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COMMISSION CLERK



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December 2, 2009

## VIA HAND DELIVERY

Ms. Ann Cole Commission Clerk Office of the Commission Clerk Florida Public Service Commission 2540 Shumard Oak Boulevard Tallahassee, FL 32399

### Re: Notice of Change of Control of NuVox Communications, Inc. d/b/a NuVox

Dear Ms. Cole:

NuVox Communications, Inc. d/b/a NuVox ("NuVox Communications") hereby respectfully notifies the Florida Public Service Commission ("Commission") of a pending merger transaction that will result in the transfer of control of NuVox Communications from its existing ultimate parent, NuVox, Inc. ("NuVox"), to Windstream Corporation ("Windstream").

### **Request**

**COM** \_\_\_\_\_ NuVox Communications respectfully requests that, if and as needed, the Commission **APA** \_\_\_\_\_update its records to reflect this transaction once the transaction closes, and, if appropriate, to issue an order acknowledging the change of control described in this letter.

GCL A RAD \_\_\_\_\_ SSC \_\_\_\_\_ ADM \_\_\_\_\_ OPC \_\_\_\_\_ CLK \_\_\_\_

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### <u>The Parties</u>

Windstream is the parent of Windstream Florida, Inc., which is the holder of incumbent local exchange company Certificate No. 10.<sup>1</sup> NuVox is the parent of NuVox Communications, Inc. d/b/a NuVox, which holds competitive local exchange company Certificate No. 5638 and IXC Registration No. TJ975.<sup>2</sup> Subsidiaries of NuVox provide competitive telecommunications services in 16 contiguous Southeastern and Midwestern states, including in Florida.

### **The Transaction**

To accomplish the transfer of control of NuVox Communications, a Windstream merger subsidiary will merge with and into NuVox, with NuVox continuing as the surviving corporation (the "Transaction"). As a result of the Transaction, NuVox will become the direct, wholly-owned subsidiary of Windstream. Thus, Windstream will be the new ultimate parent company of NuVox Communications. This change in ultimate control does not involve a transfer of operating authority, assets or customers and does not involve a direct sale, assignment or transfer of Certificate No. 5638. The Transaction is expected to be seamless to end user customers. Immediately following consummation of the Transaction, NuVox Communications will continue to offer the same services, rates, terms and conditions pursuant to its existing authorization and the only change resulting from the Transaction will be that NuVox Communications will be ultimately owned by Windstream.

The current customers of NuVox Communications will remain customers of NuVox Communications. Accordingly, the Transaction will be virtually transparent to Florida customers, who will continue to enjoy the same rates, terms and conditions of service as they do prior to closing.<sup>3</sup> The only change resulting immediately from the Transaction will be that NuVox Communications will be ultimately owned by Windstream, a widely-held public corporation.

Should the Commission have any questions about the information contained in this letter, please contact the undersigned. The parties will notify the Commission at the time of closing and update record/contact information, as necessary, thereafter. We appreciate the Commission's attention to this matter.

<sup>&</sup>lt;sup>1</sup> Control of this certificate was transferred pursuant to Order Nos. PSC-06-0425-PAA-TP and PSC-06-0503-CO-TP, issued May 19, 2006 and June 13, 2006, respectively, in Docket No. 050938-TP.

<sup>&</sup>lt;sup>2</sup> Other than acknowledging a name change, the Commission's last action on this certificate was in Order Nos. PSC-05-0318-PAA-TX and PSC-05-0386-CO-TX, issued March 21, 2005 and April 15, 2005, respectively, in Docket No. 041168-TX. The Commission acknowledged a name change from NuVox Communications, Inc. to NuVox Communications, Inc. d/b/a NuVox via Order No. PSC-08-0352-FOF-TP on May 29, 2008.

<sup>&</sup>lt;sup>3</sup> Any subsequent changes made through the ordinary course of business will be made pursuant to applicable regulatory approval and tariffing processes.

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Please acknowledge receipt and filing of the above by stamping the duplicate of this letter and returning the same to the undersigned either via this courier or via U.S. Mail at the address shown above.

Respectfully Submitted,

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Matthew Feil

cc: Kimberly K. Bennett (Windstream) Bettye J. Willis (Windstream) Susan Berlin (NuVox) Melissa Conway (Kelley Drye Warren) J. Jeffrey Wahlen (Ausley & McMullen)