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2011 FEB 18 AM 10:27

IDAHO PUBLIC
UTILITIES COMMISSION

Jean L. Kiddoo
Brett P. Ferenchak
Kimberly A. Lacey
jean.kiddoo@bingham.com
brett.ferenchak@bingham.com
kimberly.lacey@bingham.com

February 17, 2011

WNV-T-11-01

Via Overnight Courier

Ms. Jean D. Jewell, Secretary
Idaho Public Utilities Commission
472 West Washington Street
Boise, Idaho 83702

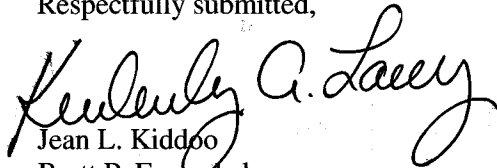
**Re: Application of Windstream NuVox, Inc. for a Certificate of Public
Convenience and Necessity to Provide Local Exchange
Telecommunications Services**

Dear Ms. Jewell:

On behalf of Windstream NuVox, Inc. ("WIN-NuVox"), enclosed for filing are an original and seven (7) copies of the above-referenced Application. A copy of WIN-NuVox's local exchange tariff is attached as Exhibit 5 and is also provided on the enclosed diskette in MS Word format.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak
Kimberly A. Lacey

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

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2020 K Street NW
Washington, DC
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ORIGINAL

BEFORE THE
IDAHO PUBLIC UTILITIES COMMISSION

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2011 FEB 18 AM 10:27

IDAHO PUBLIC
UTILITIES COMMISSION

Application of _____)
_____)
Windstream NuVox, Inc. _____)
_____)
For a Certificate of Public Convenience and _____)
Necessity to Provide Local Exchange _____)
Telecommunications Services _____)
_____)

Docket No. WNV-T-11-01

APPLICATION

Windstream NuVox, Inc. ("WIN-NuVox" or "Applicant"), by its undersigned counsel and pursuant to Idaho Code §§ 61-526-528, IDAPA 31.01.01.111, and Procedural Order No. 26665, hereby applies to the Idaho Public Utilities Commission ("Commission") for a Certificate of Public Convenience and Necessity to provide resold and facilities-based local exchange telecommunications service in the State of Idaho.

In support of this Application, WIN-NuVox hereby provides the following information:

I. Proposed Services

Applicant seeks authority to provide resold and facilities-based local exchange services in Idaho.

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. While Applicant will primarily provide local exchange service

through the resale of the services of other carriers, Applicant may also provide facilities-based services. Such facilities-based local exchange service may be provided via (1) facilities-based leased from other carriers, (2) WIN-NuVox's own facilities, or (3) a combination thereof.

WIN-NuVox is currently in the process of developing its marketing strategy for the State of Idaho. WIN-NuVox will utilize a professionally trained sales force to market its services and will comply with all Commission rules and regulations in marketing its services in the State of Idaho.

WIN-NuVox is a competitive provider of telecommunications services. 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, Oregon, Rhode Island, Utah, Vermont and Wyoming. Currently, Applicant is authorized to provided telecommunications services in: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

II. Form of Business

WIN-NuVox is a corporation organized under the laws of the State of Delaware.

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
www.windstream.com

Applicant does not have a principal place of business in Idaho.

Copies of Applicant's Articles of Incorporation and authority to transact business as a foreign corporation in Idaho are attached hereto as Exhibits 1 and 2, respectively.

WIN-NuVox's registered agent in Idaho is:

CT Corporation Systems
1111 West Jefferson, Suite 530
Boise, ID 83702

The principal officers and directors of Applicant are as follows:

Officers:

Jeffery Gardner	President and CEO
Brent Whittington	COO
Anthony W. Thomas	CFO
John Fletcher	EVP, Secretary and General Counsel
Kristi Moody	Assistant Secretary
Michael D. Rhoda	SVP, Government Affairs

Directors:

Jeffery Gardner
Dennis E. Foster
Francis X. Frantz

All Officers and Directors may be contacted through the Applicant's offices at:

4001 Rodney Parham Road
Little Rock, AR 72212
Tel: (501) 748-7000

Windstream NuVox, Inc. is ultimately wholly owned by Windstream Corporation, a publicly traded corporation (NASDAQ: WIN). A chart of the corporate ownership structure of WIN-NuVox, including Applicant's subsidiaries, is provided as Exhibit 3.

All correspondence and communications regarding this Application should be addressed

to:

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

with a copy to:

Brian Rabchuk
Senior Analyst - Government Affairs
Windstream NuVox, Inc.
4001 Rodney Parham Road
Mailstop: 1170-B1F02-12A
Little Rock, AR 72212
Tel: (501) 748-6352
Fax: (501) 748-6583
Email: brian.rabchuk@windstream.com

III. Telecommunications Services

WIN-NuVox proposes to provide resold and facilities-based local exchange telecommunications services in Idaho upon grant of authority by the Commission. Applicant will begin offering resold local exchange service shortly after being authorized to do so by the Commission. Applicant does not currently plan to construct facilities, but seeks facilities-based authority so that it can provide services over its own facilities, facilities leased from other carrier or a combination thereof in the future as market condition permit. WIN-NuVox proposes to provide local exchange telecommunications services to business customers in the State of Idaho.

IV. Service Territory

WIN-NuVox seeks to provide local exchange services in all areas currently or that become open to competition, including but not limit to those areas currently served by Qwest and Verizon. Applicant does not seek to remove any exemption granted to a small or rural carrier pursuant to § 251(f) of the Federal Act, and therefore, Applicant does not seek to provide telecommunications services to customers in those areas at this time. Initially, WIN-NuVox will complete directly with Qwest and Verizon for the provision of local exchange services. Applicant does not currently own any facilities or property in Idaho.

V. Financial Information

WIN-NuVox is also well-qualified financially to operate within the State of Idaho. As outlined in more detail below, Applicant possesses the requisite financial resources to provide resold local exchange telecommunications service including the ability and willingness to cover any customer advances and deposits; and to pay intrastate access charges and interconnection charges on all intrastate telecommunications services. In demonstration of its financial qualifications, Applicant attaches hereto, a copy of the most recent SEC Form 10-K of Windstream Corporation, Applicant's ultimate parent company, as Exhibit 4.

VI. "Illustrative" Tariff Filing

Applicant's proposed local exchange tariff, containing proposed rates, terms, and conditions of services, is attached hereto as Exhibit 5. Please note that, with respect to the proposed local exchange tariff, many details of Applicant's provision of the proposed services, including the rates to be charged to Applicant's customers, will be dependent upon the negotiation of interconnection agreements with the incumbent LECs. Upon certification of Applicant, and prior to commencing service, Applicant will file a local exchange tariff that

complies with all Commission rules and regulations and lists the rates, terms and conditions of service.

VII. Customer Contacts

WIN-NuVox's general email address and toll-free number for all Commission informal customer complaints is:

custserv@nuvox.com
800-600-5050

The individual responsible for responding to complaints is:

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

The individual responsible for responding to Commission inquiries concerning rates and price lists or tariffs is:

Abby Sydlow
Staff Manager - Local Tariffs
12400 Olive Blvd., Suite 430
St. Louis, MO 63141
Tel: (636) 537-5730
Fax: (636) 733-5730
Email: abby.sydlow@windstream.com

Upon certification, general questions from the Commission regarding Applicant should be directed to:

Mike Anderson
Vice President - Government Affairs
403 W. 4th Street, N
P.O. Box 1046
Newton, IA 50208-1046
Tel: (641) 787-2357
Fax: (641) 787-2347
Email: d.michael.anderson@windstream.com

VIII. Interconnection Agreements

WIN-NuVox has not yet initiated interconnection negotiations but intends to do so as applicable and upon being granted authority by the Commission. Once WIN-NuVox has conducted negotiations and reached agreements by negotiation or arbitration, WIN-NuVox will file copies of them with the Commission for its approval if necessary.

IX. Compliance with Commission Rules

Attached hereto is a sworn verification executed by Applicant stating that the Applicant agrees to comply with all Idaho laws and Commission rules and regulations.

X. Escrow Account or Security Bond

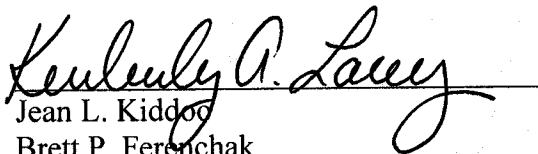
Should WIN-NuVox decide to require advance deposits from its customers, it will enter into an escrow agreement with a bonded escrow agent prior to offering telecommunications services in Idaho and will file such agreement with the Commission upon request. WIN-NuVox will comply with all applicable Idaho laws and Commission rules and regulations regarding advance customer deposits.

XI. CONCLUSION

As demonstrated by this application and pursuant to Idaho Code §§61-526-528, IDAPA 31.01.01.111, and Procedural Order No. 26665, WIN-NuVox's expertise in the telecommunications sector will permit it to select the most economic and efficient services, thereby providing customers with an excellent combination of price, quality, and customer service. Accordingly, WIN-NuVox anticipates its proposed service will increase consumer choice of innovative, diversified, and reliable service offerings. The provision of more affordable and available local telecommunications services will promote the health, welfare and economic well-being of the citizens of Idaho. WIN-NuVox 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 telecommunications services.

WHEREFORE, Windstream NuVox, Inc., respectfully requests that the Idaho Public Utilities Commission issue a Certificate of Public Convenience and Necessity authorizing WIN-NuVox to provide resold and facilities-based local exchange telecommunications services within the State of Idaho.

Respectfully submitted,

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

Counsel for Windstream NuVox, Inc.

Dated: February 17, 2011

LIST OF ATTACHMENTS AND EXHIBITS

Exhibit 1	Articles of Incorporation
Exhibit 2	Authority to Transact Business
Exhibit 3	Corporate Ownership Structure Chart
Exhibit 4	Financial Statements of Windstream Corporation
Exhibit 5	Proposed Local Exchange Tariff
Verification	

EXHIBIT 1

Articles of Incorporation

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINDSTREAM NUVOX, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

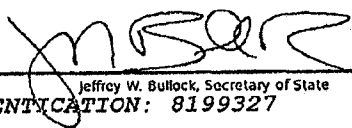
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2909316 8300

100867895

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8199327

DATE: 08-30-10

EXHIBIT 2

Authority to Transact Business

State of Idaho

Office of the Secretary of State

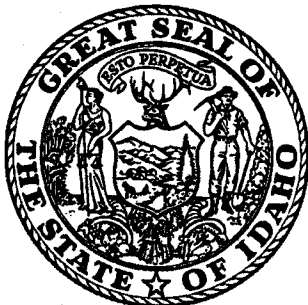
**CERTIFICATE OF AUTHORITY
OF
WINDSTREAM NUVOX, INC.**

File Number C 188340

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: August 31, 2010



Ben Yursa
SECRETARY OF STATE

By

[Signature]



**APPLICATION FOR CERTIFICATE
OF AUTHORITY (For Profit)**
(Instructions on Back of Application)

10 AUG 31 AM 11:02
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is:
Windstream NuVox, Inc.
- The name which it shall use in Idaho is: _____
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 06/16/1998
- The address of its principal office is:
4001 Rodney Parham Road, Little Rock, AR 72212
- The address to which correspondence should be addressed, if different from Item 5, is:

- The street address of its registered office in Idaho is: 1111 West Jefferson, Suite 530, Boise, Idaho 83702
and its registered agent in Idaho at that address is: CT Corporation System
- The names and respective business addresses of its directors and officers are: **SEE ATTACHMENT**

Name	Title	Business Address
<u>Jeffery Gardner</u>	<u>Director</u>	<u>4001 Rodney Parham Road, Little Rock, AR 72212</u>
<u>Francis X. Frantz</u>	<u>Director</u>	<u>4001 Rodney Parham Road, Little Rock, AR 72212</u>
<u>Jeffery Gardner</u>	<u>President and CEO</u>	<u>4001 Rodney Parham Road, Little Rock, AR 72212</u>
<u>Brent Whittington</u>	<u>COO</u>	<u>4001 Rodney Parham Road, Little Rock, AR 72212</u>
<u>Anthony W. Thomas</u>	<u>CFO</u>	<u>4001 Rodney Parham Road, Little Rock, AR 72212</u>
<u>John Fletcher</u>	<u>EVP, Secretary and General Counsel</u>	<u>4001 Rodney Parham Road, Little Rock, AR 72212</u>

Dated: August 27, 2010
Signature: Kristi Moody
Typed Name: Kristi Moody
Capacity: Assistant Secretary
[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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Revised 10/2008

IDAHO SECRETARY OF STATE
08/31/2010 05:00
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C188340

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINDSTREAM NUVOX, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF AUGUST, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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100867895

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8199327

DATE: 08-30-10

Ben Ysursa
Secretary of State

450 N 4th Street
PO Box 83720
Boise ID 83720-0080



Phone: (208) 334-2301
Fax: (208) 334-2080

sosinfo@sos.idaho.gov
www.sos.idaho.gov

STATE OF IDAHO
SECRETARY OF STATE

ANNUAL REPORTING REQUIREMENTS

Each corporation, limited liability company, limited partnership and limited liability partnership authorized to transact business in this state must file an annual report with the secretary of state.

If an annual report is not received on or before the due date, the following will occur:

- 1) Domestic corporations and limited liability companies will be subject to administrative dissolution;
- 2) Foreign corporations will be subject to revocation of its authority to do business in Idaho;
- 3) Foreign limited liability companies will be subject to administrative cancellation;
- 4) Limited partnerships will be subject to administrative cancellation / termination.
- 5) Limited liability partnerships will lose their limited liability status and revert to general partnerships:

The form must be executed by a person authorized by the company, indicating such capacity, setting forth the name of the company, the state or country under whose law it is incorporated/organized, along with the names and addresses of its current registered agent and officers.

The first, and all subsequent annual reports shall be filed with the secretary of state each year before the end of the month during which a corporation or limited liability company or partnership was initially authorized to transact business. (Please note: the first annual report is not due until 1 year after the initial filing date.)

A post card will be sent to notify you that your annual report is due. There is no filing fee if the annual report is received in this office by the date it is due. A post mark date is not sufficient.

A sample of the post card and a generated annual report is included on the back of this letter.

You can file your annual report electronically via our website: www.sos.idaho.gov or request a mail in report form. Please follow the instructions carefully when entering the data. The annual report will only be available for filing 60 days prior to the due date.

If you have any questions or need further assistance, please do not hesitate to contact this office at (208) 334-2301.

Very truly yours,

COMMERCIAL DIVISION
IDAHO SECRETARY OF STATE'S OFFICE

Post Card Notice

Go online to file your report electronically. When you reach the business entity page on the website, you'll find a link to file your annual report. Your entity filing number and PIN are your logon. Your PIN number will change each year.

<p>BEN YSURSA SECRETARY OF STATE PO BOX 83720 BOISE ID 83720-0080</p> <p>Your Annual Report for the business listed below is due. You can file online or by mail.</p> <p>Use the numbers below to file online at: www.sos.idaho.gov</p> <p>COMPANY NAME ENTITY FILING # PIN #</p> <p>Email or call the Secretary of State's office to request a mail-in report. (208) 334-2301 or sosinfo@sos.idaho.gov</p> <p>DUE DATE</p> <p style="text-align: center;"><i>Don't be late!</i></p>	<p>PRESORTED FIRST-CLASS US POSTAGE PAID BOISE ID PERMIT NO 1</p> <p>COMPANY NAME OWNER NAME MAILING ADDR CITY STATE ZIP CODE</p>
--	--

Generated Mail In Form

Strike out and correct your company address here, if necessary.

No. C 160015 SECRETARY OF STATE 450 N 4th STREET PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	Due no later than Apr 30, 2009 Annual Report Form	2. Registered Agent and Office (NOT A P.O. BOX) Registered Agent Name RA Street Address City State Zip Code 3. New Registered Agent Signature.														
1. Mailing Address: Correct in this box if needed. Your Company Name Your Name Your Mailing Address City State Zip Code																
4. Corporations: Enter Names and Business Addresses of President, Secretary, Directors and (optional) Treasurer. <table style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: left;">Office Held</th> <th style="text-align: left;">Name</th> <th style="text-align: left;">Street or PO Address</th> <th style="text-align: left;">City</th> <th style="text-align: left;">State</th> <th style="text-align: left;">Country</th> <th style="text-align: left;">Postal Code</th> </tr> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </table>			Office Held	Name	Street or PO Address	City	State	Country	Postal Code							
Office Held	Name	Street or PO Address	City	State	Country	Postal Code										
5. Organized Under the Laws of: IDAHO C 160015	6. Signature: _____ Date: _____ Name (type or print): _____ Title: _____															

Strike out and change your Registered Agent here, if necessary. RA must be at a physical address in Idaho.

A newly appointed RA must sign here.

Enter the names and business addresses of president, secretary and directors (corporations), managers/members (LLCs), general partners (LPs) or at least 2 partners (LLPs) in this area.

Annual Report must be signed by a person authorized to represent the corporation/LLC/LP or LLP.

INSTRUCTIONS FOR THE IDAHO ANNUAL REPORT FORM

Block 1: Entity name may not be altered through the use of this form. Pay special attention to the mailing address. If the correct mailing address is not given in Block 1, strike it out and write in the correct address. Note: To ensure future mailings, the corrected address must be inside Block 1.

Block 2: To change the registered agent or office, strike the incorrect information and write in the correct information. Note: The office of the registered agent must be at a street address in Idaho; not a Post Office Box or Personal Mail Box.

Block 3: Only a new registered agent must sign in Block 3.

Block 4: Enter names and business addresses of president, secretary, and directors. Note: Do not put "same as last year" or "same as above". These will not be accepted. Changes here will not affect the address in Block 1. Be sure to include office held for each name listed.

Block 5: May not be altered through the use of this form.

Block 6: The annual report must be signed by a person authorized to represent the corporation. Print or type the name of the signer below the signature.

**** The Image of this form will be available on the internet once it has been filed. DO NOT enter Social Security numbers.**

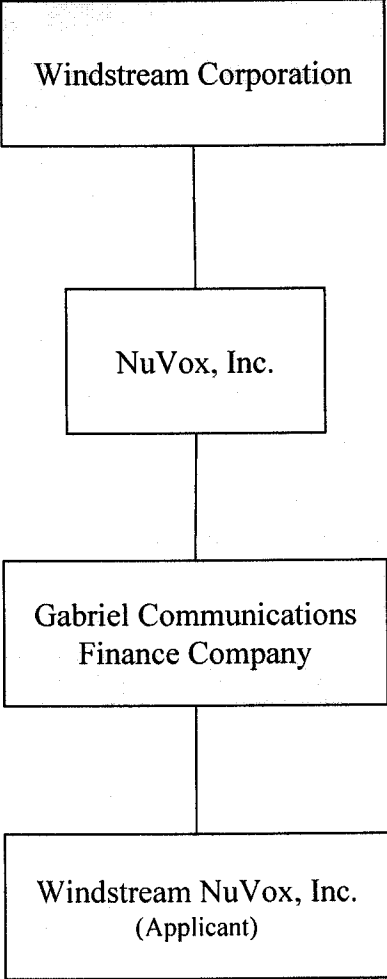
If the Corporation is no longer doing business in Idaho, you may file the appropriate form and fee. Forms are available on the website at www.sos.idaho.gov. However, if no timely annual report is filed, administrative action will be taken, at no cost to the Corporation to terminate the legal existence. If you have any questions contact the Commercial Division at (208) 334-2301.

POSTMARK DATES WILL NOT BE ACCEPTED

EXHIBIT 3

Corporate Structure Chart

Corporate Ownership* Structure of Windstream NuVox, Inc.



* All ownership percentages are 100%

EXHIBIT 4

Financial Statements of Windstream Corporation

WIN 10-K 12/31/2009

Section 1: 10-K (FORM 10-K)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-K

- (X) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009
- or
- () TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 1-32422

WINDSTREAM CORPORATION

(Exact name of registrant as specified in its charter)

<u>DELAWARE</u> (State or other jurisdiction of incorporation or organization)	<u>20-0792300</u> (I.R.S. Employer Identification No.)
<u>4001 Rodney Parham Road, Little Rock, Arkansas</u> (Address of principal executive offices)	<u>72212</u> (Zip Code)

Registrant's telephone number, including area code (501) 748-7000

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u> Common Stock (\$0.0001 par per share)	<u>Name of each exchange on which registered</u> NASDAQ Global Select Market
---	---

Securities registered pursuant to Section 12(g) of the Act:

NONE
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).

YES NO

Aggregate market value of voting stock held by non-affiliates as of June 30, 2009 - \$3,650,897,247

Common shares outstanding, February 16, 2010 - 456,909,066

DOCUMENTS INCORPORATED BY REFERENCE

Document

Proxy statement for the 2010 Annual Meeting of Stockholders
The Exhibit Index is located on pages 36 to 40.

Incorporated Into
Part III

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**Windstream Corporation
Form 10-K, Part I
Table of Contents**

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**Windstream Corporation
Form 10-K, Part I**

Item 1. Business

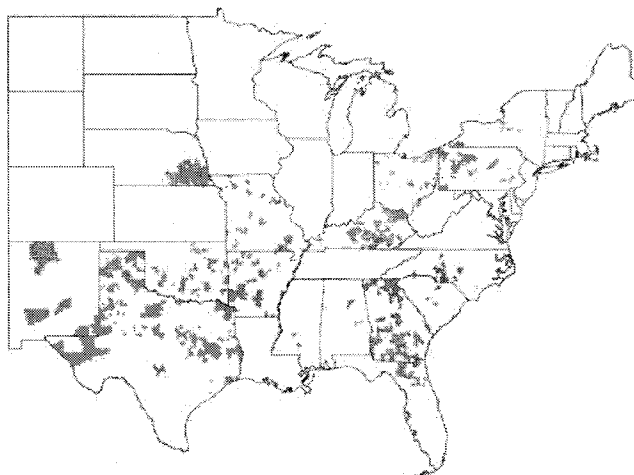
THE COMPANY

GENERAL

In this report, Windstream Corporation and its wholly owned subsidiaries are referred to as "Windstream", "we", or the "Company". On July 17, 2006, Alltel Corporation, which has subsequently merged with Verizon Communications Inc. ("Alltel"), completed the spin off of its wireline telecommunications division and immediately merged with and into Valor Communications Group, Inc. ("Valor"), with Valor continuing as the surviving corporation. The resulting company was renamed Windstream Corporation. Windstream is a corporation organized under the laws of the state of Delaware, and it was organized under the name Valor Communications Group, Inc. in 2004. For all periods prior to the merger with Valor described herein, references to the Company include Alltel Holding Corp. or the wireline telecommunications division and related businesses of Alltel.

Windstream is a customer-focused telecommunications company that provides phone, high-speed Internet and digital television services. The Company also offers a wide range of IP-based voice and data services and advanced phone systems and equipment to businesses and government agencies. As of December 31, 2009, the Company provided service to approximately 3.0 million access lines and 1.1 million high-speed Internet customers primarily located in rural areas in 16 states.

The shaded areas in the following map reflect Windstream's service territories as of December 31, 2009.



The Company's web site address is www.windstream.com. Windstream files with, or furnishes to, the Securities and Exchange Commission (the "SEC") annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, as well as various other information. This information can be found on the SEC website at www.sec.gov. In addition, Windstream makes available free of charge through the Investor Relations page of its web site its annual reports, quarterly reports, and current reports, and all amendments to any of those reports, as soon as reasonably practicable after providing such reports to the SEC. In addition, on the corporate governance section of the Investor Relations page of its web site, Windstream makes available its Code of Ethics, the Board of Directors' Amended and Restated Corporate Governance Board Guidelines, and the charters for its Audit, Compensation, and Governance Committees. Windstream will provide to any stockholder a copy of the Governance Board Guidelines and the Committee charters, without charge, upon written request to Investor Relations, Windstream Corporation, 4001 Rodney Parham Road, Little Rock, Arkansas 72212.

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Form 10-K, Part I**

Item 1. Business

FORMATION OF WINDSTREAM

On July 17, 2006, Alltel completed the spin off of its wireline telecommunications division, Alltel Holding Corp. Pursuant to the spin off, Alltel contributed all of its wireline assets to the Company in exchange for: (i) newly issued Company common stock, (ii) the payment of a special dividend to Alltel in the amount of \$2.3 billion and (iii) the distribution by the Company to Alltel of certain debt securities (the "Contribution"). In connection with the Contribution, the Company assumed approximately \$261.0 million of long-term debt that had been issued by the Company's wireline subsidiaries. Following the Contribution, Alltel distributed 100 percent of the common shares of the Company to its shareholders as a tax-free dividend.

Immediately after the consummation of the spin off, Alltel Holding Corp. merged with and into Valor, with Valor continuing as the surviving corporation. The merger was accounted for using the purchase method of accounting for business combinations, in accordance with authoritative guidance, with Alltel Holding Corp. serving as the accounting acquirer. The accompanying consolidated financial statements reflect the combined operations of Alltel Holding Corp. and Valor following the spin off and merger transactions on July 17, 2006. Results of operations prior to the merger and for all historical periods presented are for Alltel Holding Corp. The resulting company was renamed Windstream Corporation. As a result of the merger, all of the issued and outstanding shares of the Company's common stock were converted into the right to receive an aggregate number of shares of common stock of Valor. Valor issued in the aggregate approximately 403 million shares of its common stock to Alltel shareholders pursuant to the merger, or 1.0339267 shares of Valor common stock for each share of the Company's common stock outstanding as of the effective date of the merger. Upon completion of the merger, Alltel's stockholders owned approximately 85 percent of the outstanding equity interests of the surviving corporation, Windstream, and the stockholders of Valor owned the remaining approximately 15 percent of such equity interests. In addition, Windstream assumed Valor debt valued at \$1,195.6 million.

MATERIAL ACQUISITIONS COMPLETED DURING THE LAST FIVE YEARS

On February 8, 2010, we completed our previously announced acquisition of NuVox, Inc. ("NuVox"), a competitive local exchange carrier based in Greenville, South Carolina. Consistent with the Company's focus on growing revenues from business customers, the completion of the NuVox acquisition added approximately 90,000 business customer locations in 16 contiguous Southwestern and Midwest states and provides opportunities for significant operating efficiencies with contiguous Windstream markets. NuVox's services include voice over internet protocol, local and long-distance voice, broadband internet access, email, voicemail, web hosting, secure electronic data storage and backup, internet security and virtual private networks. Many of these services are delivered over a secure, privately-managed IP network, using a multiprotocol label switch backbone and distributed IP voice switching architecture.

In accordance with the NuVox merger agreement, Windstream acquired all of the issued and outstanding shares of common stock of NuVox for \$199.0 million in cash, net of cash acquired, and issued approximately 18.7 million shares of Windstream common stock valued at \$187.0 million on the date of issuance. Windstream also repaid outstanding indebtedness and related liabilities on existing swap agreements of NuVox approximating \$281.0 million.

On December 1, 2009, we closed our previously announced acquisition of Lexcom, Inc. ("Lexcom"), which resulted in the addition of approximately 22,000 access lines, 9,000 high-speed Internet customers and 12,000 cable television customers in North Carolina. This acquisition increased Windstream's presence in North Carolina and provides the opportunity for operating synergies with contiguous Windstream markets. In accordance with the Lexcom merger agreement, Windstream acquired all of the issued and outstanding shares of Lexcom common stock for approximately \$138.7 million in cash, net of cash acquired.

On November 10, 2009, we closed our previously announced merger with D&E Communications, Inc. ("D&E"), which resulted in the addition of approximately 110,000 incumbent local exchange carrier ("ILEC") access lines, 35,000 competitive local exchange carrier ("CLEC") access lines, 45,000 high-speed Internet customers and 9,000 cable television customers. This acquisition increased Windstream's presence in Pennsylvania and provides the opportunity for operating synergies with contiguous Windstream markets. Pursuant to the merger agreement, Windstream acquired all of the issued and outstanding shares of common stock of D&E, and D&E merged with and into a wholly-owned subsidiary of Windstream.

