

PRIDDY,
ISENBERG,
MILLER & PLLC
MEADE

ALTON D. PRIDDY *
MARK L. MILLER
SCOTT M. MILLER **
DON C. MEADE
PETER J. NAAKE
MARY W. SHARP
MARSHALL B. HARDY, JR., OF COUNSEL

* ALSO ADMITTED IN INDIANA

** ALSO ADMITTED IN COLORADO & PENNSYLVANIA

RALPH H. LOGAN
1910 - 1999
CHARLES R. ISENBERG
1921 - 2002

February 1, 2006

RECEIVED

FEB 3 2006

PUBLIC SERVICE
COMMISSION

Ms. Beth A. O'Donnell
Public Service Commission
211 Sower Blvd.
P. O. Box 615
Frankfort, KY 40602-0615

**Re: Case No. 2005-00534
Kentucky Alltel, Inc. and Alltel Kentucky, Inc.'s Intent to Transfer Assets to
Valor Communications Group, Inc.**

Dear Ms. O'Donnell:

Please find enclosed for filing an original and 10 copies of the Motion of Communications Workers of America for Full Intervenor Status.

If you have any questions, please don't hesitate to contact me.

Respectfully,


Don Meade

DM/sks

cc: Parties of Record

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

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FEB 3 2006

PUBLIC SERVICE
COMMISSION

In the Matter of:

KENTUCKY ALLTEL, INC., AND ALLTEL)
KENTUCKY, INC.'S INTENT TO TRANSFER)
ASSETS TO VALOR COMMUNICATIONS)
GROUP, INC.)

CASE NO. 2005-00534

MOTION OF
COMMUNICATION WORKERS OF AMERICA
FOR FULL INTERVENOR STATUS

Comes the Union, Communication Workers of America (CWA), and moves for full intervenor status in this action pursuant to 807 KAR 5:001(8). As grounds for the motion, CWA states as follows:

1. CWA is the authorized collective bargaining representative for more than 1,000 employees of various subsidiaries of Alltel Corporation (Alltel Corp.), including approximately 350 employees of Alltel Kentucky, Inc. (Alltel KY). CWA also represents approximately 7500 employees who are consumers in Kentucky. In addition, CWA represents approximately 700 employees of various subsidiaries of Valor Communications Group, Inc. (Valor).

2. Many of CWA's members who are employees of Alltel KY are also customers of Alltel KY.

3. This proceeding concerns a proposed spin-off of Alltel KY and Alltel Corp.'s other local exchange carrier subsidiaries from Alltel Corp into a new company that is currently known as Alltel Holding Corp (Holdco). Immediately following the spin-off, Holdco will be merged into Valor. Thus, at the conclusion of these transactions, Alltel KY will be wholly owned by Valor.

4. CWA desires to participate in this proceeding to ensure that the interests of its members, as employees and customers of Alltel KY, are fully protected and represented in this matter.

5. No other party to this proceeding represents the interests of CWA and its members.

6. CWA submits that there are numerous aspects of this transaction that should be fully investigated by the Commission, including but not limited to: (a) the financial structure of Alltel KY, Holdco, and post-merger Valor, including the amount of debt that will be assumed by each of those companies and the resulting financial viability or fitness of Valor to own and operate a public utility in Kentucky; (b) the fairness of the allocation of assets, debts, common equity, and other liabilities between Alltel Corp. and Holdco, and the effect such allocation may have on Alltel KY's ability to provide safe and reliable service to its customers; (c) the impact of the transaction on the employees of Alltel KY, including any changes in employment levels, pension and other post-retirement benefits (and the assets necessary to ensure the provision of those benefits), and other potential employment-related impacts; (d) methods to ensure that the transaction does not adversely affect the quality and reliability of service received by Alltel KY's customers; and (e) such other matters as may arise as more information is provided about the proposed transaction.

7. CWA intends to actively participate in this proceeding on these and such other matters that affect its interests. Such participation may include conducting discovery, presenting testimony, cross-examining witnesses, and filing briefs and other pleadings.

8. CWA notes that there is very little information in the Application about any of the potential impacts of the transaction on Alltel KY's customers and employees. The Applicants have not yet filed testimony or any supporting exhibits and no preceudal schedule has yet issued. No party should be prejudiced by the intervention of CWA.

9. The CWA, as the representative of the workers of Alltel KY, shares a common interest with the public and other parties in the quality of service, economy, safety and business viability of the proposed separation of Alltel KY and proposed merger with Valor. The CWA brings to these proceedings particular expertise arising from actual involvement in all operational aspects of Alltel KY, and can make a valuable contribution to the understanding, clarification and development of issues that fall within the Commission's regulatory authority.

CWA respectfully moves the PSC to grant it full intervenor status.

Respectfully submitted,

PRIDDY, CUTLER, MILLER & MEADE



Don Meade
800 Republic Bldg.
429 W. Muhammad Ali Blvd.
Louisville, KY 40202
(502) 587-8600
Counsel for:
Communications Workers of America

CERTIFICATE OF SERVICE AND FILING

I hereby certify that an original and 10 copies of this Motion to Intervene were filed this 1st day of February, 2006, by mailing same to Beth O'Donnell, Executive Director, Public Service Commission, 211 Sower Blvd., Frankfort, KY 40601; and a copy of same served by first class mail, postage prepaid, on the following:

Jonathon N. Amlung
616 S. Fifth Street
Louisville, KY 40202

David J. Barberie
LFUCG
200 E. Main Street
Lexington, KY 40507

Lawrence W. Cook
1024 Capital Center Dr., Ste. 200
Frankfort, KY 40601-8204

Steve Mowery
Alltel Communications, Inc.
P. O. Box 2177
Lexington, KY 40588-1650

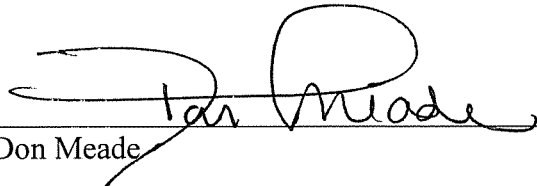
Daniel Logsdon
Alltel Kentucky Inc.
229 Lees Valley Road
Shepherdsville, KY 40165

Douglas Brent
2650 Aegon Center
400 W. Market Street
Louisville, KY 40202

Daniel Logsdon
Kentucky Alltel, Inc.
130 W. New Circle Rd., Ste. 170
Lexington, KY 40505

James H. Newberry, Jr.
Wyatt, Tarrant & Combs
250 W. Main St., Ste. 1600
Lexington, KY 40507-1746

John E. Selent
1400 PNC Plaza
500 W. Jefferson Street
Louisville, KY 40202


Don Meade