

ALLTEL COMMUNICATIONS

One Allied Drive
Little Rock, AR 72203-2177



Larry Krajci
Staff Manager - State Government Affairs
501-905-5342
501-905-5679 fax

October 3, 2000

William H. Bowker
Acting Executive Director
Kentucky Public Service Commission
211 Sower Blvd.
P.O. Box 615
Frankfort, Kentucky 40602-0615

Dear Mr. Bowker:

This letter is to inform you that effective December 31, 2000, ALLTEL Communications, Inc. will acquire all of the assets of 360° Long Distance, Inc. This transaction is an internal restructuring only and will have no effect on customers, management, or operational support functions. Both 360° Long Distance, Inc. (360) and ALLTEL Communications, Inc. (ACI) are wholly owned subsidiaries of ALLTEL Corporation.

ALLTEL Corporation acquired 360 on July 1, 1998 via stock purchase. Currently, 360 is being operated as a wholly owned subsidiary, doing business under the name "ALLTEL". ALLTEL Corporation has since determined that it is in the best interest of our company and our customers to combine 360 into ALLTEL Corporation's other long distance entity, ACI. This transaction will allow ALLTEL to take advantage of operational efficiencies associated with combining companies. This is in the public interest in that the efficiencies gained will allow ALLTEL's long distance operations to be more competitive and react quicker to market conditions. These actions will be transparent to our customers since there will be no change in the subscriber's carrier and there will be no change in their rates. Additionally, there will be no change in the company that 360 customers are currently doing business with since all 360 customer bills are currently branded ALLTEL and all customer contact is currently with ALLTEL representatives.

This information is being provided to you so that you may remove 360° Long Distance, Inc. from all mailing lists, documents, certificates, licenses, etc. ACI's mailing address is:

ALLTEL Communications, Inc.
One Allied Drive
P O Box 2177
Little Rock, AR 72203

651184 00
22251184
33351184

Telephone: 501-905-8000

65060500

William H. Bowker

Page 2

October 3, 2000

Please acknowledge receipt of this letter by file stamping and returning the attached Return Copy in the enclosed self addressed stamped envelope provided for this purpose. If you have any questions or concerns about this transaction please call me at 501-905-5342.

Sincerely,

A handwritten signature in cursive script that reads "Larry Krajci".

Larry Krajci

cc: Tim Carney
Larry Whipkey
Mike Gately
Steve Mowery
Herb Liebman