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421 West Main Street
Post Office Box 634
Frankfort, KY 40602-0634
(502) 223-3477
(502) 223-4124 Fax
www.stites.com

April 12, 2006

HAND DELIVERED

Mark R. Overstreet
(502) 209-1219
(502) 223-4387 FAX
moverstreet@stites.com

Ms. Beth O'Donnell
Executive Director
Public Service Commission of Kentucky
211 Sower Boulevard
P.O. Box 615
Frankfort, Kentucky 40602-0615

RE: P.S.C. Case No. 2005-00534

Dear Ms. O'Donnell:

This is to inform the Commission and the parties that on Wednesday, April 12, 2006 Windstream Corporation, the Company that will be formed as part of the future spin-off of Alltel's Wireline Business and subsequent merger with Valor Communications Group (a/k/a NewCo and the Merged Wireline Business), entered into an agreement with its lenders to remove the operating company guarantees and asset liens for selected regulated subsidiaries from its previously proposed debt financing security package. The affected operating companies includes Alltel Kentucky, Inc., Kentucky Alltel, Inc. and Alltel Holding Corporate Services, Inc., along with the regulated operating subsidiaries in Florida, Georgia, Mississippi, Missouri, Nebraska, New York, North Carolina, Ohio and Pennsylvania.

The agreement was intended to increase the certainty of the closing date. The guaranties and liens are being removed only with respect to the regulated subsidiaries that operate in states where the applicable regulatory agencies must approve either or both the guarantees and liens and the pending change in control. Guaranties and liens will remain in place with respect to other regulated subsidiaries that will hold a significant number of Windstream's total access lines and the lenders also will receive a guarantee and lien from all unregulated subsidiaries.

Because no guaranties or liens will be required with respect to any Kentucky regulated entity, it does not appear approval is required under KRS 278.300. Time remains of the essence in obtaining the necessary regulatory approvals and the Applicants believe the removal of liens and guaranties should expedite the work of the Commission and Intervenors in this matter.

Ms. Beth O'Donnell

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If you have any questions please do not hesitate to contact me.

Sincerely yours,

STITES & HARBISON BLLC

A handwritten signature in black ink, appearing to read 'Mark R. Overstreet', with a long horizontal flourish extending to the right.

Mark R. Overstreet

cc: Amy E. Dougherty
Counsel of Record