

IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

_____)	
DAVID ESLAVA, et al.,)	
)	
Plaintiffs,)	
)	
v.)	CIVIL ACTION NO. 04-297-KD-B
)	
GULF TELEPHONE COMPANY, INC.,)	
et al.,)	
)	
Defendants.)	
_____)	

NOTICE OF PROPOSED CLASS ACTION SETTLEMENT

THIS IS NOT A LAWSUIT AGAINST YOU. PLEASE READ THIS NOTICE CAREFULLY BECAUSE IT MAY AFFECT CERTAIN RIGHTS YOU HAVE AT STAKE IN A PENDING LAWSUIT

TO ALL MEMBERS OF THE FOLLOWING CLASS:

All persons who were participants in or beneficiaries of the Gulf Telephone Company Employee Stock Ownership Plan (the "Plan") between January 1, 1999 and September 17, 2007.

**PLEASE READ THIS NOTICE CAREFULLY.
A FEDERAL COURT AUTHORIZED THIS NOTICE.
THIS IS NOT A SOLICITATION.**

This Notice advises you of a proposed class action settlement (the "Settlement"). The Settlement will provide payments and financial benefits to the Plan in the amount of approximately \$5,656,860 minus attorneys' fees and expenses awarded by the Court. The total of attorneys' fees and expenses requested by the Plaintiffs' attorneys will be approximately \$ 2,150,580. The Settlement also provides for the distribution of the Escrow (defined below) that was established in connection with the merger of Gulf Coast Services, Inc., into Madison River Telephone Company on September 29, 1999. The Settlement resolves a lawsuit over whether the Defendants breached their fiduciary duties under the Employee Retirement Income Security Act of 1974 ("ERISA"), 29 U.S.C. §§ 1001 *et seq.*, to the Plan and its participants and beneficiaries. No judgment has been entered for either side by the Court in the lawsuit. You should read this entire Notice carefully because your legal rights may be affected whether you act or not.

QUESTIONS? Email tbenton@mrlawyers.com or call 1-251-342-9172. Copies of the settlement agreement can also be obtained from www.mrlawyers.com. Do not call the Court, Madison River, Gulf Telephone, or Marjorie Snook. They cannot answer your questions.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
NO ACTION IS NECESSARY TO RECEIVE PAYMENT	Under the Settlement, the amount you ultimately receive will be based on the number of shares of GCSI stock allocated to your Plan account on September 29, 1999. This amount will be distributed after the Plan has been terminated, a process that is expected to take several months. For more information about how the Settlement will be distributed, please refer to the Settlement Agreement.
WHAT YOU GIVE UP IN EXCHANGE FOR PAYMENT	You will be deemed to have released (given up) any and all claims you have, whether known or unknown, against the Defendants and their affiliates that relate to the Plan's ownership of GCSI stock or rights to purchase such stock, to the merger of GCSI into Madison River Telephone Company on September 29, 1999, and to the sale by GCSI of its 50% interest in DiGiPH Communications, Inc. in September, 1999. You will not be deemed to have given up your right to receive a distribution of remaining funds credited to your account in the Plan. You do not have the right to "opt-out" of (elect not to participate in) this Settlement. However, you can object as described below if you disagree with any aspect of the Settlement.
YOU CAN OBJECT	You can write to the Court about why you don't like any part of the Settlement.
YOU CAN GO TO A HEARING	You can appear at the fairness hearing on the Settlement either in person or through your attorney (hired at your own expense) to object to any part of the Settlement. You must state your intention to appear in advance as described below.

Your rights and options, and the date by which you must object if you are opposed to the Settlement, are explained in this Notice.

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WHAT THIS NOTICE CONTAINS

BASIC INFORMATION

- 1. Why did I get this notice package?
- 2. How do I get more information?
- 3. What is this lawsuit about?
- 4. Why is this a class action?
- 5. What has happened in the case so far?
- 6. Why is there a Settlement?
- 7. How do I know if I am part of the Class?
- 8. Can I exclude myself from the Class?

THE SETTLEMENT BENEFITS -WHAT YOU MAY GET.....

- 9. What does the Settlement provide?
- 10. How much will my payment be?

HOW YOU GET A DISTRIBUTION.....

- 11. How can I get my distribution?
- 12. When will I get my distribution?

THE LAWYERS REPRESENTING YOU

- 13. Do I have a lawyer in this case?.....
- 14. How will the lawyers be paid?.....

OBJECTING TO THE SETTLEMENT

- 15. What does it mean to object?
- 16. How do I tell the Court if I don't like the Settlement?

THE COURT'S FAIRNESS HEARING

- 17. When and where will the Court decide whether to grant final approval of the Settlement ("Fairness Hearing")?
- 18. Do I have to go to the hearing?
- 19. May I speak at the hearing?

IF YOU DO NOTHING

- 20. What happens if I do nothing at all?

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GETTING MORE INFORMATION

21. Are there more details about the Settlement?

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BASIC INFORMATION

1. Why did I get this notice package?

You were a participant (or a named beneficiary of a participant) in the Plan at some time between January 1, 1999 and September 17, 2007, and a portion of your account was invested or maintained in GCSI stock on September 29, 1999.

The Court approved sending this Notice to you because you have a right to know about a proposed Settlement of a class action lawsuit in which you are a Class member, and about all of your options before the Court decides whether to approve the Settlement. If the Court approves the Settlement and objections and appeals, if any, are resolved, the Plan will thereafter make the distributions that the Settlement allows.

This package summarizes the lawsuit, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The lawsuit is pending in the United States District Court for the Southern District of Alabama, and the case is known as *Eslava, et al. v. Gulf Telephone Company, Inc., et al.*, Case No. 04-297. Plaintiffs David Eslava and Tim Stark (“Plaintiffs”) are suing the following individuals and entities (the “Defendants”):

Gulf Telephone Company, Inc.	Jo Gould Smith
Gulf Coast Services, Inc.	North Star Trust Company
Gulf Telephone Company Administrative Committee	John Hommel
Gulf Telephone Company ESOP Plan Administrator	Madison River Telephone Company, LLC
Gulf Telephone Company ESOP Trustees	Donald Robertson
Escrow Committee	Kenneth Amburn
Marjorie Snook	Stephen Vanderwoude
Dale Younce	Paul Sunu
Robert Younce	Randy Wood
Woodward Setzer	Matt Springer
Harold Killian	Millry Management Corporation
Robert Mackey, Jr.	Paul Brown
Ann Byrd	Snook Testamentary Trust
Esther Williams	American Appraisal Associates, Inc.
Willard Mitchem	Joseph Decosimo and Company
Paul Cheney	Gulf Merger Corporation
Roxane Henderson Peirce	Snook Foundation

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Cynthia Gates
Sandra Bixler

Arthur Andersen

Several of these Defendants have been dismissed at various points during the pendency of the lawsuit. You are deemed to have released claims against all of these Defendants and any related parties if the Settlement is approved.

2. How do I get more information?

You can email tbenton@mrlawyers.com for answers to common questions about the Settlement, plus other information to help you determine whether you are a Class member and whether you are eligible for a payment. **DO NOT CONTACT THE COURT, MADISON RIVER, GULF TELEPHONE OR ITS EMPLOYEES, MAJORIE SNOOK, OR ANY OF THE DEFENDANTS LISTED ABOVE. THEY WILL NOT BE ABLE TO ANSWER YOUR QUESTIONS.**

3. What is this lawsuit about?

In a Complaint filed in 2004 and subsequently amended, the Plaintiffs alleged that the Defendants violated their fiduciary duties under the federal law known as ERISA by (i) establishing a \$25 million Escrow (the "Escrow") in connection with the merger of GCSI into Madison River Telephone Company; (ii) selling the GCSI stock and certain options and rights to purchase shares of GCSI in the merger for too low a price; (iii) failing to sue the GCSI officers and directors for selling GCSI's interest in DiGiPH Communications, Inc.; and (iv) failing to respond to Plaintiff David Eslava's request for certain documents. The Defendants deny any wrongdoing and have asserted that the price received in the merger for the GCSI stock was far in excess of its true value. Defendants have filed several motions to dismiss various of the claims asserted in the Complaint. The Court has not entered a judgment in favor of either side at this point.

4. Why is this a class action?

In a class action, one or more persons called Class Representatives sue on behalf of people who have similar claims. Plaintiffs David Eslava and Tim Stark are the Class Representatives in this lawsuit. All of the people who have similar claims make up the Class and are Class Members. One court resolves all of the issues for all Class Members. Because Plaintiffs believe that the conduct alleged in this case affected the Plan and a large group of people in a similar way, Plaintiffs filed their Complaint as a class action.

5. What has happened in the case so far?

The lawsuit was filed in May of 2004 naming ten Plaintiffs and thirty-seven Defendants. The parties conducted extensive discovery, including the production of tens of thousands of pages of

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documents, depositions of numerous parties, and the engagement of experts by both sides. During the pendency of the lawsuit, several of the Plaintiffs dropped out of the lawsuit and several of the Defendants were dismissed. At the time of the Settlement, there were two Plaintiffs remaining in the action. Of the two Plaintiffs who are parties to the Settlement, only one, David Eslava, was among the group of ten original Plaintiffs. During the pendency of the litigation, several of the claims were dismissed as well, including certain claims relating to the failure to exercise options held by the Plan, claims concerning the procedure for establishing the Escrow, and certain claims relating to the relinquishment of certain rights the Plan had to purchase shares of GCSI. In addition, the Court refused to allow the claims to proceed as a class action, with the exception of the Escrow claim, because it found that Plaintiffs Jon Hartman, Thomas Faison, and Robert Kaiser were not adequate or appropriate representatives of the Plan participants. The Court also found that David Eslava was not an adequate or appropriate representative of the Plan participants for any claim other than the Escrow claim. At the time the Settlement was agreed to, the Court had set the case for trial beginning August 29, 2007. The Court has not made any finding that the Defendants or any fiduciary has engaged in any violation of any law or regulation.

6. Why is there a Settlement?

The parties have agreed to a Settlement after extensive negotiations. By agreeing to a Settlement, the parties avoid the costs and risks of a trial and any potential appeal, and the Plan and Class will get compensation. As in any case, if the case were to be tried, Plaintiffs would face an uncertain outcome, in which the Class might be awarded greater compensation than is provided by the Settlement, or might be awarded less or even no compensation. Class Counsel has conducted an extensive review of the evidence in the case and the potential risks and benefits of continued litigation. Plaintiffs and Class Counsel believe that the Settlement is in the best interests of the Plan and the Class. In addition, an Independent Fiduciary has been retained to review the Settlement and determine whether it is in the best interests of the Plan and its participants.

7. How do I know if I am part of the Class?

In the Settlement Agreement, the parties have agreed to the certification of a Class for purposes of the Settlement. Everyone who fits the following description is a Class Member:

All persons who were participants in or beneficiaries of the *Plan* at any time between January 1, 1999 and September 17, 2007.

You have received this Notice because you are listed in the Plan's records as part of this group.

8. Can I exclude myself from the Class?

In some types of cases, class members have the opportunity to exclude themselves from a Settlement. This is sometimes referred to as "opting out" of a Settlement. You do not have the

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right to exclude yourself from the Settlement in this case. The Class was preliminarily certified under Fed. R. Civ. P. 23(b)(1) and/or 23(b)(2) as a “non opt-out” class action. Therefore, you will be bound by any judgments or orders that are entered in the case, and, if the Settlement is approved, you will be deemed to have released the claims identified in the Settlement Agreement (the “Released Claims”).

The Released Claims include any claims that were or could have been brought in the case on behalf of the Class and the Plan and any claims associated with the Plan’s involvement in the merger of GCSI and Madison River. The Released Claims also release any unknown claims. However, claims for benefits due under the terms of the Plan (distribution of your Plan account) will not be released. The Released Claims are described in greater detail in the Settlement Agreement.

Although you cannot opt out of the Settlement, you can object to the Settlement and ask the Court not to approve the Settlement or any part of it (see questions 15-16 below).

THE SETTLEMENT BENEFITS – WHAT YOU MAY GET

9. What does the Settlement provide?

The Insurers for several of the Defendants have agreed to pay \$4,000,000 toward the settlement and Marjorie Snook has agreed to pay \$1,000,000 toward the settlement. Madison River Telephone Company, through its successor, Century Telephone, has agreed to pay \$10,000 and to forego its claim against the Escrow for reimbursement of the expenses of this lawsuit in the amount of approximately \$1,071,000 resulting in an increase in the Plan’s 48.9% share in the Escrow of approximately \$524,000. In addition, the Plan will be permitted to retain 100% of the interest earned on \$1.7 million previously paid from the Escrow to the Plan, approximately \$132,860 more than the Plan would have received had this interest been returned to the Escrow and divided between the Escrow participants according to their percentages. Accordingly, the total value of the Settlement to the Plan, before deduction for attorneys’ fees and expenses, is approximately \$5,656,860. The Plaintiffs’ attorneys have stated they will request an award of attorneys’ fees in the amount of \$1,975,000, approximately 35% of the gross Settlement. Plaintiffs’ attorneys have also stated they will request reimbursement of their expenses in the amount of approximately \$175,580. This amount does not include the expenses of mailing this Notice and one-half of the cost of the Independent Fiduciary engaged to determine the fairness of this Settlement to the Plan. Those expenses will be added to any amount awarded to the Plaintiffs’ attorneys.

If these attorneys’ fees and expenses are approved by the Court, they will be deducted from the approximately \$5,010,000 cash portion of the settlement contributed by the Defendants. The remainder will be paid to the Plan and distributed to Class members as described below.

In addition, the Escrow, which was established at the time of the merger of GCSI into Madison River Telephone Company, will be distributed to the GCSI shareholders, including the Plan.

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The Escrow was scheduled to be distributed June 1, 2006 but was delayed because of this lawsuit. The Plan's share of the Escrow is 48.9% minus the value of prior advances paid to the Plan from the Escrow totaling approximately \$1,700,000. The Escrow balance is currently approximately \$18,484,324. Therefore, the amount expected to be returned to the Plan from the Escrow will be approximately \$8,170,000 in addition to the settlement funds already described.

10. How much will my settlement payment be?

Your share of the cash portion of the Settlement will be determined by multiplying the total amount paid to the Plan (approximately \$5,000,000 less attorneys' fees and expenses awarded by the Court) times a fraction, the numerator of which is the number of GCSI shares allocated to your account and the denominator of which is the total number of GCSI shares held by the Plan on behalf of the Class Members, both determined as of September 29, 1999. In other words, your percentage of the net amount transferred to the Plan will be the same as your percentage of the total GCSI stock held by the Plan on behalf of the Class Members at the time of the merger of GCSI into Madison River Telephone Company.

IF YOU HAVE QUESTIONS REGARDING THE SETTLEMENT OR THE AMOUNT YOU MAY RECEIVE, DO NOT CONTACT THE COURT, MADISON RIVER, GULF TELEPHONE, MARJORIE SNOOK OR ANY OTHER DEFENDANTS. NEITHER THE COURT NOR THE DEFENDANTS IS AUTHORIZED TO ANSWER ANY QUESTIONS THAT YOU MAY HAVE. YOU MAY CALL OR EMAIL YOUR COUNSEL TBENTON@MLRLAWYERS.COM. COPIES OF THE SETTLEMENT AGREEMENT CAN ALSO BE OBTAINED FROM WWW.MLRLAWYERS.COM.

11. How can I get my distribution?

Once the Settlement payment and Escrow payments are received by the Plan, it will be terminated and distributions will be made to Class members by the Plan Trustee and/or Plan Administrator. It is expected that the distributions will be eligible for tax-free rollover into individual retirement accounts. If a rollover is not elected, income tax will be withheld from your payment. For more information, please refer to the Settlement Agreement.

12. When will I get my distribution?

The Court has ordered that a hearing be held on November 16, 2007 at 11:30 a.m. in the United States District Court for the Southern District of Alabama, 113 St. Joseph Street, Mobile, AL 36602 in Room Courtroom 5A, to determine whether the proposed Settlement is fair, reasonable, and adequate and whether the Settlement Agreement should be approved by the Court; whether judgment should be entered dismissing the case with prejudice; and the amount of attorneys' fees, costs and expenses to be awarded to Class Counsel and to the Plaintiffs. The Fairness Hearing may be continued from time to time by the Court. If the Court approves the Settlement, appeals could follow. It is always uncertain how these appeals will be resolved, and resolving them can take time. In addition, if the Settlement receives final approval, the Plan will have to

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be terminated and approval for the distributions will have to be received from the Internal Revenue Service. This process may take several months. Please be patient.

THE LAWYERS REPRESENTING YOU

13. Do I have a lawyer in this case?

The Court appointed the law firms of McFadden, Lyon & Rouse, LLC; Law Office of Joseph A. Garofolo; and Coale, Dukes, Kirkpatrick & Crowley, P.C. to represent you and other Class Members. These lawyers are called Class Counsel. You will not be charged for these lawyers but their fees will be subtracted from the Settlement amount. If you want to be represented by your own lawyer, you may hire one at your own expense.

14. How will the lawyers be paid?

Class Counsel will petition the Court for an award of attorneys' fees not to exceed \$1,975,000 and for reimbursement of their costs and expenses of approximately \$175,580. This award, if approved, will be paid from the Settlement Fund. David Eslava will receive \$10,000 from the Settlement Fund for his individual claim relating to the Plan Administrator's alleged failure to produce certain documents he requested in 2003. You will not have to pay any attorneys' fees, costs or expenses from your own funds.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement.

15. What does it mean to object?

Objecting is simply telling the Court that you do not like something about the Settlement. It will not affect or reduce your right to a distribution if the Settlement is approved.

16. How do I tell the Court that I don't like the Settlement?

A Class Member wishing to object to the certification of the Class, the Settlement, the payment to David Eslava, an award of attorneys' fees, costs and expenses to Class Counsel, or to any other aspect of the Settlement must file a written objection.

Written Objections. Objections and any supporting papers must be filed with the Clerk of the Court, United States District Court for the Southern District of Alabama, 113 St. Joseph Street, Mobile, AL 36602, **on or before November 6, 2007**. As stated in the Order granting preliminary approval to the Settlement, written objections must contain the following information: (i) a statement certifying that the objector is a member of the Class, (ii) your name, address, telephone number and, if applicable, the name, address and telephone number of your attorney, (iii) statement of your specific objections to the Settlement or any parts of it and all the

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reasons for the objection including legal authorities relied upon, if any, (iv) any documents you wish the Court to consider, (v) the names, addresses, and telephone numbers of any witness you may call to testify, and (vi) any exhibits that you intend to introduce into evidence at the Settlement Fairness Hearing. You do not have to introduce exhibits or call witnesses, you can simply state your objections in writing.

Oral Objections at the Hearing. In addition, if you wish to appear and state your objections orally to the Court at the Fairness Hearing on November 16, 2007, you (or your attorney) must state in your written objection(s) your intention to appear at the Fairness Hearing (attendance at the Fairness Hearing, however, is not required). Your objection must be accompanied by the information described in (i) through (vi) of the paragraph above as applicable if you intend to submit such information in support of your oral objection. You are not required to submit additional papers. You can simply state in writing your intention to appear at the Fairness Hearing and the nature and reasons for your objections.

You will not be allowed to speak or submit papers or present witnesses at the Fairness Hearing unless you have **filed your objections and any papers and witness identities with the Court no later than November 6, 2007.** Objections must also be mailed and faxed to Class Counsel and Defendants' Counsel **on or before November 6, 2007.**

Court
Clerk, USDC
Southern District of
Alabama
113 St. Joseph Street
Mobile, AL 36602

Class Counsel
Thomas H. Benton, Jr., Esq.
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728 Downtowner Boulevard
Mobile, AL 36609
Fax: (251) 342-9457

Defense Counsel
Michael D. Strasavich, Esq.
Bowron, Latta & Wasden P.C.
P.O. Box 16046
Mobile, AL 36616
Fax: (251) 344-9696

ANY CLASS MEMBER WHO DOES NOT OBJECT IN THE WAY DESCRIBED ABOVE SHALL BE DEEMED TO HAVE WAIVED SUCH OBJECTION AND SHALL NOT HAVE ANY RIGHT TO OBJECT TO THE FAIRNESS OR ADEQUACY OF THE SETTLEMENT.

ALL PAPERS SUBMITTED MUST INCLUDE THE CASE NUMBER 04-297 ON THE FIRST PAGE.

THE COURT'S FAIRNESS HEARING

On September 17, 2007, the Court entered an order preliminarily approving the Settlement and enjoining the Class from commencing or prosecuting any lawsuits or actions asserting any of the claims that are being released against the Defendants, pending the final determination of whether the proposed Settlement should be approved. Any person or entity who knowingly violates the injunction may be required to pay the costs and attorneys' fees incurred by Defendants or other Released Parties as a result of the violation.

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The Court will hold a Fairness Hearing to decide whether to grant final approval of the Settlement. You may attend and you may ask to speak, but you are not required to do so.

17. When and where will the Court decide whether to grant final approval of the Settlement (“Fairness Hearing”)?

The Court will hold a Fairness Hearing on November 16, 2007, in the United States District Court for the Southern District of Alabama, 113 St. Joseph Street, Mobile, AL 36602, in Courtroom 5A. At this hearing, the Court will determine whether the Class should be certified; whether the Settlement Agreement is fair, reasonable, and adequate and whether it should be finally approved by the Court; whether judgment should be entered dismissing the Action and the Defendants with prejudice; and the amount of attorneys’ fees, costs and expenses to be awarded to Class Counsel. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak at the hearing. After the hearing, the Court will decide whether to approve the Settlement.

18. Do I have to go to the hearing?

No. You are, however, welcome to attend at your own expense. If you file an objection to the Settlement, you do not have to go to Court to talk about it. As long as your objection is **postmarked by November 6, 2007**, and you comply with the requirements in answer to question 16 above, the Court will consider it. You also may pay your own lawyer to attend the Fairness Hearing.

19. May I speak at the hearing?

You may ask the Court for permission to speak at the hearing. Any person wishing to appear must state in their written objection(s) their intention to appear at the Fairness Hearing.

IF YOU DO NOTHING

20. What happens if I do nothing at all?

If you are entitled to a Settlement distribution, you will receive a distribution as discussed in question 10.

GETTING MORE INFORMATION

21. Are there more details about the Settlement?

This Notice is intended only as a summary of the Action and proposed Settlement. All capitalized terms shall have the same meaning in this Notice as they have in the Settlement Agreement. This Notice is not a complete description of the Action or the proposed Settlement. You may inspect the pleadings and other papers (including the Settlement Agreement) that have

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been filed in this lawsuit at the office of the Clerk of the Court, United States District Court for the Southern District of Alabama, 113 St. Joseph Street, Mobile, AL 36602. You may also review a copy of the Settlement Agreement at the following website: www.mlrlawyers.com. If you have any questions about this notice or the proposed settlement, you may contact Class Counsel by mail at the address above, by e-mail at tbenton@mlrlawyers.com, or by telephone at 1-251-342-9172.

DO NOT CONTACT THE COURT OR ANYONE AT GULF TELEPHONE OR ANY OF THE DEFENDANTS FOR INFORMATION. GULF TELEPHONE EMPLOYEES AND THE OTHER DEFENDANTS ARE NOT AUTHORIZED TO PROVIDE ANY INFORMATION ABOUT THE PROPOSED SETTLEMENT OR ANY CLAIMS YOU MAY HAVE.

DATED: September 17, 2007

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