

August 1, 2008

Via Electronic Filing

Ms. Reneé J. Jenkins
Director of Administration
Secretary of the Public Utilities Commission of Ohio
180 East Broad Street
Columbus, Ohio 43215

RE: In the Matter of the Application of Alltel Communications, Inc. to Provide Notice of a Change in Operations; PUCO Case No. 08-929-TP-RCC

Dear Ms. Jenkins:

Alltel Communications, Inc. submits an Application for electronic filing in the above-referenced matter. The TRF Number for Alltel Communications, Inc. is 90-5310-RC-TRF.

The exhibits are not available in WORD format and therefore are not included in the native file.

Thank you for your assistance. If you have any questions, please do not hesitate to call.

Very truly yours,

/s/ Carolyn S. Flahive

Enclosure

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

In the Matter of the Application of Alltel Communications,)
 Inc. to Provide Notice of a Change in Operations)
)
)

TRF Docket No. 90-5310-RC-TRF

Case No. 08 - 929 - **TP** - **RCC**

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

Name of Registrant(s) Alltel Communications, Inc.
 DBA(s) of Registrant(s) _____
 Address of Registrant(s) One Allied Drive, Little Rock, Arkansas 72202
 Company Web Address _____
 Regulatory Contact Person(s) Carolyn S. Flahive Phone 614-469-3294 Fax 614-469-3361
 Regulatory Contact Person's Email Address Carolyn.Flahive@ThompsonHine.com
 Contact Person for Annual Report Stephen B. Rowell Phone 501-905-8460
 Address (if different from above) _____
 Consumer Contact Information _____ Phone _____
 Address (if different from above) _____

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 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 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 (Non-Auto) 1-7-05	<input type="checkbox"/> UNC 1-7-04 or (Non-Auto) 1-7-05		
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 checked="" 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 an officer/agent of the applicant corporation, _____, 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) _____ at (Location) _____

*(Signature and Title) _____ (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

I, Carolyn S. Flahive 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, is true and correct to the best of my knowledge.

*(Signature and Title) /s/ Carolyn S. Flahive (Date) 8/1/2008

**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

EXHIBIT A

The purpose of this filing is to provide notice to the Commission that Alltel Communications, Inc., which holds Certificate No. 90-5310-RC-TRF, has been converted to a limited liability company. See attached documentation from the Delaware Secretary of State certifying the conversion and verifying the change of name from Alltel Communications, Inc. to Alltel Communications, LLC. Also see attached Certificate of Conversion filed with the Ohio Secretary of State indicating conversion from a foreign corporation to a foreign limited liability company. PUCO Certificate 90-5310-RC-TRF should be re-issued under the name Alltel Communications, LLC.

Delaware

PAGE 1

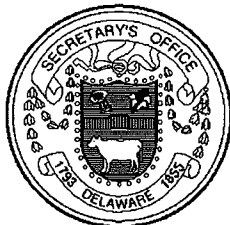
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ALLTEL COMMUNICATIONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ALLTEL COMMUNICATIONS, INC." TO "ALLTEL COMMUNICATIONS, LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 10:31 O'CLOCK A.M.

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

2534400 8100V

071375884



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6276472

DATE: 01-02-08

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

- First.** The jurisdiction where the Corporation was first formed is Delaware.
- Second.** The jurisdiction immediately prior to filing this Certificate is Delaware.
- Third.** The date the Corporation was first formed is August 16, 1995.
- Fourth.** The name of the Corporation immediately prior to filing this Certificate is Alltel Communications, Inc.
- Fifth.** The name of the Limited Liability Company as set forth in the Certificate of Formation is Alltel Communications, LLC.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting Corporation, has executed this Certificate on the 31st day of December 2007.

By: 
Name: Holly Larkin
Title: Secretary

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "ALLTEL COMMUNICATIONS, LLC" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 10:31 O'CLOCK A.M.

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

2534400 8100V

071375884

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

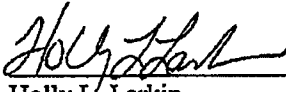
AUTHENTICATION: 6276472

DATE: 01-02-08

**STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
ALLTEL COMMUNICATIONS, LLC**

- First.** The name of the limited liability company is Alltel Communications, LLC.
- Second.** The address of its registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 31st day of December, 2007.

By: 
Name: Holly L. Larkin
Title: Secretary



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/23/2008	200814400658	CORRECT REG./FOREIGN LLC (LFC)	50.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
4400 EASTON COMMONS WAY, SUITE 125
ATTN: TIMOTHY ROBERSON
COLUMBUS, OH 43219

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

929561

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

ALLTEL COMMUNICATIONS, LLC

and, that said business records show the filing and recording of:

Document(s)

CORRECT REG./FOREIGN LLC

Document No(s):

200814400658



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

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 22nd day of May, A.D.
2008.

Ohio Secretary of State



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 ** Requires an additional fee of \$100 **
<input checked="" type="radio"/> No	PO Box 1028 Columbus, OH 43216

**Limited Liability Company Certificate of
Amendment / Restatement / Correction**
(Domestic or Foreign)
Filing Fee \$50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic Limited Liability Company <input type="checkbox"/> Amendment (128-LAM) <input type="checkbox"/> Restatement (142-LRA) _____ (Date of Organization)	(2) Foreign Limited Liability Company <input checked="" type="checkbox"/> Correction (135-LFC) Delaware _____ 02/05/2008 (Home State) (Qualifying in Ohio on MMDDYY)
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

The undersigned authorized representative of Alltel Communications, LLC 929561
(Name) (Registration Number)

The above stated Limited Liability Company does hereby certify that the undersigned is duly authorized to execute this certificate, and hereby certifies that the above named Limited Liability Company Amend Restate Correct the following:

Complete the information in this section if box (1) Restatement is checked, all sections below must be completed.
If box (1) Amendment or box (2) Correction is checked only complete sections that applies.

FIRST: The name of said limited liability company shall be:

(the name must include the words "limited liability company", "limited", "Ltd.", "Ltd.", "LLC", or "L.L.C.")

SECOND: (OPTIONAL) This limited liability company shall exist for a period of _____

THIRD: The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is (OPTIONAL):

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (state) (zip code)

Please check if additional provisions attached hereto are incorporated herein and made a part of these articles of organization.

FOURTH: Purpose (OPTIONAL)

Complete the information in this section if box (2) is checked and the Limited Liability Company wants to appoint a statutory agent

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is:

(Name) _____

(Street) _____ NOTE: P.O. Box Addresses are NOT acceptable.

(City, village or township) _____ Ohio _____ (State) _____ (Zip Code)

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

- A. the agent cannot be found or,
- B. the limited liability company fails to designate another agent when required to do so, or
- C. the limited liability company's registration to do business in Ohio expires or is cancelled

REQUIRED
Must be authenticated (signed)
by an authorized representative
(See Instructions)


Authorized Representative

Holly L. Larkin, Secretary of sole member

(Print Name)
Alltel Corporation


Date

Authorized Representative

Date

(Print Name)

Authorized Representative

Date

(Print Name)

ATTACHMENT
TO
LIMITED LIABILITY COMPANY CERTIFICATE OF CORRECTION
FOR
ALLTEL COMMUNICATIONS, LLC

The item to be corrected is the date of formation in Delaware, which was listed incorrectly as 12/31/2007.

The correct date of formation is 8/16/1995.



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
02/12/2008	200804203270	CONVERSION WITHIN SOS RECORDS (CVS)	125.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
 4400 EASTON COMMONS WAY, SUITE 125
 ATTN: TIMOTHY ROBERSON
 COLUMBUS, OH 43219

STATE OF OHIO
CERTIFICATE
 Ohio Secretary of State, Jennifer Brunner

929561

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
ALLTEL COMMUNICATIONS, LLC
 and, that said business records show the filing and recording of:

Document(s)

CONVERSION WITHIN SOS RECORDS
 (CHANGE BUSINESS TYPE FOR. LIMITED LIABILITY CO.)

Document No(s):

200804203270



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

Witness my hand and the seal of
 the Secretary of State at Columbus,
 Ohio this 5th day of February, A.D.
 2008.

Ohio Secretary of State



Prescribed by
 Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

<input type="radio"/>	Expedite P.O. Box 1390 Columbus, OH 43216 *** Requires an additional \$100.00 fee ***
<input checked="" type="radio"/>	Non Expedite P.O. Box 1329 Columbus, OH 43216

CERTIFICATE OF CONVERSION
 FOR ENTITIES CONVERTING WITHIN OR OFF THE RECORDS OF THE OHIO SECRETARY OF STATE
 Filing Fee \$125.00

Pursuant to 1701.811, 1705.381, 1775.55, and 1782.4310 of the Revised Code for the State of Ohio, (as applicable), the undersigned converting business entity does hereby submit these Articles of Conversion for the purpose of converting to a different business entity.

Box 1 <input checked="" type="checkbox"/> Converting Within The Records of the Ohio Secretary of State	Box 2 <input type="checkbox"/> Converting Off The Records of the Ohio Secretary of State <small>187-V02</small>
-------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------

Complete the information in this section if Box 1 or Box 2 is checked above

The name of the converting business entity is Alltel Communications, Inc.
 existing under the laws of the state or country of Delaware

The converting business entity is (Check One)

<input type="checkbox"/> Domestic Corporation	<input type="checkbox"/> Domestic Limited Liability Co.
<input type="checkbox"/> Domestic Partnerships	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Foreign Corporation	<input type="checkbox"/> Domestic Limited Liability Partnership
<input checked="" type="checkbox"/> Foreign Limited Liability Co.	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Limited Liability Partnership	<input type="checkbox"/> Business Trust

The converting entity hereby states they have complied with all laws under the state in which it exists. Furthermore, said law permits for said conversion.

The resulting business entity is (Check One)

<input type="checkbox"/> Domestic Corporation	<input type="checkbox"/> Domestic Limited Liability Co.
<input type="checkbox"/> Domestic Partnerships	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Foreign Corporation	<input type="checkbox"/> Domestic Limited Liability Partnership
<input checked="" type="checkbox"/> Foreign Limited Liability Co.	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Limited Liability Partnership	<input type="checkbox"/> Business Trust

The name of the resulting business entity is Alltel Communications, LLC
 existing under the laws of state or country of Delaware

The effective date of conversion will be upon filing, unless a date is specified _____
 (See instructions) Date

The name and address of the person or entity that will provide a copy of the declaration of conversion upon written request:

Holly Larkin, Secretary, One Allied Drive
Name & Address

<u>Little Rock</u>	<u>AR</u>	<u>72202</u>
<small>City</small>	<small>State</small>	<small>Zip Code</small>

2008 FEB -5 09 3:59
 RECEIVED
 SECRETARY OF STATE

Required information that must accompany conversion certificate if Box 1 is checked.

If the conversion creates a new domestic corporation, limited liability company, limited partnership or a partnership having limited liability, attach the form prescribed by the secretary of state for the specific entity type to the certificate of conversion. (See Instructions)

Required information that must accompany conversion certificate if Box 2 is checked.

If the converting entity is a domestic or foreign entity that will not be licensed in this state, provide the name and address of the statutory agent upon whom any process, notice or demand may be served:

 Name of Statutory Agent

_____, Ohio _____
 Street Address City Zip Code

If the converting entity is a domestic or foreign corporation licensed to transact business in Ohio, and converting off the records, the certificate of conversion must be accompanied by the affidavits herein attached. (See Instructions)

IN WITNESS WHEREOF, the declaration of conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Must be signed by:
 An authorized representative(s)



Authorized Representative
 Holly L. Larkin-Authorized Representative
 Title

Authorized Representative

Title

Authorized Representative

Title



Prescribed by :

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
<small>Indicate whether you want to expedite this form.</small>	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 <small>*** Requires an additional fee of \$100 ***</small>
<input checked="" type="radio"/> No	PO Box 670 Columbus, OH 43216

**ORGANIZATION / REGISTRATION OF
LIMITED LIABILITY COMPANY**

(Domestic or Foreign)
Filing Fee \$125.00

2008 FEB -5 PM 3:59
CLERK'S OFFICE

THE UNDERSIGNED DESIRING TO FILE A:

(CHECK ONLY ONE (1) BOX)

<p>(1) <input type="checkbox"/> Articles of Organization for Domestic Limited Liability Company (115-LCA) ORC 1705</p>	<p>(2) <input checked="" type="checkbox"/> Application for Registration of Foreign Limited Liability Company (106-LFA) ORC 1705 12/31/2007 Delaware <small>(Date of Formation) (State)</small></p>
------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Complete the general information in this section for the box checked above.

Name Alltel Communications, LLC

Check here if additional provisions are attached

* If box (1) is checked, name must include one of the following endings: limited liability company, limited, Ltd, L.Ld., LLC, L.L.C.

Complete the information in this section if box (1) is checked.

Effective Date (Optional) _____ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.
(mm/dd/yyyy)

This limited liability company shall exist for _____
(Optional) (Period of existence)

Purpose (Optional) _____

The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is

(Optional) _____
(Name)

_____ (Street) NOTE: P.O. Box Addresses are NOT acceptable.

_____ (City) (State) (Zip Code)

Complete the information in this section if box (f) is checked Cont.

ORIGINAL APPOINTMENT OF AGENT

The undersigned authorized member, manager or representative of

_____ (name of limited liability company)

hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The name and address of the agent is:

_____ (Name of Agent)

_____ (Street) **NOTE: P.O. Box Addresses are NOT acceptable.**

_____ (City) Ohio (State) _____ (Zip Code)

Must be authenticated by an authorized representative

_____ Authorized Representative

_____ Date

_____ Authorized Representative

_____ Date

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for

_____ (name of limited liability company)

hereby acknowledges and accepts the appointment of agent for said limited liability Company.

_____ (Agent's signature)

PLEASE SIGN PAGE (3) AND SUBMIT COMPLETED DOCUMENT

Complete the information in this section if box (2) is checked.

The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is

Holly L. Larkin, Secretary
(Name)
One Allied Drive
(Street)
NOTE: P.O. Box Addresses are NOT acceptable.
Little Rock AR 72202
(City) (State) (Zip Code)

The name under which the foreign limited liability company desires to transact business in Ohio is

Alltel Communications, LLC

The limited liability company hereby appoints the following as its agent upon whom process against the limited liability company may be served in the state of Ohio. The name and complete address of the agent is

CT Corporation System
(Name)
1300 East 9th Street
(Street)
NOTE: P.O. Box Addresses are NOT acceptable.
Cleveland Ohio 44114
(City) (State) (Zip Code)

The limited liability company irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

- a. the agent cannot be found, or
b. the limited liability company fails to designate another agent when required to do so, or
c. the limited liability company's registration to do business in Ohio expires or is cancelled.

REQUIRED

Must be authenticated (signed)
by an authorized representative
(See instructions)

Holly L Larkin
Authorized Representative Date
01/04/08

Holly L. Larkin
(Print Name)
On behalf of Alltel Corporation, Sole Member

Authorized Representative Date

(Print Name)

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

8/1/2008 9:04:41 AM

in

Case No(s). 90-5310-RC-TRF, 08-0929-TP-RCC

Summary: Application In the Matter of the Application of Alltel Communications, Inc. to Provide Notice of a Change in Operations; PUCO Case No. 08-929-TP-RCC electronically filed by Carolyn S Flahive on behalf of Alltel Communications, Inc.