

**Shenandoah Telecommunications Company**

500 Shentel Way

Edinburg, VA 22824

**PROXY**

This proxy is solicited on behalf of the Board of Directors

The undersigned hereby appoints Douglas C. Arthur, Ken L. Burch, and James E. Zerkel II, and each of them, as Proxies with full power of substitution, to vote all common stock of Shenandoah Telecommunications Company held of record by the undersigned as of March 20, 2009, at the Annual Meeting of Shareholders to be held on May 5, 2009, and at any and all adjournments and postponements thereof.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE THREE DIRECTOR NOMINEES**

**1. Election of Directors [Vote for three]**

**FOR ELECTION AS A DIRECTOR**

**Ken L. Burch, Richard L. Koontz, Jr. and Jonelle St. John**

To withhold authority to vote for any individual nominee, strike a line through the nominee's name listed above.

**Withhold authority to vote for all nominees listed above.**

**2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2009.**

**FOR APPROVAL**       **AGAINST APPROVAL**       **ABSTAIN**

**3. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting and any adjournment or postponement thereof.**

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR ALL DIRECTOR NOMINEES AND FOR THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP.**

**Please mark, sign exactly as name appears below, date, and return this proxy card promptly, using the enclosed envelope, whether or not you plan to attend the meeting.**

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When signing as attorney, executor, administrator, trustee, guardian, or agent, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.

Dated \_\_\_\_\_, 2009

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SIGNATURE

\_\_\_\_ I plan to attend the meeting

\_\_\_\_ Number of persons attending

\_\_\_\_ I cannot attend the meeting

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ADDITIONAL SIGNATURE (if held jointly)

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 5, 2009: The proxy statement and annual report to security holders are available at [www.shentel.com](http://www.shentel.com).**