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FILE NO: 21043.522

May 2, 2005

Beth O'Donnell
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40602-0615

RECEIVED

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PUBLIC SERVICE
COMMISSION

**Re: Transfer of Control of West Virginia PCS Alliance, L.C.
Utility ID 4200600**

Dear Ms. Doherty:

I. INTRODUCTION

NTELOS Holdings Corp. ("NTELOS Holdings") and West Virginia PCS Alliance, L.C. ("PCS Alliance"), along with its indirect corporate parent, NTELOS Inc. ("NTELOS"), hereby notify the Kentucky Public Service Commission ("Commission") of the transfer of control of PCS Alliance to NTELOS Holdings. NTELOS Holdings is a Delaware corporation formed and jointly owned by Quadrangle Capital Partners LP and certain of its affiliated funds ("Quadrangle") and Citigroup Venture Capital Equity Partners, L.P. and certain of its affiliated funds ("CVC"). NTELOS Holdings has acquired all the shares of NTELOS thereby effectuating an indirect change of control of PCS Alliance. Importantly, the transaction has resulted in control of NTELOS being held by qualified, experienced investors with a strategic interest in the continued success of PCS Alliance and will have no adverse impact on the service quality or the financial integrity of PCS Alliance going forward.

II. PARTIES

1. NTELOS is a Virginia business corporation headquartered in Waynesboro, Virginia.
2. PCS Alliance is a wireless telecommunications provider authorized to do business in Kentucky. PCS Alliance serves approximately 2,700 customers in and around the Ashland, Kentucky area.

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3. NTELOS Holdings Corp. is a Delaware corporation organized on January 14, 2005 for the purpose of acquiring the stock of NTELOS. NTELOS Holdings Corp. is fifty percent (50%) owned by Quadrangle and fifty percent (50%) owned by CVC. Neither Quadrangle nor CVC have the right to exercise ultimate decision making authority over the actions taken by NTELOS Holdings Corp. without the other party's consent.

4. The Quadrangle funds, with \$1.1 billion in total capital, are managed by a private investment firm founded in March 2000 and specializing in private equity investments in telecommunications and media companies in the United States and Europe. Quadrangle's five Managing Principals have over 60 years of combined experience in investing and advising in the telecommunications and media sectors. Quadrangle's current portfolio includes a number of telecommunications companies, most significantly DataNet Communications Group, Inc. (a facilities-based telecommunications provider, majority owned and controlled by Quadrangle, providing data services to businesses, carriers and institutions in and around New York's Hudson Valley) and NuVox Communications (a privately held broadband integrated communications provider, serving business customers across the Southeast and Midwest, of which Quadrangle holds a seat on the Board of Directors). Other Quadrangle communications investments include a controlling interest in Access Spectrum, LLC (a spectrum "band manager") and an investment in Bresnan Broadband Holdings, LLC.

5. CVC is a private equity firm that currently manages a \$2.6 billion equity fund, whose limited partners include major institutional investors and its parent company, Citigroup, Inc. Founded in 1968, CVC is one of the world's oldest and largest private equity firms, and has been the lead investor in some 200 transactions over the past two decades. CVC has a long history of supporting and growing its portfolio companies with a significant number of its companies having completed at least one follow-on acquisition. CVC is a leading private equity investor in technology-related companies worldwide. Its investments have included telecommunications equipment manufacturers and service providers.

II. NTELOS OPERATIONS

6. On January 24, 2005, NTELOS commenced a recapitalization of its debt (the "Recapitalization") in order to, among other things, buy back a portion of its outstanding stock (the "Stock Buyback") from its previous controlling owners, Capital Research and Management Company and its affiliates ("Capital Research") and Morgan Stanley & Co., Inc

("Morgan Stanley").¹ Specifically, the Recapitalization was effectuated through NTELOS' commitment to a \$35 million revolving credit facility and \$400 million Term B Loan and a \$225 million Term Loan Facility. NTELOS used a portion of the funds from the recapitalization to buy back approximately 75% of its equity stock, warrants and stock options ("NTELOS Equity Securities"). The Stock Buyback was accomplished through a tender offer made to all holders of NTELOS Equity Securities. Thereafter, NTELOS Holdings acquired all of the then-outstanding common stock, options and warrants to purchase common stock of NTELOS that NTELOS Holdings did not already own. A wholly-owned subsidiary of NTELOS Holdings, Project Merger Sub Corp. ("Merger Corp."), merged with and into NTELOS, with NTELOS being the surviving entity. At the closing, all remaining NTELOS Equity Securities owned by NTELOS Holdings were converted to a right to receive cash and each share of common stock of Merger Corp. was converted into one share of common stock of NTELOS as the surviving entity. Through these steps, NTELOS Holdings owns 100% of the equity of NTELOS. This change of control of NTELOS will indirectly effect a change of control of PCS Alliance. The parties expect, however, to maintain the current operations of NTELOS after the merger, and PCS Alliance will remain committed to providing high-quality service to its Kentucky customers.

III. CORPORATE CONTACT INFORMATION

7. PCS Alliance's current address and contact information have not changed as a result of this transaction. Accordingly, all complaints and regulatory issues will continue to be addressed to Mr. Steven H. Goodman of NTELOS.

West Virginia PCS Alliance, L.C.
401 Spring Lane, Suite 300
P.O. Box 1990
Waynesboro, VA 22980-7590
Phone: (540) 946-3511
Fax: (540) 946-3595
Contact: Steven H. Goodman

¹ Prior to the buyback, Capital Research entities held 4,769,486 shares of NTELOS common equity and Morgan Stanley entities held 5,308,048 shares of the NTELOS common equity.

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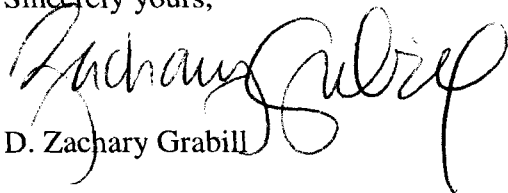
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For NTELOS Holdings Corp.:

NTELOS Holdings Corp.
c/o Quadrangle Capital Partners LP
375 Park Avenue
New York, NY 10152
Phone: (212) 418-1700
Fax: (212) 418-1701
Contact: Kimberly Carlson

Please do not hesitate to contact me if you have any questions.

Sincerely yours,



D. Zachary Grabill

cc: Mary McDermott, Esq.
Richard D. Gary, Esq.
Paige Fronabarger, Esq.