

HICKORY TECH CORP  
Form 10-Q  
November 01, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

# FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED September 30, 2005 OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM TO**

**Commission file number 0-13721**

**HICKORY TECH CORPORATION**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of  
incorporation or organization)

**41-1524393**

(I.R.S. Employer  
Identification No.)

**221 East Hickory Street**

**Mankato, Minnesota 56002-3248**

(Address of principal executive offices and zip code)

**(800) 326-5789**

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The total number of shares of the registrant's common stock outstanding as of September 30, 2005: 13,111,132.

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**HICKORY TECH CORPORATION**

September 30, 2005

## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS.

## CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

(In Thousands Except Per Share Amounts)	For Three Months Ended		For Nine Months Ended	
	9/30/2005	9/30/2004	9/30/2005	9/30/2004
<b>OPERATING REVENUES:</b>				
Telecom Sector	\$ 18,383	\$ 18,918	\$ 57,014	\$ 57,191
Information Solutions Sector	519	574	1,921	2,219
Enterprise Solutions Sector	3,402	2,685	11,745	8,318
<b>TOTAL OPERATING REVENUES</b>	<b>22,304</b>	<b>22,177</b>	<b>70,680</b>	<b>67,728</b>
<b>COSTS AND EXPENSES:</b>				
Cost of Sales, Enterprise Solutions	2,219	1,855	8,259	5,660
Cost of Services, excluding Depreciation and Amortization	8,354	8,378	24,696	24,857
Selling, General and Administrative Expenses, excluding Depreciation and Amortization	3,495	3,490	11,609	10,772
Depreciation	3,544	3,912	11,588	11,669
Amortization of Intangibles	26	237	467	710
<b>TOTAL COSTS AND EXPENSES</b>	<b>17,638</b>	<b>17,872</b>	<b>56,619</b>	<b>53,668</b>
<b>OPERATING INCOME</b>	<b>4,666</b>	<b>4,305</b>	<b>14,061</b>	<b>14,060</b>
<b>OTHER INCOME/(EXPENSE):</b>				
Interest and Other Income	35	10	75	44
Interest Expense	(1,124)	(1,121)	(3,128)	(3,448)
<b>TOTAL OTHER INCOME/(EXPENSE)</b>	<b>(1,089)</b>	<b>(1,111)</b>	<b>(3,053)</b>	<b>(3,404)</b>
<b>INCOME BEFORE INCOME TAXES</b>	<b>3,577</b>	<b>3,194</b>	<b>11,008</b>	<b>10,656</b>
<b>INCOME TAX PROVISION</b>	<b>1,447</b>	<b>1,292</b>	<b>4,453</b>	<b>4,310</b>
<b>INCOME FROM CONTINUING OPERATIONS</b>	<b>2,130</b>	<b>1,902</b>	<b>6,555</b>	<b>6,346</b>
<b>DISCONTINUED OPERATIONS (Note 4)</b>				
Income/(Loss) from Operations of Discontinued Component	37	(26)	207	(125)
Income Tax (Benefit)/Provision	15	(11)	84	(51)
<b>INCOME/(LOSS) FROM DISCONTINUED OPERATIONS</b>	<b>22</b>	<b>(15)</b>	<b>123</b>	<b>(74)</b>
<b>NET INCOME</b>	<b>\$ 2,152</b>	<b>\$ 1,887</b>	<b>\$ 6,678</b>	<b>\$ 6,272</b>
Basic Earnings Per Share - Continuing Operations:	\$ 0.16	\$ 0.15	\$ 0.50	\$ 0.49
Basic Earnings Per Share - Discontinued Operations:			0.01	(0.01)
	\$ 0.16	\$ 0.15	\$ 0.51	\$ 0.48
Dividends Per Share	\$ 0.12	\$ 0.11	\$ 0.36	\$ 0.33
Basic Weighted Average Common Shares Outstanding	13,086	12,991	13,073	12,978
	\$ 0.16	\$ 0.15	\$ 0.50	\$ 0.49

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Diluted Earnings Per Share - Continuing

Operations:

Diluted Earnings Per Share - Discontinued

Operations:

				<b>0.01</b>		(0.01)
	\$	<b>0.16</b>	\$	0.15	\$	<b>0.51</b>
					\$	0.48
Weighted Average Common and Equivalent						
Shares Outstanding		<b>13,092</b>		13,016		<b>13,084</b>
						13,008

The accompanying notes are an integral part of the consolidated financial statements.

**HICKORY TECH CORPORATION**

September 30, 2005

**CONSOLIDATED BALANCE SHEETS**

(UNAUDITED)

(In Thousands Except Share and Per Share Amounts)	9/30/2005	12/31/2004
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and Cash Equivalents	\$ 546	\$ 257
Receivables, Net of Allowance for Doubtful Accounts of \$1,387 and \$1,256	9,805	9,892
Income Taxes Receivable		204
Costs in Excess of Billings on Contracts	1,145	927
Inventories, Net	3,101	3,182
Deferred Income Taxes	1,430	1,430
Prepaid Expenses	1,608	1,185
Other	962	1,214
<b>TOTAL CURRENT ASSETS</b>	<b>18,597</b>	<b>18,291</b>
<b>INVESTMENTS</b>	<b>2,507</b>	<b>4,371</b>
<b>PROPERTY, PLANT AND EQUIPMENT</b>	<b>251,683</b>	<b>246,341</b>
Less ACCUMULATED DEPRECIATION	137,835	131,649
<b>PROPERTY, PLANT AND EQUIPMENT, NET</b>	<b>113,848</b>	<b>114,692</b>
<b>OTHER ASSETS:</b>		
Goodwill	25,086	25,086
Intangible Assets, Net	309	387
Financial Derivative Instruments	3,324	2,501
Deferred Costs and Other	2,347	3,209
<b>TOTAL OTHER ASSETS</b>	<b>31,066</b>	<b>31,183</b>
<b>TOTAL ASSETS</b>	<b>\$ 166,018</b>	<b>\$ 168,537</b>
<b>LIABILITIES &amp; SHAREHOLDERS EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Cash Overdraft	\$	\$ 1,680
Accounts Payable	2,076	4,065
Accrued Expenses	3,910	3,202
Accrued Interest	75	76
Accrued Income Taxes	4,727	
Billings in Excess of Costs on Contracts	243	260
Advanced Billings and Deposits	2,478	2,898
Current Maturities of Long-Term Obligations	1,451	5,323
<b>TOTAL CURRENT LIABILITIES</b>	<b>14,960</b>	<b>17,504</b>
<b>LONG-TERM OBLIGATIONS, Net of Current Maturities</b>	<b>94,035</b>	<b>97,661</b>
<b>DEFERRED INCOME TAXES</b>	<b>15,536</b>	<b>15,270</b>
<b>DEFERRED REVENUE AND EMPLOYEE BENEFITS</b>	<b>6,937</b>	<b>6,557</b>
<b>TOTAL LIABILITIES</b>	<b>131,468</b>	<b>136,992</b>
<b>COMMITMENTS AND CONTINGENCIES (Note 9)</b>		
<b>SHAREHOLDERS EQUITY:</b>		
Common Stock, no par value, \$.10 stated value		
Shares authorized: 100,000,000		
Shares outstanding: 13,111,132 in 2005 and 13,057,106 in 2004	1,311	1,306
Additional Paid-In Capital	9,146	8,615
Retained Earnings	22,093	20,119
Accumulated Other Comprehensive Income	2,000	1,505

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TOTAL SHAREHOLDERS EQUITY		<b>34,550</b>		31,545
TOTAL LIABILITIES & SHAREHOLDERS EQUITY	\$	<b>166,018</b>	\$	168,537

The accompanying notes are an integral part of the consolidated financial statements.



## HICKORY TECH CORPORATION

September 30, 2005

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(Dollars In Thousands)	For Nine Months Ended	
	9/30/2005	9/30/2004
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income	\$ 6,678	\$ 6,272
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation and Amortization	12,055	12,379
(Gain)/Loss on Sale of Assets	12	95
Stock-Based Compensation	67	78
Employee Retirement Benefits and Deferred Compensation	462	696
Accrued Patronage Refunds	(287)	(279)
Provision for Losses on Accounts Receivable	215	521
Changes in Operating Assets and Liabilities:		
Receivables	4,741	6,135
Inventories	81	207
Billings and Costs on Contracts	(235)	517
Accounts Payable and Accrued Expenses	(1,283)	(1,782)
Advance Billings and Deposits	(420)	(139)
Deferred Revenue and Employee Benefits	(82)	(157)
Other	354	942
Net Cash Provided By Operating Activities	22,358	25,485
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Additions to Property, Plant and Equipment	(10,136)	(9,111)
Redemption of Investments	2,100	2,600
Purchase of Intangible Asset		(9)
Proceeds from Sale of Assets	46	53
Net Cash Used In Investing Activities	(7,990)	(6,467)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Change in Cash Overdraft	(1,680)	(1,001)
Payments of Capital Lease Obligations	(414)	(479)
Repayments on Credit Facility	(12,750)	(15,250)
Borrowings on Credit Facility	5,000	2,000
Proceeds from Issuance of Common Stock	469	356
Dividends Paid	(4,704)	(4,281)
Stock Repurchase/Retirement		(43)
Net Cash Used In Financing Activities	(14,079)	(18,698)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>289</b>	<b>320</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>257</b>	<b>278</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 546</b>	<b>\$ 598</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Cash Paid for Interest	\$ 3,259	\$ 3,531
Cash Paid (Refunded) for Income Taxes	\$ (332)	\$ (1,745)

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NON-CASH INVESTING ACTIVITIES:

Property, Plant and Equipment Acquired with Capital Leases	\$	666	\$	81
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The accompanying notes are an integral part of the consolidated financial statements.

**HICKORY TECH CORPORATION**

**SEPTEMBER 30, 2005**

**PART 1. FINANCIAL INFORMATION**

**ITEM 1. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. BASIS OF PRESENTATION**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information necessary for a fair statement of results of operations, financial position, and cash flows in conformity with accounting principles generally accepted in the United States of America. In the opinion of management, the condensed consolidated financial statements reflect all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair statement of Hickory Tech Corporation's (HickoryTech) results for the periods presented. Operating results for interim periods are not necessarily indicative of results that may be expected for the fiscal year as a whole. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures at the date of the financial statements and during the reporting period. Actual results could differ from these estimates. These unaudited interim condensed consolidated financial statements should be read in conjunction with HickoryTech's Annual Report on Form 10-K for the year ended December 31, 2004.

The condensed consolidated financial statements of HickoryTech include Hickory Tech Corporation and its subsidiaries in the following three business segments: (i) Telecom Sector, (ii) Information Solutions Sector and (iii) Enterprise Solutions Sector. All inter-company transactions have been eliminated from the consolidated financial statements.

Cost of services include all costs related to delivery of HickoryTech's communications services and products. These costs include all costs of performing services and providing related products. It does not include costs associated with selling, general and administrative, depreciation and amortization of property, plant and equipment and intangible assets, and cost of sales for the Enterprise Solutions Sector.

On December 15, 2003, HickoryTech sold its wireless business, Minnesota Southern Wireless Company (MSWC), to Western Wireless Corporation (WWC). The wireless operations are reported as part of the Telecom Sector. The results of operations of the wireless business are reported as discontinued operations for all periods presented (see Note 4).

**NOTE 2. EARNINGS AND CASH DIVIDENDS PER COMMON SHARE**

Basic earnings per share is computed by dividing net income by the weighted average number of shares of common stock outstanding during the applicable period. Shares used in the earnings per share assuming dilution calculation are based on the weighted average number of shares of common stock outstanding during the period increased by potentially dilutive common shares. Potentially dilutive common shares include stock

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options and stock subscribed under the employee stock purchase plan (ESPP).

	For Three Months Ended		For Nine Months Ended	
	9/30/2005	9/30/2004	9/30/2005	9/30/2004
Weighted Average Shares Outstanding	<b>13,086,371</b>	12,990,568	<b>13,072,656</b>	12,978,321
Stock Options (dilutive only)	<b>3,200</b>	23,866	<b>8,964</b>	28,281
Stock Subscribed (ESPP)	<b>1,948</b>	1,158	<b>1,948</b>	1,158
Total Dilutive Shares Outstanding	<b>13,091,519</b>	13,015,592	<b>13,083,568</b>	13,007,760

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Options to purchase 564,850 and 448,033 shares for the three months ended September 30, 2005 and 2004, respectively, and 517,950 and 448,033 shares for the nine months ended September 30, 2005 and 2004, respectively, were not included in the computation of earnings per share assuming dilution because their effect on earnings per share would have been antidilutive.

Cash dividends are based on the number of common shares outstanding at the respective record dates. Listed below is the number of shares outstanding as of the record date for the first quarter of 2005 and 2004.

Shares Outstanding on Record Date	2005	2004
First Quarter (Feb. 15)	13,057,106	12,967,886
Second Quarter (May 15)	13,073,602	12,971,954
Third Quarter (August 15)	13,076,331	12,981,929

Dividends per share are based on the quarterly dividend per share as declared by the HickoryTech Board of Directors. HickoryTech paid dividends of \$.12 per share for the third quarter of 2005 and \$.11 per share for the third quarter of 2004.

During the first nine months of 2005 and 2004, shareholders have elected to reinvest \$196,000 and \$207,000, respectively, of dividends into HickoryTech common stock pursuant to the HickoryTech Dividend Reinvestment Plan.

### NOTE 3. COMPREHENSIVE INCOME

HickoryTech follows the provisions of SFAS No. 130, Reporting Comprehensive Income. This statement established rules for the reporting of comprehensive income and its components. In addition to net income, HickoryTech's comprehensive income includes changes in unrealized gains and losses on derivative instruments qualifying and designated as cash flow hedges. Comprehensive income, net of income taxes, for the three months ended September 30, 2005 and 2004 was \$2,597,000 and \$1,178,000, respectively. Comprehensive income, net of income taxes, for the nine months ended September 30, 2005 and 2004 was \$7,173,000 and \$6,031,000, respectively.

### NOTE 4. DISCONTINUED OPERATIONS

On December 15, 2003, HickoryTech sold its wireless business, Minnesota Southern Wireless Company (MSWC), to Western Wireless Corporation (WWC). The wireless operations are reported as part of the Telecom Sector. The results of operations of the wireless business are reported as discontinued operations for all periods presented.

Wireless business revenue and income before income taxes included in discontinued operations are as follows:

**For Three Months Ended**

**For Nine Months Ended**

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(Dollars in Thousands)	9/30/2005	9/30/2004	9/30/2005	9/30/2004
Revenues	\$	\$	\$	\$
Income/(Loss) Before Income Taxes	\$ 37	\$ (26)	\$ 207	\$ (125)

NOTE 5. INVENTORIES

Inventories, which consist of equipment for resale, materials and supplies, are stated at the lower of average cost or market. Cost is determined on a first-in first-out (FIFO) basis. Reserves offset the cost of inventory to arrive at the net carrying value of inventory, which is intended to approximate net realizable value.

## NOTE 6. INTANGIBLE ASSETS

Goodwill assets are subject to an impairment test annually as well as upon certain events that indicate that an impairment may be present. The goodwill impairment test includes two steps, the first of which requires management to determine the fair value of certain of the Company's reporting units (as defined by SFAS No. 142). The Company determines the fair value of their reporting units by application of a discounted cash flow analysis. Management makes estimates that are included in their discounted cash flow analysis based upon the best available information at the time that the determinations of fair value are made. If circumstances change, HickoryTech's estimates of fair value will also change and could result in a determination of additional impairment charges to reduce the carrying value of goodwill.

The carrying value of HickoryTech's goodwill is \$25,086,000 as of September 30, 2005 and December 31, 2004.

The components of HickoryTech's other intangible assets are shown in the following table:

(Dollars in Thousands)	As of September 30, 2005		As of December 31, 2004	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
<b>Definite-Lived Intangible Assets</b>				
Customers	\$ 821	\$ 518	\$ 821	\$ 442
Other Intangibles	109	103	109	101
Total	\$ 930	\$ 621	\$ 930	\$ 543

Amortization expense related to the definite-lived intangible assets for both the three months ended September 30, 2005 and 2004 was \$26,000. Amortization expense related to the definite-lived intangible assets for the nine months ended September 30, 2005 and 2004 was \$78,000 and \$77,000, respectively. Total estimated amortization expense for the remaining three months of 2005 and the five years subsequent to 2005 is as follows: 2005 (October 1 through December 31) - \$26,000; 2006 - \$104,000; 2007 - \$104,000; 2008 - \$74,000; 2009 - \$1,000 and 2010 - \$0.

## NOTE 7. RECENT ACCOUNTING DEVELOPMENTS

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123(R), Share-Based Payment, which is a revision of SFAS No. 123 and supersedes APB Opinion No. 25. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be valued at fair value on the date of grant, and to be expensed over the applicable vesting period. Companies must recognize compensation expense related to any awards that are not fully vested as of the effective date. Compensation expense for the unvested awards will be measured based on the fair value of the awards previously calculated in developing the pro forma disclosures in accordance with the provisions of SFAS No. 123. Originally, SFAS No. 123(R) was effective for all stock-based awards granted beginning with the first interim period after June 15, 2005. On April 14, 2005, The Securities and Exchange Commission (SEC) approved a new rule that changed the effective date of SFAS No. 123(R) for public companies to the first annual, rather than interim, periods that begin after June 15, 2005. HickoryTech is currently assessing the impact of adopting SFAS 123(R), which may be material in future periods, to its consolidated results of operations. For the historical impact of share-based payments to employees under SFAS No. 123, refer to the disclosures in Note 10 of the Notes to Consolidated Financial Statements.





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NOTE 8. QUARTERLY SECTOR FINANCIAL SUMMARY

(Dollars In Thousands)	Telecom	Information Solutions	Enterprise Solutions	Corporate and Eliminations	HickoryTech Consolidated
<b>Three Months Ended 9/30/05</b>					
Operating Revenue from Unaffiliated Customers	\$ 18,383	\$ 519	\$ 3,402	\$	\$ 22,304
Intersegment Revenues	51	1,056		(1,107)	
Total	18,434	1,575	3,402	(1,107)	22,304
Depreciation and Amortization	3,123	403	28	16	3,570
Operating Income/(Loss)	4,988	(427)	(53)	158	4,666
Interest Expense	1	13		1,110	1,124
Income Taxes/(Benefit)	2,019	(178)	(22)	(372)	1,447
Income/(Loss) from Continuing Operations	2,970	(262)	(31)	(547)	2,130
Income from Discontinued Operations Including Intersegment Revenues	22				22
Net Income/(Loss)	2,992	(262)	(31)	(547)	2,152
Identifiable Assets	144,824	3,936	7,918	9,340	166,018
Property, Plant and Equip., Net	108,575	4,936	227	110	113,848
Capital Expenditures	4,603	866		39	5,508
<b>Three Months Ended 9/30/04</b>					
Operating Revenue from Unaffiliated Customers	\$ 18,918	\$ 574	\$ 2,685	\$	\$ 22,177
Intersegment Revenues	68	1,078		(1,146)	
Total	18,986	1,652	2,685	(1,146)	22,177
Depreciation and Amortization	3,459	636	40	14	4,149
Operating Income/(Loss)	5,387	(641)	(482)	41	4,305
Interest Expense	2	15		1,104	1,121
Income Taxes/(Benefit)	2,180	(266)	(195)	(427)	1,292
Income/(Loss) from Continuing Operations	3,207	(390)	(287)	(628)	1,902
Income from Discontinued Operations Including Intersegment Revenues	(15)				(15)
Net Income/(Loss)	3,192	(390)	(287)	(628)	1,887
Identifiable Assets	143,618	5,875	7,526	7,597	164,616
Property, Plant and Equip., Net	106,545	4,088	350	126	111,109
Capital Expenditures	2,869		2		2,871

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(Dollars In Thousands)	Telecom	Information Solutions	Enterprise Solutions	Corporate and Eliminations	HickoryTech Consolidated
<b><u>Nine Months Ended 9/30/05</u></b>					
Operating Revenue from Unaffiliated Customers	\$ 57,014	\$ 1,921	\$ 11,745	\$	\$ 70,680
Intersegment Revenues	154	3,239		(3,393)	
Total	57,168	5,160	11,745	(3,393)	70,680
Depreciation and Amortization	10,223	1,698	91	43	12,055
Operating Income/(Loss)	16,216	(1,796)	(207)	(152)	14,061
Interest Expense	4	41		3,083	3,128
Income Taxes/(Benefit)	6,563	(743)	(84)	(1,283)	4,453
Income/(Loss) from Continuing Operations	9,654	(1,091)	(123)	(1,885)	6,555
Income from Discontinued Operations Including Intersegment Revenues	123				123
Net Income/(Loss)	9,777	(1,091)	(123)	(1,885)	6,678
Identifiable Assets	144,824	3,936	7,918	9,340	166,018
Property, Plant and Equip., Net	108,575	4,936	227	110	113,848
Capital Expenditures	8,653	1,424	20	39	10,136
<b><u>Nine Months Ended 9/30/04</u></b>					
Operating Revenue from Unaffiliated Customers	\$ 57,191	\$ 2,219	\$ 8,318	\$	\$ 67,728
Intersegment Revenues	206	3,252		(3,458)	
Total	57,397	5,471	8,318	(3,458)	67,728
Depreciation and Amortization	10,273	1,929	135	42	12,379
Operating Income/(Loss)	17,244	(1,983)	(998)	(203)	14,060
Interest Expense	9	42		3,397	3,448
Income Taxes/(Benefit)	6,978	(816)	(404)	(1,448)	4,310
Income/(Loss) from Continuing Operations	10,266	(1,198)	(594)	(2,128)	6,346
Loss from Discontinued Operations Including Intersegment Revenues	(74)				(74)
Net Income/(Loss)	10,192	(1,198)	(594)	(2,128)	6,272
Identifiable Assets	143,618	5,875	7,526	7,597	164,616
Property, Plant and Equip., Net	106,545	4,088	350	126	111,109
Capital Expenditures	9,086	1	24		9,111

## NOTE 9. CONTINGENCIES

HickoryTech is involved in certain contractual disputes in the ordinary course of business. HickoryTech does not believe the ultimate resolution of any of these existing matters will have a material adverse effect on its financial position, results of operations or cash flows.

## NOTE 10. STOCK COMPENSATION

As of December 31, 2004, HickoryTech had four stock-based employee and director compensation plans, which are described more fully in the HickoryTech Annual Report on Form 10-K for the year ended December 31, 2004. At the annual shareholders meeting on May 9, 2005, the HickoryTech shareholders approved the HickoryTech Corporation 2005 Directors Incentive Plan, which is described more fully in the Form 8-K filed May 12, 2005. In accordance with SFAS 123 Accounting for Stock Based Compensation, HickoryTech has elected to account for these employee and director stock compensation plans using the intrinsic value method as prescribed by Accounting Principles Board Opinion No. 25 and related interpretations.

If HickoryTech had elected to recognize compensation cost based on the fair value of the options and other stock compensation the following operating results would have occurred using the Black-Scholes option-pricing model to determine the fair value of the options:

(Dollars in Thousands)	For Three Months Ended		For Nine Months Ended	
	9/30/2005	9/30/2004	9/30/2005	9/30/2004
Reported Net Income	\$ 2,152	\$ 1,887	\$ 6,678	\$ 6,272
Add: Stock-based employee compensation expense included in reported net income, net of related tax effects	13	13	40	46
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(44)	(61)	(170)	(214)
Pro Forma Net Income	\$ 2,121	\$ 1,839	\$ 6,548	\$ 6,104
Earnings per share:				
Basic - as reported	\$ 0.16	\$ 0.15	\$ 0.51	\$ 0.48
Basic - pro forma	\$ 0.16	\$ 0.14	\$ 0.50	\$ 0.47
Diluted - as reported	\$ 0.16	\$ 0.15	\$ 0.51	\$ 0.48
Diluted - pro forma	\$ 0.16	\$ 0.14	\$ 0.50	\$ 0.47

## NOTE 11. FINANCIAL DERIVATIVE INSTRUMENTS

HickoryTech accounts for derivative instruments in accordance with SFAS No. 133, as amended by SFAS No. 149, Accounting for Derivative Instruments and Hedging Activities, which requires derivative instruments to be recorded on the balance sheet at fair value. Changes in fair value of derivative instruments must be recognized in earnings unless specific hedge accounting criteria are met, in which case the gains and

losses are included in other comprehensive income rather than in earnings.

(Dollars in Thousands, Net of Income Taxes)	Interest Rate Swap Agreement	
Accumulated other comprehensive income balance at December 31, 2004	\$	1,505
Market value increase on interest rate swap agreement		495
Accumulated other comprehensive income balance at September 30, 2005	\$	2,000

HickoryTech has variable rate debt instruments, which subject the Company to interest rate risk. HickoryTech has utilized interest rate swap agreements to implement fixed interest terms on various portions of the overall debt outstanding to manage its exposure to interest rate movements on a portion of its variable rate debt obligations. The current agreements result in fixed interest terms on \$70,000,000 of the outstanding debt until June 2008. The market value of the cumulative gain or loss on these derivative instruments is reported as a component of accumulated other comprehensive income in shareholders' equity and will be recognized in earnings when the term of the swap agreement is concluded.

The fair value of HickoryTech's derivatives at September 30, 2005 and December 31, 2004 is a net asset of \$3,324,000 and \$2,501,000, respectively, which is included in other assets in the accompanying consolidated balance sheet.

NOTE 12. EMPLOYEE POST-RETIREMENT BENEFITS

HickoryTech provides post-retirement health care and life insurance benefits for certain employees. HickoryTech is not currently funding these post-retirement benefits, but has accrued these liabilities during the first three quarters of 2005 and 2004.

(Dollars in Thousands)	For Three Months Ended		For Nine Months Ended	
	9/30/2005	9/30/2004	9/30/2005	9/30/2004
<b>Components of Net Periodic Benefit Cost</b>				
Service Cost	\$ 91	\$ 93	\$ 275	\$ 279
Interest Cost	115	131	345	393
Expected Return on Plan Assets				
Amortization of Transition Obligation	15	15	45	45
Amortization of Prior Service Cost	(3)	(3)	(9)	(9)
Recognized Net Actuarial Loss	44	59	132	177
Net Periodic Benefit Cost	\$ 262	\$ 295	\$ 788	\$ 885
<b>2005</b>				
<b>Employer's Contributions</b>				
Contributions Made For the Nine Months Ended				
09/30/05	\$ 146			
Expected Contributions for Remainder of 2005	49			
Total Estimated Employer Contributions for Fiscal Year 2005	\$ 195			

NOTE 13. REGULATORY ASSET AND LIABILITY

Effective January 1, 2002, the Federal Communications Commission (FCC), in its MAG (Multi Association Group) Order on Access Charge Reform, directed all rate-of-return carriers to file revisions to their tariffs to eliminate the transport interconnection charge (TIC) as a separate rate element. In effect, the costs previously recovered through the TIC were reallocated over all other access categories, including carrier common line, transport, local switching, information surcharge and special access. The FCC made it clear that this tariff filing should be a revenue neutral tariff filing. The total revenues reallocated from the TIC to the remaining access elements were limited to the total revenues recovered from the TIC for the twelve-month period ended June 30, 2001. These revenues were calculated using the carrier's traffic volumes and the TIC rate for the twelve-month period ended June 30, 2001. These calculations were prepared by an independent third-party and approved by the National Exchange Carrier Association (NECA). TIC was eliminated by reallocating the costs to the other access billing categories. The FCC conducted an investigation of all tariff filings, including NECA's CCL (Carrier Common Line) tariff and Heartland's Traffic Sensitive (TS) tariff, to determine if the filing parties had properly reallocated the TIC costs among the other access charge categories. The FCC terminated its investigation of several tariff filings, concluding that the carriers have substantially complied with the Rate-of-Return Access Charge Reform Order and their tariffs no longer warrant investigation. Despite this ruling by the FCC during the fourth quarter of 2003, NECA informed HickoryTech's Heartland subsidiary that it would not allow it to recover a portion of the TIC costs allocated to the CCL, because an incorrect TIC rate was used in the calculation. As a result of this billing error, the Company recovered \$611,000 of excess revenues from the NECA CCL pool. NECA required Heartland to repay the \$611,000 in 2004. The FCC approved a mid-course correction to Heartland's TS tariff as a supportable method of recouping NECA's CCL reduction. The revision corrects the TIC rate originally used, and factors recovery of the \$611,000 into the TS rate elements. HickoryTech recouped this revenue over the remaining eighteen months of the TS tariff, from January 1, 2004 to June 30, 2005. In accordance with SFAS No. 71, HickoryTech recorded a regulatory asset for the revenue it would recoup with a balance of \$0 at September 30, 2005 and \$204,000 at December 31, 2004.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

FORWARD-LOOKING STATEMENTS

*This Quarterly Report on Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to the safe harbor created by those sections. Statements in this Form 10-Q that are not historical fact are forward-looking statements that are based on management's current expectations, estimates and projections about the industry in which HickoryTech operates and management's beliefs and assumptions. Forward-looking statements may be identified by the use of terminology such as may, will, believes, does not believe, no reason to believe, expects, plans, intends, estimates, anticipated, or anticipates and similar expressions, as they relate to HickoryTech or management. Such forward-looking statements are subject to important risks and uncertainties that could cause HickoryTech's future actual results to differ materially from such statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and probabilities, which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements, whether as a result of new information, future events or otherwise. Factors that might cause such a difference include, but are not limited to, those contained in this Management's Discussion and Analysis (Item 2) and the Cautionary Statement for Purposes of the Safe Harbor Provision of the Private Securities Litigation Reform Act of 1995 on pages 28-29 of HickoryTech's Annual Report on Form 10-K for the year ended December 31, 2004, which is incorporated herein by reference. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they were made. Except as otherwise required by federal securities law, HickoryTech undertakes no obligation to update any of its forward-looking statements for any reason.*

## **BUSINESSES**

*HickoryTech operates in three business segments: the Telecom, Information Solutions and Enterprise Solutions Sectors. Its largest and oldest business (since 1898) has been the operation of incumbent local exchange carriers (ILECs) or traditional wireline telephone service. The ILEC business is in HickoryTech's Telecom Sector. In 1998, HickoryTech began its competitive local exchange carrier (CLEC) line of business, competing for the telephone dial tone, dial-up and broadband Internet access, data, digital TV and long distance calling business in incumbent LEC (local exchange carrier) territories owned by others. The CLEC business is in HickoryTech's Telecom Sector. Since 1964, HickoryTech's Information Solutions Sector has provided computer data processing and software, predominantly for HickoryTech's Telecom Sector operations and also to other telecommunications companies. HickoryTech acquired its Enterprise Solutions Sector in 1990 and it operates as a telecommunications, data and Internet Protocol equipment distributor from a base in Minneapolis/St. Paul, Minnesota. HickoryTech also began its wireless operations in 1998 by acquiring its first wholly owned wireless service license, an additional wireless service license in 1999 and two PCS licenses in 2001. HickoryTech sold the wireless operations on December 15, 2003. The wireless operations are reported as part of the Telecom Sector. The results of operations of the wireless business are reported as discontinued operations for all periods presented.*

*The eight subsidiaries of HickoryTech, all of which publicly operate and conduct business as HickoryTech, and the business segments in which they operate are:*

### **TELECOM SECTOR**

Mankato Citizens Telephone Company (MCTC)

Mid-Communications, Inc. (Mid-Comm)

Heartland Telecommunications Company of Iowa, Inc. (Heartland)

Cable Network, Inc. (CNI)

Crystal Communications, Inc. (Crystal)

Minnesota Southern Wireless Company (MSWC)-Discontinued Operations

### **INFORMATION SOLUTIONS SECTOR**

National Independent Billing, Inc. (NIBI)

### **ENTERPRISE SOLUTIONS SECTOR**

Collins Communications Systems Co. (Collins)

*HickoryTech and its subsidiaries are engaged in businesses that provide services to their customers for a fee. Many of these services are recurring, and, as a result, backlog orders and seasonality are not significant factors. Working capital requirements primarily involve financing the construction of networks involving switches and cable, and maintaining a high amount of fixed assets. Other working capital requirements include the payroll costs of highly skilled labor, the inventory to service its capital projects and maintenance of the network and telephone equipment customers, and the carrying value of trade accounts receivable, which may take several months to collect in the normal course of business.*



*The materials and supplies that are necessary for the operation of the businesses of HickoryTech and its subsidiaries are available from a variety of sources. All of HickoryTech's central office switches, as well as a majority of HickoryTech's equipment sold in its Enterprise Solutions Sector, are supplied by Nortel and Cisco. Nortel and Cisco are leading suppliers of communications and data equipment, and HickoryTech's dependence on these brands is not viewed as a significant risk. An additional layer of network infrastructure equipment for broadband services is provided by Nextlevel.*

**INDUSTRY SEGMENTS**

*HickoryTech reports the business operations of Telephone, Communications Services, and Wireless Services as a single segment referred to as the Telecom Sector. The results of operations of the wireless business are reported as discontinued operations for all periods presented. The other two business segments are the Information Solutions and Enterprise Solutions Sectors.*

*TELECOM SECTOR*

HickoryTech's Telecom Sector provides local exchange wireline telephone service, long distance, dial-up and broadband Internet access, and owns and operates fiber optic cable facilities. This sector includes three ILECs: MCTC, Mid-Comm and Heartland. MCTC and Mid-Comm provide telephone service in south central Minnesota, specifically Mankato (a regional hub) and eleven rural communities surrounding Mankato. The third ILEC, Heartland, provides telephone service for eleven rural communities in northwest Iowa. In total there are twenty-three ILEC exchanges, within the Telecom Sector.

The Telecom Sector also includes Crystal, a CLEC. Crystal provides local telephone service, long distance, dial-up and broadband Internet access and digital TV on a competitive basis. Crystal also connects communication networks of interexchange and wireless carriers with the equipment and facilities of end users. Crystal has customers in ten rural communities, encompassing eight exchanges, in Minnesota and three communities, encompassing two exchanges, in Iowa that are not in HickoryTech's ILEC service areas. Crystal also provides digital TV service in four communities in addition to its telephone services listed above. They include St. Peter, initiated in 2001, Waseca, in July 2004, New Richland and Ellendale, Minnesota, in June 2005. Most recently Crystal began offering service in a fifth community, St. Clair, Minnesota, in September 2005 where Mid-Comm provides telephone service.

HickoryTech also owns and operates fiber optic cable facilities in Minnesota in its subsidiary CNI. These facilities are used to transport interexchange communications as a service to telephone industry customers. HickoryTech's Minnesota ILECs and CLEC are the primary users of the fiber optic cable facilities.

The Telecom Sector included the operations of MSWC, which was sold December 15, 2003. None of the remaining companies in the Telecom Sector experienced major changes in operations during 2005 or 2004.

MCTC derives its principal revenues and income from local services charged to subscribers in its service area, access services charged to interexchange carriers, and the operation of a toll tandem-switching center in Mankato, Minnesota. Revenues and income for Mid-Comm are also derived from local service charges in its area of operation and by providing access to long distance services for its subscribers through the toll center in Mankato. Local and interexchange telephone access for the two companies is provided on an integrated basis. The local and interexchange telephone access for both telephone companies utilize the same facilities and equipment and is managed and maintained by a common workforce. Heartland derives its principal revenues and income from local services charged to subscribers in its service area in Iowa, as well as from providing interexchange access for its subscribers. Interexchange telephone access is provided by all three of HickoryTech's ILEC subsidiaries by connecting the communications networks of interexchange and wireless carriers with the equipment and facilities of end users through its switched networks or private lines.

MCTC and Mid-Comm are Minnesota public utilities operating pursuant to indeterminate permits issued by the Minnesota Public Utilities Commission. Heartland is also a public utility, which operates pursuant to a certificate of public convenience and necessity issued by the Iowa Utilities Board. These state agencies regulate the services provided by MCTC, Mid-Comm and Heartland. CNI's operations are not subject to regulation by the state regulatory authority. Neither the Minnesota Public Utilities Commission nor the Iowa Utilities Board regulates the rate of return or profits of each of HickoryTech's ILEC operations due to the size of these companies relative to state regulation. In Minnesota, MCTC and Mid-Comm's price and service levels are monitored by regulators. MCTC's and Mid-Comm's local service rates are below those of most Minnesota incumbent LECs. HickoryTech and its subsidiaries may change rates determined by various factors, including economic and competitive circumstances.

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As local exchange telephone companies, MCTC, Mid-Comm and Heartland provide end office switching and dedicated circuits to long distance interexchange carriers. These relationships allow HickoryTech's telephone subscribers to place long distance telephone calls and gain access to the telephone network. HickoryTech provides interexchange access for all of the individual customers who select an alternative long distance carrier. This interexchange access business is separate and distinct from HickoryTech's own long distance retail business, which is operated in its Crystal subsidiary. The long distance interexchange carriers are significant customers of HickoryTech, but no carrier represents more than ten percent of HickoryTech's consolidated revenues.

Alternatives to HickoryTech service include customers leasing private lines in lieu of switched voice services and data services in or adjacent to the territories served by HickoryTech, which permits the bypassing of local telephone switching facilities. Additionally, services provided by other companies utilizing various Internet, wireline or wireless technologies permit bypass of the local exchange network. These alternatives to local exchange service represent a potential threat to HickoryTech's long-term ability to provide local exchange service at economical rates.

Competition in HickoryTech's ILEC service area exists in one of Heartland's exchanges. In the city of Hawarden, Iowa the municipal utilities overbuilt the city's telephone service infrastructure in 1999 and is providing an alternative to HickoryTech's telephone service. HickoryTech estimates the Hawarden CLEC has approximately 1,400 access lines, or approximately 70 percent of that exchange's telephone business.

Competition also exists for some of the HickoryTech services provided to interexchange carriers, such as customer billing services, dedicated private lines, network switching and network routing. This competition comes primarily from the interexchange carriers themselves, in that carriers may decide that the services provided by HickoryTech may be redirected or handled on their own network or on other networks. The provision of these services is primarily month-to-month service out of a general tariff, which is a schedule of terms, rates and conditions that is approved by the appropriate state or federal agency. The use of these services is primarily controlled by the interexchange carriers. As interexchange carriers make these service decisions, they have the potential to reduce the Company's revenue in the Telecom Sector. Other services, such as the provision of broadband, long distance service, directory advertising and end user equipment, are open to competition.

HickoryTech companies are sometimes engaged in negotiation or renegotiation of arrangements for network interconnection with other carriers and contracts with various wireless service providers. MCTC has recently concluded negotiations and other HickoryTech companies are presently involved in interconnection negotiations with another service provider that may compete with HickoryTech companies. Although such negotiations may result in reduced revenue, HickoryTech cannot, at this time, estimate the potential revenue impact related to these negotiations.

Future decisions regarding the regulation of Voice over Internet Protocol (VoIP) may result in a change in the business relationship between HickoryTech companies and interexchange carriers. These relationships and regulation concerning them are discussed further in the regulated industry section of this Form 10-Q.

Crystal began operations in January 1998 as a new CLEC. Crystal offers local service, long distance, dial-up and broadband Internet access services, and digital TV on a competitive basis to customers in southern Minnesota and Iowa, which were not previously served by HickoryTech's Telecom Sector service area. These service offerings provide customers alternatives to the incumbent communication providers in various communities and are offered under the brand name HickoryTech service. These services are currently being offered to customers in ten rural communities, encompassing eight exchanges, in Minnesota, as well as three communities, encompassing two exchanges, in Iowa. Crystal also provides the long distance service, dial-up and broadband Internet access services to HickoryTech's ILEC subscribers and is providing digital TV in one community served by Mid-Comm.

CLEC activities require Crystal to file for authority to operate with the appropriate public utilities commission in each state it serves. Crystal competes directly against existing incumbent LECs in the areas in which it operates. Crystal competes directly with incumbent cable TV providers and satellite for its digital TV services. Crystal is presently providing these services under franchise agreements with the local communities. Crystal is not dependent upon any single customer or small group of customers. No single customer in Crystal accounts for ten percent or more of HickoryTech's consolidated revenues.

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There is currently a multi-state incumbent LEC industry dispute with a large RBOC (Regional Bell Operating Company) regarding certain access charges. Following a formal complaint process with the Minnesota Public Utilities Commission, the Minnesota ILEC industry and Qwest have negotiated an interim arrangement, which placed the complaint process in a continuance while they conduct a trial of a proposed resolution.

On December 15, 2003, HickoryTech sold its wireless business, Minnesota Southern Wireless Company (MSWC), to Western Wireless Corporation (WWC). The wireless operations are reported as part of the Telecom Sector. The results of operations of the wireless business are reported as discontinued operations for all periods presented.

#### REGULATED INDUSTRY

ILEC Minnesota - HickoryTech's two Minnesota ILEC subsidiaries continue to operate under an alternative form of regulation as defined in Minnesota Chapter 237, whereby companies with less than 50,000 customers are regulated on price and service level rather than profit.

The Minnesota Public Utilities Commission (PUC) has been considering intrastate access reform and universal service for several years. In June 2004, the Minnesota PUC issued an order to refer the carrier common line (CCL) component of the access reform issue to a contested case hearing. In September 2004, the Minnesota PUC also referred the local switching and transport (LST) component of the access reform issue for a separate contested case hearing. The process on both of these dockets was suspended in December 2004 subsequent to concerns expressed by state agencies regarding increases in local rates and the potential that federal activity may also address this issue. HickoryTech cannot estimate the impact, if any, of future potential state access revenue changes.

In December, 2004, the Federal Court of Appeals, 8th Circuit upheld an October 2003 ruling by the United States District Court, District of Minnesota, in issuing an injunction providing relief from regulation of any service provider of VoIP based services in Minnesota. The issue of regulation of VoIP is also under consideration at the FCC. In March, 2005 a Petition of Forbearance from requirements for payment of access charges by a VoIP provider was withdrawn by the initiator. Future decisions regarding the regulation of VoIP may result in a change in the business relationship between HickoryTech companies and the interexchange carriers, as interconnections with certain VoIP providers may not be governed by tariffed access charges. HickoryTech cannot, at this time, estimate the revenue impact, if any, related to these events.

On June 27, 2005, the United States Supreme Court reversed a prior ruling that required cable operators to open up their high-speed Internet lines to competition. The FCC has recently released regulations intended to spur the development of broadband services HickoryTech cannot, at this time, estimate the revenue impact, if any, related to these events.

ILEC Iowa In 2005, rate deregulation was granted to all Iowa companies for all services other than single line services. Previously, only companies with fewer than 15,000 access lines were unregulated. HickoryTech's Iowa ILEC subsidiary has maintained less than 15,000 access lines so it has been and will remain unregulated.

Wireline Interstate The HickoryTech ILEC companies do not participate in the NECA traffic sensitive pool and set access rates according to either a nationwide average cost of providing access, or in the case of Heartland, according to its own interstate costs. This biannual rate process was completed in June 2005, and established traffic sensitive interstate rates for the period from July 1, 2005 through June 30, 2007. HickoryTech ILEC companies participate in the NECA common line pool. End User Common Line (EUCL) funds collected are pooled, and some of HickoryTech revenues are based on settlements distributed from the pool. Pool settlements are adjusted periodically. The July 1, 2005 change does not materially affect the level of access revenues recorded.

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CLEC HickoryTech's CLEC Company provides local exchange services in Minnesota and Iowa with less regulatory oversight than the HickoryTech ILEC companies. Crystal also offers long distance services. In-state services in Minnesota are regulated by the PUC with respect to uniform pricing statewide. In-state long distance service in Iowa is unregulated. Long distance services are also deregulated at the federal level (for interstate services), but are subject to annual certification of geographical rate averaging and rate integration. Dial-up and broadband Internet access are unregulated at both the state and federal levels.

In addition to the deregulation granted by new Iowa law, the Iowa Utilities Board has opened another docket investigating effective competition for several additional communities and may authorize additional deregulation for those communities. This docket includes one community served by Crystal.

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Crystal offers digital TV service in the St. Peter, Waseca, Ellendale New Richland and St. Clair, Minnesota markets under franchises negotiated with the local municipality.

Other HickoryTech's CLEC interstate access rates are established in accordance with an April 2001 FCC order. Under the final phase of this order, interstate switched access rates for HickoryTech's CLEC were reduced to levels comparable to those of the incumbent LECs in June 2004.

The FCC has an open docket on intercarrier compensation as well as several dockets on VoIP. In February 2005, the FCC issued a Further Notice of Public Rule Making (FNPRM) and has received voluminous comments reflecting diverse opinions for intercarrier compensation reform. HickoryTech cannot predict the outcome of such proceedings nor can it estimate the impact, if any, on HickoryTech.

Local Number Portability (LNP) On November 10, 2003, the FCC released a decision providing guidance on porting between wireline and wireless networks (intermodal porting). Most of the Company's wireline operations were subject to a May 24, 2004 implementation date for intermodal porting, however, Heartland Telecommunications Company of Iowa received a suspension order from the Iowa Utilities Board allowing additional time and implemented LNP on January 25, 2005. The effects of intermodal porting on the Company's Minnesota wireline operations have been minimal as of September 30, 2005. Given the short history for which intermodal porting has been available, however, the Company cannot fully quantify the long-term effects of implementing intermodal porting on its wireline operations. It is possible that these requirements could adversely affect the Company's wireline operating costs and customer growth rates. HickoryTech is also unable to quantify the revenue impact of wireline customers that may switch to wireless or other wireline alternatives.

Triennial Review Order In August 2003, the FCC published a review order proposing changes in rules developed under the provisions of the Telecommunications Act of 1996 Section 251(c)(3) which requires incumbent LECs to make elements of their networks available on an unbundled basis to new entrants at model-based rates. The FCC adopted final rules on December 15, 2004 eliminating portions of these requirements. HickoryTech's CLEC, Crystal Communications, predominately uses its own network and has not made extensive use of the type of network elements addressed in the ruling. While HickoryTech cannot fully quantify the impact of this issue, the FCC orders are not expected to have a material impact on Crystal's business.

### *INFORMATION SOLUTIONS SECTOR*

Through NIBI, HickoryTech's Information Solutions Sector provides data processing and related services, principally for HickoryTech, other local exchange telephone companies, CLECs, interexchange network carriers and wireless companies. The Information Solutions Sector's principal activity is the provision of monthly batch processing of computerized data for HickoryTech as well as non-affiliated companies. Services for telephone company customers include the processing of long distance telephone calls from data sources and telephone switches, the preparation of the subscriber telephone bills, customer record keeping and carrier access bills. There are a number of companies engaged in supplying data processing services comparable to those furnished by the Information Solutions Sector. Competition is based primarily on price and service. HickoryTech's Information Solutions Sector has developed an integrated billing and management system called SuiteSolution. SuiteSolution can provide wireline and wireless carriers the individual benefits of a billing platform or a total system solution.

### *ENTERPRISE SOLUTIONS SECTOR*



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Through Collins, HickoryTech's Enterprise Solutions Sector provides telephone, data and VoIP business systems equipment sales and services to companies primarily based in metropolitan Minneapolis/St. Paul, Minnesota. This sector also supports the business telephone system service for HickoryTech ILEC and CLEC operations in southern Minnesota and in Iowa. The customers in the Enterprise Solutions Sector's market are the individual business end users of telecommunications service with ongoing service requirement offerings. Products consist of communication platforms such as Nortel, Cisco and Bay Networks (Nortel) equipment. Enterprise Solutions specializes in complex design, installation and maintenance of voice, data or Internet Protocol products. Enterprise Solutions continues its commitment to service and support its core products, Nortel and Cisco, while identifying new opportunities such as call centers, computer telephone integration voice mail and interactive voice response systems.

Revenues are primarily earned by the sales, installation and service of business telephone and IP data systems. HickoryTech's Enterprise Solutions Sector is not dependent upon any single customer or small group of customers. No single customer in the Enterprise Solutions Sector accounts for ten percent or more of HickoryTech's consolidated revenues.

Enterprise Solutions does business in a competitive market where a large number of companies compete for the sale, installation and servicing of telecommunications equipment and VoIP communications products. Competition is based primarily on price and service. No single company is dominant in this market.

## **RESULTS OF OPERATIONS**

### **CONSOLIDATED OPERATING RESULTS:**

The following is a summarized discussion of consolidated results of operations. More detailed discussion of operating results by segment follows this discussion.

### **OPERATING REVENUES:**

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Consolidated operating revenues were \$22,304,000, which is \$127,000 or 0.6% higher in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. Consolidated operating revenues were \$70,680,000, which is \$2,952,000 or 4.4% higher in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase for the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004 can be primarily attributed to a higher volume of business in the Enterprise Solutions Sector service, offset by decreased revenue in the Information Solutions and Telecom Sectors.

### COST OF SALES, ENTERPRISE SOLUTIONS:

Cost of sales increased \$365,000 or 19.7% in the third quarter of 2005 compared to the third quarter of 2004. Cost of sales increased \$2,600,000 or 45.9% in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase in cost of sales in the three and nine months ended September 30, 2005 compared to the three and nine months ended September 30, 2004 corresponds with the increase in sales in both periods. Enterprise Solutions received a \$211,000 rebate in the third quarter from one of its suppliers, which is recorded in cost of sales.

### COST OF SERVICES, excluding Depreciation and Amortization:

Cost of services, excluding depreciation and amortization decreased \$24,000 or 0.3% in third quarter 2005 compared to third quarter 2004. Decreases in the Telecom and Information Solution Sectors cost of services for the third quarter of 2005 compared to the third quarter of 2004 were partially offset by an increase in the inventory valuation reserve in the Enterprise Solutions Sector. Cost of services, excluding depreciation and amortization decreased \$161,000 or 0.6% in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. This decrease for the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004 was primarily due to cost reduction actions and lower costs from outsourced contractors in the Information Solutions Sector, lower leased fiber expenses, lower Internet expense due to customers who have switched from dial-up Internet to broadband Internet and lower bad debt expense, all in the Telecom Sector. The decrease was partially offset by increased wages, transport costs, consulting fees and originating access fees, in the Telecom Sector and an increase in the Enterprise Solutions inventory valuation reserve. The decrease in bad debt expense for the three and nine months ended September 30, 2005 relates to \$410,000 of bad debt recoveries associated with a carrier bankruptcy.

### SELLING, GENERAL AND ADMINISTRATIVE EXPENSES, excluding Depreciation and Amortization:

Selling, general and administrative expenses, excluding depreciation and amortization increased \$5,000 or 0.1% in third quarter 2005 compared to third quarter 2004. Selling, general and administrative expenses, excluding depreciation and amortization increased \$837,000 or 7.8% in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The primary reasons for this increase were the one-time fees associated with the termination of leases in the Information Solutions Sector, increased sales expenses associated with the customer premise equipment (CPE) phone system sales, regulatory fees and property taxes in the Telecom Sector, partially offset by decreased wages and bad debt expense in the Enterprise Solutions Sector.

DEPRECIATION AND AMORTIZATION:

Depreciation expense was \$3,544,000, which is \$368,000 or 9.4% lower in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. The decrease in depreciation expense can be largely attributed to central office switching equipment becoming fully depreciated in the third quarter of 2005. Depreciation expense was \$11,588,000, which is \$81,000 or 0.7% lower in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The decrease in depreciation expense can be largely attributed to central office switching equipment becoming fully depreciated in the third quarter of 2005, partially offset by the depreciation associated with an increase in Telecom Sector's network assets. Amortization expense was \$26,000, which is \$211,000 or 89.0% lower in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. Amortization expense was \$467,000, which is \$243,000 or 34.2% lower in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The decrease in amortization expense in the three and nine months ended September 30, 2005 was due to the SuiteSolution asset (capitalized software development) in the Information Solutions Sector becoming fully amortized in the second quarter of 2005.

OPERATING INCOME:

Operating income was \$4,666,000, which is \$361,000 or 8.4% higher in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. The increase in operating income was primarily due to the \$368,000 decrease in depreciation, \$211,000 decrease in amortization expense and \$127,000 increase in operating revenues, all of which are explained above, partially offset by a \$364,000 increase in cost of sales, which is described above. Operating income was \$14,061,000, which is \$1,000 higher in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase in operating income was driven by the \$2,952,000 increase in operating revenues, the \$243,000 decrease in amortization expense, the \$161,000 decrease in cost of services and the \$81,000 decrease in depreciation, all of which are explained above, partially offset by a \$2,599,000 increase in cost of sales and \$837,000 increase in selling, general and administrative expenses, all of which were described above.

INTEREST EXPENSE:

Interest expense increased \$3,000 or 0.3% to \$1,124,000 in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. Interest expense decreased \$320,000 or 9.3% to \$3,128,000 in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The decrease in interest expense for the period was primarily due to a decrease in total debt outstanding. The outstanding balance of the revolving credit facility was \$94,750,000 at September 30, 2005 and \$105,250,000 at September 30, 2004.

INCOME TAXES:

The effective income tax rate of approximately 40.5% for third quarter 2005 and third quarter 2004 exceeds the federal statutory rate primarily due to state income taxes. The effective income tax rate of approximately 40.5% for the nine months ended September 30, 2005 and approximately 40.4% for the nine months ended September 30, 2004 exceeds the federal statutory rate primarily due to state income taxes.

INCOME FROM CONTINUING OPERATIONS:

OPERATING REVENUES:

Consolidated income from continuing operations was \$2,130,000, which is \$228,000 or 12.0% higher in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. The increase in income from continuing operations was driven by the \$368,000 decrease in depreciation, \$211,000 decrease in amortization expense and \$127,000 increase in operating revenues, all of which are explained above, partially offset by a \$364,000 increase in cost of sales, which is described above. Consolidated income from continuing operations was \$6,555,000, which is \$209,000 or 3.3% higher in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase in income from continuing operations was driven by the \$2,952,000 increase in operating revenues, the \$320,000 decrease in interest expense, the \$243,000 decrease in amortization expense, the \$161,000 decrease in cost of services and the \$81,000 decrease in depreciation, all of which are explained above, partially offset by a \$2,599,000 increase in cost of sales and \$837,000 increase in selling, general and administrative expenses, all of which were described above.

SECTOR RESULTS OF OPERATIONS FROM CONTINUING OPERATIONS

TELECOM The following table provides a breakdown of the Telecom Sector operating results.

**TELECOM SECTOR**

(Dollars in Thousands)	For Three Months Ended		For Nine Months Ended	
	9/30/2005	9/30/2004	9/30/2005	9/30/2004
<b>Revenues Before Intersegment Eliminations</b>				
<b>ILEC</b>				
Local Service	\$ 3,720	\$ 3,847	\$ 11,198	\$ 11,396
Network Access	7,317	8,062	24,175	25,011
Data	606	524	1,766	1,593
Intersegment	51	68	154	206
Other	1,738	1,635	4,962	4,978
<b>Total ILEC</b>	<b>13,432</b>	<b>14,136</b>	<b>42,255</b>	<b>43,184</b>
<b>CLEC</b>				
Local Service	886	912	2,658	2,766
Network Access	474	652	1,486	1,953
Data	647	521	1,895	1,301
Other	441	443	1,336	1,323
<b>Total CLEC</b>	<b>2,448</b>	<b>2,528</b>	<b>7,375</b>	<b>7,343</b>
Long Distance	1,244	1,165	3,605	3,499
Internet	1,076	1,011	3,247	3,000
Digital TV	234	146	686	371
<b>Total Telecom Revenues</b>	<b>\$ 18,434</b>	<b>\$ 18,986</b>	<b>\$ 57,168</b>	<b>\$ 57,397</b>
<b>Total Telecom Revenues Before Intersegment Eliminations</b>				
Unaffiliated Customers	\$ 18,383	\$ 18,918	\$ 57,014	\$ 57,191
Intersegment	51	68	154	206
	<b>18,434</b>	<b>18,986</b>	<b>57,168</b>	<b>57,397</b>
<b>Cost of Services, excluding Depreciation and Amortization</b>				
Selling, General, and Administrative Expenses, excluding Depreciation and Amortization	7,431	7,554	22,389	22,216
Depreciation and Amortization	2,892	2,586	8,340	7,664
<b>Operating Income</b>	<b>\$ 4,988</b>	<b>\$ 5,387</b>	<b>\$ 16,216</b>	<b>\$ 17,244</b>
Income from Continuing Operations, Net of Tax	\$ 2,970	\$ 3,207	\$ 9,654	\$ 10,266
Income/(Loss) from Discontinued Operations	22	(15)	123	(74)
<b>Net Income</b>	<b>\$ 2,992</b>	<b>\$ 3,192</b>	<b>\$ 9,777</b>	<b>\$ 10,192</b>
Capital Expenditures	\$ 4,603	\$ 2,869	\$ 8,653	\$ 9,086

OPERATING REVENUES:



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(Dollars in Thousands)	For Nine Months Ended	
	9/30/2005	9/30/2004
ILEC Access Lines	57,080	61,085
CLEC Access Lines		
Overbuild	11,094	10,285
Unbundled Network Element (UNE)	1,656	1,721
Total Service Resale (TSR)	1,592	2,160
Total	14,342	14,166
Long Distance Customers	40,936	41,763
Internet Customers	18,028	17,090
Total Telecom Customers	130,386	134,104
DSL Customers	12,372	9,745
Digital TV Customers	2,573	1,732

Telecom Sector operating revenues before intersegment eliminations were \$18,434,000, which is \$552,000 or 2.9% lower in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. The decrease in revenue in the third quarter of 2005 compared to the third quarter of 2004 was due primarily to declines in ILEC and CLEC local service and network access, partially offset by increases in ILEC and CLEC data revenue and increases in long distance, Internet and digital TV revenues. Telecom Sector operating revenues before intersegment eliminations were \$57,168,000, which is \$229,000 or 0.4% lower in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. For the nine month period ended September 30, 2005 as compared to the same period in 2004, the decrease in revenue was primarily due to declines in ILEC and CLEC local service and network access, partially offset by increases in ILEC and CLEC data revenue and increases in long distance, Internet and digital TV revenues.

ILEC local service revenue was \$3,720,000, which is \$127,000 or 3.3% lower in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. ILEC local service revenue was \$11,198,000, which is \$198,000 or 1.7% lower in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The decrease is the result of 4,005 fewer access lines at September 30, 2005 than at September 30, 2004. Enterprise Solutions signed a large contract with a college campus in Minnesota to provide an Internet Protocol (IP) Telephony System. This System has already replaced over 2,000 ILEC access lines in the third quarter of 2005. The new System will eventually replace approximately 2,000 more ILEC access lines and approximately \$45,000 per month of local revenue when fully implemented by year-end 2005.

ILEC network access revenue was \$7,317,000, which is \$745,000 or 9.2% lower in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. The decrease in network access revenue in the three months ended September 30, 2005 compared to the three months ended September 30, 2004 was primarily due to an interstate rate decrease on July 1, 2005. ILEC network access revenue was \$24,175,000, which is \$836,000 or 3.3% lower in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The decrease in network access revenue in the nine months ended September 30, 2005 was primarily due to an interstate rate decrease on July 1, 2005 and lower MOUs (minutes of use). A combination of changing MOUs, carriers rerouting traffic, and lower demand for dedicated lines may negatively impact future access revenues. In addition, future access reform may provide further negative influences. The Minnesota Public Utilities Commission (PUC) has been considering intrastate access reform and universal service for several years (see regulatory section).



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ILEC data revenue was \$606,000, which is \$82,000 or 15.6% higher in the three months ended September 30, 2005 compared to three months ended September 30, 2004. ILEC data revenue was \$1,766,000, which is \$173,000 or 10.9% higher in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase is the result of 1,996 more digital subscriber line (DSL) customers at September 30, 2005 than at September 30, 2004.

ILEC other revenue was \$103,000 or 6.3% higher in third quarter 2005 compared to third quarter 2004. This increase was primarily due to an increase in CPE phone system sales. ILEC other revenue was \$16,000 or 0.3% lower in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004.

CLEC local service revenue was \$886,000, which is \$26,000 or 2.9% lower in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. CLEC local service revenue was \$2,658,000, which is \$108,000 or 3.9% lower in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. Access lines increased by 176 lines or 1.2% from September 30, 2004 to September 30, 2005. Despite the increase in lines, an implementation of package pricing to meet competitive pricing pressures by incumbent LECs in those markets resulted in the decreased revenue in the three and nine months ended September 30, 2005 compared to September 30, 2004.

CLEC network access revenue was \$178,000 or 27.3% lower in third quarter 2005 compared to third quarter 2004. CLEC network access revenue was \$467,000 or 23.9% lower in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. This decrease in the three and nine months ended September 30, 2005 compared to September 30, 2004 was primarily due to a mandated rate decrease in June of 2004 and lower MOUs.

CLEC data revenue was \$126,000 or 24.2% higher in third quarter 2005 compared to third quarter 2004. CLEC data revenue was \$594,000 or 45.7% higher in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase in 2005 compared to 2004 was caused primarily by an increase in residential and business DSL penetration in CLEC communities as well as the rollout of Ethernet services to large business customers in 2004.

Long distance revenue was \$79,000 or 6.8% higher in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. Long distance revenue was \$106,000 or 3.0% higher in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. In June of 2005, a large Minnesota college campus ended its contract for long distance services, which resulted in a loss of approximately 2,800 long distance customers. Despite the loss of this contract, the long distance customer base only decreased 1,125 lines or 2.7% in the third quarter of 2005 and decreased 827 lines or 2.0% between September 30, 2005 and September 30, 2004 due to other new customer growth. Higher long distance usage customer growth offset the loss of the lower long distance usage customers mentioned above in the three and nine months ended September 30, 2005 compared to the three and nine months ended September 30, 2004.

Internet revenue was \$65,000, or 6.4% higher in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. Internet revenue was \$247,000, or 8.2% higher in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase in revenue was caused primarily by an increase in Internet customers of 938 or 5.5% between September 30, 2004 and September 30, 2005.

Digital TV was \$88,000, or 60.3% higher in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. The increase in the three months ended September 30, 2005 compared to the three months ended September 30, 2004 was the result of the offering of digital TV in New Richland and Ellendale in June 2005, and St. Clair, Minnesota in September 2005. Digital TV was \$315,000, or

**OPERATING REVENUES:**

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84.9% higher in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004 was the result of the offering of digital TV in Waseca in July 2004, New Richland and Ellendale, Minnesota in June 2005, and St. Clair, Minnesota in September 2005.

Cost of Services, excluding Depreciation and Amortization:

Cost of services, excluding depreciation and amortization was \$123,000 or 1.6% lower in the third quarter of 2005 compared to the third quarter of 2004. The decrease in the three months ended September 30, 2005 compared to the three months ended September 30, 2004 is primarily due to lower bad debt expense and lower Internet expense due to lower costs associated with customers who have switched from dial-up Internet to broadband Internet, partially offset by increased wages and consulting fees. Cost of services, excluding depreciation and amortization was \$173,000 or 0.8% higher in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase in nine months ending September 30, 2005 compared to the nine months ended September 30, 2004 is primarily due to increased wages, transport costs, consulting fees and originating access fees, partially offset by lower leased fiber expenses, lower Internet expense due to lower costs associated with customers who have switched from dial-up Internet to broadband Internet and lower bad debt expense. The decrease in bad debt expense for the three and nine months ended September 30, 2005 relates to \$410,000 of bad debt recoveries associated with a carrier bankruptcy.

Selling, General and Administrative Expenses, excluding Depreciation and Amortization:

Selling, general and administrative expenses, excluding depreciation and amortization were \$306,000 or 11.8% higher in the third quarter of 2005 compared to the third quarter of 2004. Selling, general and administrative expenses, excluding depreciation and amortization were \$676,000 or 8.8% higher in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase in three and nine months ended September 30, 2005 compared to the three and nine months ended September 30, 2004 is primarily due to increased sales expenses associated with the CPE phone system sales, regulatory fees and property taxes.

Depreciation and Amortization:

Depreciation and amortization were \$3,123,000, which is \$336,000 or 9.7% lower in the three months ended September 30, 2005 compared to the same period in 2004. The decrease in depreciation expense in the three months ended September 30, 2005 can be largely attributed to central office switching equipment becoming fully depreciated in the third quarter of 2005. Depreciation and amortization were \$10,223,000, which is \$50,000 or 0.5% lower in the nine months ended September 30, 2005 compared to the same period in 2004. The decrease in depreciation expense in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004 can be largely attributed to central office switching equipment becoming fully depreciated in the third quarter of 2005, partially offset by an increase in Telecom Sector's network assets.

Operating and Net Income:

Operating income was \$4,988,000, which is \$399,000 or 7.4% lower in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. Net income was \$2,992,000, which is \$200,000 or 6.3% lower in the three months ended September 30, 2005 compared to the three months ended September 30, 2004. These decreases were driven by the \$552,000 decrease in revenues and \$306,000 increase in selling, general and administrative expenses, partially offset by the \$336,000 decrease in depreciation and amortization and \$123,000 decrease in cost of services, all of which were mentioned above. Operating income was \$16,216,000, which is \$1,028,000 or 6.0% lower in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. Net income was \$9,777,000, which is \$415,000 or 4.1% lower in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. These decreases were driven by the \$676,000 increase in selling, general and administrative expenses, \$229,000 decrease in revenues, \$173,000 increase in cost

**OPERATING REVENUES:**

of services, partially offset by the \$50,000 decrease in depreciation and amortization, all of which were mentioned above.

Discontinued Operations:

On December 15, 2003, HickoryTech sold its wireless business, Minnesota Southern Wireless Company (MSWC), to Western Wireless Corporation (WWC). The wireless operations are reported as part of the Telecom sector. The results of operations of the wireless business are reported as discontinued operations for all periods presented.

INFORMATION SOLUTIONS The following table provides a breakdown of the Information Solutions Sector operating results.

### INFORMATION SOLUTIONS SECTOR

(Dollars in Thousands)	For Three Months Ended		For Nine Months Ended	
	9/30/2005	9/30/2004	9/30/2005	9/30/2004
Revenues Before Eliminations				
Unaffiliated Customers	\$ 519	\$ 574	\$ 1,921	\$ 2,219
Intersegment	1,056	1,078	3,239	3,252
	1,575	1,652	5,160	5,471
Cost of Services, excluding Depreciation and Amortization	1,424	1,441	4,201	4,863
Selling, General, and Administrative Expenses, excluding Depreciation and Amortization	175	216	1,057	662
Depreciation and Amortization	403	636	1,698	1,929
Operating Loss	\$ (427)	\$ (641)	\$ (1,796)	\$ (1,983)
Net Loss	\$ (262)	\$ (390)	\$ (1,091)	\$ (1,198)
Capital Expenditures	\$ 866	\$	\$ 1,424	\$ 1

The operations of the Information Solutions Sector include the internal Information Technology functions for HickoryTech and its affiliates, as well as its external services to non-affiliated customers.

#### Revenues:

Operating revenues from unaffiliated customers decreased \$55,000 or 9.6% in the third quarter 2005 compared to the third quarter 2004. The decrease was largely due to the loss of several customers which was partially offset by increased billings to several other customers. Operating revenues from unaffiliated customers decreased \$298,000 or 13.4% in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. In June 2005, the Company recognized \$369,000 in license fees from the sale of SuiteSolution to a customer. Despite this sale, the Company has lost several other customers including \$456,000 over the first nine months of 2005 from a temporary customer relationship that ended in 2004. This was partially offset by increased billings to several other customers.

#### Cost of Services, excluding Depreciation and Amortization:

Cost of services, excluding depreciation and amortization decreased \$17,000 or 1.2% in the third quarter 2005 compared to the third quarter 2004. Cost of services, excluding depreciation and amortization decreased \$662,000 or 13.6% in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The decrease is primarily due to management cost reduction actions and lower costs recognized from outsourced contractor work.

Selling, General and Administrative Expenses, excluding Depreciation and Amortization:

Selling, general and administrative expenses, excluding depreciation and amortization were \$41,000 or 19.0% lower in the third quarter of 2005 compared to the third quarter of 2004. The decrease was largely due to lower employee benefits. Selling, general and administrative expenses, excluding depreciation and amortization were \$395,000 or 59.7% higher in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase was largely due to one-time fees associated with the termination of leases.

Operating and Net Loss:

Operating loss decreased \$214,000 or 33.4% in third quarter 2005 compared to third quarter 2004. Net loss decreased \$128,000 or 32.8% in third quarter 2005 compared to third quarter 2004. The decrease in operating loss and net loss in third quarter 2005 compared to third quarter 2004 was primarily attributable to the decrease in depreciation and amortization, the decrease in selling, general and administrative expenses, excluding depreciation and amortization, and the decrease in cost of services, excluding depreciation and amortization, partially offset by the decrease in revenues. Operating loss decreased \$187,000 or 9.4% in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. Net loss decreased \$107,000 or 8.9% in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The decrease in operating loss and net loss for the nine months ended September 30, 2005 compared to nine months ended September 30, 2004 was primarily attributable to the decrease in cost of services, excluding depreciation and amortization, the decrease in depreciation and amortization, partially offset by the increase in selling, general and administrative expenses, excluding depreciation and amortization and the decrease in revenues. The operations of the Information Solutions Sector include the internal Information Technology functions for HickoryTech and its affiliates, as well as its external services to non-affiliated customers.

ENTERPRISE SOLUTIONS The following table provides a breakdown of the Enterprise Solutions Sector operating results.

**ENTERPRISE SOLUTIONS SECTOR**

(Dollars in Thousands)	For Three Months Ended		For Nine Months Ended	
	9/30/2005	9/30/2004	9/30/2005	9/30/2004
Revenues Before Intersegment Eliminations				
Installation	\$ 1,253	\$ 961	\$ 5,653	\$ 2,841
Service	2,149	1,724	6,092	5,477
	3,402	2,685	11,745	8,318
Cost of Sales	2,219	1,854	8,259	5,659
Cost of Services, excluding Depreciation And Amortization	573	499	1,401	1,141
Selling, General and Administrative Expenses, excluding Depreciation and Amortization	635	774	2,201	2,381
Depreciation and Amortization	28	40	91	135
Operating Income/(Loss)	\$ (53)	\$ (482)	\$ (207)	\$ (998)
Net Income/(Loss)	\$ (31)	\$ (287)	\$ (123)	\$ (594)
Capital Expenditures	\$	\$ 2	\$ 20	\$ 24

Revenues:

Operating revenues increased \$717,000 or 26.7% in the third quarter of 2005 compared to the third quarter of 2004. Operating revenues increased \$3,427,000 or 41.2% in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. Installation revenue increased \$292,000 or 30.4% in the third quarter of 2005 compared to the third quarter of 2004. The increase in installation revenue in the third quarter of 2005 compared to the third quarter of 2004 was mainly the result of increased sales and installations of Private Branch Exchange (PBX) Systems of \$163,000 and an increase in Small Business Systems (SBS) installations of \$159,000. Installation revenue increased \$2,812,000 or 99% in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The

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increase in installation revenue in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004 was mainly the result of increased data revenue of \$1,931,000, which was primarily the result of a large contract with a college campus in Minnesota. Service revenue was \$425,000 or 24.7% higher in the third quarter of 2005 compared to the third quarter of 2004. The increase in service revenue in the third quarter of 2005 compared to the third quarter of 2004 was primarily a result of a \$445,000 or 52.7% increase in Move, Add and Change (MAC) revenues. Service revenue was \$615,000 or 11.2% higher in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase in service revenue in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004 was largely the result of a \$688,000 or 24.5% increase in MAC revenues.



Cost of Sales:

Cost of sales increased \$365,000 or 19.7% in the third quarter of 2005 compared to the third quarter of 2004. Cost of sales increased \$2,600,000 or 45.9% in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase in cost of sales in the three and nine months ended September 30, 2005 compared to the three and nine months ended September 30, 2004 corresponds with the increase in sales in both periods. Enterprise Solutions received a \$211,000 rebate in the third quarter from one of its suppliers, which is recorded in cost of sales.

Cost of Services, excluding Depreciation and Amortization:

Cost of services excluding depreciation and amortization increased \$74,000 or 14.8% in the third quarter 2005 compared to the third quarter 2004. Cost of services excluding depreciation and amortization increased \$260,000 or 22.8% in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The increase in both the three and nine months ended September 30, 2005 is mainly the result of an increase in the inventory valuation reserve. Due to the surplus of supplier inventory in the market and resultant decline in product prices in this line of business over recent quarters, the Company is making systematic inventory valuation adjustments. The Company cannot predict the impact or timing, if any, of future inventory valuation changes.

Selling, General and Administrative Expenses, excluding Depreciation and Amortization:

Selling, general and administrative expenses, excluding depreciation and amortization were \$139,000 or 18.0% lower in the third quarter of 2005 compared to the third quarter of 2004. Selling, general and administrative expenses, excluding depreciation and amortization were \$180,000 or 7.6% lower in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The decrease in selling, general and administrative expenses, excluding depreciation and amortization for the three and nine months ended September 30, 2005 compared to the three and nine months ended September 30, 2004 was largely due to decreased wages and bad debt expense.

Operating and Net Loss:

Operating loss decreased \$429,000 in the third quarter 2005 compared to the third quarter 2004. Net loss decreased \$256,000 in the third quarter 2005 compared to the third quarter 2004. Operating loss decreased \$791,000 in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. Net loss decreased \$471,000 in the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. The decrease in operating and net loss for the three and nine months ended September 30, 2005 resulted primarily from the increase in operating revenues and decrease in selling, general and administrative expenses, excluding depreciation and amortization, partially offset by the increase in cost of sales and cost of services, excluding depreciation and amortization, all of which are described above.

LIQUIDITY AND CAPITAL RESOURCES

OPERATING REVENUES:

CASH FLOWS Cash provided by operations was \$22,358,000 in the first nine months of 2005 compared to \$25,485,000 in the first nine months of 2004. Cash flows from operations in the first nine months of 2005 were primarily attributable to net income plus non-cash expenses for depreciation and amortization as well as a decrease in receivables. Cash flows from operations in the first nine months of 2004 were primarily attributable to net income plus non-cash expenses for depreciation and amortization and a decrease in receivables.

Cash flows used in investing activities were \$7,990,000 in the first nine months of 2005 compared to \$6,467,000 for the same period in 2004. Capital expenditures were \$10,136,000 during the first nine months of 2005 as compared to \$9,111,000 for the same period in 2004. 2005 capital expenditures were incurred primarily to provide additional network facilities in the Telecom Sector. Management expects capital expenditures in the remainder of 2005 to be approximately \$12,500,000. Management plans to use the current credit facility to finance these capital expenditures that exceed available cash flow in the remainder of 2005. Pursuant to conditions of its debt agreement, which allows the Company to reduce its investment in one of its lenders by an amount equal to 10% of the annual principal payments of the term loan component of its debt, the Company received a refund of its investment in the amount of \$2,100,000 in the first nine months of 2005 and \$2,600,000 in the first nine months of 2004.

Cash flows used in financing activities were \$14,079,000 for the first nine months of 2005 compared to \$18,698,000 for the first nine months of 2004. Included in cash flows used in financing activities are debt repayments and dividend payments. HickoryTech made payments on its revolving credit facility of \$12,750,000 during the first nine months of 2005, and \$15,250,000 during the first nine months of 2004. HickoryTech borrowed \$5,000,000 on its revolving credit facility during the first nine months of 2005, and \$2,000,000 during the first nine months of 2004. Dividend payments for the first nine months of 2005 were \$4,704,000 compared to \$4,281,000 for the same period in 2004.

**WORKING CAPITAL** Working capital (i.e. current assets minus current liabilities) was \$3,637,000 as of September 30, 2005, compared to working capital of \$787,000 as of December 31, 2004. The ratio of current assets to current liabilities was 1.2 to 1.0 as of September 30, 2005 and 1.0 to 1.0 as of December 31, 2004.

**LONG-TERM OBLIGATIONS** - HickoryTech's long-term obligations as of September 30, 2005 were \$94,035,000, excluding current maturities of \$1,451,000. As of September 30, 2005, HickoryTech had a \$113,375,000 credit facility with a syndicate of banks. The credit facility is collateralized by certain property, plant and equipment and contains covenants relating to cash flow and capitalization. As of September 30, 2005, there were no covenant violations. The credit facility is comprised of a \$103,125,000 revolving credit component and a \$10,250,000 term loan component. The available line of credit on the \$103,125,000 revolving credit component began decreasing in increments in March 2004, and has a final maturity date in September 2007, at which time the \$84,500,000 borrowed on the revolving credit component is due to be paid, pursuant to the Fifth Amendment to the credit facility, which was effective June 23, 2005. The term loan component requires equal quarterly principal payments of \$250,000 during the period of March 2001 to December 2008, and \$7,000,000 in the first quarter of 2009. The weighted average interest rate associated with this credit facility varies with LIBOR and certain other rates. The weighted average interest rate was 4.7% at September 30, 2005 and 4.1% at September 30, 2004. HickoryTech has utilized interest rate swap agreements to implement fixed interest terms on various portions of the overall debt outstanding. The current agreements result in fixed interest terms on \$70,000,000 of the outstanding debt until June 2008. As of September 30, 2005, HickoryTech had drawn \$94,750,000 on this credit facility and had \$18,625,000 of available credit. The Fifth Amendment to the credit facility dated June 23, 2005 also established accessibility for HickoryTech to \$25,000,000 in incremental term loans in addition to the revolver and term loan credit facility. Management believes the remaining available credit is sufficient to cover future cash requirements.

HickoryTech's Information Solutions Sector leases certain computer equipment under capital lease arrangements. During the nine months ended September 30, 2005 and 2004, this sector recorded additions to property, plant and equipment of \$666,000 and \$81,000, respectively, related to these capital lease arrangements.

**CONSTRUCTION PLANS** - Beginning in 2004, HickoryTech embarked on a five-year network enhancement program in its core telephone property in Mankato in support of its broadband service strategy. The Company has been upgrading its Mankato network since 2004 and will continue to do so through 2007. Management believes that the enhancement will support the broadband product deployment strategies of the future, as well as serving as defense against competition in its core market. These upgrades to an already state of the art network will give HickoryTech the capability to offer more diversified services to its core customer base. The total capital expenditure program in 2005 is estimated to be between \$22,000,000 and \$23,000,000.

OTHER - HickoryTech operates with original equity capital, retained earnings and recent additions to indebtedness in the form of bank term and revolving lines of credit. HickoryTech believes its current level of debt to total capital is acceptable for ongoing operations.

CRITICAL ACCOUNTING POLICIES

Management's discussion and analysis of financial condition and results of operations stated in this Form 10-Q are based upon HickoryTech's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America and, where applicable, conform to the accounting principles as prescribed by federal and state telephone utility regulatory authorities. HickoryTech presently gives accounting recognition to the actions of regulators where appropriate, as prescribed by Statement of Financial Accounting Standards (SFAS) No. 71, Accounting for the Effects of Certain Types of Regulation. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, and expenses and related disclosure of contingent assets and liabilities. Management believes that the application of the accounting policies, which are important to HickoryTech's financial position and results of operations, requires significant judgments and estimates on the part of management. A description of the critical accounting policies adhered to by HickoryTech is contained in the Management's Discussion and Analysis of Financial Condition and Results of Operations in HickoryTech's Annual Report on Form 10-K for the year ended December 31, 2004. There were no significant changes to these critical accounting policies during the quarter ended September 30, 2005.

RECENT ACCOUNTING DEVELOPMENTS

In December 2004, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 123(R), Share-Based Payment, which is a revision of SFAS No. 123 and supersedes APB Opinion No. 25. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be valued at fair value on the date of grant, and to be expensed over the applicable vesting period. Companies must recognize compensation expense related to any awards that are not fully vested as of the effective date. Compensation expense for the unvested awards will be measured based on the fair value of the awards previously calculated in developing the pro forma disclosures in accordance with the provisions of SFAS No. 123. Originally, SFAS No. 123(R) was effective for all stock-based awards granted beginning with the first annual or interim period after June 15, 2005. On April 14, 2005, The Securities and Exchange Commission (SEC) approved a new rule that changed the effective date of SFAS No. 123(R) for public companies to the first annual or interim period in the first fiscal year beginning after June 15, 2005. HickoryTech is currently assessing the impact of adopting SFAS 123(R), which may be material in future periods, to its consolidated results of operations. Reference is made to the disclosures under SFAS No. 123 in Note 10 of the Notes to Consolidated Financial Statements.

ITEM 3. QUANTATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

HickoryTech does not have operations subject to risks of foreign currency fluctuations. HickoryTech does, however, use derivative financial instruments to manage exposure to interest rate fluctuations. HickoryTech's objectives for holding derivatives are to minimize interest rate risks using the most effective methods to eliminate or reduce the impact of these exposures. Variable rate debt instruments are subject to interest rate risk. HickoryTech has entered into interest rate swap agreements with remaining maturities of thirty-three months to manage its exposure to interest rate movements on a portion of its variable rate debt obligations. The effective portion of the cumulative gain or loss on these derivative instruments is reported as a component of accumulated other comprehensive income/loss in shareholders' equity and is recognized in earnings when the term of the swap agreement is concluded. HickoryTech's earnings are affected by changes in interest rates as a portion of its long-term debt has variable interest rates based on LIBOR. If interest rates for the portion of HickoryTech's long-term debt not protected by interest rate swap agreements had averaged 10% more for the quarter ended September 30, 2005, HickoryTech's interest expense would have increased \$39,000. If interest rates for the portion of HickoryTech's long-term debt based on variable rates had averaged 10% more for the nine months ended September 30, 2005, HickoryTech's interest expense would have increased \$94,000.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. An evaluation was performed under the supervision and with the participation of the Company's management, including the chief executive officer and chief financial officer, regarding the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities and Exchange Act of 1934, as amended (the Exchange Act)). Based on that evaluation, the chief executive officer and chief financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective.

Changes in Internal Controls. During our third quarter of 2005, there have not been any changes in the Company's internal control over financial reporting (as defined in Rule 13(a)-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

Other than routine litigation incidental to HickoryTech's business, there are no material pending legal proceedings to which HickoryTech is a party or to which any of its property is subject.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

OPERATING REVENUES:

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit 31(a) Certification pursuant to Rule 13a-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 31(b) Certification pursuant to Rule 13a-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 32(a) Certification pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 32(b) Certification pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 1, 2005

HICKORY TECH CORPORATION

By: /s/ John E.  
Duffy  
John E. Duffy, Chief Executive Officer

By: /s/ David A. Christensen  
David A. Christensen, Chief Financial Officer

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