

DECLARATION

I, Gerald Robinette, hereby state and declare:

1. I am employed by East Kentucky Network, LLC d/b/a Appalachian Wireless ("EKN") as Chief Executive Officer and General Manager.
2. I am very familiar with EKN's operations and customer expectations, having worked in my present capacities since 2005 and having experience as EKN's Director of Technical Operations from 1991 to 2005. I am also familiar with the competitive situation in the market areas where EKN provides service and it is my responsibility to ensure customer satisfaction and promote customer growth.
3. EKN currently provides 800 MHz cellular service to Kentucky 9 - Elliot Rural Service Area ("CMA451") and Kentucky 10 - Powell Rural Service Area ("CMA452") and in the last year or so acquired PCS spectrum in two adjoining rural areas when purchase opportunities became available. The two Kentucky markets where EKN holds 800 MHz cellular licenses adjoin the Kentucky 8 - Mason Rural Service Area ("CMA450"), but EKN does not hold any licenses for CMA450 or the counties that comprise CMA450. EKN uses CDMA technology in all areas it serves.
4. Currently the customers served by EKN cannot make much use of their CDMA handsets when they travel into CMA450, and that has been a frequent complaint I have received from customers and former customers. Highways in CMA450 connect EKN's markets to Lexington and other population centers north and northwest of EKN's markets. Customers' inability to make dependable use of their wireless phones in CMA450 is the result of insufficient construction of CDMA facilities by licensees in CMA450, despite my requests to those licensees for more build-out and service under automatic roaming agreements. EKN customers have expressed their concerns to me about their inability to make and receive calls on their EKN phones in CMA450, for themselves and for their children who travel to and from Morehead State University which is located in Rowan County within CMA450. One of the glaring examples of a lack of sufficient CDMA service in CMA450 is along interstate highway I-64. Over the course of 2005, 2006 and 2007 I have contacted employees of Sprint and Verizon Wireless which operate with CDMA technology and hold 1900 MHz PCS licenses for area encompassed by CMA450. In conversations with those individuals, I have strongly urged expansion of coverage within CMA450, citing this relative dead-zone as a serious problem for EKN's customers.
5. The FCC's "ULS" data base on August 10, 2007 showed that New Cingular Wireless PCS, LLC ("AT&T") holds the Block B 800 MHz cellular license in CMA450. AT&T either directly or through affiliates also holds PCS spectrum

in certain counties that are within CMA450. The merger application at Appendix A, page 3, indicates that AT&T and its affiliates now hold 55 MHz of spectrum in seven of the ten counties that comprise CMA450. In one county, Lewis, the merger application shows that AT&T is credited with 65 MHz of spectrum, and in two counties (Bracken and Mason) AT&T's total is 35 MHz.

6. The FCC's "ULS" data base on August 10, 2007 showed that American Cellular Corporation ("Dobson") holds the Block A 800 MHz cellular license in CMA450, with 25 MHz (except possibly in Robertson County). Dobson also holds 10 MHz of PCS spectrum in nine of the ten CMA450 counties.
7. AT&T now proposes to acquire Dobson's 25 MHz 800 MHz cellular Block A license for CMA450 as well as Dobson's PCS spectrum in the market. If that is permitted to occur, AT&T would have 90 MHz of spectrum in seven of the ten counties that comprise CMA450, as shown at Appendix A, page 3 of the merger application. Both AT&T and Dobson operate GSM, not CDMA, networks in CMA450. I am very concerned that AT&T's acquisition of the Dobson cellular license in CMA450 will cut off one of the few remaining opportunities for development of a CDMA network in CMA450. As a small rural wireless company EKN faces a very difficult competitive situation which will only be made worse if the Dobson CMA450 license ends up in the hands of AT&T or another GSM operator.
8. As I have mentioned, Morehead State University ("MSU") is located in Rowan County, within CMA450. Many of the nearly 10,000 students who attend MSU, not counting members of the faculty, administration and support staff, come from areas where EKN provides wireless service. The absence of CDMA coverage on the roads that lead to and from MSU is a problem for those individuals. As a result, those individuals often will not consider subscribing to EKN's CDMA service even though EKN provides a high quality of service in its license areas. This situation impedes consumer choice and of course it is very bad for EKN in that it unfairly places EKN at a serious competitive disadvantage compared to GSM-based service providers.
9. 800 MHz cellular spectrum has superior propagation characteristics when compared to 1900 MHz PCS spectrum and, for that reason, it is economically more efficient to use cellular spectrum to serve rural and mountainous areas such as CMA450. Census Bureau data shows that CMA450 has approximately 50 persons per square mile. Of course there are only two cellular frequency blocks available in any area and, if the FCC permits both cellular frequency blocks to be held by AT&T as the result of the proposed merger, I believe it will retard the ability of any other operator, using CDMA or GSM technology, to compete effectively with AT&T in CMA450.

10. EKN would be interested in purchasing the Dobson or AT&T CMA450 cellular license if it is made available to EKN. If neither license is made available to EKN at a price EKN could afford to pay, EKN would be satisfied if one of the CMA450 cellular licenses is sold to another CDMA operator that would commit to construct enough facilities in the market so as to provide a high quality of automatic roaming service to EKN customers who travel in CMA450.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 13th day of August, 2007.


Gerald Robinette