

**BEFORE THE
UTAH PUBLIC SERVICE COMMISSION**

_____))
Application of))
))
Windstream NuVox, Inc.) Docket No. _____
))
for a Certificate of Public Convenience and))
Necessity to Provide Resold Local Exchange))
Access Telecommunications Services))
in the State of Utah))
))
_____)

APPLICATION OF WINDSTREAM NUVOX, INC.

Windstream NuVox, Inc. (“WIN-NuVox” or “Applicant”), by its undersigned counsel and pursuant to Chapter 8b of Title 54 of the Utah Code, Utah Admin. Code §§ 746-100 *et seq.*, and the rules and regulations of the Utah Public Service Commission (“Commission”), hereby applies for a Certificate of Public Convenience and Necessity to authorize it to provide resold local exchange and access telecommunications service throughout the State of Utah.

The Applicant submits the following information pursuant to Utah Admin. Code R746-349 in support of its request.

1. Applicant’s legal name is Windstream NuVox, Inc. Applicant may be reached at its principal place of business:

Windstream Regulatory Legal Department
4001 Rodney Parham Road
Little Rock, AR 72212
Tel: (501) 748-7000
Toll-Free: (800) 600-5050
www.windstream.com

2. R746-349-3(A)(16). Proof of authority to conduct business. WIN-NuVox is a Delaware corporation. A copy of its Certificate of Incorporation is attached hereto as Exhibit A.

A copy of WIN-NuVox's authority to transact business as a foreign corporation in Utah is attached hereto as Exhibit B.

3. Correspondence or communications pertaining to this Application should be directed to:

Jean L. Kiddoo
Brett P. Ferenchak
Kimberly A. Lacey
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006-1806
Tel: 202-373-6000
Fax: 202-373-6001
Email: jean.kiddoo@bingham.com
brett.ferenchak@bingham.com
kimberly.lacey@bingham.com

4. Questions concerning the ongoing operations of WIN-NuVox following certification should be directed to:

Jeanne Shearer
Vice President - State Government Affairs
4139 Oregon Place
Ephrata, PA 17522
Tel: (717) 738-8169
Fax: (717) 859-2552
Email: Jeanne.shearer@windstream.com

5. WIN-NuVox's registered agent in the State of Utah is:

CT Corporation System
136 East South Temple, Suite 2100
Salt Lake City, UT 84111

6. For purposes of consumer inquiries, the contact information will be:

Mollie Chewning
Supervisor - Customer Support
Windstream NuVox, Inc.
1720 Galleria Blvd.
Charlotte, NC 28270
Tel: (800) 326-6314
Fax: (704) 845-5173
Email: mollie.chewning@windstream.com

7. R746-349-3(A)(3). Facilities to be used. WIN-NuVox will provide resold local exchange and access telecommunications services.

8. R746-349-3(A)(4). Services to be offered.

8(a) R746-349-3(A)(4)(a). Classes of customers. WIN-NuVox will serve business customers.

8(b) R746-349-3(A)(4)(b). Location of service. The Applicant seeks statewide authority except within exchange areas with less than 5,000 access lines that are owned or controlled by an ILEC with fewer than 30,000 total access lines in accordance with Utah Code Ann. 5 54-8b-2.1 (3) and (4). Initially, WIN-NuVox will provide local exchange service in the areas served by Qwest Communications, Inc. However, WIN-NuVox does seek statewide authority (subject to the exceptions above) so that it may expand into other services as market conditions warrant and as additional service areas become open to competition.

8(c) R746-349-3(A)(4)(b). Services Offered. WIN-NuVox seeks authority to provide resold local exchange telecommunications services to and from all points in the State of Utah. WIN-NuVox proposes to provide wireline local telecommunications service – specifically, local exchange service (including, among other things, access to emergency services, access to operator services, access to interexchange service, access to directory assistance, toll limitation for qualifying low-income consumers, and any other ancillary

functionalities that WIN-NuVox must provide pursuant to applicable statutes and regulations) and exchange access service. WIN-NuVox seeks to provide such services statewide in all areas currently or become open to competition.

WIN-NuVox will continuously monitor and maintain a high level of control over its network on a 24-hours-a-day, 7-days-a-week basis.

9. R746-349-3(A)(5). Access to standard services. WIN-NuVox will provide access to ordinary intraLATA and interLATA message toll calling, operator services, directory assistance, directory listings, and emergency services through interconnection with its underlying carrier.

10. R746-349-3(A)(7). Professional experience and education of managerial personnel and personnel responsible for Utah operations. WIN-NuVox does not plan to operate an office within Utah. Responsibility for Utah operations will be handled by Applicant's current management team from its headquarters in Little Rock, Arkansas. Descriptions of the extensive telecommunications and managerial experience of Applicant's key personnel are attached hereto as Exhibit C.

11. R746-349-3(A)(1), R746-349-3(A)(10)–(12). Financial abilities. WIN-NuVox is financially qualified to provide local exchange telecommunications services in Utah. WIN-NuVox has access to the financing and capital necessary to conduct the telecommunications operations as specified in this application, and will rely upon its existing personnel and technological and financial resources to provide intrastate services.

11(a) R746-349-3(A)(9). Chart of accounts. WIN-NuVox's chart of accounts including account numbers, names, and brief descriptions is attached hereto as Exhibit D. Please note that the information provided in Exhibit D is proprietary and has been attached in a sealed

envelope marked “**Confidential.**” As it contains sensitive information regarding WIN-NuVox’s business operations, WIN-NuVox respectfully requests that this information be treated confidentially and not be released to any member of the public absent WIN-NuVox’s prior written permission.

11(b) R746-349-3(A)(10)(a)–(d). Financial Statements. WIN-NuVox is extremely well-qualified financially to operate and expand its business. In support of Applicant’s financial qualification, a copy of the most recent SEC Form 10-K of Windstream Corporation, Applicant’s ultimate parent company, is provided as Exhibit E. WIN-NuVox possesses the sound financial background necessary to effectively procure, install, and operate the facilities and services requested in this application. In accordance with R746-349-3(A)(11)(a), these financial statements show that WIN-NuVox and Windstream Corporation has a positive net worth and sufficient cash flow for WIN-NuVox to provide its proposed services.

11(c) R746-349-3(A)(10)(b). Sufficient projected and verifiable cash flow. Paragraph 12, below, provides evidence of a sufficient projected and verifiable cash flow to meet cash needs as shown in WIN-NuVox’s three-year projection of expected operations.

11(d) R746-349-3(A)(2), R746-349-3(A)(11)(c). Bond requirement. WIN-NuVox respectfully requests a waiver of the requirement in R746-34-2(A)(2) for proof of a bond in the amount of \$100,000. As demonstrated by the financial statements provided as Exhibit E, WIN-NuVox has the financial resources to cover deposit, advance payments and other liabilities to telecommunications customers and, therefore, WIN-NuVox requests waiver of the bond requirement.

12. R746-349-3(A)(12). Five-year projection of expected operations.

12(a) R746-349-3(12)(a). Income and cash flow statements. Attached hereto under seal as Exhibit F is WIN-NuVox's five-year projection of expected operations. Please note that the information provided in Exhibit F is proprietary and has been attached in a sealed envelope marked "**Confidential.**" As it contains sensitive information regarding WIN-NuVox's business operations, WIN-NuVox respectfully requests that this information be treated confidentially and not be released to any member of the public absent WIN-NuVox's prior written permission.

12(b) R746-349-3(A)(12)(b). Types of technology to be deployed. WIN-NuVox intends to provide resold local exchange telecommunications services and will not deploy any specific technology in Utah.

12(c) R746-349(A)(12)(c). Maps of facilities locations. As noted above, Applicant will offer services to its customers on a resold basis only. In light of the fact that Applicant has no plans to construct facilities in the state at this time, the Commission's request a map of facility locations is not applicable.

13. R746-349-3(A)(6), R746-349-3(A)(13). Implementation schedule. WIN-NuVox proposes to begin providing telecommunications service in Utah soon after it has obtained the requisite Commission approval.

14. R746-349-3(A)(1), R746-349-3(A)(14). Technical and managerial abilities. WIN-NuVox is technically and managerially qualified to provide competitive local exchange services in Utah. WIN-NuVox's Utah operations will be directed by its existing corporate management, technical and operations staffs who are responsible for the interexchange and local exchange operations in other states. A description of the background of Applicant's key

personnel, which demonstrates the extensive telecommunications experience of WIN-NuVox's management team, is attached hereto as Exhibit C.

WIN-NuVox is well qualified to provide telecommunications services in Utah. Applicant is in the process of requesting authority to provide telecommunications services in Arizona, California, Connecticut, Colorado, Idaho, Maine, Montana, Nevada, New Hampshire, New Jersey, New Mexico, Rhode Island, Utah, and Wyoming. Currently, Applicant is authorized to provided telecommunications services in: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oregon, South Carolina, Tennessee and Vermont. WIN-NuVox has not been denied requested certification in any jurisdiction, nor has any permit, license or certificate been revoked by any authority.

15. R746-349-3(A)(8). Employees. WIN-NuVox's Utah operations will be directed by its management team located at WIN-NuVox's headquarters in Little Rock, Arkansas. In lieu of an organizational chart, WIN-NuVox offers the biographies of its key personnel set forth in Exhibit C to satisfy R746-349-3(A)(8).

16. R746-349-3(A)(1), R746-349-3(A)(15). Public interest. Granting this Application will promote the public interest by increasing competition in the provision of telecommunications services in Utah. By enhancing competition, WIN-NuVox will bring significant benefits to telecommunications users within the State of Utah by providing: (a) lower-priced and better-quality service; (b) innovative telecommunications services; (c) efficient use of existing communications resources; and (d) increased diversification and reliability in the supply of communications services. Applicant's proposed intrastate services are designed to meet the telecommunications needs of subscribers and permit customers to realize cost savings in communications services. Accordingly, WIN-NuVox anticipates that its proposed service will

provide its customers with better quality services and will increase consumer choice through innovative, diversified, and reliable service and equipment offerings.

17. R746-349-3(A)(17)–(18). Unauthorized switching, solicitation of new customers, and prevention of unauthorized switching or other illegal activities. WIN-NuVox is committed to complying with all state and federal rules and regulations governing telecommunications services. Applicant neither is presently nor has been, to its knowledge, the subject of any slamming or new customer solicitation complaints of this nature that would adversely impact or implicate its certification or basis thereof.

18. Request for Waivers. Applicant requests that the Commission grant waivers of regulatory requirements that are deemed inapplicable to competitive local exchange service providers. Such rules are not appropriate nor necessary for competitive providers and constitute an economic barrier to entry into the telecommunications market. Applicant specifically requests that the Commission grant the following standard waivers that are routinely granted to competitive providers in Utah:

A. Exemptions from Title 54

| | |
|-----------------|----------------------------------|
| 54-3-8, 54-3-19 | Prohibitions of discrimination |
| 54-7-12 | Rate increases or decreases |
| 54-4-21 | Establishment of property values |
| 54-4-24 | Depreciation rates |
| 54-4-26 | Approval of expenditures |

B. Waivers of Regulations

| | |
|------------------|--|
| R746-340-2(D) | Uniform System of Accounts (47 C.F.R. 32) |
| R746-340-2(E)(1) | Tariff filings required |
| R746-340-2(E)(2) | Exchange Maps |
| R746-341 | Lifeline |
| R746-344 | Rate case filing requirements |
| R746-401 | Reporting of construction, acquisition and disposition of assets |
| R746-405 | Tariff formats |
| R746-600 | Accounting for post-retirement benefits |

* * *

For the reasons stated above, Applicant respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Application for the authority to provide resold local exchange telecommunications services.

Respectfully submitted,

By: _____

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Counsel for Windstream NuVox, Inc.

Dated: February 23, 2011

LIST OF EXHIBITS

| | |
|--------------|--|
| Exhibit A | Certificate of Incorporation |
| Exhibit B | Authority to Transact Business as a Foreign Corporation in Utah |
| Exhibit C | Management Biographies |
| Exhibit D | Chart of Accounts <i>(CONFIDENTIAL - FILED UNDER SEAL)</i> |
| Exhibit E | Financial Statements of Windstream Corporation |
| Exhibit F | 5-Year Projection of Expected Operations <i>(CONFIDENTIAL - FILED UNDER SEAL)</i> |
| Verification | |

EXHIBIT A

Certificate of Incorporation

EXHIBIT B

Authority to Transact Business as a Foreign Corporation

EXHIBIT D

Chart of Accounts

CONFIDENTIAL - FILED UNDER SEAL

EXHIBIT E

Financial Statements of Windstream Corporation

EXHIBIT F

5-Year Projection of Expected Operations

CONFIDENTIAL - FILED UNDER SEAL

VERIFICATION

STATE OF ARKANSAS)
) :SS
COUNTY OF PULASKI)

I, Cesar Caballero, declare under penalty of perjury that I am of Vice President - Regulatory Strategy for Windstream NuVox, Inc., the Applicant in this proceeding; that I have read the foregoing Application, attachments and exhibits; and that the same are true and correct to the best of my knowledge, information, and belief.

By: Michael D. Rhoda
Title: Vice President - Regulatory Strategy
Windstream NuVox, Inc.

Subscribed and sworn to before me

this ____day of _____, 2010.

Notary Public

My Commission Expires: