

Windstream Communications, Inc.
4001 Rodney Parham Road
1170 - B1F03-53A
Little Rock, AR 72212

Cesar Caballero
Director - Regulatory Law and Policy
501-748-7142

FAIL T.R.A.	
Chk #	2030
Amount	25.00
Rcvd By	SS
Date	8/18/06

windstream.

VIA OVERNIGHT MAIL

August 17, 2006

Office of the Clerk
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

06-00272

RE: Windstream Communications, Inc. - Petition for Waiver of TRA Rule 1220-4-2-.56(d)

Dear Sir or Madam:

Please find attached an original, four (4) copies and an electronic copy of Windstream's petition for waiver of TRA Rule 1220-4-2-.56(d). Also attached is the \$25.00 fee to cover this filing. Please contact me if you have any questions regarding these answers or if you need additional information.

Sincerely,



Cesar Caballero

Attachments

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

TRA Docket No. _____

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

Windstream Communications, Inc. f/k/a Alltel Holding Corporate Services, Inc. (“Windstream”), pursuant to TRA Rule 1220-1-1-.05, respectfully requests a waiver of TRA Rule 1220-4-2-.56(d), requiring Windstream to re-file a customer notice that complies with the Tennessee Regulatory Authority’s (“Authority”) rules. A waiver of the rules is permitted for good cause shown. Windstream provided ample notice to all customers of the proposed transfer within the time frames required by the Authority’s rules and a waiver of the Authority’s rules is appropriate in this instance. Further, Windstream has complied with all applicable Federal Communications Commission (“FCC”) anti-slamming notice requirements. For these reasons, Windstream should be granted a waiver from any further notice requirements.

In December of 2005, Alltel Corporation announce its intention to separate its wireline and wireless businesses and merge the wireline business with Valor Communications Group to form a new telecommunications company that would serve the telecommunications needs of rural customers. In conjunction with these transactions, on December 21, 2005, Windstream filed an Application for Registration with the Authority seeking authority to provide resold interexchange service in Tennessee. Windstream also requested approval from the Authority to transfer the existing resold interexchange customers served by Alltel Communications, Inc. ("ACI") to Windstream. On March 10, 2006, the Authority approved Windstream's application.

On July 10, 2006, Windstream notified the Authority that the transactions were final and of its intention to transfer ACI's customers on July 17, 2006. Attached to this notification was a copy of the anti-slamming notice provided to ACI's customers and revised tariffs with the updated name. This anti-slamming notice complied with the anti-slamming notice requirements of the FCC. Additionally, the rates, terms and conditions of Windstream did not change and were identical to those originally filed by ACI. Upon receiving the above mentioned notice, the Authority contacted Windstream and asked Windstream to file an expedited petition for the transfer of customers. Windstream filed such petition on July 14, 2006. Since the filing of that petition, the Authority has issued two data requests, one of which was filed on July 25, 2006 and the other is being filed concurrently with this petition. In this second data request, the Authority requested that Windstream provide customers another notice that complies with TRA Rule 1220-4-2-.56(2)(d). Windstream respectfully submits that as set forth in its prior data request responses, it has already provided customer notice that complies with the Authority's rule as well as the FCC's notice requirements and, therefore, requests a waiver of any further notice request. Further customer notice would create customer confusion, which is exactly the opposite intent of the rule.

Additionally, the Authority's current request that ACI provide further notice to Windstream customers is problematic. Windstream notified the Authority of these transactions and the transfer of customers in December. The Authority did not request that Alltel provide further notice to customers until after notice of the transaction close on July 17, 2006. As of July 17, 2006, Windstream acquired the existing resell IXC customers of ACI, and ACI no longer has access to those customer records or accounts. Therefore, the Authority's current request that ACI provide additional notice to (now) Windstream

customers would involved ACI's unauthorized access to customer accounts. As noted previously, Windstream provided ample notice to ACI's customers prior to the transfer in compliance with the Authority's rules and the FCC's anti-slamming rules. The transfer of customers was completed on July 17, 2006.

Below is a detailed explanation of the customer notices provided by Windstream to ACI's customers:

During the month of May of 2006, Windstream provided customer notices to all ACI's customers in accordance with the FCC's anti-slamming rules. This notice was provided to ACI's customers 30 days in advance of the transfer as required by the FCC and the Authority's rules. A copy of this notice is attached hereto as Exhibit A.

ACI's customers received a notice on ACI and Windstream letterheads, signed by the Chief Executive Officers of both companies, explaining the transaction and advising customers that Windstream would be their service provider once the transaction was completed. This notice was also sent during the month of May 2006 and is attached hereto as Exhibit B.

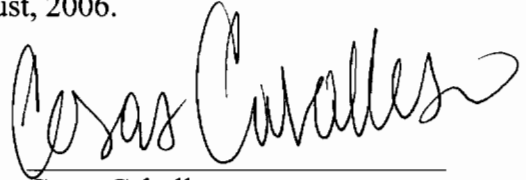
Finally, in the event some of ACI's customers were receiving a consolidated bill for their wireless and long distance services, a third notice was provided advising them that after the transaction they would be receiving two separate bills. One from ACI for wireless services and another from Windstream for their wireline services. A copy of this notice is attached hereto as Exhibit C.

Windstream has not received any customer complaints since it started providing services to ACI's customers on July 17, 2006. Providing another notice of transfer would create customer confusion and would not serve the intent of the rule. Further, Windstream believes it has complied with the Authority's rules as well as those of the FCC. Accordingly,

Windstream respectfully requests that the Authority grant a waiver of any further customer notice requirements associated with the instant transactions.

Respectfully submitted this 17 day of August, 2006.

By:

A handwritten signature in black ink, appearing to read "Cesar Caballero", written over a horizontal line.

Cesar Caballero

Exhibit A

991530



communications

windstream



windstream
communications

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.

Exhibit B



P.O. BOX 81309
LINCOLN, NE 68501-1309
ADDRESS SERVICE REQUESTED



Monthly Billing Statement Enclosed

CUSTOMER NAME
ADDRESS
CITY, ST ZIP

Dear Valued Customer,

We have some news to share with you. As you may have read or heard, Alltel is separating its wireless and landline businesses. At the same time, the landline business is merging with VALOR Telecom to create Windstream Corporation—one of the largest phone, broadband and satellite TV services companies focused on serving rural America.

Alltel Wireless will continue to offer its full suite of voice and data products to more than 10 million customers in 35 states. With the nation's largest wireless network, we cover more of the country than any other wireless company.

Windstream will serve 3.4 million customers in 16 states, offering the same high quality, next-generation communications and entertainment services our customers have come to expect for more than 60 years.

We believe this separation will help us focus on serving you better. Customer satisfaction is our top priority. That's why Alltel and Windstream are working together to ensure a smooth transition.

The separation is expected to complete by mid year. If you're a landline customer, look for additional information regarding your service throughout the transition. Rest assured, Alltel and Windstream are committed to providing the same high-quality products, services and customer support you already rely on.

Thank you for your business.

Sincerely,

Scott Ford
President and Chief Executive Officer
Alltel

Jeff Gardner
President and Chief Executive Officer
Windstream Communications

Exhibit C

June 7, 2006

(Alltel logo)

CUSTOMER NAME
ADDRESS
CITY, ST ZIP

ATTENTION ALLTEL CUSTOMERS: IMPORTANT BILLING INFORMATION

Dear <FIRST NAME LAST NAME>,

As you may know, Alltel is separating its wireless and landline businesses. Alltel Wireless—owner and operator of America's Largest Network—will remain a wireless company and will continue to offer its full suite of voice and data products. At the same time, the landline business is merging with VALOR Telecom to create Windstream Corporation—the largest phone, broadband and digital TV services company focused on serving rural America.

If you currently receive one bill for both your wireless and landline services, you will soon begin receiving two separate bills—one bill for wireless services and one bill for landline services. Wireless services include your wireless voice and data features. Landline services may include home phone service, long distance, DISH Network or broadband. Upon the completion of this transition, you will begin receiving one Alltel bill for wireless services and one Windstream bill for landline services.

It is important to note that your new Alltel bill may include the following changes:

- A new "Bill Date" which will be listed on the front page of your bill.
- **A new payment remittance address which will also be listed on the front page of your bill.**
- **A new account number.**

If you are currently an Auto Pay customer with both wireless and landline services or pay your combined bill online at alltel.com, please note the following changes:

Alltel Wireless Services

- **When you receive your new Alltel bill, you will be provided with a new Alltel account number. In order to view and pay your Alltel bill online, you must register with your new account number at alltel.com.** You will also be able to set up Auto Pay for this new account.

Windstream Landline Services

- **When you receive your new Windstream bill, you will begin to view and pay your Windstream landline services bill online at windstream.com using your existing user ID and password established at alltel.com.** If you currently pay your bill using Auto Pay, that service will continue to work as usual for your Windstream landline services.

We apologize for any inconvenience this separation may cause, but rest assured, this billing change will have no impact on your services. You will continue to receive high-quality products, services and customer support you can depend on. We are working together to ensure network and billing systems are in place to work seamlessly for you. Throughout the transition, you will be contacted, as needed, about any changes to your account as well as new services that will soon be available.

If you have questions regarding changes to your bill, please call us at 1-800-880-4570. We appreciate your business. Thank you for being a valued customer.

Sincerely,

Alltel Communications, Inc.

Largest Network Claim: Based upon analysis by an independent research company in April 2006, which compared marketed coverage patterns at the time of their creation of each wireless carrier without allowance for variations due to electrical interference, customer equipment, topography & each carrier's translation & defined preferences of their own internal engineering data.

CODE 5301

(Alltel logo)

(Windstream Comm. logo)

July 7, 2006

CUSTOMER NAME
ADDRESS
CITY, ST ZIP

ATTENTION ALLTEL CUSTOMERS: IMPORTANT BILLING INFORMATION

Dear <FIRST NAME LAST NAME>,

As you may know, Alltel's landline business is joining with VALOR Telecom to create Windstream Communications—the largest phone, broadband and digital TV services company focused on serving rural America.

Windstream will serve 3.4 million customers in 16 states, offering high-quality, next-generation communications and entertainment services customers have come to expect for more than 60 years.

It is important to note that your new Windstream bill will include the following changes:

- A new payment remittance address which will also be listed on the front page of your bill
- A new account number
- Some customers may be assigned a new "Bill Date" which will be listed on the front page of your bill

Online Payments

If you currently pay for your services online, please note the following:

- When you receive your new Windstream bill, you will be provided with a new Windstream account number.
- You will no longer be able to pay your landline bill through Alltel's online My Account service. When you receive your new Windstream bill, please visit **www.windstream.com** to register for Windstream's online payment service.
- If you wish to continue paying for your landline services through your personal bank, please be sure to set up electronic payment information for your landline services and/or notify your bank of the change to Windstream in order to receive proper and timely credit for payments.
- If you use automatic bank draft services through your bank to make payments, you will need to set up a new draft using the new account number associated with your landline services. If you *do not* use automatic bank services and are interested in using this service, you can sign up for Windstream's Auto Pay once you receive your first Windstream bill.
 - Auto Pay is a FREE service that allows you to automatically pay your Windstream bill from your checking account each month.
 - To sign up for Auto Pay, visit **www.windstream.com** or call 1-800-880-4570. You can sign up for Auto Pay or change your payment information at any time.

We apologize for any inconvenience this may cause, but rest assured, we're working to make this transition as smooth as possible. You will continue to receive high-quality products, services and customer support you can depend on. Throughout the transition, you will be updated about any changes to your account as well as new services that will soon be available.

If you have questions regarding changes to your bill, please call us at 1-800-880-4570. We appreciate your business. Thank you for being a valued customer.

Sincerely,

Alltel Communications, Inc.

CODE 5316

(Alltel logo)

(Windstream Comm. logo)

July 7, 2006

CUSTOMER NAME
ADDRESS
CITY, ST ZIP

ATTENTION ALLTEL CUSTOMERS: IMPORTANT BILLING INFORMATION

Dear <FIRST NAME LAST NAME>,

As you may know, Alltel is separating its wireless and landline businesses. Alltel Wireless—owner and operator of America's Largest Network—will remain a wireless company and will continue to offer its full suite of voice and data products. At the same time, the landline business is joining with VALOR Telecom to create Windstream Communications—the largest phone, broadband and digital TV services company focused on serving rural America.

If you currently receive one bill for both your wireless and landline services, upon the completion of this transition, you will receive one Alltel bill for wireless services and one Windstream bill for landline services. Wireless services include your wireless voice and data features. Landline services may include home phone service, long distance, DISH Network, Broadband or Dial-up Internet.

It is important to note that your new Windstream bill will include the following changes:

- A new payment remittance address which will be listed on the front page of your bill
- A new account number
- Some customers may be assigned a new "Bill Date" which will be listed on the front page of the bill

Online Payments

If you currently pay for your services online, please note the following:

Alltel Wireless Services

There will be no change to your wireless bill. You may continue to pay your wireless bill as you always have.

Windstream Landline Services

- When you receive your new Windstream bill, you will be provided with a new Windstream account number.
- You will no longer be able to pay your landline bill through Alltel's online My Account service. When you receive your new Windstream bill, please visit www.windstream.com to register for Windstream's online payment service.
- If you wish to continue paying for your landline services through your personal bank, please be sure to set up electronic payment information for your landline services and/or notify your bank of the change to Windstream in order to receive proper and timely credit for payments.
- If you use automatic bank draft services through your bank to make payments, you will need to set up a new draft using the new account number associated with your landline services. If you do not use automatic bank draft services and are interested in using this service, you can sign up for Windstream's Auto Pay once you receive your first Windstream bill.
 - Auto Pay is a FREE service that allows you to automatically pay your Windstream bill from your checking account each month.
 - To sign up for Auto Pay, visit www.windstream.com or call 1-800-880-4570. You can sign up for Auto Pay or change your payment information at any time.

We apologize for any inconvenience this may cause, but rest assured, we're working to make this transition as smooth as possible. You will continue to receive high-quality products, services and customer support you can depend on. Throughout the transition, you will be updated about any changes to your account as well as new services that will soon be available.

If you have questions regarding changes to your bill, please call us at 1-800-880-4570. We appreciate your business. Thank you for being a valued customer.

Sincerely,

Alltel Communications, Inc.