

ALLTEL COMMUNICATIONS

One Allied Drive  
Little Rock, AR 72203-2177



April 17, 2002

Mr. Bill Feldman  
Assistant Director – Filings Division  
Public Service Commission  
211 Sower Blvd.  
Frankfort, KY 40602

44451184  
(6410)

9420

RE: Merger of TeleSpectrum, Inc. into ALLTEL Communications, Inc.

Dear Mr. Feldman:

Per our conversation, by this letter I wish to inform the Kentucky Public Service Commission that effective on July 2, 2001, TeleSpectrum, Inc. (TeleSpectrum) was merged into ALLTEL Communications, Inc. (ACI) with ACI being the surviving corporation. TeleSpectrum was, and ACI is a wholly owned subsidiary of ALLTEL Corporation.

Attached please find a certificate of merger for this transaction.

If you have any questions please call me at 501-905-8144.

Sincerely,

A handwritten signature in black ink, appearing to read "Bob Priebe". The signature is written in a cursive style with a long, sweeping underline.

Bob Priebe  
Staff Manager – State Government Affairs

cc: Dave Cameron



**SEVENTH:** The Surviving Corporation agrees that it may be served with process in the State of Kansas in any proceeding for enforcement of any obligation of TeleSpectrum, Inc., as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of K.S.A. 17-6712, and amendments thereto, and irrevocably appoints the Secretary of State as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State is One Allied Drive, Little Rock, Arkansas 72202.

**EIGHTH:** This Certificate of Merger shall be effective at 11:57 p.m. on July 2, 2001.

**IN WITNESS WHEREOF,** ALLTEL Communications, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer as of June 15, 2001.

**ALLTEL COMMUNICATIONS, INC.**

By: *Kevin L. Beebe*  
Kevin L. Beebe  
Group President - Communications

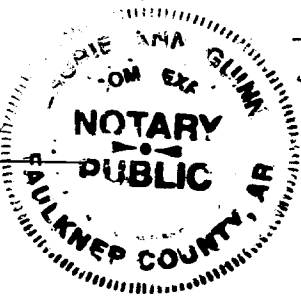
Attest:  
*Francis X. Frantz*  
Francis X. Frantz, Secretary

State of Arkansas  
County of Faulkner ss

Signed before me this 12th day of July, 2001.

My Commission expires

*June 20, 2002*



*Kevin L. Beebe*  
Notary Public

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is made this 15th day of June, 2001, pursuant to Section 252 of the Delaware General Corporation Law and Section 17-6702 of the Kansas General Corporation Code, by and between ALLTEL Communications, Inc., a Delaware corporation (the "Surviving Corporation"), and TeleSpectrum, Inc., a Kansas corporation (the "Merged Corporation").

### WITNESSETH:

**WHEREAS**, the constituent corporations desire to merge into a single corporation;

**NOW, THEREFORE**, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

**FIRST:** The Surviving Corporation hereby merges into itself the Merged Corporation, and the Merged Corporation shall be and hereby is merged into the Surviving Corporation, which shall be the surviving corporation of the merger.

**SECOND:** This merger shall become effective at 11:57 p.m. on July 2, 2001 (the "Effective Time").

**THIRD:** The Certificate of Incorporation of the Surviving Corporation, as heretofore amended and as in effect at the Effective Time, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

**FOURTH:** The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares of the Surviving Corporation shall be as follows:

(a) Each share of capital stock of the Surviving Corporation which shall be issued and outstanding at the Effective Time shall remain issued and outstanding after the Effective Time.

(b) Each share of capital stock of the Merged Corporation which shall be issued outstanding at the Effective Time shall forthwith be cancelled.

(c) After the Effective Time, each holder of an outstanding certificate representing shares of capital stock of the Merged Corporation shall surrender the same to the Surviving Corporation for cancellation. Until so surrendered, the outstanding shares of capital stock of the Merged Corporation may be treated by the Surviving Corporation for all corporate purposes as cancelled shares. After the Effective Time, each registered owner of any uncertificated shares of capital stock of the Merged Corporation shall have said shares cancelled.

**FIFTH:** The terms and conditions of the merger are as follows:

(a) The Bylaws of the Surviving Corporation, as they shall exist at the Effective Time, shall be and remain the Bylaws of the Surviving Corporation after the Effective Time until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the Surviving Corporation, as shall be in office at the Effective Time, shall continue in office after the Effective Time for the Surviving Corporation until their successors shall have been duly elected and qualified.


(c) At the Effective Time, all the property, rights, privileges, licenses, registrations and other assets of every kind of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed.

**SIXTH:** It is the intention of each of the constituent corporations that the merger described herein qualify as a reorganization described in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended the ("Code"). Neither of the constituent corporations will knowingly take, nor cause its respective subsidiaries (if any) to take, any action that would cause the merger to fail to qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Code.

**IN WITNESS WHEREOF**, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement to be executed on behalf of each party hereto as the respective act, deed and agreement of said corporations on the day first written above.

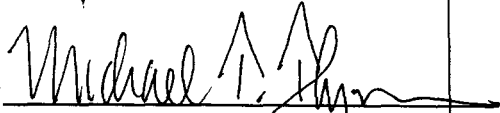
**Surviving Corporation:**

**ALLTEL COMMUNICATIONS, INC.**

By:   
Michael T. Flynn  
Group President - Communications

**Merged Corporation:**

**TELESPECTRUM, INC.**

By:   
Michael T. Flynn  
Group President - Communications