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**Public Service Commission**  
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David L. Armstrong  
Chairman

James W. Gardner  
Vice Chairman

Linda Breathitt  
Commissioner

May 6, 2013

Cesar Caballero  
Windstream Communications  
4001 Rodney Parham Road  
Little rock, AR 72212

Honorable Jean Kiddo  
Swidler, Berlin, Shereff & Friedman  
3000 K Street, N.W., Suite 300  
Washington, DC 20007

Honorable Mark R. Overstreet  
Stites & Harbison  
421 West Main Street, P.O. Box 634  
Frankfort, KY 40602

RE: Case No. 2013-00176  
Windstream Communications, Inc.

The Commission staff has reviewed Windstream Communication's application in the above case and finds that it met the minimum filing requirements on May, 2013 and has been accepted for filing.

Enclosed please find a stamped filed copy of the first page of your filing. This case has been docketed and will be processed as expeditiously as possible.

If you need further assistance, please contact my staff at 502-564-3940.

Sincerely,

A handwritten signature in cursive script that reads "Linda Faulkner".

Linda Faulkner  
Filings Division Director

LF/ke

**FILED**  
MAY 01 2013  
PUBLIC SERVICE  
COMMISSION

**RECEIVED**  
MAY 01 2013  
PUBLIC SERVICE  
COMMISSION

**BEFORE THE  
KENTUCKY PUBLIC SERVICE COMMISSION**

Application of  
:  
:  
Windstream Kentucky East, LLC,  
:  
Windstream Kentucky West, LLC,  
:  
and  
:  
Windstream Corporation  
:  
:  
For Authority to Complete A Certain *Pro*  
:  
*Forma* Intra-Corporate Transaction  
:

Case No. 2013- 00176

**APPLICATION**

1. Windstream Kentucky East, LLC, Windstream Kentucky West (collectively, “Windstream Licensees”) and Windstream Corporation (“Windstream”) (Windstream and Windstream Licensees, collectively, “Applicants”), by their undersigned counsel and pursuant to Ky. Rev. Stat. §§ 278.020(5) and 278.020(6), and the rules of the Kentucky Public Service Commission (“Commission”), respectfully request authority from the Commission, to the extent required, for Applicants to undertake a *pro forma* intra-corporate transaction (the “Transaction”) that will insert a new holding corporation, Windstream Holdings, Inc. (“WHI”), into the ownership chain above Windstream (the current parent holding company of the Windstream Licensees).<sup>1</sup>

<sup>1</sup> In Kentucky, certain other Windstream operating entities are regulated as interexchange or competitive local exchange providers, and as such, are subject to the prior notification requirements pursuant to Case Nos. 359 and 370. These entities are Network Telephone Corp., Paetec Communications, Inc., Talk America, Inc., The Other Phone Company, US LEC of Tennessee, LLC, Windstream Communications, Inc., Windstream KDL, Inc., Windstream Norlight, Inc., Windstream NTI, Inc., Windstream NuVox, Inc. As such, Windstream, on behalf of those entities, hereby provides notice to the Commission of the Transaction contemplated by this Application.