

## REVISED PLAN OF MERGER

This Revised Plan of Merger ("Plan of Merger") has been adopted and approved by the boards of directors of Uintah Basin Telecommunications Association, Inc., hereinafter referred to as UBTA, and UBET Telecom, Inc.

The Plan of Merger is as follows:

### 1. MERGER - SURVIVING CORPORATION:

UBTA and UBET Telecom, Inc., will combine, merge and consolidate into one company, with the surviving company being UBTA-UBET Communications, Inc. (herein referred to as UBTA-UBET) a cooperative.

### 2. MANAGEMENT:

The articles and bylaws of UBTA will be amended (and become the articles and bylaws of UBTA-UBET) to increase the number of directors to ten (10) by adding a director from the Vernal, a director from the Roosevelt and a director from Duchesne to the existing seven (7) directors of UBTA. The three new director positions will be for three year terms with the terms being staggered. The board of directors for UBTA existing at the time of the merger will initially appoint the three directors, from Roosevelt, Vernal and Duchesne to serve beginning the effective date of the merger. The director from Duchesne would be appointed to serve until the annual meeting in 2005 and then be elected by the members for the next three year term, the director from Roosevelt would be appointed annually to serve until the annual meeting in 2006 and then be elected by the members for a three year term and the director from Vernal would be appointed annually to serve until the annual meeting in 2007 and then be elected by the members for a three year term. The seven (7) existing directors for UBTA would continue to serve the terms for which they are presently elected. All the other provisions of the present UBTA bylaws governing directors and their election would apply to the new directors.

### 3. EFFECTIVE DATE:

The effective date of the merger will be as soon as all consents are obtained and other requirements are met.

### 4. ASSETS AND LIABILITIES

As a result of the merger, UBTA will acquire all property, real, personal and mixed, and all interest in and all other assets belonging to UBET Telecom and then change its name to UBTA-UBET Communications Inc. UBTA-UBET will become responsible and liable for all liabilities, obligations and claims of UBET Telecom.

### 5. MEMBERSHIP

On the effective day of the merger the subscribers of UBET Telecom will become members of UBTA-UBET in accordance with the terms of the articles and bylaws of UBTA-UBET with all rights and privileges and conditions as members subject to the modifications and terms set forth in the following paragraph (6).

### 6. MEMBERSHIP FEE/ TWO CLASSES OF MEMBERSHIP:

The present UBTA membership fee is \$200.00. To assist the UBET Telecom subscribers in paying that fee UBTA-UBET will amend its articles and bylaws to provide for two classes of members. Class A membership shall have all rights that existing UBTA members have including voting and receiving patronage. The fee for a Class A membership will be \$200.00 subject to future adjustment by the Board of Directors. All present members of UBTA would be Class A members.

The subscribers of UBET Telecom, at the time of the merger would become Class B members until they qualify to be Class A members. Class B members would not have the right to vote, could not be a director but would accrue



President

President