

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>NTELOS INC. SAVINGS AND SECURITY PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1987</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>01/01/1987</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>01/01/1987</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>NTELOS, INC.</u> <u>PO BOX 1990</u> <u>WAYNESBORO, VA 22980-7590</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>54-1443350</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>540-946-3500</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>517000</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>54-1443350</u>	2c Sponsor's telephone number <u>540-946-3500</u>	2d Business code (see instructions) <u>517000</u>	
2b Employer Identification Number (EIN) <u>54-1443350</u>					
2c Sponsor's telephone number <u>540-946-3500</u>					
2d Business code (see instructions) <u>517000</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>07/26/2013</u> Date	<u>PAULA GREENHAGEN</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 1621
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	802
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	177
d Subtotal. Add lines 6a , 6b , and 6c	6d	979
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	981
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	898
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	232
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3H 3I		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning **01/01/2012** and ending **12/31/2012**

A Name of plan NTELOS INC. SAVINGS AND SECURITY PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 NTELOS, INC.	D Employer Identification Number (EIN) 54-1443350	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

NEW YORK LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5582869	66915	30459	898	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	2155984

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	0
d Total of balance and additions (add lines 7b and 7c(6))	7d	0
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	0
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>NTELOS INC. SAVINGS AND SECURITY PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NTELOS, INC.</u>	D Employer Identification Number (EIN) <u>54-1443350</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

NEW YORK LIFE INVESTMENT MANAGEMENT

52-2206685

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 62 64	RETAINED BY CLIENT	19446	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan NTELOS INC. SAVINGS AND SECURITY PLAN				B Three-digit plan number (PN) ▶ 003	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 NTELOS, INC.				D Employer Identification Number (EIN) 54-1443350	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: NEW YORK LIFE ANCHOR ACCOUNT					
b Name of sponsor of entity listed in (a): NEW YORK LIFE INSURANCE COMPANY					
c EIN-PN 13-5582869-125		d Entity code P		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2155984	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule D (Form 5500) 2012 v. 120126

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan NTELOS INC. SAVINGS AND SECURITY PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 NTELOS, INC.	D Employer Identification Number (EIN) 54-1443350	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	37254	49692
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	765021	406181
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	686203	530610
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)	2662548	2155984
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	17106743	18795659
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	1133210	1263998
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	22390979	23202124

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	22390979	23202124
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1010744	
(B) Participants	2a(1)(B)	2119238	
(C) Others (including rollovers)	2a(1)(C)	43431	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3173413
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	26372	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		26373
(2) Dividends: (A) Preferred stock			
(B) Common stock	2b(2)(B)	160267	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	255446	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		415713
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds			
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	667028	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-109513
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate			
(B) Other	2b(5)(B)	-780726	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-780726

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		49293
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2418529
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		5193082

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2231693	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		2231693
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	19446	
(3) Investment advisory and management fees	2i(3)	1131	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		20577
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2252270

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2940812
l Transfers of assets:			
(1) To this plan.....	2l(1)		145745
(2) From this plan	2l(2)		2275412

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: AREHART ASSOCIATES LTD

(2) EIN: 54-1034728

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		1000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

LUMOS NETWORKS SAVINGS AND SECURITY PLAN

5b(2) EIN(s)	5b(3) PN(s)
90-0673286	002

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>NTELOS INC. SAVINGS AND SECURITY PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NTELOS, INC.</u>	D Employer Identification Number (EIN) <u>54-1443350</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-3808042</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

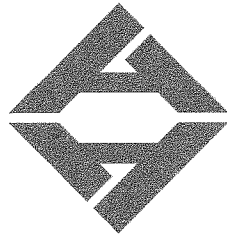
**NTELOS INC.
SAVINGS AND SECURITY PLAN
FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE
YEARS ENDED DECEMBER 31, 2012 AND 2011**

NTELOS INC.
SAVINGS AND SECURITY PLAN
WAYNESBORO, VIRGINIA

I N D E X

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AREHART ASSOCIATES LTD.

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrative Committee
NTELOS Inc Savings and Security Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of NTELOS Inc. Savings and Security Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by New York Life Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplementary schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment purposes at end of year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

an hart Associates, Ltd.

Waynesboro, Virginia
July 24, 2013

NTELOS INC. SAVINGS AND SECURITY PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2012 AND 2011

ASSETS	2012	2011
INVESTMENTS		
Investments at Fair Value		
Shares of pooled separate account:		
Stable Value Option - New York Life Anchor Account	\$ 2,186,599	\$ 2,635,124
Shares of registered investment companies	18,795,659	17,106,743
Lumos Networks Corp. stock	406,181	765,021
NTELOS Holdings Corp. stock	<u>1,263,998</u>	<u>1,133,210</u>
TOTAL INVESTMENTS	<u>22,652,437</u>	<u>21,640,098</u>
RECEIVABLES		
Employer matching contributions	125,713	94,410
Employee elective deferral contributions	141,319	67,842
Participant notes receivable	<u>530,610</u>	<u>686,203</u>
TOTAL RECEIVABLES	<u>797,642</u>	<u>848,455</u>
CASH	<u>49,692</u>	<u>37,254</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	23,499,771	22,525,807
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(30,615)</u>	<u>27,424</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$ <u><u>23,469,156</u></u>	\$ <u><u>22,553,231</u></u>

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

NTELOS INC. SAVINGS AND SECURITY PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment Income (Loss)		
Net appreciation/(depreciation) in fair value of registered company investments	\$ 1,528,290	\$ (1,266,048)
Interest	49,294	141,289
Dividends	<u>415,713</u>	<u>550,354</u>
Total Investment Income (Loss)	<u>1,993,297</u>	<u>(574,405)</u>
Interest income from participant loans	<u>26,372</u>	<u>60,050</u>
Contributions		
Employer matching - paid in NTELOS Holdings Corp. stock	1,042,047	1,654,563
Employee elective deferrals	2,192,715	3,489,792
Rollover contributions	<u>43,431</u>	<u>688,945</u>
Total Contributions	<u>3,278,193</u>	<u>5,833,300</u>
Transfer of assets to Plan	<u>145,745</u>	<u>40,778</u>
TOTAL ADDITIONS	<u>5,443,607</u>	<u>5,359,723</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	2,231,693	3,321,958
Administration fees	20,577	35,257
Transfer of Plan assets	<u>2,275,412</u>	<u>24,949,308</u>
TOTAL DEDUCTIONS	<u>4,527,682</u>	<u>28,306,523</u>
NET INCREASE (DECREASE)	915,925	(22,946,800)
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Beginning of year	<u>22,553,231</u>	<u>45,500,031</u>
End of year	<u>\$ 23,469,156</u>	<u>\$ 22,553,231</u>

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

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the NTELOS Inc. Savings and Security Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

- A. GENERAL - The Plan is a defined contribution plan covering substantially all employees of NTELOS Inc. (the "Company"). The Plan was adopted on January 1, 1987. The latest restatement was effective January 1, 2009. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The original name of the Plan was the Clifton Forge-Waynesboro Telephone Company Savings and Security Plan. The name was changed to CFW Communications Company Savings and Security Plan on January 1, 1994 and changed to NTELOS Inc. Savings and Security Plan on January 1, 2001.

Plan assets were transferred to the Lumos Networks Savings and Security Plan as a result of a spin-off on October 31, 2011. See Note 11.

- B. ELIGIBILITY - All full-time employees of the Company (and any participating affiliate), are eligible to participate in the Plan provided they have attained age 18 and completed six months of employment. When eligibility requirements have been met, the Plan entry date is the first of the following month.

C. CONTRIBUTIONS

- Elective Deferral Contributions – Eligible participants may elect to contribute to the Plan by reducing their compensation from 1% to 20%. Effective January 1, 2008 eligible participants are automatically enrolled to defer 3% of compensation unless a deferral election is received from the participant. The amount of such deemed elective deferrals shall automatically increase in 1% increments annually starting in 2009 until a maximum of 10% is achieved. The automatic deferral percents were 7% during 2012 and 6% during 2011. The amount of the deferral cannot exceed the limitation allowed by law.
- Employer Matching Contributions – Effective January 1, 2010 the Plan was restated to include a safe harbor Employer Matching Contribution equal to 100% of the first 1%, plus 50% of the next 5% of the participant's compensation contributed as elective deferrals.

Employer Matching Contributions shall be made in the form of cash or NTELOS Holdings Corp. stock (Employer Stock), valued by the closing price of the stock on the day prior to the date on which the matching contribution is made. For the 2012 year, 55,979 shares of Employer Stock were contributed to the Plan and 96,417 shares were held on December 31, 2012. For the period ending December 31, 2011, 84,714 shares of Employer Stock were contributed to the Plan, 41,871 shares were transferred to another plan as a result of a spin-off and 55,604 shares were held by the Plan on December 31, 2011.

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

1. DESCRIPTION OF PLAN – continued

- D. PARTICIPANT ACCOUNTS - Each participant's account is credited with the participant's elective deferral contributions, employer-matching contributions, and an allocation of plan earnings. The earnings allocation is calculated and reported by New York Life Trust Company, as Trustee. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.
- E. VESTING - Participants are immediately vested in their elective deferral contributions, plus the earnings thereon. Full vesting in the employer matching contributions and earnings occurs with two years of credited vesting service. If a participant terminates employment for any reason other than lay-off due to lack of work, retirement, disability, or death, and has less than 2 years of service, the participant will be 0% vested in the employer matching contributions.
- F. FORFEITURES - Any employer contributions forfeited by participants shall be used to pay Plan expenses or reduce future employer matching contributions. The employer-matching contributions for 2012 and 2011 were reduced by \$27,374 and \$26,903, respectively for non-vested forfeitures.
- G. DIRECTED INVESTMENTS – Each participant has the right to direct the investment of his participant account, choosing from a stable value option which is a pooled separate account made up of investments with guaranteed principal and interest and registered investment companies or mutual funds. With respect to the portion of the Participant's Account derived from any Employer Matching Contributions made on his behalf which is invested in Employer Stock, a Participant may at any time direct the Trustee to divest such Employer Stock and reinvest the proceeds in other investment options available under the Plan.
- H. PARTICIPANT NOTES RECEIVABLE – The Plan allows participants to apply for loans from the vested portion of their account balances. Participants may only have two loans outstanding at any time and not more than one loan may be taken out in any 12-month period. The maximum amount that can be borrowed is the lesser of 1) 50% of the participant's vested account balance or 2) \$50,000. This \$50,000 amount is reduced, however, by the amount of the highest outstanding loan balance for the previous 12-month period. Loans are repaid through payroll deductions over a period not to exceed 5 years unless the loan was used to purchase a primary residence and then an extended repayment period is granted. All loans shall bear interest at the Prime Rate as published in *The Wall Street Journal* plus 1% at the time the loan application is completed.

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

1. DESCRIPTION OF PLAN – continued

- I. PAYMENT OF BENEFITS – Participant's vested account shall be distributed to the participant in a single lump-sum payment. Unless participant elects otherwise, distributions shall be made no later than the sixtieth day after the later of the close of the Plan year in which (a) the participant attains age 65 (or normal retirement date, if earlier), (b) occurs the 10th anniversary of the year in which the participant commenced participation in the Plan, or (c) the participant terminated service with the Employer. If the participant's vested account does not exceed \$1,000, a lump-sum distribution will be made as soon as administratively practicable following the date the participant separates from service. If the terminated participant's account is in excess of \$1,000 but does not exceed \$5,000, lacking specific instructions from the participant, the Plan Administrator will pay the distribution in a direct rollover to an individual retirement plan for the benefit of the participant. In the event the participant is required to take distributions while employed, the participant may elect to receive the minimum amount required by law. Under certain circumstances, participants may withdraw the vested portion of their accounts upon reaching age 59 ½ or due to financial hardship.

- J. SIGNIFICANT PLAN AMENDMENTS AND RESOLUTIONS – NTELOS Inc. has approved the following resolutions and amendments to the Plan:

On October 1, 2011, the Board of Directors of the Company amended the Plan to reflect administrative provisions with respect certain employees transferring between NTELOS Holdings Corp. and Lumos Networks Corp. and subsidiaries and affiliates of the two corporations. See Note 11.

Effective April 1, 2013, NTELOS, Inc. has adopted an amendment to the plan to permit eligible employees to designate a portion of their contributions under the Plan as Roth contributions.

2. SUMMARY OF ACCOUNTING POLICIES

- A. DATE OF MANAGEMENT'S REVIEW – Subsequent events were evaluated through July 24, 2013, which is the date the financial statements were available to be issued.
- B. BASIS OF ACCOUNTING – The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Plan Benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from the fair value to contract value. The Statement of Changes in Net Assets Available for Plan Benefits is prepared on the contract value basis.

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

2. SUMMARY OF ACCOUNTING POLICIES – continued

C. INVESTMENT VALUATION – The Plan's investments are stated at fair value.

D. USE OF ESTIMATES – The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

E. BENEFIT PAYMENTS – Benefit payments to participants are recorded upon distribution.

F. ADMINISTRATIVE COSTS - NTELOS Inc. pays substantially all administrative expenses of the Plan.

3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different value measurement at the reporting date.

	Fair Value	Fair Value Measurements Using:	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
December 31, 2012:			
Registered Investment Companies:			
Bond	\$ 1,891,184	\$ 1,891,184	\$ -
Large Cap Blend	4,807,884	4,807,884	-
Large Cap Growth	5,755,080	5,755,080	-
Large Cap Value	3,321,352	3,321,352	-
Mid Cap Blend	1,495,729	1,495,729	-
Mid Cap Growth	1,192,792	1,192,792	-
Small Cap Blend	331,638	331,638	-
Telecommunications Stock	1,670,179	1,670,179	-
Pooled Separate Account	2,186,599	-	2,186,599
	<u>\$ 22,652,437</u>	<u>\$ 20,465,838</u>	<u>\$ 2,186,599</u>
December 31, 2011:			
Registered Investment Companies:			
Bond	\$ 1,785,739	\$ 1,785,739	\$ -
Large Cap Blend	3,539,178	3,539,178	-
Large Cap Growth	5,852,535	5,852,535	-
Large Cap Value	3,238,291	3,238,291	-
Mid Cap Blend	1,266,376	1,266,376	-
Mid Cap Growth	1,075,364	1,075,364	-
Small Cap Blend	349,260	349,260	-
Telecommunications Stock	1,898,231	1,898,231	-
Pooled Separate Account	2,635,124	-	2,635,124
	<u>\$ 21,640,098</u>	<u>\$ 19,004,974</u>	<u>\$ 2,635,124</u>

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

3. FAIR VALUE MEASUREMENTS – continued

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available. There were no transfers of assets between the various levels during 2012 or 2011.

Level 1 Fair Value Measurements – The fair value of registered investment companies are based on quoted net asset values of the shares held by the Plan at year-end. The fair value of Employer Stock is based on the closing price reported on NASDAQ, the active market where the individual security is traded.

Level 3 Value Measurements – The pooled separate account is not actively traded and significant other observable inputs are not available. Thus, the fair value of the pooled separate account is the estimated fair value of the assets in New York Life's Pooled Separate Account No. 25, valued on an amortized cost basis as of the valuation date multiplied by the ratio of the plan's Stable Value Account balance to the total Stable Value Account balances of all plans participating in New York Life's Pooled Separate Account No. 25.

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets:

	Year Ended December 31, 2012	Year Ended December 31, 2011
Pooled Separate Account:		
Balance, Beginning of year	\$ 2,635,124	\$ 6,324,299
Interest credited, included in changes in net assets available for benefits	49,293	141,289
Unrealized gain, not included in the changes in net assets available for benefits	58,039	45,505
Purchases	363,318	1,381,663
Sales	(919,175)	(5,257,632)
Balance, End of year	<u>\$ 2,186,599</u>	<u>\$ 2,635,124</u>

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

4. INVESTMENTS

The following table schedules the investments at December 31, 2012 and 2011 that represent five percent or more of the Plan's net assets.

	2012	2011
Shares of pooled separate account:		
Stable Value Option - New York Life Anchor	\$ 2,155,984	\$ 2,662,548
Shares of registered investment companies		
Invesco VK Growth and Income A	2,164,670	2,080,232
The Growth Fund of America R3	3,650,356	3,619,332
PIMCO Total Return Fund Admin	1,252,619	1,251,798
American EuroPacific Growth R3	2,064,858	1,971,892
NTELOS Holdings Corp. Stock	1,263,998	1,133,210
BlackRock LifePath 2040 Fund I	1,367,231	-
Artisan Mid Cap Fund	1,192,792	-
Mainstay Balanced Fund I	-	1,158,059

5. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Stable Value Option is a fully benefit-responsive investment contract with New York Life Insurance Company (Issuer) that is maintained in a pooled separate account. The contract is included in the financial statements at contract value (which represents contributions and earnings, less Plan withdrawals and administrative expenses), as reported by New York Life. Participants may direct the withdrawal or transfer of all or a portion of their investment at contract value.

Interest on the contract accrues daily and is credited at the end of the month. The key factors that impact the crediting rate under the group annuity contract are the timing and magnitude of the cash flows in and out of the separate account as well as prevailing market rates on fixed income assets available for investment by the separate account. The interest crediting rate may be reset not more frequently than daily and not less frequently than quarterly. The interest crediting rate reflects the book yield on the separate account, adjusted to reflect amortization of any realized gains and losses. Fixed income securities are subject to credit and interest rate risk. Credit risk is the risk that the issuer of the security will not be able to pay principal and interest when due. Interest rate risk is associated with the fluctuation of the value of the security as a result of increases and decreases in market interest rates and their relation to the securities stated interest rate.

The minimum crediting rate is zero, as provided by the contract. For the years ended December 31, 2012 and 2011, average yields based on actual earnings were 2.42% and 3.14%, respectively. Average yields based on the interest rate credited to participants were 1.77% and 2.64% for 2012 and 2011, respectively.

Certain events, not considered probable to occur, limit the plan's ability to transact at contract value with New York Life Insurance Company. These events include employer-initiated events such as plan termination, merger, spin-off, or early retirement incentives. The Issuer requires twelve-month advance written notice to receive a distribution of Plan assets upon termination at contract value and transfers to a competing fund must first go through a non-competing investment option for at least 90 days.

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

6. RELATED PARTY TRANSACTIONS

NYL Trust Company serves as Trustee for the Plan and Plan assets include funds that are invested in a pooled separate account of New York Life Insurance Company, and in registered investment companies that are managed by indirectly wholly owned subsidiaries of New York Life Insurance Company.

7. INCOME TAX STATUS AND SUBSEQUENT EVENT

The Plan obtained its latest determination letter on July 31, 2012, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan Administrator believes, therefore, that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

8. LIMITED-SCOPE AUDIT

As permitted by the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA, the scope of the audits on these financial statements was limited in regard to information certified by the Trustee as being complete and accurate. There were no auditing procedures performed with respect to the following information as of and for the years ended December 31, 2012 and 2011 except for comparing such information to the related amounts included in the financial statements.

- Schedules of investments included in the Statements of Net Assets Available for Plan Benefits, Note 3, Note 4, and Note 5
- Investment income included in the Statements of Changes in Net Assets Available for Plan Benefits
- Supplemental schedule of investments

9. PLAN TERMINATION

NTELOS Inc. has the right under the Plan to discontinue its contributions at any time and, although it has not expressed any intention to do so, has the right to terminate the Plan subject to the provisions set forth in ERISA. In the event of termination, participants will become 100% vested in their accounts.

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The financial statements include amounts receivable at year-end for employee elective deferral contributions and employer matching contributions that have not been included in the 5500. The Plan also has funds invested in a pooled separate account and registered investment companies. The interest, dividends earned, and net appreciation or depreciation on these types of investments are combined and reported in the aggregate on Form 5500. Reconciliation schedules for net assets available for plan benefits, contributions, and net investment income follow:

	<u>2012</u>	<u>2011</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Per Financial Statements	\$ 23,469,156	\$ 22,553,231
Receivables		
Employer matching contributions	(125,713)	(94,410)
Employee elective deferral contributions	<u>(141,319)</u>	<u>(67,842)</u>
Per 5500	<u>\$ 23,202,124</u>	<u>\$ 22,390,979</u>
EMPLOYER MATCHING CONTRIBUTIONS		
Per Financial Statements	\$ 1,042,047	\$ 1,654,563
Contributions receivable prior year	94,410	62,055
Contributions receivable current year	<u>(125,713)</u>	<u>(94,410)</u>
Per 5500	<u>\$ 1,010,744</u>	<u>\$ 1,622,208</u>
EMPLOYEE ELECTIVE DEFERRAL CONTRIBUTIONS		
Per Financial Statements	\$ 2,192,715	\$ 3,489,792
Contributions receivable prior year	67,842	131,563
Contributions receivable current year	<u>(141,319)</u>	<u>(67,842)</u>
Per 5500	<u>\$ 2,119,238</u>	<u>\$ 3,553,513</u>

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 - continued

INVESTMENT INCOME (LOSS)			
Per Financial Statements	\$	\$ 1,993,297	\$ (574,405)
Per 5500			
Interest-bearing cash	\$	1	-
Dividends		415,713	\$ 550,354
Net gain (loss) on sale of assets		(109,513)	1,267,136
Unrealized appreciation of assets		(780,726)	696,021
Net investment gain-			
Pooled separate accounts		49,293	141,289
Regulated investment companies		2,418,529	(3,229,205)
	\$	<u>1,993,297</u>	<u>\$ (574,405)</u>

11. PLAN ASSET TRANSFERS AND SPIN-OFF

On December 7, 2010, the board of directors of NTELOS Holdings Corp. ("Holdings Corp.") approved a plan to create separate wireless and wireline businesses (hereinafter referred to as the "Business Separation") by spinning off the wireline business into the newly formed publicly traded company Lumos Networks Corp. ("Lumos Networks"). On October 14, 2011, Holdings Corp. announced a distribution date of October 31, 2011 for the spin-off of all the issued and outstanding shares of common stock of Lumos Networks. The spin-off of Lumos Networks was in the form of a tax-free stock distribution to Holdings Corp. stockholders of record as of the close of business on October 24, 2011, the record date.

In connection with the Business Separation, Holdings Corp. and Lumos Networks entered into an Employee Matters Agreement ("EMA") that, among other things, established the methodology for separating certain employee benefit plans. During the years ended December 31, 2012 and 2011 in accordance with the terms of the EMA the Company transferred net assets of \$2,129,667 and \$24,949,308, respectively, to Lumos Networks Savings and Security Plan.

In December 2010, NTELOS Inc. acquired FiberNet. During 2011, former FiberNet employees transferred plan assets of \$40,778 into the Plan.

12. INCOME TAX

The Company's Forms 5500 for the years ended December 31, 2009, and forward remain open for examination by the Department of Labor and Internal Revenue Service.

Three-digit
plan number:
003

Name of Plan:
NTELOS INC. SAVINGS AND SECURITY PLAN

Plan Sponsor:
NTELOS INC.
EIN: 54-1443350

Schedule H, Line 4i

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a) *	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	New York Life Anchor Account	pooled separate account		2,155,984
	Loomis Core Plus Bond Fund A	registered investment company		53,773
	PIMCO Real Return Admin	registered investment company		584,791
	PIMCO Total Return Fund Admin	registered investment company		1,252,619
	BlackRock LifePath Retire Fd I	registered investment company		191,876
	BlackRock LifePath 2020 Fund I	registered investment company		942,539
	BlackRock LifePath 2030 Fund I	registered investment company		1,095,666
	BlackRock LifePath 2040 Fund I	registered investment company		1,367,231
	BlackRock LifePath 2050 Fund I	registered investment company		139,032
	Cohen & Steers Realty Shares	registered investment company		125,194
	Columbia Mid Cap Index Fund A	registered investment company		722,825
	Invesco VK Growth and Income A	registered investment company		2,164,670
	Mainstay Balanced Fund I	registered investment company		1,156,683
	Mainstay S&P 500 Index Fund I	registered investment company		792,794
	The Growth Fund of America R3	registered investment company		3,650,356
	Artisan Mid Cap Fund	registered investment company		1,192,792
	JP Morgan Mid Cap Value Fund A	registered investment company		647,709
	Mainstay MAP Fund R2	registered investment company		260,697
	T Rowe Price Sm Cap Value Adv	registered investment company		331,638
	American EuroPacific Growth R3	registered investment company		2,064,858
	MFS International Value Fund A	registered investment company		18,050
	Openheimer Dev Markets Fund A	registered investment company		39,866
	Lumos Networks Corp. Stock	telecommunications stock		406,181
	NTELOS Holdings Corp. Stock	employer securities		1,263,998
	Participant Loans	participant loans - (4.25% - 11.0%)		530,610

Note:

- An asterisk in column (a) denotes a party-in-interest to the plan.
- All funds are participant directed into individual accounts, and therefore cost figures are not required.

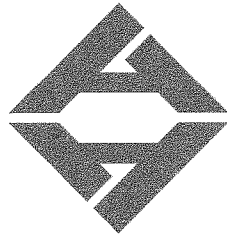
**NTELOS INC.
SAVINGS AND SECURITY PLAN
FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE
YEARS ENDED DECEMBER 31, 2012 AND 2011**

NTELOS INC.
SAVINGS AND SECURITY PLAN
WAYNESBORO, VIRGINIA

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AREHART ASSOCIATES LTD.

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrative Committee
NTELOS Inc Savings and Security Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of NTELOS Inc. Savings and Security Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by New York Life Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplementary schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held for investment purposes at end of year, which is the responsibility of plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

an hart Associates, Ltd.

Waynesboro, Virginia
July 24, 2013

NTELOS INC. SAVINGS AND SECURITY PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2012 AND 2011

ASSETS	2012	2011
INVESTMENTS		
Investments at Fair Value		
Shares of pooled separate account:		
Stable Value Option - New York Life Anchor Account	\$ 2,186,599	\$ 2,635,124
Shares of registered investment companies	18,795,659	17,106,743
Lumos Networks Corp. stock	406,181	765,021
NTELOS Holdings Corp. stock	<u>1,263,998</u>	<u>1,133,210</u>
TOTAL INVESTMENTS	<u>22,652,437</u>	<u>21,640,098</u>
RECEIVABLES		
Employer matching contributions	125,713	94,410
Employee elective deferral contributions	141,319	67,842
Participant notes receivable	<u>530,610</u>	<u>686,203</u>
TOTAL RECEIVABLES	<u>797,642</u>	<u>848,455</u>
CASH	<u>49,692</u>	<u>37,254</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS AT FAIR VALUE	23,499,771	22,525,807
Adjustment from fair value to contract value for fully benefit-responsive investment contract	<u>(30,615)</u>	<u>27,424</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$ <u><u>23,469,156</u></u>	\$ <u><u>22,553,231</u></u>

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

NTELOS INC. SAVINGS AND SECURITY PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment Income (Loss)		
Net appreciation/(depreciation) in fair value of registered company investments	\$ 1,528,290	\$ (1,266,048)
Interest	49,294	141,289
Dividends	<u>415,713</u>	<u>550,354</u>
Total Investment Income (Loss)	<u>1,993,297</u>	<u>(574,405)</u>
Interest income from participant loans	<u>26,372</u>	<u>60,050</u>
Contributions		
Employer matching - paid in NTELOS Holdings Corp. stock	1,042,047	1,654,563
Employee elective deferrals	2,192,715	3,489,792
Rollover contributions	<u>43,431</u>	<u>688,945</u>
Total Contributions	<u>3,278,193</u>	<u>5,833,300</u>
Transfer of assets to Plan	<u>145,745</u>	<u>40,778</u>
TOTAL ADDITIONS	<u>5,443,607</u>	<u>5,359,723</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	2,231,693	3,321,958
Administration fees	20,577	35,257
Transfer of Plan assets	<u>2,275,412</u>	<u>24,949,308</u>
TOTAL DEDUCTIONS	<u>4,527,682</u>	<u>28,306,523</u>
NET INCREASE (DECREASE)	915,925	(22,946,800)
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Beginning of year	<u>22,553,231</u>	<u>45,500,031</u>
End of year	<u>\$ 23,469,156</u>	<u>\$ 22,553,231</u>

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

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF PLAN

The following description of the NTELOS Inc. Savings and Security Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

- A. GENERAL - The Plan is a defined contribution plan covering substantially all employees of NTELOS Inc. (the "Company"). The Plan was adopted on January 1, 1987. The latest restatement was effective January 1, 2009. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The original name of the Plan was the Clifton Forge-Waynesboro Telephone Company Savings and Security Plan. The name was changed to CFW Communications Company Savings and Security Plan on January 1, 1994 and changed to NTELOS Inc. Savings and Security Plan on January 1, 2001.

Plan assets were transferred to the Lumos Networks Savings and Security Plan as a result of a spin-off on October 31, 2011. See Note 11.

- B. ELIGIBILITY - All full-time employees of the Company (and any participating affiliate), are eligible to participate in the Plan provided they have attained age 18 and completed six months of employment. When eligibility requirements have been met, the Plan entry date is the first of the following month.

C. CONTRIBUTIONS

- Elective Deferral Contributions – Eligible participants may elect to contribute to the Plan by reducing their compensation from 1% to 20%. Effective January 1, 2008 eligible participants are automatically enrolled to defer 3% of compensation unless a deferral election is received from the participant. The amount of such deemed elective deferrals shall automatically increase in 1% increments annually starting in 2009 until a maximum of 10% is achieved. The automatic deferral percents were 7% during 2012 and 6% during 2011. The amount of the deferral cannot exceed the limitation allowed by law.
- Employer Matching Contributions – Effective January 1, 2010 the Plan was restated to include a safe harbor Employer Matching Contribution equal to 100% of the first 1%, plus 50% of the next 5% of the participant's compensation contributed as elective deferrals.

Employer Matching Contributions shall be made in the form of cash or NTELOS Holdings Corp. stock (Employer Stock), valued by the closing price of the stock on the day prior to the date on which the matching contribution is made. For the 2012 year, 55,979 shares of Employer Stock were contributed to the Plan and 96,417 shares were held on December 31, 2012. For the period ending December 31, 2011, 84,714 shares of Employer Stock were contributed to the Plan, 41,871 shares were transferred to another plan as a result of a spin-off and 55,604 shares were held by the Plan on December 31, 2011.

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

1. DESCRIPTION OF PLAN – continued

- D. PARTICIPANT ACCOUNTS - Each participant's account is credited with the participant's elective deferral contributions, employer-matching contributions, and an allocation of plan earnings. The earnings allocation is calculated and reported by New York Life Trust Company, as Trustee. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.
- E. VESTING - Participants are immediately vested in their elective deferral contributions, plus the earnings thereon. Full vesting in the employer matching contributions and earnings occurs with two years of credited vesting service. If a participant terminates employment for any reason other than lay-off due to lack of work, retirement, disability, or death, and has less than 2 years of service, the participant will be 0% vested in the employer matching contributions.
- F. FORFEITURES - Any employer contributions forfeited by participants shall be used to pay Plan expenses or reduce future employer matching contributions. The employer-matching contributions for 2012 and 2011 were reduced by \$27,374 and \$26,903, respectively for non-vested forfeitures.
- G. DIRECTED INVESTMENTS – Each participant has the right to direct the investment of his participant account, choosing from a stable value option which is a pooled separate account made up of investments with guaranteed principal and interest and registered investment companies or mutual funds. With respect to the portion of the Participant's Account derived from any Employer Matching Contributions made on his behalf which is invested in Employer Stock, a Participant may at any time direct the Trustee to divest such Employer Stock and reinvest the proceeds in other investment options available under the Plan.
- H. PARTICIPANT NOTES RECEIVABLE – The Plan allows participants to apply for loans from the vested portion of their account balances. Participants may only have two loans outstanding at any time and not more than one loan may be taken out in any 12-month period. The maximum amount that can be borrowed is the lesser of 1) 50% of the participant's vested account balance or 2) \$50,000. This \$50,000 amount is reduced, however, by the amount of the highest outstanding loan balance for the previous 12-month period. Loans are repaid through payroll deductions over a period not to exceed 5 years unless the loan was used to purchase a primary residence and then an extended repayment period is granted. All loans shall bear interest at the Prime Rate as published in *The Wall Street Journal* plus 1% at the time the loan application is completed.

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

1. DESCRIPTION OF PLAN – continued

- I. PAYMENT OF BENEFITS – Participant's vested account shall be distributed to the participant in a single lump-sum payment. Unless participant elects otherwise, distributions shall be made no later than the sixtieth day after the later of the close of the Plan year in which (a) the participant attains age 65 (or normal retirement date, if earlier), (b) occurs the 10th anniversary of the year in which the participant commenced participation in the Plan, or (c) the participant terminated service with the Employer. If the participant's vested account does not exceed \$1,000, a lump-sum distribution will be made as soon as administratively practicable following the date the participant separates from service. If the terminated participant's account is in excess of \$1,000 but does not exceed \$5,000, lacking specific instructions from the participant, the Plan Administrator will pay the distribution in a direct rollover to an individual retirement plan for the benefit of the participant. In the event the participant is required to take distributions while employed, the participant may elect to receive the minimum amount required by law. Under certain circumstances, participants may withdraw the vested portion of their accounts upon reaching age 59 ½ or due to financial hardship.
- J. SIGNIFICANT PLAN AMENDMENTS AND RESOLUTIONS – NTELOS Inc. has approved the following resolutions and amendments to the Plan:

On October 1, 2011, the Board of Directors of the Company amended the Plan to reflect administrative provisions with respect certain employees transferring between NTELOS Holdings Corp. and Lumos Networks Corp. and subsidiaries and affiliates of the two corporations. See Note 11.

Effective April 1, 2013, NTELOS, Inc. has adopted an amendment to the plan to permit eligible employees to designate a portion of their contributions under the Plan as Roth contributions.

2. SUMMARY OF ACCOUNTING POLICIES

- A. DATE OF MANAGEMENT'S REVIEW – Subsequent events were evaluated through July 24, 2013, which is the date the financial statements were available to be issued.
- B. BASIS OF ACCOUNTING – The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Plan Benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from the fair value to contract value. The Statement of Changes in Net Assets Available for Plan Benefits is prepared on the contract value basis.

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

2. SUMMARY OF ACCOUNTING POLICIES – continued

C. INVESTMENT VALUATION – The Plan's investments are stated at fair value.

D. USE OF ESTIMATES – The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

E. BENEFIT PAYMENTS – Benefit payments to participants are recorded upon distribution.

F. ADMINISTRATIVE COSTS - NTELOS Inc. pays substantially all administrative expenses of the Plan.

3. FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different value measurement at the reporting date.

	Fair Value	Fair Value Measurements Using:	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
December 31, 2012:			
Registered Investment Companies:			
Bond	\$ 1,891,184	\$ 1,891,184	\$ -
Large Cap Blend	4,807,884	4,807,884	-
Large Cap Growth	5,755,080	5,755,080	-
Large Cap Value	3,321,352	3,321,352	-
Mid Cap Blend	1,495,729	1,495,729	-
Mid Cap Growth	1,192,792	1,192,792	-
Small Cap Blend	331,638	331,638	-
Telecommunications Stock	1,670,179	1,670,179	-
Pooled Separate Account	2,186,599	-	2,186,599
	<u>\$ 22,652,437</u>	<u>\$ 20,465,838</u>	<u>\$ 2,186,599</u>
December 31, 2011:			
Registered Investment Companies:			
Bond	\$ 1,785,739	\$ 1,785,739	\$ -
Large Cap Blend	3,539,178	3,539,178	-
Large Cap Growth	5,852,535	5,852,535	-
Large Cap Value	3,238,291	3,238,291	-
Mid Cap Blend	1,266,376	1,266,376	-
Mid Cap Growth	1,075,364	1,075,364	-
Small Cap Blend	349,260	349,260	-
Telecommunications Stock	1,898,231	1,898,231	-
Pooled Separate Account	2,635,124	-	2,635,124
	<u>\$ 21,640,098</u>	<u>\$ 19,004,974</u>	<u>\$ 2,635,124</u>

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

3. FAIR VALUE MEASUREMENTS – continued

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available. There were no transfers of assets between the various levels during 2012 or 2011.

Level 1 Fair Value Measurements – The fair value of registered investment companies are based on quoted net asset values of the shares held by the Plan at year-end. The fair value of Employer Stock is based on the closing price reported on NASDAQ, the active market where the individual security is traded.

Level 3 Value Measurements – The pooled separate account is not actively traded and significant other observable inputs are not available. Thus, the fair value of the pooled separate account is the estimated fair value of the assets in New York Life's Pooled Separate Account No. 25, valued on an amortized cost basis as of the valuation date multiplied by the ratio of the plan's Stable Value Account balance to the total Stable Value Account balances of all plans participating in New York Life's Pooled Separate Account No. 25.

The following table sets forth a summary of changes in the fair value of the plan's level 3 assets:

	Year Ended December 31, 2012	Year Ended December 31, 2011
Pooled Separate Account:		
Balance, Beginning of year	\$ 2,635,124	\$ 6,324,299
Interest credited, included in changes in net assets available for benefits	49,293	141,289
Unrealized gain, not included in the changes in net assets available for benefits	58,039	45,505
Purchases	363,318	1,381,663
Sales	(919,175)	(5,257,632)
Balance, End of year	<u>\$ 2,186,599</u>	<u>\$ 2,635,124</u>

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

4. INVESTMENTS

The following table schedules the investments at December 31, 2012 and 2011 that represent five percent or more of the Plan's net assets.

	2012	2011
Shares of pooled separate account:		
Stable Value Option - New York Life Anchor	\$ 2,155,984	\$ 2,662,548
Shares of registered investment companies		
Invesco VK Growth and Income A	2,164,670	2,080,232
The Growth Fund of America R3	3,650,356	3,619,332
PIMCO Total Return Fund Admin	1,252,619	1,251,798
American EuroPacific Growth R3	2,064,858	1,971,892
NTELOS Holdings Corp. Stock	1,263,998	1,133,210
BlackRock LifePath 2040 Fund I	1,367,231	-
Artisan Mid Cap Fund	1,192,792	-
Mainstay Balanced Fund I	-	1,158,059

5. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Stable Value Option is a fully benefit-responsive investment contract with New York Life Insurance Company (Issuer) that is maintained in a pooled separate account. The contract is included in the financial statements at contract value (which represents contributions and earnings, less Plan withdrawals and administrative expenses), as reported by New York Life. Participants may direct the withdrawal or transfer of all or a portion of their investment at contract value.

Interest on the contract accrues daily and is credited at the end of the month. The key factors that impact the crediting rate under the group annuity contract are the timing and magnitude of the cash flows in and out of the separate account as well as prevailing market rates on fixed income assets available for investment by the separate account. The interest crediting rate may be reset not more frequently than daily and not less frequently than quarterly. The interest crediting rate reflects the book yield on the separate account, adjusted to reflect amortization of any realized gains and losses. Fixed income securities are subject to credit and interest rate risk. Credit risk is the risk that the issuer of the security will not be able to pay principal and interest when due. Interest rate risk is associated with the fluctuation of the value of the security as a result of increases and decreases in market interest rates and their relation to the securities stated interest rate.

The minimum crediting rate is zero, as provided by the contract. For the years ended December 31, 2012 and 2011, average yields based on actual earnings were 2.42% and 3.14%, respectively. Average yields based on the interest rate credited to participants were 1.77% and 2.64% for 2012 and 2011, respectively.

Certain events, not considered probable to occur, limit the plan's ability to transact at contract value with New York Life Insurance Company. These events include employer-initiated events such as plan termination, merger, spin-off, or early retirement incentives. The Issuer requires twelve-month advance written notice to receive a distribution of Plan assets upon termination at contract value and transfers to a competing fund must first go through a non-competing investment option for at least 90 days.

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

6. RELATED PARTY TRANSACTIONS

NYL Trust Company serves as Trustee for the Plan and Plan assets include funds that are invested in a pooled separate account of New York Life Insurance Company, and in registered investment companies that are managed by indirectly wholly owned subsidiaries of New York Life Insurance Company.

7. INCOME TAX STATUS AND SUBSEQUENT EVENT

The Plan obtained its latest determination letter on July 31, 2012, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan Administrator believes, therefore, that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

8. LIMITED-SCOPE AUDIT

As permitted by the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA, the scope of the audits on these financial statements was limited in regard to information certified by the Trustee as being complete and accurate. There were no auditing procedures performed with respect to the following information as of and for the years ended December 31, 2012 and 2011 except for comparing such information to the related amounts included in the financial statements.

- Schedules of investments included in the Statements of Net Assets Available for Plan Benefits, Note 3, Note 4, and Note 5
- Investment income included in the Statements of Changes in Net Assets Available for Plan Benefits
- Supplemental schedule of investments

9. PLAN TERMINATION

NTELOS Inc. has the right under the Plan to discontinue its contributions at any time and, although it has not expressed any intention to do so, has the right to terminate the Plan subject to the provisions set forth in ERISA. In the event of termination, participants will become 100% vested in their accounts.

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The financial statements include amounts receivable at year-end for employee elective deferral contributions and employer matching contributions that have not been included in the 5500. The Plan also has funds invested in a pooled separate account and registered investment companies. The interest, dividends earned, and net appreciation or depreciation on these types of investments are combined and reported in the aggregate on Form 5500. Reconciliation schedules for net assets available for plan benefits, contributions, and net investment income follow:

	<u>2012</u>	<u>2011</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Per Financial Statements	\$ 23,469,156	\$ 22,553,231
Receivables		
Employer matching contributions	(125,713)	(94,410)
Employee elective deferral contributions	<u>(141,319)</u>	<u>(67,842)</u>
Per 5500	<u>\$ 23,202,124</u>	<u>\$ 22,390,979</u>
EMPLOYER MATCHING CONTRIBUTIONS		
Per Financial Statements	\$ 1,042,047	\$ 1,654,563
Contributions receivable prior year	94,410	62,055
Contributions receivable current year	<u>(125,713)</u>	<u>(94,410)</u>
Per 5500	<u>\$ 1,010,744</u>	<u>\$ 1,622,208</u>
EMPLOYEE ELECTIVE DEFERRAL CONTRIBUTIONS		
Per Financial Statements	\$ 2,192,715	\$ 3,489,792
Contributions receivable prior year	67,842	131,563
Contributions receivable current year	<u>(141,319)</u>	<u>(67,842)</u>
Per 5500	<u>\$ 2,119,238</u>	<u>\$ 3,553,513</u>

NTELOS INC. SAVINGS AND SECURITY PLAN
NOTES TO FINANCIAL STATEMENTS – continued

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 - continued

INVESTMENT INCOME (LOSS)			
Per Financial Statements	\$	\$ 1,993,297	\$ (574,405)
Per 5500			
Interest-bearing cash	\$	1	-
Dividends		415,713	\$ 550,354
Net gain (loss) on sale of assets		(109,513)	1,267,136
Unrealized appreciation of assets		(780,726)	696,021
Net investment gain-			
Pooled separate accounts		49,293	141,289
Regulated investment companies		2,418,529	(3,229,205)
	\$	<u>1,993,297</u>	<u>\$ (574,405)</u>

11. PLAN ASSET TRANSFERS AND SPIN-OFF

On December 7, 2010, the board of directors of NTELOS Holdings Corp. ("Holdings Corp.") approved a plan to create separate wireless and wireline businesses (hereinafter referred to as the "Business Separation") by spinning off the wireline business into the newly formed publicly traded company Lumos Networks Corp. ("Lumos Networks"). On October 14, 2011, Holdings Corp. announced a distribution date of October 31, 2011 for the spin-off of all the issued and outstanding shares of common stock of Lumos Networks. The spin-off of Lumos Networks was in the form of a tax-free stock distribution to Holdings Corp. stockholders of record as of the close of business on October 24, 2011, the record date.

In connection with the Business Separation, Holdings Corp. and Lumos Networks entered into an Employee Matters Agreement ("EMA") that, among other things, established the methodology for separating certain employee benefit plans. During the years ended December 31, 2012 and 2011 in accordance with the terms of the EMA the Company transferred net assets of \$2,129,667 and \$24,949,308, respectively, to Lumos Networks Savings and Security Plan.

In December 2010, NTELOS Inc. acquired FiberNet. During 2011, former FiberNet employees transferred plan assets of \$40,778 into the Plan.

12. INCOME TAX

The Company's Forms 5500 for the years ended December 31, 2009, and forward remain open for examination by the Department of Labor and Internal Revenue Service.

Three-digit
plan number:
003

Name of Plan:
NTELOS INC. SAVINGS AND SECURITY PLAN

Plan Sponsor:
NTELOS INC.
EIN:
54-1443350

Schedule H, Line 4i

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR

(a) *	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	New York Life Anchor Account	pooled separate account		2,155,984
	Loomis Core Plus Bond Fund A	registered investment company		53,773
	PIMCO Real Return Admin	registered investment company		584,791
	PIMCO Total Return Fund Admin	registered investment company		1,252,619
	BlackRock LifePath Retire Fd I	registered investment company		191,876
	BlackRock LifePath 2020 Fund I	registered investment company		942,539
	BlackRock LifePath 2030 Fund I	registered investment company		1,095,666
	BlackRock LifePath 2040 Fund I	registered investment company		1,367,231
	BlackRock LifePath 2050 Fund I	registered investment company		139,032
	Cohen & Steers Realty Shares	registered investment company		125,194
	Columbia Mid Cap Index Fund A	registered investment company		722,825
	Invesco VK Growth and Income A	registered investment company		2,164,670
	Mainstay Balanced Fund I	registered investment company		1,156,683
	Mainstay S&P 500 Index Fund I	registered investment company		792,794
	The Growth Fund of America R3	registered investment company		3,650,356
	Artisan Mid Cap Fund	registered investment company		1,192,792
	JP Morgan Mid Cap Value Fund A	registered investment company		647,709
	Mainstay MAP Fund R2	registered investment company		260,697
	T Rowe Price Sm Cap Value Adv	registered investment company		331,638
	American EuroPacific Growth R3	registered investment company		2,064,858
	MFS International Value Fund A	registered investment company		18,050
	Openheimer Dev Markets Fund A	registered investment company		39,866
	Lumos Networks Corp. Stock	telecommunications stock		406,181
	NTELOS Holdings Corp. Stock	employer securities		1,263,998
	Participant Loans	participant loans - (4.25% - 11.0%)		530,610

Note:

- An asterisk in column (a) denotes a party-in-interest to the plan.
- All funds are participant directed into individual accounts, and therefore cost figures are not required.