

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE JOINT APPLICATION OF MID-)
CONTINENT TELEPHONE CORPORATION,)
ALLIED TELEPHONE COMPANY AND) CASE NO. 8881
ALLIED TELEPHONE COMPANY OF)
KENTUCKY, INC. FOR APPROVAL OF)
CHANGE OF OWNERSHIP)

O R D E R

On August 3, 1983, Mid-Continent Telephone Corporation ("Mid-Continent"), Allied Telephone Company ("Allied") and Allied Telephone Company of Kentucky, Inc., ("Allied of Kentucky") filed a joint application for approval of change of ownership.

Based on the evidence of record, and being advised, the Commission is of the opinion and hereby finds that:

1. Allied of Kentucky is a corporation organized and existing under the laws of the Commonwealth of Kentucky. It furnishes telephone service to the Shepherdsville, Mt. Washington and Zoneton exchanges in Bullitt County, Kentucky.

2. Allied is a telecommunications holding company, incorporated and existing under the laws of the State of Arkansas. Allied owns 100 percent of the issued and outstanding common stock of Allied of Kentucky.

3. Mid-Continent is a telecommunications holding company, incorporated and existing under the laws of the State of Ohio.

4. On June 30, 1983, Mid-Continent and Allied entered into an agreement and plan of merger whereby Allied will be merged into Mid-Continent, Mid-Continent will be the surviving corporation and it will be renamed "Alltel".

5. On the effective date of the merger, each share of Allied's issued and outstanding common stock will be converted into one share of Mid-Continent common stock.

6. As a result of the merger, Mid-Continent will obtain the stock certificates presently representing Allied's 100 percent ownership of Allied of Kentucky.

7. Mid-Continent desires to acquire 100 percent of the capital stock of Allied of Kentucky effective upon the merger of Allied into Mid-Continent.

8. The merger of Allied into Mid-Continent will not result in any changes in the operations, management or ownership of telephone operating properties of Allied of Kentucky.

9. The merger of Allied into Mid-Continent is subject to an affirmative vote of a majority of shareholders of both corporations.

10. Mid-Continent possesses the requisite expertise to own and operate a telephone utility.

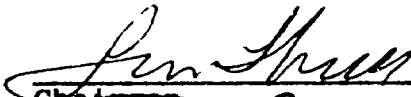
IT IS THEREFORE ORDERED that the transfer of ownership of Allied of Kentucky from Allied to Mid-Continent be and it hereby is approved subject to shareholder approval of the plan of merger.

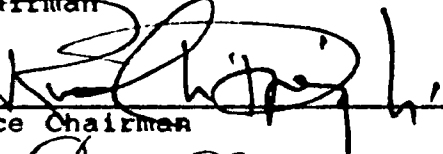
IT IS FURTHER ORDERED that Allied and Mid-Continent shall file notice with the Commission of the results of the shareholder vote and, if affirmative, the effective date of the merger.


IT IS FURTHER ORDERED that Mid-Continent shall file notice with the Commission no later than 15 days after any change in corporate name, principal office or statutory agent for service of process.

Done at Frankfort, Kentucky, this 13th day of October, 1983.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:

Secretary