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August 20, 2010

**VIA ELECTRONIC MAIL AND
HAND DELIVERY**

Chairman Sara Kyle
c/o Ms. Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

FILED ELECTRONICALLY IN DOCKET OFFICE ON 08/20/10

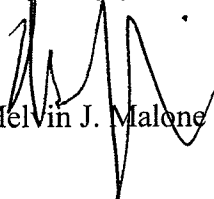
RE: Expedited Joint Application of Highland Communications Corporation and
Highland Media Corporation Regarding Internal Corporate Restructuring, Docket
No. 10-00169

Dear Chairman Kyle:

Enclosed please find an original and five (5) copies of Expedited Joint Application of Highland Communications Corporation and Highland Media Corporation Regarding Internal Corporate Restructuring Approval. Applicants have also transmitted this submission electronically to the Authority. Please stamp a copy of this Application as "filed" and return it to me by way of our courier.

Should you have any questions concerning any of the enclosed, please do not hesitate to contact me.

Very truly yours,



Melvin J. Malone

ENCLOSURES

cc: Ernest A. Petroff, Esq.
Mr. G. M. Patterson
Mr. F. L. Terry

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

IN RE:)	
)	
Joint Application of)	Docket No. _____
Highland Communications)	
Corporation and)	
Highlands Media Corporation)	
)	
For Approval of Internal)	
Corporate Restructuring)	

**EXPEDITED JOINT APPLICATION FOR
APPROVAL OF INTERNAL CORPORATE RESTRUCTURING**

Pursuant to Tenn. Code Ann § 65-4-112 and § 65-4-113, Highland Communications Corporation and Highland Media Corporation (hereinafter collectively referred to as, the “Applicants” and individually referred to as “Highland Communications” and “Highland Media,” respectively), through their undersigned counsel, hereby submit, to the extent such approval is required, this Expedited Joint Application For Approval of Internal Corporate Restructuring (this “Application”) for approval by the Tennessee Regulatory Authority (“TRA” or “Authority”) of the merger of Highland Communications with and into Highland Media and the subsequent transfer of assets by Highland Media to two newly formed wholly owned subsidiaries, each of which are hereinafter described in further detail (referred to herein, collectively, as the “Transactions”). The Transactions will close on September 30, 2010; therefore, because of the timing of the closing of the Transactions, the Applicants are requesting expedited consideration of this Application.

The grant of this Application will serve the public interest and is in full compliance with applicable law. The consummation of the Transactions will increase efficiencies, reduce administrative burdens and improve the financial position of the Certificate holders. With these increased efficiencies and reduced administrative burdens, the Applicants will continue to provide quality services and meaningful choices to the customers and potential customers of both Highland Communications and Highland Media.

While the Transactions will provide the abovementioned benefits to the Applicants and their customers, the consummation of the Transactions will not change the ultimate ownership or control of the Applicants. This is because Highland Telephone Cooperative, Inc. ("Highland Cooperative") is currently the ultimate parent of the Applicants and will continue as such with respect to the newly formed wholly owned subsidiaries following the consummation of the Transactions. In addition, the successors to the Applicants, the newly formed subsidiaries, will remain subject to the TRA's authority following the consummation of the Transactions.

I.

THE APPLICANTS

A. Highland Communications. Highland Communications is a public utility corporation organized under the laws of the State of Tennessee on May 9, 1996 with its principal place of business located at 119 Hillcrest Street, Wartburg, Tennessee 37887. It is a direct, wholly owned subsidiary of Highland Cooperative that operates in Scott and Morgan Counties in Tennessee and McCreary County, Kentucky, with such operations in Kentucky conducted under the name, Highland Communications

Corporation of Tennessee. Highland Communications was issued a Certificate of Convenience and Necessity on March 25, 1997.¹ Throughout the three counties set forth above, Highland Communications currently provides long distance telephone service to approximately 16,500 customers, Internet services to approximately 10,890 customers and DSL services to approximately 7,000 customers. Throughout its fourteen-year history, Highland Communications has continued to provide its customers with state of the art technology in the telecommunications arena and quality customer service.

B. Highland Media. Highland Media is a public utility corporation organized under the laws of the state of Tennessee on November 9, 2005 with its principal place of business located at 7840 Morgan City Highway, Sunbright, Tennessee 37872. It is a direct, wholly owned subsidiary of Highland Cooperative that operates in Scott and Morgan Counties in Tennessee. Highland Media was issued a Certificate of Franchise Authority on February 23, 2009.² Highland Media provides its customers with a high quality fiber network and outstanding customer service operations

[remainder of page intentionally left blank]

1. See Order Granting Application for Authority to Provide Operator Services and/or Resell Telecommunications Services, Authority Docket No. 97-00230, Application for Authority to Provide Operator Services and/or Resell Telecommunications Services (Attached as **Exhibit A.**).

2 See Order Issuing Certificate of Franchise Authority, Authority Docket No. 09-00016, In re: Application of Highland Telephone Cooperative, Inc., on Behalf of Itself and Its Wholly-Owned Subsidiaries, Highland Media Corporation and Highland Communications Corporation, for a State-Issued Certificate of Franchise Authority (Attached as **Exhibit B.**).

II.

DESIGNATED CONTACTS

The names, addresses and telephone and fax numbers of designated contacts in connection with this matter are:

Melvin J. Malone
Miller & Martin PLLC
1200 One Nashville Place
150 Fourth Avenue, North
Nashville, Tennessee 37219
(615) 244-2970 (telephone)
(615) 256-8197 (fax)
mmalone@millermartin.com

Ernest A. Petroff
Stansberry, Petroff, Marcum & Blakley, P.C.
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P. O. Box 240
Huntsville, TN 37756
(423) 663-2321 (telephone)
(423) 663-2111 (fax)
epetroff@spmbllaw.net

Attorneys for the Applicants

G. M. Patterson, General Manager
Highland Communications Corporation
119 Hillcrest Street
Wartburg, Tennessee 37887
(423) 346-4000 (telephone)
(423) 346-4010(fax)
pattersonm@highland.net

F. L. Terry, General Manager
Highland Media Corporation
7840 Morgan City Highway
Sunbright, Tennessee 37872
(423) 628-6800(telephone)
(423) 628-2409(fax)

III.

STATEMENT OF JURISDICTION

Pursuant to Tennessee Code Annotated § 65-4-112 and § 65-4-113, the TRA is granted authority to approve mergers, consolidation of utility property or franchises, as well as transfers of authority to provide utility services in Tennessee.

IV.

DESCRIPTION OF THE TRANSACTIONS

As explained further below, the Transactions will be effectuated through a series of interrelated transactions. These steps involve (1) the merger of existing Highland Cooperative subsidiaries and (2) the formation of additional subsidiaries and a subsequent transfer of control from the parent to those additional subsidiaries. As noted above, the ultimate ownership and control of Certificates issued to Highland Communications and Highland Media, respectively, will be unchanged as a result of these restructuring steps.

A. The Parties to the Transactions.

In an effort to aid the Authority's understanding of the Transactions described below, the following is a brief discussion of the parties to the Transactions, excluding the Applicants, which are discussed above.

1. Highland Cooperative. Highland Cooperative is a corporation under the laws of the State of Tennessee formed on June 14, 1954 with its principal place of business located at 7840 Morgan City Highway, Sunbright, Tennessee 37872. Highland Cooperative is a telephone cooperative offering services in Tennessee pursuant

to Tennessee Code Annotated § 65-29-128, and it is a leading provider of communications, DSL and entertainment services throughout its broadband and fiber transport networks. Highland Cooperative serves approximately 23,000 access lines and is able to provide DSL service to its entire three county service area.

2. Highland Communications LLC. Highland Communications LLC, a to be formed Tennessee limited liability company, will be upon formation a direct, wholly owned subsidiary of Highland Media. Highland Communications LLC will ultimately own and operate the business presently conducted by Highland Communications, including, without limitation, operating under and in accordance with Highland Communications' Certificate of Convenience and Necessity as described herein, which shall be transferred to such entity upon the Authority's approval of this Application. In addition, all of Highland Communications' current employees, offices, management and financial resources will be transferred to Highland Communications LLC pursuant to the Transaction.

3. Highland Media LLC. Highland Media LLC, a to be formed Tennessee limited liability company, will be upon formation a direct, wholly owned subsidiary of Highland Media. Highland Media LLC will ultimately own and operate the business presently conducted by Highland Media, including, without limitation, operating under and in accordance with Highland Media's Certificate of Convenience and Necessity as described herein above, which shall be transferred to such entity upon the Authority's approval of this Application. In addition, all of Highland Media's current employees, offices, management and financial resources will be transferred to Highland Media LLC pursuant to the Transaction.

B. The Transactions.

Specifically, the Applicants seek authority and approval, to the extent such is required, for the following transactions:

1. Merger of Highland Communications with and into Highland Media.

Highland Communications and Highland Media are each (i) certificated and (ii) a direct, wholly owned subsidiary of Highland Cooperative. Highland Communications will be merged with and into Highland Media. The certificates of authority, customers and assets of Highland Communications will be transferred to Highland Media.

2. Formation of Highland Communications LLC and Related Transfer.

Prior to or simultaneous with the merger of Highland Communications with and into Highland Media, Highland Media intends to form a direct, wholly owned Tennessee limited liability company subsidiary named, Highland Communications LLC. Simultaneous with or immediately subsequent to such merger, Highland Media intends to transfer to Highland Communications LLC the certificate of authority, customers and assets held by Highland Communications immediately prior to such merger.

3. Formation of Highland Media LLC and Related Transfer.

Prior to or simultaneous with the merger of Highland Communications with and into Highland Media, Highland Media intends to form a direct, wholly owned Tennessee limited liability company subsidiary named, Highland Media LLC. Simultaneous with or immediately subsequent to such merger, Highland Media intends to transfer to Highland Media LLC the certificate of authority, customers and assets held by Highland Media

immediately prior to such merger.

Corporate organizational charts depicting both the pre-Transactions and post-Transactions ownership structure described above are attached hereto and incorporated herein as Exhibits C-1 and C-2, respectively, which are **CONFIDENTIAL AND PROPRIETARY**.

V.

MANAGERIAL, TECHNICAL AND FINANCIAL SUPPORT

Following the consummation of the Transactions, Highland Communications LLC and Highland Media LLC will have the requisite managerial, technical and financial capabilities to continue to operate the business as currently conducted by Highland Media and Highland Communications and provide the same, if not an improved, level of service and options to the present day customers of Highland Communications and Highland Media. Specifically, Mark Patterson is now the general manager of Highland Communications and will be the general manager of Highland Communications LLC upon the consummation of the Transactions. Mr. Patterson has over thirty (30) years experience in the telecommunications industry and is a past-President of the Tennessee Telecommunications Association. He has served in his capacity as general manager of Highland Communications since Highland Communications' formation and its receipt of its Certificate, which was fourteen (14) years ago.

In addition, all the current employees of Highland Communications will become employees of Highland Communications LLC upon the consummation of the Transactions. Certain high level employees that are now employees of Highland Communications but will become employees of Highland Communications LLC upon

the consummation of the Transactions are listed on **Exhibit D**, attached hereto and incorporated herein.

Highland Communications LLC will have sufficient financial wherewithal to support its operations and continue to provide quality services to its customers. In 1996, after careful consideration, the Authority determined that Highland Communications had the requisite financial capabilities to provide quality services to customers. During the past fourteen years, Highland Communications has grown in terms of lines, customers and financial capabilities as evidenced by the attached **CONFIDENTIAL AND PROPRIETARY** financial statements set forth on **Exhibit E**, attached hereto and incorporated herein. Therefore, Highland Communications continues to maintain and exceed the requisite financial capabilities to conduct its operations. As described above, because all of Highland Communications operations and assets, including, without limitation, its customers and network, will be transferred to Highland Communications LLC upon the consummation of the Transactions, Highland Communications LLC will have the requisite financial capabilities to conduct business as a Certificate holder.

Similar to Highland Communications LLC, Highland Media LLC will continue to comply with all applicable laws and rules, including, without limitation, the requirement that Highland Media LLC have the requisite managerial, financial and technical qualifications to provide cable or video service.

For all reasons stated herein, Highland Communications LLC and Highland Media LLC have the requisite managerial, technical and financial capabilities to ensure a seamless transition in the provision of telecommunications services.

VI.

COMPLIANCE WITH APPLICABLE ANTI-SLAMMING REGULATIONS

Pursuant to Authority Rule 1220-4-2-.56(d)(2), prior to the transfer of its customers to Highland Communications LLC, Highland Communications will provide the affected customers with notice of the change in long-distance providers. See **Exhibit F** attached hereto and incorporated herein, which is attached to the Applicants notice to the Federal Communications Commission regarding Anti-Slamming. In the notice letter, the customers will be informed that they have the right to switch to the long-distance carrier of their choice and if they wish to transfer to a carrier other than Highland Communications LLC, 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 Highland Communications LLC, they may incur a transfer fee. The notice letter also clearly states that if the customer consents to the change of carrier to Highland Communications LLC, no customer action is required for the transfer to occur, the customer's current plan, rates,³ features, terms and conditions of service will transfer to Highland Communications LLC, and the customer will not incur any charges for the transfer of service to Highland Communications LLC. Also, the letter lists a toll-free customer service number in the event that customers have any questions regarding the transfer.

The Applicants intend to provide the affected customers with the notice included on **Exhibit F** at least thirty (30) days prior to implementation of the transfer. In order to do so, the Applicants request that the Authority waive pre-approval of the customer notification letter. The Applicants will close the transfer on September 30, 2010, and to give customers 30 days notice, the notification letter must be sent on or before August 31, 2010. Therefore, the Applicants request a waiver of the pre-approval requirement with such request not being inconsistent with the public interest.

Although the Applicants have attempted to include in the notice letter all relevant state and federal customer notification and consent requirements, the Applicants 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.

VIII.

APPROVAL IS IN THE PUBLIC INTEREST

The Authority's approval of this Application serves the public interest. The Transactions are being undertaken in furtherance of the business plan of Highland Communications, Highland Media and Highland Cooperative and, through newly formed entities, will result in gained efficiencies, a reduced burden with respect to administrative matters and likely an increased financial position for the Certificate holders. This more efficient corporate structure will allow Highland Communications, Highland Media and

³ In Accordance with Authority Rule 1220-4-2-.56(2)(d)(3), and as provided in **Exhibit F** Highland Communications, LLC, "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."

Highland Cooperative, through newly formed entities, the ability to devote additional resources to provide efficient, quality services to their customers.

In addition, the Transactions will not alter the ultimate ownership or control of the Applicants, and it will not create an interruption in service for the Applicant's customers. Also, the management, employees, and offices of the Applicants will become the management, offices and employees of the newly formed subsidiaries.

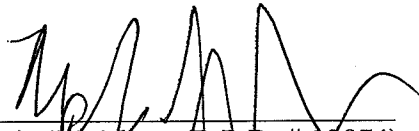
The Transactions will close on September 30, 2010; therefore, because of the timing of the closing of the Transactions, the Applicants are requesting expedited consideration of this Application..

WHEREFORE, the Applicants respectfully request the Authority to issue an order:

- (i) approving this Application and the Transactions and related transfers.

Respectfully submitted August 20, 2010.

Miller & Martin PLLC

A handwritten signature in black ink, appearing to read 'Melvin J. Malone', written over a horizontal line.

Melvin J. Malone (B.P.R. # 13874)
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epetroff@spmbllaw.net

Attorneys for Applicants

EXHIBIT A

Order Granting Application for Authority to Provide Operator Services and/or Resell Telecommunications Services, Authority Docket No. 97-00230, Application for Authority to Provide Operator Services and/or Resell Telecommunications Services.

(attached)

TENNESSEE REGULATORY AUTHORITY

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

H. LYNN GREER, JR., CHAIRMAN
SARA KYLE, DIRECTOR
MELVIN J. MALONE, DIRECTOR



DAVID WADDELL, EXECUTIVE SECRETARY

Company ID: 00125558
Highland Communications Corporation
950 Main Street
Suite D
Wartburg, TN 37887

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee March 25, 1997

IN RE: CASE NUMBER: 97-00230

Application for Authority to Provide Operator Services and/or Resell
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

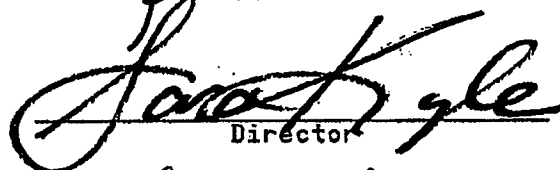
--ORDER--

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller of telecommunications / operator service provider in Tennessee. The TRA considered this application at a Conference held on March 18, 1997 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.


IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.


Chairman


Director

ATTEST:


Executive Secretary

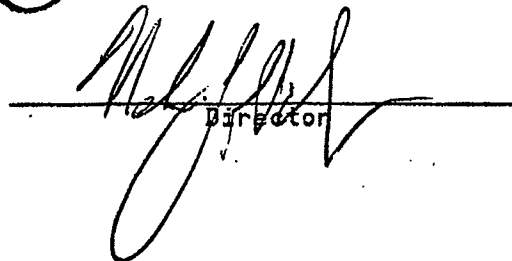

Director

EXHIBIT B

Order Issuing Certificate of Franchise Authority, Authority Docket No. 09-00016, In re: Application of Highland Telephone Cooperative, Inc., on Behalf of Itself and Its Wholly-Owned Subsidiaries, Highland Media Corporation and Highland Communications Corporation, for a State-Issued Certificate of Franchise Authority.

(attached)

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

February 23, 2009

IN RE:

**APPLICATION OF HIGHLAND TELEPHONE
COOPERATIVE, INC., ON BEHALF OF ITSELF AND ITS
WHOLLY-OWNED SUBSIDIARIES, HIGHLAND MEDIA
CORPORATION AND HIGHLAND COMMUNICATIONS
CORPORATION, FOR A STATE-ISSUED CERTIFICATE OF
FRANCHISE AUTHORITY**

**DOCKET NO.
09-00016**

CERTIFICATE OF FRANCHISE AUTHORITY

On January 30, 2009, an application for a state-issued certificate of franchise authority complying with the provisions set forth in Tenn. Code Ann. § 7-59-301, *et seq.*, also known as the Competitive Cable and Video Services Act (the "CCVSA"), was submitted to the Tennessee Regulatory Authority ("TRA") by Highland Telephone Cooperative, Inc., on behalf of itself and its wholly-owned subsidiaries, Highland Media Corporation and Highland Communications Corporation (the "Company" or "Applicant"). Pursuant to the CCVSA, issuance of this state-issued Certificate of Franchise Authority hereby conveys:

1. A nonexclusive grant of authority to provide cable or video service in the areas set forth in the application;
2. A nonexclusive grant of authority to construct, maintain and operate facilities through, along, upon, over and under any public rights-of-way, subject to the laws of the state of Tennessee, including the lawful exercise of police powers of the municipalities and counties in which such service is delivered;
3. Notwithstanding the provisions of paragraphs 1 & 2 above, this grant of authority is subject to lawful operation of the cable and video service by the Applicant or its successor in interest; and,
4. Notwithstanding the provisions of paragraphs 1 & 2 above, this grant of authority does not confer upon the holder of the state-issued certificate of franchise authority the right to place facilities on private property without the owner's consent to such placement, except that nothing herein shall alter the condemnation authority provided pursuant to Tenn. Code Ann. § 65-21-204 for internal improvements or as provided in title 29, chapter 16 of the Tennessee Code.

BE IT HEREBY ISSUED.


Eddie Roberson, TRA Chairman

EXHIBIT C

CONFIDENTIAL AND PROPRIETARY INFORMATION

Exhibit C-1 Corporate Structure Chart Prior to Transactions.

Exhibit C-2 Corporate Structure Chart Post-Transactions.

(attached)

FILED UNDER SEAL AS CONFIDENTIAL AND PROPRIETARY INFORMATION

EXHIBIT D

List of Certain Employees Transferring From Highland Communications to Highland Communication LLC Upon Consummation of the Transactions.

(attached)

The following high-level employees of Highland Communications will transfer to Highland Communications LLC upon the consummation of the Transactions:

NAME	CURRENT TITLE (HIGHLAND COMMUNICATIONS)	FUTURE TITLE (HIGHLAND COMMUNICATIONS LLC)	NUMBER OF YEARS AT HIGHLAND COMMUNICATIONS	NUMBER OF YEARS IN THE TELECOMMUNICATIONS INDUSTRY
G.M. Patterson	General Manager	General Manager	Since its formation, 14 years ago	30+ years
Ann Valentine Sexton	Office Administrator	Office Administrator	Since its formation, 14 years ago	35 years
Jack Jeffers	Technical Support Supervisor	Technical Support Supervisor	Since its formation, 14 years ago	31 years

EXHIBIT E

CONFIDENTIAL AND PROPRIETARY INFORMATION

Financial Statements of Highland Communications.

(attached)

FILED UNDER SEAL AS CONFIDENTIAL AND PROPRIETARY INFORMATION

EXHIBIT F

Notice to the Federal Communications Commission, which includes the Notice to Customers.

(attached)



ATTORNEYS AT LAW

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August 20, 2010

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, D.C.

RE: CC Docket No. 00-257
Notification of Transfer of Long Distance Service Subscribers from
Highland Communications Corporation to Highland Communications LLC

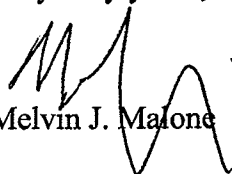
Dear Ms. Dortch:

Pursuant to CC Docket No. 00-257 and in accordance with Section 64.1120(e)(1) of the Commission's rules, Highland Communications Corporation hereby notifies the Commission that, through internal corporate restructuring, Highland Communications Corporation will become Highland Communications LLC, which will acquire long distance service subscribers from Highland Communications Corporation. After the date of the transfer, these services will be provided to the affected customers by Highland Communications LLC. The transfer of the customer base will take place effective September 30, 2010.

Highland Communications LLC hereby certifies that it has complied with the advance subscriber notification requirements set forth in Section 64.1120(e)(3) of the Commission's rules, with the obligations specified in that notice and with Commission requirements that apply to this streamlined process. The customer notice will be mailed to affected subscribers on or before August 31, 2010. A copy of the customer notice is enclosed as Attachment A.

Four copies of this letter are also enclosed. A receipt copy is enclosed as well. Please date stamp the receipt copy and return it in the self addressed, stamped envelope provided. If you have any questions with respect to this letter, please direct them to the undersigned below at (615)-744-8572.

Very truly yours,



Melvin J. Malone

clw
Enclosures

[Highland Communications Corporation Letterhead]

August __, 2010

**IMPORTANT NOTICE REGARDING YOUR
HIGHLAND COMMUNICATIONS CORPORATION SERVICES**

Dear Highlands Communications Corporation Customer,

Highlands Communications Corporation is contacting you and other customers to let you know of an upcoming change to your long distance services. Highlands Communications Corporation will be transferring all of its customers to Highlands Communications LLC, a new company, on September 30, 2010, or shortly thereafter.

You will retain your current plan, rates, features, Terms and Conditions of Service and your current customer service numbers. It is important to both Highlands Communications Corporation and Highlands Communications LLC that you continue to receive uninterrupted phone service at the level you have come to expect and deserve. Highland Communications LLC is a new corporation that is being formed by the parent company of Highlands Communications Corporation. Like Highland Communications Corporation, Highland Communications LLC is wholly owned by Highland Cooperative. Highlands Communications LLC will provide the same services that you currently receive from Highlands Communications Corporation. Simply, the name of the company providing your service will change, but nothing else will change.

You will not incur any charges for the transfer of services to Highlands Communications LLC, and no action is required from you regarding this changeover. Your phone number will not change and your service will be automatically transferred to Highlands Communications LLC on September 30, 2010. For any disputes with charges or services after September 30, 2010, you may contact Highlands Communications LLC through your current customer service number.

All customers have a choice in carriers for their local and long distance service. 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 contact the new carrier prior to September 15th, 2010 to ensure no interruptions to your service. A list of most local and long distance service providers is typically available in your local telephone directory. You may contact a Highlands Communications Corporation customer service representative at 1-800-555-1205 if you have questions or need assistance. Written correspondence can be sent to Highlands Communications Corporation, 119 Hillcrest Street, Wartburg, Tennessee 37887.

Any PIC freeze on your Highlands Communications Corporation local or long distance services will be automatically removed to enable a switch in services. A PIC freeze which may exist on your line(s) of service today will not transfer to Highlands Communications LLC. If you wish to reestablish a PIC freeze please contact Highlands Communications LLC after September 30, 2010.

Highlands Communications Corporation and Highlands Communications LLC have notified the FCC & the Tennessee Regulatory Authority regarding the intent to transfer services to Highlands

Communications LLC. The Tennessee Regulatory Authority will normally authorize this proposed transfer of service unless customers show they will be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity will be otherwise adversely affected. If you wish to object, you should file your comments within 15 days of receipt of this notification. Address complaints to the Tennessee Regulatory Authority, 460 James Robertson Parkway, Nashville, TN 37243, referencing the Application of Highlands Communications Corporation and/or Application of Highlands Communications LLC. Comments should include specific information about the impact of this proposed transfer upon you and/or your company, including any inability to acquire reasonable substitute service.

Thank you for choosing Highlands Communications Corporation. It has been our privilege to provide this service to you. Highlands Communications LLC welcomes you and looks forward to providing you with reliable, innovative communication services for years to come.


Sincerely,
Highlands Communications Corporation and Highlands Communications LLC

VERIFICATION

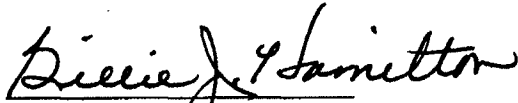
STATE OF TENNESSEE)
COUNTY OF Scott)

I, G. M. Patterson, being duly sworn, depose and state as follows:

1. I am the General Manager of the Highland Communications.
2. I have reviewed the foregoing Application and the documents filed therewith, and the contents thereof are true and correct to the best of my knowledge, information and belief.

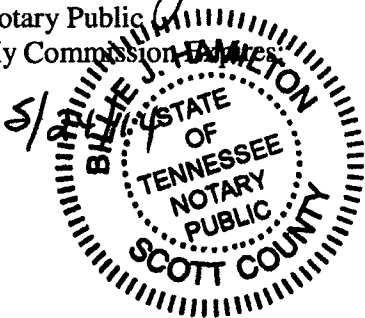

G. M. Patterson
General Manager
Highland

Sworn to and subscribed before me this
20th day of August, 2010.



Notary Public

My Commission Expires

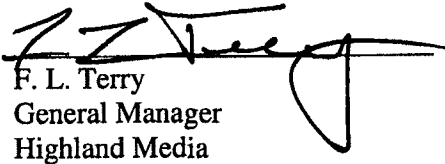


VERIFICATION

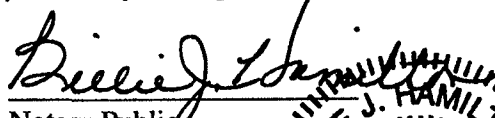
STATE OF TENNESSEE)
COUNTY OF Scott)

I, F. L. Terry, being duly sworn, depose and state as follows:

1. I am the General Manager of the Highland Media.
2. I have reviewed the foregoing Application and the documents filed therewith, and the contents thereof are true and correct to the best of my knowledge, information and belief.


F. L. Terry
General Manager
Highland Media

Sworn to and subscribed before me this
20th day of August, 2010.


Notary Public
My Commission Expires 5/24/14
