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**Melvin J. Malone**

Direct Dial (615) 744-8572  
mmalone@millermartin.com

April 27, 2006

**HAND DELIVERY**

Honorable Ron Jones, Chairman  
c/o Sharla Dillon, Docket & Records Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

06-00125

**RE: In Re: Joint Application of Yorkville Communications, Inc. and West  
Kentucky Networks d/b/a wk.net for Transfer of Customer Base and  
Other Assets**

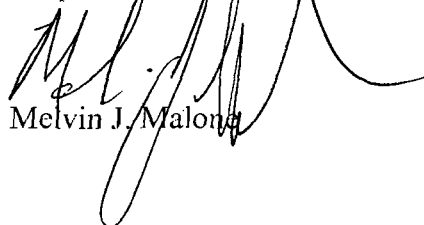
Dear Chairman Jones:

Enclosed for filing in the above-captioned matter are the original and thirteen (13) copies of the *Joint Application of Yorkville Communications, Inc. and West Kentucky Networks d/b/a wk.net for Transfer of Customer Base and Other Assets* (the *Joint Application*). The required verifications will be submitted separately. For reasons set forth in the *Joint Application*, the applicants request that this matter be considered, on an expedited basis, at the Authority's May 15, 2006, Conference.

A \$50.00 check for the required filing fee is also enclosed. An additional copy of this filing is enclosed to be "file stamped" for our records.

If you have any questions or need additional information, please let me know.

Respectfully submitted,



Melvin J. Malone

MJM:cw

2897429\_1.DOC

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

In Re:

Joint Application of Yorkville	)	
Communications, Inc. and West Kentucky	)	Docket No. _____
Networks, Inc. d/b/a wk.net	)	
for Transfer of Customer Base and Other	)	
Assets	)	
	)	

**JOINT APPLICATION FOR TRANSFER OF CUSTOMER BASE  
AND OTHER ASSETS**

Pursuant to Tenn. Code Ann. § 65-4-112 and Tennessee Regulatory Authority Rule 1220-4-2-.56(2)(d), Yorkville Communications, Inc. ("YCOM") and West Kentucky Networks, Inc. d/b/a wk.net ("Networks") (collectively the "Applicants") respectfully petition the Tennessee Regulatory Authority ("Authority" or "TRA") for authority to transfer YCOM's long distance customers, and any assets related to its provisioning of resold long distance services, to Networks (the "*Joint Application*"). Because of the timing of the transaction and the proposed transfer target date, the Applicants further request that the Authority grant the relief requested herein on an expedited basis. In support of the *Joint Application*, the Applicants respectfully show as follows:

**I. PARTIES**

Yorkville Communications, Inc. is a Tennessee corporation with principal offices located at 4 Newbern Highway, Yorkville, Tennessee 38389. YCOM is a wholly-owned subsidiary of Yorkville Telephone Cooperative, Inc. ("Yorkville Cooperative"), a

Tennessee telephone cooperative corporation organized under the Tennessee Telephone Cooperative Act, Tenn. Code Ann. §§ 65-29-101 *et seq.* YCOM is duly authorized by the Authority as a long distance reseller in Tennessee.<sup>1</sup>

West Kentucky Networks, Inc. d/b/a wk.net is a Kentucky corporation with principal offices located at 237 North 8th Street, Mayfield, Kentucky 42066. Networks is a wholly-owned subsidiary of West Kentucky Rural Telephone Cooperative Corporation, Inc., a Kentucky corporation providing services in Tennessee as a telephone cooperative pursuant to Tenn. Code Ann. § 65-29-128. Networks is authorized as a long distance reseller in Tennessee.<sup>2</sup> Networks has the requisite technical, financial and managerial capabilities to acquire the customer assets of YCOM and to ensure the seamless transition in the provision of telecommunications services.

The authorized representatives of the *Joint Applicants* in this proceeding are as follows. All inquiries, correspondence, notices and copies of pleadings should be sent to Applicants' counsel:

Melvin J. Malone  
Gray Sasser  
Miller & Martin, PLLC  
1200 One Nashville Place  
150 Fourth Avenue, North  
Nashville, Tennessee 37219-2433  
[mmalone@millermartin.com](mailto:mmalone@millermartin.com)  
[gsasser@millermartin.com](mailto:gsasser@millermartin.com)  
(615) 244-9270  
(615) 256-8197 Facsimile

Attorneys for Yorkville Communications, Inc.

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<sup>1</sup> See Order, TRA Docket No. 00-00023 (March 14, 2000) (Authority granted YCOM a Certificate of Convenience and Necessity)

<sup>2</sup> See Order, TRA Docket No. 99-00155 (Jan 25, 2000) (Authority granted Networks a Certificate of Convenience and Necessity).

-and-

Gayle Robbins  
101 South Seventh Street  
Mayfield, Kentucky 42066

Attorney for West Kentucky Networks, Inc. d/b/a wk.net

## II. DESCRIPTION OF TRANSACTION

In accordance with that certain Asset Purchase Agreement dated April 10, 2006 (the "Agreement"), between YCOM and Networks, YCOM will, among other things, transfer its long distance customers, and any assets related to its provisioning of resold long distance services, to Networks.<sup>3</sup> Prior to closing the relevant transactions set forth in the Agreement, the membership of Yorkville Cooperative must approve the same.<sup>4</sup> The Applicants will not proceed with the issuance of the required notice letter (to YCOM's long distance customers) until the members of Yorkville Cooperative have formally approved, among other things, the transactions set forth in the Agreement.<sup>5</sup>

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<sup>3</sup> In a related transaction, outlined in a separate Asset Purchase Agreement dated April 10, 2006, by and among Yorkville Cooperative, West Kentucky Rural Telephone Cooperative Corporation, Inc. ("West Kentucky Cooperative") and Networks, Yorkville Cooperative will transfer substantially all of its assets to West Kentucky Cooperative and Networks. This related transaction is not the subject of this *Joint Application*. The afore-referenced related transaction will, to the extent required, be submitted to the Authority in a separate filing.

<sup>4</sup> Yorkville Cooperative's Board of Directors has approved the Agreement, along with other related transactions. See **Exhibit A** attached hereto. The Yorkville Cooperative membership vote on, among other things, the transactions set forth in the Agreement is scheduled for April 27, 2006. See **Exhibit B**.

<sup>5</sup> In order to seek Yorkville Cooperative's membership approval of the Agreement, along with other related transactions, to timely close the transactions to the mutual satisfaction of all parties involved, to comply with the Authority's notice requirement set forth in Rule 1220-4-2-.56(2)(d) and to meet the Federal Communications Commission's self-certification requirement, it is necessary that the Applicants secure approval of the notification letter on an expedited basis. Prior to issuing the notification letter, the Applicants will notify the agency's General Counsel, in writing, that the members of Yorkville Cooperative have formally approved the transactions set forth in the Agreement. Otherwise, the Authority-required notification letter will not be issued.

Subsequent to the transfer, YCOM will cease its telecommunications operations and eventually be dissolved. The number of Tennessee consumers affected by the transfer is approximately 2,210.

To the extent required, both YCOM and Networks will file with the Authority any necessary tariff revisions to implement the transfer. The transfer will be transparent to the affected customers and will not alter the manner or quality of service that YCOM's current long distance customers enjoy. The transfer will also have no effect on Networks' operations in Tennessee, and Networks will continue to provide services in Tennessee pursuant to its existing Tennessee certification.

### **III. REQUEST FOR WAIVER OF APPLICABLE ANTI-SLAMMING REGULATIONS**

Pursuant to Authority Rule 1220-4-2-.56(2)(d)(2), prior to the transfer to Networks, YCOM and Networks will provide the affected customers with notice of the change in long distance providers.<sup>6</sup> In the notice letter, the customers will be informed that they have the right to switch to the carrier of their choice and if they wish to transfer to a carrier other than Networks, they should do so by a specific date in order to ensure the seamless transfer of service to the new carrier. The customers are further informed that if they wish to switch to a carrier other than Networks, they may incur a transfer fee. See **Exhibit C** attached hereto. The notice letter also clearly states that if the customer consents to the change of carrier to Networks, no customer action is required for the

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<sup>6</sup> The notice letters will be sent in envelopes bearing the Yorkville logo, as opposed to the logo of Networks.

transfer to occur, the customer's current plan, rates,<sup>7</sup> features, terms and conditions of service will transfer to Networks, and the customer will not incur any charges for the transfer of service to Networks. Also, the letter lists a toll-free customer service number in the event that affected customers have any questions regarding the transfer.

As set forth further below, the Applicants intend to provide the affected customers with the notice included in **Exhibit C** at least thirty (30) days prior to implementation of the transfer. Although Applicants have attempted to include in the notice letter all relevant state and federal customer notification and consent requirements, YCOM and Networks respectfully request, to the extent necessary, that the Authority grant a waiver of any applicable anti-slamming regulations that may possibly be violated by the transfer being made without specific authorization from each affected customer.<sup>8</sup>

#### **IV. REQUEST FOR WAIVER OF AUTHORITY RULE 1220-4-2-.56(2)(d)(2)**

The transactions set forth in the Agreement are tentatively scheduled to close on or about May 31, 2006. The proposed target date for the transfer of customer base is on or about June 1, 2006.

Among other things, Authority Rule 1220-4-2-.56(2)(d)(2) provides that a "pre-approved" notification letter regarding any transfer of customer base shall be mailed by the current provider of telecommunications service to its customers "no less than thirty (30) days prior to the actual customer transfer." Further, the rule provides that "For good cause shown, the Authority may waive any requirement of this part[.]"

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<sup>7</sup> In accordance with Authority Rule 1220-4-2-.56(2)(d)(4), and as provided in **Exhibit C**, Networks "agrees to provide to the affected customers a thirty (30) day written notice of any rate increase that may affect their service up to ninety (90) days from the date of the transfer of customers."

As of the submission of this *Joint Application*, the Authority has not issued its next Conference Agenda. Upon information and belief, the Authority's next Conference will be held on May 15, 2006. Assuming that the *Joint Application* is favorably considered by the Authority on May 15, 2006, the Applicants would not have sufficient time to comply with the Authority's 30-day notice requirement prior to June 1, 2006, the scheduled transfer date. Hence, the Applicants hereby seek a partial/limited waiver of Authority Rule 1220-4-2-.56(2)(d)(2).

For the foregoing reasons, the Applicants propose that they be permitted to issue the notification letter required under Authority Rule 1220-4-2-.56(2)(d)(2) on or before May 1, 2006. Under this proposal, the affected customers will receive the benefit of the 30-day notice period contemplated under the rule and the June 1, 2006, transfer date is not jeopardized.<sup>9</sup> Therefore, the request is not inconsistent with the public interest.

For good cause shown, the Applicants respectfully request that the Authority waive Authority Rule 1220-4-2-.56(2)(d)(2).

## **V. PUBLIC INTEREST CONSIDERATIONS**

The public interest will be served by the transfer of YCOM's customers to Networks, an experienced and qualified telecommunications provider. Networks has the technical, financial and managerial capabilities to provide quality service to YCOM's customer base, as previously confirmed by the Authority when it granted Networks a

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<sup>8</sup> Pursuant to Authority Rule 1220-4-2-.56(2)(d)(1), a copy of the Federal Communications Commissions' ("FCC") self-certification letter that will be submitted to the FCC is attached hereto as **Exhibit D**.

<sup>9</sup> In their efforts to preserve the June 1, 2006, transfer date, the Applicants could have requested that the 30-day notice requirement be shortened so that the required notification letter could be timely issued subsequent to consideration of the *Joint Application*. But, the Applicants are persuaded, in good

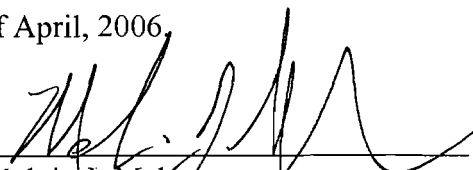
Certificate of Convenience and Necessity as a reseller of telecommunications services in Tennessee.

There will be no changes to the affected customers' service plans, rates, features, terms or conditions of service as a result of the proposed transfer. Moreover, TRA approval of the proposed transfer will serve the public interest in promoting the continuation of uninterrupted services, products and carrier expertise. Accordingly, TRA approval of the proposed transfer is in the public interest.

## **VI. CONCLUSION**

For the foregoing reasons, YCOM and Networks request that the TRA approve the transfer of customer base, and any assets related to its provisioning of resold long distance services, described herein on an expedited basis, grant a waiver of Authority Rule 1220-4-2-.56(2)(d)(2) and, to the extent required, grant a waiver of any applicable anti-slamming regulations.

Respectfully submitted this 27th day of April, 2006.



Melvin J. Malone  
Gray Sasser  
Miller & Martin, PLLC  
1200 One Nashville Place  
150 Fourth Avenue, North  
Nashville, Tennessee 37219-2433

Attorneys for Yorkville Communications,  
Inc.

---

faith, that the requested approach, which provides customers with the full benefit of the 30-day notice, is the better course.



Gayle Robbins  
101 South Seventh Street  
Mayfield, Kentucky 42066

Attorney for West Kentucky Networks, Inc.

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**RESOLUTIONS OF BOARD OF DIRECTORS  
OF  
YORKVILLE TELEPHONE COOPERATIVE**

**COPY**

RESOLVED, that the board of directors of Yorkville Telephone Cooperative, a Tennessee Telephone cooperative (the "Cooperative"), hereby calls a special meeting of the members of the Cooperative to be held at 6 p.m. on April 27, 2006 at the Yorkville Community Center in Yorkville, Tennessee.

FURTHER RESOLVED, that the board of directors hereby recommends to the members of the Cooperative that the members, at such special meeting, approve:

The sale of substantially all the assets of the Cooperative and its wholly-owned subsidiary, Yorkville Communications, Inc., to West Kentucky Rural Telephone Cooperative Corporation, Inc. ("West Ky."), and its wholly-owned subsidiary, West Kentucky Networks, Inc. ("Networks"), pursuant to which the majority of the existing members of the Cooperative will cease to be members of the Cooperative and instead will purchase phone service from West Ky. or Networks (the "Transaction"); and

The amendment to Article I, Section 7(c) of the Cooperative's bylaws to delete and remove the requirement that membership fees be refunded to Cooperative members upon the termination of such members' membership in the Cooperative (the "Amendment").

FURTHER RESOLVED, that any and all actions undertaken by the officers of the Cooperative in connection with the Transaction or the Amendment (including without limitation the execution and delivery of one or more Asset Purchase Agreements or Settlement Agreements with the Cooperative's existing creditors) are hereby ratified, approved and accepted.

FURTHER RESOLVED, that the officers of the Cooperative hereby are authorized and empowered to take any and all necessary actions, which may be required of them or which may be in the best interest of the Cooperative, to complete all transactions necessary or deemed necessary, in the sole and absolute discretion, by the officers of the Corporation with regard, but not limited, to the Transaction and the Amendment, in order to implement the purposes of these Resolutions and that all such actions are hereby ratified, adopted, approved and affirmed.

IN WITNESS WHEREOF, the undersigned as the President of the Cooperative hereby certifies that the foregoing resolutions were duly adopted by the Board of Directors of the Cooperative on this 10<sup>th</sup> day of April, 2006.

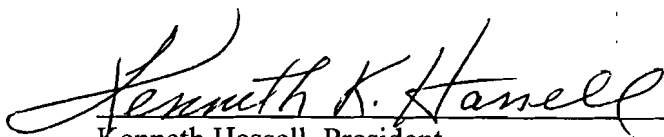
  
Kenneth Hassell, President

EXHIBIT B

**YORKVILLE TELEPHONE COOPERATIVE**  
**4 Newbern Highway**  
**Yorkville, Tennessee 38389**

**NOTICE OF SPECIAL MEETING OF MEMBERS**

**TO BE HELD ON APRIL 27, 2006**

Notice is hereby given that a Special Meeting (the "Special Meeting") of the Members of Yorkville Telephone Cooperative, a Tennessee telephone cooperative (the "Cooperative"), will be held at the Yorkville Community Center located at 115 Newbern Highway, Yorkville, Tennessee, 38389 on April 27, 2006, beginning at 6:00 p.m. (local time) for the following purposes:

1. Approval of Asset Sale. To approve the sale of substantially all the assets of the Cooperative and its wholly-owned subsidiary, Yorkville Communications, Inc., to West Kentucky Rural Telephone Cooperative Corporation, Inc. ("West Ky."), and its wholly-owned subsidiary, West Kentucky Networks, Inc. ("Networks"), pursuant to which the majority of the existing members of the Cooperative will cease to be members of the Cooperative and instead will purchase phone service from West Ky. or Networks.
2. Approval of Amendment to Bylaws. To approve the amendment to Article I, Section 7(c) of the Cooperative's bylaws to delete and remove the requirement that membership fees be refunded to Cooperative members upon the termination of such members' membership in the Cooperative.
3. Other Business. To transact such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.

Information regarding the matters to be acted upon at the Special Meeting is contained in the Information Statement attached to this Notice. All members are strongly encouraged to read such Information Statement in its entirety prior to the Special Meeting.

Only members who were members of the Cooperative at the close of business on April 10, 2006, are entitled to notice of, and to vote at, the Special Meeting or any adjournment(s) thereof.

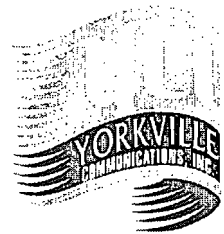
Because both the Tennessee Telephone Cooperative Act and the bylaws of the Cooperative prohibit any person from holding more than one proxy, all members are encouraged to attend the Special Meeting in person. However, any member wishing to vote by proxy should contact the Cooperative Business Office at (731) 643-6121 or 1-800-206-6017 for specific instructions on how to vote by proxy. Any such proxy may be revoked by the person executing the proxy at any time before it is exercised by filing with the Cooperative an instrument of revocation or a duly executed proxy bearing a later date, or by electing to vote in person at the Special Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Yorkville, Tennessee  
April 10, 2006

\_\_\_\_\_  
Kenneth K. Hassell, President

**YOU ARE ENCOURAGED TO ATTEND THE SPECIAL MEETING IN PERSON. IF; HOWEVER, YOU ARE UNABLE TO ATTEND THE SPECIAL MEETING, AND YOU WISH TO VOTE BY PROXY, PLEASE CONTACT THE COOPERATIVE BUSINESS OFFICE AT (731) 643-6121 OR 1-800-206-6017 FOR SPECIFIC INSTRUCTIONS ON HOW TO VOTE BY PROXY.**



## EXHIBIT C

Dear Subscriber:

West Kentucky Rural Telephone Cooperative Corporation, Inc. ("West Kentucky") is pleased to report that it is progressing toward finalizing its purchase of the assets of Yorkville Telephone Cooperative, Inc., ("YTC"). At the same time, West Kentucky's affiliate, West Kentucky Networks, Inc. dba wk.net ("Networks") is finalizing its purchase of the long distance and internet assets of YTC's subsidiary, Yorkville Communications, Inc. ("YCI"). The parties anticipate that the transaction will be concluded on or about May 31, 2006.

On the closing date, on or about May 31, 2006, YTC local customers will become local exchange and exchange access subscribers of West Kentucky, and the long distance and internet subscribers of YCI will become subscribers of Networks, unless they have made other arrangements. All services previously received from YTC and YCI will continue without interruption, and without any charges to you that result solely from the change in ownership. Your phone number will not change. To the extent that any fees are charged to a subscriber for changing service to West Kentucky or Networks, West Kentucky will pay such charges.

As we complete this process, it is important to us that you fully understand your rights as a consumer. You do have a choice of carriers, and you have the right to select a different service provider for any or all of the telecommunications services offered – local, intrastate, interstate and international long distance telephone services if an alternative carrier is available. If you choose to seek an alternative carrier for services, you may incur a fee for transfer of services. If you choose to select an alternate carrier, please do so in a timely manner to ensure that you do not experience any interruptions in your services.

Unless you select a different long distance service provider before the transfer date (even if you have arranged for a preferred carrier freeze with YTC), Networks will continue to provide the intrastate, interstate and international telephone service to you at the rates, and under the same terms and conditions, as those currently offered by YCI. If a subsequent rate increase is contemplated, Networks will provide you with at least thirty days' written notice of such increase for a period not less than ninety (90) days from the date of transfer of customers.

Please note that if you currently obtain local service from YTC and long distance service from a company other than YCI, your chosen long distance carrier will remain your long distance provider after the sale has been completed, unless you request another arrangement prior to the transaction date.

As noted above, if you are currently a YCI long distance customer, Networks will automatically become your new long distance company ***even if you have a preferred carrier freeze in place, unless*** you select a different carrier before the transfer date. Your existing preferred carrier freeze will be lifted, and you must contact West Kentucky to arrange a new freeze.

West Kentucky will become responsible for all service and repair issues as of the date that its transactions with the Yorkville companies close, and the Yorkville companies will continue to respond to any issues or concerns related to the service provided prior to this date.

Please feel free to contact us at the following toll free number: \_\_\_\_\_. The West Kentucky companies are looking forward to serving your telecommunications needs.

Sincerely,

Yorkville Telephone Cooperative, Inc.  
Yorkville Communications, Inc.  
West Kentucky Rural Telephone Cooperative  
Corporation, Inc.  
West Kentucky Networks, Inc. d/b/a wk.net



# COMMUNICATIONS ADVISORY COUNSEL LLC

2154 Wisconsin Avenue N.W.  
Washington, D.C. 20007

Tel 202-333-5273  
Fax 202-333-5274

Sylvia Lesse  
[sylvia@Independent-Tel.com](mailto:sylvia@Independent-Tel.com)

[projected filing date May 1, 2006]

Ms. Marlene Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, DC 20554

**Re: West Kentucky Rural Telephone Cooperative Corporation, Inc. and  
West Kentucky Networks, Inc. dba wk.net  
CC Docket No. 00-257  
Notification Pursuant to Rule 64.1120(e)**

Dear Ms. Dortch:

Pursuant to Section 63.1120(e) of the Commission's Rules, this letter provides notification to the Commission of the pending acquisition and contemplated transfer of the local exchange and exchange access customers of Yorkville Telephone Cooperative, Inc. ("YTC") by West Kentucky Rural Telephone Cooperative Corporation, Inc. ("West Kentucky"), as well as the pending acquisition and contemplated transfer of the presubscribed interexchange subscriber base of YTC's wholly-owned subsidiary, Yorkville Communications, Inc. ("YCI") by West Kentucky's wholly-owned subsidiary, West Kentucky Networks, Inc. dba wk.net ("Networks"). In accordance with Commission requirements, the following information is submitted herewith:

**1. With respect to local exchange and exchange access customers:**

Selling Carrier: Yorkville Telephone Cooperative, Inc.

Acquiring Carrier: West Kentucky Rural Telephone Cooperative Corporation, Inc.

and

**With respect to presubscribed interexchange subscribers:**

Selling Carrier: Yorkville Communications, Inc.

Acquiring Carrier: West Kentucky Networks, Inc. dba wk.net

2. The types of services to be provided to the affected subscribers: with respect to the YTC-West Kentucky transfer, local exchange and exchange access services; with respect to the YCI - Networks transfer, intraLATA, interLATA and/or international interexchange service.

Ms. Dortch  
[May 1, 2006]  
Page Two

3. Expected date of transfer of subscriber base : May 31, 2006

A copy of the advance subscriber notice issued jointly by sellers and buyers is attached. West Kentucky Rural Telephone Cooperative Corporation, Inc. and West Kentucky Networks, Inc. dba wk.net hereby certify that they have provided this advance subscriber notice to all affected subscribers in accordance with Section 64.1120(e)(3) of the Commission's Rules, in compliance with the obligations specified in that subsection and with the statutory and Commission requirements applicable to this streamlined notification process.

A copy of this letter is being filed electronically in the above-referenced docket.

Respectfully submitted,

Sylvia Lesse

Attachment

## DECLARATION OF ANTHONY GOODMAN

I, Anthony Goodman, President of West Kentucky Networks, Inc. dba wk.net ("WKN"), do hereby declare under penalties of perjury that I have read the foregoing "Notification Pursuant to Rule 64.1120(e)," and the information contained therein regarding WKN is true and accurate to the best of my knowledge, information, and belief.

Date \_\_\_\_\_

Anthony Goodman  
President  
West Kentucky Networks, Inc.  
dba:wk.net

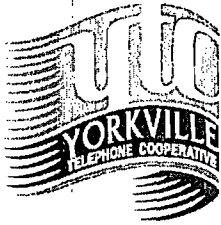


## DECLARATION OF JERRY STEPHENSON

I, Jerry Stephenson, President of West Kentucky Rural Telephone Cooperative Corporation, Inc. ("WKT"), do hereby declare under penalties of perjury that I have read the foregoing "Notification Pursuant to Rule 64.1120(e)," and the information contained therein regarding WKT is true and accurate to the best of my knowledge, information, and belief.

Date \_\_\_\_\_

Jerry Stephenson  
President  
West Kentucky Rural Telephone  
Cooperative Corporation, Inc.



Dear Subscriber:

West Kentucky Rural Telephone Cooperative Corporation, Inc. ("West Kentucky") is pleased to report that it is progressing toward finalizing its purchase of the assets of Yorkville Telephone Cooperative, Inc., ("YTC"). At the same time, West Kentucky's affiliate, West Kentucky Networks, Inc. dba wk.net ("Networks") is finalizing its purchase of the long distance and internet assets of YTC's subsidiary, Yorkville Communications, Inc. ("YCI"). The parties anticipate that the transaction will be concluded on or about May 31, 2006.

On the closing date, on or about May 31, 2006, YTC local customers will become local exchange and exchange access subscribers of West Kentucky, and the long distance and internet subscribers of YCI will become subscribers of Networks, unless they have made other arrangements. All services previously received from YTC and YCI will continue without interruption, and without any charges to you that result solely from the change in ownership. Your phone number will not change. To the extent that any fees are charged to a subscriber for changing service to West Kentucky or Networks, West Kentucky will pay such charges.

As we complete this process, it is important to us that you fully understand your rights as a consumer. You do have a choice of carriers, and you have the right to select a different service provider for any or all of the telecommunications services offered – local, intrastate, interstate and international long distance telephone services if an alternative carrier is available. If you choose to seek an alternative carrier for services, you may incur a fee for transfer of services. If you choose to select an alternate carrier, please do so in a timely manner to ensure that you do not experience any interruptions in your services.

Unless you select a different long distance service provider before the transfer date (even if you have arranged for a preferred carrier freeze with YTC), Networks will continue to provide the intrastate, interstate and international telephone service to you at the rates, and under the same terms and conditions, as those currently offered by YCI. If a subsequent rate increase is contemplated, Networks will provide you with at least thirty days' written notice of such increase for a period not less than ninety (90) days from the date of transfer of customers.

Please note that if you currently obtain local service from YTC and long distance service from a company other than YCI, your chosen long distance carrier will remain your long distance provider after the sale has been completed, unless you request another arrangement prior to the transaction date.

As noted above, if you are currently a YCI long distance customer, Networks will automatically become your new long distance company ***even if you have a preferred carrier freeze in place, unless*** you select a different carrier before the transfer date. Your existing preferred carrier freeze will be lifted, and you must contact West Kentucky to arrange a new freeze.

West Kentucky will become responsible for all service and repair issues as of the date that its transactions with the Yorkville companies close, and the Yorkville companies will continue to respond to any issues or concerns related to the service provided prior to this date.

Please feel free to contact us at the following toll free number: \_\_\_\_\_. The West Kentucky companies are looking forward to serving your telecommunications needs.

Sincerely,

Yorkville Telephone Cooperative, Inc.  
Yorkville Communications, Inc.  
West Kentucky Rural Telephone Cooperative  
Corporation, Inc.  
West Kentucky Networks, Inc. d/b/a wk.net

