 2010 rate will be \$27 per attachment and the 2011 rate will be \$29 per attachment.

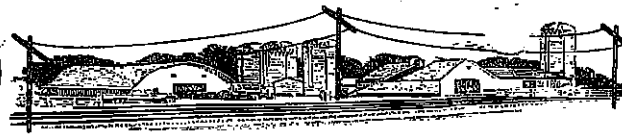
I have enclosed the billing statement for pole attachments charges for the period of January 1, 2010 through June 30, 2010, reflecting the \$25 per attachment rate. As you are aware, we are currently conducting an attachment pole count with your company. We will use the final derived attachment number from this count beginning with the billing statement for the period July 1, 2010 through December 31, 2010.

Thank you for your assistance in handling this matter. Please feel free to contact me if you have any questions.

Sincerely,

David E. Smart  
President & CEO  
West Kentucky RECC

Enclosures (4)



JAMIE POTTS, Board President  
TROY ENGLISH, Board Vice President  
CAROLYN WOOD, Sec'y Treas.  
DAVID E. SMART, President and CEO

## WEST KENTUCKY RURAL ELECTRIC

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FAX: (270) 247-8498

February 23, 2010

Mr. Dale L. Haney  
MEDIACOM  
90 N. Main Street  
Benton, KY 42025

Dear Mr. Haney:

Below is a billing statement for pole attachment charges for the period January 1, 2010 through June 30, 2010 as per the count from WKRECC's automated mapping system.

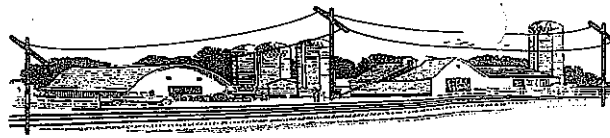
Total Number of Poles	11,678
Annual Rental Per Pole	\$25.00
Total Semi-Annual Rental	\$145,975.00

The approval of this form will be considered as a verification of the correctness of these totals and payment will be rendered on a net basis in accordance with our agreement for pole attachments.

You may use this letter as your invoice. Please return one signed copy for our records. The total amount due to WEST KENTUCKY RECC is \$145,975.00.

David E. Smart, President and CEO  
WEST KENTUCKY RECC

Dale L. Haney  
MEDIACOM



JAMIE POTTS, Board President  
TROY ENGLISH, Board Vice President  
CAROLYN WOOD, Sec'y Treas.  
DAVID E. SMART, President and CEO

**WEST KENTUCKY RURAL ELECTRIC**  
P.O. BOX 589  
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FAX: (270) 247-8486

August 31, 2010

Mr. Dale Haney  
MEDIACOM  
90 North Main Street  
Benton, KY 42025

Dear Mr. Haney:

Enclosed is the check for \$82,797.02 which MediaCom submitted for pole attachments based on the previous rate. I have attached a copy of the billing statement for pole attachment charges reflecting the new \$25 per attachment rate. This statement covers the period of January 1, 2010 through June 30, 2010, as per the count from West Kentucky RECC's mapping system.

Thank you for your assistance in resolving this matter. Please feel free to contact me if you have any questions.

Sincerely,

David E. Smart, PE  
President & CEO  
West Kentucky RECC

## David Smart PE

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**From:** Troy Hill [troy@wkrecc.com]  
**Sent:** Friday, January 14, 2011 9:53 AM  
**To:** 'David Smart PE'  
**Subject:** Mediacom Attachments

David,

We just completed a "paper" count of the Mediacom attachment inventory and came up with 2,675 additional attachments. Last year's total was 11,678 attachments so the new total should be 14,353. I left a message for Dale Haney(?) in Benton asking him to call back so we can agree on the total. Do you have another contact person I can call to verify these numbers with?

*Troy Z Hill*

GIS Supervisor

West Kentucky RECC

1218 West Broadway

Mayfield, KY 42066

☎: 270-251-6959

☎: 270-251-6958

✉: [troy@wkrecc.com](mailto:troy@wkrecc.com)

website: <http://www.wkrecc.com>

## David Smart

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**From:** David Smart PE <dsmartpe@wkrecc.com>  
**Sent:** Friday, February 04, 2011 3:59 PM  
**To:** 'bgluckman@mediacomcc.com'  
**Cc:** 'grobbins@newwavecomm.net'  
**Subject:** Mediacom Agreement with West Kentucky RECC  
**Attachments:** Current Contract 1990.pdf; Mediacom buys US Cable.pdf; AT&T Contract Rates.pdf

Mr. Gluckman:

Attached for your review are the documents you requested in our phone conversation a couple of weeks ago. The first document is the contract that is currently in effect. This contract was executed by and between West Kentucky RECC and MultiVision Cable as agent for US Cable in 1990. The second document is the notification letter in which Mediacom accepted and assumed all obligations and liabilities of US Cable and the acceptance by West Kentucky RECC manager Michael Alderdice. The third document is the cover page of the current AT&T contract with the pages that refer the adjustment payments, the signature page and the Exhibit page that outlines the rental rates.

According to Section 8 of the contract, the "rental rate may be adjusted annually, in accordance with the attachment fee paid Licensor by the South Central Bell Telephone Company."

Mediacom began refusing to pay the prevailing South Central Bell Telephone attachment rate in 2004 and based upon our contract with you, we expect payment for the difference in the rate that was in effect each year and the rate that your company actually paid since 2004.

We also have the issue of un-permitted attachments. Our recent pole attachment count with your personnel indicated that Mediacom was on an additional 2,675 poles which had not been reported as required in Section 1 of the agreement. The prior count between our companies was in excess of five-years ago.

I am currently working with our attorney, the Honorable Gayle Robbins, who has been copied on this email to work up a proposal for you on how we should handle the collection of the under-paid rental fees as well as how to handle payment for the other 2,675 un-reported attachments. Our attorney will forward our proposal to you when it is completed.

Please feel free to contact me or Gayle at any time if you have any questions.

Sincerely,

David E. Smart  
President & CEO  
West Kentucky RECC

**CLIENT'S COPY**

**ROBBINS & ROBBINS**

ATTORNEYS AT LAW  
101 SOUTH SEVENTH STREET  
MAYFIELD, KENTUCKY 42066

FARLAND ROBBINS, J.D. (1912-1990)  
GAYLE B. ROBBINS, J.D.

TELEPHONE (270) 247-4606  
FAX (270) 247-6295  
E-mail: grobbins@newwavecomm.net

March 18, 2011

Mr. Bruce Gluckman  
Mediacom Communications Corporation  
100 Crystal Run Road  
Middletown, NY 10941

Re: West Kentucky Rural Electric Cooperative  
Corporation Pole Attachment Agreement

Dear Mr. Gluckman:

Our firm represents West Kentucky Rural Electric Cooperative Corporation (WKRECC) and I am writing regarding the pole attachment Agreement dated January 1, 1990 we have with your company, Mediacom Communications Corporation. This letter is a follow-up to the email sent to you on February 4, 2011 by David Smart, CEO of WKRECC. I understand that soon after you discussed this matter with Mr. Smart, Mediacom did pay \$291,950 for the contractual amount owed for 2010 and we appreciate your assistance in getting that payment made.

However, we now need to make arrangements to receive rental payments for the pole attachments that were not paid from 2005 – 2009 in accordance with the Agreement previously sent to you as well as for the 2,446 unreported pole attachments recently discovered.

Accordingly, we propose that Mediacom pay the unpaid balance of the contractual amount which totals \$157,372.24 in full within 60 days and that the rental payments of \$147,034.62 for the 2,446 unreported attachments be paid based on the following 5 year formula:

- Twenty percent (20%) of the unreported attachments billed for at the 2006 South Central Bell rate of \$16.35 (489 attachments times \$16.35 = \$7,995.15)
- Forty percent (40%) of the unreported attachments billed for at the 2007 South Central Bell rate of \$16.81 (978 attachments times \$16.81 = \$16,440.18)

Mr. Bruce Gluckman  
Page Two  
March 18, 2011

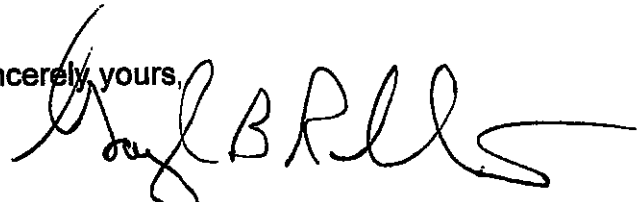
- Sixty percent (60%) of the unreported attachments billed for at the 2008 South Central Bell rate of \$17.53 (1,468 attachments times \$17.53 = \$25,734.04)
- Eighty percent (80%) of the unreported attachments billed for at the 2009 South Central Bell rate of \$18.25 (1,957 attachments times \$18.25 = \$35,715.25)
- One Hundred percent (100%) of the unreported attachments billed for at the 2010 South Central Bell rate of \$25.00 (2,446 attachments times \$25.00 = \$61,150.00)

A calculation sheet of the rates and our proposal is attached. We are willing to allow Mediacom to pay the amount of \$147,034.62 in two installments of \$73,517.31 each to be included on the next two semi-annual invoices for pole attachment charges from WKRECC beginning with the invoice for the period July 1 – December 31, 2011.

Of course, we would also request written confirmation that Mediacom will abide by the contractual terms hereafter beginning in 2011 on all poles.

Please review and advise.

Sincerely yours,



ROBBINS & ROBBINS

GR:jmn

Enclosure

cc: Mr. David Smart, CEO  
West Kentucky Rural Electric Cooperative Corporation  
PO Box 589  
Mayfield, KY 42066



## Proposed Mediacom Settlement Agreement

THIS AGREEMENT made and entered into this \_\_\_\_ day of March, 2011, by and between the Mediacom Communications Corporation; 100 Crystal Run Road; Middletown, NY 10941 and West Kentucky Rural Electric Cooperative Corporation; 1218 West Broadway; Mayfield, KY 42066.

### WITNESSETH:

WHEREAS, West Kentucky Rural Electric Cooperative Corporation is an electric distribution cooperative corporation formed under the laws of the State of Kentucky with a business mailing address of 1218 West Broadway; Mayfield, KY 42066.

WHEREAS, Mediacom is a communications company formed under the laws of the State of New York with a business mailing address of 100 Crystal Run Road; Middletown, NY 10941

WHEREAS, West Kentucky Rural Electric Cooperative Corporation and Mediacom Communications Corporation currently have a pole attachment and rental Agreement dated the 1<sup>st</sup> day of January 1990 in which West Kentucky Rural Electric Cooperative Corporation is the Licensor and Mediacom Communications Corporation is the Licensee

WHEREAS, the rental rate as set forth in Section 8 of this Agreement "may be adjusted annually, in accordance with attachment fee paid Licensor by the South Central Bell Telephone Company"

WHEREAS, Mediacom refused to pay the attachment fee paid Licensor by the South Central Bell Telephone Company beginning with the bi-annual invoice dated February 4, 2004.

WHEREAS, Section 1 of the contract states that "Before making attachment to any pole or poles of Licensor, Licensee shall make application and receive a permit therefore from the Licensor

WHEREAS, West Kentucky RECC billed Mediacom for 11,678 attachments in 2010

WHEREAS, a pole attachment count was requested and completed by the parties in 2010 and said count revealed that instead of the 11,678 attachments that were billed for, there were actually 14,124

NOW THEREFORE, in consideration of the mutual covenants and agreements hereinafter mentioned, to be performed by the parties hereto, and payment hereinafter agreed to be made, it is mutually agreed as follows:

1. Mediacom Communications Company agrees to reimburse West Kentucky Rural Electric Cooperative Corporation \$157,372.24, which is the difference between

the rate that was actually paid and the rate that should have been paid per attachment based on Section 8 of the current attachment Agreement beginning with the 2004 invoices and ending with the 2009 invoices. A copy of the calculation is included and made part of this Agreement as Appendix A.

2. Mediacom Communications Company agrees to pay and West Kentucky Rural Electric Cooperative Corporation agrees to accept restitution for the 2,446 unreported attachments using the following five year formula:

- Twenty percent (20%) of the unreported attachments billed for at the 2006 South Central Bell rate of \$16.35 (489 attachments times \$16.35) <sup>2007</sup>
- Forty percent (40%) of the unreported attachments billed for at the ~~2006~~ South Central Bell rate of \$16.81 (978 attachments times \$16.81) <sup>2008</sup>
- Sixty percent (60%) of the unreported attachments billed for at the ~~2006~~ South Central Bell rate of \$17.53 (1,468 attachments times \$17.53) <sup>2009</sup>
- Eighty percent (80%) of the unreported attachments billed for at the ~~2006~~ South Central Bell rate of \$18.25 (1,957 attachments times \$18.25)
- One Hundred percent (100%) of the unreported attachments billed for at the ~~2006~~ South Central Bell rate of \$25.00 (2,446 attachments times \$25.00)

The total amount for unreported attachments based upon this formula is \$147,034.62. A copy of the calculation is included and made part of this Agreement as Appendix A.

3. Mediacom Communications Company will abide by Section 1 of the current attachment Agreement in the future.

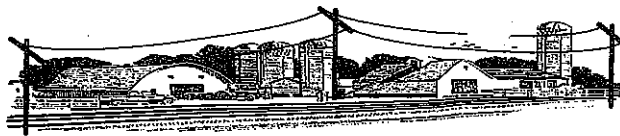
IN WITNESS WHEREOF, the parties have executed this Agreement on the date and year first above written.

West Kentucky RECC

Mediacom Communications Co.

By: \_\_\_\_\_  
Title: \_\_\_\_\_

By: \_\_\_\_\_  
Title: \_\_\_\_\_



JAMIE POTTS, Board President  
TROY ENGLISH, Board Vice President  
CAROLYN WOOD, Sec'y Treas.  
DAVID E. SMART, President and CEO

## WEST KENTUCKY RURAL ELECTRIC

P.O. BOX 589

MAYFIELD, KENTUCKY 42066

MAYFIELD (270) 247-1321  
MURRAY (877) 495-7322  
BENTON (877) 495-7322  
BARDWELL (877) 495-7322  
FAX: (270) 247-8498

February 22, 2010

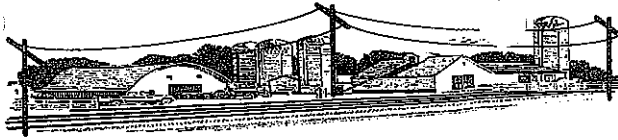
Leslie Crum  
Newwave Communications  
One Montgomery Plaza  
Sikeston, MO 63801

Dear Ms. Crum:

This letter is to notify you that the rate for pole attachments on our poles is now \$25 per attachment. This rate is in accordance with the current negotiated rate for AT&T's attachments on our poles. We use this rate for all communications companies currently attaching to our poles. These rates will be increased to \$27 per attachment for 2011 attachments and \$29 per attachment for 2012 attachments. Enclosed you will find a billing statement for pole attachment charges for the period January 1, 2010 through June 30, 2010, which reflect this increase. Please feel free to contact me at any time if you have any questions concerning the new rates.

Sincerely,

*David E. Smart*  
David E. Smart  
President & CEO  
West Kentucky RECC



## WEST KENTUCKY RURAL ELECTRIC

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FAX: (270) 247-8496

JAMIE POTTS, Board President  
TROY ENGLISH, Board Vice President  
CAROLYN WOOD, Sec'y Treas.  
DAVID E. SMART, President and CEO

February 23, 2010

Leslie Crum  
NEW WAVE COMMUNICATIONS  
One Montgomery Plaza  
Sikeston, MO 63801

Dear Ms. Crum.:

Below is a billing statement for pole attachment charges for the period January 1, 2010 through June 30, 2010 as per the count from WKRECC'S automated mapping system.

Total Number of Poles	1,896
Annual Rental Per Pole	\$25.00
Total Semi-Annual Rental	\$23,700.00

The approval of this form will be considered as a verification of the correctness of these totals and payment will be rendered on a net basis in accordance with our agreement for pole attachments.

You may use this as your invoice. Please return one signed copy for our records. The total amount due to WEST KENTUCKY RECC is \$23,700.00.

David E. Smart, President and CEO

WEST KENTUCKY RECC

\_\_\_\_\_  
Leslie Crum

CHARTER COMMUNICATIONS

COPY

**ROBBINS & ROBBINS**ATTORNEYS AT LAW  
101 SOUTH SEVENTH STREET  
MAYFIELD, KENTUCKY 42066FARLAND ROBBINS, J.D. (1912-1990)  
GAYLE B. ROBBINS, J.D.

October 24, 2011

TELEPHONE (270) 247-4606  
FAX (270) 247-6295  
E-mail: grobbins@newwavecomm.net

SENT VIA FAX: (888) 325-9633

Honorable Robert Nelson  
Edwards Angell Palmer & Dodge, LLP  
1255 23<sup>rd</sup> Street, NW  
Eighth Floor  
Washington, DC 20037Re: Pole Agreement between West Kentucky  
Rural Electric Cooperative Corporation and  
Telecommunications Management, LLC d/b/a  
NewWave Communications

Dear Mr. Nelson:


I represent West Kentucky Rural Electric Cooperative Corporation (WK) and have been consulted regarding a letter from J. Keith Davidson dated August 15, 2011. I understand that you recently called for David Smart, CEO and President of West Kentucky, and he has asked me to respond to your call.

We are unable to sign the August 15, 2011, letter from Mr. Davidson as written because it states that the original terms of the Pole Agreement dated February 1, 1965 would continue in full force and effect. Paragraph 8 of that Pole Agreement provided that the pole attachment rental rate was \$3.00 per year. NewWave and its predecessors have for over twenty years been billed and have been paying a rental rate equal to the attachment rental rates paid by AT&T. Last year the rate paid by NewWave was \$27.00 per pole.

Accordingly, please change the terms of the Assignment for West Kentucky to sign to reflect that the pole attachment rental rate will be adjusted annually equal to the attachment rate being paid by AT&T.

If you have any questions, please do not hesitate to contact me or Mr. Smart.

Sincerely yours,

  
ROBBINS & ROBBINSGR:smg  
cc: Mr. David Smart, CEO  
West Kentucky Rural  
Electric Cooperative Corporation  
P.O. Box 589  
Mayfield, KY 42066



August 15, 2011

Via Certified Mail; Return Receipt Requested

West Kentucky Rural Electric Cooperative Corporation  
P.O. Box 589  
Mayfield, KY 42066

RECEIVED  
AUG 18 2011  
West Ky RECC

Re: The Agreement (the "**Pole Agreement**"), dated 2/1/1965, between West Kentucky Rural Electric Cooperative Corporation and Murray Cablevision Company, predecessor in interest to Telecommunications Management, LLC with respect to pole attachments in or near Benton, Calvert City, Mayfield, KY

Dear Sir/Madam:

Telecommunications Management, LLC, d/b/a NewWave Communications ("**NewWave**"), has entered into an Asset Purchase Agreement (the "**Purchase Agreement**") with Time Warner NY Cable LLC ("**TWC**") dated as of June 11, 2011. Under the terms of the Purchase Agreement, NewWave has agreed to transfer and assign to TWC substantially all of the assets comprising its cable television systems located in Kentucky and Tennessee. Among the assets to be assigned to TWC are NewWave's rights and obligations under the Pole Agreement.

The assignment of the Pole Agreement to TWC will be effective as of the date of the closing of the transactions contemplated under the Purchase Agreement (the "**Closing Date**"), which the parties currently anticipate will be in November 1, 2011. As of the Closing Date and in accordance with the Purchase Agreement, TWC will be bound by and shall assume and discharge all of NewWave's obligations under the Pole Agreement related to the period from and after the Closing Date and NewWave will remain responsible for all liabilities and obligations under the Pole Agreement related to the period prior to the Closing Date. TWC's assumption of the Pole Agreement in no way changes the terms of the Pole Agreement other than to substitute TWC for NewWave for all purposes under the Pole Agreement from and after the Closing Date.

We respectfully request that you consent to (i) the assignment of the Pole Agreement from NewWave to TWC effective as of the Closing Date, and (ii) any subsequent assignment of the Pole Agreement from TWC to an affiliate of TWC that acquires the cable system with which the Pole Agreement is associated. In addition, by your signature below you acknowledge that the Pole Agreement represents the entire understanding of the parties with respect to the subject matter thereof and is in full force and effect.


Please evidence your acknowledgment, consent and agreement to the foregoing by signing, dating and returning the enclosed copy of this letter in the enclosed self-addressed

West Kentucky Rural Electric Cooperative Corporation  
August 15, 2011  
Page 2

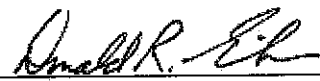
stamped envelope. Your prompt reply would be greatly appreciated. If you have any questions or require further information, please contact Keith Davidson at NewWave at 573-481-2403 or Bill Spies at TWC at 513-386-5852.

Sincerely,

**TELECOMMUNICATIONS MANAGEMENT, LLC**

By:   
Name: J. Keith Davidson  
Title: Chief Financial Officer

**TIME WARNER NY CABLE LLC**

By:   
Name: Donald Erickson  
Title: RVP, Finance, Midwest Region

Acknowledged, Accepted, Agreed and Consented:  
West Kentucky Rural Electric Cooperative Corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



JAMIE POTTS, Board President  
CHAD WILLETT, Board Vice President  
CAROLYN WOOD, Sec'y Treas.  
DAVID E. SMART, President and CEO

## WEST KENTUCKY RURAL ELECTRIC

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FAX: (270) 247-8496

April 16, 2009

Mr. Thomas A. Hudock, Jr.  
Manager -- Contracts  
Alltel Communications, Inc.  
Northeast Region  
50 Executive Parkway  
Hudson, OH 44236

Subject: Termination of Joint Use Agreement

Dear Mr. Hudock,

This letter constitutes the six month notice required to terminate our existing joint use Agreement with you per Article XVIII, Term of Agreement, of our existing joint use Agreement dated January 1, 1995. At some point during the next couple of months, I will send you a new proposed agreement. After you have been given an opportunity to review this proposed agreement, we can schedule a time to discuss the specifics of the agreement and begin the process of reaching a new, updated agreement. Please feel free to contact me at any time if you have any questions.

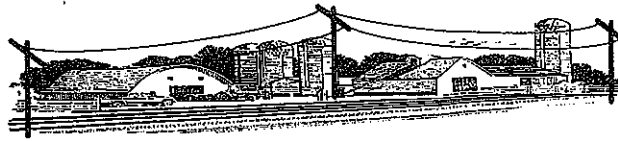
Sincerely,

*David E. Smart, P.E.*

David E. Smart, P.E.  
President & CEO  
West Kentucky RECC  
(270) 247-1321  
dsmartpe@wkrecc.com







JAMIE POTTS, Board President  
TROY ENGLISH, Board Vice President  
CAROLYN WOOD, Sec'y Treas.  
DAVID E. SMART, President and CEO

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FAX: (270) 247-8496

January 15, 2010

Mr. Thomas A. Hudock, Jr.  
Manager-Contracts  
Windstream Communications  
50 Executive Parkway  
Hudson, OH 44236

Dear Mr. Hudock:

I have received your request asking that West Kentucky RECC honor the existing attachment agreement terms until May 1, 2010, and the current rate for this year's billing for 2009 attachments. Following discussion with our board of directors, we will honor your request.

This letter serves to notify you that the language of the proposed contract I sent you is negotiable; however, the attachment rate we will charge beginning with our January 2011 billing for 2010 attachments is not negotiable. The rate for the 2010 billing period will be \$27 per attachment and the rate for the 2011 billing period will be \$29 per attachment. These rates are based on the rates recently negotiated between TVPPA and AT&T. These rates are being paid by most every utility (telephone or cable) that is located within the service areas of the distributors who purchase power and are regulated by TVA.

Please feel free to contact me at any time if you have any questions.

Sincerely,

David E. Smart  
President & CEO  
West Kentucky RECC



## Cathy Ernstberger

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**From:** David Smart PE [dsmartpe@wkrecc.com]  
**Sent:** Monday, August 09, 2010 12:47 PM  
**To:** cathy@wkrecc.com  
**Subject:** FW: Legal Responses on West Kentucky RECC (WKRECC) Contract

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**From:** Wilfong, Brenda [mailto:Brenda.Wilfong@windstream.com]  
**Sent:** Monday, August 09, 2010 6:45 AM  
**To:** 'David Smart PE'  
**Subject:** RE: Legal Responses on West Kentucky RECC (WKRECC) Contract

To my attention at the address below:

### Brenda Wilfong

Windstream Corporation  
Sr. Analyst Engineering  
50 Executive Parkway  
Hudson, Ohio 44236  
ph: 330/650-7498  
fax: 330/650-7307  
[brenda.wilfong@windstream.com](mailto:brenda.wilfong@windstream.com)

-----Original Message-----

**From:** David Smart PE [mailto:dsmartpe@wkrecc.com]  
**Sent:** Wednesday, August 04, 2010 12:46 PM  
**To:** Wilfong, Brenda  
**Subject:** RE: Legal Responses on West Kentucky RECC (WKRECC) Contract

Brenda:

I have the contracts ready. Who do I mail them to?

David

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**From:** Wilfong, Brenda [mailto:Brenda.Wilfong@windstream.com]  
**Sent:** Tuesday, July 13, 2010 6:37 AM  
**To:** 'dsmartpe@wkrecc.com'  
**Subject:** FW: Legal Responses on West Kentucky RECC (WKRECC) Contract

Mr. Smart

I have received response from our Corporate Legal Team.

They are in agreement with your 6/25 reponse below, but would request 1 change to Article XIV, paragraph C. I have highlighted the text in yellow.

If acceptable to West Kentucky RECC, Windstream is amenable to having the contract finalized and sent to us for signatures.

Thanks

## Brenda Wilfong

Windstream Corporation  
Sr. Analyst Engineering  
50 Executive Parkway  
Hudson, Ohio 44236  
ph: 330/650-7498  
fax: 330/650-7307  
[brenda.wilfong@windstream.com](mailto:brenda.wilfong@windstream.com)

-----Original Message-----

**From:** David Smart PE [mailto:[dsmartpe@wkrecc.com](mailto:dsmartpe@wkrecc.com)]  
**Sent:** Friday, June 25, 2010 4:17 PM  
**To:** Wilfong, Brenda  
**Subject:** Legal Responses

Brenda:

I have received feedback form our lawyer on the contract. Following is his feedback on the sections he reviewed:

My comments are as follows:

Section XVII -- I prefer to leave the language they deleted and delete their substituted language due to the fact that it is in all other agreements with other licensees.

Section XVIII - We are ok with this new language.

Section XXI -- No objection to the language except I suggest the middle paragraph read as follows:

If a resolution of the dispute, controversy, or claim is not reached within 90 days of the initial written request, either Party may initiate legal action in any court of competent jurisdiction within the State of Kentucky.

All other proposed changes are acceptable. If you all are agreeable to the terms in Section XVII and XXI above, I will draft a final document the week after next.  
(Due to vacation)

David E. Smart  
President & CEO

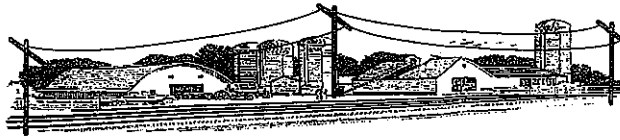
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The information contained in this message, including attachments, may contain privileged or confidential information that is intended to be delivered only to the person identified above. If you are not the intended recipient, or the person responsible for delivering this message to the intended recipient, Windstream requests that you immediately notify the sender and asks that you do not read the message or its attachments, and that you delete them without copying or sending them to anyone else.

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JAMIE POTTS, Board President  
TROY ENGLISH, Board Vice President  
CAROLYN WOOD, Sec'y Treas.  
DAVID E. SMART, President and CEO

## WEST KENTUCKY RURAL ELECTRIC

P.O. BOX 589

MAYFIELD, KENTUCKY 42066

MAYFIELD (270) 247-1321  
MURRAY (877) 495-7322  
BENTON (877) 495-7322  
BARDWELL (877) 495-7322  
FAX: (270) 247-8496

August 9, 2010

Brenda Wilfong  
Windstream Corporation  
Sr. Analyst Engineering  
50 Executive Parkway  
Hudson, OH 44236

Dear Ms. Wilfong:

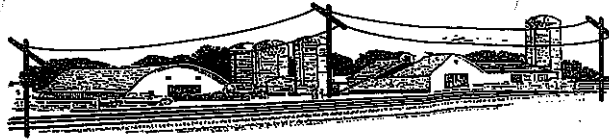
You will find enclosed three signed originals of the final contract between West Kentucky RECC and Windstream Kentucky East, LLC. Please execute these copies and return two of them to me for our records. I would like to point out that the only difference in the final contract and what we have discussed is that I eliminated the reference to Exhibit C, which you had included as the rate calculation methodology used. As you are aware we used the FCC Telecom formula to arrive at the figures we are using in the contract. This is the methodology that will be used in the future as well. I sent you a copy of this formula earlier in this process. Therefore, if a question arises down the road, you could reference the formula used during this process. Please feel free to contact me if you have any questions. Thanks for working with me to get an updated contract.

Sincerely,

*David E. Smart, PE*

David E. Smart, PE  
President & CEO  
West Kentucky RECC

Encl.



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January 15, 2010

Mr. Trevor Bonnstetter  
General Manager  
West Kentucky & Tennessee Telecommunications Cooperative  
P.O. Box 649  
Mayfield, KY 42066

Dear Mr. Bonnstetter:

I am writing this letter to notify you that following board discussion last night that in the event you intend to continue to attach to our poles via the proposed attachment agreement, the new attachment rates for your facilities on our poles will be as follows: The rate for year ending 2009 will be \$12.50 per attachment. The rate for year ending 2010 will be \$13.50 per attachment and the rate for year ending 2011 will be \$14.50. These rates are non-negotiable. The proposed language for a new three-year contract is negotiable. Please take time to review the language I sent you a few weeks ago. I am happy with the language in that I feel it is fair and reasonable for both parties.

In the event that you choose not to continue to operate under an attachment agreement with us, you will need to allocate a representative to conduct a final pole attachment count with one of our representatives. This count needs to be conducted as soon as possible following your decision.

Having discussed attachment rates with other representative managers of TVA distributors, I found that of those present at our last KPPA meeting, all but one are charging the AT&T rate to all companies who are attaching to their poles. The one discrepancy is between an electric coop and two telephone coops, both of which are currently paying between \$17 and \$18 per attachment. Therefore, I feel we are being and have been more than accommodating and reasonable.

Please notify me of your intentions to continue or not continue with an attachment agreement by February 1, 2010. If we haven't been informed differently by February 1, we will mail the billing statement for 2009 attachments using the new rates.

I hope you and your family are well.

Sincerely,

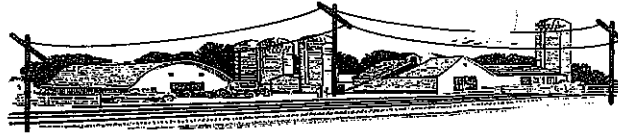
*David E. Smart*

David E. Smart

President & CEO

West Kentucky RECC





JAMIE POTTS, Board President  
TROY ENGLISH, Board Vice President  
CAROLYN WOOD, Sec'y Treas.  
DAVID E. SMART, President and CEO

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February 22, 2010

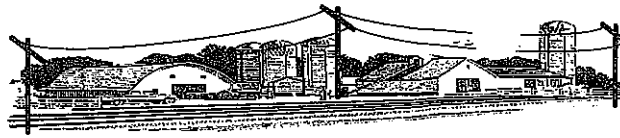
Mr. Ward Webb  
Galaxy Cablevision  
1718 Barlow Road  
Wickliffe, KY 42087

Dear Mr. Webb:

This letter is to notify you that the rate for pole attachments on our poles is now \$25 per attachment. This rate is in accordance with the current negotiated rate for AT&T's attachments on our poles. We use this rate for all communications companies currently attaching to our poles. These rates will be increased to \$27 per attachment for 2011 attachments and \$29 per attachment for 2012 attachments. Enclosed you will find a billing statement for pole attachment charges for the period January 1, 2010 through June 30, 2010, which reflect this increase. Please feel free to contact me at any time if you have any questions concerning the new rates.

Sincerely,

David E. Smart  
President & CEO  
West Kentucky RECC



JAMIE POTTS, Board President  
TROY ENGLISH, Board Vice President  
CAROLYN WOOD, Sec'y Treas.  
DAVID E. SMART, President and CEO

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FAX: (270) 247-8496

February 23, 2010

Mr. Ward Webb  
GALAXY CABLEVISION  
1718 Barlow Rd.  
Wickliffe, KY 42087

Dear Mr. Webb:

Below is a billing statement for pole attachment charges for the period January 1, 2010 through June 30, 2010 as per the count from WKRECC's automated mapping system.

Total Number of Poles	4,037
Annual Rental Per Pole	\$25.00
Total Semi-Annual Rental	\$50,462.50

The approval of this form will be considered as a verification of the correctness of these totals and payment will be rendered on a net basis in accordance with our agreement for pole attachments.

You may use this letter as your invoice. Please return one signed copy for our records. The total amount due to WEST KENTUCKY RECC is \$50,462.50.

*David E. Smart*

David E. Smart, President and CEO  
WEST KENTUCKY RECC

Ward Webb  
GALAXY CABLEVISION

