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September 27, 2007

Via UPS

Blanca S. Bayo  
Commission Clerk  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399

Re: *Informational Filing* Regarding the Transfer of Customers from FDN, LLC d/b/a FDN Communications to NuVox Communications, Inc. and Request for Waiver of Fla. Pub. Serv. Commission Rule 25-4.118

Dear Ms. Bayo:

FDN, LLC d/b/a FDN Communications ("FDN")<sup>1</sup> and NuVox Communications, Inc. d/b/a NuVox Communications ("NuVox") (together, "Parties"), both subsidiaries of NuVox, Inc., by their counsel and pursuant to Fla. Pub. Serv. Commission Rule 25-4.118, hereby respectfully advise the Florida Public Service Commission ("Commission"), to the extent it may be required, of their intent to consummate an internal corporate reorganization whereby FDN and NuVox will be consolidated into a single operating subsidiary: NuVox. This internal reorganization will simplify NuVox, Inc.'s corporate structure, streamlining its operations, eliminating administrative redundancy and improving overall efficiency. NuVox already is authorized by the Commission to provide telecommunications services in Florida and will continue to serve its customers, in addition to the former customers of FDN, pursuant to NuVox's existing authorization. NuVox, Inc. will remain the ultimate parent company of

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<sup>1</sup> FDN, LLC d/b/a FDN Communications is formerly known as NuVox Transition Subsidiary, LLC. On March 26, 2007, the Commission was notified of the transfer of certificate and customers from Florida Digital Network, Inc. d/b/a FDN Communications to NuVox Transition Subsidiary, LLC, to be renamed FDN, LLC d/b/a FDN Communications at closing. As described to the Commission, as a result of a merger, Florida Digital Network, Inc. ceased to exist as a corporate entity, and FDN became a direct, wholly-owned subsidiary of NuVox, Inc. NuVox is a wholly-owned subsidiary of Gabriel Communications Finance Company, which is a wholly-owned subsidiary of NuVox, Inc. Thus, NuVox and FDN currently are affiliates.

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NuVox with the same ownership as at present. The Parties request a waiver of Fla. Pub. Serv. Commission Rule 25-4.118, to the extent required, to allow for the transfer of customers from FDN to NuVox.

Specifically, as described in more detail below, the Parties propose that FDN will be merged with and into its affiliate, NuVox, and the customers of FDN will become customers of NuVox. For existing FDN customers, the only change will be in the name of their service provider – their existing rates, terms and conditions of service will remain the same. Existing NuVox customers will be unaffected by the proposed transaction. The consolidation is not expected to result in any loss or impairment of service to any of the customers of FDN or NuVox. Any future changes in the rates, terms and conditions of service will be made pursuant to Commission requirements.

Due to the timing of the Parties' business plans, it is respectfully requested that the Commission take any action necessary with respect to this filing at its earliest convenience and, in any event, no later than *December 1, 2007*.

In support of this filing, the Parties provide the following information:

**The Parties.**

NuVox, Inc. is a privately-held Delaware corporation located at Two North Main Street, Greenville, South Carolina 29601. Through its operating subsidiaries, NuVox, Inc. has operations in 48 markets throughout 16 contiguous Midwestern and Southeastern states. The company is a rapidly growing facilities-based integrated communications provider of voice and data telecommunications services to business customers. Currently, the following two (2) investors hold 10% or more of the total outstanding stock of NuVox, Inc.: (1) M/C Venture Partners, through various stockholders (28.1%); and (2) NSHI Ventures LLC (11.5%). As noted above, the ownership of NuVox, Inc. will not change as a result of the reorganization. NuVox, Inc.'s subsidiary, NuVox, a Delaware corporation, provides interexchange and competitive local exchange telecommunications services in the following states: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. In Florida, NuVox provides interexchange and local exchange services.<sup>2</sup> NuVox will continue to provide telecommunications services pursuant to its existing authorization following the reorganization.

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<sup>2</sup> See CLEC certificate No. 5638 transferred to NuVox Communications, Inc. in Docket No. 041168-TX, Order No. PSC-05-0386-CO-TX, effective April 15, 2005; IXC code TJ975.

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Another NuVox, Inc. subsidiary, FDN, a Delaware limited liability company, also provides interexchange and competitive local exchange telecommunications services in Florida.<sup>3</sup> FDN will be merged out of existence as a result of the consolidation; thus, FDN voluntarily surrenders its telecommunications authorization effective as of the closing date of the consolidation.<sup>4</sup> The Parties will notify the Commission of consummation of the consolidation.

Diagrams showing the corporate structure of NuVox, Inc. pre and post consolidation are appended hereto as **Exhibit A**.

**Designated Contacts.**

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<sup>3</sup> See CLEC certificate No. 5715; IXC code TK146.

<sup>4</sup> Another NuVox, Inc. subsidiary, Southern Digital Network, Inc. d/b/a FDN Communications (“SDN”), a Delaware corporation, provides voice and data services to business customers. SDN is also authorized to provide interexchange and competitive local exchange telecommunications services in the following states: Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. SDN will also be merged out of existence as a result of the consolidation. NuVox, Inc. also has subsidiaries, all Delaware corporations, that provide interexchange and competitive local exchange telecommunications services in the following states: Arkansas, Illinois, Indiana, Kansas, Missouri, Ohio and Oklahoma. NewSouth Communications of Virginia, Inc., a Virginia corporation that is wholly owned by NuVox, is authorized to provide telecommunications services in Virginia. NuVox, Inc. also is authorized by the Federal Communications Commission (“FCC”) to provide domestic interstate and international telecommunications services.

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**Description of the Transaction.**

The consolidation of the operating subsidiaries of NuVox, Inc. in Florida into a single entity, NuVox, is anticipated to occur via the merger of FDN with and into NuVox, with NuVox remaining as the surviving corporation and assuming all of FDN's assets and operations. As a result of the reorganization, NuVox will provide service to its existing customers as well as the former FDN customers pursuant to NuVox's existing authorization. Thus, to the extent required, the Parties request a waiver of Fla. Pub. Serv. Commission Rule 25-4.118. NuVox will remain wholly owned by NuVox, Inc. The closing of the transaction will be contingent upon the receipt of the required regulatory approvals among other things.

The proposed transfer of customers from FDN to NuVox will have no adverse impact on customers. The FDN retail customers will continue to receive their existing services at the same rates, terms and conditions that they have prior to the transfer and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. To ensure a seamless transition and avoid customer confusion or inconvenience, NuVox will provide advance written notice to the affected customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable FCC and Commission requirements for changing a customer's presubscribed carrier. A copy of the notification letter that will be sent to affected customers is appended hereto as **Exhibit B**.

NuVox will file amended tariffs to include both all grandfathered legacy FDN services and all legacy FDN services that will continue to be marketed in the future by NuVox. After the tariffs are filed and the reorganization is consummated, FDN will cancel or withdraw its tariffs. Thus, the customers to be transferred from FDN to NuVox will not experience any change in their telecommunications services. The only change will be their new service provider: NuVox.

**Public Interest Considerations.**

The proposed internal reorganization will serve the public interest. As noted above, the reorganization will generally be transparent to customers and will have no adverse impact on them. Existing FDN customers will be properly notified of the change in their service provider from FDN to NuVox and will continue to receive the same services at the same rates, terms and conditions of service. The reorganization will be entirely transparent to existing NuVox customers who will continue to be served by NuVox. The proposed consolidation will provide significant reductions in legal, accounting and tax administrative burdens and will simplify the NuVox, Inc. companies' corporate structure, eliminating administrative redundancy and improving the companies' overall efficiency, thereby enhancing the company's ability to compete in Florida and elsewhere. Over time, consumers in Florida will benefit from a greater

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number of product and service options as well as more efficient prices resulting from the enhanced ability of the streamlined company.

Upon completion of the internal reorganization, the ultimate ownership of NuVox will be identical to its existing ownership. Thus, there should be no question about the qualifications of NuVox and its ultimate parent, NuVox, Inc., to operate in the public interest as the reorganization will not cause any meaningful change in the ownership, financial condition or services of the operating subsidiaries.

The Parties respectfully request that the Commission take any action required on this filing by *December 1, 2007* so that they may meet critical business objectives.

Enclosed please find three (3) copies of this filing. Should the Commission have any questions, please contact Melissa Conway at (202) 342-8552.

Respectfully submitted,

NuVox Communications, Inc. d/b/a  
NuVox Communications  
FDN, LLC d/b/a FDN  
Communications

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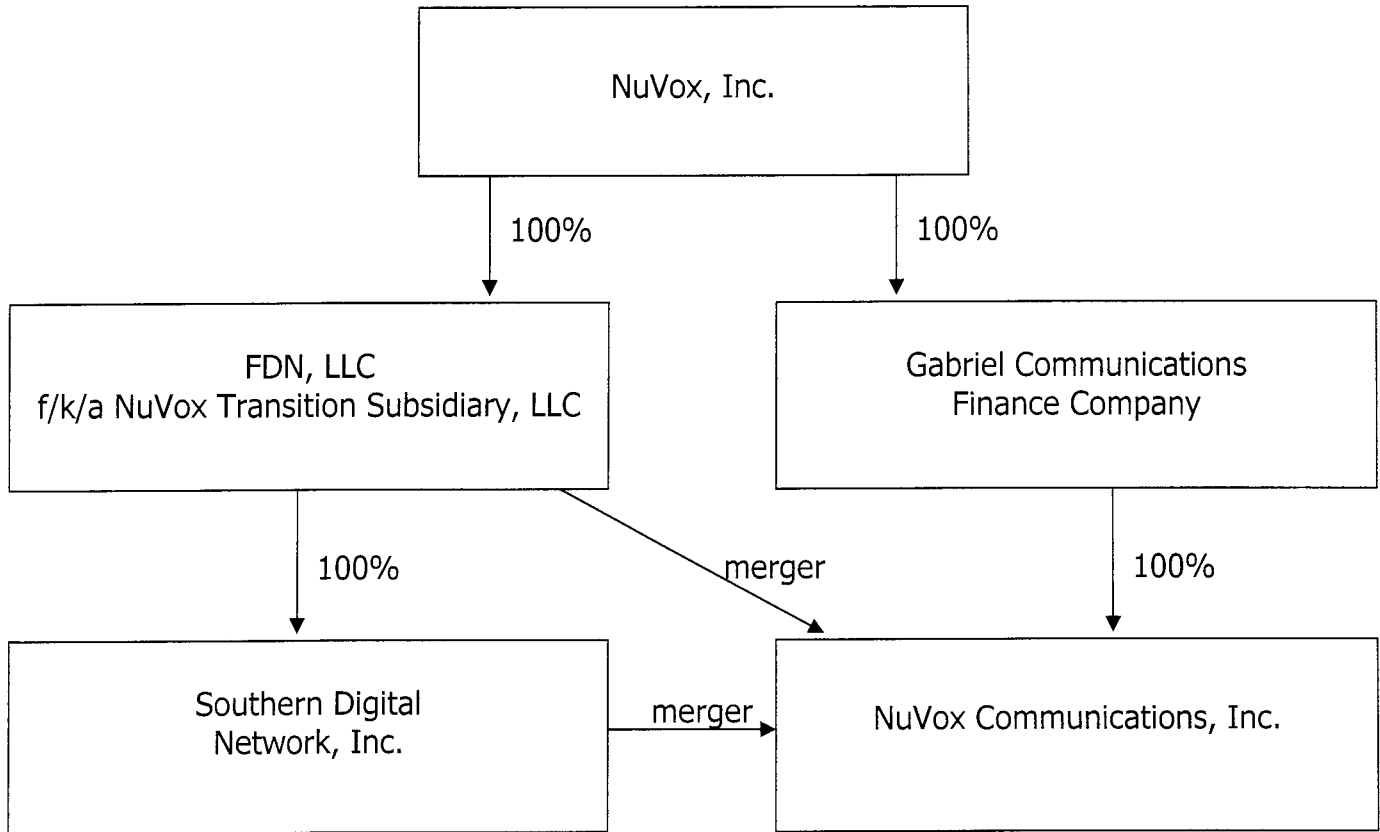
Their Counsel

cc: Susan Berlin, NuVox  
Matt Feil, NuVox  
Melinda Watts, PSC

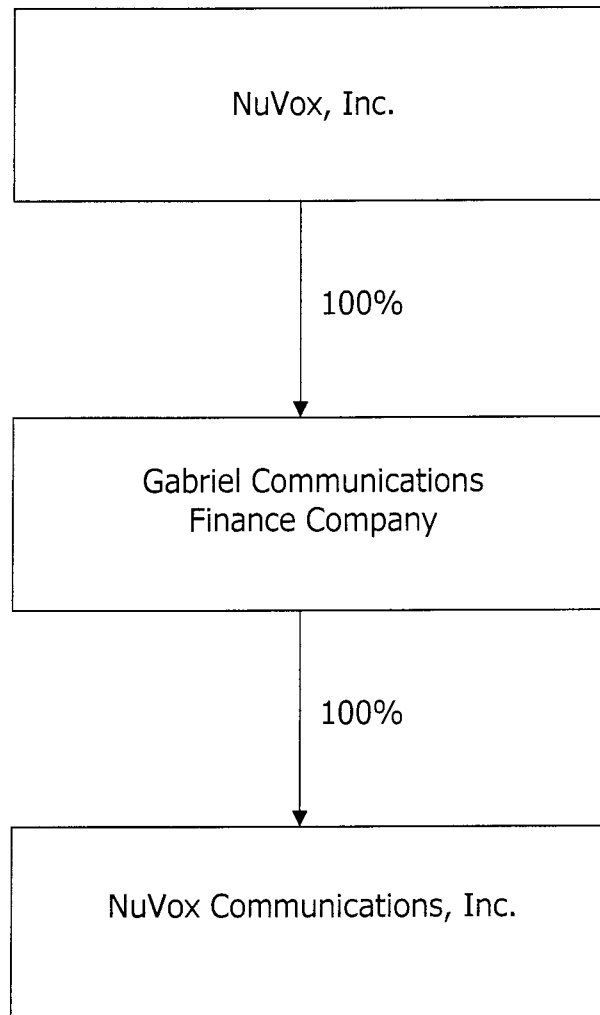
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# **Exhibit A**

**CURRENT CORPORATE STRUCTURE**



**CORPORATE STRUCTURE POST-CONSOLIDATION**





# **Exhibit B**

[Insert company logos]

[Insert date]

### **IMPORTANT NOTICE REGARDING YOUR TELEPHONE SERVICE**

Dear FDN Communications Customer:

As you are aware from a prior notice earlier this year, NuVox, Inc. ("NuVox") became the parent company of FDN Communications ("FDN"). We are now pleased to announce that beginning January 1, 2008, FDN will be reorganized and become part of NuVox Communications, another NuVox subsidiary. As an existing customer, the only change you will see will be a change in the name of your provider from FDN to NuVox Communications. Your services will remain with the NuVox family of companies, as before.

NuVox is a rapidly growing integrated communications services provider serving customers in 48 markets in 16 contiguous Midwestern and Southeastern states. In an effort for NuVox to streamline its corporate structure, NuVox plans to merge FDN with NuVox Communications. No action on your part is required. You will continue to use the same telephone numbers and services you currently do and, of course, there will be no fees or charges to you in connection with the transaction. As a NuVox Communications customer, you will continue to receive telecommunications services at the same rates, terms and conditions specified in your existing contract with FDN or, if applicable, filed and/or posted tariffs and/or price lists. NuVox Communications will notify you of any future changes in rates, terms and conditions of service as required by the terms of your existing contract or by law.

NuVox anticipates that the date for the reorganization will be January 1, 2008, provided any necessary regulatory approvals have been obtained; and, at that time, the name of your service provider will become NuVox Communications. NuVox realizes that you have a choice of telecommunications carriers, and you may choose another carrier at any point. If you choose to remain with FDN as of the January 1, 2008 reorganization, you will automatically become a NuVox Communications customer and your customer service agreement will be assigned to NuVox Communications. Please note that if you have a term contract with FDN you will still be responsible for any applicable early contract termination charges if you choose a service provider other than NuVox Communications.

If you have placed a "freeze" on your FDN services to prevent their unauthorized transfer to another carrier, that freeze will be effectively removed just for the purpose of carrying out the reorganization to NuVox Communications. The freeze, if you had one to begin with, will then continue in place after the reorganization, but, at your request, NuVox Communications can remove the freeze protection at any time.

If you have any questions about the reorganization or about NuVox in general, please visit [www.nuvox.com](http://www.nuvox.com) or call 800-800-9681. For all questions regarding billing, repairs, service needs or complaints, please contact NuVox Communications at 800-800-9681.

We look forward to continuing to provide service to you!

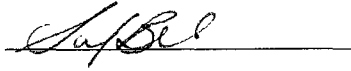
Cordially,

NuVox, Inc.

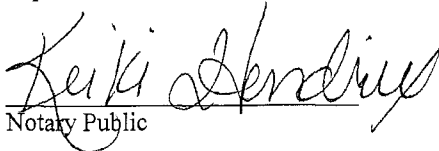
**VERIFICATION**

I, Susan Berlin, am Vice President – Senior Regulatory Counsel for NuVox, Inc. and NuVox Communications, Inc. I am authorized to represent them and their affiliates and to make this verification on their behalf. The statements in the foregoing document relating to NuVox, Inc. and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



Subscribed and sworn to before me this 27th day of September 2007.

  
Notary Public

My Commission expires: 05-12-2014