









To Our Shareholders:

Welcome to the *new* North State! We are pleased to share the bright new look and positioning of our corporate brands as well as an all new organizational vision statement. Beyond just images and words, these two steps play strategic roles in North State's position as a long term player in the growing digital marketplace.

A New Vision: Our vision for being "The best at connecting people to what matters most" is guiding us toward a simpler, sleeker organization with the soul of a start-up, delivering a tight set of best in market products to homes and businesses.

Refreshed Brands: Our brands are now instantly identified as part of the *North State* parent brand. Our residential brand, Plex, is now *Plex by North State*. Our business services are *North State Business*, and our growing data center business has been recast as *DataChambers by North State*. Our wireless offerings remain under the AT&T brand umbrella.

Growing Digital Marketplace: The growth of core products and services in each of these segments are key elements of our future. In September of this year, we continued our strategic investment in the collocation, managed data and cloud services markets with the addition of a 50,000 square foot facility in the Raleigh, NC area. This facility will be outfitted as our third data center, ultimately expanding operations to 170,000 square feet of data center capacity.

Look for our new branding rolled out in phases over the coming months. A pivotal first component is our new website located at **www.northstate.net**, which has been designed as a beacon for our new brands, and with a foundation for an e-commerce future. You can access *Shareholder Updates* and *Annual Reports* at any time in the Shareholder News section of the site, where you may also sign up for timely email notifications of new report posts.

We continue to focus on cost initiatives and producing results in keeping with our simpler, sleeker operational posture. A summary of our performance for the third quarter of 2012 is provided below. Please note that the included financial statements are unaudited. Thank you for your continued interest in North State.

J. Patrick Harman

Chairman and

Chief Executive Officer

Royster Tucker III

Vice Chairman, President and Chief Operating Officer

Jonathan M. Cage

Vice President, Chief Financial Officer,

lonathanM Cage

Secretary and Treasurer

Summary of Statements of Income—Unaudited

	Quarter En	Quarter Ending September 30			Nine Months Ending September 3				
	2012	2011	% Change	2012	2011	% Change			
Operating Revenues									
Telecom	\$11.4	\$13.0	-12.8%	\$36.2	\$39.0	-7.1%			
Broadband	6.7	5.5	22.3%	19.3	15.4	25.7%			
Data center	2.7	0.0		7.9	0.0				
Wireless	6.5	5.9	10.7%	19.9	20.8	-4.5%			
Advertising and Search	0.8	0.8	10.5%	2.4	2.6	-6.7%			
Total Operating Revenue	28.1	25.2	11.8%	85.7	77.8	10.2%			
Less: Uncollectible Revenue	0.6	0.7	-3.2%	1.9	1.5	31.4%			
Net Operating Revenue	27.5	24.5	12.2%	83.8	76.3	9.8%			
Operating Expense									
Cost of Sales and Services	14.3	11.8	20.9%	41.5	33.9	22.3%			
Selling, General, and Administrative	6.8	7.1	-4.6%	20.0	20.3	-1.3%			
Depreciation and Amortization	4.4	4.4	-0.7%	14.4	12.8	12.8%			
Total Operating Expense	25.5	23.3	9.1%	75.9	67.0	13.3%			
Operating Income	2.1	1.2	74.8%	7.9	9.3	-15.4%			
Nonoperating Income (Expense)									
Interest Income	0.0	0.1	-67.3%	0.1	0.4	-62.8%			
Interest Expense	(0.3)	0.0	0.0%	(0.9)	0.0				
Equity in Earnings of Unconsolidated Entities	1.5	1.6	-0.9%	4.4	4.1	8.1%			
Gain on Sale of Investment Securities	0.2	0.1	0.0%	0.4	0.1	233.9%			
Other Income, Net	(0.0)	(0.0)	98.3%	0.0	0.0	-1.2%			
Total Nonoperating Income	1.4	1.7	-16.3%	4.0	4.6	-12.7%			
Income Before Income Taxes	3.5	2.9	21.0%	11.9	13.9	-14.5%			
Income Taxes	1.3	1.1	21.0%	4.5	5.2	-14.7%			
Net Income	\$2.2	\$1.8	19.9%	\$7.4	\$8.7	-14.7%			
		·		•	•				
Earnings Per Share	\$0.95	\$0.79	20.3%	\$3.21	\$3.75	-14.4%			
Operating Income Margin	7.5%	4.8%	55.7%	9.4%	12.2%	-23.0%			

THIRD QUARTER 2012 HIGHLIGHTS

- A new look for a new North State
- Acquired additional 50,000 square feet of data center space bringing total capacity to 170,000 square feet
- Broadband revenues up 22.3%

- Wireless revenues up 10.7%
- EBITDA up 12.2%
- Cash flow from operations up 17.8%

SUMMARY OF CONSOLIDATED OPERATIONS

North State produced a strong quarter with revenue gains centered around our primary growth engines of broadband, data center and wireless. Net Operating Revenue for the third quarter of 2012 totaled \$27.5 million compared to \$24.5 million in the year earlier period, a 12.2 % increase. Broadband revenues increased 22.3% over the prior year period to \$6.7 million. Data center revenues totaled \$2.7 million for the quarter. Wireless revenue, driven by increased data usage, totaled \$6.5 million in the third quarter of 2012, up 10.7% from the year earlier period.

Total Operating Expenses excluding depreciation and amortization were \$21.1 million in the third quarter of 2012 compared to \$18.9 million in the year earlier period. Cost-saving initiatives produced a 4.6% reduction in SG&A for the quarter. Cost of Sales and Services was up 20.9% primarily as the result of increased content costs associated with a greater number of video connections, costs of converting customers to the Microsoft® Mediaroom® platform and increased medical benefit costs. The conversion to Microsoft Mediaroom was completed at the close of the third quarter.

Operating Income totaled \$2.1 million, up 74.8% compared to the year earlier period. Non-operating Income was \$1.4 million in the third quarter of 2012 down slightly from the year earlier period driven by interest expense and slightly less income from our Verizon Wireless partnership. Net Income was \$2.2 million for the quarter, up 19.9% from the 2011 third quarter. Earnings per Share were \$0.95, up from \$0.79 in the year earlier period.

Cash Flow from Operations totaled \$8.2 million in the third quarter of 2012 compared to \$6.9 million in the third quarter of 2011. Cash distributions from our Verizon Wireless Partnership were \$2.3 million in the third quarter of 2012 compared to zero in the prior year period as the Partnership freed up cash in the quarter through lower capital spending than in the previous year.

North State's third quarter 2012 capital expenditures were \$7.9 million compared to \$9.2 million in 2011. Capital expenditures in the third quarter of 2012 included the purchase of the Raleigh data center facility. The company distributed \$3 million in dividends to shareholders in the third quarter of 2012 equal to dividends paid in the same period of the prior year.

Connections			
	Q3 2012	Q3 2011	% CHANGE
BROADBAND	41,653	38,153	9.2%
WIRELESS	27,202	28,265	-3.8%
VOICE	72,370	77,544	-6.7%
TOTAL CONNECTIONS	141,225	143,962	-1.9%

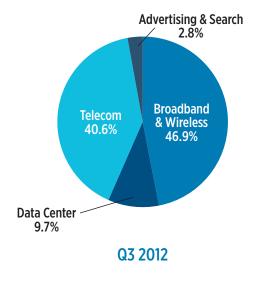
Segment Revenue (in millions)	Q3 2012	Q3 2011	% CHANGE
BROADBAND	\$6. <i>7</i>	\$5.5	22.3%
WIRELESS	\$6.5	\$5.9	10.7%
DATA CENTER	\$2.7	\$0.0	
TELECOM	\$11.4	\$13.0	-12.8%
ADVERTISING & SEARCH	\$0.8	\$0.8	10.5%

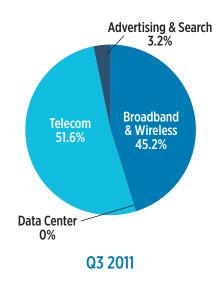
CONNECTIONS

Broadband connections totaled 41,653 at the end of the third quarter of 2012, up 9.2% from the end of the third quarter of 2011. Voice connections were down 6.7%. Wireless connections decreased 3.8%. The loss of iPhone exclusivity, AT&T's hold

back on the availability of various new wireless handsets to North State until October of this year, and heightened competition from other carriers has pressured wireless sales and increased churn over the course of the last twelve months.

REVENUE MIX





Consolidated Balance Sheets—Unaudited

At September 30,	2012		2011			
Assets						
Current assets:						
Cash and cash equivalents	\$ 3,567,695	5 \$	2,386,567			
Investment securities		-	10,111,274			
Accounts receivable, net of allowance for doubtful accounts	13,754,601		10,936,688			
Materials and supplies	5,597,788	3	5,087,050			
Prepayments	1,538,567	7	1,580,252			
Income taxes recoverable	2,387,801		2,153,761			
Deferred income taxes	3,719,075	5	853,279			
Total current assets	30,565,527	,	33,108,871			
Property, plant, and equipment	470,354,963	3	435,231,199			
Less accumulated depreciation	314,366,056		300,402,519			
Property, plant, and equipment, net	155,988,907		134,828,680			
Other assets:						
Investment securities	3,750,167	7	3,375,385			
Investments in unconsolidated entities	10,165,735	5	11,407,133			
Intangibles, net of amortization	25,518,400		6,493,750			
Goodwill	27,232,656	<u>.</u>	· · · · ·			
Other noncurrent assets	2,593,708	3	1,364,449			
Total other assets	69,260,666	5	22,640,717			
Total assets	\$ 255,815,100) \$	190,578,268			
Liabilities and Stockholders' Equity						
Current liabilities:						
Revolving credit note	\$ 5,000,000) \$	-			
Accounts payable and payroll withholdings	2,247,187	7	2,530,914			
Advance billings and customer deposits	6,247,962	2	3,919,373			
Income taxes payable	166,515	5	-			
Accrued expenses	6,631,690)	5,120,529			
Accrued taxes	1,173,839	>	1,179,499			
Total current liabilities	21,467,193	3	12,750,315			
Other liabilities:						
Bank note	55,000,000)	-			
Deferred income taxes	26,714,832		23,771,719			
Accrued pension benefits	37,409,165		23,892,744			
Accrued postretirement benefits	1,200,131		1,279,653			
Other liabilities and deferred credits	931,084	4	1,151,881			
Total other liabilities	121,255,212	2	50,095,997			
Total liabilities	142,722,405	5	62,846,312			
Stockholders' equity:						
Preferred stock	1,965,600)	1,985,100			
Common stock	11,463,565	ĵ	11,484,595			
Paid in capital	45,658	3	43,718			
Retained earnings	123,458,874	1	128,447,714			
Accumulated other comprehensive loss	(23,841,002	2)	(14,229,171)			
Total stockholders' equity	113,092,695	5	127,731,956			
Total liabilities and stockholders' equity	\$ 255,815,100) \$	190,578,268			
• ,						

Consolidated Income Statements—Unaudited

Nine Months Ending September 30,	2012	2011
Operating revenues:		
Local service	\$ 18,032,161 \$	19,049,906
Network access	14,753,439	16,464,090
Long distance	2,489,556	2,604,907
Miscellaneous	 964,553	894,514
Legacy telecom	36,239,709	39,013,417
Broadband	 19,346,161	15,391,282
Total wireline	55,585,870	54,404,699
Data center	7,886,354	-
Wireless	19,856,912	20,801,744
Advertising and search	 2,432,181	2,605,786
Total operating revenues	85,761,317	77,812,229
Less uncollectible revenue	 1,957,803	1,489,518
Net operating revenues	83,803,514	76,322,711
Cost of sales and service:	2.071.010	0.710.075
General support	3,971,012	2,712,865
Central office	10,054,449	9,005,840
Communication termination	16,133,300	13,412,670
Cable and wire facilities	4,310,038	3,801,268
Network operations Total cost of sales and service	 7,000,322 41,469,121	4,983,829 33,916,472
iordi cosi or sales and service	 	· · · · · ·
Gross margin	42,334,393	42,406,239
Depreciation and amortization expense	14,401,480	12,769,821
Selling, general, and administrative expense:		
Customer operations	13,592,942	14,055,575
Corporate operations	5,412,055	5,233,551
Taxes, other than income taxes	 1,038,941	1,017,164
Total selling, general, and administrative expense	 20,043,938	20,306,290
Net operating income	 7,888,975	9,330,128
Nonoperating income (expense):		
Interest income	123,980	332,894
Interest expense	(948,687)	-
Equity in earnings of unconsolidated entities	4,413,403	4,084,187
Net gain on sale of investment securities	358,323	107,326
Other income, net	 28,965	29,326
Net nonoperating income	3,975,984	4,553,733
Income before income taxes	11,864,959	13,883,861
Income taxes	 4,448,885	5,215,949
Net income	7,416,074	8,667,912
Preferred stock dividends	 47,041	47,837
Net income available to common stockholders	\$ 7,369,033 \$	8,620,075
Earnings per average common share	\$3.21	\$3.75
Weighted average common shares outstanding	2,294,134	2,297,047
	, , ,,, o -,	_,_,,,

Consolidated Statements of Stockholders' Equity and Comprehensive Income—Unaudited

At September 30,	2012			201	1	
Preferred stock:						
Balance, beginning	\$ 1,985,100		\$	2,044,600		
Acquisition of preferred stock	(19,500)			(59,500)		
Balance, ending	\$ 1,965,600		\$	1,985,100		
Common stock:						
Balance, beginning	\$ 11,478,450		\$	11,486,020		
Acquisition of common stock	 (14,885)			(1,425)		
Balance, ending	\$ 11,463,565		\$	11,484,595		
Paid-capital:						
Balance, beginning	\$ 43,718		\$	25 , 178		
Acquisition of preferred stock	 1,940			18,540		
Balance, ending	\$ 45,658		\$	43,718		
Retirement plans adjustment:						
Balance, beginning	\$ (23,822,385)		\$	(14,149,720)		
Current adjustment	 			-		
Balance, ending	\$ (23,822,385)		\$	(14,149,720)		
Unrealized appreciation (depreciation) of securities:						
Balance, beginning	\$ (142,808)		\$	(104,230)		
Other comprehensive income	124,191			24,779		
Balance, ending	\$ (18,617)		\$	(79,451)		
Retained earnings:						
Balance, beginning	\$ 125,264,278		\$	128,806,992		
Net income	7,416,074	\$ 7,416,074		8,667,912	\$	8,667,912
Dividends:	_		_	•		
Preferred stock	(47,041)			(47,837)		
Common stock	(8,948,021)			(8,958,478)		
Acquisition of common stock in excess of stated value	(226,416)			(20,875)		
Balance, ending	\$ 123,458,874		\$	128,447,714		
Accumulated other comprehensive income (loss):						
Balance, beginning	\$ (23,965,193)		\$	(14,253,950)		
Unrealized holding gains arising during the period						
period, net of tax expense in 2012 of \$81,030 and tax						
expense in 2011 of \$13,960		124,191				24,779
Other comprehensive income	 124,191	124,191	_	24,779		24,779
Comprehensive income	_	\$ 7,540,265	_		\$	8,692,691
Balance, ending	\$ (23,841,002)		\$	(14,229,171)		

Consolidated Statements of Cash Flows-Unaudited

Nine Months Ending September 30,		2012		2011			
Cash flows from operating activities:							
Net income	\$	7,416,074	\$	8,667,912			
Adjustments to reconcile net income to net cash provided by							
operating activities:							
Depreciation and amortization		14,401,480		12,769,821			
Gain on sale of investment securities		(358,323)		(107,326)			
Loss on sale, disposal, and abandonment of other assets		329,678		213,844			
Equity in earnings of unconsolidated entities		(4,413,403)		(4,084,187)			
Deferred income taxes		5,158,596		6,524,363			
Deferred pension and postretirement benefits		1,504,149		508,527			
Changes in operating assets and liabilities:							
Accounts receivable		(765,909)		(302,967)			
Inventory		773,428		1,302,342			
Other assets		2,842,045		2,493,226			
Accounts payable		(4,295,459)		(2,232,917)			
Accrued expenses		1,472,775		(1,078,172)			
Other liabilities		(2,401,399)		(3,197,054)			
Net cash provided by operating activities		21,663,732		21,477,412			
Cash flow from investing activities:							
Additions to property, plant, and equipment		(25,956,109)		(22,518,978)			
Cost of removal of telephone plant, net of salvage		(61 <i>,</i> 757)		(186,244)			
Proceeds from sale of investment securities		5,387,084		7,402,998			
Purchases of investment securities	(612,207			(1,762,612)			
Distributions from equity investments		161,341		-			
Distributions from unconsolidated entities	5,810,500			581,050			
Net cash used in investing activities		(15,271,148)		(16,483,786)			
Cash flows from financing activities:							
Proceeds from bank loans		16,500,000		-			
Payments on bank loans		(14,000,000)		-			
Loan origination fees		(4,210)	-				
Acquisition of preferred stock		(1 <i>7,</i> 560)		(40,960)			
Acquisition of common stock		(241,301)		(22,300)			
Cash dividends paid		(8,995,062)		(9,006,315)			
Net cash provided by (used in) financing activities		(6,758,133)		(9,069,575)			
Net change in cash and cash equivalents		(365,549)		(4,075,949)			
Cash and cash equivalents at beginning of year		3,933,244		6,462,516			
Cash and cash equivalents at end of period	\$	3,567,695	\$	2,386,567			
Short term investment securities at end of period	\$	-	\$	10,111,274			
Total cash, cash equivalents, and short term investment securities	\$	3,567,695	\$	12,497,841			
Supplemental cash flow information: Cash payments (refunds) of income taxes	\$	(541,867)	\$	(1,953,442)			
	_		¢	(1,730,442)			
Cash paid for interest	\$	904,721	\$				

I, Jonathan M. Cage, hereby certify that the accompanying unaudited consolidated balance sheets of North State Telecommunications Corporation and Subsidiaries as of September 30, 2012 and 2011 and the related unaudited consolidated statements of income, stockholders' equity and comprehensive income, and cash flows for the nine months then ended have been prepared from the Corporation's and Subsidiaries' accounting records. Internal accounting controls and review procedures provide assurance that these statements are materially accurate.

This is the 24th day of October 2012.

VP-CFO, Secretary and Treasurer

Greathan M Cage

BOARD OF DIRECTORS

J. Patrick Harman—Chairman Royster Tucker III—Vice Chairman C. Hayden McKenzie Jonathan M. Cage William H. Dula David L. Harman Coulson S. Mucher Sarah M. Olson Lizbeth W. Privette

OFFICERS

J. Patrick Harman Chairman and Chief Executive Officer

Royster Tucker III
Vice Chairman, President
and Chief Operating Officer

Jonathan M. Cage Vice President, Chief Financial Officer, Secretary and Treasurer James D. McCarson
Vice President,
Corporate Administration

W. Mark Dula Vice President, Technology and Operations

Richard P. Worden Vice President, Sales and Marketing

CORPORATE OFFICES

111 North Main Street, High Point, North Carolina 27260

Telephone: (336) 886-3600