

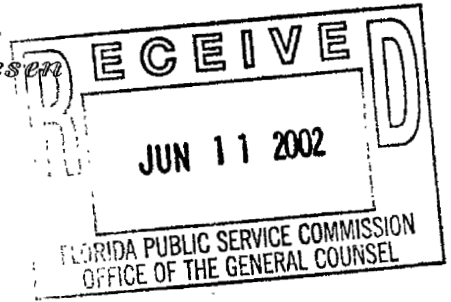
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**ORIGINAL**  
CHARLES E. THOMAS  
(1913 - 1998)

June 7, 2002

**VIA FEDERAL EXPRESS**

Ms. Kimberly Pena  
Office of General Counsel  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0850

020518 - T1

In re: CEI Networks, Inc. (IXC Certificate No. 7283) - Final Notice of Merger of Parent Corporation, Conestoga Enterprises, Inc., with D&E Communications, Inc.

Dear Ms. Pena:

CEI Networks, Inc. ("CEIN"), an affiliate of Conestoga Enterprises, Inc. ("CEI"), a certificated toll reseller in Florida under the jurisdiction of the Florida Public Service Commission ("FLPSC" or "Commission"), advised Mr. Daniel Hoppe, Director of Division of Regulatory Oversight, by letter dated January 4, 2002, of a pending merger between CEI, CEIN, and D&E Communications, Inc. ("D&E") (collectively, the "Companies").<sup>1</sup>

We are pleased to notify you that the merger has been consummated effective May 24, 2002. As proposed, the merger was completed by D&E's acquisition of all of CEI's outstanding capital stock. As a result of this stock transfer, CEI merged with and into D&E Acquisition Corp. ("D&E Acquisition"), a wholly-owned subsidiary of D&E which survived the merger. Also as proposed, the transaction caused no interruption in service and had no effect on the terms and conditions of services provided by CEI's affiliates, including CEIN, which continue to operate under their current names and tariffs.

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*[Signature]*  
PSC-BUREAU OF RECORDS

<sup>1</sup>Although the parties subsequently entered into an Amended and Restated Merger Agreement, which was filed with the SEC as part of an 8-K, the minor changes did not impact the substance of our January 4, 2002 filing with the Florida PSC.

DOCUMENT NUMBER - DATE  
06183 JUN 14 2002

FPSC-COMMISSION CLERK

Ms. Kimberly Pena  
June 7, 2002  
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Please date stamp the extra copy of this letter and kindly return it in the enclosed self-addressed, stamped envelope for our filing purposes. Please contact us if you have any questions with respect to this letter. Thank you.

Very truly yours,

THOMAS, THOMAS, ARMSTRONG & NIESEN

By   
Patricia Armstrong

cc: G. William Ruhl  
Thomas E. Morell  
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