

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

**Petition of Windstream** )  
**Communications, Inc. f/k/a Alltel** )  
**Holding Corporate Services, Inc.** )

**TRA Docket No. 06-00185**

**Petition of Windstream Communications, Inc.  
f/k/a Alltel Holding Corporate Services, Inc.**

Windstream Communications, Inc. f/k/a Alltel Holding Corporate Services, Inc. (“Windstream”) respectfully requests, pursuant to rule 1220-4-2-.56 of the Tennessee Regulatory Authority (“TRA”) Rules, the Tennessee Regulatory Authority (“TRA”) to approve on an expedited basis the transfer of approximately 1,000 Alltel Communications, Inc. (“ACI”) customers to Windstream.

ACI was granted its Certificate of Public Convenience and Necessity to provide competing telecommunications services in Docket No. 99-00149. ACI currently provides long distance telephone services to residential and to small, medium, and large business customers nationwide, including Tennessee.

Windstream was granted its Certificate of Public Convenience and Necessity to provide resold long distance services in Docket No. 05-00337. (Exhibit A) Windstream will provide long distance services to residential and small to medium sized business customers nationwide, including Tennessee. On July 11, 2006, Windstream notified the TRA of the name change from Alltel Holding Corporate Services, Inc. to Windstream Communications, Inc. Attached hereto as Exhibit B are the filings made with the Delaware Secretary of State to facilitate this name change. Also attached as Exhibit C is the certificate of the Tennessee Secretary of State granting Windstream authority to do business in the State of Tennessee.

As of July 17, 2006, Windstream will serve the aforementioned customers. Upon the customer transfer, Windstream will resolve any customer questions that may result from the transfer. Windstream has notified all affected customers in accordance with the Federal Communications

Commission's anti-slamming rules (47 C.F.R. 64.1120(e)), using envelopes and letterhead bearing the Windstream logo. (Exhibit D)

This notification advised the customers of the following: the pending change of their carrier selection to Windstream; that there will be no change to the rates, terms, and conditions of the service(s) to be provided by the acquiring carrier without sufficient notices as identified herein; that there will be no charge to the customer associated with the change; that the subscriber has the right to select a different preferred carrier; a toll-free customer service telephone number for inquiries about the transfer; the fact that all subscribers receiving the notice, including those who have arranged preferred carrier freezes through their local service providers, will be transferred to the new carrier if they do not select a different preferred carrier before the transfer date; and whether the acquiring carrier will be responsible for resolving outstanding complaints against the selling or transferring carrier. The acquiring carrier agrees to provide the affected customers a thirty day written notice of any rate increase that may affect their service up to ninety days from the date of the transfer of customers and will include this information in the initial notification letter to the customer.

Petitioner respectfully requests that the TRA issue an order approving the transfer pursuant to Rule 1220-4-2-.56 in order to consummate the transfer of customers. In support of this respect, Petitioner provides the following information:

## **I. THE PETITIONER AND PARTIES**

Both ACI and Windstream are authorized to provide local and long-distance services in Tennessee. These companies are authorized to provide telecommunications and related services in other states either pursuant to certification or registration, or on an unregulated basis. These companies are also authorized by the FCC to provide interstate and international telecommunications services.

## **II. CONTACT INFORMATION**

Correspondence or communications pertaining to this application should be directed to:

Cesar Caballero  
Director – Regulatory Law & Policy  
Windstream Communications, Inc.  
4001 Rodney Parham Road  
1170 – B1F03-53A  
Little Rock, AR 72212

### **III. REQUEST FOR APPROVAL**

Pursuant to Rule 1220-4-2-.56 of the TRA Rules, the telecommunications provider of a customer shall not be changed without the customer's authorization. Rule 1220-4-2-.56(2)(d) provides that in the case of a transfer of a customer base between two or more telecommunications providers, the Authority, upon petition by the acquiring provider may deem that sufficient notices has been given and grant approval of the petition. As mentioned above, Windstream has complied with Federal Communication Commission notice requirements for a waiver of the authorization and verification rules for implementation of the subscriber carrier selection changes provisions.

### **IV. CUSTOMER IMPACT**

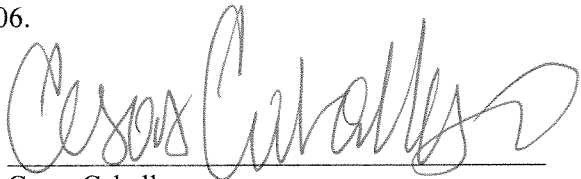
This transaction will be made in a seamless fashion that will avoid disruption to consumers. There will be no interruption of service, or change in affected customers' rates, features, terms or conditions of service as a result of this transfer, and customers will be well informed of their choices.

### **V. PUBLIC INTEREST CONSIDERATIONS**

The proposed transaction will improve operational efficiency and provide greater opportunities to improve the price and performance of services available to customers. If prior customer authorization were to be required in this event, customers may fail to respond to a request for authorization, neglect to select another long distance carrier or lose their long distance service during the transition. Consequently, granting this Petition is consistent with the public interest by maintaining continuity of customers' services and by promoting local and interexchange competition among telecommunications carriers in Tennessee. Further, by granting this Petition, unnecessary slamming complaints will be prevented during the transition, saving Petitioner and the TRA administrative burdens.

WHEREFORE, for reason stated above, the Petitioner submits that the public interest, convenience and necessity would be furthered by a grant of this Joint Petition for Approval of Customer Base Transfer pursuant to Rule 1220-4-2-.56(2)(d).

Respectfully submitted this 13 day of July, 2006.

By:   
Cesar Caballero

## **Exhibit A**

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

**NASHVILLE, TENNESSEE**

**March 10, 2006**

**IN RE:**

**APPLICATION OF ALLTEL HOLDING  
CORPORATE SERVICES, INC. FOR  
AUTHORITY TO RESELL INTEREXCHANGE  
LONG DISTANCE SERVICES IN TENNESSEE**

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**DOCKET NO.  
05-00337**

**Company ID: 128979**

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**ORDER GRANTING AUTHORITY TO  
RESELL INTEREXCHANGE LONG DISTANCE  
TELECOMMUNICATION SERVICES IN TENNESSEE**

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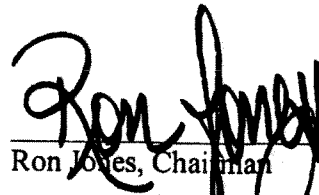
This matter came before Chairman Ron Jones, Director Pat Miller and Director Sara Kyle of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on February 21, 2006 for consideration of the Application to resell interexchange long distance telecommunication services in Tennessee filed on December 22, 2005 by Alltel Holding Corporate Services, Inc.

Based upon careful consideration of the Application and of the record in this matter, the voting panel finds and concludes that the applicant has met all the requirements for certification and the requirements of Tenn. Comp. R. & Regs. 1220-4-2-.57, which was promulgated pursuant to, *inter alia*, Tenn. Code Ann. § 65-2-102 and Tenn. Code Ann. § 65-4-201, and should be authorized to resell interexchange long distance telecommunication services in Tennessee.

**IT IS THEREFORE ORDERED THAT:**

1. Alltel Holding Corporate Services, Inc. is authorized to resell interexchange long distance telecommunication services in the State of Tennessee.

2. This Order shall remain in effect until further order of this Authority.
3. This Order shall be retained as proof of certification with this Authority and may be used to obtain the appropriately tariffed access line from Authority authorized telecommunications service providers.



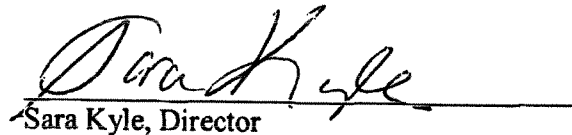
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Ron Jones, Chairman



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Pat Miller, Director



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Sara Kyle, Director

## **Exhibit B**



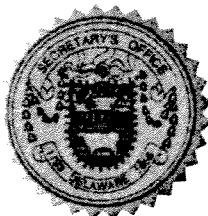
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALLTEL HOLDING CORPORATE SERVICES, INC.", CHANGING ITS NAME FROM "ALLTEL HOLDING CORPORATE SERVICES, INC." TO "WINDSTREAM COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 2006, AT 11:55 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4055100 8100

060401650

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4710695

DATE: 05-02-06

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ALLTEL HOLDING CORPORATE SERVICES, INC.**

Alltel Holding Corporate Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, (the "Corporation") DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of the Corporation to change the name of the Corporation to "Windstream Communications, Inc."

SECOND: That in lieu of a meeting and vote of the stockholder, the sole stockholder has given its unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware by adopting the following resolutions:

"RESOLVED, that Article FIRST of the Certificate of Incorporation be amended to read as follows:

FIRST: The name of the Corporation is Windstream Communications, Inc.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate of amendment to be signed by this 1st day of May, 2006.

By:   
Name: John P. Fletcher  
Title: Executive Vice President

## **Exhibit C**

Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6... Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 03/13/06  
REQUEST NUMBER: 5708-1815  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 03/13/06 1124  
EFFECTIVE DATE/TIME:

TO:  
CT CORPORATION SYSTEM  
J L MILES  
120 S CENTRAL AVE  
CLAYTON, MO 63105

RE:  
WINDSTREAM COMMUNICATIONS, INC.  
APPLICATION FOR RESERVATION OF CORPORATE NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED NAME RESERVATION  
FOR A PERIOD OF FOUR MONTHS, BEGINNING WITH THE FILE DATE AS STATED ABOVE.

PLEASE SUBMIT A COPY OF THIS ACKNOWLEDGEMENT WHEN FILING A DOCUMENT  
WHICH UTILIZES THE NAME RESERVATION.

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FOR: APPLICATION FOR RESERVATION OF CORPORATE NAME

ON DATE: 03/13/06

FROM:  
C T CORPORATION SYSTEM (CLAYTON, MO)  
120 S. CENTRAL AVENUE  
CLAYTON, MO 63105-0000

RECEIVED: FEES \$20.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003891170  
ACCOUNT NUMBER: 00282908



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

5782.2184

State of Tennessee



Department of State  
Corporate Filings  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

APPLICATION FOR  
RESERVATION  
OF CORPORATE NAME

RECEIVED  
STATE OF TENNESSEE  
**FILED**

2006 MAR 13 AM 11:24  
For Office Use Only

RILEY DARNELL  
SECRETARY OF STATE

5708:1815  
5782:2185

To the Tennessee Secretary of State:

The undersigned hereby applies for reservation of the following corporate name for a period of four (4) months:

Windstream Communications, Inc.

Please check the appropriate box:

- ☒ This reservation is filed pursuant to Section 48-14-102 of the Tennessee Business Corporation Act.  
☐ This reservation is filed pursuant to Section 48-54-102 of the Tennessee Nonprofit Corporation Act.

The name and address of the applicant is:

J. L. Miles, CT Corporation System

120 S. Central Ave.

Clayton, MO 63105

Zip Code

Date: March 10, 2006

(If applicant is a business)

CT Corporation System

(Name of Business)

By: [Signature]

(Signature)

J. L. Miles-Asst. Secy.

Name (typed or printed)

\_\_\_\_\_  
Signer's Capacity

(If an individual)

\_\_\_\_\_  
Applicant's Signature

\_\_\_\_\_  
Applicant's Name (typed or printed)

## **Exhibit D**

ALLTEL Communications  
601 Pennsylvania Avenue NW, Suite 720  
Washington D.C. 20004



**David Bartlett**

VicePresident – Federal Government Affairs  
202-783-3974 -office, 202-783-3982 fax  
e mail: david.bartlett@alltel.com

***VIA ELECTRONIC SUBMISSION***

June 1, 2006

Ms. Marlene H. Dortch  
Office of the Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

**Re: CC Docket No. 00-257, Notification of Subscriber Transfer**

Dear Ms. Dortch:

Pursuant to Section 64.1120(e) of the Commission's rules, 47 C.F.R. § 64.1120(e), undersigned counsel for Windstream Corporation ("Windstream") hereby notifies the Commission that on or after July 3, 2006, certain customer accounts and related assets of Alltel Communications, Inc. ("ACI") will be acquired by Windstream Communications, Inc. ("WCI," formerly Alltel Holding Corporate Services, Inc.)<sup>1</sup> Windstream will be the surviving corporation resulting from the merger of Alltel Holding Corp. ("AHC") and Valor Communications Group, Inc. ("Valor"). WCI in turn will be a wholly owned subsidiary of Windstream upon consummation of the transaction. AHC currently is a wholly-owned subsidiary of Alltel Corporation ("Alltel") and was formed to facilitate the proposed separation of Alltel's wireline and wireless businesses. As required by Section 64.1120(e), Windstream provides the following information:

1. *Names of the Parties to the Transaction:*

Valor. Valor is a publicly-traded Delaware corporation headquartered in Irving, Texas and is the holding company owner of subsidiaries that offer a number of telecommunications services, including local exchange and toll service, to approximately 530,000 access lines in four states: Arkansas, New Mexico, Oklahoma and Texas.

Alltel. Alltel is a publicly-traded Delaware corporation headquartered in Little Rock, Arkansas. Through its subsidiaries, Alltel is certificated to provide diversified telecommunications services including wireless, local wireline telephone, long-distance, Internet and broadband services to residential and business customers in 49 states. Alltel

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<sup>1</sup> Windstream was designated as "New Valor" for purposes of the applications filed with the Commission in December 2005 seeking consent for the transfer of control of various Valor and Alltel subsidiaries. See, e.g., Public Notice, *Wireline Competition Bureau Grants Consent for Transfer of Control of Valor Communications Group, Inc. and Its Subsidiaries from Valor Communications Group, Inc. to New Valor, and the Transfer of Control of Alltel Holding Corp. and Its Subsidiaries from Alltel Corporation to New Valor*, WC Docket No. 05-354, DA 06-154 (rel. Jan. 25, 2006). The parties provided a detailed description of the transaction in those applications and informed the Commission that New Valor would be renamed at a later date.

provides local exchange service primarily in mid-sized cities and rural areas throughout much of the Southeast and portions of the Northeast, Southwest and upper Midwest. Specifically, Alltel serves approximately 2.9 million access lines in 15 states. ACI is a wholly-owned subsidiary of Alltel and presently offers competitive toll, local exchange and access services, as well as wireless and other competitive services.

New Valor/Windstream. New Valor will be the same corporate entity as Valor, but with a new name as the surviving entity in the merger transaction – Windstream. Subsidiaries of New Valor will include the current subsidiaries of Valor as well as Alltel's separated wireline businesses. These subsidiaries will continue to operate the businesses currently operated by subsidiaries of Valor and the wireline and related wireline businesses currently operated by subsidiaries of Alltel. Upon consummation of the transaction, WCI will be a wholly-owned subsidiary of Windstream.

2. Types of Telecommunications Services Provided to Affected Customers:

Applicable competitive wireline local exchange and access service and toll services assets and customers will be transferred from ACI to WCI.

3. Date of the Expected Transfer:

Affected wireline customers will be transferred to WCI on or after July 3, 2006.

4. Certification of Compliance:

WCI hereby certifies its compliance with: (i) the requirement to provide advance subscriber notice in accordance with Section 64.1120(e)(3) of the Commission's rules, 47 C.F.R. § 64.1120(e)(3); (ii) the obligations specified in that subscriber notice; and (iii) all other statutory and Commission requirements that apply to this notification process.

5. Customer Notification:

Copies of the customer notifications, which were sent to affected subscribers at least thirty (30) days prior to the transfer date, are attached hereto.

If you have any questions regarding this notification, please contact the undersigned counsel.

Respectfully submitted,

/s/ David C. Bartlett

David C. Bartlett  
VP Federal Government Affairs

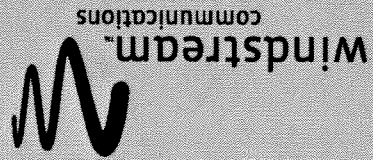
Enclosures

cc: Renee Crittendon





COMM 5166



**Important: Upcoming Changes Involving Your Alltel Long-Distance Service**

Dear Valued Customer,

Alltel Communications, Inc. is spinning off its landline business and merging it with VALOR Telecom. The new company will be named Windstream Communications, Inc., and will provide local phone, long-distance, broadband and satellite TV services. Alltel will remain primarily a wireless service provider. These changes are subject to obtaining all prior regulatory approvals.

As a result of this transaction, your long-distance telephone service will transfer from Alltel Communications, Inc. to Windstream Communications, Inc. on or about July 3, 2006.

Rest assured you will continue to receive the high-quality service you have come to expect. There will be no change in your current plan, rates, features, terms and conditions of your service or customer service contacts. Also, there will be no charges associated with transferring your service to Windstream, and no action is required by you during this transfer.

As a customer, you have a choice in carriers for your long-distance telephone service. If you choose to select another carrier, you should contact that carrier immediately to ensure that your services are transferred before July 3, 2006. Keep in mind, if you change carriers, you may have to pay a transfer charge. Should you choose another carrier for your long-distance service, you will lose certain "bundled" discounts or other benefits you currently enjoy on your local and long-distance service.\*

Under Federal Communications Commission rules, any restrictions or "freezes" you may have placed on your account to block changes to your preferred long-distance carrier will be removed as part of the transfer process. If you wish to reinstate such restrictions, please contact us at 1-888-9Alltel (1-888-925-5835)

Customer service is the foundation of our business. Please let us know how we can work with you to meet your needs. If you have any questions or complaints before, during, and after the transition of your service to Windstream, do not hesitate to contact us at 1-888-9Alltel (1-888-925-5835).

Be sure to look for more information from us during the upcoming months. We are excited about serving you and look forward to providing you with the same high-quality, innovative products and services into the future.

Sincerely,

Windstream Communications, Inc.

\*Customers with a bundled product (a combination of local products that qualify them for a specific long-distance plan) who make a change to that bundle of services will be moved to an appropriate qualifying long-distance plan. Specific details regarding the long-distance plan may be found at [www.alltel.com](http://www.alltel.com).