

ATLANTIC TELE NETWORK INC /DE
Form DEF 14A
April 30, 2010

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Atlantic Tele-Network, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

Edgar Filing: ATLANTIC TELE NETWORK INC /DE - Form DEF 14A

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

**ATLANTIC TELE-NETWORK, INC.
600 Cummings Center
Beverly, MA 01915**

**NOTICE OF 2010 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD JUNE 16, 2010**

April 30, 2010

Dear Stockholder:

You are cordially invited to attend our Annual Meeting of Stockholders to be held at the Wylie Inn and Conference Center at 295 Hale Street, Beverly, MA 01915 on Wednesday, June 16, 2010 at 10:00 a.m., for the following purposes:

1. To elect seven directors to hold office until the next annual meeting of stockholders and until their respective successors are elected and qualified;
2. To ratify the selection of PricewaterhouseCoopers LLP as our independent auditor for the fiscal year ending December 31, 2010; and
3. To transact any other business that may properly come before the Annual Meeting or any adjournments or postponements thereof.

Stockholders of record at the close of business on April 22, 2010 are entitled to notice of, and to vote at, the Annual Meeting. During the ten days prior to the Annual Meeting, a list of such stockholders will be available for inspection during our ordinary business hours at our office at the address above.

Whether or not you expect to attend the meeting, please complete, date and sign the enclosed proxy card and mail it promptly in the enclosed postage prepaid envelope to ensure that your shares are represented at the Annual Meeting. If you attend the meeting and vote in person, your proxy will not be used.

By order of the Board of Directors,

Douglas J. Minster
Secretary

Table of Contents

TABLE OF CONTENTS

	Page
<u>GENERAL INFORMATION ABOUT VOTING</u>	<u>1</u>
<u>Who Can Vote</u>	<u>1</u>
<u>Voting</u>	<u>1</u>
<u>Quorum</u>	<u>2</u>
<u>Votes Required</u>	<u>2</u>
<u>Revocability of Proxies</u>	<u>2</u>
<u>Solicitation Expenses</u>	<u>2</u>
<u>Who to Contact for Additional Information</u>	<u>2</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>3</u>
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	<u>4</u>
<u>PROPOSAL 1 ELECTION OF DIRECTORS</u>	<u>5</u>
<u>Vote Required</u>	<u>5</u>
<u>Recommendation of our Board of Directors</u>	<u>5</u>
<u>DIRECTOR AND NOMINEE EXPERIENCE AND QUALIFICATIONS</u>	<u>6</u>
<u>PROPOSAL 2 RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR</u>	<u>8</u>
<u>Vote Required</u>	<u>8</u>
<u>Recommendation of our Board of Directors</u>	<u>8</u>
<u>CORPORATE GOVERNANCE</u>	<u>9</u>
<u>General</u>	<u>9</u>
<u>Determination of Independence</u>	<u>9</u>
<u>Director Nomination Process</u>	<u>10</u>
<u>Risk Management and Risk Assessment</u>	<u>11</u>
<u>Communications from Stockholders and Other Interested Parties</u>	<u>12</u>
<u>Board of Directors' Meetings and Committees</u>	<u>12</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>14</u>
<u>INDEPENDENT AUDITOR</u>	<u>15</u>
<u>Independent Auditor Fees and Services</u>	<u>15</u>
<u>Audit Committee Pre-Approval Policy and Procedures</u>	<u>15</u>
<u>Audit Committee Report</u>	<u>15</u>
<u>EXECUTIVE OFFICER COMPENSATION</u>	<u>17</u>
<u>Compensation Discussion and Analysis</u>	<u>17</u>
<u>Compensation Committee Report</u>	<u>23</u>
<u>2009 Summary Compensation Table</u>	<u>24</u>
<u>Outstanding Equity Awards at Fiscal Year-End 2009</u>	<u>25</u>
<u>Option Exercises and Stock Vested in 2009</u>	<u>25</u>
<u>Securities Authorized for Issuance Under Equity Compensation Plans</u>	<u>26</u>
<u>Non-Qualified Deferred Compensation Plan Transactions in 2009</u>	<u>26</u>
<u>Potential Payments Upon Termination or Change of Control</u>	<u>27</u>
<u>DIRECTOR COMPENSATION</u>	<u>28</u>
<u>2009 Director Compensation Table</u>	<u>28</u>
<u>RELATED PERSON TRANSACTIONS</u>	<u>30</u>
<u>Policy on Related Person Transactions</u>	<u>30</u>
<u>ADDITIONAL INFORMATION</u>	<u>30</u>
<u>Stockholder Proposals for 2010 Annual Meeting</u>	<u>30</u>
<u>Householding of Annual Meeting Materials</u>	<u>30</u>
<u>Annual Report and Other SEC Filings</u>	<u>30</u>

Table of Contents

**ATLANTIC TELE-NETWORK, INC.
600 Cummings Center
Beverly, MA 01915**

**PROXY STATEMENT
FOR THE 2010 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 16, 2010**

GENERAL INFORMATION ABOUT VOTING

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Atlantic Tele-Network, Inc., a Delaware corporation, for use at the 2010 Annual Meeting of Stockholders to be held on June 16, 2010, or any adjournments or postponements thereof.

We are mailing this proxy statement together with our Annual Report to Stockholders for the year ended December 31, 2009 on or about May 10, 2010. Our Annual Report to Stockholders includes a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, excluding exhibits.

Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on June 16, 2010: This Proxy Statement and our 2009 Annual Report to Stockholders are available at <https://materials.proxyvote.com/049079>.

Who Can Vote

Only stockholders of record at the close of business on April 22, 2010 are entitled to vote at the Annual Meeting. On that date, 15,282,785 shares of common stock, par value \$.01 per share, were outstanding, each share entitled to one vote. If your shares are registered directly in your name with our transfer agent, you are considered the stockholder of record with respect to those shares. If your shares are held in a brokerage account or by a bank or other holder of record, you are considered the beneficial owner of those shares. As a beneficial owner, you may direct your broker or other holder of record on how to vote your owned shares by following their instructions.

Voting

You may vote your shares held of record either by attending the meeting and voting in person or by proxy. To vote in person, you must attend the Annual Meeting and cast your vote. You do not need to register in advance to attend the Annual Meeting. If you choose to vote by proxy, you must complete, sign and date the enclosed proxy card and return it in the enclosed postage prepaid envelope. No postage is necessary if the proxy card is mailed in the United States. If you vote by mail and your proxy card is received in time for voting and not revoked, your shares will be voted at the Annual Meeting in accordance with your instructions. If no instructions are indicated, the shares represented by the proxy card will be voted by the proxy holders:

FOR the election of the director nominees named herein;

FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditor; and

in accordance with the judgment of the proxy holders named on the proxy card as to any other matter that is properly brought before the Annual Meeting, or any adjournments or postponements thereof.

If you hold your shares through a bank, broker or other nominee, they will give you separate instructions for voting your shares and you must make arrangements with your broker, bank or other nominee in advance of the Annual Meeting to vote your shares in person.

Table of Contents

Quorum

The holders of a majority of the outstanding shares of common stock entitled to vote at the Annual Meeting, whether present in person or represented by proxy, will constitute a quorum for the transaction of business at the Annual Meeting. If a quorum is not present at the Annual Meeting, the stockholders present may adjourn the Annual Meeting from time to time, without notice, other than by announcement at the meeting, until a quorum is present or represented. At any such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the original meeting. Abstentions, votes withheld and broker non-votes will be counted for purposes of determining whether a quorum is present at the Annual Meeting.

Votes Required

Proposal 1, the election of each director nominee, requires the affirmative vote of a plurality of the shares present, or represented by proxy, and entitled to vote on the matter. Proposal 2, the ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditor for 2010, requires the affirmative vote of a majority of the shares present, or represented by proxy, and entitled to vote on the matter.

We will not count shares that abstain from voting ("abstentions") on a particular matter as votes in favor of such matter. Similarly, we will not count broker non-votes as votes in favor of such matter. A broker non-vote occurs when a broker cannot vote a customer's shares registered in the broker's name because the customer did not send the broker instructions on how to vote on the matter and the broker is prohibited by law or stock exchange regulations from exercising its discretionary voting authority in the particular matter. Accordingly, broker non-votes will have no effect on the outcome of voting on Proposal 1. However, abstentions will be considered to be votes present and entitled to vote on Proposal 2, and they will have the effect of a vote against that proposal. Brokers will be entitled to vote a customer's shares in their discretion on Proposal 2, so there will be no broker non-votes on that proposal. Inspectors of election appointed by our Board will tabulate votes.

Revocability of Proxies

A proxy may be revoked at any time before it is exercised by delivering a written revocation or a duly executed proxy card bearing a later date to Atlantic Tele-Network, Inc., Attn: Secretary, 600 Cummings Center, Beverly, MA 01915. A proxy may also be revoked by voting in person at the Annual Meeting. If you hold your shares through a bank, broker or other nominee, you must make arrangements with your broker, bank or other nominee to revoke your proxy.

Solicitation Expenses

We will bear all costs of solicitation of proxies. In addition to solicitations by mail, our directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, telecopy and personal interviews. We will request brokers, banks, and other holders of record to forward proxy soliciting material to beneficial owners. We will reimburse them for their reasonable out-of-pocket expenses incurred in connection with the distribution of the proxy materials. In addition, we will engage BNY Mellon Shareowner Services and Broadridge Investor Communications Solutions, Inc., professional solicitors, to assist in the distribution of proxy materials to banks, brokers, nominees and intermediaries. The estimated cost for engaging these entities is approximately \$4,200 for any such services, plus reasonable out-of-pocket expenses.

Who to Contact for Additional Information

If you have questions about how to submit your proxy, or if you need additional copies of this proxy statement or the enclosed proxy card, please contact our proxy solicitor:

BNY Mellon Shareowner Services
c/o Mellon Investor Services
P.O. Box 358016
Pittsburgh, PA 15252-8016
Telephone (800) 522-6645

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information known to us as of April 6, 2010 (unless otherwise indicated in the footnotes to this table) with respect to the shares of our common stock that were beneficially owned as of such date by:

each person (including any partnership, syndicate or other group) known to us to be the beneficial owner of more than 5% of our outstanding shares of common stock;

each of our directors and each of the nominees seeking election as director;

our principal executive officer and our principal financial officer during the fiscal year ended December 31, 2009, and the three other most highly compensated executive officers who were serving as executive officers on December 31, 2009, whom we refer to collectively as our named executive officers; and

all of our directors and executive officers as a group.

The number of shares beneficially owned by each person listed below includes any shares which the person has a right to acquire on or before June 5, 2010 by exercising stock options or other rights to acquire shares. For each person listed below, the percentage set forth under "Percent of Class" was calculated based on 15,282,785 shares of common stock outstanding on April 6, 2010, plus any shares that person could acquire upon the exercise of any other rights exercisable on or before June 5, 2010. Except as indicated in the footnotes to this table, the persons named in the table have sole voting and investment power with respect to the shares shown as beneficially owned by them.

Beneficial Owners	Shares Beneficially Owned	
	Number	Percent of Class
Directors, Director Nominees and Named Executive Officers:		
Cornelius B. Prior, Jr.(1)	5,600,036	36.6%
Martin L. Budd	3,399	*
Thomas V. Cunningham(2)	2,268	*
Michael T. Flynn(3)		
Charles J. Roesslein(4)	2,076	*
Brian A. Schuchman(5)	23,149	*
Henry U. Wheatley(6)	17,486	*
Michael T. Prior(7)	143,585	*
Justin D. Benincasa(8)	79,467	*
William F. Kreisher(9)	49,762	*
John P. Audet(10)	25,026	*
Douglas J. Minster(11)	20,750	*
Other 5% Stockholders:		
FMR LLC(12)	1,938,800	12.7%
Royce & Associates, LLC(13)	849,235	5.6%
All Current Directors and Executive Officers as a group (11 persons)	5,967,004	39.0%

*
Less than 1%.

(1) Includes 500 shares owned by Gertrude Prior, Mr. Cornelius B. Prior, Jr.'s wife; 37,500 shares owned by the Katherine D. Prior Revocable Trust; 1,111,250 shares owned by the Cornelius B. Prior, Jr. 2004 Grantor Retained Annuity Trust for his children and 8,777 shares held by Tropical Aircraft Co. Mr. C.B. Prior, Jr. disclaims beneficial ownership of the shares owned by his wife and the Katherine D. Prior Trust. His address is P.O. Box 12030, St. Thomas, U.S. Virgin Islands 00801-5030. Excludes 400,000 shares owned by the Prior Family Foundation, a charitable trust for

Edgar Filing: ATLANTIC TELE NETWORK INC /DE - Form DEF 14A

Table of Contents

which Mr. C.B. Prior, Jr.'s wife serves as trustee. Mr. C.B. Prior, Jr. holds 3,127,349 shares in a margin account.

- (2) Includes 746 shares of restricted stock which vest ratably on May 15, 2010 and 2011.
- (3) Mr. Flynn is a nominee for director.
- (4) All shares are owned jointly with his spouse.
- (5) All shares are owned by the Brian A. Schuchman Declaration of Trust, for which Mr. Schuchman serves as trustee.
- (6) All shares are owned by the Henry U. Wheatley Revocable Trust, for which Mr. Wheatley serves as trustee. Mr. Wheatley will be completing his term as a director which expires as of the date of our Annual Meeting.
- (7) Includes 30,400 shares held by Mr. M. Prior's children as to which Mr. M. Prior disclaims beneficial ownership, and 45,685 shares owned jointly with his spouse, 20,000 shares of restricted stock (7,500 of which vest ratably on December 5, 2010, 2011 and 2012 and 12,500 of which vest ratably on February 11, 2011, 2012, 2013 and 2014) and 60,000 shares issuable on or before June 5, 2010, upon exercise of outstanding options.
- (8) Includes 5,494 shares owned by the Justin D. Benincasa Revocable Trust, for which Mr. Benincasa serves as trustee, 17,473 shares of restricted stock (2,223 of which vest on May 17, 2010; 5,250 of which vest ratably on December 5, 2010, 2011 and 2012 and 10,000 of which vest ratably on February 11, 2011, 2012, 2013 and 2014) and 56,500 shares issuable on or before June 5, 2010, upon exercise of outstanding options.
- (9) Includes 3,047 shares held jointly with Mr. Kreisher's spouse, 4,771 shares held in his Individual Retirement Account, 13,194 shares of restricted stock (4,444 of which vest ratably on September 17, 2010 and 2011, 3,750 of which vest ratably on December 5, 2010, 2011 and 2012 and 5,000 of which vest ratably on February 11, 2011, 2012, 2013 and 2014). Also includes 28,750 shares issuable on or before June 5, 2010, upon exercise of outstanding options.
- (10) Includes 3,125 shares of restricted stock (1,125 of which vest ratably on December 5, 2010, 2011 and 2012 and 2,000 of which vest ratably on February 11, 2011, 2012, 2013 and 2014). Also includes 15,500 shares issuable on or before June 5, 2010, upon exercise of outstanding options.
- (11) Includes 5,250 shares held jointly with Mr. Minster's spouse and 3,750 shares of restricted stock (750 of which vest ratably on December 5, 2010, 2011 and 2012, and 3,000 of which vest ratably on February 11, 2011, 2012, 2013 and 2014). Also includes 11,750 shares issuable on or before June 5, 2010, upon exercise of outstanding options.
- (12) Based on information contained in this holder's Schedule 13G/A filed with the SEC on February 16, 2010, which states that such shares are held by investment companies managed by subsidiaries of FMR LLC. According to the Schedule 13G/A, each of FMR LLC and Mr. Edward C. Johnson, 3rd, through their control of such investment companies, had sole dispositive power over all such shares and no voting power over any of such shares. The address of FMR LLC and Mr. Johnson is 82 Devonshire Street, Boston, MA 02019.
- (13) Based on information contained in this holder's Schedule 13G filed with the SEC on January 22, 2010. The address of Royce & Associates, LLC is 745 Fifth Avenue, New York, NY 10151.

Section 16(a) Beneficial Ownership Reporting Compliance

Edgar Filing: ATLANTIC TELE NETWORK INC /DE - Form DEF 14A

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires our executive officers and directors, and persons who own more than 10% of a registered class of our

Table of Contents

equity securities, to file with the SEC reports of their initial ownership and of changes in ownership of our common stock and provide us with copies of those reports. To our knowledge, based solely on review of the copies of such forms furnished to us and written representations from our executive officers and directors, for the fiscal year ended December 31, 2009, all Section 16(a) reports applicable to our executive officers, directors and 10% stockholders were timely filed, except as described below.

On January 21, 2009, Mr. Audet filed a late Form 4 reporting one transaction. On June 17, 2009, each of Msrs. Schuchman, Roesslein and Wheatley filed a late Form 4 reporting one transaction. On June 18, 2009, Mr. Budd filed a late Form 4 reporting one transaction. On June 19, 2009, Mr. Cunningham filed a late Form 4 reporting one transaction. On July 31, 2009, Mr. M. Prior filed a late Form 4 reporting one transaction.

PROPOSAL 1: ELECTION OF DIRECTORS

Stockholders are being asked to elect the following seven members to our Board of Directors to hold office until our next annual meeting of stockholders and until their respective successors are elected and qualified, subject to their earlier retirement, resignation or removal:

Cornelius B. Prior, Jr.
Martin L. Budd
Thomas V. Cunningham
Michael T. Flynn
Michael T. Prior
Charles J. Roesslein
Brian A. Schuchman

Each nominee has consented to his nomination and is expected to stand for election. However, if any nominee is unable or unwilling to serve, proxies will be voted for a replacement candidate nominated by our Board. Henry Wheatley, who is a current director and a member of our Audit and Compensation Committees, will be completing his term as a director, which expires as of the Annual Meeting. It is anticipated that the Board will fill the vacancy on the Audit and Compensation Committees created by Mr. Wheatley's departure immediately following the Annual Meeting. Biographical information for each of the nominees is set forth below under "Director and Nominee Experience and Qualifications."

Vote Required

Each director nominee must be elected by an affirmative vote of a plurality of shares present, or represented by proxy, at the Annual Meeting and entitled to vote on the election of directors. Votes withheld and broker non-votes will not be treated as votes cast and, therefore will not affect the outcome of the elections.

Recommendation of our Board of Directors

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE **FOR** THE ELECTION OF EACH OF THESE NOMINEES.

Table of Contents

DIRECTOR AND NOMINEE EXPERIENCE AND QUALIFICATIONS

Set forth below is biographical information about our current directors and the current director nominees whose terms will continue after the Annual Meeting.

Cornelius B. Prior, Jr., 76, is the Chairman of our Board of Directors. He served as our Chief Executive Officer and Chairman of the Board from 1998 through December 2005, at which time he retired as Chief Executive Officer. Mr. C.B. Prior, Jr. is also the Chairman of our subsidiary Guyana Telephone & Telegraph ("GT&T"), and a director of our subsidiary, Bermuda Digital Communications ("BDC"). Mr. C.B. Prior, Jr. has served as the Chairman of CANTO (the Caribbean Association of National Telecommunication Organizations) and presently is the Chairman of CCAA (Caribbean and Central American Action). He was a managing director and stockholder of Kidder, Peabody & Co. Incorporated, where he directed the Telecommunications Finance Group. A former Naval Officer and Fulbright Scholar, Mr. C.B. Prior, Jr. started his career as an attorney with Sullivan & Cromwell in New York. He is a former Trustee of Holy Cross College and member of the Visiting Committee to Harvard Law School. He is the father of Michael T. Prior, our President and Chief Executive Officer. Mr. C.B. Prior, Jr. earned his legal degree from the Harvard Law School.

Mr. C.B. Prior, Jr. was selected to serve as a director on our Board because of his extensive strategic involvement with the Company, including as its founder, former Chief Executive Officer and largest stockholder of the Company. Mr. C.B. Prior, Jr. has extensive knowledge of the telecommunications markets in the Caribbean, and brings valuable expertise and business judgment to the Company. For additional information regarding the Company's decision to select Mr. C.B. Prior, Jr. as a director and Chairman, please see "Corporate Governance Board Leadership and Structure."

Martin L. Budd, 69, has been a director of ours since May 2007, and is the Chair of our Compensation Committee and a member of our Audit Committee. He retired as a partner of the law firm of Day, Berry and Howard LLP (now Day Pitney LLP) effective December 31, 2006. Mr. Budd chaired that firm's Business Law Department and its Business Section and had particular expertise in federal securities laws, merger and acquisition transactions and strategic joint ventures. Mr. Budd is Chairman of the Connecticut Appleseed Center for Law and Justice and has served on the Legal Advisory Board of the National Association of Securities Dealers. He is a member of the National Executive Committee of the Anti-Defamation League. Mr. Budd earned his legal degree from the Harvard Law School.

Mr. Budd was selected to serve as a director on our Board because of his extensive background providing legal, regulatory and corporate governance advice to public companies.

Thomas V. Cunningham, 42, has been a director of ours since May 2008. He is currently the Chief Executive Officer of PTL Corporation, an internet services firm and, with his wife, owns the Baltimore Technology Park, LLC, a carrier-neutral data center serving the Baltimore, MD and Washington, D.C. area. He served as Chief Executive Officer of Alabanza Corporation from 1995 until 2007 when the company was sold to Navisite. He was the Chief Executive Officer of Bulkregister.com, Inc. from 1999 until 2006 when it was sold to Demand Media. He is a founding board member of the Institute for the Psychological Sciences, a graduate school in Crystal City, Virginia, and is a member of the Lumen Institute in Washington, D.C. In 2002, Mr. Cunningham was named Regional Entrepreneur of the Year by Ernst & Young.

Mr. Cunningham was selected to serve as a director on our Board due to his entrepreneurial background in the data center industry.

Michael T. Flynn, 61, is a nominee for our Board of Directors. Mr. Flynn is currently a director of Airspan Networks, Inc., a provider of wireless broadband equipment, CALIX, Inc., a manufacturer of broadband equipment, and iLinc Communications, Inc., a developer of internet conferencing software. Mr. Flynn has forty years of experience in the telecommunications wireline and wireless businesses, and spent ten years as an officer at Alltel Corporation prior to his retirement in 2004. He also previously

Table of Contents

served as an officer of Southwestern Bell Telephone Co. from 1991-1994. Mr. Flynn has previously served on the board of directors of WebEx Communications, Inc., a provider of internet collaboration services, from 2004 until 2007, and of Equity Media Holding Corporation, an owner and operator of television stations throughout the United States, from 2007 to 2008.

Mr. Flynn was selected to serve as a director on our Board due to his lengthy and broad operating experience in the telecommunications industry and his familiarity with certain of the assets and members of the senior executive team of the Company's U.S. wireless business.

Michael T. Prior, 45, has been our President and Chief Executive Officer since December 2005. He was elected to the Board in May 2008. Mr. M. Prior also serves as a director of GT&T, BDC and ION Holdco, LLC. Mr. M. Prior joined the Company in 2003 as our Chief Financial Officer and Treasurer. Before joining us, Mr. M. Prior was a partner with Q Advisors LLC, a Denver-based investment banking and financial advisory firm focused on the telecommunications sector. From 1999 to 2002, he headed corporate development for LighTrade, Inc., a telecommunications infrastructure provider. From 1998 to 1999, Mr. M. Prior was a member of ComSpace Development LLC, a seed investment concern in the communications industry and an early investor in LighTrade. From 1992 to 1998, Mr. M. Prior was a corporate lawyer with Cleary Gottlieb Steen & Hamilton in London and New York and Perkins Coie LLP in Seattle. He is the son of Cornelius B. Prior, Jr., Chairman of our Board. In 2008, Mr. M. Prior was named Entrepreneur of the Year for the New England Region by Ernst & Young and One of America's Best CEOs by DeMarche Associates, Inc.

Mr. M. Prior was selected to serve as a director on our Board due to his position as Chief Executive Officer of the Company and his broad experience in many sectors of the telecommunications industry.

Charles J. Roesslein, 61, has been a director of ours since April 2002 and is the Chair of our Audit Committee and a member of our Compensation Committee. He currently is the Chief Executive Officer of Austin Tele-Services Partners, LP and has been a director of National Instruments Corporation since July 2000. He is a retired officer of SBC Communications. Mr. Roesslein previously served as Chairman of the Board of Directors, President and Chief Executive Officer of Prodigy Communications Corporation from June of 2000 until December of 2000. He served as President and Chief Executive Officer of SBC-CATV from October 1999 until May 2000, and as President and Chief Executive Officer of SBC Technology Resources from August 1997 to October 1999.

Mr. Roesslein was selected to serve as a director on our Board due to his financial expertise, and previous and current positions held with other telecommunications companies. Mr. Roesslein is qualified as an "audit committee financial expert" under SEC guidelines.

Brian A. Schuchman, 41, is the founder of Commnet Wireless, LLC, which we acquired in 2005. He joined our Board in May 2007. Mr. Schuchman has spent more than 15 years as an operator and entrepreneur in the wireless telecommunications industry. He founded Commnet Wireless, LLC in 2000 and served as its Chairman and Chief Executive Officer from its inception until July 2006. In 2000, he also co-founded a wireless telecommunications equipment distributor, Commnet Supply, which was sold in April 2004. In the early and mid 1990's, Mr. Schuchman partnered with rural cellular license holders to build-out and manage numerous wireless markets which were later sold. In 1995, Mr. Schuchman founded Cellular Infrastructure Supply (CIS), one of the first companies to resell cellular switching and base station equipment. CIS was sold to World Access, Inc. in 1997. He continued to manage CIS until early 2000. In 2003, Mr. Schuchman was named Entrepreneur of the Year for the Greater Chicago Region by Ernst & Young.

Mr. Schuchman was selected to serve as a director on our Board due to his previous experience with the Company's Commnet subsidiary, and his broad experience and repeated success as an entrepreneur in the telecommunications industry.

Table of Contents

PROPOSAL 2: RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR

The Audit Committee of our Board of Directors has selected PricewaterhouseCoopers LLP ("PricewaterhouseCoopers") as our independent auditor to perform the audit of our financial statements and our internal control over financial reporting for 2010. In making its selection, the Audit Committee conducted a thorough review of PricewaterhouseCoopers' performance, including consideration of the following:

PricewaterhouseCoopers' performance on the audit, including the quality of the engagement team and the firm's experience, client service, responsiveness and technical expertise;

The record of the firm against comparable accounting firms in various matters such as regulatory, litigation and accounting matters;

The firm's financial strength and performance; and

The appropriateness of fees charged by the firm.

PricewaterhouseCoopers was our independent auditor for the year ended December 31, 2009.

The Board of Directors recommends that stockholders ratify the selection of PricewaterhouseCoopers as our independent auditor. Although ratification is not required by our bylaws or otherwise, the Board is submitting the selection of PricewaterhouseCoopers to our stockholders for ratification as a matter of good corporate practice. If the selection is not ratified, the Audit Committee will consider whether it is appropriate to select another registered public accounting firm. Even if the selection is ratified, the Audit Committee in its discretion may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders.

Vote Required

The ratification of the appointment of PricewaterhouseCoopers as our independent auditor for 2010 requires a majority of the votes present, or represented by proxy, at the Annual Meeting and entitled to vote thereon.

Recommendation of our Board of Directors

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE **FOR** THE RATIFICATION OF THE SELECTION OF THE INDEPENDENT AUDITOR.

Table of Contents

CORPORATE GOVERNANCE

General

The role of the Board of Directors is to ensure that we are managed for the long-term benefit of our stockholders. The Board periodically reviews and advises management with respect to our annual operating plans and strategic initiatives. The Board has adopted corporate governance principles to assure full and complete compliance with all applicable corporate governance standards.

During the past year, we have reviewed our corporate governance practices in comparison to the practices of other public companies and to ensure they comport with guidance and interpretations provided by the SEC and the Nasdaq Stock Market.

We have adopted a written Code of Ethics that applies to all of our employees and agents, including, but not limited to, our principal executive officer, principal financial officer and principal accounting officer, or persons performing similar functions. Our Code of Ethics, Compensation Committee Charter and Audit Committee Charter are available on our website at www.atni.com and may be obtained free of charge upon request by writing to us at Atlantic Tele-Network, Inc., Attn: Secretary, 600 Cummings Center, Beverly, MA 01915.

Board Leadership Structure

Our Board of Directors is committed to maintaining responsible and effective corporate governance and is focused on the interests of our stockholders. It has determined that its leadership structure, including Mr. Cornelius B. Prior, Jr. serving as Chairman, our Chief Executive Officer serving as a director, and the composition of independent directors for each of the Audit and Compensation Committees of the Board, best serves the Company and its stockholders. Our Board brings strong leadership and industry expertise to inform the management and direction of the Company on behalf of our stockholders. Mr. C.B. Prior, Jr., who has served as our Chairman since 1997, was also our Chief Executive Officer until December 2005. He controls approximately 36% of our outstanding common stock and possesses extensive investment and financial management experience and has a long history and familiarity with the Company and many of its Caribbean operating markets. Management and the Board of Directors work together to try to focus the Board on major questions of governance, succession and setting the Company's overall operating and investment strategy.

Determination of Independence

Nasdaq rules require that a majority of our directors be "independent" and that we maintain a minimum three-person audit committee whose members satisfy heightened independence requirements. A director qualifies as "independent" if our Board affirmatively determines that the director does not have a relationship with us, an affiliate of ours, or otherwise which, in the opinion of the Board, would interfere with the exercise of independent judgment in discharging his or her duties as a director. Nasdaq rules preclude an affirmative determination by the Board that a director is independent if:

a director who is, or was at any time during the past three years, employed by us or by any subsidiary of ours;

a director who accepted or has a family member who accepted any compensation from us or any subsidiary of ours in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than: (i) compensation for board or board committee service, (ii) compensation paid to a family member who is an employee (other than the executive officer) of the company, or (iii) benefits under a tax-qualified retirement plan, or non-discretionary compensation;

Table of Contents

a director who is a family member of an individual who is, or at any time during the past three years was, employed by us or a subsidiary of ours as an executive officer;

a director who is, or has a family member who is, a partner in, or a controlling stockholder or an executive officer of, any organization to which we made, or from which we received, payments for property or services in the current or any of the past three fiscal years that exceed the greater of 5 percent of the recipient's consolidated gross revenues for that year, or \$200,000, whichever is more, other than: (i) payments arising solely from investments in our securities or (ii) payments under non-discretionary charitable contribution matching programs;

a director who is, or has a family member who is, employed as an executive officer of another entity where at any time during the past three years any of our executive officers have served on the compensation committee of such other entity; or

a director who is, or has a family member who is, a current partner of our outside auditor, or was a partner or employee of our outside auditor who worked on our audit at any time during any of the past three years.

Based on the Nasdaq rules, our Board has determined that Messrs. Budd, Cunningham, Flynn, Roesslein and Wheatley are independent for purposes of SEC rules and Nasdaq listing compliance. Our Board's determinations included reviewing the following relationships and transactions, which the Board concluded did not affect the independence of the applicable director or director nominee:

Mr. Budd. Mr. Budd is a former partner of the law firm of Day, Berry and Howard, LLP, which is now known as Day Pitney LLP ("Day Pitney"), and had served as our general outside counsel for a number of years until his retirement on December 31, 2006. From time to time, our Chairman has engaged, in an individual capacity, Day Pitney for legal services.

Mr. Cunningham. Baltimore Technology Park, LLC, which is majority owned by Mr. Cunningham and his wife, manages the web hosting facilities of the University of the Virgin Islands Research and Technology Park (the "Technology Park"), located in the US Virgin Islands. Tropical Tower, Ltd., a separate company majority owned by our Chairman, provides certain telecommunications services to the Technology Park. The operator of the Technology Park has asked Messrs. Cunningham and C.B. Prior, Jr. to enter into a buy-sell agreement in which each of them would be able to buy the other's operations if the other defaulted in his obligations to the Technology Park.

Mr. Wheatley. Until March 2009, Mr. Wheatley was a minority investor in, and the Chairman of the Board of, Coral World (Virgin Islands), Inc. ("Coral World"), a marine theme park owner and operator, in which our Chairman is a majority investor. In March 2009, in consideration of 6,000 shares of stock of the Company with a market value at the time of the transaction of approximately \$90,000, Mr. Wheatley sold his interest in Coral World to our Chairman. Subsequently, Mr. Wheatley resigned his position on the Board of Coral World. Mr. Wheatley will be completing his term as a director which expires as of the date of our Annual Meeting.

Our Chairman is the father of our Chief Executive Officer.

Director Nomination Process

Our Board does not have a standing nominating committee or any other committee performing similar functions or a charter governing the nomination process. Instead, our independent directors consider director nominees, whether proposed by a stockholder or identified through the Company's processes, in accordance with our Nominating Guidelines and Procedures, as adopted by the Board in February 2007. The independent directors do not rely on a fixed set of qualifications for director nominees but apply general criteria intended to ensure that the Board includes members with

Table of Contents

significant breadth of experience, knowledge and abilities as well as financial and industry expertise to assist the Board in performing its duties. Minimum qualifications for director nominees include: a reputation for integrity, honesty and adherence to high ethical standards; demonstrated business acumen, experience and judgment related to the objectives of the Company; and the commitment to understand the Company and its industry and actively participate on the Board. Our Board is committed to diversity, and also considers nominees based on their differences of viewpoint, professional experience, education, skill and other characteristics. Director nominees are then recommended to the Board by a majority of our independent directors. In view of the responsibility conferred on the independent directors and the procedures and criteria identified in the Nominating Guidelines and Procedures, our Board feels that there is no additional benefit to us or to our stockholders from the creation of a nominating committee at this time.

In selecting director nominees pursuant to the Nominating Guidelines and Procedures, the Board's independent directors shall consider candidates submitted by stockholders and shall evaluate such candidates in the same manner and using the same criteria as all other director nominee candidates. To submit a director nominee candidate, stockholders should submit the following information: (a) the candidate's name, age and address, (b) a brief statement of the reasons the candidate would be an effective director, (c) the candidate's principal occupation or employment for the past five years and information about any positions on the board of directors of other companies, (d) any business or other significant relationship the candidate has had with us and (e) the name and address of the stockholder making the submission. The Board's independent directors may also seek additional information regarding the director nominee candidate and the stockholder making the submission. All submissions of director nominee candidates made by stockholders should be sent to Atlantic Tele-Network, Inc., Attn: Secretary, 600 Cummings Center, Beverly, MA 01915 and must comply with applicable timing requirements.

Risk Management and Risk Assessment

In accordance with Nasdaq requirements, our Audit Committee has the primary responsibility for the oversight of risk management and risk assessment, including the Company's major financial risk exposures and the steps management has undertaken to control such risks. Our Board of Directors remains actively involved in such oversight of risk management and assessment and receives periodic presentations from our executive officers and certain of their direct reports, as the Board of Directors may deem appropriate. This includes discussions of the Company's balance sheet and capital structure in light of potential capital needs and projections of operating cash flows and the risks to such cash flows. While the Board of Directors maintains such oversight responsibility, management is responsible for the day-to-day risk management processes and makes detailed recommendations on sources and uses of capital. The Board of Directors believes this division of responsibility is the most effective approach for addressing the risks facing the Company. As a general matter, management and the Board of Directors seek to mitigate major risks to the Company's financial condition by striving to maintain a level of debt to cash flows that allows the Company to survive short-term unforeseen reductions in cash flow or unanticipated large capital spending needs. To date, the Board of Directors believes that the Company has maintained a much more conservative level of debt (relative to cash flows) than most of its peers in the telecommunications industry.

For the year ended December 31, 2010, our management, in consultation with the Board, reviewed the Company's compensation policies and practices for employees generally as they relate to risk management. As part of this process, management reviewed the Company's cash and equity incentive compensation plans and practices applicable to all employees to determine whether such programs create incentives that might motivate inappropriate or excessive risk-taking. In the course of such review, the following mitigating features of the Company's incentive compensation programs were considered: (1) the Company's focus on multiple year vesting periods for all equity compensation;

Table of Contents

(2) management's practice of conservative awards of annual cash bonus payments; (3) the relatively low level of stock option participation among senior management; and (4) the use of restricted stock awards to encourage management to balance "upside" and "downside" risk. As a result of this process, there were no recommended changes to the Company's incentive compensation programs.

Communications from Stockholders and Other Interested Parties

To communicate with our Audit Committee regarding issues or complaints about questionable accounting, internal accounting controls or auditing matters, contact the Audit Committee by writing to Audit Committee, Atlantic Tele-Network, Inc., 600 Cummings Center, Beverly, MA 01915.

To send communications to the Board or to individual directors, stockholders should write to Board of Directors, Atlantic Tele-Network, Inc., 600 Cummings Center, Beverly, MA 01915. All communications received will be directly sent to the Board or to individual members of our Board, as addressed.

Board of Directors' Meetings and Committees

During 2009, our Board met five times either by conference call or in person. In 2009, no director attended fewer than 75% of the meetings of the Board or the meetings of the committee(s) on which he served. Although we do not have a policy requiring our directors to attend the Annual Meeting, all of our then-current directors attended last year's annual meeting of stockholders.

Our Board has established two standing committees: the Audit Committee and the Compensation Committee. The current membership of each committee is as follows:

Audit Committee

Charles J. Roesslein, *Chair*
Martin L. Budd
Henry U. Wheatley

Compensation Committee

Martin L. Budd, *Chair*
Charles J. Roesslein
Henry U. Wheatley

All members of both committees are independent as defined in the listing standards of Nasdaq. Mr. Wheatley will be completing his term as director, which expires as of the date of our Annual Meeting. Copies of the charters of the Audit Committee and Compensation Committee, as adopted and amended by our Board, are available in the "Investor Relations" section of our website at www.atni.com.

Audit Committee

During 2009, the Audit Committee met eight times either by conference call or in person. The functions of the Audit Committee include:

Appointing, compensating, evaluating and overseeing our independent auditor;

Reviewing with our independent auditor the plan and scope of the audit, its status during the year and any recommendations the independent auditor may have for improving or changing the audit and control environment;

Pre-approving the services provided by our independent auditor;

Discussing with management and our independent auditor the adequacy of internal accounting and financial controls and, if deemed necessary or appropriate, discussing with each of them, independently of the other, any recommendations on matters that any of them considers to be of importance;

Table of Contents

Reviewing our accounting principles, policies and practices and financial reporting policies and practices;

Reviewing our Code of Ethics, the Audit Committee Charter, any other relevant Company policies and the oversight of other compliance matters;

Reviewing, prior to publication or filing, our annual audited financial statements, quarterly earnings releases and the disclosures that are to be included in our reports on Form 10-Q and Form 10-K, as well as such other information as the Committee deems desirable; and

Undertaking other duties as assigned by our Board.

Our Board has determined that each current member of the Audit Committee meets the financial literacy requirements of Nasdaq. It has also determined that Mr. Roesslein, who is currently the Chair of the Audit Committee and a director nominee for re-election, qualifies as an "audit committee financial expert" under the rules of the SEC and meets the financial sophistication requirements of Nasdaq. In addition, our Board has determined that each of the current members of our Audit Committee meet the Nasdaq and SEC standards for audit committee member independence.

Compensation Committee

The Compensation Committee met two times during 2009, and the Chairman of the Compensation Committee consulted and met several times with the Chief Executive Officer. The Compensation Committee also met once during 2010 to discuss 2009 compensation and bonus awards. The functions of the Compensation Committee include:

Reviewing and determining the compensation of our Chief Executive Officer and reviewing and recommending to the Board the compensation of our other executive officers;

Reviewing with the Chief Executive Officer the compensation of the managers of the Company's key operating units;

Developing, administering and taking all action required or permitted to be taken by the Board under our stock-based incentive plan;

Reviewing and recommending to the Board the compensation of our directors;

Reviewing and making recommendations to the Board regarding the level, coverage, and competitiveness (based on industry data) of our compensation (including salary and bonus), incentives (both current and long-term), benefits (including profit sharing, group health coverage, disability coverage and life insurance benefits, and use of our stock in option, bonus, or appreciation arrangements), and other perquisites; and

Undertaking such other functions as are assigned to the Compensation Committee by the Board.

The Compensation Committee meets several times each year to carry out these responsibilities. Early in the year, the Compensation Committee begins its analysis by reviewing the compensation trends and practices of the Company's identified peer group against the current compensation of the Company's Chief Executive Officer and to some extent, the Company's other executive officers. Following this review, the Chief Executive Officer typically meets with the Chairman of the Compensation Committee in order to discuss the draft compensation recommendations, performance analysis and future objectives of each of the executive officers of the Company and provides the Chairman with a memorandum detailing the Company's performance and individual executive officer performance for the year. Upon the request of the Compensation Committee, the Chief Executive Officer may engage in a detailed discussion of the performance of an executive officer or a

manager of the Company's key operating units. The Compensation Committee has been authorized by the Board of Directors to delegate to the Chief Executive Officer the power to make awards under the Company's

Table of Contents

2008 Equity Plan to certain key employees of the Company following consultation with the Compensation Committee.

The Compensation Committee determines the compensation of the Chief Executive Officer in an executive session, following its review of the CEO's performance against his goals for the year, the growth and performance of the Company, his leadership skills for the previous year, his self-analysis and for the prior year's performance, and any other relevant factors.

For further information about the Compensation Committee's practices, please see "Compensation Discussion and Analysis," under "Executive Officer Compensation," below.

Compensation Committee Interlocks and Insider Participation

During or prior to the fiscal year ended December 31, 2009, no member of our Compensation Committee was an officer or employee of ours or our subsidiaries or, to our knowledge, had relationships requiring disclosure under the SEC rules. In making these statements, we have relied in part upon representations of those directors.

Table of Contents**INDEPENDENT AUDITOR**

PricewaterhouseCoopers has audited our accounts since 2002. Our Audit Committee has appointed PricewaterhouseCoopers to be our independent registered public accounting firm for 2010 and we are asking stockholders to ratify this appointment in Proposal 2. The services provided by PricewaterhouseCoopers LLP in 2010 are expected to include, in addition to performing the consolidated audit, audits of certain foreign subsidiaries; review of quarterly reports; issuance of letters to underwriters in connection with registration statements, if any, we may file with the SEC and consultation on accounting, financial reporting, tax and related matters. A representative of PricewaterhouseCoopers is expected to be at the meeting and will have an opportunity to make a statement and respond to questions.

Independent Auditor Fees and Services

The following table presents the aggregate fees for professional services rendered to us by PricewaterhouseCoopers for the years ended December 31, 2009 and 2008:

	2009	2008
Audit Fees(1)	\$ 1,216,719	\$ 1,091,000
Audit Related Fees		
Tax Fees		
All Other Fees		
Total Fees	\$ 1,216,719	\$ 1,091,000

- (1) Represents fees for professional services rendered for the audits of our consolidated financial statements, audits of certain foreign subsidiaries and assistance with various documents filed with the SEC.

Audit Committee Pre-Approval Policy and Procedures

In accordance with its written charter, our Audit Committee pre-approves all audit and non-audit services, including the scope of contemplated services and the related fees, that are to be performed by PricewaterhouseCoopers, our independent registered public accounting firm. The Audit Committee's pre-approval of non-audit services involves consideration of the impact of providing such services on PricewaterhouseCooper's independence. The Audit Committee is also responsible for ensuring that any approved non-audit services are disclosed to stockholders in our reports filed with the SEC. PricewaterhouseCoopers did not perform any non-audit services for us in fiscal years 2009 or 2008.

Audit Committee Report

As members of the Audit Committee of the Board of Directors of Atlantic Tele-Network, Inc., we have reviewed and discussed with management our audited financial statements as of and for the year ended December 31, 2009.

The Audit Committee discussed with the independent registered public accountants the matters required to be discussed by Statement of Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee received from the independent registered public accountants the written disclosures and letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accountants' communications with the Audit

Table of Contents

Committee concerning independence, discussed their independence with them and satisfied itself as to the independence of the independent registered public accountants.

We have also considered whether the provision of services by PricewaterhouseCoopers not related to the audit of the financial statements referred to above and to the reviews of the interim financial statements included in our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009, June 30, 2009 and September 30, 2009, is compatible with maintaining the independence of PricewaterhouseCoopers LLP.

Based on the reviews and discussions referred to above, we have recommended to the Board of Directors that the audited financial statements referred to above be included in our Annual Report on Form 10-K for the year ended December 31, 2009.

By the Audit Committee

Charles J. Roesslein, *Chair*
Martin L. Budd
Henry U. Wheatley

Table of Contents

EXECUTIVE OFFICER COMPENSATION

Compensation Discussion and Analysis

Our Compensation Committee of the Board of Directors has responsibility for establishing, implementing and maintaining the compensation program for our executive officers. For the purposes of this Compensation Discussion and Analysis, "executive officers" and "executives" means the individuals who served as our Chief Executive Officer and Chief Financial Officer during fiscal 2009, as well as the other individuals included in the *Summary Compensation Table* on page 21 below.

Compensation Philosophy

The primary objective of our executive compensation program is to attract, retain and reward executive officers who contribute to our long-term success and to maintain a reasonably competitive compensation structure as compared with similarly situated companies. We seek to align compensation with the achievement of business objectives and individual and Company performance. The annual cash bonus opportunity together with equity compensation that we provide our executive officers are our main incentive compensation tools to accomplish this alignment, as described below.

A core principle of our compensation philosophy is that we believe a successful compensation program requires the application of judgment and subjective determinations of individual performance. We do not apply a formulaic or mathematical approach to executive compensation. Our Compensation Committee retains discretion to apply its judgment to adjust and align each individual element of our compensation program with the broader objectives of our compensation program and the overall performance and condition of our company at the time final compensation decisions are made. We believe that our lean management structure, the degree of involvement and communications between our Board of Directors and our senior management team and our corporate culture give us the opportunity to use this approach.

We do not have any employment, severance or change of control agreements with any of our executives. We do not rely on executive compensation consultants. From time to time, our Compensation Committee does consider the compensation of executive officers at other companies in order to assess the compensation that we offer our executives officers, as discussed below.

External Market Practices and Our Positioning

Generally, we seek to offer executive compensation that is reasonably competitive with companies of a similar size headquartered in New England, particularly publicly traded companies. Defining a relevant "peer group" for us is difficult because we have the complexity and geographic diversity (and attendant travel demands) of large multi-national companies but have similar total revenues and market capitalization to companies that tend to be focused on a very limited geographic area and provide limited services. Nonetheless, we believe that comparisons to certain other companies can provide us with a useful basic check, mainly for the compensation of our Chief Executive Officer and Chief Financial Officer.

For 2009, our Compensation Committee referred to the executive compensation paid at the following group of companies: Alaska Communications Systems Group, Inc., iPCS, Inc., Cincinnati Bell, Inc., NTELOS Holdings Corp., and Leap Wireless International Inc. Our Compensation Committee believed that these companies provided us with helpful indicators of competitive executive compensation levels and pay mix because, as a group, they had the following characteristics that are similar to ours: (1) they are telecommunications and technology companies; (2) several of them have both wireless and wireline operations; and (3) several of them are of similar size to the Company, adjusting for the consummation of the Alltel Transaction. However, our Compensation Committee regards comparisons of us to these companies as reference points only as such, we did not seek to

Table of Contents

establish any benchmark in reference to these companies or to require changes in our executive compensation to match changes in those companies' compensation.

Role of Chief Executive Officer in Compensation Decisions

At the end of the year, our Chief Executive Officer evaluates the performance of our other executive officers and makes compensation recommendations to our Compensation Committee based upon those evaluations. Our Compensation Committee retains full discretion in its determination of the compensation to be paid to our Chief Executive Officer and in its recommendations to the Board regarding the compensation to be paid to our other executive officers, including discretion to modify the recommendations of our Chief Executive Officer in determining the type and amounts of compensation paid to each executive officer. The Compensation Committee interacts directly with the Chief Executive Officer to evaluate his performance, in addition to conducting its own independent assessment of his performance and the performance of the Company during the year.

Elements of Compensation

Overview

Our executive compensation program is focused on three separate elements:

base salary;

annual cash bonuses; and

equity awards.

Other than as described below, our Compensation Committee does not have any specific policies or targets for the allocation or "pay mix" of these compensation elements.

Base Salary

We seek to set the base salary of each executive at a level that is competitive, taking into account the overall compensation history of the particular executive and our other executives and the base salaries paid by similarly situated companies. In addition to merit-based changes when warranted, our Compensation Committee generally recommends that base salaries increase annually at a rate that is slightly above or below cost-of-living adjustments, as represented by indicators like the Consumer Price Index. In addition to merit-based changes, larger increases (or decreases) may be made based on a change in responsibilities for the executive. Factors such as the expansion or contraction of the Company and the financial condition and prospects of the Company may also influence the amount of annual salary adjustments. From time to time, comparative market factors also may cause the Compensation Committee to make or recommend increases above the normal cost-of-living range.

Below is a chart showing the base salary rates for 2009 for the named executive officers, in comparison to those in effect in 2008. The base salary increases for 2009 were all roughly in the range of cost-of-living increases, with the individual increases falling above or below that range based on previous increases, the history of the executive's compensation with the Company, any expansion or

Table of Contents

diminution of the executive's responsibilities and the Board's general sense of whether the executive's compensation is at or below the executive's value to the Company.

Named Executive Officer			Annualized
	2009	2008	Percent Increase from 2008
Michael T. Prior	\$ 450,000	\$ 430,000	4.7%
Justin D. Benincasa	\$ 240,000	\$ 230,000	4.3%
William F. Kreisher	\$ 217,500	\$ 210,000	3.6%
John P. Audet	\$ 150,000	\$ 145,000	3.4%
Douglas J. Minster	\$ 157,000	\$ 153,000	2.3%

For 2010, the Compensation Committee determined to increase Mr. M. Prior's base annual salary to \$525,000, an increase of 16.6%, compared to his annual base salary for 2009. This action was taken by the Compensation Committee to recognize the growth and success of the Company under Mr. M. Prior's leadership and as part of a continuing effort to make his cash compensation more competitive, as compared to chief executive officers in similarly situated companies.

Annual Cash and Equity Bonuses

Annual Cash Bonus

We believe that a significant bonus opportunity, as measured as a percentage of the executive's base salary, motivates executive performance because it makes a significant amount of the executive's overall compensation contingent upon individual and company performance. Further, such approach enables the Company to avoid a higher fixed cost of annual base salaries and gives us the ability to control a major piece of compensation expense if the Company ever experiences a major business reversal.

For 2009, the annual bonus opportunity for our executive officers was as follows:

Named Executive Officer	2009 Annual Bonus Opportunity Expressed as % of Base Salary
Michael T. Prior	100%
Justin D. Benincasa	75%
William F. Kreisher	50%
John P. Audet	50%
Douglas J. Minster	50%

The actual amount of annual cash bonus paid is based on a highly subjective and non-formulaic review of a number of factors, including the performance of the individual, the performance of the Company as a whole and the financial condition and prospects of the Company. Actual bonuses paid can be greater or less than, or equal to, the stated bonus opportunity. Although broad performance objectives are identified at the beginning of each year as means to align individual behavior with Company objectives, it is communicated to each executive that the Compensation Committee and the Board always have the full discretion to determine the extent to which bonuses will be paid or not, regardless of the achievement of any such objectives. In general, the Compensation Committee believes that the extent to which annual bonuses are paid to the most senior members of our management team, such as our Chief Executive Officer and Chief Financial Officer, should be significantly tied to overall Company performance (as assessed by the Compensation Committee) and stock performance. Because our other executive officers exercise less influence over us as a whole than the Chief Executive Officer and Chief Financial Officer, the other executive officers' annual cash bonuses are more dependent upon an assessment of individual performance.

Table of Contents

At the end of the year, the Compensation Committee makes an overall assessment of the quality of each executive officer's performance during the year. For executive officers other than the Chief Executive Officer, this assessment is based largely on discussions between the Compensation Committee and the Chief Executive Officer. As noted above, the Compensation Committee interacts directly with the Chief Executive Officer to evaluate his performance, in addition to conducting its own independent assessment of his performance and the performance of the Company during the year.

For 2009, we paid the annual bonuses to our named executive officers described under the column entitled "Bonus" in the *Summary Compensation Table* for the reasons described below:

Our Chief Executive Officer was paid an annual bonus of \$550,000, representing 122% of his 2009 annual bonus opportunity. In addition to its own favorable assessment of the Chief Executive Officer's performance, the Compensation Committee took particular note of the signing of the agreement to purchase over 800,000 wireless subscribers in rural areas of six U.S. states, together with associated spectrum licenses and network equipment (the "Alltel Transaction"). The committee also noted a number of achievements including: (1) the continued growth and strong financial position of the Company, (2) the expansion of the Company's management talent below the Chief Executive Officer, (3) the success in obtaining federal stimulus grants and state subsidies related to the location of the Company's new U.S. wireless organization in Arkansas, and (4) external recognition of the Company's success under our Chief Executive Officer's leadership, such as the Company appearing on the *Forbes list of 200 Best Small Public Companies* for the third year in a row. Given these extraordinary achievements, particularly the Alltel Transaction, the Committee determined it was appropriate to grant a bonus to the Chief Executive Officer that exceeded his identified bonus opportunity for 2009.

Our Chief Financial Officer was paid an annual bonus of \$200,000, or 111% of his 2009 annual bonus opportunity. The Chief Financial Officer's annual bonus was based on a very favorable assessment of his individual performance and his participation in the Alltel Transaction and the Arkansas state subsidy approval. Similar to its thinking with respect to the Chief Executive Officer, the Compensation Committee and the Board of Directors concluded with respect to Mr. Benincasa that he should receive a bonus in excess of his stated bonus opportunity because of the transformational nature of the Alltel Transaction.

In reviewing with the Chief Executive Officer the recommendations for annual bonuses to be paid to the other executives, the Compensation Committee and the Board considered each officer's contribution to achieving the Company's financial performance and continued growth. In addition, in assessing each officer's performance and determining award amounts, the Compensation Committee and the Board acknowledged the following individual achievements:

With respect to Mr. Kreisher, his leading role in identifying and securing the opportunity represented by the Alltel Transaction justified awarding him a performance bonus that was substantially higher than his identified bonus opportunity and his performance bonus for the previous year;

With respect to Mr. Minster, his regulatory and political work related to the Company's applications for stimulus grants, his efforts and increased workload related to the Alltel Transaction, and his work on political and regulatory matters in Guyana; and

With respect to Mr. Audet, his continued contribution to the operations of the Company's business in Guyana, in particular work on the ongoing submarine cable project.

With respect to all three of these officers, the Company's strong financial performance was also a positive factor. As it does every year, the Board also considered issues of internal equity that would arise from the payment of these bonuses. Based on the foregoing, the Compensation Committee determined to pay the following annual bonuses to the other named executive officers: William F. Kreisher, \$175,000, or 167% of his 2009 annual bonus opportunity; Douglas J. Minster, \$70,000 or 91%

Table of Contents

of his 2009 annual bonus opportunity and John P. Audet, \$55,000, or 76% of his 2009 annual bonus opportunity.

Annual Equity Bonus

Under our 2008 Equity Incentive Plan, we may grant stock options, restricted stock and other equity awards to our directors, consultants and employees, including our executive officers. Awards made under the 2008 Plan may be granted subject to conditions and restrictions, including voting requirements, achievement of performance goals and forfeiture and recapture of shares upon certain events.

Historically, equity compensation has not been as significant a component of our executive compensation as it is for most of our peers and other public companies, although the Compensation Committee is considering increasing that component in future years as discussed further below. We have awarded significant equity compensation in connection with the hiring or promotions of executive officers. For new hires, the awards typically are made at the next regularly scheduled Compensation Committee meeting following the hire or promotion. In general, we have awarded stock options and restricted stock with time-based vesting schedules of four years, and, in the case of stock options, have had a term of either seven or ten years.

On February 11, 2010, the Compensation Committee granted the following equity compensation to the Company's named executive officers for their 2009 achievements:

	Stock Awards (shares)	Option Awards (shares)
Michael T. Prior	12,500	25,000
Justin D. Benincasa	10,000	20,000
William F. Kreisher	5,000	15,000
John P. Audet	2,000	
Douglas J. Minster	3,000	
Total	32,500	60,000

Both the stock and option awards vest ratably over a period of four years. The option awards have a ten year term and an exercise price of \$46.85 per share. In addition to these equity awards, the Compensation Committee also granted 15,750 shares of restricted stock (including 2,000 shares to an executive officer) and options to purchase 50,000 shares to non-executive officers of the Company. In making equity awards to our Chief Executive Officer, the Compensation Committee has considered that he is the son of the Company's Chairman and largest stockholder and therefore has awarded him less than the amount of equity that it believes would be more typical and competitive for his position with the Company and the considerable success of the Company under his leadership. The Compensation Committee has communicated this approach to the Chief Executive Officer.

In recent years, we have been increasing the amount of equity compensation we have been awarding. As we diversify and expand our business through acquisitions, we have added key employees throughout our operations and deepened and broadened our senior management team. The expansion of the senior management team in previous years included hiring our Chief Financial Officer, our Senior Vice President of Corporate Development and Vice President of Financial Planning. In 2009 it included hiring a team of three seasoned executives to focus on our international operations. Many of the individuals we compete for have worked for companies that have made equity compensation a greater part of overall compensation than we have or otherwise have an expectation of receiving greater equity compensation. To stay competitive in attracting and retaining talent in these circumstances, we needed to offer more equity compensation than in the past.

Table of Contents

While the Compensation Committee believes it is an important policy of the Board to seek to keep the aggregate shares underlying outstanding stock options and unvested restricted stock at a reasonable level in relation to our outstanding equity (calculated on a fully diluted basis), we believe that equity compensation will remain a critical recruitment, retention and incentive tool. To date, the Compensation Committee has kept this level below 5% of our outstanding equity, but it expects to review this policy with the full Board in 2010 and may consider exceeding that level as needed to attract, retain and motivate talented managers and ensure a strong alignment with stockholders' interests.

In approving the annual cash bonus and equity incentive awards, the Compensation Committee assesses the risks associated with the adoption of these awards, including the performance measures and goals for the awards, and for 2009 concluded that the equity incentive awards approved would not be likely to encourage excessive risk taking. Specifically, in making awards in February 2010 for 2009 performance and to significant new hires, the Compensation Committee considered the individual's role with the Company and the importance of balancing the growth incentive represented by stock option awards with the capital preservation incentives represented by restricted stock awards. For example, the Compensation Committee feels that the Chief Executive Officer and Chief Financial Officer benefit from significant outright stock ownership in order to discourage excessive risk taking.

Retirement, Benefits and Other Arrangements

In 2008, we adopted a deferred compensation plan for our executive officers. This plan is intended to provide retirement income to our executive officers. It was adopted to offset a reduction in our annual contributions to these executives' accounts under our 401(k) retirement plan that we instituted as a result of the consolidation of our 401(k) plan with similar plans of companies that we acquired. Under this plan, we make quarterly credits equal to 8% of the executive officer's then current base salary to an account on behalf of the executive. In addition to these quarterly credits, we may make additional credits in our sole discretion. See the description of the deferred compensation plan under the caption *Non-Qualified Deferred Compensation Plan Transactions in 2009* for more information. Except for this plan, our executive officers currently do not receive any benefits, including retirement, medical and dental, life and disability insurance, which are not also available to all of our employees. Except for the relocation expenses reimbursed to Mr. Kreisher described below, we did not provide any perquisites to any of our executive officers from 2007-2009.

We have no change of control agreements with, or severance plans with respect to, any of our executive officers. We reimburse employee relocation expenses on a case-by-case basis. In 2007, we reimbursed or paid on behalf of Mr. Kreisher approximately \$37,000 in relocation expenses he incurred in joining us as Senior Vice President, Corporate Development.

In 2009, Cornelius B. Prior, Jr. served us as the Chairman of our Board of Directors. For his service in 2009, Mr. C.B. Prior, Jr. received an annual fee of \$200,000 in place of the fees and stock grants provided to our other directors, plus certain basic employee benefits including retirement, medical, and dental and life insurance. We also provided him with the use of a company car, office space and secretarial assistance. The Compensation Committee determined that these arrangements were warranted based on Mr. C.B. Prior, Jr.'s long service to the Company and his continued contributions as a resource to our executive team and Board of Directors. In his capacity as Chairman, Mr. C.B. Prior, Jr. did not participate in any of our incentive compensation programs, nor did he receive any board meeting fees, but he did receive expense reimbursement available to all other directors. For 2010, the Compensation Committee in consultation with Mr. C.B. Prior, Jr., determined to reduce Mr. C.B. Prior, Jr.'s fee to \$100,000 in recognition that his level of involvement with the Company has been reduced. Similar to previous years, these payments will be in lieu of any other meeting fees payable to non-employee directors, and the Company will continue to provide the Chairman with the other benefits and support resources noted above.

Table of Contents

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on such review and discussions, we recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

**By the Compensation
Committee**

Martin L. Budd, *Chair*
Charles J. Roesslein
Henry U. Wheatley

Table of Contents**2009 Summary Compensation Table**

The table below summarizes the total compensation paid to, or earned by, each of our named executive officers for each of the last three fiscal years ended December 31, 2009.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (1)(6) (\$)	Option Awards (1)(6) (\$)	All Other Compensation(2) (\$)	Total (\$)
Michael T. Prior Chief Executive Officer	2009	450,000	550,000	585,625	309,657	52,023	1,947,305
	2008	430,000	250,000	234,620	138,877	43,600	1,097,097
	2007	410,000	205,000		350,591	24,000	989,591
Justin D. Benincasa Chief Financial Officer	2009	240,000	200,000	468,500	247,726	29,415	1,185,641
	2008	230,000	105,000	164,234	41,663	27,600	568,497
	2007	220,000	110,000		280,473	24,000	634,473
William F. Kreisher(3) Senior Vice President, Corporate Development	2009	217,500	175,000	234,250	185,795	26,677	839,222
	2008	210,000	85,000	117,310	34,719	24,880	471,909
	2007	72,000	35,000	329,800	385,651	37,189(4)	859,640
John P. Audet Vice President, Financial Analysis and Planning	2009	150,000	55,000	97,300		19,280	321,580
	2008	145,000	50,000	35,193	13,888	16,731	260,812
	2007	140,000	60,000		105,177	16,800	321,977
Douglas J. Minster(5) Vice President, General Counsel	2009	157,000	70,000	140,500		19,280	386,830
	2008	153,500	43,000	23,462	13,888	18,420	252,270
	2007	149,000	38,000		52,589	17,880	257,469

- (1) The amounts in this column reflect the grant date fair value presented in accordance with FASB ASC Topic 718, of awards granted pursuant to our equity incentive plans. Assumptions used in the calculation of these amounts for 2007 and 2008 awards are included in footnote 9 to our audited financial statements for the fiscal year ended December 31, 2009 included in our Annual Report on Form 10-K filed with the SEC on March 16, 2010. With respect to 2009 awards, which were granted on February 11, 2010, the grant date fair value of the options were determined using a Black Scholes option pricing model, based on the following assumptions:

Risk-free interest rate	2.7%
Expected dividend yield	3.0%
Expected life	6.25 years
Expected volatility	48.7%

- (2) Except with respect to Mr. Kreisher (see footnote 4), the amounts in this column reflect matching contributions made by us to each of the named executive officers pursuant to our Employee Savings Trust Plan, our 401(k) retirement savings plan, as well as contributions made by us to a non-qualified deferred compensation plan.
- (3) Mr. Kreisher joined us in August 2007. His annual salary and performance-based cash bonuses are reflected on a pro-rata basis for 2007.
- (4) Represents reimbursement of Mr. Kreisher's relocation costs.
- (5) Mr. Minster was a named executive officer for the years ended December 31, 2007 and 2009, but not for the year ended December 31, 2008.
- (6) Includes grants made on February 11, 2010 for 2009 achievements.

Table of Contents

Outstanding Equity Awards at Fiscal Year-End 2009

The table below sets forth additional information regarding the equity awards granted to our named executive officers that were outstanding as of December 31, 2009.

Name	Grant Date	Option Awards Number of Securities Underlying Unexercise Options(1)		Exercise Price	Expiration Date	Stock Awards Restricted Shares That Have Not Vested(1)	
		Exercisable	Unexercisable			Number of Shares	Market Value
Michael T. Prior President and Chief Executive Officer	12/5/08	5,000	15,000	23.78	12/5/18	7,500	412,125
	9/17/07	25,000	25,000	32.98	9/17/17		
	9/14/06	30,000	10,000	18.70	9/14/13		
Justin D. Benincasa Chief Financial Officer	12/5/08	1,500	4,500	23.78	12/5/18	5,250	288,488
	9/17/07	20,000	20,000	32.98	9/17/17		
	5/17/06	26,250	8,750	25.63	5/17/16		
William F. Kreisher Senior Vice President, Corporate Development	12/5/08	1,250	3,750	23.78	12/5/18	3,750	206,063
	9/17/07	27,500	27,500	32.98	9/17/17		
John P. Audet Vice President, Financial Analysis and Planning	12/5/08	500	1,500	23.78	12/5/18	1,125	61,819
	9/17/07	7,500	7,500	32.98	9/17/17		
	9/14/06	7,500	2,500	18.70	9/14/13		
Douglas J. Minster Vice President, General Counsel	12/5/08	500	1,500	23.78	12/5/18	750	41,213
	9/17/07	3,750	3,750	32.98	9/17/17		
	9/14/06	7,500	2,500	18.70	9/14/13		

(1) Vesting occurs 25% annually commencing one year from the date of grant.

Option Exercises and Stock Vested in 2009

None of our named executive officers exercised any stock options during the fiscal year ended December 31, 2009. The table below sets forth information regarding vesting during fiscal year 2009 of stock awards granted to our named executive officers.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)(1)
Michael T. Prior Chief Executive Officer	2,500	131,150
Justin D. Benincasa Chief Financial Officer	3,972	141,800
William F. Kreisher Senior Vice President, Corporate Development	3,472	182,363
John P. Audet Vice President, Financial Analysis and Planning	2,875	86,048
Douglas J. Minster Vice President, General Counsel	250	13,115

(1)

Reflects the market value of the shares based on the vesting date closing price of our common stock.

Table of Contents**Securities Authorized for Issuance Under Equity Compensation Plans**

The following table provides information regarding our equity compensation plans as of December 31, 2009:

Equity Compensation Plan Information

	(a)	(b)	(c)
	Number of Securities to be Issued upon Exercise of Outstanding Warrants, Options and Rights	Weighted Average Exercise Price of Outstanding Warrants, Options and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column(a))
Equity compensation plans approved by security holders:			
2008 Equity Incentive Plan	539,875	\$ 25.49	1,386,636
Equity compensation plans not approved by security holders:			
Director's Remuneration Plan(1)	790		
Total	540,665		1,386,636

- (1) This plan provided for grants of restricted stock to non-employee directors upon their initial election to the Board and permitted non-employee directors to elect to receive either 50% or 100% of their annual retainer in common stock on a deferred basis. This plan terminated in May 2008. The 790 shares under this plan outstanding as of December 31, 2009 were issued on January 15, 2010.

Non-Qualified Deferred Compensation Plan Transactions in 2009

The following table sets forth contributions by us to our deferred compensation plan for fiscal 2009.

Name	Executive Contributions in Last Fiscal Year (\$)	Registrant Contributions in Last Fiscal Year (\$)(1)	Aggregate Earnings in Last Fiscal Year (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last Fiscal Year End (\$)(2)
Michael T. Prior		36,000	13,059		83,459
Justin D. Benincasa		19,200	6,977		44,577
William F. Kreisher		17,400	6,353		40,553
John P. Audet		12,000	4,384		27,984
Douglas J. Minster		12,560	4,622		29,462

- (1) The amounts reported in this column are reported for fiscal 2009 in the "All Other Compensation" column of the 2009 Summary Compensation Table.
- (2) None of the amounts reported in this column were previously reported in Summary Compensation Tables for fiscal year 2007. This deferred compensation plan was adopted in 2008.

Effective as of December 5, 2008, we adopted a non-qualified deferred compensation plan for our existing executive officers. This plan is intended to provide retirement income to our executive officers and was adopted to offset a reduction in our annual contributions to those executives' accounts under our 401(k) retirement plan that we instituted as a result of the consolidation of our 401(k) plan with similar plans of companies that we acquired. Accordingly, we do not expect to add newly hired executives to this plan. Under this plan, we make quarterly

credits equal to 8% of the executive officer's then current quarterly base salary to an account in the plan on behalf of the executive. In

Table of Contents

addition to these quarterly credits, the Company may make additional credits in its sole discretion. Credits to such executive officer's account under the plan will be deemed to be invested in one or more investment funds selected by the executive officer from among alternatives approved by the Compensation Committee. Overall investment return is dependent upon the performance of each executive officer's selected investment alternatives. Credits will be fully vested at all times and the executive officers will have a nonforfeitable interest in the balance of their respective accounts. Benefits under the plan are payable upon a separation from service in a cash lump sum or in accordance with a fixed schedule elected by the executive officer. Distributions may be made prior to the executive officer's separation from service only for certain financial hardship reasons. The plan is intended to be compliant with Section 409A of the Internal Revenue Code of 1986, as amended, and to constitute a non-qualified, unfunded executive benefit plan.

Potential Payments Upon Termination or Change of Control

All of our employees, including our named executive officers, are employees-at-will and, as such, do not have employment contracts or retention agreements with us. In addition, we do not have change-in-control or severance agreements with any of our named executive officers.

Table of Contents**DIRECTOR COMPENSATION**

Our Compensation Committee has the responsibility of reviewing and making recommendations to the Board regarding director compensation. We use a combination of cash and stock-based incentive compensation to attract and retain qualified directors. In setting director compensation, we consider the time demand and the requisite knowledge and expertise required to effectively fulfill their duties and responsibilities to us and our stockholders.

The table below summarizes the compensation paid to, or earned by, our non-employee directors for the fiscal year ended December 31, 2009. Mr. M. Prior, our Chief Executive Officer, was elected to the Board on May 15, 2008. However, Mr. M. Prior does not receive any compensation for his Board service beyond the compensation he receives as an executive officer of the Company.

2009 Director Compensation Table

Name	Fees Earned or Paid in Cash (\$)	Stock Awards \$(1)	All other compensation (\$)	Total (\$)
Cornelius B. Prior, Jr.(2)	200,000		11,715(2)	211,715
Martin L. Budd	47,250	15,000		62,250
Thomas V. Cunningham	34,750	15,000		49,750
Charles J. Roesslein	49,750	15,000		64,750
Brian A. Schuchman	36,250	15,000	55,000(3)	106,250
Henry U. Wheatley	44,750	15,000	836(4)	60,586

(1)

The amounts in this column reflect the grant date fair value calculated in accordance with FASB ASC Topic 718, of awards granted pursuant to our Non-Employee Directors Compensation Policy and our 2008 Equity Incentive Plan. Assumptions used in the calculation of these amounts are included in footnote 9 to our audited financial statements for the fiscal year ended December 31, 2009 included in our Annual Report on Form 10-K filed with the SEC on March 16, 2010.

The table below summarizes the number of shares of unvested restricted stock held by each named director as of December 31, 2009.

Name	Shares Restricted Stock
Cornelius B. Prior, Jr.	
Martin L. Budd	
Thomas V. Cunningham	746
Charles J. Roesslein	
Brian A. Schuchman	
Henry U. Wheatley	

(2)

In 2009, Mr. Cornelius B. Prior, Jr. served as our Chairman. As compensation for his service provided in 2009, as well as the expertise he brings as our former Chief Executive Officer, we paid him an annual salary of \$200,000, plus certain benefits, including \$8,615 in matching contributions pursuant to our 401(k). We also provided him with medical and dental and life insurance benefits that are available to all of our employees, as well as use of a company car, office space and secretarial assistance. Mr. C.B. Prior, Jr. did not participate in any of our incentive compensation programs. In his capacity as Chairman, he did not receive any board meeting fees, but did receive expense reimbursement available to all other directors.

Table of Contents

- (3) Includes \$55,000 of consulting fees relating to Mr. Schuchman's role assisting specific subsidiaries of the Company on optimizing their wireless network assets and the procurement of equipment for those networks.
- (4) Includes \$836 in dividends earned by Mr. Wheatley pursuant to previously deferred shares from our Director's Remuneration Plan.

Retainers and Meeting Fees

For the fiscal year ended December 31, 2009, our non-employee directors received an annual retainer of \$40,000 (consisting of \$25,000 in cash and \$15,000 in stock) and an attendance fee for Board meetings of \$3,250 per meeting and \$1,500 per telephonic Board meeting in which they participate and \$1,150 for each principal meeting of a Committee of the Board and \$500 for any telephonic Committee meeting at which minutes are kept. In addition to the retainers and meeting fees, the Chair of the Audit Committee received an additional annual payment of \$5,000 and the Chair of the Compensation Committee received an additional annual payment of \$2,500.

Stock Deferral Program for Non-Employee Directors

On May 15, 2008, the stockholders of the Company approved the 2008 Equity Incentive Plan, which replaced all equity incentive plans then in effect. Until then, our non-employee directors had the option under our Directors' Remuneration Plan (the "Directors' Plan"), adopted by the board of directors in 1999, of electing to receive either 50% or 100% of their annual retainer in shares of common stock on a deferred basis. As of December 31, 2009, the distribution of 790 shares previously issued under the Director's Plan had been deferred to January 2010 when such shares were issued by the Company.

Restricted Stock Grant to New Board Members

Under the 2008 Equity Incentive Plan, new directors receive a one-time payment of \$30,000 paid entirely in restricted stock that vests over three years. The per share price will be determined as of the close of the Nasdaq market on the date of the director's election to the Board.

Table of Contents

RELATED PERSON TRANSACTIONS

Policy on Related Person Transactions

Our Board has a written Related Person Transaction Policy that sets forth our policies and procedures for the reporting, review, and approval or ratification of each related person transaction. Our Audit Committee is responsible for implementing this policy and determining whether any related person transaction is in our best interests. The policy applies to transactions and other relationships that would need to be disclosed in this proxy statement as related person transactions pursuant to SEC rules. In general, these transactions and relationships are defined as those involving a direct or indirect interest of any of our executive officers, directors, nominees for director and 5% stockholders, as well as specified members of the family or household of any of these individuals or stockholders, where we or any of our affiliates have participated in the transaction(s) as a direct party or by arranging the transaction(s) and the transaction(s) involves more than \$100,000 in any calendar year. The policy also provides that certain types of transactions are deemed to be pre-approved or ratified, as applicable by our Audit Committee.

ADDITIONAL INFORMATION

Stockholder Proposals for 2011 Annual Meeting

All suggestions from stockholders are given careful attention. Proposals intended for consideration at next year's annual meeting of stockholders should be sent to Atlantic Tele-Network, Inc.; Attn: Secretary, 600 Cummings Center, Beverly, MA 01915. To be considered for inclusion in our proxy materials for that meeting, such proposals must be received by us by January 10, 2011, and must comply with certain rules and regulations promulgated by the SEC. A stockholder who wishes to make a proposal at the 2011 annual meeting, but does not wish to have the proposal included in the proxy statement for that meeting, must give notice of the proposal to us no later than March 25, 2011, in order for the notice to be considered timely under Rule 14a-4(c) of the SEC.

Householding of Annual Meeting Materials

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of our proxy statement and annual report to stockholders may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of either document to you if you contact us at the following address or telephone number: Investor Relations, Atlantic Tele-Network, Inc., Secretary, 600 Cummings Center, Beverly, MA 01915, (978) 619-1300. If you want to receive separate copies of the proxy statement or annual report to stockholders in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker or other nominee record holder, or you may contact us at the above address or telephone number.

Annual Report and Other SEC Filings

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K are available on our website at www.atni.com. These filings and other SEC filings, including our proxy statement, are also available on the SEC's website at www.sec.gov.

A copy of these filings, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 (excluding exhibits) may be obtained, at no cost, by writing to Atlantic Tele-Network, Inc., Attn: Secretary, 600 Cummings Center, Beverly, MA 01915.

Table of Contents

Our Annual Report for the year ended December 31, 2009, which is being mailed to stockholders with this proxy statement, is not incorporated into this proxy statement and is not deemed to be part of the proxy soliciting material.

By order of the Board of Directors,

DOUGLAS J. MINSTER
Secretary

April 30, 2010

