

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS
(Effective: 01/18/2008)

In the Matter of the Application of NuVox Communications)
of Ohio, Inc. for Change of Control of its Ultimate Parent.)
))

TRF Docket No. 90-9095-TP-TRF

Case No. 09 - 1815 - **TP** - ACO

NOTE: Unless you have reserved a Case # or are filing a Contract, leave the "Case No" fields BLANK.

Name of Registrant(s) NuVox Communications of Ohio, Inc.

DBA(s) of Registrant(s) _____

Address of Registrant(s) Two North Main Street, Greenville, SC 29601

Company Web Address http://www.nuvox.com

Regulatory Contact Person(s) Ed Cadieux, NuVox Communications
Kathy Hobbs, Windstream

Phone (636) 537-5743
(614) 228-9484

Fax (636) 733-5743
(614) 224-4433

Regulatory Contact Person's Email Address ecadieux@nuvox.com;

Contact Person for Annual Report Jennifer Plante

Phone (864) 672-5435

Address (if different from above) Two North Main Street, Greenville, SC 29601

Consumer Contact Information Al Cannon

Phone (864) 672-5952

Address (if different from above) Two North Main Street, Greenville, SC 29601

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input checked="" type="checkbox"/> CLEC	<input type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

Section I – Part II – Certificate Status and Procedural

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
CMRS Providers See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)		<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)	
Other* (explain) _____				

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section III. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am outside legal counsel of applicant corporation, NuVox Communications of Ohio, Inc., and am authorized to make this statement on its behalf.
(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

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

Executed on (Date) November 17, 2009 at (Location) Columbus, Ohio

Sally W. Bloomfield
*(Signature and Title) Sally W. Bloomfield, Outside Counsel

November 17, 2009
(Date)

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

VERIFICATION

Sally W. Bloomfield
I, Sally W. Bloomfield, verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, are true and correct to the best of my knowledge.

Sally W. Bloomfield
*(Signature and Title) Sally W. Bloomfield, Outside Counsel

November 17, 2009
(Date)

*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

Verifications

See attached verifications.

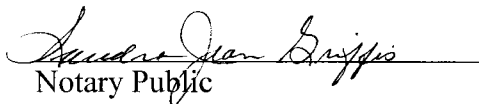
VERIFICATION

I, Michael D. Rhoda, am Senior Vice President - Government Affairs of Windstream Corporation. I am authorized to represent it and its affiliates and to make this verification on their behalf. The statements in the foregoing document relating to Windstream Corporation 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 13th day of November 2009.


Notary Public

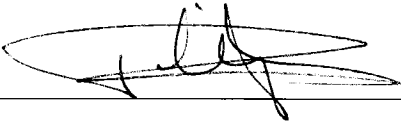
My Commission expires: September 1, 2011



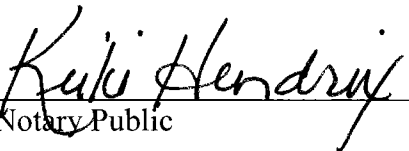
VERIFICATION

I, Riley M. Murphy, am Executive Vice President and General Counsel of NuVox, Inc. I am authorized to represent it and its 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 12th day of
November 2009.



Notary Public

My Commission expires: 05-12-2014

List of Officers of NuVox, Inc.

DIRECTORS*

David L. Solomon
James W. Akerhielm
Michael P. Gallagher
James H. Greene, Jr.
James B. Fleming, Jr.
Scott B. Perper
James F. Wade
Robert P. Savignol

OFFICERS*

James W. Akerhielm	Chief Executive Officer
David L. Solomon	Chairman of the Board, Chief Financial Officer and Treasurer
Michael Gallagher	President Strategic Markets
Charles J. Norris	Chief Operating Officer
Riley M. Murphy	Executive Vice President, General Counsel and Secretary
Paul A. Pitts	Executive Vice President – Operations/Customer Service
Matthew Blocha	Executive Vice President – Service Delivery
Cynthia Grimmer	Vice President
Donald G. Donahoe	Vice President
Amy Gardner	Vice President
Deborah G. Spearman	Vice President
Kevin Smith	Vice President
Sidney M. Earley	Vice President
Daniel E. Sterling	Vice President
Richard Edward Hassold	Vice President
Timothy Tuck	Vice President
Anthony Walsh	Vice President
Richard L. Raynes	Vice President
Edward J. Cadieux	Vice President
Susan J. Berlin	Vice President
Carol M. Keith	Vice President
Phillip H. Peterson	Vice President
Mark Pfeiler	Vice President
Karl Renaut	Vice President
Connie B. Walsh	Assistant Secretary

Description of the Transaction

NuVox Communications of Ohio, Inc. (“NuVox Communications”) provides the Commission information about an intended transaction that will result in a change in ownership of NuVox Communications from its existing ultimate parent, NuVox, Inc. (“NuVox”), to Windstream Corporation (“Windstream”). NuVox Communications is authorized as a competitive provider of telecommunications services in 16 contiguous Southeastern and Midwestern states, including in Ohio.¹

As described more fully below, pursuant to the terms of an Agreement and Plan of Merger (“Agreement”) dated November 2, 2009 among Windstream, Night Merger Sub, Inc. (“Newco”), a direct, wholly-owned subsidiary of Windstream created for purposes of the merger, NuVox and the Stockholders’ Representative, Newco will merge with and into NuVox, with NuVox continuing as the surviving corporation (the “Transaction”). As a result of the Transaction, NuVox will become the direct, wholly-owned subsidiary of Windstream. Thus, Windstream will be the new ultimate parent company of NuVox Communications. This change in ultimate control does not involve a transfer of operating authority, assets or customers, and the Transaction is expected to be seamless to end user customers. Immediately following consummation of the Transaction, NuVox Communications will continue to offer the same services, rates, terms and conditions pursuant to its existing authorization and the only change resulting from the Transaction will be that NuVox Communications will be ultimately owned by Windstream.

¹ Windstream maintains existing local exchange carrier subsidiaries in sixteen states, including Ohio.

I. TRANSACTION PARTICIPANTS

A. Windstream Corporation

Windstream Corporation, a Delaware corporation headquartered at 4001 Rodney Parham Road, Little Rock, Arkansas 72212 (501) 748-7000, is an S&P 500 diversified communications and entertainment company that is publicly traded on the New York Stock Exchange.

Windstream, through its subsidiaries, provides local and long distance telephone services, broadband and high-speed data services and video services to customers primarily in rural areas in 16 states.² Windstream's subsidiaries also offer a wide range of IP-based voice and data services and advanced phone systems and equipment to businesses and government agencies. Windstream has approximately 3 million access lines and approximately \$3.1 billion in annual revenues. Windstream is ranked 4th in the 2009 Business Week 50 ranking of the best performing U.S. companies. More information can be found at www.windstream.com. As a publicly-traded company, there currently are no "10% or greater" shareholders of Windstream, and it is not anticipated that there will be any "10% or greater" shareholders of Windstream post-close.

B. NuVox, Inc. and NuVox Communications

NuVox is a privately-held Delaware corporation headquartered at Two North Main Street, Greenville, South Carolina 29601. Through its operating subsidiaries, NuVox has operations in 48 urban/suburban markets throughout 16 contiguous Midwestern and Southeastern states. The company is an integrated communications provider of voice and data telecommunications services with approximately 90,000 business customers. NuVox's Ohio operating subsidiary, NuVox Communications of Ohio, Inc., ("NuVox Communications"), is a

² These states are as follows: Alabama, Arkansas, Florida, Georgia, Kentucky, Mississippi, Missouri, Nebraska, North Carolina, New York, New Mexico, Ohio, Oklahoma, Pennsylvania, South Carolina and Texas. The operations of Windstream in these states are not affected by the instant Transaction.

direct, wholly-owned subsidiary of Gabriel Communications Finance Company (“Gabriel”), a holding company that is a direct, wholly-owned subsidiary of NuVox. In Ohio, NuVox Communications provides local and interexchange services, broadband voice and Internet, and related services, but does not provide local service in territories served by Windstream’s local exchange carrier subsidiaries in Ohio.³ A copy of its certificate of good standing from the Ohio Secretary of State is appended hereto as **Exhibit D**.

NuVox’s largest operating subsidiary, NuVox Communications, Inc., provides interexchange and competitive local exchange telecommunications services in the following states: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. Other NuVox operating subsidiaries provide interexchange and competitive local exchange telecommunications services in the following states: Arkansas, Illinois, Indiana, Kansas, Missouri, Ohio and Oklahoma.⁴ NuVox is also authorized by the Federal Communications Commission to provide domestic interstate and international telecommunications services.

Currently, there are two (2) investors that hold 10% or more of the total outstanding stock of NuVox: (1) M/C Venture Partners V, L.P. and its affiliates; and (2) NSHI Ventures LLC. No other person or entity currently holds 10% or more of the outstanding stock of NuVox.

A diagram showing the current corporate structures of Windstream and NuVox is appended hereto as **Attachment 1**.

³ See Certificate No. 90-9095, Case No. 01-499-TP-ACN as of September 19, 2001.

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.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of the Agreement, Windstream intends to acquire NuVox in a merger transaction valued at approximately \$643 million. Windstream expects to issue approximately 18.7 million fixed shares of stock valued at \$183 million, based on Windstream's closing stock price on November 2, 2009, and pay approximately \$280 million in cash as part of the Transaction. Windstream will also assume estimated net debt of approximately \$180 million. Windstream intends to finance the acquisition with existing cash and current capacity on its revolving credit agreement.

To accomplish the Transaction, Windstream's direct, wholly-owned merger subsidiary, Newco, will merge with and into NuVox, with NuVox continuing as the surviving corporation. As a result, NuVox will become a direct, wholly-owned subsidiary of Windstream. Thus, Windstream will be the new ultimate parent company of NuVox Communications.

The current customers of NuVox Communications will remain customers of NuVox Communications. Accordingly, the Transaction will be virtually transparent to customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing. The only change resulting immediately from the Transaction will be that NuVox Communications will be ultimately owned by Windstream, a widely-held public corporation. The closing of the Transaction will be contingent upon the receipt of the required regulatory approvals, among other things.

Windstream is well-qualified to become the new ultimate owner of NuVox Communications. As noted above, subsidiaries of Windstream currently provide telecommunications services in 16 states, including Ohio. Further, it is not anticipated that the day-to-day operations of NuVox Communications will change as a result of the Transaction. NuVox Communications will continue to have the managerial, technical and financial

qualifications to provide quality telecommunications services to consumers in Ohio. Many of the existing NuVox management personnel will remain in place, supported by experienced Windstream management. NuVox Communications will also be supported by the financial resources of Windstream. For additional detail on the financial and managerial qualifications of Windstream, please see www.Windstream.com.

A diagram showing the corporate structure of the combined companies post-Transaction is appended hereto as **Attachment 2**.

III. PUBLIC INTEREST STATEMENT

A. Public Interest Benefits of the Transaction

Commission approval of the Transaction will clearly serve the public interest. The telecommunications industry has been and continues to be subject to rapid technological advances, evolving consumer preferences and dynamic changes. The creation of Windstream in 2006 established an independent, stand-alone wireline-centric corporation that serves the public interest by focusing squarely on enhancing local wireline operations primarily in rural areas.⁵ Combining NuVox Communications with Windstream will enable Windstream to offer, and NuVox Communications to continue to offer, a broad range of high quality services to NuVox Communication's customers. Windstream will help ensure the continuation of NuVox Communications' ability to deploy and maintain innovative and advanced telecommunications offerings, benefiting consumers and serving the public interest, convenience and necessity.

The efficiencies and economies of scale resulting from the Transaction will improve the combined company's economic status and, thus, its ability to continue to attract financing to invest in and offer new and innovative services, including those in rural areas. Enabling small

⁵ Windstream was formed on July 17, 2006 through the spin-off of ALLTEL Corporation's landline business and its merger with Valor Communications Group.

and medium-sized carriers to achieve such efficiencies is publicly beneficial as these companies continue to face new competitive challenges. The Transaction will also broaden access to both companies' advanced network capabilities, technical and financial strengths, and complementary services, which together are expected to strengthen the companies' ability to provide quality service.

The Transaction will better enable NuVox Communications' customers to benefit from innovative and quality products. For example, Windstream's local exchange carrier subsidiaries have deployed broadband services throughout nearly all of their markets. Likewise, NuVox Communications has deployed broadband services throughout its own markets and the combined enterprise will be able to achieve greater economies of scale and scope with respect to such future deployment than NuVox Communications would have operating independently.

B. The Transaction Will be Seamless to Subscribers

The Transaction will be generally transparent to customers and at the time of the merger they will not experience any change in their services, rates, terms and conditions of such service. Any future changes in rates, terms and conditions of service will be made in accordance with applicable Commission requirements and any future consolidation of the operations of NuVox Communications into or with other Windstream operating companies, such that customers would see a change in their service provider, would be undertaken pursuant to the Commission's rules and notice requirements.⁶

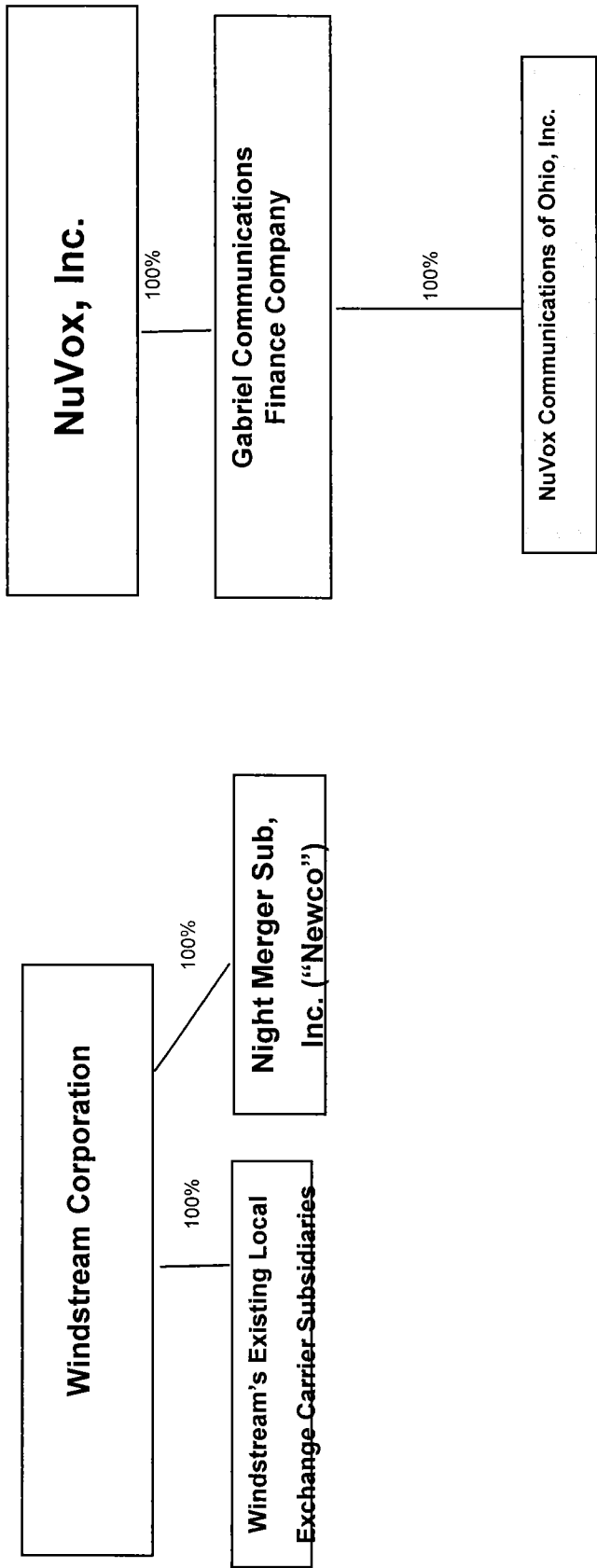
⁶ The contemplated transfer of control does not raise any slamming concerns or necessitate compliance with FCC or state procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers as the contemplated transaction does not involve any change in a customer's existing service provider. NuVox Communications' customers will remain with their company and will continue to be served under its existing authorization. Thus, the parties will not be sending out such a notice to customers at this time or submitting an affidavit regarding the same. However, Windstream will be sending out a "welcome"-type letter at some point in the future closer to the closing date.

C. The Transaction Poses No Competitive Risks

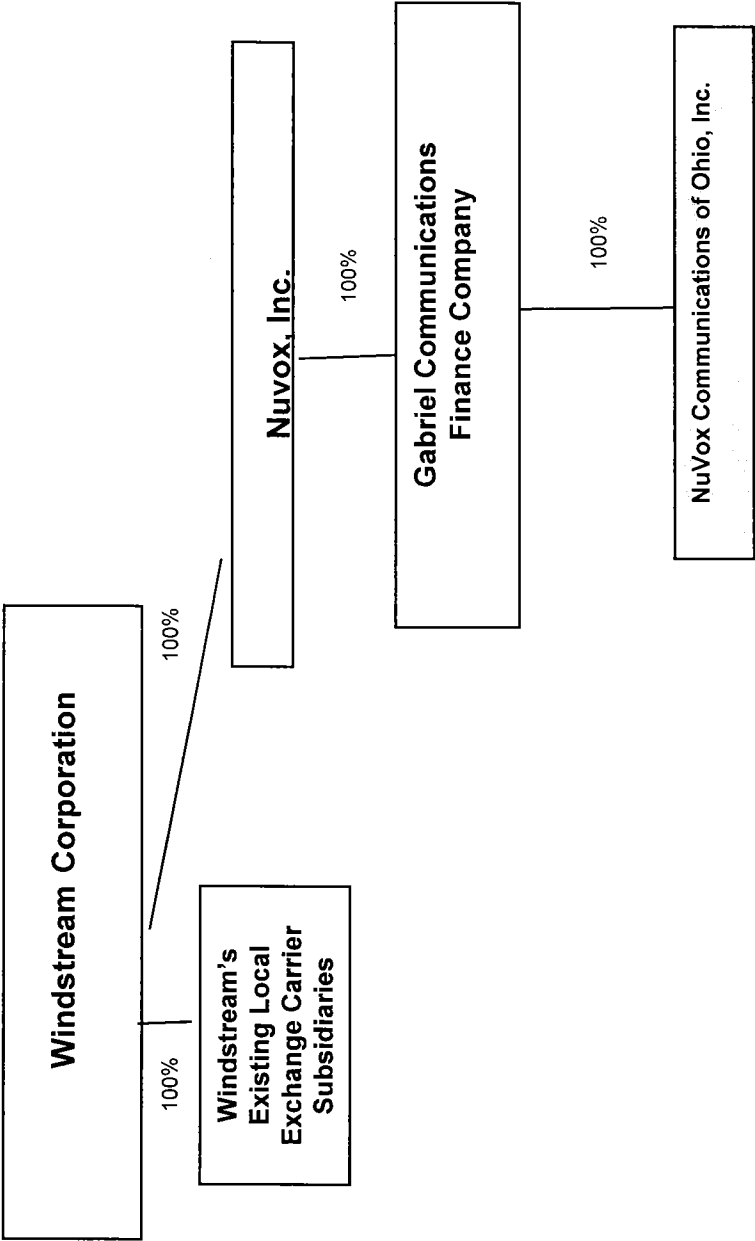
The Transaction will not result in harm to competition in any relevant market and will yield tangible public interest benefits. Given the increasingly competitive nature of the telecommunications market, the parties are seeking to complete the Transaction as soon as possible in order to ensure that customers and the companies can rapidly obtain the benefits that will be generated by the combined companies.

This Transaction will enhance competition because it will strengthen NuVox Communications and allow Windstream to expand and compete in areas outside its existing service territories. Again, the Transaction will not have a negative impact on current Windstream subsidiary or NuVox Communications customers.

Existing Corporate Structures



Post-Transaction Corporate Structure



Secretary of State

NuVox Communications of Ohio, Inc.'s Certificate of Good Standing is attached.

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show NUVOX COMMUNICATIONS OF OHIO, INC., a Delaware corporation, having qualified to do business within the State of Ohio on September 10, 1999 under License No. 1122485 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 13th day of November, A.D. 2009*

A handwritten signature in cursive script, reading "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2009317NF8D9B

Customer Notice

NuVox Communications' customers will remain with their company and will continue to be served under its existing authorization. Thus, the parties will not be sending out such a notice to customers at this time or submitting an affidavit regarding the same. However, Windstream will be sending out a "welcome"-type letter at some point in the future closer to the closing date.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

11/17/2009 10:03:08 AM

in

Case No(s). 09-1815-TP-ACO

Summary: Application of NuVox Communications of Ohio, Inc. for Change in Control of its Ultimate Parent. electronically filed by Teresa Orahod on behalf of NuVox Communications of Ohio