

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement"), made and entered into this the 18th day of February, 1974, by and between HOME TELEPHONE COMPANY OF SIMPSONVILLE, ELLOREE TELEPHONE COMPANY and JACKSON TELEPHONE COMPANY, all public service corporations chartered under the laws of the State of South Carolina (said corporations being hereinafter referred to as the "Constituent Corporations"):

W I T N E S S E T H:

WHEREAS, Home Telephone Company of Simpsonville, Elloree Telephone Company and Jackson Telephone Company are all corporations duly organized and validly existing under the laws of the State of South Carolina, and

WHEREAS, the Boards of Directors of each of the corporations above named deem it advisable and for the benefit of each of said corporations and the shareholders of each that Elloree Telephone Company and Jackson Telephone Company (hereinafter referred to as the "Merged Corporations") merge into and with Home Telephone Company of Simpsonville (hereinafter referred to as the "Surviving Corporation"), and

WHEREAS, the Boards of Directors and stockholders of all three corporations desire to merge the three corporations into one, the new or surviving corporation to be the Home Telephone Company of Simpsonville, and it is in the Plan to merge that Home Telephone Company, the Surviving Corporation, amend its Charter to change its name to Continental Telephone Company of South Carolina (hereinafter referred to as "CTC/So. Carolina").