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October 3, 2007

Eddie Roberson, Chairman
Tennessee Regulatory Authority
460 James Robertson Pkwy.
Nashville, TN 37243-0505

filed electronically in docket office on 10/03/07

Docket no. 07-00231

**Re: In re: Petition of Southern Digital Network, Inc. d/b/a FDN
Communications and NuVox Communications, Inc. for Approval of an
Internal Corporate Reorganization and Transfer of Customer Base**


Dear Chairman Roberson:

Attached is a petition seeking approval of a corporate reorganization involving two, affiliated carriers and the transfer of one carrier's customers to the other. There will be no change in service or rates and the customers being transferred will be notified by mail thirty (30) days before the transfer in accordance with TRA and FCC rules.

The petitioners seek to consummate this transaction by the end of the year and therefore seek TRA approval by December 1, 2007.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: 
Henry Walker

HW/djc

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE
OCTOBER 3, 2007**

In re: Petition of)
)
Southern Digital Network, Inc.)
d/b/a FDN Communications) Docket No. _____
and NuVox Communications, Inc.)
)
for Approval of an Internal Corporate)
Reorganization and Transfer of Customer Base)

**PETITION OF SOUTHERN DIGITAL NETWORK, INC.
D/B/A FDN COMMUNICATIONS AND NUVOX COMMUNICATIONS, INC.
FOR APPROVAL OF AN INTERNAL CORPORATE REORGANIZATION OF AN
AUTHORIZED TELECOMMUNICATIONS PROVIDER
AND TRANSFER OF CUSTOMER BASE**

Southern Digital Network, Inc. d/b/a FDN Communications (“SDN”) and NuVox Communications, Inc. d/b/a NuVox Communications (“NuVox”) (together, “Applicants”), both certified carriers in Tennessee and both subsidiaries of NuVox, Inc.,¹ by their counsel and pursuant to Tenn. Code Ann. §65-4-113, hereby respectfully request authority from the Tennessee Regulatory Authority (“TRA” or “Authority”), to the extent it may be required, to consummate an internal corporate reorganization whereby SDN and NuVox will be consolidated into a single operating subsidiary: NuVox. This internal reorganization will simplify NuVox, Inc.’s corporate structure, streamlining its operations, eliminating administrative redundancy and improving overall efficiency. As part of this reorganization, the customers of SDN will be transferred to NuVox following notification of the customers in accordance with FCC and Authority requirements.

¹ The Authority approved the transfer of ultimate control of SDN to NuVox, Inc. on August 14, 2007 in Docket No. 07-00078. As a result of the transfer of control, SDN became a wholly-owned subsidiary of FDN, LLC, which is a wholly-owned subsidiary of NuVox, Inc. NuVox is a wholly-owned subsidiary of Gabriel Communications Finance Company, which is a wholly-owned subsidiary of NuVox, Inc.

NuVox already is authorized by the Authority to provide telecommunications services in Tennessee and will continue to serve its customers, in addition to the former customers of SDN, pursuant to its existing authorization. NuVox, Inc. will remain the ultimate parent company of NuVox with the same ownership as at present.

Specifically, as described in more detail below, the Applicants propose that SDN will be merged with and into its affiliate, NuVox, and the customers of SDN will become customers of NuVox. For existing SDN customers, the only change will be in the name of their service provider – their existing rates, terms and conditions of service will remain the same. Existing NuVox customers will be unaffected by the proposed transaction. The consolidation is not expected to result in any loss or impairment of service to any of the customers of SDN or NuVox. Any future changes in the rates, terms and conditions of service will be made pursuant to Authority requirements.

Due to the timing of the Applicants' business plans, it is respectfully requested that the Authority take any action necessary to approve this Application at its earliest convenience and, in any event, no later than *December 1, 2007*.

In support of this Application, the Applicants provide the following information:

I. APPLICANTS

NuVox, Inc. is a privately-held Delaware corporation located at Two North Main Street, Greenville, South Carolina 29601. Through its operating subsidiaries, NuVox, Inc. has operations in 48 markets throughout 16 contiguous Midwestern and Southeastern states. The company is a rapidly growing facilities-based integrated communications provider of voice and data telecommunications services to business customers. Currently, the following two (2) investors hold 10% or more of the total outstanding stock of

NuVox, Inc.: (1) M/C Venture Partners, through various stockholders (28.1%); and (2) NSHI Ventures LLC (11.5%). As noted above, the ownership of NuVox, Inc. will not change as a result of the reorganization.

NuVox, Inc.'s subsidiary, NuVox, a Delaware corporation, provides interexchange and competitive local exchange telecommunications services in the following states: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. In Tennessee, NuVox provides competitive local exchange and interexchange telecommunications services.² NuVox will continue to provide telecommunications services pursuant to its existing authorization following the reorganization.

NuVox, Inc.'s subsidiary, SDN, a Delaware corporation, provides voice and data services to business customers. SDN is also authorized to provide interexchange and competitive local exchange telecommunications services in the following states: Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. In Tennessee, SDN is authorized to provide competitive local exchange and interexchange telecommunications services.³ SDN will be merged out of existence as a result of the consolidation; thus, SDN voluntarily surrenders its telecommunications authorization effective as of the closing date of the consolidation.

NuVox, Inc. also has subsidiaries, all Delaware corporations, that provide interexchange and competitive local exchange telecommunications services in the

² See Docket No. 99-00806, February 22, 2000 and Docket No. 04-00309, April 13, 2005.

³ See Docket No. 04-00095, July 23, 2004.

following states: Arkansas, Illinois, Indiana, Kansas, Missouri, Ohio and Oklahoma.⁴ In Florida, FDN, LLC d/b/a FDN Communications f/k/a NuVox Transition Subsidiary, LLC, a Delaware limited liability company, is authorized to provide interexchange and competitive local exchange telecommunications services.⁵ NewSouth Communications of Virginia, Inc., a Virginia corporation that is wholly owned by NuVox, is authorized to provide telecommunications services in Virginia. NuVox, Inc. also is authorized by the Federal Communications Commission ("FCC") to provide domestic interstate and international telecommunications services.

A diagram showing the current corporate structure of NuVox, Inc. is appended hereto as **Exhibit A**.

II. DESIGNATED CONTACTS

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⁴ NuVox Communications of Arkansas, Inc., NuVox Communications of Illinois, Inc., NuVox Communications of Indiana, Inc., NuVox Communications of Kansas, Inc., NuVox Communications of Missouri, Inc., NuVox Communications of Ohio, Inc. and NuVox Communications of Oklahoma, Inc.

⁵ FDN, LLC d/b/a FDN Communications f/k/a NuVox Transition Subsidiary, LLC will also be merged into NuVox Communications, Inc. as part of the internal reorganization.

With copies to:

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III. DESCRIPTION OF THE TRANSACTION

The consolidation of the operating subsidiaries of NuVox, Inc. in Tennessee into a single entity, NuVox, is anticipated to occur via the merger of SDN with and into NuVox, with NuVox remaining as the surviving corporation and assuming all of SDN's assets and operations. As a result of the reorganization, NuVox will provide service to its existing customers as well as the former SDN customers pursuant to NuVox's existing authorization. NuVox will remain wholly owned by NuVox, Inc. The closing of the transaction will be contingent upon the receipt of the required regulatory approvals among other things.

The proposed transfer of customers from SDN to NuVox will have no adverse impact on customers. The SDN customers will continue to receive their existing services at the same rates, terms and conditions that they have prior to the transfer and any future changes in the rates, terms and conditions of service will be made consistent with Authority requirements. To ensure a seamless transition and avoid customer confusion or inconvenience, NuVox will provide advance written notice to the affected customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable FCC and Authority requirements for changing a customer's

presubscribed carrier. A copy of the notification letter that will be sent to affected customers is appended hereto as **Exhibit B**.

NuVox will file amended tariffs to include both all grandfathered legacy SDN services and all legacy SDN services that will continue to be marketed in the future by NuVox. After the tariffs are filed and the reorganization is consummated, SDN will cancel or withdraw its tariffs.

Thus, the customers to be transferred from SDN to NuVox will not experience any change in their telecommunications services. The only change will be their new service providers: NuVox.

A diagram showing the corporate structure of NuVox, Inc. post-consolidation is appended hereto as **Exhibit C**.

IV. PUBLIC INTEREST CONSIDERATIONS

The proposed internal reorganization will serve the public interest. As noted above, the reorganization will generally be transparent to customers and will have no adverse impact on them. Existing SDN customers will be properly notified of the change in their service provider from SDN to NuVox and will continue to receive the same services at the same rates, terms and conditions of service. The reorganization will be entirely transparent to existing NuVox customers who will continue to be served by NuVox. The proposed consolidation will provide significant reductions in legal, accounting and tax administrative burdens and will simplify the NuVox, Inc. companies' corporate structure, eliminating administrative redundancy and improving the companies' overall efficiency, thereby enhancing the company's ability to compete in Tennessee and elsewhere. Over time, consumers in Tennessee will benefit from a greater number of

product and service options as well as more efficient prices resulting from the enhanced ability of the streamlined company.

Upon completion of the internal reorganization, the ultimate ownership of NuVox will be identical to its existing ownership. Thus, there should be no question about the qualifications of NuVox and its ultimate parent, NuVox, Inc., to operate in the public interest as the reorganization will not cause any meaningful change in the ownership, financial condition or services of the operating subsidiaries.

V. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application. Applicants respectfully request approval by *December 1, 2007* so that they may meet critical business objectives.

Respectfully submitted,

NuVox Communications, Inc. d/b/a
NuVox Communications
Southern Digital Network, Inc.
d/b/a FDN Communications

By: 

Henry Walker

Boult Cummings Conners & Berry
PLC

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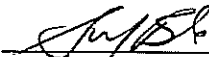
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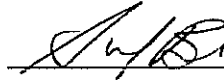
Their Counsel

Date:

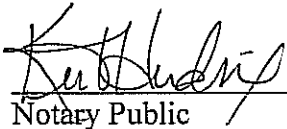
VERIFICATION

I, Susan Berlin, am Vice President – Senior Regulatory Counsel for NuVox, Inc. and NuVox Communications, Inc. I am authorized to represent them and their affiliates and to make this verification on their behalf. The statements in the foregoing document relating to NuVox, Inc. and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



Subscribed and sworn to before me this 2nd day of
October 2007.



Notary Public

My Commission expires: 05-12-2014

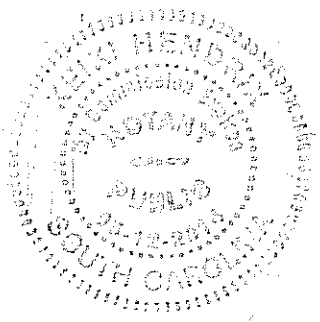


EXHIBIT A

CURRENT CORPORATE STRUCTURE

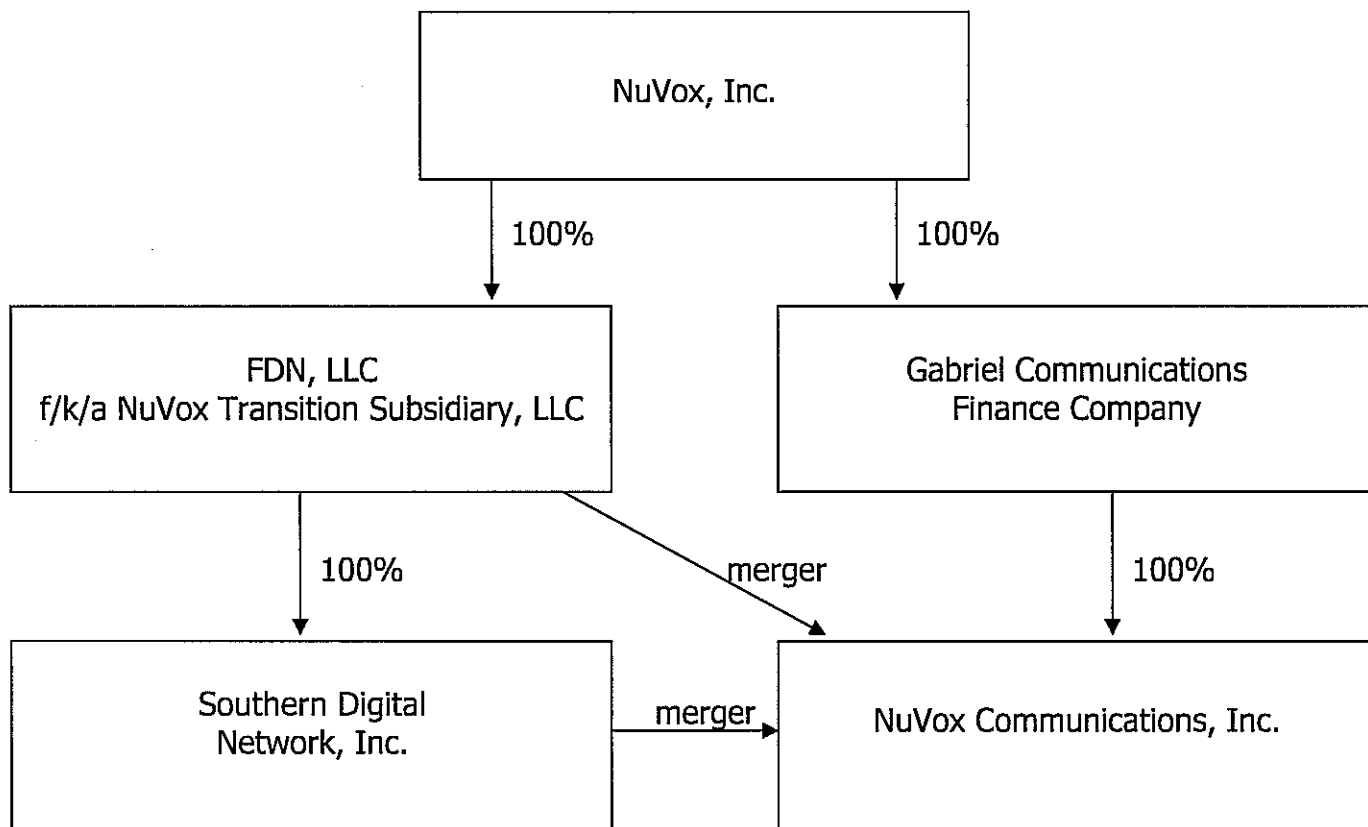


EXHIBIT B

[Insert company logos]

[Insert date]

IMPORTANT NOTICE REGARDING YOUR TELEPHONE SERVICE

Dear FDN Communications Customer:

We are pleased to announce that beginning January 1, 2008, Southern Digital Network, Inc. d/b/a FDN Communications ("FDN") will be reorganized and become part of NuVox Communications, a NuVox, Inc. ("NuVox") subsidiary. As an existing FDN customer, the only change you will see will be a change in the name of your provider from FDN to NuVox Communications.

NuVox is a rapidly growing integrated communications services provider serving customers in 48 markets in 16 contiguous Midwestern and Southeastern states. Earlier this year, NuVox became the parent company of FDN. Now, in an effort for NuVox to streamline its corporate structure, NuVox plans to merge FDN with NuVox Communications. No action on your part is required. You will continue to use the same telephone numbers and services you currently do and, of course, there will be no fees or charges to you in connection with the transaction. As a NuVox Communications customer, you will continue to receive telecommunications services at the same rates, terms and conditions specified in your existing contract with FDN or, if applicable, filed and/or posted tariffs and/or price lists. NuVox Communications will notify you of any future changes in rates, terms and conditions of service as required by the terms of your existing contract or by law.

NuVox anticipates that the date for the reorganization will be January 1, 2008, provided any necessary regulatory approvals have been obtained; and, at that time, the name of your service provider will become NuVox Communications. NuVox realizes that you have a choice of telecommunications carriers, and you may choose another carrier at any point. If you choose to remain with FDN as of the January 1, 2008 reorganization, you will automatically become a NuVox Communications customer and your customer service agreement will be assigned to NuVox Communications. Please note that if you have a term contract with FDN you will still be responsible for any applicable early contract termination charges if you choose a service provider other than NuVox Communications.

If you have placed a "freeze" on your FDN services to prevent their unauthorized transfer to another carrier, the freeze will be effectively removed just for the purpose of carrying out the reorganization to NuVox Communications. The freeze, if you had one to begin with, will then continue in place after the reorganization, but, at your request, NuVox Communications can remove the freeze protection at any time.

If you have any questions about the reorganization or about NuVox in general, please visit www.nuvox.com or call 800-800-9681. For all questions regarding billing, repairs, service needs or complaints, please contact NuVox Communications at 800-800-9681.

We look forward to continuing to provide service to you!

Cordially,

NuVox, Inc.

EXHIBIT C

CORPORATE STRUCTURE POST-CONSOLIDATION

