

Windstream Arkansas, Inc.
Form 424B3
November 29, 2006
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File No. 333-138678

PROSPECTUS

WINDSTREAM CORPORATION

Offer to Exchange All Outstanding

8.125% Senior Notes due 2013 (\$800,000,000 principal amount outstanding)

for

8.125% Senior Notes due 2013

which have been registered under the Securities Act

and

8.625% Senior Notes due 2016 (\$1,746,000,000 principal amount outstanding)

for

8.625% Senior Notes due 2016

which have been registered under the Securities Act

Windstream Corporation, or the issuer, hereby offers, on the terms and subject to the conditions detailed in this prospectus and the accompanying letter of transmittal, to exchange new 8.125% Senior Notes due 2013 (which we refer to as the **New 2013 Notes**), for the issuer's currently outstanding 8.125% Senior Notes due 2013 (which we refer to as the **2013 Notes**). The issuer is also offering to exchange new 8.625% Senior Notes due 2016 (which we refer to as the **New 2016 Notes**), for the issuer's currently outstanding 8.625% Senior Notes due 2016 (which we refer to as the **2016 Notes**). The **New 2013 Notes** and the **New 2016 Notes** are collectively referred to as the **new notes** and the **2013 Notes** and the **2016 Notes** are collectively referred to as the **old notes**.

The Exchange Offer

The exchange offer will expire at 5:00 p.m., New York City time, on December 29, 2006, unless extended.

All old notes that are validly tendered and not validly withdrawn will be exchanged.

Tenders of old notes may be withdrawn any time prior to 5:00 p.m., New York City time, on the date of expiration of the exchange offer.

The exchange of notes will not be a taxable exchange for U.S. federal income tax purposes.

We will not receive any proceeds from the exchange offer.

The New Notes

The terms of the new notes to be issued are identical in all material respects to the outstanding old notes, except that the new notes have been registered under the Securities Act of 1933, as amended (the Securities Act) and will not have any of the transfer restrictions and additional interest provisions relating to the old notes. The new notes will represent the same debt as the old notes and we will issue the new notes under the same indenture.

The notes will be our general unsecured unsubordinated obligations. Accordingly, they will rank: (i) equally with all of our existing and future unsecured unsubordinated debt; (ii) effectively subordinated to our existing and future secured debt to the extent of the assets securing such debt, including all borrowings under our existing credit facilities; (iii) senior in right of payment to any of our future subordinated debt; and (iv) structurally subordinated to all of the liabilities of our nonguarantor subsidiaries, including trade payables.

The guarantees will be general unsecured, unsubordinated obligations of the guarantors. Accordingly, they will rank (i) equally with all of the guarantors existing and future unsecured unsubordinated debt; (ii) effectively subordinated to the guarantors existing and future secured debt to the extent of the assets securing such debt, including the guarantees by the guarantors of obligations under our credit facilities; and (iii) senior in right of payment to any of the guarantors future subordinated debt.

No public market exists for the old notes or the new notes. We do not intend to apply for listing of the new notes on any securities exchange or to arrange for them to be quoted on any quotation system.

See **Risk Factors** beginning on page 13 for a discussion of matters that participants in the exchange offer should consider.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is November 29, 2006

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This prospectus incorporates important business and financial information about Windstream that is not included in or delivered with this prospectus. We will provide this information to you at no charge upon written or oral request directed to: Investor Relations, Attention: Mary Michaels, Windstream Corporation, 4001 Rodney Parham Road, Little Rock, Arkansas 72212-2442, (501) 748-7000. In order to ensure timely delivery of the information, any request should be made no later than five business days before the expiration date of the exchange offer.

Each broker-dealer that receives new notes for its own account pursuant to the exchange offers must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for old notes where such new notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed to furnish to each broker-dealer, without charge, as many copies of this prospectus as such broker-dealer may reasonably request. See Plan of Distribution.

We have not authorized any person to give you any information or to make any representations about the exchange offer other than those contained in this prospectus. If you are given any information or representations that are not discussed in this prospectus, you must not rely on that information or those representations. This prospectus is not an offer to sell or a solicitation of an offer to buy any securities other than the securities to which it relates. In addition, this prospectus is not an offer to sell or the solicitation of an offer to buy those securities in any jurisdiction in which the offer or solicitation is not authorized, or in which the person making the offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make an offer or solicitation. The delivery of this prospectus and any exchange made under this prospectus do not, under any circumstances, mean that there has not been any change in the affairs of Windstream or its subsidiaries since the date of this prospectus or that information contained in this prospectus is correct as of any time subsequent to its date.

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SPECIAL NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus, including information included or incorporated by reference herein contain certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are subject to uncertainties that could cause actual future events and results to differ materially from those expressed in the forward-looking statements. These forward-looking statements are based on estimates, projections, beliefs, and assumptions and are not guarantees of future events and results. Words such as expects, anticipates, intends, plans, believes, seeks, estimates, and should, and variations of these words and similar expressions, are intended to identify these forward-looking statements. Windstream disclaims any obligation to update or revise any forward-looking statement based on the occurrence of future events, the receipt of new information, or otherwise.

Actual future events and results may differ materially from those expressed in these forward-looking statements as a result of a number of important factors. Representative examples of these factors include (without limitation):

- adverse changes in economic conditions in the markets served by Windstream;
- the extent, timing, and overall effects of competition in the communications business;
- the risk of continued access line loss;
- the impact of new, emerging or competing technologies;
- the risks associated with the integration of acquired businesses or the ability to realize anticipated synergies, cost savings and growth opportunities;
- the availability and cost of financing in the corporate debt markets;
- the potential for adverse changes in the ratings given to Windstream's debt securities by nationally accredited ratings organizations;
- the effects of federal and state legislation, rules, and regulations governing the communications industry;
- adoption of intercarrier compensation and/or universal service reform proposal by FCC or Congress that results in a significant loss of revenue for Windstream;
- risks of rebranding to Windstream;
- an adverse development regarding the tax treatment of the spin-off from Alltel Corporation (Alltel) on July 17, 2006 and the restrictions on certain financing and other activities imposed by the tax sharing agreement with Alltel;

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material changes in the communications industry generally that could adversely affect vendor relationships with equipment and network suppliers and relationships with wholesale customers;

unexpected results of litigation;

the effects of work stoppages;

the impact of equipment failure, natural disasters, or terrorist acts; and

those additional factors listed under the heading Risk Factors.

In addition to these factors, actual future performance, outcomes and results may differ materially because of more general factors including (without limitation) general industry and market conditions and growth rates, economic conditions, and governmental and public policy changes. See also Where You Can Find More Information on page 88.

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SUMMARY

This summary highlights information contained elsewhere or incorporated by reference in this prospectus and does not contain all the information you should consider before tendering old notes in the exchange offer. You should carefully read the entire prospectus, including the documents incorporated in it by reference. This prospectus and the letter of transmittal that accompanies it collectively constitute the exchange offer.

Our Company

Windstream Corporation was formed on July 17, 2006 as a result of the spin-off by Alltel Corporation (Alltel) of Alltel Holding Corp. (Spinco), a subsidiary of Alltel into which Alltel contributed its wireline telecommunications business, and the subsequent merger of Spinco with and into Valor Communications Group, Inc. (Valor). Valor survived the merger as a stand-alone company holding and conducting the combined business operations of Valor and Spinco. In the merger, Valor issued approximately 403 million shares of its common stock to Alltel stockholders, which resulted in Alltel s stockholders owning approximately 85% of the outstanding equity interests of the surviving corporation and the stockholders of Valor owning the remaining 15% of such equity interests. Valor changed its name to Windstream Corporation (Windstream) immediately following completion of the merger. As a result of the transactions consummated in connection with the spin-off and merger, Windstream incurred approximately \$5.5 billion in consolidated debt. The spin-off and merger are collectively referred to as the Transactions throughout this prospectus. References in this prospectus to Windstream, we or us refer to Windstream Corporation and its subsidiaries after the date of the merger and to Valor and Spinco prior to the date of the merger. The information in this prospectus relating to Spinco is presented as if Spinco held Alltel s wireline telecommunications business prior to closing of the spin-off and the merger for all periods and dates presented.

Windstream and its subsidiaries provide local telephone, long-distance, Internet and high-speed data services. As of September 30, 2006, we had approximately 3,287,553 million access lines and 603,114 broadband customers in 16 states. Like many Rural Local Exchange Carriers (RLECs) our business has been characterized by stable operating results, revenue and cash flow and a favorable regulatory environment. Because our customer base is located in areas that are generally less densely populated than areas served by other non-rural telephone companies, we believe that we are more insulated from competitive pressures. After giving pro forma effect to the Transactions, we generated \$2,472.2 in revenues and sales and \$313.6 in net income before extraordinary item for the nine months ended September 30, 2006.

Our business consists of two principal segments: our Wireline operations and our Other Operations. We generate the majority of our revenues and sales from our Wireline operations, which primarily include our Incumbent Local Exchange Carrier (ILEC) business, our Competitive Local Exchange Carrier (CLEC) business, our Internet services business, and our long-distance business, which, as of September 30, 2006, offers both residential and business long-distance services to approximately 2,006,899 customers, including toll-free, calling card services, dedicated access, conference calling and bill management. Our Other Operations include our directories publishing business, which coordinates advertising, sales, printing and distribution for 381 telephone directory contracts in 36 states, and our Product Distribution operations, which supply equipment to affiliated and non-affiliated communications companies, business systems suppliers, governments and retail and industrial companies.

Our common stock is listed on the New York Stock Exchange under the symbol WIN. Our principal executive offices are located at 4001 Rodney Parham Road, Little Rock, Arkansas 72212-2442, and our telephone number is (501) 748-7000.

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Our Competitive Strengths

Leading Rural Telecommunications Carrier. We believe that we are a leading wireline telephone company and the largest RLEC in the United States. As of September 30, 2006, we had approximately 3,287,553 million access lines in 16 states. We have a strong position in the markets we serve as we believe that rural markets are generally less competitive than urban markets, particularly as it relates to fixed-line voice competition. This lower level of competition is due in part to the low customer density of rural markets. We believe that our strong local presence in the markets we serve also helps solidify our position.

Upgraded Network Infrastructure with Broad Geographic Footprint. We have improved and expanded our network infrastructure, which has allowed us to provide additional services to our customers, improve the overall network's quality and enhance our broadband services. We believe that the significant scale and broad geographic footprint of our network provides us with advantages over smaller rural wireline operators that are not as well-capitalized and, therefore, may find it more difficult to compete in their markets.

Broad Integrated Product and Service Offerings. We believe that we are the only telecommunications service provider in many of the markets we serve that has the ability to provide an integrated package of voice, data and video services and products. For residential customers, we offer local voice service, long distance, enhanced calling features and broadband, with download speeds of up to 6Mbps. For our business customers, we offer a variety of business voice and data services that include special circuits, customer premise equipment, virtual private networks, web hosting and development, dedicated internet, and frame relay services. We believe that offering these integrated packages allows us to increase revenue per access line and improve customer retention.

Ability to Generate Strong Cash Flow. We have generated consistently strong cash flows due to relatively stable demand for our services, a supportive regulatory environment and limited competition for telecommunications services in the rural parts of the United States. We continue to focus on reducing expenses and we expect our cash flows to continue to benefit from our cost reduction efforts.

Experienced and Proven Management Team. On average, our senior management team has over 15 years of experience in the telecommunications industry. Many members of our management team also most recently served in senior management roles at Alltel and Valor. Jeffery R. Gardner, our chief executive officer, most recently served as chief financial officer for Alltel, and has over twenty years of experience in the telecommunications industry.

Experience in Successfully Completing and Integrating Acquisitions. Since 1999, Alltel's wireline business has acquired approximately 950,000 access lines through three acquisitions. In each instance, Alltel was able to make operational improvements to lower costs and increase margins. We believe that our management team's experience with these recent transactions will help us with the integration of the Valor and Spincor operations as well as with the integration of potential future acquisitions.

Our Strategy

Maintain Focus on Generating Strong Cash Flow. Our wireline business has consistently generated strong cash flows and maintained industry leading margins. We plan to continue to aggressively manage expenses and employ a disciplined approach to capital expenditures as well as focus on ways to improve our operating efficiency.

Expand Broadband Footprint and Service Offerings. We intend to concentrate on broadband as a core component around which other products and services can evolve. We will continue to focus on increasing the number of broadband-capable access lines. By the end of 2006, we expect our broadband services to be available

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to approximately 80% of our total access lines. We also plan to expand and improve our broadband services by offering higher speed connections. In addition, we will monitor industry developments in video broadband services to potentially incorporate these developments into our product offerings. We believe that maintaining our focus on broadband will help us retain our customer base, grow average revenue per access line and allow us to remain a leader in the markets in which we operate.

Increase Penetration of Higher Margin Bundled Services. We believe that our ability to offer a wide array of integrated products and services will enable us to maximize revenue and margins. We intend to capitalize on our ability to cross-sell additional features per line and higher margin enhanced voice and data services as bundled packages, which we believe represents a significant opportunity for us to continue our trend of increasing revenue per access line as well as strengthen customer relationships and improve customer retention.

Implement a Dedicated Wireline Sales and Marketing Strategy. As a stand-alone wireline company, Windstream will be able to devote more resources than Alltel could to wireline-specific marketing. We believe Windstream will be able to leverage the successful sales and marketing practices that Valor previously employed. We believe that developing a marketing and sales strategy focused on wireline services will reinforce our position as a leader in our markets.

Consider Select Partnerships for Strategic Product Offerings. We recently expanded our DISH Network satellite television services to all of our markets. As we strive to provide our customers with a diverse range of telecommunications products and services, we will consider entering into similar select partnerships for wireless services and other services which we do not directly provide through our own network.

Pursue Select Strategic Acquisitions. In addition to expanding our product offerings, we may grow our business through select strategic acquisitions of other RLECs where our scale, management expertise and financial strength can deliver incremental returns such as that experienced during Alltel's earlier acquisitions of Verizon's Kentucky access lines, Aliant Communications and Standard Telephone Company. We adhere to selective criteria in our acquisition analysis, but we believe that there will continue to be opportunities to acquire telecommunications assets at attractive valuations that will meet or exceed our investment criteria. In addition to acquisitions, we will also consider dispositions of non-core assets.

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The Exchange Offer

On July 17, 2006, we privately placed \$800,000,000 aggregate principal amount of 2013 Notes in a transaction exempt from registration under the Securities Act. On July 17, 2006, we privately placed in a transaction exempt from registration under the Securities Act \$1,746,000,000 of 2016 Notes on behalf of certain selling note holders. In connection with the private placements, we entered into a registration rights agreement, dated as of July 17, 2006, with the initial purchasers of the old notes. In the registration rights agreement, we agreed to offer to exchange old notes for new notes registered under the Securities Act. We also agreed to deliver this prospectus to the holders of the old notes. In this prospectus the old notes and the new notes are referred to together as the notes. You should read the discussion under the heading Description of Notes for information regarding the notes.

The Exchange Offer

This is an offer to exchange (1) \$1,000 in principal amount of New 2013 Notes for each \$1,000 in principal amount of outstanding 2013 Notes, and (2) \$1,000 in principal amount of New 2016 Notes for each \$1,000 in principal amount of outstanding 2016 Notes. The new notes are substantially identical to the old notes, except that:

the new notes will be freely transferable, other than as described in this prospectus;

holders of the new notes will not be entitled to the rights of the holders of the old notes under the registration rights agreement; and

the new notes will not contain any provisions regarding the payment of additional interest for failure to satisfy obligations under the registration rights agreement.

We believe that you can transfer the new notes without complying with the registration and prospectus delivery provisions of the Securities Act if you:

are not an affiliate of the Company within the meaning of Rule 405 under the Securities Act,

are not a broker-dealer tendering old notes acquired directly from Windstream for your own account,

acquired the old notes in the ordinary course of your business, and

have no arrangements or understandings with any person to participate in this exchange offer for the purpose of distributing the old notes and have made representations to Windstream to that effect.

If any of these conditions are not satisfied and you transfer any new notes without delivering a proper prospectus or without qualifying for a registration exemption, you may incur liability under the Securities Act.

Registration Rights

We have agreed to use our commercially reasonable efforts to consummate the exchange offer or cause the old notes to be registered

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under the Securities Act to permit resales. If we are not in compliance with our obligations under the registration rights agreement, then additional interest (in addition to the interest otherwise due on the notes that are the subject of that registration agreement or the new notes) will accrue on such notes or new notes upon such occurrence. If the exchange offer is completed on the terms and within the time period contemplated by this prospectus, no additional interest will be payable on the notes.

No Minimum Condition

The exchange offer is not conditioned on any minimum aggregate principal amount of old notes being tendered for exchange.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on December 29, 2006, unless it is extended.

Exchange Date

Old notes will be accepted for exchange beginning on the first business day following the expiration date, upon surrender of the old notes.

Conditions to the Exchange Offer

Our obligation to complete the exchange offer is subject to limited conditions. See [The Exchange Offer Conditions to the Exchange Offer](#). We reserve the right to terminate or amend the exchange offer at any time before the expiration date if various specified events occur.

Withdrawal Rights

You may withdraw the tender of your old notes at any time before the expiration date. Any old notes not accepted for any reason will be returned to you without expense as promptly as practicable after the expiration or termination of the exchange offer.

Appraisal Rights

Holders of old notes do not have any rights of appraisal for their notes if they elect not to tender their notes for exchange.

Procedures for Tendering Old notes

See [The Exchange Offer How to Tender](#).

Material United States Federal Income Tax Considerations

The exchange of old notes for new notes by U.S. holders should not be a taxable exchange for U.S. federal income tax purposes, and U.S. holders will not recognize any taxable gain or loss as a result of the exchange. See [Material United States Federal Income Tax Considerations](#).

Effect on Holders of Old notes

If the exchange offer is completed on the terms and within the period contemplated by this prospectus, holders of old notes will have no further registration or other rights under the registration rights agreement, subject only to limited exceptions applicable to persons to whom the exchange offer is not available. **Holders of old notes who do not tender their old notes will continue to hold those old notes which will remain outstanding and continue to accrue interest, but such holders will not have any further rights under the**

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registration rights agreement. All untendered, and tendered but unaccepted, old notes will continue to be subject to the restrictions on transfer provided for in the old notes and the respective indenture under which the old notes have been, and the new notes are being, issued. To the extent that old notes are tendered and accepted in the exchange offer, the trading market, if any, for any remaining old notes could be adversely affected. See The Exchange Offer Other.

Use of Proceeds

We will not receive any proceeds from the issuance of the new notes in the exchange offer.

Exchange Agent

U.S. Bank National Association is serving as exchange agent in connection with the exchange offer.

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The Notes

The new notes are substantially identical to the old notes, except that the new notes have been registered under the Securities Act and will not have any of the transfer restrictions and additional interest provisions relating to the old notes. The new notes will evidence the same debt as the old notes, be guaranteed by specified subsidiaries of Windstream and be entitled to the benefits of the indenture.

Issuer Windstream Corporation

Notes Offered \$800,000,000 aggregate principal amount of New 2013 Notes in exchange for \$800,000,000 aggregate principal amount of outstanding 2013 Notes; and \$1,746,000,000 aggregate principal amount of New 2016 Notes in exchange for \$1,746,000,000 aggregate principal amount of outstanding 2016 Notes.

Maturity For the New 2013 Notes: August 1, 2013.
For the New 2016 Notes: August 1, 2016.

Interest Payment Dates Interest on the New 2013 notes will be paid on February 1 and August 1, beginning on February 1, 2007.
Interest on the New 2016 notes will be paid on February 1 and August 1, beginning on February 1, 2007.

Guarantees Each of our domestic subsidiaries that guarantee our existing credit facilities will guarantee the new notes on a senior, unsecured basis. Future domestic subsidiaries that guarantee our existing credit facilities will also be required to guarantee the new notes.

Ranking The notes will be our general unsecured unsubordinated obligations. Accordingly, they will rank:

equally with all of our existing and future unsecured unsubordinated debt;

effectively subordinated to our existing and future secured debt to the extent of the assets securing such debt, including all borrowings under our credit facilities;

senior in right of payment to any of our future subordinated debt; and

structurally subordinated to all of the liabilities of our non-guarantor subsidiaries, including trade payables.

The guarantees will be general unsecured, unsubordinated obligations of the guarantors. Accordingly, they will rank:

equally with all of the guarantors existing and future unsecured unsubordinated debt;

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effectively subordinated to the guarantors' existing and future secured debt to the extent of the assets securing such debt, including the guarantees by the guarantors of obligations under our credit facilities;

senior in right of payment to any of the guarantors' future subordinated debt.

as of September 30, 2006 and for the nine months then ended, our non-guarantor subsidiaries represented approximately 74% of our revenue, 83% of our operating income, and 59% of our assets.

Optional Redemption

We may redeem some or all of the New 2016 Notes on or after August 1, 2011 at the redemption prices described in this prospectus, plus accrued and unpaid interest.

We may redeem some or all of the New 2013 Notes, at any time before maturity, at a redemption price equal to 100% of their principal amount, plus a make-whole premium and accrued and unpaid interest.

Equity Offering & Optional Redemption

Before August 1, 2009, we may redeem up to 35% of the aggregate principal amount of the 2013 Notes and the New 2013 Notes with the net cash proceeds of certain equity offerings at 108.125% of the principal amount of the 2013 Notes and the New 2013 Notes, plus accrued and unpaid interest, if at least 65% of the aggregate principal amount of the 2013 Notes and the New 2013 Notes originally issued remain outstanding after such redemption.

Change of Control

If we experience specific kinds of changes in control, we must offer to purchase the notes at 101% of their face amount, plus accrued and unpaid interest.

Covenants

The indenture governing the notes, among other things, limits our ability and the ability of our restricted subsidiaries to:

borrow money or sell preferred stock;

create liens;

pay dividends on or redeem or repurchase stock;

make certain types of investments;

sell stock in our restricted subsidiaries;

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restrict dividends or other payments from subsidiaries;

enter into transactions with affiliates;

issue guarantees of debt; and

sell assets or merge with other companies.

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These covenants contain important exceptions, limitations and qualifications. At any time that the notes of a series are rated investment grade, certain covenants will be terminated with respect to the notes of that series. For more details, see Description of Notes.

Absence of a Public Market for the Notes

The new notes are new issues of securities for which there is currently no established trading market. We do not intend to apply for listing of any of the new notes on any securities exchange or for quotation through any annotated quotation system and a trading market for the new notes may not develop.

Risk Factors

Before tendering old notes, holders should carefully consider all of the information set forth and incorporated by reference in this prospectus and, in particular, should evaluate the specific risk factors set forth under the section entitled Risk Factors.

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SELECTED HISTORICAL FINANCIAL DATA OF WINDSTREAM

Windstream was formed on July 17, 2006 as a result of the spin-off by Alltel of its wholly-owned subsidiary, Spinco, and the subsequent merger of Spinco with and into Valor. Spinco was formed on November 2, 2005 to receive Alltel's wireline telecommunications business (the Wireline Division) in contemplation of the spin-off and merger. At such time, the Wireline Division was not a separate stand-alone legal entity and was comprised of certain wholly-owned subsidiaries and other component operations of Alltel. On July 17, 2006, Alltel completed the contribution of the Wireline Division to Spinco in exchange for all of the common stock of Spinco, and then merged Spinco with and into Valor, with Valor as the surviving corporation and changing its name to Windstream Corporation. The accounting substance of the merger is such that Spinco has been determined to be the accounting acquirer. Accordingly, in this prospectus, and in all future Windstream Exchange Act filings, the historical financial statements of Windstream for the periods prior to the completion of the merger have become those of Spinco and have replaced those of Valor. The historical financial information in this prospectus is presented as if Windstream held the Wireline Division prior to closing of the spin-off and the merger for all periods and dates presented. Valor's businesses are included in Windstream's financial statements only for periods subsequent to the completion of the merger.

The following selected historical financial information of Windstream for each of the fiscal years ended December 31, 2005, 2004, 2003, 2002 and 2001 has been derived from the financial statements of Alltel Holding Corp., principally representing Alltel's historical wireline and communications support segments, which, other than the year ended 2001, were audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm. The selected financial data of Windstream presented below at September 30, 2006 and 2005, and for the nine month periods then ended was derived from Spinco's unaudited financial statements included in its Quarterly Report on Form 10-Q for the period ended September 30, 2006. Historical financial information includes, in management's opinion, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the results of operations and financial position of Windstream for the periods and dates presented. This information is only a summary and should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations of Spinco and the financial statements and notes thereto of Spinco included in Windstream's proxy statement/prospectus-information statement filed on May 26, 2006 and Windstream's Quarterly Report on Form 10-Q for the period ended September 30, 2006.

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(Dollars in millions, except per share data)	Nine Months Ended						
	September 30,		Year Ended December 31,				2001 (Unaudited)
	2006 (Unaudited)	2005 (Unaudited)	2005	2004	2003	2002	
Revenues and sales	2,205.7	2,178.0	2,923.5	2,933.5	3,003.3	2,835.7	2,607.8
Operating expenses	1,244.0	1,339.3	1,779.8	1,745.6	1,827.8	1,740.1	1,573.6
Depreciation and amortization expense	325.6	368.4	474.2	508.5	519.4	469.8	425.1
Restructuring and other charges	22.9	4.7	35.7	11.8	12.2	37.9	18.7
Total costs and expenses	1,592.5	1,712.4	2,289.7	2,265.9	2,359.4	2,247.8	2,017.4
Operating income	613.2	465.6	633.8	667.6	643.9	587.9	590.4
Other income (expense), net	3.7	12.0	11.6	13.7	5.8	2.0	(1.1)
Intercompany interest income (expense), net	31.9	10.9	23.3	(15.2)	(21.6)	(26.8)	(19.3)
Interest expense	(99.8)	(13.6)	(19.1)	(20.4)	(27.7)	(39.6)	(44.2)
Loss on extinguishment of debt	(7.9)						
Gain (loss) on disposal of assets and other					23.9		(2.9)
Income before income taxes	541.1	474.9	649.6	645.7	624.3	523.5	522.9
Income taxes	213.2	185.2	267.9	259.4	247.1	202.5	201.8
Income before extraordinary item and cumulative effect of accounting change	327.9	289.7	381.7	386.3	377.2	321.0	321.1
Extraordinary item, net of tax	99.7						
Cumulative effect of accounting change, net of tax			(7.4)		15.6		16.9
Net income	427.6	289.7	374.3	386.3	392.8	321.0	338.0
Basic Shares	422.4	402.9	402.9	402.9	402.9	402.9	402.9
Diluted Shares	422.5	402.9	402.9	402.9	402.9		