

2004 Competitive Local Exchange Carrier (CLEC) Data Request
(Due by July 15, 2004)

Legal Company Name: Knology of Florida, Inc.

D/B/A: _____

FPSC Company Code (e.g.,TX000):TX215

Contact Name & Title: Bruce Schoonover, Jr. / Director - Regulatory Affairs

Telephone Number: (706) 645-3966

E-mail Address:bruce.schoonover@knology.com

Stock Symbol (if company is publicly traded):KNOL

1. If you are providing local service in Florida please complete the attached Tables 1-3.
2. Please indicate which of the following services your company provides. Select all that apply.

<input checked="" type="checkbox"/> Local telephone service	<input type="checkbox"/> Paging service
<input type="checkbox"/> Private line/special access	<input type="checkbox"/> Prepaid service
<input type="checkbox"/> Wholesale loops	<input checked="" type="checkbox"/> VoIP
<input checked="" type="checkbox"/> Wholesale transport	<input checked="" type="checkbox"/> Cable television
<input checked="" type="checkbox"/> Interexchange service	<input type="checkbox"/> Satellite Television
<input type="checkbox"/> Cellular service	<input checked="" type="checkbox"/> Broadband Internet Access

3. If your company provides **pre-paid** local telephone service, is this is the only service you currently provide in Florida?

Knology does not provide pre-paid local telephone service in Florida.

4. Please complete the table on the following page showing the different bundles that you offer by marking the services you offer along with the price and take rate (the percentage of customers that subscribe to the corresponding package) for residential and business customers.

CMP _____
 COM _____
 CTR _____
 ECR _____
 GCL _____
 OPC _____
 MMS _____
 RCA _____
 SCR _____
 SEC T _____
 OTH _____

REDACTED FILING

		Local	Long Distance	Broadband	Wireless	Video Service	Price	Take Rate
Residential Packages	Example	X	X			X	\$69.99	35%
	Package 1	X	X	X		X	█	█
	Package 2	X	X	X		X	█	█
	Package 3	X	X	X		X	█	█
	Package 4	X	X	X		X	█	█
	Package 5	X	X	X		X	█	█
	Package 6			X		X	█	█
	Package 7	X	X			X	█	█
	Package 8	X	X	X		X	█	█
	Package 9	X		X		X	█	█
	Package 10	X		X		X	█	█
	Package 11							
	Package 12							
	Package 13							
	Package 14							
Package 15								
Business Packages	Example	X	X	X			\$89.99	25%
	Package 1	X	X	X		X	█	█
	Package 2	X	X	X		X	█	█
	Package 3	X	X	X		X	█	█
	Package 4							
	Package 5							
	Package 6							
	Package 7							
	Package 8							
	Package 9							
	Package 10							
	Package 11							
	Package 12							
	Package 13							
	Package 14							
Package 15								

REDACTED FILING

- (a.) Please indicate below what vertical services are available in the bundles you offer.

3-way calling	<u> X </u>	
Caller ID w/ name	<u> X </u>	
Call Hunt	<u> </u>	
Call Waiting	<u> X </u>	
☛ Voice Mail	<u> X </u>	
Call Transfer	<u> </u>	
Caller ID Block	<u> </u>	
Repeat Dialing	<u> </u>	
Call Return	<u> X </u>	
Call Waiting w/ Caller ID	<u> X </u>	
Line Guard	<u> X </u>	
Other (Specify)	<u> X </u>	<u> Call Forwarding, Speed Calling, Anonymous Call Rejection, Selective Call Acceptance, Automatic Recall, Selective Call Forwarding, Selective Call Rejection, Call Forward – Remote Access, Distinctive Ringing, Call Forward – Busy Line, Call Forward – Don't Answer.</u>

- (b.) How many of the above services are included in a bundle?
As you can see in the table above, Knology offers a variety of bundle packages. Generally all of the features listed above are included in at least one of the Knology bundles.
- (c.) Are these bundles offered in all areas where you provide service? If not, why not and do you intend to offer them in the future?
These bundles are offered in all areas in Florida that Knology currently has network.

5. Indicate below whether you are offering or providing VoIP service to end-user customers in Florida? For purposes of this question, VoIP service is defined as IP-based voice service provided over a digital connection. VoIP calls under this definition may or may not terminate on the PSTN.

 X Not offering VoIP service in Florida.
 X Offering business VoIP services.
Offering residential VoIP services.

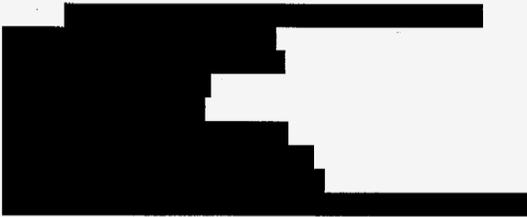
If you are offering or providing residential or business VoIP service in Florida:

- (a.) List the locations in Florida where you are offering VoIP service. If you roll out service by MSA, list the MSAs; if rolled out by exchange, list the exchanges, etc.
Knology is currently offering its IP-based Matrix VoIP product in the Panama City, Florida exchange.
- (b.) Provide residential price(s) for VoIP service.

REDACTED FILING

Knology is not currently offering an IP-based residential product.

- (c.) Provide small business price(s) for VoIP service.



- (d.) List all call features included with the service, e.g., call forwarding, caller ID, voice mail, etc.



- (e.) Check all that apply to your VoIP service:

- Offer wireless VoIP service.
- Offer wireline VoIP service.
- 911 (Location information not provided automatically to PSAP).
- E911 (Location information provided automatically to PSAP).
- CALEA (Communications Assistance for Law Enforcement Act).
- Telephone Relay Service.
- Power Backup (If so, identify time duration below, e.g., 4 hours, 8 hours).
- 8 Time duration of power backup (in hours).
- Directory Assistance.
- Operator Services.
- Equal Access to long distance providers.
- Local Number Portability.
- Local Calling.
- Long Distance Calling.
- International Calling.
- Contribute to Universal Service Fund.
- Require VoIP subscriber to also purchase Broadband service.
- Offered as primary line service.

REDACTED FILING

- Offered as secondary line service only.
- Interconnected with PSTN.
- Peer-to-Peer only (no interconnection with PSTN).
- Use of public Internet.
- Use of private IP network.
- Call uptime 99.999%.
- Use of numbers from the North American Numbering Plan Administrator.

6. If you are not offering or providing VoIP service to end-user customers in Florida, do you anticipate doing so? If yes, identify rollout month/year.

7. Broadband Internet Access.

(a.) With this data, we are interested in reporting on an aggregate statewide rather than a per company basis.

- Provide the total number of **residential** lines and wireless channels over which you or an affiliate are providing broadband service in Florida. [REDACTED]
- Provide the total number of **small business** lines and wireless channels over which you or an affiliate are providing broadband service in Florida. [REDACTED]
- Provide the total number of **residential and small business** lines and wireless channels over which you or an affiliate are providing broadband service in Florida. [REDACTED]

(b.) What types of broadband connection(s) do you provide?

- xDSL
- cable modem
- satellite
- fixed wireless
- mobile wireless
- Wi-Fi
- Broadband over power line
- Other (Specify)

(c.) How do you provision broadband services? Check all that apply.

- Over own facilities
- Over UNE loops
- Over resold facilities (ILEC)
- Over resold facilities (non-ILEC)
- Over loops or channels obtained from unaffiliated entities (non- ILEC)
- Through line splitting agreements

(d.) Please fill out the following table providing the downstream and upstream data

REDACTED FILING

transfer rates and the monthly price for each tier of broadband service you offer.

Broadband Service	Data Transfer Rate		\$ Price/month
	Downstream	Upstream	
Residential	[REDACTED]	[REDACTED]	[REDACTED]
Business	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]

8. Have you experienced any significant barriers in entering Florida's local exchange markets? Please list and describe any major obstacles or barriers encountered that you believe maybe impeding the growth of local competition in the state, along with any suggestions as to how to remove such obstacles.
A barrier to entry is the historically low R-I and B-I rates set by Florida state statute.

9. Please provide any additional general comments or information you believe will assist staff in evaluating and reporting on the development of local exchange competition in Florida.
Knology is pleased with the recent Florida Telecommunications legislation and believes this will facilitate more competition in the local telephone market in Florida.

10. As of December 31, 2003, how much money (in thousands of dollars) have you invested in your network serving Florida customers?
[REDACTED]

11. Are you currently operating under Chapter 7 or Chapter 11 protection?
Knology of Florida is not currently operating under Chapter 7 or Chapter 11 protection.

12. If your company filed a Form 477 with the Federal Communications Commission in March 2004, please enclose a copy of the completed form with your response to this data request. (NOTE: This form only applies to CLECs with a minimum of 10,000 access lines.)
Enclosed

13. Following the D.C. Circuit's decision, the FCC called for ILECs and CLECs to negotiate.

REDACTED FILING

- (a.) Are you currently in negotiations with any ILECs?
Yes
- (b) If so, with which carriers?
BellSouth, Verizon
- (c) Are the negotiations national or Florida-only?
Knology's interconnection agreement with Verizon covers Florida only
Knology's interconnection agreement with BellSouth covers their 9 state region.
- (d) Have you reached agreement with one or more carriers?
Yes
14. If so, please provide the name(s) of the carrier(s) and when you expect to file your agreement(s) with the Florida Commission. If you do not intend to file your agreement(s), explain why.
Both interconnection agreements are on file with the Florida Public Service Commission

FLORIDA PUBLIC SERVICE COMMISSION

2004 CLEC Data Request TABLE-1

(Data as of May 31, 2004)

Company Name

TX215

Company Code:

* Your CLEC Company code is shown on the label affixed to the envelope in which this was mailed and on the cover letter

CLEC TABLE-1: ACCESS LINES (VGE Basis)
DO NOT INCLUDE UNE-P, RESOLD LINES, OR PRIVATE LINES IN THIS TABLE

1	2	3	4	5	6	7
Exchange	Service	Method of Service	Type of Switching	Facility	Ownership	Name of Company
Residential	Res	SP	Digital	Loop	Owned	Switching service provided through a third-party
Business	Bus	SP	Digital	Loop	Owned	Switching service provided through a third-party
Grand Total				6847		Residential and Business VGEs

NOTES/INSTRUCTIONS FOR COMPLETING TABLE-1

A. The purpose of this table is to obtain your end-user VGE access lines (other than UNE-P and resale) and to whose switches they are connected

B. An access line connects the end-user's customer premises equipment (CPE) to the serving switch and allows the end-user to originate and/or terminate local telephone calls on the public switched telephone network (PSTN). --DO NOT include UNE-P or Resold access lines; however you should include UNE-L and EELs obtained from ILECs. Also do not include lines or channels, such as private lines, that are not connected to a switch. -- The access line counts in Table-1 above must be based on all of your different types of access lines such as copper, fiber, hybrid fiber/cooper, coaxial cable, hybrid fiber/coaxial cable, fiber-wireless (free-space optics, microwave or satellite, etc).

C. Each field must be populated. Do not use quotation marks.

D. Report VGE Access Lines based on how you bill the customer. If you bill a customer for 1 DS1, the access line count would be 24 even if the customer isn't utilizing all 24 channels. If you bill a customer for 10 channels in a DS1, then the line count would be 10.

E. Residential and business VGE access line counts may be obtained by querying your billing database, provisioning database, etc. Exchange information is available at NANPA's website at <http://www.nanpa.com>. Click on "Reports", "Central Office Codes Report", "Central Office Code Assignment Records", scroll down to "CO Code (Prefix) Status-Excel Spreadsheet Files", click on the link for the Eastern region and open file "EstCodes.zip", click on "FL", then save it to a table in a database and run a query to capture all of your residential and business access line NFAN-DOs to identify their respective exchanges (shown in the "Rate Center" column of the NANPA's website).

TABLE COLUMN INSTRUCTIONS:

Column 1. List exchanges in alphabetical order.

Column 2. Enter the abbreviation Res for Residential lines or Bus for Business lines. Each service type must be entered in separate rows.

Column 3. Enter Method of Service as either SP (Self-Provisioned lines), NIL (lines obtained from non-ILECs), UNE-L, EEL (include only Loop and not transport piece), or Other. Each method must be entered in separate rows.

Column 4: Enter Type of Service as either Analog or Digital. Each type must be entered in separate rows.

Column 5. For Analog lines, enter count of all analog loops for each method of service and service type (Res or Bus). Each count must be entered in separate rows. For digital services, enter line count as voice-grade equivalents (VGEs). Count lines based on how they are charged to the customer rather than how they are physically provisioned. EXAMPLE: Report 8 voice-grade equivalent lines if a customer buys 8 channels that happen to be provisioned over a DS1 circuit. If a customer buys a DS1 circuit that is provided as a channelized service, report 24 voice-grade equivalent lines, even if there is some indication that the customer is only using 8 of the derived lines. Report 2 VGEs for each ISDN-ERI and 23 VGEs for each ISDN-PRR. Lines must be entered without duplication, e.g., Enhanced Extended LNK (EEL) loops must not be included in UNE-L counts and vice versa. Each line count must be entered in separate rows. The Grand Total must be equal to the total number of residential and business VGE access lines connected to the serving switches used by the CLEC.

Column 6. Enter either Owned, if access lines are connected to your own switch, or Leased, if you are purchasing switching service from another company.

Column 7. If you are purchasing switching service from another company, provide name of company.

FLORIDA PUBLIC SERVICE COMMISSION

2004 CLEC Data Request TABLE-2

(Data as of May 31, 2004)

Company Name: Knology of Florida, Inc.

Company Code*: TX215

* Your CLEC Company code is shown on the label affixed to the envelope in which this was mailed and on the cover letter.

CLEC TABLE-2: DIGITAL ACCESS LINE COUNTS (not VGEs)
DO NOT INCLUDE UNE-P, RESOLD LINES, OR PRIVATE LINES IN THIS TABLE

1	2	3	4
Exchange	Res or Bus	Line Type	Total Lines
Panama City	Business	DS1	

NOTES/INSTRUCTIONS FOR COMPLETING TABLE-2:

A. The purpose of this table is to obtain a breakdown of digital access lines (reported in Table-1) by line type and actual line counts, not VGEs. Do not include lines or channels, such as private lines, that are not connected to a switch.

B. Each field must be populated. All entries must be made without quotation marks.

TABLE COLUMN INSTRUCTIONS:

Column 1. List exchanges in alphabetical order.

Column 2. Enter the abbreviation Res for Residential lines or Bus for Business lines. Each service type must be entered in separate rows.

Column 3. Enter Line Type as ISDN-BRI, ISDN-PRI, DS1, DS3, OC1, OC3, OCn (Identify value of n), VOB (If you are providing voice over broadband service), etc. Each type must be entered in separate rows.

Column 4. Enter actual line count total, not VGEs, in the Total Lines column without duplication. EXAMPLE: Enter 1 for 1 DS1, 2 for 2 DS3s, etc. Each actual line count total must be entered in separate rows.

FLORIDA PUBLIC SERVICE COMMISSION

2004 CLEC Data Request TABLE-3

(Data as of May 31, 2004)

Company Name: Knology of Florida, Inc.

Company Code*: TX215

* Your CLEC Company code is shown on the label affixed to the envelope in which this was mailed and on the cover letter.

CLEC TABLE-3: CLEC SWITCH DEPLOYMENT DATA

1	2	3
Exchange where Switch is Located	Packet or Circuit	# of Switches in Exchange
Lanett, Alabama Circuit		1
Grand Total		1

NOTES/INSTRUCTIONS FOR COMPLETING TABLE-3:

A. The basis for this table is to obtain information about the switches you have deployed that are serving end-user customers in Florida. Please provide the requested information even if serving switch is located outside of Florida.

TABLE COLUMN INSTRUCTIONS:

Column 1. List exchanges in alphabetical order.

Column 2. Enter Circuit or Packet to describe the type of switches located in the Exchange

Column 3. Enter the number of Circuit or Packet switches located in the exchange. The Grand Total of switches must be equal to the total number of switches, which you own and have deployed, that are being used to provide local exchange telecommunications service in Florida.

All filers must complete Items 1 - 11 of this Cover Page. File data as of: **December 31, 2003**

1. Filing status
2. Company
3. Indicate the category that best describes the operations covered by this filing.
4. Filers must report separate data for ILEC and non-ILEC operations. Use the following drop-down box to indicate whether this worksheet contains data for ILEC or for non-ILEC operations.
5. Use the following drop-down box to select your company, parent or controlling entity name. Select "not shown" if it is not in the list. See instructions Section IV-B-1 for information on preparing file names.

If you selected "not shown" above, then provide the following:

Name of company, parent or controlling entity.

6. State.
7. Contact person (person who prepared the data contained below).
8. Contact person telephone number and e-mail address.
phone
e-mail
9. Indicate whether this is an original or revised filing.
10. Indicate whether you request non-disclosure of some or all of the information in this file because you believe that this information is privileged and confidential and public disclosure of such information would likely cause substantial harm to the competitive position of the filer.
11. Indicate if this is a complete file or a redacted version of a complete file.

Please review instructions before completing form.

Reminders:

- 1) Ensure files are virus free by using up-to-date virus detection software. Filers are encouraged to submit files via e-mail (address: FCC477@fcc.gov).
- 2) If you are filing original or revised data for an earlier semi-annual reporting period, do not use this particular form (which is only for data as of December 31, 2003). See reminder 4.
- 3) You may not insert or delete columns or rows, move cells, or edit text or numbers outside the cells provided for data entries. Files that cannot be opened in EXCEL97, files whose structure has been altered, and files with improper names will have to be refiled.
- 4) If you have questions about the form, contact the Wireline Competition Bureau, Industry Analysis and Technology Division at (202) 418-0940; via e-mail at 477INFO@fcc.gov; or via TTY at (202) 418-0484.
- 5) You must submit a Certification Statement signed by an officer of your company. A single statement may cover all files submitted. See Instructions sections IV & V.
- 6) If you request non-disclosure of some data, you must file a public version of the form with such information redacted. See Instructions sections IV.B and IV.C for information on preparing a redacted file.
- 7) Name your files as specified in Instructions section IV.B.1. To assist you, complete this Cover Page to generate an "example" name, below. Replace the character "#" in this example name with a sequence number as specified in the instructions. This number should be "1" unless using "1" would cause you to submit more than one file with the identical file name.

Example

Knology of Florida, Inc. non-LEC operations for Florida December 31, 2003

Complete Part I if you and all affiliates (including commonly controlled entities) provide 250 or more broadband lines or wireless channels in the state over your own facilities or over lines you provisioned as broadband. See instructions for definitions of "own facilities", "broadband", "end user", and "residential and small business".

If you provide data in Part I, you must provide in Part V a list containing the 5-digit Zip Codes of the end-user locations in which you provide the broadband services reported herein. See instructions.

Data as of December 31, 2003

A. Lines and wireless channels of broadband service that you provided **over your own facilities, or over UNE loops or other lines and wireless channels** that you obtained from other service providers and equipped as broadband, categorized by technology at the end-user location.

(a) Total one-way and two-way (full) broadband lines and wireless channels	Percentages of lines and wireless channels reported in (a)				
	(b) % of (a) used by residential & small business customers	(c) % of (a) provided over your own facilities	(d) % of (a) provided (i.e. billed directly) to end users	(e) % of (a) providing customers greater than 200 kbps in both directions	(f) % of (a) providing customers greater than 2 mbps in both directions
I - 1. Asymmetric xDSL.					
I - 2. Other traditional wireline including symmetric xDSL.				100%	
I - 3. Coaxial carrier systems including hybrid fiber-coaxial systems.	100%	100%	100%		0%
I - 4. Optical carrier (fiber to the end user).					
I - 5. Satellite.					
I - 6. Terrestrial wireless fixed.					
I - 7. Terrestrial wireless mobile.					
I - 8. All other technologies, such as distribution over electric power lines.					

Note: In Part I, report actual counts. Do not report voice-grade equivalent measures.

Knology of Florida, Inc. non-ILEC operations for Florida December 31, 2003

Complete Part II if you and all affiliates (including commonly controlled entities) provide 10,000 or more voice-grade equivalent lines or wireless voice-grade equivalent channels used for local exchange or exchange access service in the state. See instructions for definitions of "voice telephone service", "voice-grade equivalent lines", "residential and small business", "owned facilities", "COLO switching centers", and "end users".

If you provide data in Part II, you must provide in Part V a list containing the 5-digit Zip Codes of the end-user locations in which you provide the wireline or fixed wireless voice grade services reported herein. See instructions.

Data as of December 31, 2003

A. Voice telephone service provided to end users

II - 1. Total lines and channels you provided to end users.

(a) Total voice-grade equivalent lines and voice-grade equivalent wireless channels in service	Percentages of lines and wireless channels reported in (a)			
	(b) % of (a) used for residential & small business service	(c) % of (a) provided over your own facilities	(d) % of (a) provided over UNE loops	(e) % of (a) in ILEC COLO switching centers

[REDACTED]	100%	100%	0%	0%
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B. Voice telephone service provided to other communications carriers, categorized by:

II - 2. Lines and channels that you provided under a Total Service Resale arrangement. See instructions.

[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
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II - 3. Lines and channels you provided under other resale arrangements, such as resold Centrex.

[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
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C. UNE loops, special access lines, and those private lines that connect to carriers, categorized by:

II - 4. Lines and channels that you provided under a UNE loop arrangement, where you do not provide switching for the line.

(a) Total lines and wireless channels	(b)	(c)	(d)	(e)
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

II - 5. Lines and channels that you provided under a UNE loop arrangement, where you also provided switching for the line.

[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
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II - 6. Special access lines not provided as broadband and private lines that connect an end-user premises to a telecommunications common carrier and is not provided as broadband.

[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
------------	------------	------------	------------	------------

D. Total wireline voice-grade equivalent lines & fixed wireless voice-grade equivalent channels in service.

[REDACTED]	[REDACTED]
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Percentage of channels reported in (a), carried over the following types of facilities categorized by the technology used in the part of the line or wireless channel at the end-user location		
(f) Cable coaxial	(g) Wireless	(h) All other including traditional wireline
[REDACTED]	[REDACTED]	[REDACTED]

Knology of Florida, Inc. non-ILEC operations for Florida December 31, 2003

Complete Part III if you and all affiliates (including commonly controlled entities) serve 10,000 or more mobile voice telephony subscribers in the state over your own facilities. See instructions for definitions of "mobile voice telephony subscribers" and "own facilities".

Data as of December 31, 2003

A. Mobile voice telephony subscribers in service and served over your own facilities.

(a) Network telephone service subscribers	(b) Percentage of (a) provided (i.e. billed directly) to end users
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III - 1. Cellular, PCS & other mobile telephony.

IKnology of Florida, Inc. non-LEC operations for Florida December 31, 2003

Filers completing Part I or Part II must supply a list of 5-digit Zip Codes in which the filer has at least one customer. Do not provide customer counts by Zip Code.

Data as of December 31, 2003

V - 1. 5-digit Zip Codes in the state in which you provide service to end-user locations:

Broadband service	(b) ⁴ Wireline & fixed wireless exchange telephone
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1	31413	31413
2	31903	31903
3	32224	32224
4	32313	32313
5	32401	32401
6	32402	32402
7	32404	32404
8	32405	32405
9	32406	32406
10	32407	32407
11	32408	32408
12	32409	32409
13	32412	32412
14	32413	32413
15	32414	32414
16	32444	32444
17	32605	32605
18	32822	32822
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KNOLOGY, INC. STATEMENT OF COMPANY POLICY

Securities Trades by Company Personnel

The Need for an Insider Trading Policy

Federal and state securities laws prohibit directors, officers, and other employees from purchasing or selling securities of the Company if they are aware of material nonpublic information about the Company. In recent years, the laws and regulations on insider trading have grown in complexity, including the adoption of Regulation FD (Fair Disclosure) by the Securities and Exchange Commission (the “SEC”) and the enactment of the Sarbanes-Oxley Act of 2002, which imposes more stringent notification requirements on securities transactions by corporate insiders. Furthermore, the penalties for noncompliance have increased significantly, and the SEC and the stock exchanges have stepped up their enforcement activity. Companies and their controlling persons are also subject to liability if they fail to take reasonable steps to prevent insider trading by company personnel. In view of these factors and the listing of the Company’s common stock on the Nasdaq National Market, we have adopted this insider trading policy statement.

We believe that the key to preventing securities trading violations is to educate all of our directors, officers and other employees about the insider trading laws, and to have in place and to enforce a clear and effective policy against insider trading. This insider trading policy is also being adopted to help us avoid even the appearance of improper conduct on the part of anyone employed by or associated with our Company (not just so-called “insiders”). We have all worked hard to establish our reputation for integrity and ethical conduct. We cannot afford to have it damaged.

This insider trading policy applies to all directors, officers, senior executives, and other employees (including administrative personnel) who have access to financial reporting information or material nonpublic information about the Company.

The Consequences of Insider Trading Violations

For many years, the SEC and the Justice Department have pursued individuals for violations of insider trading laws. The consequences of insider trading violations can be severe:

Primary Violators. For company personnel who trade on inside information (or tip information to others):

- A civil penalty of up to three times the profit gained or loss avoided;
- Disgorgement of profits;
- A criminal fine (no matter how small the profit) of up to \$5 million; and
- A jail term of up to 20 years.

Company and Control Persons. For a company (as well as possibly any supervisory person) that fails to take appropriate steps to prevent illegal trading:

- A civil penalty of the greater of \$1.1 million or three times the profit gained or loss avoided as a result of the employee's violation; and
- A criminal penalty of up to \$5.0 million for individuals and up to \$25 million for the Company.

Moreover, the Company may impose sanctions for employee violations of the Company's insider trading policy, including dismissal for cause. Needless to say, any of the above consequences, even an SEC investigation that does not result in prosecution, can tarnish reputations and irreparably damage careers.

Our Insider Trading Policy

It is our policy that, if a director, officer or other employee is aware of material nonpublic information relating to our Company, that person may not, directly or indirectly through "family members" (defined below) or other persons or entities, (a) buy or sell securities of the Company (including bonds, warrants, options, common stock and preferred stock) or engage in any other action to take personal advantage of that information, or (b) except as specifically authorized under our disclosure procedures, pass that information on to others outside the Company, including family and friends. This insider trading policy also applies to material nonpublic information relating to any other company, including our suppliers, obtained in the course of employment. Even the appearance of an improper transaction must be avoided to preserve our reputation for adhering to the highest standards of conduct.

Permitted Trading Period

To decrease the likelihood of an improper securities transaction, persons who are or may be expected to be aware of the Company's quarterly and annual financial results, together with their family members, are only permitted to trade in Company securities during a specified trading window. The trading window will typically begin three business days after the disclosure of the Company's quarterly or annual earning reports and continue for 15 trading days thereafter, unless this would cause the trading window to close after the first day of the last month of the current fiscal quarter. In such an event, the permissible trading window would typically close 2 trading days prior to the first day of the last month of the current fiscal quarter. This will enable the investing public to receive the information and act upon it prior to any trades by Company insiders. Thus, if an announcement is made on a Monday, Thursday would generally be the first permissible trading day. If an announcement is made on a Friday, Wednesday would generally be the first permissible trading day.

Event-specific Window Closures

From time to time, an event may occur that is material to the Company and is known by only a few directors, officers or other employees. It is the policy of the Company that so long as the event remains material and nonpublic, those directors, officers and other employees designated by our Chief Executive Officer (Rodger Johnson), our Chief Financial Officer (Rob Mills), or our General Counsel (Chad Wachter), due to their knowledge of the material nonpublic event, together with their family members, may not trade in the Company's securities, even if the event falls within the designated trading window. The closing of the trading window for these people will not be announced, other than to those who are aware of the event giving rise to the closed window and who are subject to the closed window.

Disclosure of Information to Others

The Company is required under Regulation FD of the federal securities laws to avoid the selective disclosure of material nonpublic information. The Company has established procedures for releasing material information in a manner that is designed to achieve broad public dissemination of the information immediately upon its release. You may not, therefore, disclose material nonpublic information to anyone outside the Company, including family members and friends, other than in accordance with those procedures. You also may not discuss the Company or its business in an internet "chat room" or similar internet-based forum.

Material Information

Material information is any information that a reasonable investor would consider important in a decision to buy, hold or sell a security--in short, *any information which could reasonably affect the price of the security, whether positive or negative*. Some examples of information that ordinarily would be regarded as material are:

- unreported earnings, losses, or other important financial results for a completed fiscal period,
- projections of earnings or losses, or other earnings guidance for future periods,
- changes in any previously released earnings estimates or guidance,
- earnings that are inconsistent with the consensus expectations of the investment community,
- news of a pending or proposed merger, acquisition or tender offer,
- news of a significant sale of assets or the disposition of a subsidiary,
- changes in dividend policies, the declaration of a stock split, an offering of additional securities, or the repurchase of outstanding securities,
- changes in management,

- the development of significant new services or technologies,
- significant legal, regulatory or legislative developments affecting the Company,
- impending bankruptcy or financial liquidity problems, and
- the gain, loss or financial difficulty of a substantial supplier.

Remember, if your securities transactions become the subject of scrutiny, they will be viewed after-the-fact with the benefit of hindsight. As a result, before engaging in any transaction, you should carefully consider how regulators, the courts and others might view your transaction in hindsight.

Transactions by Family Members

The insider trading policy also applies to your “family members” which include every member of your family (including your spouse or life partner, natural or adopted children, siblings, and parents) who resides with you, anyone else who lives in your household, and any family members who do not live in your household but whose transactions in the Company’s securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in Company securities). You are responsible for the transactions of these persons and, therefore, should make them aware of the need to confer with you before they trade in the Company’s securities. Employees are expected to be responsible for the compliance of their family members.

Tipping Information to Others

In addition to not personally trading in securities, employees must ensure that they do not pass along material information to others. This includes both proprietary information about our Company and information that could have an impact on the price of our securities. The penalties detailed at the beginning of this policy apply to both the person who passes along information (the tipper) and the person who trades on the information (the tippee), even if you do not derive any benefit from each other’s actions. For example, the SEC has imposed a \$470,000 penalty on a tipper even though he did not profit from his tippee’s trading.

Transactions Under Company Plans

The Company’s insider trading policy does not apply to the exercise of an employee stock option or to the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares subject to an option to satisfy tax withholding requirements. The policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option or to any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

Exception for Approved Rule 10b5-1 Plans

Trades in the Company's securities that are executed pursuant to an approved SEC Rule 10b5-1 plan are not subject to the prohibition on trading on the basis of material nonpublic information as provided by the Company's insider trading policy.

Rule 10b5-1 provides an affirmative defense from insider trading liability under the federal securities laws for trading plans that meet certain requirements. In general, a Rule 10b5-1 plan must be entered into before a person is aware of material nonpublic information and may not be entered into outside the trading window. Once the plan is adopted, he or she must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The plan must either specify (including by formula) the amount, pricing and timing of transactions in advance or delegate discretion on those matters to an independent third party.

The Company requires that all Rule 10b5-1 plans be approved in writing in advance by our General Counsel, Chad Wachter. Our General Counsel is under no obligation to pre-clear any trading plan and may determine not to pre-clear it or to pre-clear it only if certain conditions are satisfied.

Hardship Exceptions and Charitable Gifts

A person who is subject to the insider trading policy and who has an unexpected and urgent need to sell Company securities may, in appropriate circumstances, be permitted to sell Company securities outside the permissible trading window. Hardship exceptions may be granted only by the General Counsel and must be requested at least two business days in advance of the proposed trade. Additionally, an exception for charitable gifts outside of the permissible trading window may be made following the same pre-approval procedures.

Temporary Insiders

It is anticipated that from time to time employees who are generally not required to adhere to trading restrictions during window periods may receive material nonpublic information in certain circumstances. These "temporary insiders" will be required to adhere to trading restrictions and pre-clearance requirements of this policy while in possession of material nonpublic information. Any person designated as a temporary insider by our Chief Executive Officer (Rodger Johnson), Chief Financial Officer (Rob Mills) or our General Counsel (Chad Wachter) and thereby subject to the trading restrictions and pre-clearance requirements of this policy should not disclose the reason they are subject to the trading restrictions and pre-clearance requirements of this policy. The failure of the Company to designate a person as being

temporarily subject to event-specific trading restrictions will not relieve that person of the obligation not to trade in Company securities while aware of material nonpublic information.

Post-Termination Transactions

If you are aware of material nonpublic information when you terminate service as a director, officer or employee of the Company, you may not trade in Company securities until that information has become public or is no longer material. In all other respects, the procedures set forth in this memorandum will cease to apply to your transactions in Company securities upon the expiration of any restrictions that are applicable to your transactions at the time of your termination of service.

Pre-Trade Clearance of All Trades by Directors, Officers Certain Other (e.g., Financial, Accounting and Corporate Staff) Personnel and Temporary Insiders

In order to:

- help prevent inadvertent insider trading violations of the federal securities laws and to avoid even the appearance of trading on inside information (which could result, for example, where an officer engages in a trade while unaware of a pending major development),
- assist directors and officers in complying with their SEC Forms 3, 4, 5 and 144 filing obligations, and
- help directors and officers avoid violations of Rule 144 of the Securities Act of 1933 and inadvertent “short-swing” (i.e., six months) profit violations under Section 16 under the Securities Exchange Act of 1934,

all proposed transactions in Company securities (acquisitions, dispositions, transfers, etc.) by directors, officers, senior executives, and other employees (including administrative personnel) who have regular access to financial reporting information or who have been designated “temporary insiders” must be pre-cleared by the General Counsel (Chad Wachter) at least two business days prior to trading.

If you contemplate a transaction, you should contact our General Counsel in advance. This requirement does not apply to stock option exercises, but would cover market sales of option stock. If you are required to file transaction reports with the SEC (Forms 3, 4, and 5) and/or are subject to potential short-swing profit liability, our General Counsel (or his designee) will advise you of the applicable requirements and will provide you with, and assist you in completing, any necessary SEC reporting forms.

Additional Prohibited Transactions.

The Company considers it improper and inappropriate for any officers, senior executives, and other employees (including administrative personnel) who have access to financial reporting information or other material nonpublic information to engage in short-term or speculative transactions in the Company's securities. It, therefore, is the Company's policy that directors, officers and other employees may not engage in any of the following transactions:

Short Sales.

Because we believe it is improper and inappropriate for any Company personnel to engage in short-term or speculative transactions involving Company stock, it is the Company's policy that no employee may engage in "short sales" of the Company's stock. A short sale is a sale of stock in which the seller attempts to profit from an anticipated drop in market price by selling securities he does not own and covering the sales with securities bought after the price decline.

Hedging Transactions.

Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow a director, officer or other employee to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the person to continue to own the covered securities but without the full risks and rewards of ownership. When that occurs, he or she may no longer have the same objectives as the Company's other shareholders. Therefore, directors, officers and other employees are prohibited from engaging in any such transactions.

Margin Accounts and Pledges.

Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the customer or borrower is aware of material nonpublic information or otherwise is not permitted to trade in Company securities, it is important that the determination to sell shares held in a margin account or pledged as collateral for a loan be made by an independent third party, such as the broker or lender, rather than by the customer or borrower who is a director, officer or other employee of the Company. The preferred course of action is for directors, officers and other employees not to hold Company securities in a margin account or pledge Company securities as collateral for a loan. Nevertheless, such transactions may be permissible under certain circumstances, such as where a

person wishes to pledge Company securities as collateral for a loan (not including margin debt) and clearly demonstrates the financial capacity to repay the loan without resort to the pledged securities. Any person who wishes to hold Company securities in a margin account or to pledge Company securities as collateral for a loan must submit a request for approval to the General Counsel (Chad Wachter) at least two weeks prior to the proposed execution of documents evidencing the proposed transaction.

Company Assistance

Any person who has any questions either about specific transactions or about this insider trading policy in general may obtain guidance from our General Counsel, Chad Wachter, at (706) 634-2663. Remember, however, the ultimate responsibility for adhering to this insider trading policy and avoiding improper transactions rests with you. In this regard, it is imperative that you use your best judgment.

Certifications

Employees will be required to certify their understanding of and intent to comply with this insider trading policy. Directors, officers and certain other employees may be required to certify compliance on an annual basis.

[Certification Letter to All Directors, Officers and Employees]

Ré: Certification of Compliance with the Statement of Company Policy on Securities
• Trades by Company Personnel

Dear Director or Employee:

Enclosed is a copy of the Company's insider trading policy covering securities trades by Company personnel. As you will see from the insider trading policy, the consequences of an insider trading violation can be devastating to both the individual involved and the Company.

Please take a few minutes right now to read the enclosed insider trading policy and then sign and return the attached copy of this letter.

Sincerely,

Chad S. Wachter
Vice President and General Counsel

CERTIFICATION AND COMPLIANCE

The undersigned hereby certifies that he/she has read and understands, and agrees to comply with, the Statement of Company Policy on Securities Trades by Company Personnel dated February [], 2004, a copy of which was distributed with this letter.

Date: _____

Signature: _____

Name: _____

(Please Print)

Department: _____

[Additional Letter to Officers and Department Heads]

Ladies and Gentlemen:

Under the Insider Trading and Securities Fraud Enforcement Act of 1988, not only may the Company have potential liability for failing to implement policies and procedures to prevent employees from engaging in insider trading but other "controlling persons" of the Company (i.e., persons in positions of supervisory authority) may also have exposure. It is therefore imperative that we all ensure that the employees we supervise have read, signed and returned the enclosed Certification of Compliance with the Statement of Company Policy on Securities Trades by Company Personnel.

In that connection, please see that the signed Certification of all employees in your department are returned to the General Counsel, Chad Wachter.

[bcc: Director of Human Resources

The Human Resources Department will furnish the insider trading policy to and obtain signed Certifications of Compliance from all new employees.]