VALOR COMMUNICATIONS GROUP INC
Form S-4/A
April 12, 2006

Subject to completion, as filed with the Securities and Exchange Commission on April 12, 2006

Registration No. 333-[ ]

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Amendment No. 1
to
Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VALOR COMMUNICATIONS GROUP, INC.
(To be renamed Windstream Corporation)
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**4813**	**20-0792300**
(State or Other Jurisdiction of Incorporation or Organization)	*(Primary Standard Industrial Classification Code Number)*	*(I.R.S. Employer Identification Number)*

201 E. John Carpenter Freeway, Suite 200
Irving, Texas 75062
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant s Principal Executive Offices)

William M. Ojile, Jr., Esq.
Senior Vice President,
Chief Legal Officer and Secretary
Valor Communications Group, Inc.
201 E. John Carpenter Freeway, Suite 200
Irving, Texas 75062
(972) 373-1000
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

COPIES TO:

Joshua N. Korff, Esq. **Kirkland & Ellis LLP** **Citigroup Center** **153 East 53rd Street** **New York, NY 10022** **Tel. (212) 446-4800** **Fax (212) 446-4900**	**Richard N. Massey, Esq.** **Executive Vice President** **and Secretary** **Alltel Corporation** **One Allied Drive** **Little Rock, Arkansas 72202** **Tel. (501) 905-0625** **Fax (501) 905-0962**	**John P. Fletcher, Esq.** **Executive Vice President** **and General Counsel** **Alltel Holding Corp.** **One Allied Drive** **Little Rock, Arkansas 72202** **Tel. (501)-905-0809** **Fax (501) 905-0707**	**Daniel L. Heard, Esq.** **Kutak Rock LLP** **425 W. Capitol Avenue** **Suite 1100** **Little Rock, AR 72201** **Tel. (501) 975-3000** **Fax (501) 975-3001**

Approximate date of commencement of proposed sale to public: As soon as practicable following the effective date of this Registration Statement and the date on which all other conditions to the merger of Alltel Holding Corp. with and into Valor Communications Group, Inc. pursuant to the merger agreement described in the enclosed

document have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	**Amount to be Registered(1)**	**Proposed Maximum Offering Price per Share**	**Proposed Maximum Aggregate Offering Price(2)**	**Amount of Registration Fee(3)**
Common Stock, par value $.0001 per share	404,651,478	N/A	$3,738,979,656.72	$400,070.83

(1) This Registration Statement relates to shares of common stock, par value $0.0001 per share, of Valor Communications Group, Inc. issuable to holders of common stock, par value $0.01, of Alltel Holding Corp. (Spinco) pursuant to the proposed merger of Spinco with and into Valor. The amount of Valor common stock to be registered represents the maximum number of shares of common stock that Valor will issue to holders of common stock of Spinco upon consummation of the merger based on a formula set forth in the merger agreement, which requires that Valor issue a number of shares of its common stock equal to the aggregate number of shares of Valor common stock issued and outstanding, on a fully diluted basis, as of the effective time of the merger, multiplied by 5.667. Because it is not possible to accurately state the number of shares of Valor common stock that will be outstanding as of the effective time of the merger, this calculation is based on 71,096,887 shares of Valor common stock outstanding as of April 1, 2006, plus 307,997 shares of common stock that remain available for issuance under Valor s 2005 Long-Term Incentive Plan (which represents all the shares that may be issued under any Valor equity incentive plan).

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(f)(2) of the Securities Act, based on the book value (computed as of April 1, 2006, the most recent date for which such information is available) of the common stock of Spinco to be exchanged in the merger.

(3) Computed in accordance with Rule 457(f) and Section 6(b) under the Securities Act of 1933 by multiplying (A) the proposed maximum aggregate offering price for all securities to be registered by (B) 0.000107. $398,157.78 was previously paid by the registrant in connection with the original filing of the Registration Statement on Form S-4 on February 28, 2006.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this proxy statement/ prospectus-information statement is not complete and may be changed. Valor Communications Group, Inc. may not distribute or issue the shares of Valor common stock being registered pursuant to this registration statement until the registration statement filed with the Securities and Exchange Commission is effective. This proxy statement/ prospectus-information statement is not an offer to distribute these securities and Valor Communications Group, Inc. is not soliciting offers to receive these securities in any state where such offer or distribution is not permitted.

SUBJECT TO COMPLETION DATED APRIL 12, 2006

201 E. John Carpenter Freeway, Suite 200
Irving, Texas 75062

[ ], 2006

To the Stockholders of Valor Communications Group, Inc.:

As previously announced, the Board of Directors of Valor Communications Group, Inc. has unanimously approved a strategic merger that will combine Valor and the wireline telecommunications business of Alltel Corporation. Pursuant to the Agreement and Plan of Merger Valor entered into on December 8, 2005 with Alltel Corporation and Alltel Holding Corp. (which we refer to as Spinco), Spinco will merge with and into Valor and Valor will survive as a stand-alone company and will hold and conduct the combined business operations of Valor and Spinco. Following completion of the merger, the separate existence of Spinco will cease. The merger will take place immediately after Alltel contributes the assets making up its wireline telecommunications business to Spinco and distributes the common stock of Spinco to a third-party exchange agent for the benefit of its stockholders. As a result of the transactions, Alltel will receive approximately $4.2 billion of combined cash proceeds and debt reduction (on a consolidated basis). Immediately following the merger, Valor will change its name to Windstream Corporation and its common stock will be quoted on the New York Stock Exchange and will be traded under the ticker symbol WIN .

Valor will issue an aggregate number of shares of common stock to Alltel stockholders pursuant to the merger such that when the merger is completed, Alltel stockholders will collectively own approximately 85%, and Valor s stockholders will collectively own approximately 15%, of the shares of common stock of Windstream Corporation on a fully diluted basis. To achieve this result, the aggregate number of shares of Valor common stock that will be issued in the merger will be equal to 5.667 multiplied by the aggregate number of shares of Valor common stock outstanding on a fully diluted basis immediately prior to the effective time. **Therefore, this number and the value of the per share merger consideration Alltel Stockholders will receive will not be known until the effective time of the merger.** Although, based on its current shares outstanding, Valor expects to issue approximately 405,000,000 shares of common stock to Alltel stockholders pursuant to the merger, any increase or decrease in the number of shares of Valor common stock outstanding that occurs for any reason prior to the effective time of the merger would cause this number to change. Therefore, we can not provide a minimum or maximum number of shares that will be issued in the merger. In all cases, however, the amount of shares to be issued will yield the 85/15 relative post-merger ownership percentage described above. For a more complete discussion of the calculation of the number of shares of Valor common stock to be issued pursuant to the merger, see the section titled The Transactions Calculation of Merger Consideration on page [ ] of the accompanying proxy statement/ prospectus-information statement. Before Valor may issue these shares the Valor certificate of incorporation must be amended to increase the authorized shares of Valor common stock from 200,000,000 to 2,000,000,000. Existing shares of Valor common stock will remain outstanding.

We cordially invite you to attend the annual meeting of Valor stockholders to be held on [ ], 2006 at [ ], at [ ], local time. At the annual meeting, we will ask you to consider and vote on proposals to adopt and approve the merger agreement and the transactions contemplated thereby. You will also be asked to elect directors and act on other matters normally considered at Valor s annual meeting. **The Board of Directors of Valor has unanimously approved the merger agreement and unanimously recommends that the Valor stockholders vote FOR the proposals to (i) adopt the merger agreement, (ii) approve the amendment of the organizational documents of Valor Communications Group, Inc. in their entirety pursuant to the merger to amend (a) the Certificate of Incorporation to increase the authorized shares of Valor common stock from 200,000,000 to 2,000,000,000 and**

divide the board of directors into three classes with each class consisting, as nearly as may be possible, of one-third of the total number of directors constituting the entire board of directors and (b) the Bylaws to divide the board of directors into three classes with each class consisting, as nearly as may be possible, of one-third of the total number of directors constituting the entire board of directors, and (iii) approve the issuance of Valor common stock pursuant to the merger, each of which is necessary to effect the merger, as well as FOR the adoption of the 2006 Equity Incentive Plan (which is conditioned upon stockholder approval of the merger proposals), the Board s nominees for director and the ratification of Valor s independent auditors.

Your vote is very important. We cannot complete the merger unless the proposals relating to the adoption of the merger agreement, the amendment to Valor s certificate of incorporation and bylaws pursuant to the merger and the issuance of Valor stock pursuant to the merger are adopted by the affirmative vote of the holders of a majority of the voting power of the outstanding shares of Valor common stock entitled to vote at the annual meeting. Only stockholders who owned shares of Valor common stock at the close of business on [ ], 2006 will be entitled to vote at the annual meeting. **Whether or not you plan to be present at the annual meeting, please complete, sign, date and return your proxy card in the enclosed envelope, or authorize the individuals named on your proxy card to vote shares by calling the toll-free telephone number or by using the Internet as described in the instructions included with your proxy card.** If you hold your shares in street name , you should instruct your broker how to vote in accordance with your voting instruction form. If you do not submit your proxy, instruct your broker how to vote your shares, or vote in person at the annual meeting, it will have the same effect as a vote against adoption of the merger agreement.

You should be aware that certain stockholders have already agreed with Alltel to vote or cause to be voted all of the Valor shares they own in favor of the adoption of the merger agreement, the amendment of the Valor organizational documents in their entirety pursuant to the merger increasing the authorized shares of Valor common stock and implementing a classified board of directors and the issuance of Valor common stock pursuant to the merger. Further, you should also be aware that our directors and executive officers have either entered into this agreement with Alltel or otherwise indicated that they intend to vote their Valor common shares FOR the merger proposals. These stockholders and our executive officers and directors together hold an aggregate of approximately 42% of the aggregate number of votes entitled to be cast.

The accompanying proxy statement/ prospectus-information statement explains the merger, the merger agreement and the transactions contemplated thereby and provides specific information concerning the annual meeting. **Please review this document carefully. You should consider the matters discussed under the heading Risk Factors Risks Relating to the Spin-Off and the Merger on page 21 of the accompanying proxy statement/ prospectus-information statement before voting.**

On behalf of our Board of Directors, I thank you for your support and appreciate your consideration of this matter.

Sincerely,

John J. Mueller
President and Chief Executive Officer
Member of the Board of Directors

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved the merger described in this proxy statement/ prospectus-information statement or the Valor Communications Group, Inc. common stock to be issued in connection with the spin-off and merger, or determined if this proxy statement/ prospectus-information statement is accurate or adequate. Any representation to the contrary is a criminal offense.

This proxy statement/ prospectus-information statement is dated [ ], 2006,
and is first being mailed to stockholders on or about [ ], 2006.

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ALLTEL CORPORATION
One Allied Drive Little Rock, Arkansas 72202
Telephone (501) 905-8000
www.alltel.com

[ ], 2006

To the Stockholders of Alltel Corporation:

On December 9, 2005, we announced that we would spin-off for the benefit of our stockholders shares of Alltel Holding Corp. (which we refer to as Spinco), a subsidiary of Alltel Corporation into which we will contribute our wireline telecommunications business, and that Spinco would then merge with Valor Communications Group, Inc. After the spin-off and merger, Valor, which will be renamed Windstream Corporation, will be a separately traded public company that will own and operate the combined businesses of Spinco and Valor. The new company s common stock will be listed on the New York Stock Exchange under the trading symbol WIN.

It is presently estimated that approximately 1.04 shares of Valor common stock will be issued to Alltel stockholders for each share of Spinco common stock they are entitled to receive on the distribution date. However, this amount will be calculated based on the fully diluted number of shares of Valor common stock. Stock outstanding immediately prior to the effective time of the merger and Alltel common stock outstanding on [l], 2006, the record date for the spin-off, and therefore will not be finally determined until the effective time. As a result, the estimated ratio of 1.04 shares of Valor common stock for each share of Alltel common stock would change to the extent the number of shares of Alltel common stock or Valor common stock outstanding changes for any reason prior to these times. In all cases, however, when the merger is completed, Alltel s stockholders will collectively own approximately 85%, and Valor s stockholders will collectively own approximately 15%, of the shares of common stock of Windstream Corporation on a diluted basis. A more complete discussion of the calculation of the number of shares of Valor common stock to be issued pursuant to the merger is contained in the accompanying proxy statement/ prospectus-information statement. You and all other holders of Alltel common stock will not be required to pay for the shares of Valor common stock you receive and you will also retain all of your shares of Alltel common stock.

This transaction represents a significant strategic step that will sharpen Alltel s focus on its higher growth wireless telecommunications business. The spin-off will also allow Alltel stockholders to benefit from the success and upside potential of the new company.

Alltel Corporation s Board of Directors has determined that the spin-off of the wireline business and the combination with Valor is advisable and in the best interests of Alltel and its stockholders, and has approved the proposed transaction. You need not take any action to participate in the spin-off or the merger. **No vote of Alltel Corporation stockholders is required in connection with this transaction.**

The following document contains important information describing the terms of the spin-off and the merger. We encourage you to read it carefully.

We look forward to completing the spin-off and merger and to the exciting opportunities it presents for our stockholders.

Sincerely,

Scott T. Ford
President and Chief Executive Officer

Valor Communications Group, Inc.
201 E. John Carpenter Freeway, Suite 200, Irving, Texas 75062
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD [ ], 2006

To the Stockholders of Valor Communications Group, Inc.:

The annual meeting of stockholders of Valor Communications Group, Inc. will be held on [ ], 2006 at [ ], at [ ], local time. The annual meeting is being held for the following purposes:

1. to adopt the Agreement and Plan of Merger, dated as of December 8, 2005, as such may be amended from time to time (the Merger Agreement), by and among Alltel Corporation, Alltel Holding Corp. (Spinco) and Valor Communications Group, Inc., pursuant to which (i) Spinco will merge with and into Valor, after which Valor will survive as a stand-alone company and will hold and conduct the combined business operations of Valor and Spinco and (ii) Valor will issue an aggregate number of shares in the merger equal to 5.667 multiplied by Valor s total number of shares of common stock outstanding on a fully diluted basis immediately prior to the merger, which we expect to equal approximately 405,000,000 shares;

2. to approve the amendment of the organizational documents of Valor Communications Group, Inc. in their entirety pursuant to the merger to amend (a) the Certificate of Incorporation to increase the authorized shares of Valor common stock from 200,000,000 to 2,000,000,000 and divide the board of directors into three classes with each class consisting, as nearly as may be possible, of one-third of the total number of directors constituting the entire board of directors and (b) the Bylaws to divide the board of directors into three classes with each class consisting, as nearly as may be possible, of one-third of the total number of directors constituting the entire board of directors;

3. to approve the issuance of up to 405,000,000 shares of Valor common stock to Alltel stockholders in accordance with the terms of the Merger Agreement;

4. to adopt and approve the 2006 Equity Incentive Plan, a copy of which is attached as Annex G to this proxy statement/ prospectus-information statement;

5. to elect eleven (11) directors to serve until the 2007 Annual Meeting of Stockholders or until their successors are duly elected and qualified or until their earlier removal, resignation or death;

6. to ratify the appointment of Deloitte & Touche LLP as Valor s independent registered public accounting firm for the fiscal year ending December 31, 2006 or until their earlier removal or termination;

7. to adjourn the annual meeting, if necessary, to solicit additional proxies for the adoption of the merger agreement, approval of the amendment to the Certificate of Incorporation and Bylaws of Valor pursuant to the merger or approval of the issuance of shares of Valor common stock pursuant to the merger; and

8. to transact any and all other business that may properly come before the annual meeting or any adjourned session of the annual meeting.

The proposals set forth in items one through three above are conditioned on the other two and approval of each is required for completion of the merger. The proposal set forth in item four is conditioned upon the approval of the first three items. Furthermore, you should be aware that if the merger is completed, then by virtue of the merger the persons elected at the annual meeting to serve as directors shall be replaced by the persons who serve as directors of Spinco immediately prior to the merger. It is currently anticipated that Valor s post-merger Board of Directors will consist of the following nine persons: Jeffery R. Gardner (who most recently served as Alltel s Executive Vice President Chief Financial Officer), Francis X. Frantz (who most recently served as Alltel s Executive Vice President

External Affairs, General Counsel and Secretary), six directors designated by Alltel (one of whom will be Dennis E. Foster, a current director of Alltel) and Anthony J. de Nicola (the current Chairman of Valor s Board of Directors). You should also be aware

that if the merger is completed, PricewaterhouseCoopers LLP will become Valor s post-merger independent registered public accounting firm for the fiscal year ending December 31, 2006.

Only stockholders who owned shares of Valor common stock at the close of business on [ ], 2006, the record date for the annual meeting, are entitled to notice of, and to vote at, the annual meeting and any adjournment or postponement of it. A stockholders list will be available for inspection by any stockholder entitled to vote at the annual meeting during ordinary business hours at Valor s principal offices for ten days prior to the annual meeting as well as at the location of the annual meeting for the entire time of the annual meeting.

The merger agreement and the merger, along with the other transactions which would be effected in connection with the merger, are described more fully in the attached proxy statement/ prospectus-information statement, and we urge you to read it carefully. Valor stockholders have no appraisal rights under Delaware law in connection with the merger.

THE VALOR COMMUNICATIONS GROUP, INC. BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE MERGER AGREEMENT AND THE MERGER AND UNANIMOUSLY RECOMMENDS THAT VALOR STOCKHOLDERS VOTE FOR THE PROPOSALS TO ADOPT THE MERGER AGREEMENT, TO APPROVE THE AMENDMENT OF THE VALOR ORGANIZATIONAL DOCUMENTS IN THEIR ENTIRETY PURSUANT TO THE MERGER INCREASING THE AUTHORIZED SHARES OF VALOR COMMON STOCK AND IMPLEMENTING A CLASSIFIED BOARD OF DIRECTORS AND TO APPROVE THE ISSUANCE OF VALOR COMMON STOCK PURSUANT TO THE MERGER, EACH OF WHICH IS NECESSARY TO EFFECT THE MERGER, AS WELL AS FOR THE ADOPTION OF THE 2006 EQUITY INCENTIVE PLAN (WHICH IS CONDITIONED UPON STOCKHOLDER APPROVAL OF THE MERGER PROPOSALS), THE BOARD S NOMINEES FOR DIRECTOR AND FOR THE RATIFICATION OF VALOR S INDEPENDENT AUDITORS AND, IF NECESSARY, THE ADJOURNMENT OF THE ANNUAL MEETING TO SOLICIT ADDITIONAL PROXIES FOR THE MERGER PROPOSALS.

To ensure that your shares of Valor common stock are represented at the annual meeting, please complete, date and sign the enclosed proxy card and mail it promptly in the envelope provided. Any executed but unmarked proxy cards will be voted in accordance with the recommendations of the Valor Board of Directors, including FOR adoption of the merger agreement and FOR the election of Board of Director s nominees for director. Valor stockholders may revoke their proxy in the manner described in the accompanying proxy statement/ prospectus-information statement before it has been voted at the annual meeting.

By Order of the Board of Directors,

Irving, Texas
[ ], 2006

YOUR VOTE IS VERY IMPORTANT

Whether or not you plan to be present at the annual meeting, please promptly complete, sign, date and return your proxy card in the enclosed envelope, or authorize the individuals named on your proxy card to vote shares by calling the toll-free telephone number or by submitting a proxy via the Internet as described in the instructions included with your proxy card or voting information form.

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REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/ prospectus-information statement incorporates important business and financial information about Valor Communications Group, Inc. from documents previously filed with the Securities and Exchange Commission that are not included in or delivered with this proxy statement/ prospectus-information statement. This information is available to you without charge upon your written or oral request. You can obtain documents incorporated by reference in this proxy statement/ prospectus-information statement by requesting them in writing, by telephone or by e-mail from Valor with the following contact information or on Valor s website at www.valortelecom.com:

Valor Communications Group, Inc.
201 E. John Carpenter Freeway, Suite 200
Irving, Texas 75062
Attn: Investor Relations
Tel: (866) 779-1296
Email: investorrelations@valortelecom.com

If you would like to request any documents, please do so by [ ], 2006 in order to receive them before the annual meeting.

See Where You Can Find Additional Information for more information about the documents referred to in this proxy statement/ prospectus-information statement.

In addition, if you have questions about the merger you may contact:

17 State Street, 10th Floor
New York, NY 10004
Call toll free: (888) 206-1124

ALL INFORMATION CONTAINED IN THIS PROXY STATEMENT/ PROSPECTUS-INFORMATION STATEMENT WITH RESPECT TO ALLTEL OR SPINCO AND THEIR SUBSIDIARIES HAS BEEN PROVIDED BY ALLTEL. ALL INFORMATION CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROXY STATEMENT/ PROSPECTUS-INFORMATION STATEMENT WITH RESPECT TO VALOR (INCLUDING THE FINANCIAL ADVISORS TO VALOR) AND ITS SUBSIDIARIES HAS BEEN PROVIDED BY VALOR.

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QUESTIONS AND ANSWERS ABOUT THE TRANSACTIONS

Q: What are Valor Communications Group, Inc. stockholders being asked to vote on at the annual meeting?

A: Valor Communications Group, Inc. (also referred to herein as Valor) stockholders are being asked to consider and vote upon proposals to adopt the merger agreement entered into among Valor, Alltel Corporation (also referred to herein as Alltel) and Alltel Holding Corp. (also referred to herein as Spinco), to approve amendment of the Valor organizational documents in their entirety pursuant to the merger increasing the authorized shares of Valor common stock and implementing a classified board of directors to approve the issuance of Valor common stock to Alltel stockholders pursuant to the merger and to adopt the 2006 Equity Incentive Plan. Other matters to be considered and voted upon at the annual meeting are the election of directors, ratification of Valor s independent auditors and such other matters as may properly come before the meeting.

Q: What will happen in the spin-off?

A: First, Alltel will contribute its wireline telecommunications business to Spinco in exchange for, among other things, a special dividend in the aggregate amount of approximately $2.4 billion and the distribution by Spinco to Alltel of certain Spinco debt securities, which Alltel intends to exchange for outstanding Alltel debt securities or otherwise transfer to Alltel s creditors representing approximately $1.538 billion in debt reduction to Alltel. As the sole stockholder of Spinco, Alltel will receive 100% of the special dividend. After the contribution and immediately prior to the merger, Alltel will spin-off Spinco by distributing all of the shares of Spinco common stock to a third-party exchange agent to be held for the benefit of Alltel stockholders on a pro rata basis. Such shares will be immediately converted into that number of shares of Valor common stock Alltel stockholders will be entitled to receive in the merger. As a result, Alltel stockholders will never hold Spinco securities.

Q: What will happen in the merger?

A: In the merger, Spinco will merge with and into Valor in accordance with the terms of the merger agreement. Valor will survive the merger as a stand-alone company holding and conducting the combined business operations of Valor and Spinco. Immediately following the merger, Valor will change its name to Windstream Corporation and its common stock will be quoted on the New York Stock Exchange under the symbol WIN . For ease of reference, throughout this proxy statement/ prospectus information statement we will refer to Windstream Corporation, the new company formed by the merger of Valor and Spinco as Windstream.

Q: What will Alltel Corporation stockholders be entitled to receive pursuant to the transactions?

A: As a result of the merger, it is currently estimated that Alltel stockholders will be entitled to receive approximately 1.04 shares of Valor common stock for each share of Alltel common stock that they own as of [ ], 2006, the record date for the spin-off. However, this amount will be finally determined at the effective time of the merger based on Valor shares outstanding immediately prior to the effective time and Alltel shares outstanding on the record date for the spin-off, and therefore will change to the extent that Valor or Alltel s shares outstanding at such times are not the same as our estimates due to increases or decreases in share amounts for any reason. No fractional shares of Valor common stock will be issued to Alltel stockholders in the merger. Alltel stockholders that otherwise would be entitled to a fraction of a Valor common share will be entitled to receive a cash payment in lieu of issuance of that fractional share. See The Merger Agreement Merger Consideration on page [ ]. Following the merger, approximately 85% of the outstanding common shares of Windstream will be held by Alltel stockholders collectively.

Q: What should Alltel stockholders do now?

A: Alltel common stockholders should carefully read this proxy statement/ prospectus-information statement, which contains important information about the spin-off, the merger, Spinco and Valor. Alltel stockholders are not required to take any action to approve the spin-off, the merger or any of the transactions contemplated thereby. After the merger, Windstream will mail to holders of Alltel common

stock who are entitled to receive shares of Valor common stock book-entry statements evidencing their ownership of Valor common stock and other information regarding their receipt of Valor common stock.

ALLTEL STOCKHOLDERS WILL NOT BE REQUIRED TO SURRENDER THEIR EXISTING ALLTEL CORPORATION COMMON SHARES IN THE SPIN-OFF TRANSACTION OR THE MERGER AND THEY SHOULD NOT RETURN THEIR ALLTEL STOCK CERTIFICATES.

Q: How will the market price of Alltel common stock be affected by the merger?

A: The market value of Alltel common stock following the merger will decrease in order to give effect to the distribution. Some or all of this decrease in value realized by Alltel stockholders will be offset by the value of the Windstream common stock they will receive in the merger. However, there can be no assurances that the combined trading prices of shares of Alltel common stock and Windstream common stock after the merger will be equal to or greater than the trading price of shares of Alltel common stock prior to the merger. Until the market has fully evaluated the business of Alltel without the business of Windstream, the price at which shares of Alltel common stock trade may fluctuate significantly. Similarly, until the market has fully evaluated the combined businesses of Valor and Spinco on a stand-alone basis, the price at which shares of Windstream common stock trade may fluctuate significantly.

Q: What will be the indebtedness of Windstream following completion of the spin-off and merger?

A: By virtue of the merger, Windstream will assume $261.0 million in Alltel debt on a consolidated basis and $400.0 million in outstanding Valor debt securities. Windstream will also borrow approximately $781.0 million under its new senior secured credit facility in order to prepay the amounts outstanding under Valor s existing credit facility. These amounts, together with the $3.965 billion in financings consummated by Spinco prior to the merger and certain expenses related to the transaction, will result in Windstream having approximately $5.5 billion in total debt immediately following completion of the merger. It is expected that Windstream will use proceeds from its new senior secured credit facilities to refinance approximately $81.0 million of Alltel s outstanding bonds (plus an additional approximately $9.5 million in related make-whole premiums) and to purchase any of Valor s outstanding bonds that may be tendered pursuant to the terms thereof as a result of the merger. However, no Valor bonds are expected to be tendered as a result of the merger as their current trading price exceeds the put price. The trading price of the bonds was $106.05 as of April 3, 2006 versus a put price of $101.

Q: Does Valor s Board support the merger?

A: Yes. The Valor Board of Directors has unanimously approved the merger agreement and the merger and unanimously recommends that Valor stockholders vote FOR the proposals to adopt the merger agreement, to approve the amendment of the Valor organizational documents in their entirety pursuant to the merger increasing the authorized shares of Valor common stock and implementing a classified board of directors, to approve the issuance of Valor common stock to Alltel stockholders pursuant to the merger and to adopt the 2006 Equity Incentive Plan.

Q: How will my rights as a Windstream stockholder after the merger differ from my current rights as a Valor stockholder?

A: After the merger, your rights as a stockholder will be governed by the amended and restated certificate of incorporation and the restated bylaws, attached to this document as Annex E and Annex F, respectively, rather than the current certificate of incorporation and bylaws of Valor. A comparison of the differences of your rights

as a stockholder under these two governing documents is discussed in the section titled Comparison of the Rights of Valor Stockholders Before and After the Spin-Off and Merger starting on page [ ] of this proxy statement/ prospectus-information statement.

Q: What will happen to Valor s dividend policy as a result of the merger?

A: The merger agreement provides that the initial dividend policy of Windstream (which may be changed at any time by Windstream s Board of Directors) will provide for the payment, subject to applicable law, of regular quarterly dividends on each issued and outstanding share of common stock of $0.25 per share. See The Transactions Dividend Policy.

Q: What are the material tax consequences to Valor stockholders and Alltel stockholders resulting from the spin-off and the merger?

A: The merger will be tax-free to Valor stockholders. Alltel stockholders will not recognize any gain or loss for U.S. federal income tax purposes as a result of the spin-off or the merger, except for any gain or loss attributable to the receipt of cash in lieu of a fractional share of Valor common stock. The material U.S. federal income tax consequences of the spin-off and the merger are described in more detail under Certain United States Federal Income Tax Consequences of the Spin-Off and the Merger on page [ ].

Q: Are there risks associated with the merger?

A: Yes. We may not achieve the expected benefits of the merger because of the risks and uncertainties discussed in the section titled Risk Factors starting on page [ ] and the section titled Special Note Concerning Forward-Looking Statements starting on page [ ]. Those risks include, among other things, risks relating to the uncertainty that we will be able to integrate the existing Valor business with the Spinco business successfully and uncertainties relating to the performance of the businesses following the completion of the merger.

Q: What should Valor stockholders do now?

A: After carefully reading and considering the information contained in this proxy statement/ prospectus-information statement, Valor stockholders should vote their shares as soon as possible so that their shares will be represented and voted at the Valor annual meeting. Please follow the instructions set forth on the enclosed proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker or other nominee.

Q. Have any stockholders already agreed to vote for the merger?

A. Yes. Holders of approximately 41% of Valor common stock have agreed to vote for the adoption of the merger agreement and have signed a Voting Agreement with Spinco to that effect.

Q: How do Valor stockholders vote?

A: Valor stockholders may vote before the annual meeting in one of the following ways:

- use the toll-free number, if any, shown on your proxy card;
- visit the website, if any, shown on your proxy card to submit a proxy via the Internet; or
- complete, sign, date and return the enclosed proxy card in the enclosed postage-paid envelope.

Q: What if a Valor stockholder does not vote on the matters relating to the merger?

A: If you are a Valor stockholder and you fail to respond with a vote or fail to instruct your broker or other nominee how to vote on the proposals to adopt the merger agreement, to approve the amendment of the Valor organizational documents in their entirety pursuant to the merger increasing the authorized shares of Valor common stock and implementing a classified board of directors and to approve the issuance of Valor common stock to Alltel stockholders pursuant to the merger, it will have the same effect as a vote against these proposals, each of which must be approved for the merger to occur. If you respond and abstain from voting, your proxy will have the same effect as a vote against these proposals. If you respond but do not indicate how you want to vote

on the proposals, your proxy will be counted as a vote in favor of these proposals.

Q: What stockholder approvals are needed in connection with the merger?

A: The merger cannot be completed unless the merger agreement is adopted, the amendment of the Valor organizational documents in their entirety pursuant to the merger increasing the authorized shares of Valor common stock and implementing a classified board of directors is approved and the issuance of Valor common stock to Alltel stockholders pursuant to the merger is approved by the affirmative vote of the holders of a majority of the voting power of the outstanding shares of Valor common stock entitled to vote

at the annual meeting. No vote of Alltel stockholders is required or being sought in connection with the spin-off transaction or the merger.

Q: Why are Valor stockholders being asked to approve the 2006 Equity Incentive Plan?

A: Valor stockholders are being asked to approve the 2006 Equity Incentive Plan to ensure that upon completion of the merger, Windstream has in place an equity incentive plan that will enable it to address equity incentives for the management of Windstream in a timely manner.

As of April 1, 2006, a total of 307,997 shares of our common stock remain available for awards under our 2005 Long-Term Equity Incentive Plan (the 2005 Plan), adopted in February 2005. Windstream will be a considerably larger company than Valor was at the time of the adoption of the 2005 Plan and will correspondingly have more key employees. As a result, to ensure that Windstream has adequate means to provide equity incentive compensation for its employees thereafter, the Board of Directors deems it to be in the best interests of Valor for its stockholders to approve the adoption of the 2006 Equity Incentive Plan.

Q: Who can vote at the Valor annual meeting?

A: Holders of Valor common stock can vote their shares at the annual meeting if they are holders of record of those shares at the close of business on [ ], 2006, the record date for the annual meeting.

Q: When and where is the annual meeting of Valor stockholders?

A: The annual meeting of Valor stockholders will be held at [ ] on [ ], 2006 at [ ], at [ ], local time.

Q: If I am not going to attend the annual meeting, should I return my proxy card(s)?

A: Yes. Returning your proxy card(s) ensures that your shares will be represented at the annual meeting, even if you are unable to or do not attend.

Q: Can Valor stockholders change their vote after they mail their proxy card?

A: Yes. If you are a holder of record of Valor common stock and have properly completed and submitted your proxy card, you can change your vote in any of the following ways:

- by sending a written notice to the corporate secretary of Valor that is received prior to the annual meeting stating that you revoke your proxy;
- by properly completing a new proxy card bearing a later date and properly submitting it so that it is received prior to the annual meeting;
- by logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card prior to the annual meeting, in each case if you are eligible to do so and following the instructions on the proxy card; or
- by attending the annual meeting and voting in person.

Simply attending the annual meeting will not revoke a proxy.

If you are a Valor stockholder whose shares are held in street name by your broker and you have directed such person to vote your shares, you should instruct such person to change your vote.

Q: If my Valor shares are held in street name by my broker, will my broker vote my shares for me?

A: Your broker will vote your Valor shares only if you provide instructions on how to vote. You should follow the directions provided by your broker regarding how to instruct your broker to vote your shares. Without instructions, your shares will not be voted, which will have the effect of a vote against the adoption of the merger agreement, the approval of the amendment of the Valor organizational documents in their entirety pursuant to the merger increasing the authorized shares of Valor common stock and implementing a classified board of directors and the approval of the issuance of Valor common stock to Alltel stockholders pursuant to the merger.

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Q: Can Alltel or Valor stockholders demand appraisal of their shares?

A: No. Neither Alltel nor Valor stockholders have appraisal rights under Delaware law in connection with the spin-off, the merger or the transactions contemplated thereby.

Q: When will the merger be completed?

A: We are working to complete the merger as quickly as possible. If approved by the Valor stockholders, we hope to complete the merger as early as the third quarter of 2006. However, it is possible that factors outside our control could require us to complete the merger at a later time or not complete it at all. For a discussion of the conditions to the merger see Merger Agreement Conditions to Merger beginning on page [ ].

Q: Who can answer my questions?

A: If you are a Valor stockholder and you have any questions about the merger, the annual meeting, or if you need assistance in voting your shares, please contact:

Investor Relations Department
Valor Communications Group, Inc.
201 E. John Carpenter Freeway, Suite 200
Irving, Texas 75062
Attn: Investor Relations
Tel: (866) 779-1296
Email address: investorrelations@valortelecom.com

If you are an Alltel stockholder and you have any questions regarding the distribution of Spinco shares, the merger or any matter described in this proxy statement/ prospectus-information statement, please direct your questions to:

Investor Relations Department
Alltel Corporation
One Allied Drive
Little Rock, Arkansas 72202
Tel: (877) 446-3682
Email address: alltel.investor.relations@alltel.com

In addition, if you have questions about the merger or if you need additional copies of this proxy statement/ prospectus-information statement you may also contact:

Georgeson Shareholder
17 State Street, 10th Floor
New York, NY 10004
Call toll free: (888) 206-1124

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SUMMARY

This summary highlights selected information from this proxy statement/ prospectus-information statement and may not contain all of the information that is important to you. To understand the transactions fully and for a more complete description of the legal terms of the spin-off and the merger, you should carefully read this entire proxy statement/ prospectus-information statement and the other documents to which we refer you, including in particular the copies of the merger agreement, the distribution agreement and the voting agreement, and the opinions of Wachovia Securities and Bear, Stearns & Co. Inc. that are attached to this proxy statement/ prospectus-information statement as Annexes A, B, C, D-1 and D-2, respectively. See also Where You Can Find Additional Information on page [ ]. We have included page references parenthetically to direct you to a more complete description of the topics presented in this summary.

This proxy statement/ prospectus-information statement is:

- a prospectus of Valor Communications Group, Inc. relating to the issuance of shares of Valor Communications Group, Inc. common stock in connection with the merger;

- a proxy statement of Valor Communications Group, Inc. for use in the solicitation of proxies for Valor s annual meeting; and

- an information statement of Alltel Corporation relating to the spin-off of its shares of Spinco common stock to Alltel stockholders.

The Companies (page [ ])

Valor Communications Group, Inc.

Valor Communications Group, Inc.
201 E. John Carpenter Freeway, Suite 200
Irving, Texas 75062

Valor Communications Group, Inc. (also referred to herein as Valor) is one of the largest providers of telecommunications services in rural communities in the southwestern United States and, based on the number of telephone lines it has in service, the seventh largest independent telephone company in the country. As of December 31, 2005, Valor operated 518,456 telephone access lines in primarily rural areas of Texas, Oklahoma, New Mexico and Arkansas. Valor believes that in many of its markets it is the only service provider that offers customers an integrated package of local and long distance voice, high-speed data and Internet access as well as a variety of enhanced services such as voicemail and caller identification. Valor generated revenues of $505.9 million and net income of $35.3 million in the year ended December 31, 2005.

Valor was formed in connection with the acquisition in 2000 of select telephone assets from GTE Southwest Corporation, which is now part of Verizon. Valor s formation was orchestrated by its equity sponsors Welsh, Carson, Anderson & Stowe, or WCAS, Vestar Capital Partners, Citicorp Venture Capital and a group of founding individuals. Valor completed its initial public offering of shares of common stock on February 9, 2005 and its shares began trading on the NYSE under the symbol VCG.

Alltel Holding Corp.

Alltel Holding Corp.
One Allied Drive
Little Rock, AR 72202

Alltel Holding Corp. (also referred to herein as Spinco) is currently a wholly-owned subsidiary of Alltel Corporation (also referred to herein as Alltel) and was incorporated in its current form as a Delaware corporation on November 2, 2005 to hold Alltel s wireline telecommunications business. Alltel s wireline telecommunications business is currently operated by certain of its subsidiaries, each of which will be transferred to Spinco prior to the closing of the spin-off and the merger. These subsidiaries provide wireline local, long-distance, network access and Internet services. These subsidiaries also sell and warehouse

telecommunications products, publish telephone directories for affiliates and other independent telephone companies. This proxy statement/ prospectus-information statement describes Spinco as if it held the subsidiaries and other assets that will be transferred to it prior to closing for all historical periods presented.

Spinco generated revenues and sales of $2,923.5 million and net income of $374.3 million in the year ended December 31, 2005.

The Annual Meeting (page [ ])

The annual meeting of Valor stockholders will take place on [ ], 2006 at [ ], at [ ], local time. At the annual meeting, Valor stockholders will be asked to consider and vote on proposals to adopt the merger agreement, to approve the amendment of the Valor organizational documents in their entirety pursuant to the merger increasing the authorized shares of Valor common stock and implementing a classified board of directors, to approve the issuance of Valor common stock to Alltel stockholders pursuant to the merger and to adopt the 2006 Equity Incentive Plan. Other matters to be acted on at the annual meeting are the election of directors, ratification of Valor s independent auditors and such other matters as may properly come before the meeting.

Annual Meeting Record Date; Voting Information (page [ ])

Valor stockholders are entitled to vote at the annual meeting if they owned shares of Valor common stock at the close of business on [ ], 2006, the annual meeting record date.

As of the annual meeting record date, approximately [ ] shares of Valor common stock were issued and outstanding and entitled to vote at the annual meeting and there were [ ] holders of record of Valor common stock. Each share of Valor common stock entitles the holder to one vote at the annual meeting.

Required Vote (page [ ])

The affirmative vote of a majority of the voting power of the outstanding shares of Valor common stock entitled to vote on the proposals voting together as a single class is required to adopt the merger agreement, to approve the amendment of the Valor organizational documents in their entirety pursuant to the merger increasing the authorized shares of Valor common stock and implementing a classified board of directors and to approve the issuance of Valor common stock to Alltel stockholders pursuant to the merger. The adoption of the 2006 Equity Incentive Plan and the ratification of the appointment of Valor s independent auditors requires the affirmative vote of a majority of the votes represented and entitled to vote on each such matter, and directors shall be elected by a plurality of the votes represented and entitled to vote on the matter.

Voting by Valor Management (page [ ])

Certain stockholders of Valor have entered into a Voting Agreement with Alltel whereby they have agreed to vote or cause to be voted all of the Valor shares they own in favor of the adoption of the merger agreement and the amendment of the Valor organizational documents in their entirety pursuant to the merger increasing the authorized shares of Valor common stock and implementing a classified board of directors and the issuance of Valor common stock. For more information regarding the Voting Agreement see The Voting Agreement beginning herein at page [ ]. In addition, Valor s directors and executive officers have either entered into this agreement with Alltel in their capacity as a stockholder of Valor or have otherwise indicated they intend to vote their Valor common shares in favor of the merger proposals. These stockholders and Valor s executive officers and directors together hold an aggregate of approximately 42% of the aggregate number of votes entitled to be cast at the annual meeting.

The Spin-Off (page [ ])

On December 9, 2005, Alltel and Valor announced they entered into a transaction providing for the spin-off of Alltel s wireline telecommunications business and the merger of such business with and into Valor. As part of the spin-off, Alltel will contribute its wireline telecommunications business to Spinco in exchange for:

- the issuance to Alltel of Spinco common stock to be distributed in the spin-off,
- the payment of a special dividend to Alltel in an amount not to exceed Alltel s tax basis in Spinco (which equals approximately $2.4 billion as of June 30, 2005), which Alltel will use to repurchase stock pursuant to a special stock buyback program authorized by the Alltel Board of Directors in connection with the spin-off, to repay outstanding indebtedness, or both, within one year following the spin-off, and
- the distribution by Spinco to Alltel of certain Spinco debt securities (which we will refer to as the exchange notes), which Alltel intends to exchange for outstanding Alltel debt securities or otherwise transfer to Alltel s creditors, representing approximately $1.538 billion in debt reduction to Alltel.

As a result of the transactions, Alltel will receive approximately $4.2 billion of combined cash proceeds and debt reduction through the special dividend, the distribution of the exchange notes and the assumption by Windstream on a consolidated basis of approximately $261 million in existing Spinco debt securities.

After the contribution and immediately prior to the merger, Alltel will spin-off Spinco by distributing all of the shares of Spinco common stock to a third-party exchange agent to be held for the benefit of Alltel stockholders on a pro rata basis. Such shares will be immediately converted into that number of shares of Valor common stock Alltel stockholders will be entitled to receive in the merger. As a result, Alltel stockholders will never hold shares of Spinco common stock.

The Merger (page [ ])

In the merger, Spinco will merge with and into Valor in accordance with the merger agreement. Valor will survive the merger as a stand-alone company that will hold and conduct the combined business operations of Valor and Spinco. Immediately following the merger, Valor will change its name to Windstream Corporation, and its common stock will be quoted on the New York Stock Exchange under the ticker symbol WIN . For ease of reference, throughout this proxy statement/prospectus-information statement we will refer to Windstream Corporation, the new company formed by the merger of Valor and Spinco as Windstream.

It is presently estimated that Alltel stockholders will receive approximately 1.04 shares of Windstream common stock for each share of Alltel common stock they own on [ ], 2006, the record date for the spin-off. However, this amount is subject to change based on the number of shares of Alltel common stock outstanding on such date and Valor common stock outstanding immediately prior to the effective time of the merger. In any event, upon consummation of the merger, on a diluted basis, 85% of Windstream will collectively be held by Alltel common stockholders and 15% will collectively be held by the stockholders of Valor. For a more complete discussion of the calculation of the number of shares of Valor common stock to be issued in the merger, see the section titled The Transactions Calculation of Merger Consideration on page [ ] of this proxy statement/ prospectus-information statement. Holders of Alltel common stock will not be required to pay for the shares of Valor common stock they receive and will also retain all of their shares of Alltel Corporation. Existing shares of Valor common stock will remain outstanding.

Valor Board of Directors Recommendation to Valor Stockholders (page [ ])

The Valor Board of Directors has unanimously determined that the merger is advisable and fair to, and in the best interests of, Valor and its stockholders and unanimously recommends that Valor stockholders vote **FOR** the proposals to adopt the merger agreement, to approve the amendment of the Valor organizational documents in their entirety pursuant to the merger increasing the authorized shares of Valor common stock and implementing a classified board of directors, to approve the issuance of Valor common stock to Alltel

stockholders pursuant to the merger and to adopt the 2006 Equity Incentive Plan and, if necessary, to adjourn the annual meeting to solicit additional proxies for the merger proposals.

Valor s Reasons for the Merger (page [ ])

In recommending the merger to Valor stockholders, the Valor Board of Directors considered Valor s current and historical financial condition and results of operations as well as its future prospects and strategic objectives. The Board of Directors examined the potential impact of industry trends and risks facing Valor and the industry as a whole on such prospects and objectives. The Board of Directors reviewed the strategic options available to Valor, both potential transaction opportunities and remaining as a separate public company and the risk associated with each option. The Board of Directors authorized management to explore potential transactions and Valor s senior management subsequently began discussions with Alltel.

In the course of their discussions, both Valor and Alltel recognized that a merger of Alltel s wireline business with Valor could potentially have substantial strategic and financial benefits. The Board considered issues such as the amount of debt that the merged company would assume and the agreements between Spinco and Alltel. The pro forma capital structure of Windstream will produce lower debt leverage, lower cost of capital and a lower dividend payout ratio than Valor, all of which should reduce the overall financial risk of the combined company. With respect to the agreements between Alltel and Spinco, the Valor Board examined those arrangements in total, and determined that the overall financial impact of those arrangements was not disadvantageous to Spinco. Upon completion of the merger, we expect that Windstream stock will trade at a modest premium over Valor s current share price. Furthermore, Valor s current stockholders may have an opportunity to improve their long-term returns by holding shares of Windstream which we expect will be a leading rural wireline telephone company and one of the largest local telecommunications carriers in the United States.

Opinion of Financial Advisors (page [ ])

In deciding to approve the merger, the Valor Board of Directors considered separate opinions delivered to it by its financial advisors Wachovia Securities and Bear, Stearns & Co. Inc.

Each of Wachovia Securities and Bear Stearns delivered its opinion to the Valor Board of Directors, which opinions were subsequently confirmed in writing, that as of December 8, 2005, and based upon and subject to the factors, qualifications, judgments and assumptions set forth therein, the aggregate consideration to be issued by Valor in the merger is fair, from a financial point of view, to Valor and its stockholders.

The full text of the written opinions of each of Wachovia Securities and Bear Stearns, which set forth assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken in connection with its opinion, is attached to this proxy statement/ prospectus-information statement as Annexes D-1 and D-2, respectively. Each of Wachovia Securities and Bear Stearns provided its opinion for the information and assistance of the Valor Board of Directors in connection with their consideration of the transactions contemplated by the merger agreement and the distribution agreement. Neither opinion is a recommendation as to how any holder of Valor common stock should vote with respect to the transactions contemplated by the merger agreement. As is customary, both Wachovia Securities and Bear Stearns will receive a fee for their services. Valor encourages its stockholders to read these opinions in their entirety.

Alltel s Reasons for the Spin-Off and the Merger (page [ ])

In reaching its decision to approve the spin-off and merger, the Alltel board of directors consulted with its financial and legal advisors and considered a wide variety of factors, including the following:

- the creation of skilled management teams at both Alltel and Windstream having proven track records of delivering financial results, a great breadth of experience in the communications industry, and a deep commitment to providing quality communications services to customers;

- the expectation that Alltel will receive cash proceeds and debt reduction totaling about $4.2 billion resulting from the spin-off, which will result in Alltel having net debt of about $1.2 billion and having

leverage of about 0.5 times net debt (or consolidated indebtedness less cash and cash equivalents) to operating income before depreciation and amortization;

the potential value, as determined by evaluating pre and post transaction discounted cash flows, EBITDA, yield, and other measures of the pre and post transaction wireline businesses, created for Alltel stockholders who collectively, in the aggregate, will hold approximately 85% of the outstanding shares of Windstream immediately following the merger and the perceived strong investor demand for both a pure-play wireless company and a pure-play rural wireline company;

Alltel s and Valor s wireline businesses have complementary geographic footprints with favorable rural characteristics, and their integration will benefit from Alltel s existing billing system outsourcing relationship with Valor. providing the potential to create a market leader in the rural wireline telecommunications industry;

the potential positive financial impact resulting from such a combination (including, without limitation, an expected gain of $40 million in net annual synergies from the combination) the benefit of which would be passed on to Alltel stockholders through the spin-off and merger;

the tax-efficient structure for Alltel and Alltel s stockholders of the proposed spin-off and immediate merger of Spinco with and into Valor; and

the expectation that Windstream will pay an annual dividend of $1 per share of common stock, which equals $1.04 per equivalent Alltel share.

The Alltel board of directors also considered certain countervailing factors in its deliberations concerning the spin-off and merger, including the possibility that the anticipated benefits expected to result for Windstream from the merger would fail to materialize and the potential impact that would have on Alltel stockholders receiving Windstream common shares in the transaction.

As a result of the consideration of the foregoing and other relevant considerations, the Alltel board of directors determined that the spin-off and merger, including the terms of the merger agreement, distribution agreement and the other agreements relating to the merger, are fair to, and in the best interests of, Alltel and Alltel stockholders.

Interests of Certain Persons in the Merger (page [ ])

In considering the Valor Board of Directors determination to approve the merger agreement and to recommend that Valor stockholders vote to adopt the merger agreement, to approve the amendment of the Valor organizational documents in their entirety pursuant to the merger increasing the authorized shares of Valor common stock and implementing a classified board of directors to approve the issuance of Valor common stock to Alltel stockholders pursuant to the merger and to adopt the 2006 Equity Incentive Plan, Valor stockholders should be aware of potential conflicts of interest of, and the benefits available to, certain Valor stockholders, directors and officers. These stockholders, directors and officers may have interests in the merger that may be different from, or in addition to, the interests of Valor stockholders as a result of, among other things:

the appointment of Valor s current Chairman of the Board of Directors to the board of Windstream;

the acceptance of employment or consulting agreements with Windstream by certain of Valor s executive officers;

the acceleration of vesting of a portion of each executive officer s cash awards, if any, resulting in accelerated payments of $760,000 in the aggregate;

amendments to Mr. Mueller s and Mr. Ojile s employment agreements that will increase severance payable thereunder from 18 months of base salary to 24 months resulting in aggregate severance payments of $1,500,000;

amendments to Mr. Mueller s and Mr. Ojile s employment agreements that will increase bonus payments upon termination of employment to two times annual target bonus resulting in aggregate bonus payments of $1,250,000;

severance payable to Mr. Vaughn of 18 months salary and one-year s bonus resulting in an aggregate severance payment of $812,500;

the acceleration of vesting of restricted stock grants made to Valor s executive officers and directors scheduled to vest in 2007 and for those executive officers who will not remain employed by Windstream, the acceleration of vesting of restricted stock grants scheduled to vest in 2008 and beyond, resulting in the accelerated vesting of 973,696 shares of Valor common stock in the aggregate; and

the filing of a shelf registration statement for the benefit of persons affiliated with WCAS, and Vestar Capital Partners, who currently hold in the aggregate approximately 41% of Valor s outstanding common stock, and the grant of certain other registration rights to WCAS and Vestar.

In addition, under the terms of the merger agreement, Alltel and Valor agreed that all rights to indemnification as provided in Valor s Certificate of Incorporation or Bylaws in favor of persons who are or were directors, officers or employees of Valor will survive for a period of six years following the merger. The parties also agreed that for a period of six years following the merger, Windstream will indemnify the current and former directors, officers or employees of Valor to the fullest extent permitted by applicable law. The merger agreement further requires that, for six years following the effective time of the merger and subject to certain limitations, Windstream will maintain coverage under a director and officer liability insurance policy, with respect to claims arising from facts or events that occurred on or before the effective time of the merger, at a level at least equal to that which Alltel is maintaining prior to the merger, except that Windstream will not be required to pay an annual premium for such insurance in excess of $2,000,000.

Regulatory Approval (page [ ])

The transactions contemplated by the merger agreement will require the approval of the public service or public utilities commissions of the following states in their capacities as regulators of competitive local exchange carriers (CLEC) and incumbent local exchange carriers (ILEC) operations of Alltel and Valor: Florida, Georgia, Kentucky, Mississippi, Missouri, Nebraska, New York, North Carolina, Ohio, Pennsylvania, South Carolina and Texas. The parties must also obtain state commission approval of the transfer to Spinco of the long distance customers and certificates of authority of Alltel, or the issuance to Spinco of new certificates of authority, in all states except Alaska.

Valor and Spinco completed the filing of all of the foregoing applications that were required to be filed prior to completion of the merger for the authority and approval with respect to the ILEC operation in January 2006 and will complete the remaining filings in April 2006. The North Carolina Utilities Commission granted its approval on February 22, 2006. The Mississippi Public Service Commission granted its approval on March 15, 2006. The South Carolina Public Service Commission granted its approval on March 28, 2006. The parties expect that the remaining applicable state commissions will make a determination on these applications no later than the second quarter of 2006.

In addition, under the Communications Act of 1934, before the completion of the merger, the FCC must approve the transfer to Valor of control of Spinco and those subsidiaries of Spinco that hold FCC licenses and authorizations. Valor and Spinco filed transfer of control applications with the FCC on December 21, 2005 and received the FCC s approval of the merger on February 1, 2006.

Each party s obligations to complete the merger are subject to receipt of the consents of the above referenced state regulators (other than Texas, which is a post-closing procedural approval) and FCC authorization that, if not obtained, would reasonably be expected to have a material adverse effect on Valor, Alltel or Spinco.

In addition, completion of the spin-off and the merger requires that we submit filings under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 to the Department of Justice and the Federal Trade Commission and satisfy certain waiting period requirements. Valor and Spinco submitted the required filings under the Hart-Scott-Rodino Act on December 21, 2005 and early termination of the waiting period requirements was granted on January 3, 2006.

The merger agreement provides that each of Valor, Alltel and Spinco, subject to customary limitations, will use their respective reasonable best efforts to take promptly all actions and to assist and cooperate with the other parties in doing all things necessary, proper or advisable under applicable laws and regulations to

consummate the merger and the transactions contemplated by the merger agreement. Alltel, Spinco and Valor also agreed to use all reasonable efforts to resolve any objections or challenges from a regulatory authority.

For a more complete discussion of regulatory matters relating to the merger, see The Transactions Regulatory Approvals beginning on page [ ].

Merger Consideration (page [ ])

The merger agreement provides that Valor will issue in the aggregate to holders of Alltel common stock a number of shares of Valor common stock equal to (a) the number of shares of Valor common stock outstanding on a fully-diluted basis as the effective time of the merger multiplied by (b) 5.667, we refer to the product of this formula as the aggregate merger consideration. Each share of Spinco common stock distributed for the benefit of Alltel stockholders in the spin-off will be converted into the right to receive a number of shares of Valor common stock equal to the aggregate merger consideration, divided by the number of Alltel shares outstanding as of [ ], 2006, the record date for the spin-off. The calculation of the aggregate merger consideration as set forth in the merger agreement will result in Alltel s stockholders holding collectively approximately 85% of the outstanding equity interests of Windstream immediately after the merger and the stockholders of Valor holding collectively the remaining approximately 15% of such equity interests.

Alltel stockholders that otherwise would be entitled to a fraction of a Valor common share will be entitled to receive a cash payment in lieu of issuance of that fractional share.

Conditions to the Completion of the Merger (page [ ])

Consummation of the merger is subject to the satisfaction of certain conditions, including, among others:

- the obtaining of the requisite approval by the stockholders of Valor;
- the receipt of required regulatory approvals, including the approval of the Federal Communications Commission (which Valor received on February 1, 2006), the relevant state public service or public utilities commissions and the expiration of the applicable waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended (which Valor received on January 3, 2006);
- the SEC declaring effective the registration statement, of which this proxy statement/ prospectus-information statement is a part;
- consummation of the contribution transaction, the distribution transaction and the debt exchange transaction, each of which are described elsewhere in this proxy statement/ prospectus-information statement;
- consummation of the financing of Spinco;
- receipt of surplus, solvency and certain other opinions;
- each party s compliance in all material respects with its obligations under the merger agreement;
- that no event or circumstance shall have occurred that has or would have a Material Adverse Effect on Valor or Spinco; and
- receipt of certain rulings from the Internal Revenue Service and certain tax opinions.

To the extent that either the board of directors of Valor or Alltel waives the satisfaction of a condition to closing that the board of directors of Valor deems material, Valor s board of directors shall resolicit stockholder approval of the merger.

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Termination (page [ ])

The merger agreement may be terminated:

- by mutual consent of the parties,
- by any of the parties if the merger has not been completed by December 8, 2006, the so-called termination date,
- by any of the parties if the merger is enjoined,
- by Alltel and Spinco, on the one hand, or Valor, on the other hand, upon an incurable material breach of the merger agreement by the other party or parties,
- by any party if the requisite approval of Valor s stockholders is not obtained,
- by Alltel or Spinco if Valor withdraws its recommendation of the merger or fails to hold its stockholder meeting within 60 days after effectiveness of the registration statement to which this proxy statement/ prospectus-information statement is attached, or
- by Valor to accept a superior acquisition proposal, provided that Valor gives Alltel prior notice and attempts to renegotiate the transaction, and upon termination Valor enters into a competing transaction.

Termination Fee Payable in Certain Circumstances (page [ ])

In the event that (i) Valor terminates the merger agreement to accept a superior acquisition proposal, (ii) Alltel and Spinco terminate the merger agreement because Valor has withdrawn its recommendation of the merger, (iii) any of the parties terminates the merger agreement because the termination date has passed or Alltel and Spinco terminate the merger agreement because Valor fails to hold its stockholder meeting, or (iv) any of the parties terminates the merger agreement because the requisite approval of Valor s stockholders is not obtained, and in the case of clauses (iii) and (iv) prior to such termination, a third party makes a company acquisition proposal, and Valor agrees to or consummates a business combination transaction within one year after termination with a third party, then Valor must pay Alltel a $35 million termination fee.

If any party terminates the merger agreement because the termination date has passed or Valor terminates the merger agreement because of a material breach by Alltel or Spinco and, in either case, at the time of termination substantially all other conditions to the merger have been satisfied but the required IRS rulings or tax opinions for the transaction have not been received, then Alltel must pay Valor a $20 million termination fee and, if Spinco s financing condition has not been satisfied at the time of termination, then Alltel must pay Valor an increased termination fee of $35 million.

Name Change; Listing (page [ ])

Immediately following completion of the merger, the Board of Directors will merge a wholly-owned subsidiary of the surviving company into the company and, in connection with such merger, change the name of the company from Valor Communications Group, Inc. to Windstream Corporation Promptly thereafter, the company will file a restated certificate of incorporation with the Delaware Secretary of State reflecting the name change. Shares of Windstream Corporation will be traded on the NYSE under the new trading symbol WIN.

Distribution Agreement (page [ ])

The distribution agreement between Alltel and Spinco provides for, among other things, the principal corporate transactions required to effect the proposed distribution of Spinco common stock for the benefit of Alltel stockholders in the spin-off. The distribution agreement also contains certain other terms governing the relationship between Alltel and Spinco with respect to or in consequence of the spin-off transaction.

Pursuant to the distribution agreement, Alltel will transfer to Spinco s subsidiaries all of the assets relating to Alltel s wireline telecommunications business, including Alltel s ILEC, CLEC and internet access operations, related marketing and sales operations, and other operations comprising Alltel s wireline telecommunications business, as well as all of Alltel s directory publishing operations, telecommunication information services operations, product distribution operations (other than any such operations supporting Alltel s wireless telecommunications business), network management services operations, and wireline long-distance services operations (other than the fiber backbone supporting those operations and the revenues attributable to Alltel s wireless telecommunications business as a result of its use of the fiber backbone). The distribution agreement also provides for the transfer to Alltel s subsidiaries of all assets not relating to such businesses.

Following these transactions, and immediately prior to the effective time of the merger, Alltel will contribute all of the stock of the Spinco subsidiaries to Spinco in exchange for the issuance to Alltel of Spinco common stock to be distributed to the exchange agent for the benefit of Alltel s stockholders pro rata in the spin-off, the special dividend (which Alltel will use to repurchase stock pursuant to a special stock buyback program authorized by the Alltel Board of Directors in connection with the spin-off, to repay outstanding indebtedness, or both, within one year following the spin-off) and the Spinco debt securities to be transferred to Alltel s creditors.

Certain United States Federal Income Tax Consequences of the Spin-Off and the Merger (page [ ])

The spin-off is conditioned upon Alltel s receipt of a private letter ruling from the Internal Revenue Service (the IRS) (which Alltel received on April 7, 2006) to the effect that the spin-off will qualify as tax-free to Alltel, Spinco and the Alltel stockholders for United States federal income tax purposes under Sections 355, 368 and related provisions of the Internal Revenue Code of 1986, as amended (the Code). The spin-off is also conditioned upon the receipt by Alltel of an opinion of Skadden, Arps, Slate, Meagher & Flom LLP, counsel to Alltel, to the effect that the spin-off will be tax-free to Alltel, Spinco and the stockholders of Alltel under Section 355 and related provisions of the Code. As set forth in the IRS letter ruling and the tax opinion:

no gain or loss will be recognized by (and no amount will be included in the income of) Alltel common stockholders upon the receipt by the exchange agent on their behalf of shares of Spinco common stock in the spin-off;

the aggregate tax basis of the Alltel common stock and the Spinco common stock in the hands of each Alltel common stockholder after the spin-off will equal the aggregate tax basis of the Alltel common stock held by the stockholder immediately before the spin-off, allocated between the Alltel common stock and the Spinco common stock in proportion to the relative fair market value of each on the date of the spin-off; and

the holding period of the Spinco common stock received by an Alltel common stockholder will include the holding period at the time of the spin-off of the Alltel common stock on which the distribution is made.

It is a condition to the obligations of Alltel, Spinco and Valor to consummate the merger that Alltel and Spinco receive the opinion of Skadden, Arps, Slate, Meagher & Flom LLP, and that Valor receives the opinion of Kirkland & Ellis LLP, both to the effect that the merger will be treated as a tax-free reorganization within the meaning of Section 368(a) of the Code. As set forth in the tax opinions:

Alltel common stockholders will not recognize gain or loss on the exchange of their Spinco common stock (received by the exchange agent on their behalf in the spin-off) for shares of Valor common stock in the merger, except to the extent of any cash received in lieu of a fractional share of Valor common stock;

an Alltel stockholder s tax basis in the Valor common stock received in the merger (including any fractional share interest deemed to be received and exchanged for cash) will equal the stockholder s tax basis in the Spinco common stock surrendered in exchange therefor;

an Alltel stockholder s holding period for the Valor common stock received pursuant to the merger will include the holding period for the shares of Spinco common stock surrendered in exchange therefor;

neither Spinco nor Valor will recognize any gain or loss in the merger; and

Valor stockholders will not recognize any gain or loss in the merger.

Please see Certain United States Federal Income Tax Consequences of the Spin-Off and the Merger on page [ ] for more information.

The Voting Agreement (page [ ])

In connection with the execution of the distribution agreement and the merger agreement, Spinco entered in a voting agreement with persons affiliated with Welsh, Carson, Anderson & Stowe and Vestar Capital Partners who collectively owned approximately 41% of Valor s outstanding common shares as of December 8, 2005. Pursuant to the voting agreement, these stockholders have agreed to vote all of their shares of Valor common stock (i) in favor of the approval of the merger and the approval and adoption of the merger agreement and (ii) except with the written consent of Spinco, against certain alternative proposals that may be submitted to a vote of the stockholders of Valor regarding an acquisition of Valor. In the event that the merger agreement terminates for any reason, the voting agreement will automatically terminate.

Financing of Windstream (page [ ])

On December 8, 2005, Alltel and J.P. Morgan Securities Inc., JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Merrill Lynch Capital Corporation entered into a commitment letter and a related engagement and fee letter (which we collectively refer to as the financing letters) with respect to the financing of Windstream following the spin-off and the merger. The commitment letter is subject to customary conditions to consummation, including the absence of any event or circumstance that, individually or in the aggregate, is materially adverse to the business, assets, properties, liabilities or condition (financial or otherwise), of Spinco and its subsidiaries or Valor and its subsidiaries since September 30, 2005. Alltel has agreed to pay JPMorgan and Merrill Lynch certain fees in connection with the commitment letter and has agreed to indemnify JPMorgan and Merrill Lynch against certain liabilities.

These financing letters provide for a commitment of an aggregate amount of up to $4.2 billion in financing, consisting of a senior secured five-year revolving credit facility in the principal amount of $500.0 million and senior secured term loan facilities in an aggregate amount of up to $3.7 billion. A portion of the financing of Windstream may also be financed with the proceeds from a Rule 144A offering of up to $800.0 million of senior unsecured notes, in which case the term loan facilities, or a portion thereof, will be reduced dollar for dollar.

The proceeds of the term loan facilities will be used (i) to finance the approximately $2.4 billion special dividend payment to Alltel, which Alltel will use to repurchase stock pursuant to a special stock buyback program authorized by the Alltel Board of Directors in connection with the spin-off, to repay outstanding indebtedness, or both, within one year following the spin-off, (ii) to refinance Valor s existing bank facility in the amount of approximately $781.0 million and approximately $81.0 million of Alltel s outstanding bonds (plus an additional approximately $9.5 million in related make-whole premiums), and (iii) to purchase any of Valor s outstanding bonds that are tendered pursuant to the terms thereof as a result of the merger. The $3.3 billion of the $3.7 billion term loan facilities will be available in a single draw down on the date of closing to consummate the spin-off and merger transactions. The revolving credit facility may be used by Windstream for general corporate purposes, and a portion will be available for letters of credit. The actual amount initially drawn under the revolving credit facility on the date of closing is not expected to exceed $90.0 million. The term loan facilities and the revolving credit facility are referred to herein as the Senior Secured Credit Facilities.

Windstream s direct and indirect domestic subsidiaries will serve as guarantors of the Senior Secured Credit Facilities and hedge agreements entered into in connection therewith. The Senior Secured Credit

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Facilities, guaranties thereof and hedge agreements entered into in connection therewith will be secured by substantially all of the property and assets of Windstream and its subsidiaries.

It is expected that following completion of the merger Windstream will have approximately $5.5 billion in total debt. For a discussion of the debt to be assumed or incurred by Windstream in the merger see the section titled The Transactions in this proxy statement/ prospectus-information statement beginning on page [ ].

Management of Windstream following the Merger (page [ ])

The merger agreement provides that, as of the completion of the merger, the Board of Directors of Windstream will consist of nine individuals: Francis X. Frantz, who most recently served as the Executive Vice President External Affairs, General Counsel and Secretary of Alltel, Jeffery R. Gardner, who most recently served as Executive Vice President Chief Financial Officer of Alltel, six other persons to be named by Alltel and one person to be named by Valor. Additionally, the merger agreement provides that, as of the completion of the merger, Mr. Frantz will serve as Chairman of the Board. Valor has designated Anthony J. de Nicola as its board member and Alltel has selected Dennis E. Foster as one of its designees to the Windstream board. Alltel will select its remaining designees to the Windstream board prior to mailing of this proxy statement/ prospectus-information statement to Valor s stockholders.

The merger agreement also provides that, as of completion of the merger, Mr. Frantz will serve as Chairman of Windstream, Mr. Gardner will serve as the President and Chief Executive Officer and Brent K. Whittington, who most recently served as senior vice president of operations support for Alltel, will serve as Executive Vice President and Chief Financial Officer. The other initial officers of Windstream will consist of individuals selected by Alltel. Alltel has already named Keith D. Paglusch Chief Operating Officer, John P. Fletcher as Executive Vice President and General Counsel, Michael D. Rhoda, who most recently served as vice president wireline regulatory & wholesale services for Alltel, as Senior Vice President Governmental Affairs, Robert G. Clancy, Jr., who most recently served as vice president of investor relations for Alltel, as Senior Vice President and Treasurer and Susan Bradley, who most recently served as vice president of human resources for Alltel, as Senior Vice President Human Resources.

Comparison of the Rights of Stockholders Before and After the Spin-Off and Merger (page [ ])

Upon completion of the spin-off and merger, the certificate of incorporation and bylaws of Windstream will be in the forms attached as Annex E and F, respectively, to this document and incorporated by reference herein. Although there are substantial similarities between the certificate of incorporation and bylaws of Valor prior to the spin-off and merger and the certificate of incorporation and bylaws of Windstream after the spin-off and merger, some differences do exist. A summary of the material differences between the rights of Valor stockholders before and after the spin-off and merger is set forth under the heading Comparison of the Rights of Stockholders Before and After the Spin-off and Merger.

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SELECTED HISTORICAL FINANCIAL DATA OF SPINCO

Spinco is a newly formed holding company organized for the sole purpose of holding the wireline telecommunications business of Alltel. This proxy statement/ prospectus-information statement describes Spinco as if it held the subsidiaries that will be transferred to it prior to closing of the spin-off and the merger for all periods and dates presented. The following selected historical financial information of Spinco for each of the fiscal years ended December 31, 2005, 2004, 2003 and 2002 has been derived from the financial statements of Alltel, principally representing Alltel s historical wireline and communications support segments, which were audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm. The financial data as of December 31, 2001 and for the year then ended, has been derived from Alltel s unaudited financial statements which include, in management s opinion, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the results of operations and financial position of Spinco 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 results of operations and financial condition of Spinco and the financial statements and notes thereto of Spinco included in this proxy statement/ prospectus-information statement beginning on page F-1.

	Year Ended December 31,				
	2005	2004	2003	2002	2001
					(Unaudited)
	(Dollars in millions, except per share data)				
Revenues and sales	$ 2,923.5	$ 2,933.5	$ 3,003.3	$ 2,835.7	$ 2,607.8
Operating expenses	1,779.8	1,745.6	1,827.8	1,740.1	1,573.6
Depreciation expense	474.2	508.5	519.4	469.8	425.1
Restructuring and other charges	35.7	11.8	12.2	37.9	18.7
Total costs and expenses	2,289.7	2,265.9	2,359.4	2,247.8	2,017.4
Operating income	633.8	667.6	643.9	587.9	590.4
Other income (expense), net	11.6	13.7	5.8	2.0	(1.1)
Intercompany interest income (expense), net	23.3	(15.2)	(21.6)	(26.8)	(19.3)
Interest expense	(19.1)	(20.4)	(27.7)	(39.6)	(44.2)
Gain (loss) on disposal of assets and other			23.9		(2.9)
Income before income taxes	649.6	645.7	624.3	523.5	522.9
Income taxes	267.9	259.4	247.1	202.5	201.8
Income before cumulative effect of accounting change	381.7	386.3	377.2	321.0	321.1
Cumulative effect of accounting change, net of tax	(7.4)		15.6		16.9
Net income	$ 374.3	$ 386.3	$ 392.8	$ 321.0	$ 338.0
Balance sheet data:					
Total assets	$ 4,929.7	$ 5,079.2	$ 5,276.9	$ 5,519.8	$ 3,833.6

Total equity	$ 3,489.2	$ 3,706.8	$ 3,925.6	$ 4,039.0	$ 2,362.7
Total long-term debt (including current maturities)	$ 260.8	$ 282.9	$ 304.8	$ 587.3	$ 625.9
Cash flows provided by (used in):					
Operating activities	$ 953.9	$ 962.2	$ 1,135.0	$ 822.4	N/A
Investing activities	$ (352.7)	$ (329.7)	$ (356.9)	$ (2,164.3)	N/A
Financing activities	$ (602.4)	$ (627.1)	$ (784.2)	$ 1,340.1	N/A
Statistical Data (at year-end):					
Wireline access lines	2,885,673	3,009,388	3,095,635	3,167,275	2,612,325
Long-distance customers	1,750,762	1,770,852	1,680,181	1,542,210	1,265,710
Broadband (DSL) customers	397,696	243,325	153,028	70,182	26,816
Capital expenditures	$ 352.9	$ 333.3	$ 383.2	$ 405.0	N/A

Notes to Selected Financial Information:

A. During 2005, Spinco incurred $4.4 million of severance and employee benefit costs related to a workforce reduction in its wireline operations. Spinco also incurred $31.3 million of incremental costs, principally consisting of investment banker, audit and legal fees, related to the pending spin off of its wireline business to Alltel stockholders. These transactions decreased net income $34.1 million. During 2005, Spinco prospectively reduced depreciation rates for its ILEC operations in Florida, Georgia, North Carolina and South Carolina to reflect the results of studies of depreciable lives completed by Spinco in the second quarter of 2005. The depreciable lives were lengthened to reflect the estimated remaining useful lives of the wireline plant based on Spinco s expected future network utilization and capital expenditure levels required to provide service to its customers. The effects of this change during the year ended December 31, 2005 resulted in a decrease in depreciation expense of $21.8 million and increase in net income of $12.8 million. Effective December 31, 2005, Spinco adopted Financial Accounting Standards Board Interpretation No. 47, Accounting for Conditional Asset Retirement Obligations. The cumulative effect of this accounting change resulted in a one-time non-cash charge of $7.4 million, net of income tax benefit of $4.6 million.

B. During 2004, Spinco reorganized its operations and support teams and also announced its plans to exit its Competitive Local Exchange Carrier operations in the Jacksonville, Florida market due to the continued unprofitability of these operations. In connection with these activities, Spinco recorded a restructuring charge of $13.6 million consisting of $11.6 million in severance and employee benefit costs related to a planned workforce reduction, $1.3 million of employee relocation expenses and $0.7 million of other exit costs. During 2004, Spinco also recorded a $1.8 million reduction in the liabilities associated with various restructuring activities initiated prior to 2003, consisting of lease and contract termination costs. The reduction primarily reflected differences between estimated and actual costs paid in completing the previous planned lease and contract terminations. These transactions decreased net income $7.3 million. Effective April 1, 2004, Spinco prospectively reduced depreciation rates for its ILEC operations in Nebraska, reflecting the results of a triennial study of depreciable lives completed by Spinco in the second quarter of 2004, as required by the Nebraska Public Service Commission. The effects of this change during the year ended December 31, 2004 resulted in a decrease in depreciation expense of $19.1 million and increase in net income of $11.4 million.

C. During 2003, Spinco recorded a restructuring charge of $7.0 million consisting of severance and employee benefit costs related to a planned workforce reduction, primarily resulting from the closing of certain call center locations. Spinco also recorded a $0.4 million reduction in the liabilities associated with various restructuring activities initiated prior to 2003, consisting of lease termination costs. The reduction primarily reflected differences between estimated and actual costs paid in completing previously planned lease terminations. During 2003, Spinco also wrote off certain capitalized software development costs of $5.6 million that had no alternative future use or functionality. These transactions decreased net income by $7.4 million. In 2003, Spinco sold certain assets and related liabilities, including selected customer contracts and capitalized software development costs, associated with Spinco s telecommunications information services operations to Convergys Information Management Group, Inc. In connection with this sale, Spinco recorded a pretax gain of $31.0 million. In addition, Spinco retired, prior to stated maturity dates, $249.1 million of long-term debt, representing all of the long-term debt outstanding under the Rural Utilities Services, Rural Telephone Bank and Federal Financing Bank programs during 2003. In connection with the early retirement of the debt, Spinco incurred pretax termination fees of $7.1 million. These transactions increased net income by $10.7 million. Effective January 1, 2003, Spinco adopted Statement of Financial Accounting Standards No. 143, Accounting for Asset Retirement Obligations. The cumulative effect of this accounting change resulted in a one-time non-cash credit of $15.6 million and net of income tax expense of $10.3 million.

D. During 2002, Spinco announced its plans to exit its CLEC operations in seven states representing less than 20% of its CLEC access lines. Spinco also consolidated its call center and product distribution operations. In connection with these activities, Spinco recorded restructuring charges totaling $10.9 million consisting of $8.2 million in severance and employee benefit costs related to planned workforce reductions and

$2.7 million of costs associated with terminating certain CLEC transport agreements and lease termination fees incurred with the closing of certain call center and product distribution locations. In exiting the CLEC operations, Spinco also incurred $2.2 million of costs to disconnect and remove switching and other transmission equipment from central office facilities and expenses to notify and migrate customers to other service providers. Spinco also wrote off certain capitalized software development costs totaling $4.1 million that had no alternative future use or functionality. In connection with the purchase of local telephone properties in Kentucky, Spinco incurred $17.0 million of computer system conversion costs and $3.7 million of branding and signage costs. These transactions decreased net income $23.2 million.

E. During 2001, Spinco recorded pretax charges of $18.7 million incurred in connection with the restructuring of its wireline and product distribution operations. During 2001, Spinco prepaid $73.5 million of long-term debt prior to its stated maturity date and incurred pretax termination fees of $2.9 million in connection with the early retirement of that debt. These charges decreased net income by $12.9 million. Effective January 1, 2001, Spinco changed its method of accounting for a subsidiary s pension plan to conform to Alltel s primary pension plan. The cumulative effect of this accounting change resulted in a non-cash credit of $16.9 million, net of income tax expense of $11.2 million.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF VALOR

Valor is a holding company and has no direct operations. Valor was formed for the sole purpose of reorganizing the company s corporate structure and consummating its initial public offering in 2005. Valor s principal assets are the direct and indirect equity interests of its subsidiaries. As a result, separate historical financial results for Valor for the periods prior to its formation have not been presented. Only the historical consolidated financial results of Valor Telecommunications, LLC have been presented for those periods.

The selected financial data presented below at December 31, 2005 and 2004 and for each of the three years in the period ended December 31, 2005 was derived from Valor s audited consolidated financial statements included in Valor s Annual Report on Form 10-K for the year ended December 31, 2005. The selected financial data presented below for the years ended December 31, 2002 and 2001 and at December 31, 2003, 2002 and 2001 was derived from Valor s audited consolidated financial statements for those periods. The information in the following table should be read together with Valor s audited consolidated financial statements for the years ended December 31, 2005, 2004 and 2003 and the related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations, all included in Valor s Annual Report on Form 10-K for the year ended December 31, 2005.

	Year Ended December 31,				
	2005	**2004**	**2003**	**2002(1)**	**2001**
	(Dollars in millions, except per owner s unit/per share data)				
Statement of Operations data:					
Operating revenues	$ 505.9	$ 507.3	$ 497.3	$ 479.9	$ 424.9
Operating expenses	338.9	330.2	315.1	320.6	321.6
Operating income	167.0	177.1	182.3	159.3	103.3
Income (loss) from continuing operations	35.3	(27.8)	58.1	19.8	(44.9)
Per owners unit/ per common share data:					
Basic and diluted income (loss) from continuing operations:					
Class A and B common interests	0.09	(0.09)	0.73	0.22	(0.58)
Class C interests	0.01	(0.46)	0.15	0.09	
Common Share basic(3)	0.42				
Common Share diluted(3)	0.41				
Basic and diluted net (loss) income:					
Class A and B common interests	0.09	(0.09)	0.73	0.17	(0.77)
Class C interests	0.01	(0.46)	0.15	0.09	
Common Share basic(3)	0.42				
Common Share diluted(3)	0.41				
Cash dividends declared per common share:	1.26				
Cash flow data from continuing operations:					
Net cash provided by operating activities	$ 191.1	$ 143.7	$ 166.1	$ 150.4	$ 100.3
Net cash used in investing activities	$ (32.7)	$ (34.9)	$ (66.3)	$ (216.8)	$ (106.6)
Net cash (used in) provided by financing activities	$ (111.2)	$ (93.2)	$ (99.5)	$ 71.0	$ 8.1
Other data:					
Acquisitions	$	$ 1.5	$	$ 128.1	$
Depreciation and amortization(2)	$ 89.9	$ 86.5	$ 81.6	$ 73.3	$ 110.8

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	Year Ended December 31,				
	2005	2004	2003	2002(1)	2001
	(Dollars in millions, except per owner s unit/per share data)				
Balance Sheet data:					
Total assets	$ 1,962.8	$ 1,971.2	$ 2,039.0	$ 2,062.4	$ 1,913.1
Long-term debt (including current maturities)	$ 1,180.6	$ 1,601.0	$ 1,464.0	$ 1,544.3	$ 1,469.4
Notes payable	$	$ 1.9	$ 6.7	$ 1.2	$ 10.2
Redeemable preferred interests	$	$ 236.1	$ 370.2	$ 370.2	$ 370.2
Redeemable preferred interests of subsidiary	$	$ 15.8	$ 24.5	$ 21.2	$ 20.6
Statistical Data (at year-end):					
Wireline access lines	518,456	540,337	556,745	571,308	551,599
Long-distance customers	232,031	216,437	188,526	130,622	62,234
Broadband (DSL) customers	52,759	22,884	8,779	3,510	511
Capital expenditures	$ 57.4	$ 65.5	$ 69.9	$ 89.5	$ 107.9

(1) Valor acquired all of the outstanding common stock, preferred stock and common stock equivalents of Kerrville Communications Corporation on January 31, 2002 and such assets, liabilities and results of operations have been included from that date.

(2) In accordance with Statement of Financial Accounting Standard No. 142, Goodwill and Other Intangible Assets, effective January 1, 2002, Valor discontinued the amortization of goodwill. Amortization expense associated with goodwill was $53.9 million for the year ended December 31, 2001.

(3) Represents the period following February 9, 2005, the closing date of our initial public offering.

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SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

The summary below sets forth selected unaudited historical pro forma financial data for Valor after giving effect to the merger for the period indicated. The following table should be read together with the consolidated financial statements and accompanying notes of Spinco included in this proxy statement/ prospectus-information statement and of Valor included in the documents described under Where You Can Find Additional Information and the unaudited pro forma condensed combined financial statements and accompanying discussion and notes set forth under the heading Unaudited Pro Forma Combined Condensed Financial Information included herein. The pro forma amounts in the table below are presented for illustrative purposes only and do not indicate what the financial position or the results of operations of Valor would have been had the merger occurred as of the date or for the period presented. The pro forma amounts also do not indicate what the financial position or future results of operations of Valor will be. No adjustment has been included in the pro forma amounts for any anticipated cost savings or other synergies. See Unaudited Pro Forma Combined Condensed Financial Information on page [ ].

	For the Year Ended or as of December 31, 2005 (Dollars in millions, except per share data)	
Revenue and sales	$	3,413.50
Depreciation and Amortization	$	593.30
Operating income	$	1,071.70
Net income from continuing operations	$	680.6
Income taxes	$	275.4
Basic earnings per share from continuing operations	$	0.85
Diluted earnings per share from continuing operations	$	0.85
Weighted average common shares outstanding:		
Basic		474.20
Diluted		474.50
Dividends per common share	$	1.00
Total assets	$	7,744.6
Total stockholders equity	$	491.9
Total long-term debt (including current maturities and short-term debt)	$	5,526.00
Book value per common share	$	1.14

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COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE DATA

The summary below sets forth certain unaudited historical per share information for Valor and unaudited pro forma information of Valor as if Spinco and Valor had been combined for the period shown (pro forma combined). The unaudited pro forma combined per share data presented below for the year ended December 31, 2005 combines certain per share financial data of Spinco and Valor. The following table should be read together with the consolidated financial statements and accompanying notes of Spinco included elsewhere in this proxy statement/ prospectus-information statement and of Valor included in the documents described under Where You Can Find Additional Information. The pro forma amounts in the table below are presented for illustrative purposes only and do not indicate what the financial position or the results of operations of Valor would have been had the merger occurred as of the date or for the period presented. The pro forma amounts also do not indicate what the financial position or future results of operations of Valor will be. No adjustment has been included in the pro forma amounts for any anticipated cost savings or other synergies as a result of the merger of for any potential inefficiencies or loss of synergies that may result from Spinco s separation from Alltel. Because Valor stockholders will own one share of Windstream for each share of Valor they owned prior to the merger, the Valor unaudited pro forma equivalent data will be the same as the corresponding unaudited pro forma combined data.

	For the Year Ended or as of December 31, 2005	
Valor Historical		
Basic earnings per common share from continuing operations	$	0.42
Basic earnings per owner s unit, Class A and B common interests	$	0.09
Basic earnings per owner s unit, Class C common interests	$	0.01
Diluted earnings per common share from continuing operations	$	0.42
Diluted earnings per owner s unit, Class A and B common interests	$	0.09
Diluted earnings per owner s unit, Class C common interests	$	0.01
Book value per share	$	8.04
Cash dividends per share	$	1.26
Windstream Pro Forma Combined		
Basic earnings per common share from continuing operations	$	0.85
Diluted earnings per common share from continuing operations	$	0.85
Book value per share	$	1.14
Cash dividends per share	$	1.00
Valor Pro Forma Equivalents		
Basic earnings per common share from continuing operations	$	0.85
Diluted earnings per common share from continuing operations	$	0.85
Book value per share	$	1.14
Cash dividends per share	$	1.00

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VALOR COMMUNICATIONS GROUP, INC.
MARKET PRICE AND DIVIDEND INFORMATION

Valor common stock currently trades on the New York Stock Exchange (NYSE) under the symbol VCG. On December 8, 2005, the last trading day before the announcement of the signing of the merger agreement, the last sale price of Valor common stock reported by the NYSE was $12.24. On [ ], 2006, the last practicable trading day prior to the date of this proxy statement/ prospectus-information statement, the last sale price of Valor common stock reported by the NYSE was [ ]. Valor completed its initial public offering on February 9, 2005 and registered 29,375,000 shares of common stock which began trading on the NYSE under the symbol VCG. Prior to February 9, 2005, Valor s common stock was not publicly traded. The following table sets forth the high and low closing sales prices of Valor common stock for the periods indicated. The quotations are as reported in published financial sources. For current price information, Valor stockholders are urged to consult publicly available sources.

	Valor Communications Group, Inc. Common Stock	
	High	**Low**
Calendar Year Ended Dec. 31, 2005		
First Quarter(1)	$ 16.00	$ 14.47
Second Quarter	$ 14.67	$ 12.84
Third Quarter	$ 14.19	$ 13.53
Fourth Quarter	$ 13.62	$ 11.40
Calendar Year Ended Dec. 31, 2006		
First Quarter	$ 13.42	$ 11.41
Second Quarter (through April 10, 2006)	$ 13.47	$ 13.00

(1) Represents the high and low closing prices for Valor common stock for the period of February 9, 2005 through March 31, 2005.

Market price data for Spinco has not been presented as Spinco common shares do not trade separately from Alltel Corporation common shares. Valor s dividend policy is to pay quarterly dividends at a rate of $1.44 per share, per annum, to the extent such dividends are permitted by applicable law and by the terms of Valor s credit facility. For information on Windstream s dividend policy following the merger, see The Transactions Dividend Policy of Windstream.

THE MERGER

Introduction

Stockholders of Valor Communications Group, Inc. are being asked to adopt the Agreement and Plan of Merger, dated as of December 8, 2005, by and among Alltel Corporation, Alltel Holding Corp. and Valor. Under the merger agreement, Alltel Holding Corp. (which we refer to as Spinco) will merge with and into Valor, and Valor will survive as a stand-alone company and will hold and conduct the combined business operations of Valor and Spinco. Following completion of the merger, the separate existence of Spinco will cease. The merger will take place immediately after Alltel contributes the assets making up its wireline telecommunications business to Spinco and distributes the common stock of Spinco to a third-party exchange agent for the benefit of its stockholders. Immediately following the merger, Valor will change its name to Windstream Corporation , and its common stock will be quoted on the NYSE and will be traded under the ticker symbol WIN. For ease of reference, throughout this proxy statement/ prospectus-information statement we will refer to Windstream Corporation, the new company formed by the merger of Valor and Spinco as Windstream. When the merger is completed, Alltel stockholders will collectively own approximately 85%, and Valor s stockholders will collectively own approximately 15%, of the shares of common stock of Windstream on a diluted basis.

In the merger, each share of Spinco common stock will be converted into the right to receive shares of Valor common stock. Existing shares of Valor common stock will remain outstanding. Valor expects to issue up to approximately 405,000,000 shares of common stock to Alltel stockholders pursuant to the merger. However, since the number of shares to be issued will be calculated based on the number of shares of Valor common stock outstanding on a fully diluted basis immediately prior to the effective time of the merger, and our estimate is based on Valor s current shares outstanding, the actual number of shares issued may be less than or greater than 405,000,000. Before Valor may issue these shares, the Valor certificate of incorporation must be amended to increase the authorized shares of Valor common stock from 200,000,000 to 2,000,000,000. Accordingly, Valor stockholders are also being asked to approve an amendment to Valor s certificate of incorporation pursuant to the merger increasing the authorized number of shares of Valor common stock and to approve the issuance of Valor common stock to Alltel stockholders pursuant to the merger.

For a more complete discussion of the merger and the transactions to be consummated in connection therewith, see the section titled The Transactions on page [ ] of this proxy statement/ prospectus-information statement.

The Companies

Valor Communications Group, Inc.

Valor is one of the largest providers of telecommunications services in rural communities in the southwestern United States and, based on its number of access lines, the seventh largest independent telephone company in the country. As of December 31, 2005, Valor operated 518,456 telephone access lines in primarily rural areas of Texas, Oklahoma, New Mexico and Arkansas. Valor believes that in many of its markets it is the only service provider that offers customers an integrated package of local and long distance voice, high-speed data and Internet access as well as a variety of enhanced services such as voicemail and caller identification. Valor generated revenues of $505.9 million and net income of $35.3 million in the year ended December 31, 2005.

Valor was formed in connection with the acquisition in 2000 of select telephone assets from GTE Southwest Corporation, which is now part of Verizon. Valor s formation was orchestrated by its equity sponsors WCAS, Vestar Capital Partners, Citicorp Venture Capital and a group of founding individuals. Valor completed its initial public offering of shares of common stock on February 9, 2005, and its shares began trading on the NYSE under the symbol VCG.

Alltel Holding Corp.

Alltel Holding Corp. (also referred to herein as Spinco) is currently a wholly-owned subsidiary of Alltel Corporation and was incorporated in its current form as a Delaware corporation on November 21, 2005 for the purpose of holding Alltel Corporation s wireline business to be transferred to it in connection with the spin-off. Alltel Corporation s wireline business is currently operated by certain of its subsidiaries, each of which will be transferred to Spinco prior to the closing of the spin-off and the merger. These subsidiaries provide wireline local, long-distance, network access and Internet services. These subsidiaries also sell and warehouse telecommunications products and publish telephone directories for affiliates and other independent telephone companies. This proxy statement/ prospectus-information statement describes Spinco as if it held the subsidiaries that will be transferred to it prior to closing of the spin-off and the merger for all historical periods presented.

Spinco operates its communications businesses as a single operation capable of delivering to customers one-stop shopping for a full range of communications products and services. As of December 31, 2005, including customers of its wireline and long-distance services, Spinco served approximately 2.9 million communications customers in rural areas in 15 states. Spinco generated revenues and sales of $2,923.5 million and net income of $374.3 million in the year ended December 31, 2005.

Spinco is organized based on the products and services that it offers. Under this organizational structure, Spinco s operations consist of its wireline and communications support services segments. Spinco s wireline segment consists of Spinco s incumbent local exchange carrier (ILEC), competitive local exchange carrier (CLEC) and Internet access operations. Communications support services consist of Spinco s long-distance and network management services, communications products, directory publishing operations and the telecommunications information services operations. As of December 31, 2005, Spinco s wireline subsidiaries provide local telephone service to approximately 2.9 million customers primarily located in rural areas in 15 states. The wireline subsidiaries also offer facilities for private line, data transmission and other communications services. Wireline revenues, which consist of local service, network access and long-distance and miscellaneous revenues, comprised 81.1 percent of Spinco s total operating revenues from business segments in 2005. Communications support services consist of Spinco s long-distance and network management services, product distribution, directory publishing and telecommunications information services operations. Spinco provides long-distance service in all of the states in which Spinco provides local exchange service. In addition, Spinco offers long-distance service outside its ILEC service areas. As of December 31, 2005, Spinco provided long-distance service to approximately 1.75 million customers. Network management services are currently marketed to business customers in select areas. These services are ancillary service offerings and are not significant components of Spinco s communications operations. Revenues and sales from Spinco s other operations comprised 22.6 percent of Spinco s total operating revenues from business segments in 2005.

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RISK FACTORS

You should carefully consider the following risk factors, together with the other information contained in this proxy statement/ prospectus-information statement and the annexes hereto and documents incorporated by reference herein. Any of these risks could materially and adversely affect the price of Windstream s common stock following completion of the merger.

Risks Relating to the Spin-Off and the Merger

The calculation of the merger consideration will not be adjusted in the event the value of the business or assets of Spinco decline before the merger is completed. As a result, at the time you vote on the merger you will not know what the value of Windstream common stock will be following completion of the merger.

The calculation of the number of shares of Valor common stock to be issued pursuant to the merger will not be adjusted in the event the value of the Alltel wireline telecommunications business that is being contributed to Spinco declines. If the value of this business declines after Valor stockholders approve the merger proposals, the market price of the common stock of the combined company following completion of the merger will be less than Valor stockholders anticipated when they voted to approve the merger proposals. While Valor will not be required to consummate the merger upon the occurrence of any event or circumstances that has, or could reasonably be expected to have, a material adverse effect on Spinco, neither Alltel nor Valor will be permitted to terminate the merger agreement or resolicit the vote of Valor stockholders because of any changes in the value of the Spinco business or the market prices of their respective common stocks that do not rise to the level of a material adverse effect on Spinco (as defined in the merger agreement).

Spinco and Valor may not realize the anticipated synergies, cost savings and growth opportunities from the merger.

The success of the merger will depend, in part, on the ability of Spinco and Valor to realize the anticipated synergies, cost savings and growth opportunities from integrating the businesses of Valor with those of Spinco. The companies success in realizing these synergies, cost savings and growth opportunities, and the timing of this realization, depends on the successful integration of Spinco s and Valor s business and operations. Even if the companies are able to integrate their business operations successfully, there can be no assurance that this integration will result in the realization of the full benefits of synergies, cost savings and growth opportunities that Spinco and Valor currently expect from this integration or that these benefits will be achieved within the anticipated time frame. For example, the elimination of duplicative costs may not be possible or may take longer than anticipated, the benefits from the merger may be offset by costs incurred in integrating the companies and regulatory authorities may impose adverse conditions on the combined business in connection with granting approval for the merger.

The integration of Spinco and Valor following the merger may present significant challenges.

There is a significant degree of difficulty and management distraction inherent in the process of integrating the Spinco and Valor businesses. These difficulties include:

- the necessity of consolidating an organization with its corporate headquarters located in Irving, Texas with an organization with its corporate headquarters located in Little Rock, Arkansas;
- the challenge of integrating the business cultures of Valor with the new management team principally comprised of former Alltel employees, which may prove to be incompatible; and
- the need to retain key officers and personnel of Spinco and Valor.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of one or more of Spinco and Valor s businesses. Following completion of the merger, Windstream s new senior management team, which will be put into place by virtue of the merger, may be required to devote

considerable amounts of time to this integration process, which will decrease the time they will have to manage the business of Windstream, service existing customers, attract new customers and develop new products or strategies. If Windstream s senior management is not able to effectively manage the integration process, or if any significant business activities are interrupted as a result of the integration process, Windstream s business could suffer.

Spinco and Valor cannot assure you that they will successfully or cost-effectively integrate the Valor businesses and the existing businesses of Spinco. The failure to do so could have a material adverse effect on Windstream s business, financial condition and results of operations following completion of the merger.

After the close of the transaction, sales of Windstream common stock may negatively affect its market price.

The market price of Windstream common stock could decline as a result of sales of a large number of shares of Windstream common stock in the market after the completion of the merger or the perception that these sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for Windstream to obtain additional capital by selling equity securities in the future at a time and at a price that Windstream deems appropriate.

Immediately after the merger, Alltel stockholders will collectively hold, in the aggregate, approximately 85% of Windstream common stock on a fully diluted basis. Currently, Alltel stock is included in index funds tied to the Standard & Poor s 500 Index or other stock indices and institutional investors subject to various investing guidelines. Because Windstream will not be included in these indices at the time of the merger or may not meet the investing guidelines of some of these institutional investors, these index funds and institutional investors may be required to sell Windstream common stock that they receive in the spin-off. These sales may negatively affect Windstream s common stock price.

Regulatory agencies may delay or impose conditions on approval of the spin-off and the merger, which may diminish the anticipated benefits of the merger.

Completion of the spin-off and merger is conditioned upon the receipt of required government consents, approvals, orders and authorizations. While Valor and Spinco intend to pursue vigorously all required governmental approvals and do not know of any reason why they would not be able to obtain the necessary approvals in a timely manner, the requirement to receive these approvals before the spin-off and merger could delay the completion of the spin-off and merger, possibly for a significant period of time after Valor stockholders have approved the merger proposals at the annual meeting. In addition, these governmental agencies may attempt to condition their approval of the merger on the imposition of conditions that could have an adverse effect on Windstream s operating results or the value of Windstream s common stock after the spin-off and merger are completed. Any delay in the completion of the spin-off and merger could diminish anticipated benefits of the spin-off and merger or result in additional transaction costs, loss of revenue or other effects associated with uncertainty about the transaction. Any uncertainty over the ability of the companies to complete the spin-off and merger could make it more difficult for Spinco and Valor to retain key employees or to pursue business strategies. In addition, until the spin-off and merger are completed, the attention of Spinco and Valor management may be diverted from ongoing business concerns and regular business responsibilities to the extent management is focused on matters relating to the transaction, such as obtaining regulatory approvals.

Some of the directors, officers and stockholders of Valor have interests that may be different from, or in addition to, the interests of Valor stockholders.

In considering the Valor Board of Directors determination to approve the merger agreement and to recommend that Valor stockholders vote to adopt the merger agreement and to take the other recommended

actions, Valor stockholders should be aware of potential conflicts of interest of, and the benefits available to, certain Valor stockholders, directors and officers. These stockholders, directors and officers may have interests in the merger that may be different from, or in addition to, the interests of Valor stockholders as a result of, among other things:

- arrangements regarding the appointment of directors and officers of Valor;

- restrictions upon certain restricted shares under Valor stock plans issued prior to the date of the merger agreement, including those held by executive officers and directors, will lapse; and

- modifications to employment and severance arrangements maintained for Valor executive officers that may result in increased benefits to such officers.

You should read The Transactions Interests of Certain Persons in the Merger on page [ ] for a more complete description of the interests and benefits listed above.

The merger agreement contains provisions that may discourage other companies from trying to acquire Valor.

The merger agreement contains provisions that may discourage a third party from submitting a business combination proposal to Valor that might result in greater value to Valor stockholders than the merger. The merger agreement generally prohibits Valor from soliciting any acquisition proposal. In addition, if the merger agreement is terminated by Valor or Alltel in circumstances that obligate Valor to pay a termination fee and to reimburse transaction expenses to Alltel, Valor s financial condition may be adversely affected as a result of the payment of the termination fee and transaction expenses, which might deter third parties from proposing alternative business combination proposals.

If the spin-off does not constitute a tax-free spin-off under section 355 of the Code or the merger does not constitute a tax-free reorganization under section 368(a) of the Code, either as a result of actions taken in connection with the spin-off or the merger or as a result of subsequent acquisitions of stock of Alltel or stock of Windstream, then Alltel, Windstream and/or Alltel stockholders may be responsible for payment of United States federal income taxes.

The spin-off and merger are conditioned upon Alltel s receipt of a private letter ruling from the IRS (which Alltel received on April 7, 2006) to the effect that the spin-off, including (i) the contribution of the wireline business to Spinco, (ii) the receipt by Alltel of Spinco debt securities and the special dividend and (iii) the exchange by Alltel of Spinco debt securities for Alltel debt, will qualify as tax-free to Alltel, Spinco and the Alltel stockholders for United States federal income tax purposes under Sections 355 and 368 and related provisions of the Code. Although a private letter ruling from the IRS generally is binding on the IRS, if the factual representations or assumptions made in the letter ruling request are untrue or incomplete in any material respect, then Alltel and Windstream will not be able to rely on the ruling.

The spin-off and merger are also conditioned upon the receipt by Alltel of an opinion of Skadden, Arps, Slate, Meagher & Flom LLP, counsel to Alltel, to the effect that the spin-off will be tax-free to Alltel, Spinco and the stockholders of Alltel under Section 355 and other related provisions of the Code. The opinion will rely on the IRS letter ruling as to matters covered by the ruling. Lastly, the spin-off and the merger are conditioned on Alltel s receipt of an opinion of Skadden, Arps, Slate, Meagher & Flom LLP and Valor s receipt of an opinion of Kirkland & Ellis LLP, counsel to Valor, each to the effect that the merger will be treated as a tax-free reorganization within the meaning of Section 368(a) of the Code. All of these opinions will be based on, among other things, current law and certain representations and assumptions as to factual matters made by Alltel, Spinco and Valor. Any change in currently applicable law, which may or may not be retroactive, or the failure of any factual representation or assumption to be true, correct and complete in all material respects, could adversely affect the conclusions reached by counsel in its opinion. The opinions will not be binding on the IRS or the courts, and the IRS or the courts may not agree with the opinions.

The spin-off would become taxable to Alltel pursuant to Section 355(e) of the Code if 50% or more of the shares of either Alltel common stock or Spinco common stock (including common stock of Windstream, as a successor to Spinco) were acquired, directly or indirectly, as part of a plan or series of related transactions that included the spin-off. Because the Alltel stockholders will own more than 50% of the Windstream common stock following the merger, the merger, standing alone, will not cause the spin-off to be taxable to Alltel under Section 355(e). However, if the IRS were to determine that other acquisitions of Alltel common stock or Windstream common stock, either before or after the spin-off and the merger, were part of a plan or series of related transactions that included the spin-off, such determination could result in the recognition of gain by Alltel under Section 355(e). In any such case, the gain recognized by Alltel likely would include the entire fair market value of the stock of Spinco, and thus would be very substantial. In connection with the request for the IRS private letter rulings and the opinion of Alltel s counsel, Alltel has represented that the spin-off is not part of any such plan or series of related transactions.

In certain circumstances, under the merger agreement, Windstream would be required to indemnify Alltel against tax-related losses to Alltel that arise as a result of a disqualifying action taken by Windstream or its subsidiaries after the distribution. See Risk Factors Risks Relating to Windstream s Business After the Merger Windstream may be affected by significant restrictions after the merger and The Merger Agreement Tax Matters. If Alltel should recognize gain on the spin-off for reasons not related to a disqualifying action by Windstream, Alltel would not be entitled to be indemnified under the merger agreement. Even if Section 355(e) were to cause the spin-off to be taxable to Alltel, the spin-off would remain tax-free to Alltel s stockholders.

See Certain United States Federal Income Tax Consequences of the Spin-Off and the Merger beginning on page [ ].

Failure to complete the merger could adversely impact the market price of Valor common stock as well as Valor s business and operating results.

If the merger is not completed for any reason, the price of Valor common stock may decline to the extent that the market price of Valor common stock reflects positive market assumptions that the spin-off and the merger will be completed and the related benefits will be realized. Valor may also be subject to additional risks if the merger is not completed, including:

- depending on the reasons for termination of the merger agreement, the requirement that Valor pay Alltel a termination fee of $35 million;
- substantial costs related to the merger, such as legal, accounting, filing, financial advisory and financial printing fees, must be paid regardless of whether the merger is completed; and
- potential disruption to the businesses of Valor and distraction of its workforce and management team.

Valor Stockholders will have a reduced ownership and voting interest after the merger and will exercise less influence over management.

After the merger s completion, Valor stockholders will own a significantly smaller percentage of Windstream than they currently own of Valor. Following completion of the merger, Valor s stockholders will own approximately 15% of Windstream on a fully-diluted basis. Consequently, Valor stockholders, as a group, will be able to exercise less influence over the management and policies of Windstream than they currently exercise over the management and policies of Valor.

Risks Relating to Windstream s Business After the Merger

Following completion of the merger, Windstream will face intense competition in its businesses from many sources, including Alltel, that could reduce its market share or adversely affect its financial performance.

Substantial and increasing competition exists in the wireline communications industry. Some of Windstream s incumbent local exchange carrier (ILEC) operations have experienced, and will continue to experience, competition in their local service areas. Sources of competition to Windstream s local service business will include, but are not limited to, wireless communications providers, resellers of local exchange services, interexchange carriers, satellite transmission service providers, cable television companies, competitive access service providers, including, without limitation, those utilizing Unbundled Network Elements-Platform or UNE-P, and voice-over-Internet-protocol, or VoIP, and providers using other emerging technologies.

Competition, mainly from wireless and broadband substitution, has caused a reduction in the number of Valor and Spinco s access lines and generally has caused pricing pressure in the industry. As wireless carriers, including Alltel, continue to expand and improve their network coverage while lowering their prices, some customers choose to stop using traditional wireline phone service and instead rely solely on wireless service. We anticipate that this trend toward solely using wireless services will continue, particularly if wireless service rates continue to decline and the quality of wireless services improves. Like Alltel, many of these wireless carriers are substantially larger and will have greater financial resources and superior brand recognition than Windstream. There can be no assurances that Windstream will be able to compete successfully with Alltel or such other wireless carriers. Technological developments in cellular telephone, personal communications services, digital microwave, satellite, broadband radio services, local multipoint distribution services, meshed wireless fidelity, or WiFi, and other wireless technologies are expected to permit the further development of alternatives to traditional wireline communications services. In the future, it is expected that the number of access lines served by Windstream will continue to be adversely affected by wireless and broadband substitution and that industry-wide pricing pressure will continue.

Cable television companies deploying a cable modem service will represent Windstream s principal competitors for broadband Internet access. As of December 31, 2005 cable modem competition existed in exchanges representing 45 percent of Valor s access lines and in exchanges representing 85 percent of Spinco s access lines, representing 79 percent of the total combined access lines.

Competition could adversely impact us in several ways, including (i) the loss of customers and market share, (ii) the possibility of customers reducing their usage of our services or shifting to less profitable services, (iii) our need to lower prices or increase marketing expenses to remain competitive and (iv) our inability to diversify by successfully offering new products or services.

Following completion of the merger, Windstream could be harmed by rapid changes in technology.

The communications industry is experiencing significant technological changes, particularly in the areas of VoIP, data transmission and wireless communications. Some of Windstream s competitors may enjoy network advantages that will enable them to provide services more efficiently or at lower cost. Rapid changes in technology could result in the development of products or services that compete with or displace those offered by traditional local exchange carriers. Windstream may not be able to obtain timely access to new technology on satisfactory terms or incorporate new technology into its systems in a cost effective manner, or at all. If Windstream cannot develop new products to keep pace with technological advances, or if such products are not widely embraced by its customers, Windstream could be adversely impacted.

Windstream will provide services to its customers over access lines, and if it loses access lines like Spinco and Valor historically have, its revenues, earnings and cash flow from operations could be adversely affected.

Windstream s business will generate revenue by delivering voice and data services over access lines. Spinco and Valor have each experienced net access line loss over the past few years, and during the year ended December 31, 2005, the number of access lines they served collectively declined by 4 percent due to a number of factors, including increased competition and wireless and broadband substitution. Following the merger, Windstream is expected to continue to experience net access line loss in its markets for an unforeseen period

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of time. Windstream s inability to retain access lines could adversely affect its revenues, earnings and cash flow from operations.

Windstream will be subject to various forms of regulation from the Federal Communications Commission and the regulatory commissions in the 16 states in which it will operate.

As a provider of wireline communication services, Valor and Spinco will have been granted operating authority by each of the 16 states in which they conduct ILEC and CLEC operations. Following completion of the merger, Windstream will be subject to various forms of regulation from the regulatory commissions in each of these 16 states as well as from the FCC. State regulatory commissions have primary jurisdiction over local and intrastate services including to some extent, the rates that Windstream will charge customers, including, without limitation, other telecommunications companies, and service quality standards. The FCC has primary jurisdiction over interstate services including the rates that Windstream will charge other telecommunications companies that will use its network and other issues related to interstate service. These regulations will restrict Windstream s ability to adjust rates to reflect market conditions and will impact its ability to compete and respond to changing industry conditions.

Future revenues, costs, and capital investment in Windstream s wireline business could be adversely affected by material changes to these regulations, including, but not limited to, changes in inter-carrier compensation, state and federal Universal Service Fund (USF) support, UNE and UNE-P pricing and requirements, and VoIP regulation. Federal and state communications laws may be amended in the future, and other laws may affect Windstream s business. In addition, certain laws and regulations applicable to Windstream and its competitors may be, and have been, challenged in the courts and could be changed at any time. We cannot predict future developments or changes to the regulatory environment, or the impact such developments or changes would have.

In addition, these regulations could create significant compliance costs for Windstream. Delays in obtaining certifications and regulatory approvals could cause it to incur substantial legal and administrative expenses, and conditions imposed in connection with such approvals could adversely affect the rates that Windstream is able to charge its customers. Windstream s business also may be impacted by legislation and regulation imposing new or greater obligations related to assisting law enforcement, bolstering homeland security, minimizing environmental impacts, or addressing other issues that impact Windstream s business. For example, existing provisions of the Communications Assistance for Law Enforcement Act require communications carriers to ensure that their equipment, facilities, and services are able to facilitate authorized electronic surveillance. Windstream s compliance costs will increase if future legislation, regulations or orders continue to increase its obligations.

In 2005, Valor and Spinco received 22.8% and 5.8% of their respective revenues from state and federal Universal Service Funds, and any adverse regulatory developments with respect to these funds could adversely affect Windstream s profitability following completion of the merger.

Valor and Spinco receive state and federal USF revenues to support the high cost of providing affordable telecommunications services in rural markets. Such support payments constituted 22.8% and 5.8% of Valor and Spinco s revenues, respectively, for the year ended December 31, 2005.

Following completion of the merger, Windstream will be required to make contributions to state and federal USFs each year. Current state and federal regulations allow Windstream to recover these contributions by including a surcharge on its customers bills. If state and/or federal regulations change, and Windstream becomes ineligible to receive support, such support is reduced, or Windstream becomes unable to recover the amounts it contributes to the state and federal USFs from its customers, its earnings and cash flow from operations would be directly and adversely affected.

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You may not receive the level of dividends provided for in the dividend policy Windstream s Board of Directors will adopt upon the closing of the merger or any dividends at all.

The Board of Directors of Windstream will adopt a dividend policy, effective upon the closing of the merger, which reflects an intention to distribute a substantial portion of the cash generated by Windstream s business in excess of operating needs, interest and principal payments on Windstream s indebtedness, capital expenditures, taxes and future reserves, if any, as regular quarterly dividends to Windstream stockholders. See The Transactions Dividend Policy of Windstream. The Board of Directors of Windstream may, in its discretion, amend or repeal this dividend policy. Windstream s initial dividend policy is based upon Alltel and Valor s current assessment of Windstream s business and the environment in which it will operate, and that assessment could change based on competitive or technological developments (which could, for example, increase its need for capital expenditures) or new growth opportunities. In addition, future dividends with respect to shares of Windstream common stock, if any, will depend on, among other things, Windstream s cash flows, cash requirements, financial condition, contractual restrictions, provisions of applicable law and other factors that Windstream s Board of Directors may deem relevant. The Windstream Board of Directors may decrease the level of dividends provided for in the dividend policy or discontinue the payment of dividends entirely. Windstream s senior secured credit facility and notes are expected to contain significant restrictions on its ability to make dividend payments. We cannot assure you that Windstream will generate sufficient cash from continuing operations in the future, or have sufficient surplus or net profits, as the case may be, under Delaware law, to pay dividends on its common stock in accordance with the dividend policy adopted by the Windstream Board of Directors. The reduction or elimination of dividends may negatively affect the market price of Windstream s common stock.

Windstream s substantial indebtedness could adversely affect its operations and financial condition.

Although Windstream s leverage ratio of debt to operating income before depreciation and amortization will be substantially lower after the merger than Valor s current leverage ratio, Windstream will have substantial indebtedness following completion of the merger. As currently contemplated and as described in Financing of Windstream beginning on page [ ], it is expected that Windstream will have approximately $5.5 billion in consolidated debt after the closing of the transaction. This indebtedness could have important consequences to Windstream, such as:

- limiting its operational flexibility due to the covenants contained in its debt agreements;
- limiting its ability to invest operating cash flow in its business due to debt service requirements;
- limiting its ability to compete with companies that are not as highly leveraged and that may be better positioned to withstand economic downturns;
- increasing its vulnerability to economic downturns and changing market conditions; and
- to the extent that Windstream s debt is subject to floating interest rates, increasing its vulnerability to fluctuations in market interest rates.

Windstream expects to generate sufficient funds to pay its expenses and to pay the principal and interest on its outstanding debt from its operations. Windstream s ability to meet its expenses and debt service obligations will depend on its future performance, which will be affected by financial, business, economic and other factors, including potential changes in customer preferences, the success of product and marketing innovation and pressure from competitors. If Windstream does not have enough money to meet its debt service obligations, it may be required to refinance all or part of its existing debt, sell assets or borrow more money. Windstream may not be able to, at any given time, refinance its debt, sell assets or borrow more money on terms acceptable to it.

Windstream will be subject to restrictive debt covenants, which may restrict its operational flexibility.

After the merger, Windstream s credit facilities and senior unsecured notes will contain covenants that restrict its ability with respect to the incurrence of additional indebtedness, liens, capital expenditures, loans

and investments and will limit its ability to take certain action with respect to dividends and payments in respect of capital stock, and will limit its ability to enter into mergers, consolidations, acquisitions, asset dispositions and will place restrictions on other matters generally restricted in senior secured loan agreements. After the merger, the new credit facilities will also require the company to maintain specified financial ratios and satisfy financial condition tests. Windstream s ability to meet those financial ratios and tests may be affected by events beyond its control, and we cannot assure you that it will meet those ratios and tests. A breach of any of these covenants, ratios, tests or restrictions could result in an event of default under the new credit facilities and the notes, in which case, the lenders and/or holders of the notes could elect to declare all amounts outstanding to be immediately due and payable and the lenders could terminate its commitments to extend additional loans. If the lenders under the new credit facilities and/or the holders of the notes accelerate the payment of the indebtedness, we cannot assure you that Windstream s assets would be sufficient to repay in full the indebtedness and any other indebtedness that would become due as a result of any acceleration.

Windstream will likely incur a significant one-time charge relating to the integration of the operations of Valor with Spinco that could materially and adversely affect the future results of operations of Windstream following the merger.

We are developing a plan to integrate the operations of Valor with Spinco after the merger. We anticipate that Windstream will incur a one-time charge to earnings of approximately $30 million to $50 million in connection with the transactions contemplated by the spin-off and the merger. We will not be able to quantify the exact amount of this charge or the time at which it will be incurred until after the merger is completed. The amount of the charge may be significantly different than the current estimate, and the charge may have a material and adverse effect on the results of operations of Windstream in the period in which it is recorded.

Windstream may be affected by significant restrictions following the merger with respect to certain actions that could jeopardize the tax-free status of the spin-off or the merger.

Even if the spin-off otherwise qualifies as a spin-off under Section 355 of the Internal Revenue Code, the distribution of Valor common stock to the exchange agent for the benefit of Alltel stockholders in connection with the spin-off and the merger may not qualify as tax-free to Alltel under Section 355(e) of the Internal Revenue Code if 50% or more of the stock of Alltel or Spinco (including Windstream as a successor to Spinco) is acquired as part of a plan or series of related transactions that includes the spin-off.

The merger agreement restricts Windstream from taking certain actions that could cause the spin-off to be taxable to Alltel under Section 355(e) or otherwise jeopardize the tax-free status of the spin-off or the merger (which the merger agreement refers to as disqualifying actions), including:

- generally, for two years after the spin-off, taking, or permitting any of its subsidiaries to take, an action that might be a disqualifying action without receiving the prior consent of Alltel;

- for two years after the spin-off, entering into any agreement, understanding or arrangement or engaging in any substantial negotiations with respect to any transaction involving the acquisition of Windstream stock or the issuance of shares of Windstream s stock, or options to acquire or other rights in respect of such stock, in excess of a permitted basket of 71,130,989 shares (as adjusted for stock splits, stock dividends, recapitalizations, reclassifications and similar transactions), unless, generally, the shares are issued to qualifying Windstream employees or retirement plans, each in accordance with safe harbors under regulations issued by the IRS;

- for two years after the spin-off, repurchasing Windstream s shares, except to the extent consistent with guidance issued by the IRS;

- for two years after the spin-off, permitting certain wholly-owned subsidiaries that were wholly-owned subsidiaries of Spinco at the time of the spin-off to cease the active conduct of the Spinco business to the extent so conducted by those subsidiaries immediately prior to the spin-off; and

for two years after the spin-off, voluntarily dissolving, liquidating, merging or consolidating with any other person, unless (i) Windstream is the survivor of the merger or consolidation or (ii) prior to undertaking such action, Windstream receives the prior consent of Alltel.

Nevertheless, Windstream will be permitted to take any of the actions described above in the event that the IRS has granted a favorable ruling to Alltel or Valor as to the effect of such action on the tax-free status of the transactions described in this document. To the extent that the tax-free status of the transactions is lost because of a disqualifying action taken by Windstream or any of its subsidiaries after the distribution date (except to the extent that Alltel has delivered a previous determination to Windstream permitting such action), Windstream generally will be required to indemnify, defend and hold harmless Alltel and its subsidiaries (or any successor to any of them) from and against any and all resulting tax-related losses incurred by Alltel.

Because of these restrictions, Windstream may be limited in the amount of stock that it can issue to make acquisitions or raise additional capital in the two years subsequent to the spin-off and merger. Also, Windstream s indemnity obligation to Alltel might discourage, delay or prevent a change of control during this two-year period that stockholders of Windstream may consider favorable. See The Merger Agreement on page [ ]; The Tax Sharing Agreement on page [ ] and Certain United States Federal Income Tax Consequences of the Spin-Off and the Merger beginning on page [ ].

Rapid and significant changes in technology could require Windstream to significantly increase capital investment or could result in reduced demand for its services.

New communication technologies may impact Windstream s wireline business. For example, Windstream may be unable to retain existing customers who decide to replace their wireline telephone service with wireless telephone service. Furthermore, the development and deployment of cable and DSL broadband technology will likely result in additional local telephone line losses for Windstream as its customers shift from dial-up data services to high-speed data services. In addition, VoIP technology, which operates on broadband technology, now provides Windstream s competitors with a low-cost alternative to access the home and provide local telephone voice services to Windstream s wireline customers. The proliferation of replacement technologies impacting its wireline business could require Windstream to make significant additional capital investment or could result in reduced demand for its services, both of which could adversely impact its financial performance and results of operations.

Disruption in Windstream s networks and infrastructure may cause it to lose customers and incur additional expenses.

To be successful, Windstream will need to continue to provide its customers with reliable service over its networks. Some of the risks to Windstream s networks and infrastructure include: physical damage to access lines, breaches of security, capacity limitations, power surges or outages, software defects and disruptions beyond Windstream s control, such as natural disasters and acts of terrorism.

From time to time in the ordinary course of business, Windstream will experience short disruptions in its service due to factors such as cable damage, inclement weather and service failures of its third party service providers. We cannot assure you that Windstream will not experience more significant disruptions in the future. Disruptions may cause interruptions in service or reduced capacity for customers, either of which could cause Windstream to lose customers and incur expenses, and thereby adversely affect Windstream s business, revenue and cash flow.

Weak economic conditions may decrease demand for Windstream s services.

Windstream will be sensitive to economic conditions and downturns in the economy. Downturns in the economies and vendor concentration in the markets Windstream serves could cause its existing customers to reduce their purchases of Windstream s basic and enhanced services and make it difficult for Windstream to obtain new customers.

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THE TRANSACTIONS

On December 9, 2005, Alltel and Valor announced that they entered into a transaction providing for the spin-off of Alltel s wireline telecommunications business and the merger of such business with and into Valor. In order to effect the spin-off and merger, Alltel, Spinco and Valor entered into a number of agreements, including a Distribution Agreement between Alltel and Spinco and an Agreement and Plan of Merger among Alltel, Spinco and Valor. These agreements, which are described in greater detail in this proxy statement/prospectus-information statement, provide for (i) the separation of Alltel s wireline telecommunications business and certain related business operations, (ii) the contribution of such assets to Spinco, (iii) the distribution of all of the shares of capital stock of Spinco to a third-party exchange agent to be held for the benefit of Alltel stockholders on a pro rata basis, (iv) the merger of Spinco with and into Valor, with Valor continuing as the surviving corporation and (v) the conversion of Spinco shares into shares of Valor common stock.

The Spin-Off

As part of the spin-off, Alltel will engage in a series of preliminary restructuring transactions to effect the transfer to Spinco s subsidiaries of all of the assets relating to Alltel s wireline telecommunications business and the transfer to Alltel of all assets not relating to such business. Following these preliminary restructuring transactions, and immediately prior to the effective time of the merger, Alltel will contribute all of the stock of the Spinco subsidiaries to Spinco (which we will refer to as the contribution) in exchange for:

- the issuance to Alltel of Spinco common stock to be distributed in the spin-off (which we will refer to as the distribution),

- the payment of a special dividend to Alltel in an amount not to exceed Alltel s tax basis in Spinco (which equals approximately $2.4 billion as of June 30, 2005), which Alltel will use to repurchase stock pursuant to a special stock buyback program authorized by the Alltel Board of Directors in connection with the spin-off, to repay outstanding indebtedness, or both, within one year following the spin-off, and

- the distribution by Spinco to Alltel of certain Spinco debt securities (which we will refer to as the exchange notes), which Alltel intends to exchange for outstanding Alltel debt securities or otherwise transfer to Alltel s creditors representing approximately $1.538 billion in debt reduction to Alltel.

As a result of the transactions, Alltel will receive approximately $4.2 billion of combined cash proceeds and debt reduction through the special dividend, the distribution of the exchange notes and the assumption by Windstream on a consolidated basis of approximately $261 million in existing Spinco debt securities. The $4.2 billion amount of total cash proceeds and debt reduction realized by Alltel in the transaction was determined in the negotiations between Alltel and Valor regarding the overall valuation of the transaction. The $1.538 billion in debt reduction which Alltel will receive in connection with the exchange notes represents the difference between (x) the total cash proceeds and debt reduction to Alltel ($4.2 billion), and (y) the approximate amount of the special dividend ($2.4 billion) plus the approximate amount in existing Spinco debt securities to be assumed by Windstream ($261 million).

Prior to the distribution, Spinco will consummate certain financing transactions pursuant to which it will incur approximately $3.965 billion in indebtedness through (1) borrowings under a new senior secured credit agreement or the issuance of senior unsecured debt securities in an offering under Rule 144A, promulgated under the Securities Act of 1933, as amended and (2) the distribution of the exchange notes to Alltel. All proceeds of the financing will be used to pay the consideration to be received by Alltel for the contribution (through payment of the special dividend and distribution of the exchange notes) and to pay related fees and expenses. For a more complete discussion of the financing of Windstream see Financing of Windstream beginning on page [ ].

After the contribution and immediately prior to the merger, Alltel will spin-off Spinco by distributing all of the shares of Spinco common stock to a third-party exchange agent to be held for the benefit of Alltel stockholders on a pro rata basis. Such shares will be immediately converted into that number of shares of

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Valor common stock Alltel stockholders will be entitled to receive in the merger. As a result, Alltel stockholders will never hold shares of Spinco common stock.

The Merger

In the merger, Spinco will merge with and into Valor in accordance with the terms of the merger agreement. Valor will survive the merger as a stand-alone company holding and conducting the combined business operations of Valor and Spinco. Immediately following the merger, Valor will change its name to Windstream Corporation and its common stock will be quoted on the New York Stock Exchange under the symbol WIN . For ease of reference, throughout this proxy statement/prospectus-information statement we will refer to Windstream Corporation, the new company formed by the merger of Valor and Spinco, as Windstream.

Alltel stockholders will be entitled to receive a number of shares of Valor common stock to be determined based on the calculation set forth below in the section titled Calculation of Merger Consideration. Holders of Alltel common stock will not be required to pay for the shares of Valor common stock they receive and will also retain all of their shares of Alltel common stock. Existing shares of Valor common stock will remain outstanding.

By virtue of the merger, Windstream will assume $261.0 million in Alltel debt and $400.0 million in outstanding Valor debt securities. Windstream will also borrow approximately $781.0 million under its new senior secured credit facility in order to prepay the amounts outstanding under Valor s existing credit facility. These amounts, together with the $3.965 billion in financings consummated by Spinco prior to the merger and certain expenses related to the transaction, will result in Windstream having approximately $5.5 billion in total debt immediately following completion of the merger. It is expected that Windstream will use proceeds from its new senior secured credit facilities to refinance approximately $81.0 million of Alltel s outstanding bonds (plus an additional approximately $9.5 million in related make-whole premiums) and to purchase any of Valor s outstanding bonds that may be tendered pursuant to the terms thereof as a result of the merger. However, no Valor bonds are expected to be tendered as a result of the merger as their current trading price exceeds the put price. The trading price of the bonds was $106.05 as of April 3, 2006 versus a put price of $101.

Calculation of Merger Consideration

The merger agreement provides that Valor will issue in the aggregate to holders of Alltel common stock a number of Valor shares equal to (a) the number of shares of Valor common stock outstanding as of the effective time of the merger multiplied by (b) 5.667. For ease of reference, we will refer to the product of this equation as the aggregate merger consideration. Pursuant to the distribution agreement, Alltel and Spinco have elected to distribute one share of Spinco common stock to the exchange agent for the benefit of Alltel stockholders for each share of Alltel common stock outstanding on [ ], 2006, the record date for the spinoff. Each share of Spinco common stock held by the exchange agent will be converted into the right to receive a number of Valor shares equal to the aggregate merger consideration, divided by the number of Alltel shares outstanding as of the record date for the spin-off. For ease of reference, we will refer to the product of this equation as the per share merger consideration.

Neither the aggregate merger consideration nor the per share merger consideration will be adjusted in the event of a decline in the value of the Alltel wireline telecommunications business that is being contributed to Spinco. If the value of this business declines after Valor stockholders approve the merger proposals, the market price of Windstream common stock following completion of the merger will be less than Valor stockholders anticipated when they voted to approve the merger proposals. In this event, there will also be no adjustment of the aggregate merger consideration, or the per share merger consideration.

It is presently estimated that Valor will issue in the aggregate approximately 405 million shares of common stock to Alltel stockholders pursuant to the merger, or approximately 1.04 shares of Valor common stock (subject to variation as a result of compensatory equity grants and other issuances) for each share of Alltel common stock outstanding as of the record date for the spin-off. Given that these amounts are

calculated based on the number of shares of Alltel common stock outstanding as of the record date for the spin-off and Valor common stock outstanding at the effective time of the merger, the actual number of shares of Valor common stock to be issued will not be determined until the effective time, and there is no maximum or minimum number of shares that will be issued. However, the calculation of the merger consideration set forth in the merger agreement is structured so that, regardless of the number of Valor shares and Spinco shares outstanding immediately prior to the effective time of the merger, when the merger is completed, Alltel stockholders will collectively own approximately 85%, and Valor s stockholders will collectively own approximately 15%, of the shares of common stock of Windstream on a fully diluted basis. The following illustration sets forth the manner in which these estimated amounts were calculated:

For purposes of this calculation only it is assumed that the effective time of the merger occurred on April 1, 2006. On April 1, 2006 there were 388,857,700 shares of Alltel common stock outstanding and 71,096,887 fully-diluted shares of Valor common stock outstanding.

Step 1: Calculate the aggregate merger consideration. The merger agreement provides that Valor will issue to holders of Alltel common stock a number of Valor shares equal to the number of fully-diluted shares of Valor common stock outstanding as of the effective time of the merger multiplied by 5.667. As of April 1, 2006 there were 71,096,887 shares of Valor common stock outstanding. Therefore to determine the aggregate merger consideration we must multiply 71,096,887 by 5.667, which equals 402,906,058.63 shares.

Step 2: Determine number of Spinco shares outstanding. Pursuant to the distribution agreement Alltel and Spinco have determined that one share of Spinco common stock will be issued for each share of Alltel common stock outstanding on [ ], 2006, the record date for the spin-off. Assuming for purposes of this illustration only that 388,857,700 shares of Alltel common stock will be outstanding as of such date, there will be 388,857,700 shares of Spinco common stock outstanding as of the effective time of the merger.

Step 3: Calculate the per share merger consideration. The merger agreement provides that each share of Spinco common stock will be converted into the right to receive a number of Valor shares equal to the aggregate merger consideration, divided by the number of Spinco shares outstanding as the effective time of the merger. In this illustration the aggregate merger consideration equals 402,906,058.63 shares and the number of Spinco shares outstanding as of the effective time is 388,857,700. Hence, to determine the per share merger consideration we must divide 402,906,058.63 by 388,857,700, which equals approximately 1.04.

Based on the foregoing, it is currently estimated that Alltel stockholders will receive approximately 1.04 shares of Valor common stock in exchange for each Alltel share such stockholder owns on the record date for the spin-off and that Valor will be obligated to issue in the aggregate 402,906,058.63 shares of Valor common stock to Alltel stockholders. This issuance would result in Alltel stockholders collectively owning approximately 85%, and Valor s stockholders will collectively own approximately 15%, of the shares of common stock of Windstream on a fully diluted basis following completion of the merger.

The following table set forth the values used in the above calculation:

Valor Common Stock Outstanding (fully-diluted)	Spinco Common Stock Outstanding	Aggregate Merger Consideration	Approximate per Share Merger Consideration
71,096,887	388,857,700	402,906,058.63	1.04

The actual number of shares of Valor common stock outstanding as of the effective time of the merger will likely be different than the number of shares outstanding as of April 1, 2006 (as set forth in the above illustration) as a result

of compensatory equity grants and other issuances of Valor common stock. Any change in the number of shares outstanding will cause the aggregate merger consideration to be different from that set forth in the above illustration. In addition, the actual number of shares of Spinco common stock distributed to Alltel stockholders may be different than as set forth in the above illustration as a result of compensation equity grants and other issuances of Alltel common stock. Any change in the number of shares of Spinco

common stock distributed will cause the per merger consideration to change. However, the calculation of the merger consideration is structured so that following completion of the merger Alltel stockholders will collectively own approximately 85%, and Valor s stockholders will collectively own approximately 15%, of the shares of common stock of Windstream on a fully diluted basis notwithstanding such issuances.

We encourage you to carefully read the merger agreement and the distribution agreement which are attached as Annexes A and B to this proxy statement/ prospectus-information statement and incorporated herein by reference, respectively, because they set forth the terms of the merger and the distribution of shares of Spinco common stock to Alltel s common stockholders.

Background of the Merger

In pursuing strategies to enhance stockholder value, Valor regularly considered opportunities for strategic business combinations. Valor received and responded to requests for potential transaction proposals from third parties operating rural local exchange carriers and actively pursued possible business combination transactions with those third parties. In addition, from time to time, Valor s senior management engaged in informal discussions regarding possible business combination transactions with their counterparts at other telecommunications companies. Generally in these informal discussions, Valor and the other company would sign a non-disclosure agreement and then share financial information. However, after analysis of the financial information and other factors, and after discussions with the Valor Board of Directors, none of these informal discussions progressed beyond this initial analysis, and no formal negotiations on prices, terms and conditions occurred between Valor and the other parties.

Valor previously chose not to pursue other possible transactions for a variety of reasons such as: 1) the potential transaction was not viewed as accretive to Valor; 2) the potential transaction did not make operational sense for Valor because target company lacked sufficiently concentrated operations, or operated in regions distant from Valor s current operating territory; 3) concerns over the business fundamentals of the potential target company, including the level of competition it faced; and 4) failure to agree on prices, terms or conditions.

Valor s Board of Directors received regular updates from management concerning Valor s transaction opportunities, and the topic of potential strategic transactions was a recurring agenda item at most board meetings. At various times, and most recently in August 2005, senior management invited Valor s financial advisors (other than the financial advisors that rendered opinions to the Board of Directors of Valor in connection with the merger) to provide the Board of Directors with a comprehensive overview of the potential financial and stockholder benefits of various transactional opportunities between Valor and other rural local exchange carriers.

Alltel announced in January 2005 that it would undertake a thorough review of the strategic alternatives available to its wireline business. Since the inception of Valor s business operations in July 2000, Valor has had a relationship with Alltel, which provides Valor with outsourced operational support services, including billing and customer care systems. Following the Alltel announcement, and in the context of this long-standing business relationship, at various times members of Valor s Board of Directors and senior management contacted members of Alltel s senior management team to express interest in Alltel s strategic review process, and to inquire about potential opportunities for a business combination between Valor and Alltel s wireline business. Valor s financial advisors kept the company informed regarding the Alltel process and its potential implications to Valor.

As the Alltel review process progressed, Valor s financial advisors recommended that the timing was appropriate for Valor to initiate a preliminary meeting with representatives of Alltel to further discuss a possible transaction. In August 2005, Anthony J. de Nicola, Valor s Chairman of the Board, contacted Scott Ford, Alltel s President and Chief Executive Officer, to schedule a meeting between the companies. On September 13, 2005, Mr. de Nicola and John J. Mueller, Valor s Chief Executive Officer, met in Little Rock, Arkansas with Mr. Ford and Jeffrey H. Fox, Alltel s Group President Shared Services. At that meeting, Mr. Mueller presented information prepared by Valor management on Valor s operations and the potential operational and financial benefits of a strategic transaction between Valor and Alltel. Mr. Ford stated that

Alltel was considering initiating an active process to explore strategic options for repositioning its wireline assets and invited Valor to consider participating in such a process were it to occur. At a September 14, 2005 meeting of Valor s Board of Directors, Mr. Mueller advised the Board on the meeting between Alltel and Valor senior management, and described the process that Alltel planned to undertake and the potential for a strategic combination between Valor and the Alltel wireline business. The Board of Directors authorized Valor management to participate in a potential Alltel process.

On September 22, 2005, Alltel announced its intention to begin a formal process to assess the market environment for a strategic repositioning of its wireline business. On that date, Valor and Alltel executed a non-disclosure agreement. Thereafter, on September 28, 2005, Valor received an information book, which provided detailed financial and operational information on Alltel s wireline business and other related operating units it proposed to separate. Under separate cover, Valor received correspondence from Alltel s financial advisors on September 30, 2005 inviting Valor to participate in a review of a potential merger with Alltel s wireline business units and related ancillary operations in conjunction with the separation of those operations from Alltel s wireless operations. The correspondence indicated that Alltel would consider merger proposals that met certain principal objectives, including ensuring tax-free treatment of the transaction, maximizing Alltel stockholder value, establishing an appropriate capital structure, implementing a sustainable dividend policy and consummating an acceptable transaction expeditiously with the least disruption to the wireline business and its employees, suppliers and customers. Alltel requested the submission of detailed proposals no later than October 17, 2005.

In preparation for Valor s participation in the Alltel process, on September 15, 2005 Mr. de Nicola contacted Wachovia Securities to explore the possibility of Wachovia Securities serving as Valor s financial advisor in connection with Valor s evaluation of the Alltel opportunity. On September 28, 2005, Wachovia Securities met with Valor s senior management and several members of its Board to discuss a proposed framework for developing a proposal for Alltel s wireline business. Wachovia Securities presented issues for Valor to consider in developing its proposal that included financial analyses of comparable public companies, projections of operating statistics and valuations for a stand-alone Alltel wireline entity and preliminary valuation analyses for a combination of Alltel and Valor under various scenarios. On October 15, 2005, Valor and Wachovia Securities executed an engagement letter and non-disclosure agreement.

On October 10, 2005, the Valor Board of Directors held a special meeting, the purpose of which was for management to update the Board on the Alltel process and the potential participation of Valor in that process. At this meeting, the Board adopted a resolution authorizing Valor to evaluate the Alltel materials and to prepare and submit a proposal to Alltel. The Board also approved and ratified Valor s engagement of legal, financial, tax and accounting experts to aid in the evaluation of the Alltel opportunity and to assist Valor in the preparation of its proposal. Finally, the Board approved the creation of the Special Finance Committee, the purpose of which was to assist management with respect to the Alltel opportunity and to provide information on the Alltel process to the remainder of the Board. The members of the Special Finance Committee were Mr. de Nicola, and Board members Norman Alpert and Edward Heffernan.

On October 14, 2005, the Special Finance Committee met with members of Valor senior management and Wachovia Securities representatives to discuss the status of the preparation of Valor s response to Alltel. Wachovia Securities met with the Special Finance Committee to address the various financial issues raised by Valor s proposed response to Alltel, including issues of valuation of Valor and benefits to stockholders of Alltel and Valor. Valor s management also updated the Special Finance Committee on its analysis of potential synergies that might result from a merger of Valor and Alltel s wireline business.

On October 17, 2005, Valor submitted to Alltel a preliminary proposal containing the terms of a potential merger between Valor and Alltel s wireline business and its related ancillary operations. The Valor offer contained the following key terms:

stock for stock merger;

82/18 relative post-merger ownership percentage between Alltel and Valor shareholders;

$5.3 billion in debt (3 times leverage);

- Alltel to receive $4.1 billion in cash and debt relief;
- post-merger dividend of $1 per share;
- 65% dividend payout; and
- flexibility on governance and management arrangements.

Alltel s information book contained certain terms that Alltel expected in the proposals, and the Valor offer reflected the fact that Alltel was soliciting competing bids from several entities.

Beginning on October 25 and continuing through October 26, 2005, representatives of Valor and Alltel and their respective financial advisors met in Little Rock, Arkansas. During these meetings, Valor and Alltel made management presentations, began preliminary due diligence relating to the other s businesses and explored the possible synergies of a potential merger of Valor and Alltel s wireline business. Thereafter, Valor and Alltel provided each other with access to documents for the purpose of continued due diligence.

On November 3, 2005 the Valor Board of Directors held a regularly scheduled meeting. During this meeting, Wachovia Securities provided the Board with an update on the Alltel process and updated the Board with respect to the terms and benefits of a potential merger.

On November 11, 2005, Alltel s financial advisors scheduled a meeting with Mr. de Nicola and Wachovia Securities representatives, and provided them with a preliminary term sheet in response to Valor s October 17, 2005 submission. The Alltel term sheet outlined the material terms upon which Alltel would be willing to merge the Alltel wireline business with Valor including:

- spin-off of the Alltel wireline business and its merger with Valor on a tax-free basis to Alltel, Valor and their respective shareholders;
- Alltel to receive a cash dividend up to its tax basis in Spinco of approximately $2.4 billion;
- Alltel to exchange approximately $1.5 billion of its parent-level debt for Spinco debt securities, and the merged company assumes $0.3 billion of Spinco debt;
- 86/14 post-merger ownership percentage between Alltel and Valor shareholders;
- post-merger dividend of $1.00 per Alltel equivalent share;
- Valor designates one Board seat;
- Alltel designates the post-merger management team; and
- Valor s largest shareholders (Welsh, Carson, Anderson & Stowe, Vestar Capital Partners and Citicorp Venture Capital) agree to an irrevocable voting agreement to support the transaction and agree to a six month lock-up agreement.

At various times following the November 11, 2005 meeting, Mr. Ford and Mr. de Nicola discussed the differences between each company s proposal. In these discussions, and in other communications between the parties financial advisors during the period of November 11-14, 2005, certain fundamental economic terms were negotiated, including, among other terms, the percentage of ownership that Valor and Alltel stockholders would have in the surviving corporation following the merger, the dividend pay-out ratio, the appropriate debt capitalization of the company, the amount of the annual dividend, and the number of Windstream board of director positions that would be allocated to pre-merger Valor directors in Windstream.

On November 16, 2005, the Special Finance Committee of the Valor Board of Directors met with members of Valor s senior management and representatives of Wachovia Securities in order to review the current status of the

potential Alltel transaction. Representatives of Wachovia Securities highlighted the differences between the terms proposed by Valor and those proposed by Alltel. Mr. de Nicola then updated the Committee on the status of the discussions on merger terms between him and Mr. Ford, as well as other discussions between the parties financial advisors where they attempted to resolve differences between the parties economic terms. The Committee discussed with Wachovia Securities the terms on which Valor and

Alltel could potentially reach agreement, and discussed whether those terms would be fair to Valor s stockholders. The Committee also considered, in light of current and expected future market conditions and risks, whether other potential transactional opportunities would produce superior benefits to Valor s stockholders. After substantial discussion, the Committee members recommended that management attempt to complete a merger agreement with Alltel. Wachovia Securities preliminarily advised the Committee that it believed, subject to further review and analysis, it would be able to render an opinion to Valor s Board of Directors that a merger on the discussed terms was fair from a financial point of view to Valor and its stockholders. The Committee also determined that it was a best practice of sound corporate governance for the Committee to recommend that the Board of Directors engage another advisor to provide the Board with a second fairness opinion.

Following the meeting of the Valor Special Finance Committee, Mr. de Nicola communicated Valor s merger terms to Mr. Ford. Valor accepted the terms proposed by Alltel on November 11, 2005, with the following exceptions:

- 85/15 post-merger ownership percentage between Alltel and Valor shareholders;
- Post-merger dividend of $1 per share;
- Only Welsh, Carson, Anderson & Stowe and Vestar Capital Partners agree to a voting agreement to support the transaction, and Welsh Carson agrees to a three month lock-up, subject to an agreement for the orderly sale of their stock following expiration of the lock-up; and,
- Spinco to pay the transaction fees of Alltel and Spinco, and Valor to assume responsibility for payment of its transaction fees.

Thereafter, Mr. Ford communicated to Mr. de Nicola Alltel s preliminary acceptance of Valor s proposed modifications to the merger terms presented on November 11, 2005, subject to completion of definitive agreements and final approval by Alltel s board of directors.

On November 18, 2005, the Valor Board of Directors held a special meeting to discuss the potential Alltel transaction. Wachovia Securities provided the Board with an overview of the proposed transaction, including the principal economic terms upon which Valor and Alltel had reached a preliminary agreement. Wachovia Securities made a presentation to the Board showing the estimated valuation and the potential stockholder value of the proposed merger. Kirkland & Ellis LLP, Valor s legal advisor, discussed the Board s obligations under Delaware law. Thereafter, the Board adopted a resolution authorizing management to take all necessary and appropriate steps required to complete a merger agreement with Alltel, including the completion of due diligence and the retention of any necessary advisors.

On November 18, 2005, Alltel s financial advisors provided Valor s management and financial advisors with the draft of a merger agreement and distribution agreement and on December 3, 2005, with a draft of a tax sharing agreement. From November 21 through December 8, 2005, management, legal and financial representatives for Valor and Alltel met numerous times, engaged in numerous conference calls and exchanged drafts to negotiate the merger agreement, various other ancillary agreements and other legal, tax and regulatory issues. In addition, Valor finalized its due diligence with respect to the Alltel wireline business, including submission of follow-up due diligence requests and meeting with members of the Alltel management team with respect to various legal, business and financial issues.

On November 29, 2005, members of the Valor and Alltel management teams met in Dallas, Texas. The purpose of the meeting was to allow various members of Alltel s management team to meet with their Valor counterparts to discuss specific issues related to discrete operational and administrative aspects of Valor s business. On November 30 through December 1, 2005, Valor and Alltel continued their discussions in Little Rock, Arkansas. Members of Valor s management team, and its legal, financial and accounting advisors, continued Valor s legal, business, tax and accounting due diligence. In addition, Alltel management provided Valor management and its legal and financial advisors with an overview of prospective, post-merger inter-company agreements between Alltel s wireline and wireless businesses, as well as discussing other potential operational details regarding a combined Valor Alltel wireline entity.

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On November 30 and December 2, 2005, the Special Finance Committee of the Valor Board met. During both meetings, counsel from Kirkland & Ellis LLP reviewed the status of the negotiations on the merger agreement and ancillary agreements, and addressed material open issues in those negotiations, including:

Certainty of closing;

Dividend and cash issues;

Termination fees;

Tax indemnification issues;

Spinco employee benefits issues; and,

Valor participation in decisions regarding the separation of the Alltel wireline business.

Also, members of Valor management and the company s various advisors updated the Committee on the status of Valor s business, legal, tax and accounting due diligence on Alltel.

Valor engaged Bear, Stearns & Co. Inc. on December 5, 2005 to provide an independent opinion on the fairness of the potential merger. Bear Stearns met with members of Alltel s management, and it conducted an independent review of financial information regarding Valor and the Alltel wireline business and the merger documentation.

On December 6, 2005, the Valor Board met again to review the possible merger with the Alltel wireline business. Members of Valor s senior management team, and its legal, tax, accounting and financial advisors, made preliminary presentations to the Board regarding the results of their business, legal, tax and accounting due diligence of the Alltel wireline business, valuation analyses, the strategic rationale for the potential merger and the terms and conditions of the merger, including a detailed review of significant open and resolved legal issues. Following the presentation of this information, the Board authorized Valor management to continue to pursue the proposed merger.

Valor and Alltel completed their negotiations of the merger agreement and ancillary documents on December 8, 2005.

The material open issues between the parties were ultimately resolved in the following fashion:

Certainty of closing:

Valor proposed that it have the right to change its recommendation accepting the merger without receiving a superior proposal. Alltel agreed subject to Valor s payment of a $35 million break-up fee under certain circumstances;

Valor proposed that it have the right to terminate the merger agreement to accept a superior proposal. Alltel agreed subject to Valor s agreement to pay a $35 million break-up fee;

Valor proposed a term that would extend the termination date on the merger agreement in order for the parties to obtain financing or required approvals. Valor later withdrew this proposal;

Dividend and cash issues:

Valor proposed that it pay its dividend, including a partial quarter dividend, if applicable, through closing, and Alltel agreed;

Valor proposed that Alltel pay its transaction fees and expenses. Alltel disagreed, and the parties agreed that Spinco would bear all transaction fees and expenses of both Alltel and Spinco, subject to a cap of $115 million;

Termination fees:

After significant negotiation on the amount of and circumstances under which a break-up fee would be payable, Valor agreed to pay a $35 million break-up fee if: 1) it terminates the merger agreement

to accept a superior offer; 2) it changes its recommendation on this merger or recommends another acquisition proposal; or 3) if another party makes an acquisition proposal and either party terminates due to a failure of the shareholder vote or failure to complete the merger within one year, and Valor completes an acquisition or signs a definitive agreement within 12 months thereafter;

Alltel agreed to pay a $35 million break-up fee if: 1) either party terminates the agreement because of failure to complete the merger within one year and the financing condition is not met; or 2) Valor terminates due to a breach by Alltel that results in the financing condition not being met;

Alltel agreed to pay a $20 million break-up fee if: 1) either party terminates the agreement because of failure to complete the merger within one year and the tax ruling is not met; or 2) Valor terminates due to a breach by Alltel that results in the tax ruling not being obtained;

Tax issues:

Gross-up of indemnity payments for taxes due- Valor took the position that no gross-up should occur. The parties ultimately agreed to the gross-up for payments other than those related to universal service fund issues;

Indemnity for pre-closing universal service fund related payments- Valor proposed no indemnification. The parties ultimately agreed to require indemnity, but net of any tax refunds and benefits, and not subject to gross-up;

Indemnity for all other pre-closing income tax liabilities Valor proposed no indemnity and Alltel agreed;

Indemnity for pre-closing other tax liabilities- Valor proposed no indemnification for such payments. The parties ultimately agreed to require indemnification, but Valor will control the decision to contest such taxing decisions and will receive the benefit of any favorable ruling in such proceedings;

Stock issuance by surviving company in the first two years after closing- Valor proposed a basket with no requirement of Alltel to consent and no indemnity attached. The parties agreed to a 10% basket, without consent or indemnity attached;

Spinco employee benefits issues:

Valor proposed specific identification of all active and retired employees allocated to Spinco. Alltel agreed, subject to the ability of the Steering Committee to evaluate additions or changes, and to Valor consent;

In negotiations on pensions and benefits plans, Valor was able to confirm that the plans were fully funded and that Spinco s financial statements and projections incorporated the liabilities associated with the Spinco employees. Also, Valor confirmed the intention of Spinco to replicate existing Alltel plans, and Valor ensured the protection of its employees under such plans;

New Spinco equity grants will dilute Valor and Spinco shareholders in a proportionate manner;

Shares tendered to Valor by its employees to satisfy tax obligations on stock grants vesting on January 1, 2006 were excluded from the calculation of fully diluted shares for purposes of calculating the merger exchange ratio;

Valor s proposed retention and severance plan was accepted by Alltel without modifications; and,

Valor participation in decisions regarding the separation of the Alltel wireline business:

Valor proposed that a Steering Committee be formed, and that the Steering Committee have access to and involvement in all material aspects of the separation of assets, subject to Valor consent if any decision individually or in the aggregate would have a material and adverse impact on Valor. Alltel accepted this

proposal.

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Later that day, the Valor Board of Directors met to review the final terms and conditions of the merger agreement and received final reports regarding the business, legal, tax and accounting due diligence from Valor s senior management team, and its legal, tax, accounting and financial advisors. The Board discussed other potential strategic alternatives that Valor had reviewed prior to exploring the Alltel opportunity and that might be available to Valor, including remaining as a separate independent entity and considered such potential alternatives and the proposed Alltel transaction. At this meeting, the Board also received oral and written opinions of Wachovia Securities and Bear Stearns, that as of December 8, 2005, and based upon and subject to the factors, qualifications, judgments and assumptions set forth in the written opinions, the aggregate consideration to be issued by Valor in the merger was fair from a financial point of view to Valor and its stockholders. Following further discussion, the Valor Board unanimously determined that the merger was in the best interests of Valor and its stockholders, approved the merger and the merger agreement, the distribution agreement, the tax sharing agreement and related ancillary agreements, authorized the filing of all necessary regulatory applications and consents on behalf of Valor, authorized the preparation and filing of a Registration Statement on Form S-4, and directed Valor s management to take all other actions necessary to effectuate the completion of the merger. It also approved the issuance of shares of Valor s common stock in connection with the merger. In addition, Valor s Compensation Committee approved certain retention and severance benefits that are being provided to retain employees in connection with the merger.

The parties signed the merger agreement on December 8, 2005. Before the opening of trading on the New York Stock Exchange on December 9, 2005, the parties issued press releases announcing the execution of the merger agreement.

Valor s Reasons for the Merger

The following discussion of the information and factors discussed by the Valor Board of Directors is not meant to be exhaustive but is believed to include all material factors considered by it in reaching its determination that the Valor Spinco merger is fair to and in the best interests of Valor and its stockholders. The Board of Directors did not quantify or attach any particular weight to the various factors that it considered in reaching its determination that the terms of the merger are fair to, and in the best interests of, Valor and Valor stockholders. Rather, the Board of Directors viewed its position as being based on the totality of the information presented to and considered by it. As a result of the consideration of the foregoing and other relevant considerations, the Board of Directors determined that the merger, including the terms of the merger agreement, distribution agreement and the other agreements relating to the merger, are fair to, and in the best interests of, Valor and its stockholders.

In reaching its recommendation, the Board considered the future prospects of Valor on a standalone basis, and whether the proposed merger would provide potentially greater benefit to Valor and its shareholders. It analyzed the current and historical financial condition and results of operations of Valor and other rural wireline telecommunications carriers, and specifically the fact that Valor, consistent with the rest of the wireline telecommunications industry, had experienced declining access lines and flat to declining total revenues, and that these trends did not appear likely to reverse in the future. The Board also considered the increased competitive activity experienced by Valor from cable television providers, wireless carriers and other competitive local exchange carriers, and the fact this competitive activity may increase in the future with the advent of new technologies and applications, such as Voice over Internet Protocol (VoIP). In analyzing the benefits of the proposed merger, the Board considered the prospects and strategic objectives of Valor, namely to: 1) increase penetration of our DSL, Long Distance and Bundles, leading to higher revenue per access line; 2) control expenses; 3) effectively deploy capital; and 4) pursue strategic transactions.

Given the Valor-specific and industry risks identified above, and trends in the industry in which Valor operates, the Board determined Valor would have a better opportunity to achieve its objectives through a transaction with Alltel given, among other factors: the increased scale and scope of the combined company, their complementary rural markets, their common billing and customer care platform and the better diversification of customers, revenues and earnings across a broader geographic area that would result from the merger. The Board believed that because of its size, the combined company would have greater viability in the investment community and that the size and financial metrics of the new company would open up

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opportunities with investment funds that today do not consider Valor on a standalone basis. Also, the Board considered where the combined company s stock would trade, and it was the opinion of the Board and its financial advisors that the combined company would trade at a much lower yield than Valor. Moreover, the merger positions the combined company as an industry consolidator.

The Board of Directors also considered the strategic options available to Valor, including other potential transactional opportunities, and the risks and uncertainties associated with such alternatives. The Board felt that it had considered numerous potential business combinations with companies comparable in size to or smaller than Valor, and that none of those potential combinations made financial sense for Valor. Moreover, it did not believe that there were actionable and available transactions that would produce similar or better results for Valor shareholders in the same timeframe as the proposed merger. Also, the Board discussed whether an auction of Valor would produce a better outcome for shareholders, and it was the consensus of the Board that an auction would not produce a better offer. The Board took comfort in the fact that it could terminate the merger agreement and pay a termination fee should Valor receive an offer that its board of directors determines in good faith is superior to Alltel s while the merger was pending.

In the course of their discussions, both Valor and Alltel recognized that there were substantial potential strategic and financial benefits of the proposed merger. The completed merger should provide Valor stockholders with a modest premium over current share price, and Valor s current stockholders may have an opportunity to improve their long-term returns by creating a leading rural-focused wireline company and one of the largest local telecommunications carriers in the United States.

The footprint of Alltel s rural markets and the states in which it operates are highly complementary to Valor s rural market footprint, and Alltel will bring high quality rural assets to the combined company. With over 3.4 million access lines in sixteen states as of December 31, 2005, Windstream will be one of the largest local telecommunications carriers in the United States, and the largest local telecommunications carrier primarily focused on rural markets. As a result, Windstream will have significantly greater size and scale than what Valor enjoys today.

Since the inception of Valor s business operations in July 2000, Valor has had a relationship with Alltel, which provides Valor with outsourced operational support services, including a billing and customer care platform. The fact that the companies share a common billing and customer care platform may ease the business integration of Valor and Spinco, and may reduce the costs and risks associated with the integration.

Because of increased size and economies of scale, Windstream should have greater financial flexibility to develop and deploy products, expand the capacity of its network, respond to competitive pressures and implement future transactions. Windstream s increased size, economies of scale and total capabilities are also expected to enable it to improve the cost structure for its products and services, enhancing its ability to offer services and compete profitably. The post-merger company will have better diversification of customers, revenues and earnings across a broader geographic area. It also should have the ability to better leverage existing infrastructure, creating cost savings opportunities, financial flexibility and potential for further value creation.

The Board considered issues such as the amount of debt that the merged company would assume and the agreements between Spinco and Alltel. The pro forma capital structure of Windstream results in lower debt leverage and lower cost of capital, which should reduce the overall financial risk of the combined company. Also, the combined company will have a lower dividend payout ratio than Valor. With respect to the agreements between Alltel and Spinco, the Valor Board examined those arrangements in total, and determined that the overall financial impact of those arrangements was not disadvantageous to Spinco.

Valor believes that Windstream will benefit substantially from capital investment, cost and revenue synergies. Valor and Alltel estimate the annual value of these synergies at approximately $40.0 million. Approximately $30 million of these synergies are the result of reduced employee and related costs associated with eliminating duplicative functions and consolidating back-office functions, which will result in reduced combined sales and marketing costs and general and administrative costs. The remaining $10 million of expected synergies will result from anticipated volume discounts and the benefits of increased purchasing

capacity expected to result from Windstream s increased size and scale and a reduction in the costs associated with office space, real estate and facilities as duplicative facilities are consolidated.

The foregoing estimates were developed by the senior managements of Valor and Alltel during their due diligence reviews and were based primarily on anticipated employee reductions and the associated reduction in operating costs, including overhead and facilities costs. The expected terms for realizing potential sources of synergies and cost savings vary because of the variety of sources within each category, such that some are estimated to affect results of operations in the short term and others over the long term.

The actual synergistic benefits from the merger and costs of integration could be different from the foregoing estimates, and these differences could be material. Accordingly, there can be no assurance that any of the potential benefits described above or included in the factors considered by the Valor Board of Directors will be realized. See Risk Factors Risks Relating to the Spin-Off and the Merger.

Valor Board of Directors Recommendation to Valor Stockholders

The Valor Communications Group, Inc. Board of Directors has unanimously approved the merger agreement and unanimously recommends that the Valor stockholders vote FOR the proposals to adopt the merger agreement, approve the amendment of the Valor organizational documents in their entirety pursuant to the merger and approve the issuance of Valor common stock pursuant to the merger, each of which is necessary to effect the merger, as well as FOR the adoption of the 2006 Equity Incentive Plan (which is conditioned on stockholder approval of the merger proposals).

Opinion of Valor s Financial Advisor Wachovia Securities

Valor s Board of Directors retained Wachovia Securities on October 15, 2005 to act as its financial advisor and to provide a fairness opinion in connection with the transactions contemplated by the merger agreement. Valor s Board of Directors selected Wachovia Securities to act as its financial advisor based on Wachovia Securities qualifications, expertise and reputation. At the meeting of Valor s Board of Directors on December 8, 2005, Wachovia Securities rendered its oral opinion, subsequently confirmed in writing on December 8, that as of December 8, 2005, and subject to and based on the assumptions made, procedures followed, matters considered and limitations of the review undertaken in such opinion, the aggregate merger consideration to be paid by Valor pursuant to the merger agreement was fair, from a financial point of view, to Valor and its stockholders.

The full text of the written opinion of Wachovia Securities which sets forth the assumptions made, matters considered and limitations on the opinion and on the review undertaken in connection with the opinion, is attached as Annex D-1. The opinion of Wachovia Securities is for the information and use of the Board of Directors of Valor in connection with its consideration of the merger and relates only to the fairness, from a financial point of view, of the aggregate merger consideration to Valor and its stockholders. This opinion does not and shall not constitute a recommendation to any holder of Valor common stock as to how such holder should vote in connection with the merger agreement or any other matter related thereto. You should carefully read the opinion in its entirety.

In arriving at its opinion, Wachovia Securities, among other things:

Reviewed the merger agreement, including the financial terms of the merger, and the agreements contemplated thereby;

Reviewed Annual Reports on Form 10-K of Alltel for the three fiscal years ended December 31, 2004; Annual Reports on Form 10-K of Valor for the fiscal year ended December 31, 2004; certain interim reports to stockholders and Quarterly Reports on Form 10-Q of Alltel and Valor; and certain business, financial, and other information regarding each of Alltel and Valor that was publicly available;

Reviewed certain business, financial, and other information regarding Valor and its prospects that was furnished to Wachovia Securities by, and discussed with, the management of Valor, including projections for Valor for the four years ended December 31, 2008;

Reviewed certain business, financial, and other information regarding Alltel and Spinco and their prospects that were furnished to Wachovia Securities by, and discussed with, the management of Alltel and Spinco, including projections for Alltel and Spinco for the three years ended December 31, 2007;

Reviewed the stock price and trading history of Valor common stock;

Compared the available business, financial, and other information regarding each of Valor and Spinco with similar information regarding certain publicly traded companies that Wachovia Securities deemed relevant;

Compared the proposed financial terms of the merger agreement with the financial terms of certain other business combinations and transactions that Wachovia Securities deemed relevant;

Developed discounted cash flow models for each of Valor and Spinco based upon estimates provided by the management of each of Valor and Spinco, as to each of Valor and Spinco respectively, and certain estimates discussed with the management of Valor;

Reviewed the potential pro forma impact of the merger on Valor s financial statements;

Considered other information such as financial, economic and market criteria that Wachovia Securities deemed relevant; and

Participated in the discussions and negotiations among representatives of Valor and Alltel and their respective financial and legal advisors that resulted in the merger agreement.

In connection with its review, Wachovia Securities assumed and relied upon the accuracy and completeness of the foregoing financial and other information and did not and does not assume any responsibility for, nor did it conduct, any independent verification of such information. Wachovia Securities relied upon the assurances of the management of Valor and Alltel that they were not aware of any facts or circumstances that would make such information about Valor or Alltel inaccurate or misleading.

Wachovia Securities has been provided with prospective financial information, including post-merger synergies, for Valor and Spinco by each of their managements, respectively. Wachovia Securities was also provided with prospective financial information of Spinco by Alltel, including cost allocations by Alltel to Spinco. Wachovia Securities discussed such prospective financial information, as well as the assumptions upon which they are based, with the management of each of Valor, Alltel and Spinco. Wachovia Securities assumed that the forecasts, estimates, judgments, and all assumptions expressed by the management of each of Valor, Alltel and Spinco in such projections have been reasonably formulated and that they were the best available forecasts, estimates, judgments, allocations and assumptions of each of the respective managements of Valor, Alltel and Spinco regarding such projections. Wachovia Securities also assumed that the cost allocations by Alltel to Spinco provided to Wachovia Securities by Alltel reflect the true standalone costs that Spinco will experience following the merger. Wachovia Securities discussed certain estimates for Valor and for Spinco, and the reasonableness of the assumptions upon which they are based, with the management of Valor. The Board of Directors of Valor did not place any limitations on Wachovia Securities in conducting its analysis of the merger in connection with rendering its fairness opinion. The Board of Directors of Valor did not ask Wachovia Securities to, nor did Wachovia Securities, explore or conduct a review of strategic alternatives for Valor. Wachovia Securities has not conducted any physical inspection or assessment of the facilities or assets of Valor, Alltel or Spinco. In addition, Wachovia Securities has not made an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or off-balance sheet assets and liabilities) of

Valor, Alltel or Spinco or any of their respective subsidiaries and has not been furnished with any such evaluations or appraisals.

In rendering its opinion, Wachovia Securities assumed that the merger will be consummated on the terms described in the merger agreement and the agreements contemplated thereby without waiver of any material

terms or conditions, and that each party to the merger agreement and the agreements contemplated thereby will perform all of the covenants and agreements required to be performed by it thereunder without any consents or waivers of the other parties thereto. Wachovia Securities also assumed that in the course of obtaining any necessary legal, regulatory or third party consents and/or approvals, no restrictions will be imposed or delay will be suffered that will have a material adverse effect on Valor, or on the merger or on other actions contemplated by the merger agreement in any way meaningful to Wachovia Securities analysis. Wachovia Securities further assumed that the merger agreement and the agreements contemplated thereby will not differ in any material respect from the drafts furnished to and reviewed by Wachovia Securities. In addition, Wachovia Securities has assumed that the merger and the distribution to Spinco will be tax-free, for United States federal income tax purposes.

The summary set forth below does not purport to be a complete description of the analyses performed by Wachovia Securities, but describes, in summary form, the material elements of the presentation that Wachovia Securities made to Valor s Board of Directors on December 8, 2005, in connection with Wachovia Securities fairness opinion. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to a partial analysis or summary description. In arriving at its opinion, Wachovia Securities considered the results of all of its analyses as a whole and did not attribute any particular weight to any analysis or factor considered by it. The analyses described below must be considered as a whole, and considering portions of these analyses, without considering all of them, would create an incomplete view of the process underlying Wachovia Securities analyses and opinion. Wachovia Securities reached a single conclusion as to fairness based on its experience and professional judgment and its analysis as a whole. This fairness conclusion was communicated to the Valor Board of Directors. Wachovia Securities does not, as part of its process, isolate various analyses and reach separate conclusions with respect to their relative significance and relevance.

Wachovia Securities chose to perform the financial analyses that it performed in connection with the transaction based on its experience and professional judgment. These analyses were performed solely as a part of Wachovia Securities analysis of the fairness, from a financial point of view, to Valor and its stockholders, as of the date of the opinion, of the aggregate merger consideration paid by Valor pursuant to the terms of the merger agreement and were conducted in connection with the delivery by Wachovia Securities of its fairness opinion to the Valor Board of Directors.

Valuation of Valor on a Stand-Alone Basis

In conducting its analysis, Wachovia Securities used five methodologies to determine the valuation of Valor as a stand-alone entity. The five methodologies used to determine the value of Valor on a stand-alone basis included: historic stock trading analysis; comparable companies analysis; selected transactions analysis; premiums paid analysis and discounted cash flow and were developed and applied collectively. Consequently, each individual methodology was not given a specific weight, nor can it be viewed individually. Wachovia Securities used these analyses to determine the impact of various operating metrics on the implied equity value of Valor on a stand-alone basis. Each of these analyses yielded a range of implied equity values, and therefore, such implied equity value ranges developed from these analyses must be viewed collectively and not individually.

Historical Stock Trading Analysis. Wachovia Securities reviewed publicly available historical trading prices for shares of Valor common stock for the period beginning on the date of Valor s initial public offering (February 9, 2005) and ending on December 6, 2005. The purpose of this analysis was to understand the market valuation of Valor since its initial public offering. The trading range of shares of Valor common stock in this period was $11.28 $16.17.

Comparable Companies Analysis. Wachovia Securities compared financial, operating and stock market data of Valor to the following publicly traded companies that participate predominantly, or in part, in the regional telecommunications industry: CenturyTel, Cincinnati Bell, Commonwealth Telephone, Iowa Telecommunications, Citizens Communications, Fairpoint Communications, and Consolidated Communications. The multiples and ratios of each of the selected publicly traded companies were based upon the most recent

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publicly available information. Specifically, Wachovia Securities focused on three multiples, including enterprise value (defined as a company s market capitalization plus debt, less cash) to the estimated earnings before interest, taxes, depreciation and amortization (EBITDA); equity value (defined as a company s market capitalization) to the estimated free cash flow (defined as net income plus depreciation and amortization, plus non-cash charges, minus capital expenditures), and enterprise value per access line. After eliminating the high and low data points across each of the three trading multiples for the group of comparable companies, Wachovia Securities applied the reference multiple range to Valor s operating metrics of 2005(E) EBITDA, free cash flow and access lines to determine Valor s implied equity value per share.

The following table presents the most relevant analyses of the selected publicly traded companies:

	Low	High	Median	Mean	Reference Multiple Range	Implied Valor Equity Value per Share
Enterprise Value to 2005(E) EBITDA (earnings before interest, taxes, depreciation and amortization)	5.5x	8.3x	6.9x	6.9x	6.1x - 7.8x	$7.64 - $14.29
Equity Value to 2005(E) Free Cash Flow	6.3x	9.5x	8.0x	8.0x	7.0 - 9.3x	$12.75 - $16.97
Enterprise Value per Access Line	$3,158.4	$4,509.1	$3,675.0	$3,678.8	$3,175 - 4,153	$7.32 - $14.46

With regard to the comparable companies analysis summarized above, Wachovia Securities selected comparable publicly traded companies on the basis of various factors, including the size of the public company and the similarity of the lines of business. No public company used as a comparison, however, is identical to Valor. Accordingly, these analyses are not purely mathematical, but also involve complex considerations and judgments concerning the differences in financial and operating characteristics of the comparable companies and other factors. These factors could affect the public trading value of the comparable companies to which Valor is being compared.

Selected Transactions Analysis. Using publicly available information and analysis prepared by Wachovia Securities, Wachovia Securities examined selected transactions involving companies with similar types of operations as Valor announced from December 1999 to November 2004. The selected transactions were:

Target	Acquiror
NTELOS	Quadrangle/CVC
Verizon Communications Hawaii	The Carlyle Group
TXU Communications	Consolidated Communications
Illinois Consolidated Telephone Co.	Homebase Acquisition Corp.
Conestoga Enterprises	D&E Communications
Verizon KY	ALLTEL
Verizon AL, MO	CenturyTel
Kerrville Communications	VALOR Telecom
Global Crossing ILEC	Citizens Communications
GTE Corp. (Illinois)	Citizens Communications

In performing this analysis, Wachovia Securities determined the multiples of enterprise value (defined as equity value plus net debt) to the last twelve months (LTM) of EBITDA and enterprise value per access line for each of the selected transactions. From this data, Wachovia Securities developed a reference multiple range, which it applied to each of Valor s LTM EBITDA and access lines to calculate an implied equity value per share. The following table presents the most relevant analyses of these transactions:

	Low	High	Median	Reference Multiple Range	Implied Equity Value per Share
Enterprise Value to LTM (last twelve months) EBITDA	6.0x	9.4x	7.4x	6.5x - 7.5x	$9.15 - $13.01
Enterprise Value per Access Line	$2,334	$4,370	$3,137	$3,250 - $4,000	$7.86 - $13.34

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Because the market conditions, rationale and circumstances surrounding each of the transactions analyzed were specific to each transaction and because of the inherent differences between Valor s businesses, operations and prospects and those of the comparable acquired companies, Wachovia Securities believed that it was inappropriate to, and therefore did not, rely solely on the quantitative results of the analysis. Accordingly, Wachovia Securities also made qualitative judgments concerning differences between the characteristics of these transactions (including market conditions, rationale and circumstances surrounding each of the transactions, and the timing, type and size of each of the transactions) and the merger that could affect Valor s acquisition value.

Premiums Paid Analysis. Based on publicly available information, Wachovia Securities analyzed the premiums paid in selected comparable transactions involving publicly traded companies as of thirty (30) days prior to the announcement date of each transaction. The selected comparable transactions are as follows:

Target	Acquiror
First National Bankshares FL	Fifth Third Bancorp
Varco International Inc.	National-Oilwell Inc.
Artesyn Technologies Inc.	Bel Fuse Inc.
Cornerstone Realty Income Trust	Colonial Properties Trust
Veritas Software Corp.	Symantec Corp.
Public Svc Enterprise Group Inc.	Exelon Corp.
Gillette Co.	Procter & Gamble Co.
AT&T Co.	SBC Communications Inc.
Great Lakes Chemical Corp.	Crompton Corp.
Ask Jeeves Inc.	IAC/ InterActive Corp.
Mykrolis Corp.	Entegris Inc.
Macromedia Inc.	Adobe Systems Inc.
SpectraSite Inc.	American Tower Corp.
Cinergy Corp.	Duke Energy Corp.
Shurgard Storage Centers Inc.	Public Storage Inc.
WFS Financial Inc.	Wachovia Corporation
Westcorp	Wachovia Corporation
Medicis Pharmaceutical Corp.	Mentor Corp.

Wachovia Securities examined change of control, stock-for-stock transactions with equity values greater than $500 million to determine a range of premiums paid in previous transactions of similar size and structure and used this analysis to determine an implied equity value per share of Valor.

The following table presents the results of this analysis:

	Low	High	Median	Mean	Reference Multiple Range	Implied Valor Equity Value per Share
30-Day Premium	(3.4)%	35.8%	16.8%	17.3%	(3.4)% - 35.8%	$12.07 - $16.97

No company utilized in the premiums paid analysis is identical to Valor, nor is any transaction identical to the merger. Therefore, a purely quantitative premiums paid analysis would not be dispositive in the context of the merger, and an appropriate use of such analysis involves qualitative judgments concerning the differences between the characteristics of these transactions and the merger that would affect the value of the selected companies and Valor.

Discounted Cash Flow Analysis of Valor. Wachovia Securities performed a discounted cash flow analysis for Valor on a stand-alone basis based on financial estimates for 2006-2010 provided by the management of Valor and estimates discussed with the management of Valor. Wachovia Securities assumed terminal value multiples ranging from 6.0x to 7.0x EBITDA in calendar year 2010. Wachovia Securities selected this terminal value multiple range based on (i) Wachovia Securities review of trading data for

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comparable public companies, (ii) the implied perpetual growth rates of free cash flow derived from such multiples and the corresponding range of implied perpetual growth rates of free cash flow that Wachovia Securities deemed to be reasonable, and (iii) Wachovia Securities overall professional experience valuing wireline businesses. Wachovia Securities used discount rates ranging from 7.5% to 8.5% after performing a weighted average cost of capital calculation that included reviewing the median risk factor for comparable public companies and was based on a debt-to-total capitalization ratio of 45%. The implied Valor equity value per share ranged from $9.62 $13.15.

Additionally, Wachovia Securities performed a discounted cash flow analysis for Valor on a stand-alone basis based on modified financial estimates for 2006-2010 provided by and discussed with the management of Valor. The modified estimates assumed that Valor s access line loss increased to 4% annually in 2006-2010. Wachovia Securities assumed terminal value multiples ranging from 6.0x to 7.0x EBITDA in calendar year 2010 and discount rates ranging from 7.5% to 8.5%. The implied Valor equity value per share ranged from $8.01 to $11.25.

Implied Percentage Ownership Analysis

Based in part on the valuation of Valor as a stand-alone entity, Wachovia Securities then performed financial analyses to determine the ranges of implied percentage ownership by holders of Valor common stock in the combined company. Wachovia Securities then compared these ranges of implied percentage ownership to the actual post-merger ownership of 15.0% of the combined company by current holders of Valor common stock pursuant to the merger agreement. Specifically, Wachovia Securities took the reference multiple range for each of enterprise value to estimated 2005 access lines; enterprise value to 2005 estimated EBITDA; and equity value to estimated free cash flow, all determined as part of the comparable company analysis described above, and applied those ranges to each of Valor s and Spinco s respective operating metrics to calculate an implied equity value for both Valor and Spinco. Wachovia Securities then calculated Valor s implied equity ownership based on its relative percentage share of equity value to total (Valor plus Spinco) equity value.

Implied Percentage Ownership Analysis based on Comparable Public Companies. Wachovia Securities analyzed the implied equity value of Valor and Spinco using the same comparable companies as in the Valor stand-alone analysis of comparable publicly traded companies.

				Valor Implied Percentage Ownership of Combined Company	
	Reference Multiple Range	**Valor Implied Equity Value**	**Spinco Implied Equity Value 2005(E)**	**Low End of Ranges**	**High End of Ranges**
Enterprise Value per 2005(E) Access Lines	$3,175 - $4,153	$520 - $1,029	$5,024 - $7,841	9.4%	11.6%
Enterprise Value to 2005(E) EBITDA	6.1x - 7.8x	$544 - $1,017	$4,487 - $6,922	10.8%	12.8%
Equity Value to 2005(E) Free Cash Flow	7.0x - 9.3x	$907 - $1,207	$3,558 - $4,734	20.3%	20.3%

Contribution Analysis. Wachovia Securities reviewed Valor and Spinco s respective financial contribution to the combined company with respect to the relative contributions to access lines, EBITDA and free cash flow on an estimated basis for 2005 and on a projected basis for 2006 based on information provided by the managements of Valor, Alltel and Spinco. The results of this analysis indicated the following implied equity contribution by holders of Valor common stock to the combined company:

	Implied Valor %
Access Lines 2005(E)-2006(P)	15.3% - 15.5%
EBITDA 2005(E)-2006(P)	16.3% - 16.3%
Free Cash Flow 2005(E)-2006(P)	20.3% - 21.2%

Debt-Adjusted Contribution Analysis. Wachovia Securities also reviewed Valor and Spinco s respective financial contribution to the combined company with respect to the relative contributions to access lines and

EBITDA on a debt-adjusted basis for 2006 based on information provided by the managements of Valor, Alltel and Spinco and based on a range of values of the combined company reflected by dividend yields of 7%-8%. In this analysis, the enterprise value of the combined company (as implied by a particular dividend yield) was allocated to each of Valor and Alltel based on their relative contributions to access lines and EBITDA and then adjusted by the debt contributed by each company to arrive at an implied equity contribution. The results of this analysis indicated an implied equity contribution by holders of Valor common stock to the combined company of 9.9%-11.0% based on access lines and 11.7%-12.4% based on EBITDA.

Discounted Cash Flow Analysis of Valor and Spinco. Wachovia Securities performed a discounted cash flow analysis for each of Valor and Spinco on a stand-alone basis based on financial estimates for 2006-2010 provided by the managements of each of Valor and Spinco and estimates discussed with the management of Valor.

With respect to Spinco on a stand-alone basis, Wachovia Securities assumed terminal value multiples ranging from 6.0x to 7.0x EBITDA in calendar year 2010 and discount rates ranging from 6.75% to 7.75%. The implied Spinco equity values ranged from $3,923 million to $5,183 million.

With respect to Valor on a stand-alone basis, Wachovia Securities assumed terminal value multiples ranging from 6.0x to 7.0x EBITDA in calendar year 2010 and discount rates ranging from 7.5% to 8.5%. The implied Valor equity values ranged from $684 million to $935 million. Wachovia Securities selected this terminal value multiple range based on (i) Wachovia Securities review of trading data for comparable public companies, (ii) the implied perpetual growth rates of free cash flow derived from such multiples and the corresponding range of implied perpetual growth rates of free cash flow that Wachovia Securities deemed to be reasonable, and (iii) Wachovia Securities overall professional experience valuing wireline businesses. Wachovia Securities calculated the discount ranges applied to the respective cash flows of Spinco and Valor based on a weighed average cost of capital calculation that included reviewing the median risk factor for comparable public companies and was based on a debt-to-total capitalization ratio of 45%.

Using the relevant values from the ranges of the implied equity values resulting from the discounted cash flow analysis for each of Valor and Spinco on a stand-alone basis, Wachovia Securities calculated the following implied percentages of ownership of the combined company by holders of Valor common stock after the merger:

	Low End of Range	High End of Range
Valor	Implied	Ownership
% of Combined Company	14.8%	15.3%

Additionally, Wachovia Securities performed a discounted cash flow analysis for Valor on a stand-alone basis based on modified financial estimates for 2006-2010 provided by and discussed with the management of Valor. The modified estimates assumed that Valor s access line loss increased to 4% annually in 2006-2010. Wachovia Securities assumed terminal value multiples ranging from 6.0x to 7.0x EBITDA in calendar year 2010 and discount rates ranging from 7.5% to 8.5%. The implied Valor equity value per share ranged from $570 million to $800 million.

Using the relevant values from the ranges of the implied equity values resulting from the modified discounted cash flow analysis for Valor and the discounted cash flow analysis of Spinco, each on a stand-alone basis, Wachovia Securities calculated the following implied percentages of ownership of the combined company by holders of Valor common stock after the merger:

	Low End of Range	High End of Range
Valor Implied Ownership % of Combined Company	12.7%	13.4%

Pro Forma Merger Analysis

Wachovia Securities analyzed the pro forma financial impact of the merger on the combined company s share price and discounted cash flow value. This analysis was based on the projected financial performance of each of Valor and

the combined company for 2005-2010 based on information provided by the management of

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each of Valor, Alltel and Spinco to Wachovia Securities and on an estimated 474.2 million outstanding shares. This analysis assumed, among other things, performance by the combined company with the synergies preliminarily estimated jointly by the managements of each of Alltel, Valor and Spinco in the amount of $50 million in 2005 on a pro forma basis and on an actual basis of $21 million in 2006, $48 million in 2007 and $50 million in each of 2008, 2009 and 2010.

Based on the foregoing, Wachovia Securities determined the effects of the merger, including synergies, on the share price of the combined company based on EBITDA, dividend yield and free cash flow as follows:

Share Price Accretion/ Dilution

	Windstream Reference Multiple Range	2005(PF)	2006(P)	2007(P)	2008(P)
EBITDA Multiple	6.5x - 7.5x	23.4% - 35.4%	18.5% - 28.8%	20.2% - 30.7%	20.2% - 30.4%
Dividend Yield	7.0% - 8.0%	8.5% - 14.1%	8.5% - 14.1%	8.5% - 14.1%	8.5% - 14.1%
Free Cash Flow Multiple	6.5x - 9.5x	(21.1)%	(26.6)%	(22.5)%	(23.9%)

In addition, Wachovia Securities determined that the merger, including synergies, would be approximately 1.0%-3.7% accretive to the discounted cash flow equity value of the combined company compared to the discounted equity value of Valor on a stand-alone basis.

Implied Post-Merger Price Per Share Analysis. Wachovia Securities performed an analysis to estimate a range of implied post-merger price per share of Valor common stock based on a range of dividend yields. In conducting its analysis, Wachovia Securities compared certain metrics of the combined company with similar metrics of Commonwealth Telephone, Citizens Communications and CenturyTel. Although none of the selected companies is directly comparable to Valor, Spinco or the combined company, the companies included were chosen because they are publicly traded companies with operations that for purposes of analysis may be considered similar to certain operations of Valor, Spinco and the combined company. Based on this analysis, Wachovia Securities then estimated the implied post-merger price per share of the combined company with respect to a range of dividend yields of 7%-8% resulting in an implied range of share prices of $12.50-$14.29.

In performing its analyses, Wachovia Securities made numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond Valor s control. No company, transaction or business used in the analyses described above is identical to Valor or the proposed merger. Any estimates contained in Wachovia Securities analyses are not necessarily indicative of future results or actual values, which may be significantly more or less favorable than those suggested by these estimates. The analyses performed were prepared solely as a part of Wachovia Securities analysis of the fairness, from a financial point of view, to Valor and its stockholders, of the aggregate merger consideration to be paid by Valor as of the date of the opinion, and subject to and based on the assumptions made, procedures followed, matters considered and limitations of the review undertaken in such opinion, of the aggregate merger consideration to be paid by Valor pursuant to the terms of the merger agreement and were conducted in connection with the delivery by Wachovia Securities of its oral opinion, which was subsequently confirmed in writing, dated December 8, 2005, to the Valor Board of Directors. Wachovia Securities analyses do not purport to be appraisals or to reflect the prices at which Valor common stock might actually trade. The consideration to be paid by Valor pursuant to the merger agreement was determined through negotiations between Valor, Alltel and members of their respective senior management teams and their respective advisors, and was unanimously approved by the Valor Board of Directors. Wachovia Securities did not recommend any specific consideration to the Valor board or that any given consideration constituted the only appropriate consideration for the merger.

Wachovia Securities opinion is necessarily based on economic, market, financial and other conditions as they exist on, and can be evaluated as of, the date thereof. Although subsequent developments may affect its opinion, Wachovia Securities does not have any obligation to update, revise or reaffirm its opinion. Wachovia Securities opinion does not address the merits of the underlying decision by Valor to enter into the merger agreement, including the relative merits of the merger compared with other business strategies or transactions

that may have been considered by Valor s management, its Board of Directors or any committee thereof. Wachovia Securities did not express any opinion with respect to the prices at which Valor common stock will trade following the announcement of the merger or the prices at which Valor common stock will trade following the consummation of the merger.

Wachovia Securities is a trade name of Wachovia Capital Markets, LLC, an investment banking subsidiary and affiliate of Wachovia Corporation. Wachovia Securities has been engaged to render certain financial advisory services to the Board of Directors of Valor in connection with the merger, and will receive a fee for such services, $750,000 of which was payable upon delivery of the fairness opinion, and $5,250,000 of which is payable upon consummation of the merger. In addition, Valor has agreed to reimburse Wachovia Securities reasonable out-of-pocket expenses and indemnify it against certain liabilities that may arise out of its engagement, including liability under the federal securities laws. Wachovia Securities and its affiliates provide a full range of financial advisory, securities and lending services in the ordinary course of business for which it receives customary fees. In connection with unrelated matters, Wachovia Securities and its affiliates (including Wachovia Corporation and its affiliates) in the past have provided financing services to Valor, certain of its affiliates and Alltel and may provide similar or other such services to, and maintain relationships with, Valor, certain of its affiliates and Alltel in the future. Wachovia Securities served as a co-Lead Arranger, Joint Book-Running Manager and Syndication Agent in Valor s $1.67 billion refinancing in October 2004, as a Senior co-Manager for Valor s $440 million initial public offering in February 2005 and as a co-Manager on Valor s $400 million senior unsecured notes offering in February 2005. Wachovia Securities and its affiliates maintain banking, finance and investment relationships with certain affiliates of Valor, including Welsh, Carson, Anderson & Stowe, in certain of whose funds an affiliate of Wachovia Securities invests, and Vestar Capital Partners and certain of their respective portfolio companies. For investment banking and other financial advisory services rendered to Valor over the past two years, Valor has paid Wachovia Securities $5.5 million, which amount includes $750,000 related to the issuance of the fairness opinion discussed herein. Wachovia Securities or one of its affiliates is currently a senior unsecured lender to Alltel. For investment banking and other financial advisory services rendered to Alltel over the past two years, Alltel has paid Wachovia Securities $6.8 million. Additionally, in the ordinary course of its business, Wachovia Securities currently, and in the future may, trade in the debt and equity securities (or related derivative securities) of Valor and Alltel for its own account and for the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities. Wachovia Securities maintains research coverage of the equity securities of Valor and the equity and debt securities of Alltel.

Wachovia Securities fairness opinion is for the information and use of the Board of Directors of Valor in connection with its consideration of the merger. Its fairness opinion does not and shall not constitute a recommendation to any holder of shares of Valor common stock as to how such holder should vote in connection with the Merger Agreement or any other matter related thereto.

Opinion of Valor s Financial Advisor Bear Stearns

Pursuant to an engagement letter, dated December 5, 2005, Valor engaged Bear Stearns to render a fairness opinion in connection with the merger with Spinco. At a meeting of Valor s Board of Directors held on December 8, 2005, at which the Valor Board of Directors considered and approved the merger agreement and the merger, Bear Stearns rendered its oral opinion (which was subsequently confirmed in a written opinion, dated December 8, 2005) that, as of such date and based upon and subject to the matters reviewed with Valor s Board of Directors and the assumptions and limitations contained in the written Bear Stearns opinion, the aggregate consideration to be issued by Valor in the merger was fair, from a financial point of view, to Valor and the stockholders of Valor.

The full text of the Bear Stearns opinion is attached hereto as Annex D-2. The description of the Bear Stearns opinion set forth herein is qualified in its entirety by reference to the full text of the Bear Stearns opinion. Valor s stockholders are urged to read the Bear Stearns opinion in its entirety for a description of the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by Bear Stearns. The Valor Board of Directors did not impose any limitations on the review undertaken by Bear Stearns. The Bear Stearns opinion is subject to the assumptions and conditions contained

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therein and is necessarily based on economic, market and other conditions and the information made available to Bear Stearns as of the date of its opinion. Bear Stearns assumes no responsibility for updating or revising its opinion based on circumstances or events occurring after the date of the Bear Stearns opinion. The Bear Stearns opinion is intended for the benefit and use of the Board of Directors of Valor and does not constitute a recommendation to the Board of Directors of Valor or any holders of Valor common stock as to how to vote or take any other action in connection with the merger. The Bear Stearns opinion did not address Valor s underlying business decision to pursue the merger, the relative merits of the merger as compared to any alternative business strategies that might have existed for Valor or the effects of any other transaction in which Valor might engage.

In the course of performing its review and analyses for rendering its opinion, Bear Stearns:

reviewed the merger agreement and the distribution agreement;

reviewed the voting agreement, dated as of December 8, 2005, among Alltel, Spinco and the stockholders of Valor named therein;

reviewed Valor s Annual Reports on Form 10-K for the year ended December 31, 2004, its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2005, June 30, 2005 and September 30, 2005 and its Current Reports on Form 8-K filed since January 1, 2005;

reviewed Spinco s Draft Audited Financial Statements for the years ended December 31, 2002, 2003 and 2004, its unaudited interim consolidated balance sheet as of September 30, 2005, and the related unaudited interim consolidated income statement and statement of cash flows for the nine months ended September 30, 2005;

reviewed Alltel s Annual Reports on Form 10-K for the years ended December 31, 2002, 2003 and 2004, its Quarterly Reports on Form 10-Q for the quarters ended March 31, 2005, June 30, 2005 and September 30, 2005 and its Current Reports on Form 8-K filed since January 1, 2005;

reviewed certain operating and financial information relating to Valor and Spinco s businesses and prospects (as prepared and furnished to Bear Stearns by Valor and Alltel s senior managements, respectively), including projections for Valor for the six years ended December 31, 2010 as prepared by Valor s senior management and projections for Spinco for the three years ended December 31, 2007 as prepared by Alltel s management as well as certain publicly available research analyst projections for Alltel/ Spinco for the years ended December 31, 2008, 2009 and 2010 (which research analyst projections were reviewed by and discussed with the senior management of Valor);

reviewed certain estimates of cost savings and other synergies estimates expected to result from the merger, as prepared and provided to Bear Stearns by Valor s senior management and discussed with Alltel s senior management, including persons who will become members of Windstream s senior management;

met with certain members of Valor and Alltel s senior management, including persons who will become members of Windstream s senior management, to discuss Valor and Spinco s respective businesses, operations, historical and projected financial results and future prospects;

reviewed the historical prices, trading multiples and trading volume of the common shares of Valor;

reviewed publicly available financial data, stock market performance data and trading multiples of companies which Bear Stearns deemed generally comparable to Valor and Spinco, as appropriate;

reviewed the terms of recent mergers and acquisitions involving companies which Bear Stearns deemed generally comparable to Valor;

performed discounted cash flow analyses based on the projections for Valor and Spinco and the synergy estimates for the combined company, including certain tax attributes available to Valor and Spinco;

reviewed the pro forma financial results, financial condition and capitalization of the combined company giving effect to the merger; and

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conducted such other studies, analyses, inquiries and investigations as Bear Stearns deemed appropriate.

Bear Stearns relied upon and assumed, without independent verification, the accuracy and completeness of the financial and other information provided to or discussed with Bear Stearns by Valor, Alltel and Spinco or obtained by Bear Stearns from public sources, including, without limitation, the projections and synergy estimates referred to above. With respect to the projections and synergy estimates, Bear Stearns relied on representations that they have been reasonably prepared on bases reflecting the best currently available estimates and judgments of the senior management of each of Valor and Alltel, including persons who will become members of Windstream s senior management, respectively, as to the expected future performance of Valor, Spinco and the combined company. Bear Stearns did not assume any responsibility for the independent verification of any such information, including, without limitation, the projections and synergy estimates, and Bear Stearns further relied upon the assurances of the senior management of each of Valor and Alltel, including persons who will become members of Windstream s senior management, that they were unaware of any facts that would make the information, projections and synergy estimates incomplete or misleading.

In arriving at its opinion, Bear Stearns did not perform or obtain any independent appraisal of the assets or liabilities (contingent or otherwise) of Valor and Spinco, including assets and liabilities that will be contributed to or assumed by Spinco or any of its subsidiaries pursuant to the distribution agreement, nor has Bear Stearns been furnished with any such appraisals. Bear Stearns assumed that the distribution will qualify as a tax-free distribution pursuant to Section 355 of the Code and the merger will qualify as a tax-free reorganization within the meaning of Section 368(a) of the Code. Bear Stearns assumed that the contribution, the distribution and all of the transactions described in the distribution agreement would be consummated in a timely manner and in accordance with the terms of the distribution agreement, without any limitations, restrictions, conditions, amendments or modifications, regulatory or otherwise that collectively would have a material adverse effect on Valor or Spinco. Bear Stearns further assumed that the merger would be consummated in a timely manner and in accordance with the terms of the merger agreement, without any limitations, restrictions, conditions, amendments or modifications, regulatory or otherwise that collectively would have a material adverse effect on Valor or Spinco.

Summary of Financial Analyses

The following is a summary of the material financial analyses performed by Bear Stearns in connection with the rendering of its fairness opinion to the Valor Board of Directors. Some of the financial analyses summarized below include information presented in tabular format. In order to understand fully Bear Stearns financial analyses, the tables must be read together with the text of the summary. The tables alone are not a complete description of the financial analyses. Considering the tables alone could create a misleading or incomplete view of Bear Stearns financial analyses.

The financial analyses summarized below include (i) comparable company public market trading valuation comparisons, (ii) precedent merger and acquisition transactions valuation comparisons, (iii) discounted cash flow analyses, and (iv) transaction combination analyses. These types of analyses are some of the methodologies traditionally used when rendering a fairness opinion in transactions of this type. In particular, Bear Stearns determined to use these types of analyses in order to attempt to analyze the aggregate consideration being issued by Valor in the merger and to compare the estimated equity value of Valor on a stand alone basis, assuming no merger, with the estimated equity value of Valor s ownership in the pro forma combined company, assuming completion of the merger. A variety of analyses were employed in order to analyze the potential transaction using a number of valuation techniques and to avoid any one particular analysis presenting an incomplete or misleading view of the potential transaction.

In preparing its comparable company public market trading valuation comparisons and precedent merger and acquisition transactions valuation comparisons, Bear Stearns attempted to determine implied equity values (the value of a company attributable to its stockholders based on the company s public market trading level or acquisition price, as applicable) and/or enterprise values (calculated as a company s equity value plus its debt less its cash) as a multiple of selected financial and operating metrics for a company.

In preparing its discounted cash flow analyses, Bear Stearns used the projected cash flows for Valor and Spinco plus the respective terminal values (values for each of the companies at the end of the projection period, calculated as multiples of 2010 projected EBITDA (defined as earnings before interest, income taxes, depreciation and amortization)), and discounted these cash flows to a present value using a range of rates that corresponds to the respective company s estimated cost of capital during that period. Cash flows for the projection period beginning January 1, 2006 and ending December 31, 2010 were calculated as EBITDA less changes in working capital, capital expenditures and cash taxes.

In preparing its transaction combination analyses, Bear Stearns attempted to compare the projected financial performance of Valor on a stand alone basis, assuming no merger, with the projected financial performance of the pro forma combined company, assuming completion of the merger.

Spinco Valuation

Bear Stearns analyzed the value of Spinco using the implied trading multiples of selected public companies and a discounted cash flow analysis. For purposes of Bear Stearns review, Bear Stearns utilized, among other things, projections of the future financial performance of Spinco through 2010. The Spinco projections for 2005, 2006 and 2007 were prepared by the management of Alltel and the Spinco projections for 2008, 2009 and 2010 were based on publicly available research analyst projections and were reviewed by the management of Valor.

Selected Comparable Public Companies Analysis. Bear Stearns reviewed and analyzed selected public companies in the wireline communications business that it viewed as reasonably comparable to Spinco based on Bear Stearns knowledge of the wireline communications industry. In performing these analyses, Bear Stearns reviewed and analyzed certain financial information (including equity value, enterprise value, EBITDA, access lines, Actual Levered Free Cash Flow (Actual LFCF) (defined as EBITDA less capital expenditures less net interest expense less cash taxes assuming utilization of net operating losses and amortization of tax deductible goodwill), Normalized Levered Free Cash Flow (Normalized LFCF) (defined as defined as EBITDA less capital expenditures less net interest expense less cash taxes assuming no utilization of net operating losses and no amortization of tax deductible goodwill)) and valuation multiples and compared such information to the corresponding information of the comparable companies.

Specifically, Bear Stearns compared Spinco to six publicly traded high-dividend paying wireline companies and two publicly traded non-high dividend paying wireline companies. To the extent publicly available, for each of these companies, Bear Stearns reviewed the enterprise value as of December 6, 2005 as a multiple of 2005 and 2006 estimated EBITDA and 2005 and 2006 estimated access lines. Also, to the extent publicly available, for each of these companies, Bear Stearns reviewed the equity values as of December 6, 2005 as a multiple of 2005 and 2006 Actual LFCF and 2005 and 2006 estimated Normalized LFCF. Lastly, to the extent publicly available, for each of these companies, Bear Stearns reviewed Dividend Yield (defined as current annual dividend per share as a percentage of the per share stock price) as of December 6, 2005.

The wireline communications companies were:

Alaska Communications Systems Group, Inc.;

Citizens Communications Company (Citizens);

Consolidated Communications Holdings, Inc.;

FairPoint Communications, Inc.;

Iowa Telecommunications Services, Inc.;

Valor Communications Group, Inc.;

CenturyTel, Inc. (CenturyTel); and

Commonwealth Telephone Enterprises, Inc.

In particular, of the companies listed above, Bear Stearns viewed Citizens and CenturyTel as most comparable to Spinco based on Bear Stearns knowledge of the wireline communications industry. The table

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below summarizes the comparable company trading multiples that were reviewed and analyzed by Bear Stearns:

Selected Comparable Public Companies Trading Multiples

	Citizens	CenturyTel	All Comparable Companies
Enterprise Value as a Multiple of:			
2005E EBITDA	7.2x	5.4x	5.4x - 8.0x
2006E EBITDA	7.5x	5.6x	5.6x - 8.0x
2005E Access Lines	$ 3,601	$ 3,098	$2,191 - $4,009
2006E Access Lines	$ 3,754	$ 3,255	$2,204 - $4,115
Equity Value as a Multiple of:			
2005E Actual LFCF	7.7x	8.5x	6.1x - 9.7x
2006E Actual LFCF	8.0x	8.8x	6.2x - 9.3x
2005E Normalized LFCF	9.2x	9.3x	7.3x - 11.0x
2006E Normalized LFCF	9.7x	9.4x	7.1x - 10.9x
Dividend Yield	7.9%	0.7%	0.7% - 13.7%

Based on the foregoing, Bear Stearns determined a reference range for each the above valuation parameters for Spinco:

Spinco Valuation Parameters Reference Range

	Low	High
Enterprise Value as a Multiple of:		
2005E EBITDA	6.7x	7.5x
2006E EBITDA	6.9x	7.6x
2005E Access Lines	$ 3,000	$ 3,600
2006E Access Lines	$ 3,200	$ 3,800
Equity Value as a Multiple of:		
2005E Actual LFCF	7.75x	9.0x
2006E Actual LFCF	8.0x	9.0x
2005E Normalized LFCF	8.7x	10.0x
2006E Normalized LFCF	8.7x	10.0x
Dividend Yield	7.25%	8.25%

Bear Stearns applied each valuation parameter range to the corresponding financial estimate for Spinco to calculate Spinco s implied enterprise value based on these trading multiples. The resulting implied enterprise values ranged from approximately $8,645 million to $10,575 million, which implied per share equity values of $10.95 to $15.74 for Spinco, assuming Spinco has 403.1 million shares outstanding based on the aggregate consideration to be received by stockholders of Spinco in the merger.

Discounted Cash Flow Analysis. Bear Stearns performed an analysis of the present value of the cash flows available to equity holders that Spinco could generate over fiscal years 2006 through 2010.

For Spinco s business, Bear Stearns applied terminal value multiples ranging from 6.5x to 7.5x to Spinco s projected 2010 EBITDA. Bear Stearns chose these terminal value multiples based on (i) the implied perpetual growth rates of free cash flow derived from such multiples that Bear Stearns determined to be reasonable, (ii) Bear Stearns review of trading data for comparable public companies and (iii) Bear Stearns overall experience in valuing wireline communications companies. The cash flows were then discounted to present value using a weighted average cost of capital, or WACC, of 7.00% to 8.00% (determined by observing the betas (a measure of the trading volatility of a

particular company s stock relative to the broader market) of Valor and other publicly traded wireline companies and based on debt-to-total capitalization ratios between 40.0% and 50.0%). The resulting implied equity values based on the discounting of these cash flows and the

terminal value were $4,641 million to $5,911 million, which implied per share equity values of $11.51 to $14.66 for Spinco.

Spinco Valuation Reference Range. The average of the above analyses indicated a range of per share equity values of $11.79 to $14.18 for Spinco. Bear Stearns determined the appropriate equity value per share reference range for Spinco to be $12.00 to $14.00 based on (i) the range of per share values for Spinco using the selected comparable public companies analyses and discounted cash flow analysis and (ii) Bear Stearns overall experience in valuing wireline companies.

Valor Valuation

Since Spinco will contribute a vast majority of the financial performance of the pro forma combined company, Bear Stearns analyzed the value of Valor by assuming the Spinco equity value per share reference range was given as consideration to the common stockholders of Valor. Bear Stearns also analyzed the value of Valor using implied multiples from selected precedent merger and acquisition transactions and a discounted cash flow analysis. For purposes of Bear Stearns review, Bear Stearns utilized, among other things, projections of the future financial performance of Valor through 2010, as prepared by the management of Valor.

Market Value Analysis. Based on the Spinco equity value per share reference range of $12.00 to $14.00, Bear Stearns assessed the implied premium/(discount) to Valor s stock price as of December 6, 2005, Valor s average stock price for the 20-trading days prior to and including December 6, 2005, Valor s stock price as of November 23, 2005 and Valor s average stock price for the 20-trading days prior to and including November 23, 2005. Bear Stearns considered Valor s stock price as of November 23, 2005 to be relevant because November 23, 2005 was the last trading day prior to a press release published on November 24, 2005 regarding a potential upcoming transaction between Spinco and Valor, Citizens or CenturyTel.

Implied Premium/(Discount) to Market Value
Per Share Valuation Reference Range

	$12.00	**$14.00**
As of December 6, 2005:		
Current Price	(1.4)%	15.0%
20-Day Average Price	0.3%	17.0%
As of November 23, 2005:		
Current Price	3.2%	20.4%
20-Day Average Price	(1.9)%	14.5%

Selected Precedent Merger and Acquisition Transactions. Bear Stearns reviewed and analyzed selected precedent merger and acquisition transactions involving recent wireline communications transactions based on Bear Stearns determination that the transactions were reasonably comparable to the merger. In performing these analyses, Bear Stearns reviewed and analyzed certain financial information (including transaction value) and transaction multiples relating to Valor and compared such information to the corresponding information of the companies involved in such precedent transactions. Specifically, Bear Stearns reviewed 37 access line purchase transactions since January 3, 2000. Bear Stearns divided the transactions universe into two groups: (a) Most Comparable Transactions (listed by the acquirer followed by the acquired company/assets and the date these transactions closed) and (b) Other Transactions. To the extent publicly available, Bear Stearns reviewed the transaction enterprise values as a multiple of EBITDA for the last twelve months, or LTM, and as a multiple of access lines.

The precedent transactions in the Most Comparable Transactions group were:

The Carlyle Group/ Verizon Hawaii Inc. May 2, 2005;

Consolidated Communications Holdings, Inc./ TXU Corp. April 14, 2004;

Alltel Corporation/ Verizon Communications Inc. (Kentucky)	August 1, 2002;

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Homebase Acquisition Texas Corp./ Illinois Consolidated Telephone Co. December 31, 2002; and

CenturyTel, Inc./ Verizon Communications Inc. (Alabama and Missouri) July 1, 2002 and August 31, 2002.

Bear Stearns calculated the following multiples for the recent wireline transactions used in its analysis:

Recent Wireline Transaction Multiples
Transaction Value as Multiple of:

	LTM EBITDA	Access Lines	
Most Comparable Transactions:			
High	7.8x	$	3,199
Mean	7.2x	$	2,894
Low	6.7x	$	2,263
Other Transactions:			
High	12.0x	$	5,698
Mean	8.6x	$	3,371
Low	6.2x	$	2,235
All Transactions:			
High	12.0x	$	5,698
Mean	8.2x	$	3,292
Low	6.2x	$	2,235

Based on the foregoing, Bear Stearns determined an LTM EBITDA multiple reference range of 6.7x to 7.8x and access lines multiple reference range of $2,900 to $3,200 for the transactions and applied the ranges to the projected 2005 EBITDA and 2005 access lines, respectively, for Valor. The resulting implied equity value per share for Valor was calculated to be $9.91 to $14.15, based on the EBITDA multiple reference range, and $5.30 to $7.49, based on the access line multiple reference range. This compared favorably to the Spinco equity value per share reference range that Bear Stearns assumed was given as consideration to the common stockholders of Valor.

Discounted Cash Flow Analysis. Bear Stearns performed an analysis of the present value of the cash flows available to equity holders that Valor could generate over fiscal years 2006 through 2010. For Valor s business, Bear Stearns applied terminal value multiples ranging from 6.00x to 7.00x to Valor s projected 2010 EBITDA, as provided by the management of Valor. Bear Stearns chose these terminal value multiples based on (i) the implied perpetual growth rates of free cash flow derived from such multiples and the corresponding range of implied perpetual growth rates of free cash flow that Bear Stearns determined to be reasonable, (ii) Bear Stearns review of trading data for comparable public companies and (iii) Bear Stearns overall experience in valuing wireline companies. The cash flows were then discounted to present value using a WACC of 7.25% to 8.25% (determined by observing the betas of Valor and other publicly traded wireline companies and based on debt-to-total capitalization ratios between 52.5% and 62.5%). Valor s various tax attributes were valued separately in this analysis. The resulting implied equity values based on the discounting of these cash flows and the terminal value ranged from approximately $806 million to $1,067 million, which implied equity per share values of $11.33 to $15.01 for Valor. This compared favorably to the Spinco equity value per share reference range that Bear Stearns assumed was given as consideration to the common stockholders of Valor.

Transaction Combination Analysis

Synergies. Based on information provided by the management of Valor, Bear Stearns assumed potential operating expense synergies ranging from $19.7 million in 2006 to $52.0 million in 2010. Bear Stearns estimated that these potential operating expense synergies have a net capitalized value of approximately $422.0 million to $533.9 million.

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Relative Contribution Analysis. Bear Stearns performed a contribution analysis, assuming no synergies, showing the percentages of access lines for fiscal year 2005 and projected EBITDA, Normalized LFCF and Actual LFCF for fiscal years 2005 through 2007 that are projected to be contributed by Valor and Spinco to the pro forma results for the combined company. The following tables set forth the results of such analysis:

Access Lines

	2005E
Valor	15.3%
Spinco	84.7%

EBITDA

	2005E	**2006E**	**2007E**
Valor	16.3%	16.3%	16.5%
Spinco	83.7%	83.7%	83.5%

Normalized LFCF Contribution

	2005E	**2006E**	**2007E**
Valor	17.2%	16.7%	16.0%
Spinco	82.8%	83.3%	84.0%

Actual LFCF Contribution

	2005E	**2006E**	**2007E**
Valor	18.7%	20.0%	19.7%
Spinco	81.3%	80.0%	80.3%

The percentages of access lines and EBITDA set forth in the tables above that are projected to be contributed to the pro forma combined company by Valor were compared to the 17.8% interest that Valor s common stockholders will have in the combined company s enterprise value (assuming that the combined company s per share stock is valued at the mid-point of the Bear Stearns reference range for Spinco s equity value per share, or $13.00 per share). Further, the percentage of Normalized LFCF and Actual LFCF, set forth in the above table, that is projected to be contributed to the pro forma combined company by Valor was then compared to the 15.0% interest that Valor s common stockholders will have in the combined company. While the results of this analysis were considered by Bear Stearns, they were not necessarily determinative in assessing that the aggregate consideration to be issued by Valor in the merger was fair, from a financial point of view, to Valor and the stockholders of Valor.

Bear Stearns also performed a contribution analysis, assuming operating expense synergies, showing the percentages of projected access lines for fiscal year 2005 and EBITDA, Normalized LFCF and Actual LFCF for fiscal years 2005 through 2007 that are projected to be contributed by Valor and Spinco to the pro forma results for the combined company. The results of this analysis did not materially differ from the results of the contribution analysis, assuming no synergies, shown above.

Discounted Cash Flow Accretion/(Dilution) Analysis. Bear Stearns prepared a discounted cash flow valuation accretion/(dilution) analysis by comparing the stand-alone discounted cash flow equity values of Valor and Spinco to the implied value of each company s respective ownership in the pro forma combined company. For the purpose of

preparing the pro forma combined company discounted cash flow accretion/(dilution) analysis, both with and without the impact of potential operating synergies, Bear Stearns assumed the terminal EBITDA multiple range used in the Spinco stand-alone discounted cash flow analysis and a WACC range of 6.75% to 7.75% (determined by observing the betas of Valor and other publicly traded wireline companies and based on debt-to-total capitalization ratios between 45.0% and 55.0%). The table below summarizes the results of Bear Stearns discounted cash flow accretion/(dilution) analysis.

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Discounted Cash Flow Equity Value Accretion/(Dilution) Analysis

	No Synergies	With Potential Synergies
Valor	0.9% - 3.3%	7.8% - 11.6%
Spinco	2.4% - 2.7%	9.8% - 10.7%

Pro Forma Financial Analysis. Bear Stearns analyzed the potential pro forma impact of the merger on Valor s projected credit profile, Dividend Payout Ratio (defined as total annual dividend as a percentage of Actual LFCF), net income per share, EBITDA and Actual LFCF growth rates, and Actual LFCF per share. Bear Stearns observed that without synergies the pro forma combined company is expected to have a net debt to EBITDA leverage ratio that is approximately 0.8x to 0.9x lower for 2005 through 2010 than Valor is expected to have on a stand-alone basis. In addition, Bear Stearns noted that without synergies the pro forma combined company is expected to have a Dividend Payout Ratio that is approximately 5.3% to 12.9% lower for 2005 through 2010 than Valor is expected to have on a stand-alone basis. If potential synergies had been included in these analyses, the pro forma combined company s expected net debt to EBITDA leverage ratio and Dividend Payout Ratio would be even lower.

With potential synergies, the pro forma combined company is expected to have higher net income per share for 2005 through 2007 and without potential synergies the pro forma combined company is expected to have higher net income per share for 2005 and 2006 and lower net income per share for 2007 than Valor is expected to have on a stand-alone basis. Bear Stearns observed that without potential synergies the pro forma combined company is expected to have a lower EBITDA cumulative average growth rate from 2005 to 2007 than Valor is expected to have on a stand-alone basis and that with potential synergies the pro forma combined company is expected to have a higher EBITDA cumulative average growth rate from 2005 to 2007 than Valor is expected to have on a stand-alone basis. Bear Stearns also noted that both with and without potential synergies the pro forma combined company is expected to have a lower Actual LFCF cumulative average growth rate and lower Actual LFCF per share from 2005 to 2007 than Valor is expected to have on a stand-alone basis. While the results of this analysis were considered by Bear Stearns, they were not necessarily determinative in assessing that the aggregate consideration to be issued by Valor in the merger was fair, from a financial point of view, to Valor and the stockholders of Valor.

In connection with rendering its opinion, Bear Stearns performed a variety of financial analyses. The preparation of a fairness opinion involves various determinations as to the most appropriate and relevant methods of financial analysis and the application of these methods to the particular circumstances and, therefore, such an opinion is not readily susceptible to a partial analysis or summary description. Bear Stearns arrived at its ultimate opinion based on the results of all analyses undertaken by it and assessed as a whole and believes that the totality of the factors considered and analyses performed by Bear Stearns in connection with its opinion operated collectively to support its determination as to the fairness, from a financial point of view, of the aggregate consideration to be issued by Valor in the merger to Valor and the stockholders of Valor. Accordingly, notwithstanding the analyses summarized above, Bear Stearns believes that its analyses must be considered as a whole and that selecting portions of the analyses and factors considered by it, without considering all such analyses and factors, or attempting to ascribe relative weights to some or all such analyses and factors, could create an incomplete or misleading view of the evaluation process underlying the Bear Stearns opinion. Bear Stearns did not assign any specific weight to any of the analyses described above and did not draw any specific conclusions from or with regard to any one method of analysis.

In performing its analyses, Bear Stearns considered industry performance, general business and economic conditions and other matters, many of which are beyond the control of Valor, Alltel and Bear Stearns. The analyses performed by Bear Stearns are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than suggested by such analyses. Accordingly, such analyses are inherently subject to substantial uncertainty.

None of the public companies used in the comparable company analysis described above are identical to Valor or Spinco, and none of the precedent transactions used in the precedent transactions analysis described above are

identical to the merger. Accordingly, an analysis of publicly traded comparable companies and comparable precedent transactions is not mathematical; rather it involves complex considerations and

judgments concerning the differences in financial and operating characteristics of the companies and precedent transactions and other factors that could affect the value of Valor or Spinco and the public trading values of the companies and precedent transactions to which they were compared. The analyses do not purport to be appraisals or to reflect the prices at which any securities may trade at the present time or at any time in the future.

The type and amount of consideration payable in the merger were determined through negotiations between Valor and Alltel and approved by the Valor Board of Directors. Bear Stearns did not express any opinion as to the price or range of prices at which the shares of common stock of Valor may trade subsequent to the announcement or consummation of the merger. The decision to enter into the merger agreement was solely that of the Valor Board of Directors. The analyses do not purport to be appraisals or to reflect the prices at which any securities may trade at the present time or at any time in the future. In addition, the Bear Stearns opinion was just one of the many factors taken into consideration by the Valor Board of Directors. Consequently, Bear Stearns analysis should not be viewed as determinative of the decision of the Valor Board of Directors or Valor s management with respect to the fairness of the aggregate consideration to be issued by Valor in the merger.

Bear Stearns is an internationally recognized investment banking firm and is continually engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, secondary distributions of listed and unlisted securities, private placements, leveraged buyouts and valuations for estate, corporate and other purposes.

Bear Stearns was selected by the Valor Board of Directors to render a fairness opinion because of its expertise and reputation in investment banking and mergers and acquisitions and its familiarity with Valor, Alltel and the wireline industry. Bear Stearns received an aggregate fee for such services of approximately $1 million, none of which was contingent on successful consummation of the merger. Valor also agreed to reimburse Bear Stearns for certain out-of-pocket expenses incurred in connection with the engagement, including the reasonable fees of and disbursements to its legal counsel. In addition, Valor agreed to indemnify Bear Stearns against certain liabilities, including liabilities under the federal securities laws, relating to or arising out of its engagement.

Bear Stearns had been previously engaged by Valor to provide certain investment banking and other services. In connection with such services Bear Stearns has received compensation of approximately $1.1 million during the past two years. During the past two years, Bear Stearns has not provided investment banking or financial advisory services to Alltel. Bear Stearns may be currently engaged, and in the past has been engaged, by Welsh, Carson, Anderson & Stowe and Vestar Capital Partners or their affiliates (collectively, the Financial Sponsors) to provide certain investment banking and other services in matters unrelated to the merger. In addition, various individuals and entities affiliated with Bear Stearns may have passive minority investments in the Financial Sponsors. In the ordinary course of business, Bear Stearns and its affiliates may actively trade the equity and debt securities and/or bank debt of Valor and Alltel for its own account and for the account of its customers and, accordingly, may at any time hold a long or short position in such securities or bank debt.

Alltel s Reasons for the Spin-Off and the Merger

Alltel announced in January 2005 that it would undertake a thorough review of the strategic alternatives related to its wireline business. Alltel decided to explore these strategic alternatives because of its belief that the separation of the wireless and wireline segments would better position each to take advantage of emerging strategic, operational and financial opportunities, thereby enhancing stockholder value. During the ensuing months, Alltel reviewed various capital structures and strategic alternatives that could be value enhancing to its stockholders. Based on Alltel management s review and findings, the Alltel board of directors determined that a formal process, utilizing the expertise of Alltel s financial advisors, to assess the market environment for strategic repositioning options related to its wireline business was appropriate. In September 2005, Alltel announced its intention to begin such a process. That process, which included the execution of non-disclosure agreements and the sharing of information books for use in preparing preliminary proposals, resulted in several parties expressing significant interest in Alltel s wireline business. Alltel then evaluated financing considera-

tions for potential combinations, performed due diligence, and received management presentations from potential partners addressing issues such as ensuring tax-free treatment of the transaction, maximizing Alltel stockholder value, establishing an appropriate capital structure and implementing a sustainable dividend policy.

In reaching its decision to approve the spin-off and merger with Valor, the Alltel Board of Directors consulted with its financial and legal advisors and considered a wide variety of factors, including the following:

the creation of skilled management teams at both Alltel and Windstream having proven track records of delivering financial results, a great breadth of experience in the communications industry, and a deep commitment to providing quality communications services to customers;

the expectation that Alltel will receive cash proceeds and debt reduction totaling approximately $4.2 billion resulting from the spin-off, which will result in Alltel having net debt of approximately $1.2 billion and being levered at about 0.5 times net debt to operating income before depreciation and amortization;

the potential value, as determined by evaluating pre and post transaction discounted cash flows, EBITDA (or earnings before interest, taxes, depreciation and amortization), yield, and other measures of the pre and post transaction wireline businesses, created for Alltel stockholders who, in the aggregate, will collectively hold 85% of the outstanding shares of Windstream immediately following the merger and the expectation of strong investor demand for both a pure-play wireless company and a pure-play rural wireline company;

Alltel s and Valor s wireline businesses have complementary geographic footprints with favorable rural characteristics, and their integration will benefit from Alltel s existing billing system outsourcing relationship with Valor, providing the potential to create a market leader in the rural wireline telecommunications industry;

the potential positive financial impact resulting from such a combination (including, without limitation, the expected achievement of $40 million in net annual synergies from the combination) which would benefit Alltel stockholders through the spin-off and merger;

the tax-efficient structure for Alltel and Alltel s stockholders of the proposed spin-off and immediate merger of Spinco with and into Valor; and

the expectation that Windstream will pay an annual dividend of $1 per share of common stock, which equals $1.04 per equivalent Alltel share.

The Alltel Board of Directors also considered certain countervailing factors in its deliberations concerning the spin-off and merger, including the possibility that the anticipated benefits expected to result from the merger would fail to materialize and the potential impact that would have on Alltel stockholders receiving Windstream common shares in the transaction.

The foregoing discussion of the information and factors discussed by the Alltel Board of Directors is not meant to be exhaustive but is believed to include all material factors considered by it. The Alltel Board of Directors did not quantify or attach any particular weight to the various factors that it considered in reaching its determination that the terms of the spin-off and merger are fair to, and in the best interests of, Alltel and Alltel stockholders. Rather, the Alltel Board of Directors viewed its position as being based on the totality of the information presented to and considered by it. The Alltel Board of Directors, after considering the information available to it, also considered relevant Delaware law, the opinions of experts, and its fiduciary duties to Alltel s stockholders. As a result of the consideration of the foregoing and other relevant considerations, the Alltel Board of Directors unanimously determined that the spin-off and merger, including the terms of the merger agreement, distribution agreement and the other agreements relating to the merger, are fair to, and in the best interests of, Alltel and Alltel stockholders.

Board of Directors and Management of Windstream After the Merger

The merger agreement provides that, as of the completion of the merger, the Board of Directors of Windstream will consist of nine individuals: Francis X. Frantz, who most recently served as the Executive Vice President External Affairs, General Counsel and Secretary of Alltel, Jeffery R. Gardner, who most recently served as Executive Vice President Chief Financial Officer of Alltel, six other persons to be named by Alltel and one person to be named by Valor. Additionally, the merger agreement provides that, as of the completion of the merger, Mr. Frantz will serve as Chairman of the Board of Windstream. Valor has designated Anthony J. de Nicola as its board member and Alltel has selected Dennis E. Foster as one of its designees to the Windstream board. Alltel will select its remaining designees to the Windstream board prior to mailing of this proxy statement/ prospectus-information statement to Valor s stockholders.

The merger agreement also provides that, as of completion of the merger, Mr. Frantz will serve as Chairman of Windstream, Mr. Gardner will serve as the President and Chief Executive Officer and Brent K. Whittington, who most recently served as senior vice president of operations support for Alltel, will serve as Executive Vice President and Chief Financial Officer. The other initial officers of Windstream will consist of individuals selected by Alltel. Alltel has already named Keith D. Paglush as Chief Operating Officer, John P. Fletcher as Executive Vice President and General Counsel, Michael D. Rhoda, who most recently served as vice president wireline regulatory & wholesale services for Alltel, as Senior Vice President Governmental Affairs, Robert G. Clancy, Jr., who most recently served as vice president of investor relations for Alltel, as Senior Vice President and Treasurer and Susan Bradley, who most recently served as vice president of human resources for Alltel, as Senior Vice President Human Resources.

Interests of Certain Persons in the Merger

In considering the Valor Board of Directors determination to approve the merger agreement and to recommend that Valor stockholders vote to adopt the merger agreement, to approve the amendment of the Valor organizational documents in their entirety pursuant to the merger increasing the authorized shares of Valor common stock and implementing a classified board of directors and to approve the issuance of Valor common stock to Alltel stockholders pursuant to the merger, Valor stockholders should be aware of potential conflicts of interest of, and the benefits available to, certain Valor stockholders, directors and officers. These stockholders, directors and officers may have interests in the merger that may be different from, or in addition to, the interests of Valor stockholders as a result of, among other things:

Anthony J. de Nicola, Valor s current Chairman of the Board of Directors, is expected to be appointed to the board of Windstream;

John J. Mueller, Valor s current chief executive officer, is expected to enter into a consulting agreement with Windstream;

W. Grant Raney and Cynthia B. Nash, current executive officers of Valor, are expected to accept employment with Windstream;

a portion of certain executive officers cash awards and shares of restricted stock that were scheduled to vest January 1, 2007, shall vest upon the consummation of the merger, as set forth below;

the severance benefits payable to Messrs. Mueller, Raney and Ojile and Ms. Nash for termination of employment by Valor without Cause or by the executive officer for Good Reason, as each such term is defined in their employment agreements with Valor, were increased from 18 months of base salary to 24 months. Also, the bonus payment prescribed in the executive officers employment agreements were increased to two times annual target bonus;

the acceleration of vesting of restricted stock grants scheduled to vest in 2008 and beyond for Messrs. Mueller, Ojile and Vaughn, Valor executive officers who will not remain employed by Windstream; and

prior to the completion of the merger, Valor Securityholders Agreement with certain of its stockholders will be amended so that persons affiliated with Welsh, Carson, Anderson & Stowe, or WCAS and

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Vestar Capital Partners, who collectively own approximately 41% of Valor s outstanding common stock, will receive the following benefits:

Windstream will file and use reasonable best efforts to have declared effective an evergreen Shelf Registration Statement permitting sales of securities of Windstream by WCAS and Vestar as soon as practicable after consummation of the merger;

if requested by the holders of at least 50% of the outstanding securities initially held by WCAS, Vestar and their respective affiliates, Windstream will conduct one underwritten offering, including management participation in road shows and similar customary obligations;

WCAS and Vestar will have customary piggyback registration rights in connection with any registration by Windstream of sales of its equity securities (other than on Forms S-4 or S-8), whether for Windstream s own account or for the benefit of one or more stockholders exercising demand registration rights; and

Windstream will pay customary fees and expenses of registrations.

The following table sets forth the payments to be made to certain executive officers of Valor and the restricted stock grants held by certain executive officers and directors of Valor that will be subject to accelerated vesting upon completion of the merger.

Name of Executive Officer or Director	Amount of Cash Award to be Accelerated	Number of Shares Restricted Stock Subject to Accelerated Vesting	Severance Benefits	Windstream Annual Base Salary
John J. Mueller(1)	$ 400,000	331,002	$ 2,000,000	
Jerry E. Vaughn	$ 0	338,937	$ 812,500	
W. Grant Raney	$ 200,000	73,556	$ 0	$ 257,000(2)
William M. Ojile, Jr.(1)	$ 100,000	125,045	$ 750,000	
Cynthia B. Nash	$ 60,000	40,456	$ 0	$ 220,000(3)
Anthony J. de Nicola		6,470		
Sanjay Swani		6,470		
Norman W. Alpert		6,470		
Kenneth R. Cole		6,470		
Federico F. Peña		6,470		
Edward J. Heffernan		6,470		
Stephen B. Brodeur		6,470		
Michael E. Donovan		6,470		
M. Ann Padilla		6,470		
Edward L. Lujan		6,470		

(1) Severance benefits represent twenty-four months of base salary and two times each executive s target bonus amount.

(2) Mr. Raney will also receive a retention bonus in the amount of $250,000 if employed by Windstream at the effective time of the merger and an additional $250,000 if employed by Windstream on the six month anniversary

of the effective time of the merger. In addition, Mr. Raney will be eligible to receive annual incentive bonuses up to 50% of his base salary based on the achievement of specified goals established by Windstream.

(3) Ms. Nash will also receive a retention bonus in the amount of $150,000 if employed by Windstream at the effective time of the merger and an additional $150,000 if employed by Windstream on the six month anniversary of the effective time of the merger. In addition, Ms. Nash will be eligible to receive annual incentive bonuses up to 40% of her base salary based on the achievement of specified goals established by Windstream.

Director and Officer Indemnification and Insurance. In addition, under the terms of the merger agreement, Alltel and Valor agreed that all rights to indemnification as provided in Valor s Certificate of Incorporation or Bylaws in favor of persons who are or were directors, officers or employees of Valor will survive for a period of six years following the merger. The parties also agreed that for a period of six years following the merger, Windstream will indemnify the current and former directors, officers or employees of Valor to the fullest extent permitted by applicable law. The merger agreement further requires that, for six years following the effective time of the merger, subject to certain limitations, Windstream will maintain coverage under a director and officer liability insurance policy, with respect to claims arising from facts or events that occurred on or before the effective time of the merger, at a level at least equal to that which Alltel is maintaining prior to the merger, except that Windstream will not be required to pay an annual premium for such insurance in excess of $2,000,000.

Regulatory Approvals

Telecommunications Regulatory Approvals

The transactions contemplated by the merger agreement will require the approval of the public service or public utilities commissions of the following states in their capacities as regulators of CLEC and ILEC operations of Alltel and Valor: Florida, Georgia, Kentucky, Mississippi, Missouri, Nebraska, New York, North Carolina, Ohio, Pennsylvania, South Carolina and Texas. Although the scope of matters that must be approved varies by state, the foregoing approvals are generally required for (i) the change of control of Alltel s CLEC and ILEC subsidiaries, which will be deemed to occur in connection with the contribution and distribution transactions described elsewhere in this proxy statement/ prospectus-information statement, and (ii) the guarantee of indebtedness or the grant of security interests by Spinco and Valor s CLEC and ILEC subsidiaries in connection with the financing of Valor following completion of the merger. The parties must also obtain state commission approval of the transfer to Spinco of the long distance customers and certificates of authority of Alltel, or the issuance to Spinco of new certificates of authority, in all states except Alaska.

Valor and Spinco completed the filing of all of the applicable applications that were required to be filed prior to completion of the merger for the authority and approval with respect to the ILEC operations in January 2006 and will complete the remaining filings in April 2006. The North Carolina Utilities Commission granted its approval on February 22, 2006. The Mississippi Public Service Commission granted its approval on March 15, 2006. The South Carolina Public Service Commission granted its approval on March 28, 2006. The parties expect that the remaining applicable state commissions will make a determination on these applications no later than the second quarter of 2006. Following the filing of such applications in certain states, other parties such as consumer groups, labor unions representing employees of Alltel or Valor, competitors and consumer advocates have filed protest applications raising concerns or objecting to the transactions. After the filing of the applications and any protests, state law or administrative rule allows regulators in certain states discretion on whether to conduct hearings on the matters. The parties are conducting discovery, preparing and filing testimony and briefs to further support the applications, and attending hearings on the matters. Following the conclusion of the applicable state procedures, each state commission will make a determination on the application for its state. These state approvals generally require the parties to demonstrate that the transactions are for a proper purpose and are consistent with the public interest, convenience and necessity, and that Spinco or its applicable subsidiary will have the financial, technical and managerial abilities to provide reasonable service to the public in such state. Following completion of the merger Windstream will be required to file an application seeking approval of the transactions from the Texas Public Utilities Commission. It is anticipated that Windstream will file this application promptly upon completion of the merger.

The parties believe that the transactions will produce benefits for the states in which Windstream will conduct its operations, the citizens of such states and the customers of the telecommunications businesses of Windstream. While the parties believe that the transactions satisfy the applicable regulatory standards for the

foregoing approvals, there can be no assurances that the state regulators will grant such approvals or will not attempt to impose conditions to such approval.

In addition, under the Communications Act of 1934, before the completion of the merger, the FCC must approve the transfer to Valor of control of Spinco and those subsidiaries of Spinco that hold FCC licenses and authorizations. Valor and Spinco filed transfer of control applications with the FCC on December 21, 2005 and received the FCC s approval of the merger on February 1, 2006.

Each party s obligations to complete the merger are subject to receipt of the consents of the above referenced state commissions that, if not obtained, would reasonably be expected to have a material adverse effect on Valor, Alltel or Spinco. The merger agreement provides that each party to the merger agreement, subject to customary limitations, will use its reasonable best efforts to take promptly all actions and to assist and cooperate with the other parties in doing all things necessary, proper or advisable under applicable laws and regulations to consummate the merger and the transactions contemplated by the merger agreement. Alltel, Spinco and Valor also agreed to use all reasonable efforts to resolve any objections or challenges from a regulatory authority.

United States Antitrust Laws

Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, or HSR Act, and the rules promulgated under that act by the FTC, the spin-off and the merger may not be completed until notifications have been given and information furnished to the FTC and to the Antitrust Division and the specified waiting period has been terminated or has expired. Valor and Spinco each filed notification and report forms under the Hart-Scott-Rodino Act with the FTC and the Antitrust Division on December 21, 2005. On January 3, 2006, the FTC notified the parties that early termination of the specified waiting period had been granted. At any time before or after completion of the spin-off and the merger, the FTC or the Antitrust Division could take any action under the antitrust laws as it deems necessary or desirable in the public interest, including seeking to enjoin completion of the spin-off and the merger or seeking divestiture of substantial assets of Valor or Spinco. The spin-off and the merger also are subject to review under state antitrust laws and could be the subject of challenges by private parties under the antitrust laws.

Accounting Treatment

SFAS 141 Business Combinations requires the use of the purchase method of accounting for business combinations. In applying the purchase method, it is necessary to identify both the accounting acquiree and the accounting acquiror. In a business combination effected through an exchange of equity interests, such as the merger transaction between Valor and Spinco, the entity that issues the interests (Valor in this case) is generally the acquiring entity. In identifying the acquiring entity in a combination effected through an exchange of equity interests, however, all pertinent facts and circumstances must be considered, including the following:

The relative voting interests in the combined entity after the combination. In this case shareholders of Alltel, the sole shareholder of Spinco, will receive approximately 85% of the equity ownership and associated voting rights in the combined entity.

The composition of the governing body of the combined entity. In this case the merger agreement provides that the composition of the Board of Directors of the surviving company will be largely determined by Alltel and/or Spinco.

The composition of the senior management of the combined entity. In this case the merger agreement provides that the senior management of the combined entity was to be exclusively determined by Alltel and/or Spinco.

While Valor is the legal acquiror and surviving registrant in this merger, Spinco is determined to be the accounting acquiror in this combination based on the facts and circumstances outlined above. Spinco will apply purchase accounting to the assets and liabilities of Valor upon consummation of the merger. Upon completion of the merger, the historical financial statements of the combined company will be those of Spinco.

Federal Securities Law Consequences; Resale Restrictions

Valor common stock issued pursuant to the merger will not be subject to any restrictions on transfer arising under the Securities Act of 1933, except for shares issued to any Valor stockholder who may be deemed to be an affiliate of Valor for purposes of Rule 145 under the Securities Act. It is expected that each affiliate will agree not to transfer any Valor common stock received pursuant to the merger except in compliance with the resale provisions of Rule 144 or 145 under the Securities Act or as otherwise permitted under the Securities Act. The merger agreement requires Valor to use its reasonable best efforts to cause its affiliates to enter into such agreements.

However, under the terms of the merger agreement, Windstream is obligated to file and will use reasonable best efforts to have declared effective an evergreen shelf registration statement permitting sales of securities of Windstream by WCAS and Vestar as soon as practicable after consummation of the merger (provided that WCAS will not be able to sell shares of Windstream prior to the expiration of the lock-up referred to above in the section titled Amendment of Company Securityholders Agreement) which will remain effective until each of WCAS and Vestar can sell all of its Valor securities under Securities Act Rule 144 without volume limitations.

No Appraisal Rights

Neither Valor nor Alltel stockholders will be entitled to exercise appraisal rights or to demand payment for their shares in connection with the merger.

Name Change; Listing

Before the completion of the merger, Valor has agreed to use its reasonable best efforts to cause the shares of Valor common stock to be issued pursuant to the merger to be authorized for listing on the NYSE. Immediately following completion of the merger, the Board of Directors will merge a wholly-owned subsidiary of the surviving company into the company and, in connection with such merger, change the name of the company from Valor Communications Group, Inc. to Windstream Corporation. Promptly thereafter, the company will file a restated certificate of incorporation with the Delaware Secretary of State reflecting the name change. Shares of Windstream Corporation will be traded on the NYSE under the new trading symbol WIN.

Dividend Policy of Windstream

The merger agreement provides that the initial dividend policy of Windstream (which may be changed at any time by Windstream s Board of Directors) will provide for the payment, subject to applicable law, of regular quarterly dividends on each issued and outstanding share of common stock of $0.25 per share. In determining the initial dividend level, Windstream s management reviewed and analyzed, among other things:

- operating and financial results of both Valor and Spinco in recent years, including in particular the fact that pro forma combined operating income before depreciation and amortization (pro forma OIBDA), excluding the royalty expense that Spinco has historically paid to Alltel which will cease upon the consummation of this transaction, was $1,633.7 million in 2005;
- the anticipated capital expenditure requirements of Windstream;
- Windstream s expected other cash needs, primarily related to working capital requirements; and
- the terms of Windstream s expected indebtedness.

However, Windstream stockholders may not receive any dividends following completion of the merger as a result of the following factors:

- while the merger agreement contemplates the payment of a $0.25 per share quarterly dividend, this policy could be modified or revoked by Windstream s Board of Directors at any time in its sole discretion;
- the amount of dividends distributed will be subject to covenant restrictions under Windstream s new senior secured credit facility which will restrict its ability to take certain action with respect to dividends and payments in respect of capital stock, with the exception of dividends up to the sum of excess free cash flow and net cash equity issuance proceeds so long as the pro forma leverage ratio does not exceed 4.50 to 1.0;

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- the amount of dividends distributed will be subject to restrictions under Delaware law pursuant to which the Windstream Board of Directors will be permitted to declare dividends only to the extent of a surplus (which is defined as total assets at fair market value minus total liabilities, minus statutory capital) or, if there is no surplus, out of Windstream s net profits for the then current and/or immediately preceding fiscal year;

- Windstream s stockholders have no contractual or other legal right to receive dividends; and

- Windstream may not have enough cash to pay dividends due to changes in Windstream s cash from operations, working capital requirements and/or anticipated cash needs.

Dividends on Windstream s common stock will not be cumulative. Consequently, if dividends on Windstream s common stock are not declared and/or paid at the targeted level, Windstream s stockholders will not be entitled to receive such payments in the future.

Minimum Operating Income Before Depreciation and Amortization (OIBDA)

Windstream s management has prepared the financial information set forth below to present the estimated cash available to pay dividends based on estimated minimum OIBDA. OIBDA is a non-GAAP financial measure that is computed as operating income plus depreciation and amortization. Windstream believes that OIBDA assists investors in understanding Windstream s ability to generate sufficient positive cash flows to fund its ongoing cash operating requirements including capital expenditures, payment of dividends and debt service obligations. OIBDA should not be considered in isolation or as a substitute for cash flow from operations prepared in accordance with GAAP.

The accompanying estimated financial information was not prepared with a view toward complying with the Public Company Accounting Oversight Board guidelines with respect to prospective financial information, but, in the view of Windstream s management, was prepared on a reasonable basis, reflects the best currently available estimates and judgments, and presents, to the best of management s knowledge and belief, Windstream s expected course of action and expected future financial performance. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this proxy statement/prospectus-information statement are cautioned not to place undue reliance on the estimated financial information.

The prospective financial information included in this proxy statement/prospectus-information statement has been prepared by, and is the responsibility of, Windstream s management. Neither PricewaterhouseCoopers LLP, Deloitte & Touche LLP, nor any other independent registered public accounting firm has either examined or compiled the accompanying prospective financial information and, accordingly, does not express an opinion or any other form of assurance on such information or its achievability, and assume no responsibility for the estimated financial information with respect thereto. The PricewaterhouseCoopers LLP and Deloitte & Touche LLP reports included in this document relate to the historical financial information of Spinco and Valor, respectively. They do not extend to the prospective financial information and should not be read to do so.

The assumptions and estimates underlying the estimated financial information below are inherently uncertain and, though considered reasonable by Windstream s management as of the date of its preparation, are subject to a wide variety of significant business, economic, and competitive risks and uncertainties, including those described under Risk Factors. Accordingly, there can be no assurance that the estimated financial information is indicative of future performance or that the actual results will not differ materially from the estimated financial information presented below.

Windstream believes that, in order to fund dividends on its common stock during the 12 months following the effective time of the merger at the level described above solely from cash generated by its business, its OIBDA for such 12 months following the merger would need to be at least $1,481.8 million. As described under Assumptions and Considerations below, Windstream s management believes that its OIBDA for the year following the closing of this offering will be at least $1,481.8 million and has determined that its assumptions as to capital expenditures, cash interest expense, income taxes, working capital and availability of funds under its revolving credit facility are reasonable. Windstream has also determined that if its OIBDA for such period is at or above this level, it would be permitted to pay dividends at the level described above under the leverage ratio covenant that will be contained in the senior secured credit facilities. Windstream expects

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that the exchange notes and any other notes to be issued in conjunction with the closing of the merger will contain restrictions on its ability to pay dividends that are no more restrictive than those contained in the senior secured credit facilities.

The following table sets forth Windstream s calculation illustrating that $1,481.8 million of OIBDA would be sufficient to fund dividends at the above level for the 12 months following the closing of the merger and to permit it to pay dividends at the anticipated level under all relevant covenants and restrictions that will be contained in the senior secured credit facilities and any other agreement that governs any other indebtedness incurred by Windstream. OIBDA excludes certain income and expenses that are settled in cash. In the judgment of Windstream s management, the effect of these items is not material. The minimum OIBDA presented in this discussion is calculated as the sum of estimated capital expenditures, estimated cash interest expense and principal repayments on outstanding indebtedness, estimated cash income taxes, and estimated cash dividends on Windstream common stock. These amounts are based on pro forma results for the year ended December 31, 2005, which Windstream s management believes reasonably approximate the cash requirements of Windstream for the 12 months following the closing of the merger. Income and expense items settled in cash but excluded from OIBDA were $8.2 million in income in 2005.

	Amount (Dollars in millions)	
Estimated Minimum OIBDA Required to Pay Dividends on Common Stock		
Estimated cash required to pay dividends on outstanding common stock(1)	$	474.0
Add:		
Estimated capital expenditures(2)		400.0
Estimated cash interest expense(3)		367.4
Estimated cash income taxes(4)		230.4
Estimated principal repayments on outstanding indebtedness(5)		10.0
Minimum OIBDA	$	1,481.8
Estimated total leverage ratio derived from the above minimum OIBDA(6)		3.7x
Estimated interest coverage ratio derived from the above minimum OIBDA(7)		4.0x

(1) The table below sets forth the assumed number of outstanding shares of common stock upon the closing of the merger and the estimated per share and aggregate dividend amounts payable on such shares during the year following the closing of this offering:

Estimated Shares Outstanding(i)		474,002,946
Per Share Dividend	$	1.00
Aggregate Dividend	$	474,002,946

(i) comprised of the outstanding shares of Valor common stock as of April 1, 2006 plus the shares expected to be issued in conjunction with the merger. (see Calculation of Merger Consideration page 32)

(2) The majority of Windstream s capital expenditures will relate to its telecommunications network. Historical capital expenditures of Valor, Spinco and on a combined basis for the year ended December 31, 2005 were $57.4 million, $356.9 million and $414.3 million respectively.

(3) Reflects Windstream s anticipated cash interest expense under its revolving credit facility, senior secured term loan facilities and the senior notes. See Note (p) in Unaudited Pro Forma Combined Condensed Financial Information on page 166 for further discussion of interest expense anticipated to be incurred by Windstream, the interest rate assumptions included in such calculation and the sensitivity of such calculations to fluctuations of interest rates.

(4) Determined by calculating pro forma income tax expense on a combined basis for 2005 in the amount of $275.4 million, less $45.0 million representing current year impact of tax deductible amortization of

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intangible assets and the use of net operating loss carryforwards held by Valor. The foregoing calculation is not based on an estimation of the anticipated taxable income for 2006, which is subject to many factors beyond the control of Windstream s management or its determination at this time. Actual payments of income taxes may be materially different from the amounts presented.

(5) Reflects anticipated principal repayments due during 2006 on Windstream s outstanding indebtedness. See Note (p) in Unaudited Pro Forma Combined Condensed Financial Information on page 166 for further discussion of anticipated future repayments of long-term debt obligations.

(6) The estimated total leverage ratio is calculated as total pro forma debt of $5,526.0 million (see Note (f) in Unaudited Pro Forma Combined Condensed Financial Information on page 161), divided by minimum OIBDA.

(7) The estimated interest coverage ratio is calculated as minimum OIBDA divided by estimated cash interest expense.

The following table reconciles Net Cash Provided from Operations, a GAAP measure, to pro forma OIBDA, a non-GAAP measure. The following table also illustrates, for the fiscal year ended December 31, 2005, the amount of cash that would have been available for distribution to Windstream s common stockholders based on the pro forma combined financial results of Valor and Spinco. It is assumed that the merger occurred at the beginning of the period presented, subject to the accompanying assumptions described in the table.

	Year Ended December 31, 2005			
	Spinco	**Valor(1)**	**Pro Forma Adjustment(2)**	**Pro Forma Combined**
Pro Forma Cash Available to Pay Dividends (GAAP)(Dollars in Millions)				
Net cash provided from operations	$ 953.9	$ 191.1	$ 268.8	$ 1,413.8
Other income, net	(11.6)	1.9		(9.7)
Intercompany interest income	(23.3)			(23.3)
Interest expense	19.1	79.5		98.6
Income tax expense	267.9	14.3		282.2
Deferred income taxes	(4.9)	(14.2)		(19.1)
Provision for doubtful accounts	(29.2)	(6.1)		(35.3)
Non cash asset impairments		(1.7)		(1.7)
Non cash stock compensation		(12.7)		(12.7)
Changes in working capital	(66.3)	(3.0)		(69.3)
Other, net	2.4	7.8		10.2
Pro Forma OIBDA (Non-GAAP)	$ 1,108.0	$ 256.9	$ 268.8	$ 1,633.7
Less:				
Capital Expenditures(3)	356.9	57.4		414.3
Estimated cash interest expense(4)	17.9	83.3	266.2	367.4
Cash income taxes(5)	230.4			230.4
Cash Available to Pay Dividends	$ 502.8	$ 116.2	$ 2.6	$ 621.6

(1) Valor has historically calculated Cash Available to Pay Dividends as Adjusted EBITDA minus capital expenditures, cash interest, cash income taxes and any other charges excluded from adjusted EBITDA that have been or will be settled in cash. Windstream does not currently anticipate utilizing adjusted EBITDA as a non-GAAP measure and as such, the presentation of Valor s historical Cash Available to Pay Dividends has been modified to conform to the presentation expected to be presented by Windstream, which substitutes operating income before depreciation and amortization (OIBDA) in the place of adjusted EBITDA . The most significant difference between these two measures for Valor is that

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adjusted EBITDA excludes the impact of non-cash stock compensation ($12.7 million in 2005) and other non-cash items defined in Valor s existing credit facility while OIBDA does not.

(2) Reflects the elimination of the royalty expense that Spinco has historically paid to Alltel, which will cease upon the consummation of the spin-off and the merger.

(3) Consists of capital expenditures of both Spinco and Valor for the year ended December 31, 2005.

(4) Reflects Windstream s anticipated cash interest expense under its revolving credit facility, senior secured term loan facilities and senior notes. See Note (p) in Unaudited Pro Forma Combined Condensed Financial Information on page 166 for further discussion of interest expense anticipated to be incurred by Windstream, the interest rate assumptions included in such calculation and the sensitivity of such calculations to fluctuations of interest rates.

(5) Calculated as pro forma income tax expense of $275.4 million, less $45.0 million representing the use of net operating loss carryforwards held by Valor. The foregoing calculation is not based on an estimation of the anticipated taxable income for 2006, which is subject to many factors beyond the control of Windstream s management or its determination at this time. Actual payments of income taxes may be materially different.

Assumptions and Considerations

Based on a review and analysis conducted by Windstream s management, it believes that the minimum OIBDA for the 12 month period following the closing of the merger will be at least $1,481.8 million, and Windstream s management has determined that the assumptions in the above tables as to capital expenditures, cash interest expense, income taxes, working capital and availability of funds under the revolving credit facility are reasonable. Windstream considered numerous factors in establishing its belief concerning the minimum OIBDA required to support the dividend policy and its belief that minimum OIBDA for the first 12 months following the merger will be at least $1,481.8 million, including the following factors:

For fiscal year 2005, pro forma combined OIBDA including both Valor and Spinco, excluding the royalty expense that Spinco has historically paid to Alltel which will cease upon the consummation of this transaction, was $1,633.7 million.

For fiscal year 2005, the combined capital expenditures of Valor and Spinco were $414.3 million. Windstream s management expects capital expenditures for the twelve month period following the close of the merger to be approximately $400.0 million.

Absent the significant increase in Valor s working capital that resulted from the change in its capital structure in 2005, neither Valor nor Spinco has experienced significant adverse changes in working capital requirements in the last 2 years.

Windstream s management has analyzed the impact of its intention to pay dividends at the level described above on its operations and performance in prior years and has determined that the revolving credit facility would have had sufficient capacity to finance any fluctuations in working capital and other cash needs, including the payment of dividends at the levels described above. Windstream currently does not intend to borrow under its revolving credit facility to pay dividends.

Windstream has also assumed:

That the general business climate, including such factors as consumer demand for services, the level of competition experienced and the regulatory environment, will remain consistent with previous periods; and

The absence of extraordinary business events, such as new industry-altering technological developments or adverse regulatory developments, that may adversely affect Windstream s business, results of operations or anticipated capital expenditures.

If OIBDA for the first 12 months following the closing of the merger were to fall below the $1,481.8 million level (or Windstream s assumptions as to capital expenditures, cash taxes or cash interest expense are too low, or if Windstream s assumptions as to the sufficiency of its new revolving credit facility to finance its expected working capital needs prove incorrect, or if other assumptions stated above were to prove incorrect), Windstream would either reduce or eliminate dividends. Windstream cannot assure you that its OIBDA will in fact equal or exceed the minimum level set forth above, and its belief that it will equal or

exceed such level is subject to all of the risks, considerations and factors identified in other sections of this proxy statement/ prospectus-information statement, including those identified in the section entitled Risk Factors. Furthermore, even if OIBDA for the first 12 months following the closing of the merger were to equal or exceed the $1,481.8 million level, the Windstream board of directors retains the absolute discretion to reduce or eliminate the amount of the initial dividend policy if it determines such action is appropriate in light of its assessment of Windstream s business and the environment in which it will operate.

As noted above, Windstream has estimated its initial dividend level and the minimum OIBDA required to pay dividends at that level only for the first 12 months following the closing of the merger. Moreover, Windstream cannot assure you that it will pay dividends during or following such period at the level estimated above, or at all. Dividend payments are within the absolute discretion of the board of directors and will be dependent upon many factors and future developments that could differ materially from the current expectations. Over time, Windstream s capital and other cash needs will invariably be subject to uncertainties, which could affect the level of any dividends paid in the future.

In accordance with its dividend policy, Windstream intends to distribute, as dividends to its stockholders, a substantial portion of the cash generated by its business in excess of operating needs, interest and principal payments on indebtedness and capital expenditures. If Windstream continues paying dividends at the level currently anticipated under the dividend policy, it is expected that it would need additional financing to fund significant acquisitions. Such additional financing could include, among other transactions, the issuance of additional shares of common stock. However, Windstream intends to retain sufficient cash after the distribution of dividends to permit the pursuit of growth opportunities that do not require material capital investments. Management currently has no specific plans to increase capital spending to expand Windstream s business materially. However, management will evaluate potential growth opportunities as they arise and, if the board of directors determines that it is in Windstream s best interest to use cash that would otherwise be available for distribution as dividends to pursue an acquisition opportunity, to increase capital spending materially or for some other purpose, the board would be free to depart from or change the dividend policy at any time.

The intended policy to distribute rather than retain a significant portion of the cash generated by the business as regular quarterly dividends is based upon the assessment of Windstream s management of its financial performance, its cash needs and its investment opportunities. If these factors were to change based on, for example, regulatory, competitive or technological developments (which could increase the need for capital expenditures) or new investment opportunities, Windstream would need to reassess that policy.

Restrictions on Payment of Dividends

Delaware Law

Under Delaware law, Windstream s board of directors may declare and pay dividends either out of surplus or, if there is no surplus, out of net profits for the fiscal year in which the dividend is declared and/or the preceding fiscal year. Surplus is defined as the excess, if any, at any given time, of the total assets of a corporation over its total liabilities and statutory capital. The value of a corporation s assets can be measured in a number of ways and may not necessarily equal their book value. The board of directors may base this determination on its financial statements, a fair valuation of assets or another reasonable method. Subject to certain limitations, the value of Windstream s capital may be adjusted from time to time by the board of directors. Although Windstream intends to pay dividends at the anticipated levels during the 12 months following the merger in compliance with Delaware law, the board of directors will periodically seek to assure itself that the statutory requirements will be met before actually declaring dividends. In future years, the board may seek opinions from outside valuation firms to the effect that its net profits or surplus is sufficient to allow payment of dividends, and such opinions may not be forthcoming. If Windstream sought and was not able to obtain such an opinion, it likely would not be able to pay dividends.

Senior Secured Credit Facilities

Under the senior secured credit facilities, Windstream will be limited in its ability to take certain action with respect to dividends, with an exception for dividends up to the sum of excess free cash flow so long as the pro forma leverage ratio does not exceed 4.50 to 1.0.

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CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE SPIN-OFF AND THE MERGER

The following summarizes certain United States federal income tax consequences of the spin-off and the merger. This summary is based on the Code, the Treasury regulations promulgated under the Code, and interpretations of the Code and the Treasury regulations by the courts and the IRS, all as they exist as of the date hereof and all of which are subject to change, possibly with retroactive effect. This summary is limited to stockholders of Valor or Alltel that are United States holders, as defined immediately below. A United States holder is a beneficial owner of Valor stock or Alltel stock that is, for United States federal income tax purposes:

- an individual who is a citizen or a resident of the United States;

- a corporation, or other entity taxable as a corporation for United States federal income tax purposes, created or organized under the laws of the United States or any state thereof or the District of Columbia;

- an estate, the income of which is subject to United States federal income taxation regardless of its source; or

- a trust, if (i) a court within the United States is able to exercise primary jurisdiction over its administration and one or more United States persons have the authority to control all of its substantial decisions, or (ii) in the case of a trust that was treated as a domestic trust under the law in effect before 1997, a valid election is in place under applicable Treasury regulations.

Further, this summary does not discuss all of the tax considerations that may be relevant to Valor stockholders or Alltel stockholders in light of their particular circumstances, nor does it address the consequences to stockholders subject to special treatment under the United States federal income tax laws, such as:

- insurance companies,

- dealers or traders in securities or currencies,

- tax-exempt organizations,

- financial institutions,

- mutual funds,

- partnerships or other entities classified as partnerships for United States federal income tax purpose and investors in such entities,

- holders who hold their shares as a hedge or as part of a hedging, straddle, conversion, synthetic security, integrated investment or other risk-reduction transaction,

- holders who are subject to the alternative minimum tax, or

- holders who acquired their shares upon the exercise of employee stock options or otherwise as compensation.

In addition, this summary is limited to stockholders that hold their Valor common stock or Alltel common stock as a capital asset. Finally, this summary does not address any estate, gift or other non-income tax consequences or any state, local or foreign tax consequences.

VALOR AND ALLTEL STOCKHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS CONCERNING THE UNITED STATES FEDERAL, STATE AND LOCAL AND NON-UNITED STATES TAX CONSEQUENCES OF THE SPIN-OFF AND THE MERGER TO THEM IN LIGHT OF THEIR PARTICULAR CIRCUMSTANCES.

The Spin-Off

The spin-off is conditioned upon Alltel s receipt of a private letter ruling from the IRS (which Alltel received on April 7, 2006) to the effect that the spin-off, including (i) the contribution of the wireline business to Spinco, (ii) the receipt by Alltel of Spinco debt securities and the special dividend, (iii) the exchange of Spinco debt securities for Alltel debt, and (iv) the distribution of Spinco stock to the Exchange Agent on behalf of Alltel stockholders, will qualify as tax-free to Alltel, Spinco and the Alltel stockholders for United States federal income tax purposes under Sections 355, 368 and related provisions of the Code. The spin-off is also conditioned upon the receipt by Alltel of an opinion of Skadden, Arps, Slate, Meagher & Flom LLP, counsel to Alltel, to the effect that the spin-off will be tax-free to Alltel, Spinco and the stockholders of Alltel under Section 355 and related provisions of the Code. The opinion will rely on the IRS letter ruling as to matters covered by the ruling. The opinion will be based on, among other things, certain assumptions and representations as to factual matters made by Alltel, Spinco and Valor, which, if incorrect or inaccurate in any material respect, would jeopardize the conclusions reached by counsel in its opinion. The opinion will not be binding on the IRS or the courts, and the IRS or the courts may not agree with the opinion.

As set forth in the IRS letter ruling and the tax opinion attached as an exhibit to this registration statement: (i) no gain or loss will be recognized by (and no amount will be included in the income of) Alltel common stockholders upon the receipt by the exchange agent on their behalf of shares of Spinco common stock in the spin-off; (ii) the aggregate tax basis of the Alltel common stock and the Spinco common stock in the hands of each Alltel common stockholder after the spin-off will equal the aggregate tax basis of the Alltel common stock held by the stockholder immediately before the spin-off, allocated between the Alltel common stock and the Spinco common stock in proportion to the relative fair market value of each on the date of the spin-off; and (iii) the holding period of the Spinco common stock received by an Alltel common stockholder will include the holding period at the time of the spin-off of the Alltel common stock on which the distribution is made.

Although a private letter ruling from the IRS generally is binding on the IRS, if the factual representations or assumptions made in the letter ruling request are untrue or incomplete in any material respect, then Alltel will not be able to rely on the ruling. Furthermore, the IRS will not rule on whether a distribution satisfies certain requirements necessary to obtain tax-free treatment under Section 355 of the Code. Rather, the private letter ruling is based upon representations by Alltel that these conditions have been satisfied, and any inaccuracy in such representations could invalidate the ruling.

The spin-off would become taxable to Alltel pursuant to Section 355(e) of the Code if 50% or more of the shares of either Alltel common stock or Spinco common stock (including common stock of Windstream, as a successor to Spinco) were acquired, directly or indirectly, as part of a plan or series of related transactions that included the spin-off. Because the Alltel stockholders will own more than 50% of the Windstream common stock following the merger, the merger, standing alone, will not cause the spin-off to be taxable to Alltel under Section 355(e). However, if the IRS were to determine that other acquisitions of Alltel common stock or Valor common stock, either before or after the spin-off and the merger, were part of a plan or series of related transactions that included the spin-off, such determination could result in the recognition of gain by Alltel under Section 355(e). In any such case, the gain recognized by Alltel likely would include the entire fair market value of the stock of Spinco, and thus would be very substantial. In connection with the request for the IRS private letter rulings and the opinion of Alltel s counsel, Alltel has represented that the spin-off is not part of any such plan or series of related transactions. In certain circumstances, under the merger agreement, Windstream would be required to indemnify Alltel against tax-related losses to Alltel that arise as a result of disqualifying actions taken by Windstream or its subsidiaries after the distribution and the merger. See The Merger Agreement-Tax Matters beginning on page [ ]. If Alltel should recognize gain on the spin-off for reasons not related to a disqualifying action by Windstream, Alltel would not be entitled to be indemnified under the merger agreement. Even if Section 355(e) were to cause the spin-off to be taxable to Alltel, the spin-off would remain tax-free to Alltel s stockholders.

United States Treasury regulations require each Alltel stockholder that receives stock in a spin-off to attach to the stockholder s United States federal income tax return for the year in which the spin-off occurs a

detailed statement setting forth certain information relating to the tax-free nature of the spin-off. Shortly after the spin-off, Alltel will provide stockholders who will receive Windstream common stock in the spin-off with the information necessary to comply with that requirement.

The Merger

Skadden, Arps, Slate, Meagher & Flom LLP, counsel to Alltel, has delivered to Alltel its legal opinion, and Kirkland & Ellis LLP, counsel to Valor, has delivered to Valor its legal opinion, each attached as an exhibit to this registration statement and each to the effect that, on the basis of the facts, assumptions and representations set forth in such opinion and the representations and covenants set forth in certificates obtained from officers of Alltel, Spinco and Valor, the merger will be treated as a tax-free reorganization within the meaning of Section 368(a) of the Code. Any change in currently applicable law, which may or may not be retroactive, or the failure of any factual representation or assumption to be true, correct and complete in all material respects, could affect the validity of the Skadden, Arps, Slate, Meagher & Flom LLP opinion and/or the Kirkland & Ellis LLP opinion. An opinion of counsel represents counsel s best legal judgment and is not binding on the Internal Revenue Service or on any court.

It is a condition to the obligations of Alltel, Spinco and Valor to consummate the merger that Alltel and Spinco receive a private letter ruling from the IRS and the opinion of Skadden, Arps, Slate, Meagher & Flom LLP, described above, to the effect that the spin-off will qualify as tax-free to Alltel, Spinco and the Alltel stockholders for United States federal income tax purposes under Sections 355, 368 and related provisions of the Code. It is a further condition to the merger that Alltel and Spinco receive the opinion of Skadden, Arps, Slate, Meagher & Flom LLP, and that Valor receive the opinion of Kirkland & Ellis LLP, both to the effect that the merger will be treated as a tax-free reorganization within the meaning of Section 368(a) of the Code, which opinions will be based on private letter rulings of the IRS and on the facts, assumptions and representations set forth in each of such opinions and the representations and covenants set forth in updated officer s certificates to be provided by Alltel, Spinco and Valor at the time of closing.

As set forth in the tax opinions attached as exhibits to this registration statement: (i) Alltel common stockholders will not recognize gain or loss on the exchange of their Spinco common stock (received by the exchange agent on their behalf in the spin-off) for shares of Valor common stock pursuant to the merger, except to the extent of any cash received in lieu of a fractional share of Valor common stock; (ii) an Alltel stockholder s tax basis in the Valor common stock received pursuant to the merger (including any fractional share interest deemed to be received and exchanged for cash) will equal the stockholder s tax basis in the Spinco common stock surrendered in exchange therefor; (iii) an Alltel stockholder s holding period for the Valor common stock received pursuant to the merger will include the holding period for the shares of Spinco common stock surrendered in exchange therefor; (iv) neither Spinco nor Valor will recognize any gain or loss in the merger; and (v) Valor stockholders will not recognize gain or loss in the merger.

Alltel stockholders will not be entitled to receive any fractional shares of Valor common stock in the merger. Alltel stockholders otherwise entitled to receive fractional shares will instead be entitled to receive an amount in cash equal to (x) the closing sale price per share of Valor common stock on the NYSE on the business day preceding the merger, multiplied by (y) the fraction of a share of Valor common stock to which such stockholder would otherwise have been entitled. An Alltel stockholder generally will recognize capital gain or loss on any cash received in lieu of a fractional share of Valor common stock equal to the difference between the amount of cash received and the tax basis allocated to such fractional share. Such gain or loss will constitute long-term capital gain or loss if the holding period in the Spinco common stock surrendered in the merger (which, as described above, will include the holding period for the Alltel common stock on which such Spinco stock is distributed in the spin-off) exceeds 12 months as of the date of the merger. The deductibility of capital losses is limited.

Non-corporate holders of Alltel common stock may be subject to information reporting and backup withholding tax on any cash payments received in lieu of a fractional share interest in Valor common stock. Any such holder will not be subject to backup withholding tax, however, if such holder furnishes a correct taxpayer identification number and certifies that such holder is not subject to backup withholding tax, on the

substitute Form W-9 or successor form included in the letter of transmittal to be delivered to the holder following the completion of the merger or is otherwise exempt from backup withholding tax. Any amounts withheld under the backup withholding tax rules will be allowed as a refund or credit against a holder s United States federal income tax liability, provided that the holder furnishes the required information to the Internal Revenue Service.

Holders who receive Valor common stock as a result of the merger will be required to retain records pertaining to the merger and will be required to file with their United States federal income tax return for the year in which the merger takes place a statement setting forth certain facts relating to the merger.

THE MERGER AGREEMENT

The following is a summary of selected material provisions of the merger agreement. This summary is qualified in its entirety by reference to the merger agreement, which is incorporated by reference in its entirety and attached to this proxy statement/ prospectus-information statement as Annex A. We urge you to read the merger agreement in its entirety. The merger agreement has been included to provide you with information regarding its terms and has been publicly filed with the Securities and Exchange Commission. It is not intended to provide any other factual information about Alltel, Spinco, Valor or the combined company following completion of the merger. Such information can be found elsewhere in this proxy statement/ prospectus-information statement.

The merger agreement contains representations and warranties Alltel, Spinco and Valor made to each other. The assertions embodied in those representations and warranties are qualified by information in confidential disclosure schedules that Alltel, Spinco and Valor have exchanged in connection with signing the merger agreement. The disclosure schedules contain information that modifies, qualifies and creates exceptions to the representations and warranties set forth in the attached merger agreement. Accordingly, you should not rely on the representations and warranties as characterizations of the actual state of facts, since they are modified in important part by the underlying disclosure schedules. These disclosure schedules contain information that has been included in Alltel and Valor s general prior public disclosures, as well as potential additional non-public information. Moreover, information concerning the subject matter of the representations and warranties may have changed since the date of the agreement, which subsequent information may or may not be fully reflected in the companies public disclosures. We do not believe that the disclosure schedules contain information securities laws require us to publicly disclose other than information that has already been so disclosed.

The Merger

Under the merger agreement and in accordance with Delaware law, Spinco will merge with and into Valor. As a result of the merger, the separate corporate existence of Spinco will terminate and Valor will continue as the surviving corporation. For ease of reference, throughout this proxy statement/ prospectus information statement we will refer to Windstream Corporation, the new company formed by the merger of Valor and Spinco as Windstream.

Effective Time

The merger will become effective at the time of filing of a certificate of merger with the Secretary of State of the State of Delaware or at such later time as Alltel, Spinco and Valor may agree. The closing date of the merger will be a date to be specified by the parties which will be not later than two business days after the satisfaction or waiver of the conditions precedent to the merger.

Merger Consideration

The merger agreement provides that Valor will issue in the aggregate to holders of Alltel common stock a number of Valor shares equal to (a) the number of Valor shares outstanding as the effective time of the merger multiplied by (b) 5.667, which we refer as the aggregate merger consideration. Each share of Spinco common stock which Alltel stockholders will be entitled to receive in the distribution will be converted

into the right to receive a number of Valor shares equal to (x) the aggregate merger consideration, divided by (y) the number of Spinco shares outstanding as the effective time of the merger. The calculation of the merger consideration as set forth in the merger agreement will result in Alltel s stockholders collectively holding approximately 85% of the outstanding equity interests of Windstream immediately after the merger and the stockholders of Valor collectively holding the remaining approximately 15% of such equity interests.

Distribution of Per Share Merger Consideration

Prior to the effective time of the merger, Valor will deposit with the distribution agent certificates or book-entry authorizations representing the shares of Valor common stock for the benefit of the Alltel stockholders entitled to receive shares of Spinco common stock in the distribution. Each such Alltel stockholder will be entitled to receive the number of whole shares of Valor common stock (in lieu of the shares of Spinco common stock otherwise distributable to such stockholder) that such stockholder has the right to receive pursuant to the merger agreement. Immediately following the merger, the distribution agent will distribute these shares of Valor common stock to such persons.

Treatment of Fractional Shares

No fractional shares of Valor common stock will be issued pursuant to the merger. Alltel stockholders otherwise entitled to receive fractional shares will instead be entitled to receive an amount in cash equal to (x) the closing sale price per share of Valor common stock on the NYSE on the business day preceding the merger, multiplied by (y) the fraction of a share of Valor common stock to which such stockholder would otherwise have been entitled. Alternatively, Valor has the option of instructing the distribution agent to aggregate all fractional shares of Valor common stock, sell such shares in the public market and distribute to holders of Alltel common stock, who otherwise would have been entitled to such fractional shares, a pro rata portion of the proceeds of such sale.

Officers and Directors of Windstream

The parties to the merger agreement have agreed that, following the merger, Jeffery R. Gardner, who recently served as Executive Vice President Chief Financial Officer of Alltel, will serve as the Chief Executive Officer of Windstream, and Francis X. Frantz, who recently served as the Executive Vice President External Affairs, General Counsel and Secretary of Alltel will serve as Chairman of the Board of Directors of Windstream.

The merger agreement also provides that following the merger, the Board of Directors of Windstream will consist of the following nine members: Messrs. Frantz and Gardner, six directors to be designated by Alltel and one director to be designated by Valor, with a majority of the board being independent within the meaning of the NYSE s rules.

Stockholders Meeting

Under the terms of the merger agreement, Valor agreed to call a special meeting of its stockholders for the purpose of voting upon the adoption of the merger agreement, the increase in the authorized shares of Valor s common stock pursuant to the merger and the issuance of shares pursuant to the merger and any related matters. Valor will satisfy this merger agreement requirement by asking its stockholders to vote on these matters at its annual stockholder meeting that will take place on [ ], 2006. Valor also agreed to deliver this proxy statement/ prospectus-information statement to its stockholders in accordance with applicable law and its organizational documents.

In addition, subject to certain exceptions as described herein (see The Merger Agreement No Solicitation on page [ ]) the Board of Directors of Valor is obligated to recommend that Valor s stockholders adopt the merger agreement and include such recommendation in this proxy statement/prospectus-information statement.

Related Transactions

The merger agreement provides that Alltel and Spinco must take, or cause to be taken, all actions, and do, or cause to be done, all things necessary, proper or advisable that are required to consummate and make effective the contribution transaction and the distribution transaction in accordance with the terms of the distribution agreement. Also, under the terms of the merger agreement, Alltel and Spinco agreed to each execute at or prior to the merger the Tax Sharing Agreement, the Transition Services Agreement and the Employee Benefits Agreement, as well as the Distribution Agreement and all other agreements, if any, required in connection with the contribution transaction and the distribution transaction.

Financing

The merger agreement provides that Alltel and Spinco (and if requested, Valor) will use their respective reasonable best efforts to arrange financing as described in the merger agreement. See Financing of Windstream beginning on page [ ].

Corporate Offices

After the merger, the location of the headquarters and principal executive offices of Windstream will be the executive offices of Spinco in Little Rock, Arkansas.

Representations and Warranties

The merger agreement contains representations and warranties between Alltel and Spinco, on the one hand, and Valor, on the other. These representations and warranties, which are substantially reciprocal, relate to, among other things:

- due organization, good standing and qualification;
- capital structure;
- authority to enter into the merger agreement (and the other agreements executed in connection therewith) and no conflicts with or violations of governance documents or laws;
- documents filed with the SEC and financial statements;
- absence of certain changes or events;
- no material investigations or litigation;
- compliance with applicable laws and possession of required licenses and regulatory approvals;
- accuracy of information supplied for use in this proxy statement/ prospectus-information statement;
- compliance with environmental laws;
- tax matters;
- employee benefit plan matters;
- labor matters;
- intellectual property matters;
- communications regulatory matters;

material contracts;

title to real properties;

opinion of company financial advisors;

payment of fees to finders or brokers in connection with the merger;

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approval by the Board of Directors; and

affiliate transactions.

Valor has also made representations and warranties to Alltel and Spinco relating to the required vote of Valor stockholders to adopt the merger agreement, compensation payable to financial advisors, the inapplicability to the merger of state anti-takeover laws and filings with the Securities and Exchange Commission.

Alltel has also made representations to Valor regarding Alltel s capacity as a party to the merger agreement.

Many of the representations and warranties contained in the merger agreement are subject to materiality qualifications, knowledge qualifications, or both, and none of the representations and warranties survive the effective time of the merger.

Conduct of Business Pending Closing

Each of the parties has undertaken to perform certain covenants in the merger agreement and agreed to restrictions on its activities until the effective time of the merger. In general, Spinco and Valor are required to conduct their business in the ordinary course, to use all reasonable efforts to preserve their business organizations, to keep available the services of the current officers and other key employees and preserve their relationships with customers and suppliers with the intention that the ongoing businesses shall not be materially impaired. Each of Spinco and Valor have agreed to specific restrictions relating to the following:

declaring or paying dividends in respect of its capital stock; provided, Valor may, and intends to, continue paying quarterly dividends at an annual rate of $1.44 per share in accordance with its existing dividend policy until the transaction closes;

splitting, combining or reclassifying its capital stock or issuing securities in respect of, in lieu of or in substitution for its capital stock;

repurchasing, redeeming or otherwise acquiring its capital stock;

issuing, delivering, or selling any shares of its capital stock or any securities convertible into or exercisable for, or any right to acquire, capital stock;

making acquisitions of a substantial equity interest or material assets of another entity or selling, leasing, disposing of or otherwise encumber assets, other than inventory in the ordinary course of business consistent with past practice;

incurring debt, other than under existing agreements or in the ordinary course of business which is not material;

incurring any capital expenditures other than in the ordinary course of business consistent with past practice;

changing its accounting methods other than in accordance with accounting principles generally accepted in the United States;

making or rescinding any material tax elections or settling or compromising any material income tax liabilities, amending any material tax returns and changing any method of reporting income or deductions;

paying, discharging or satisfying any material claims, liabilities or obligations (absolute, accrued, asserted or unasserted, contingent or otherwise), other than in the ordinary course of business consistent with past practice; and

taking or agreeing or committing to take any action that would result in any of such party s representations and warranties set forth in the merger agreement or the other transaction agreements being or becoming untrue or in

any of the conditions set forth in merger agreement not being satisfied at the effective time of the merger.

In addition, Valor agreed to additional restrictions relating to the following:

amending its organizational documents in any manner that would prevent or materially impair or delay the consummation of the transactions contemplated by the merger agreement;

compensation and benefit matters with respect to directors, officers and employees;

establishing, adopting, entering into, terminating or amending any collective bargaining agreement;

complete or partial liquidation or dissolution of Valor or any of its subsidiaries;

entering into or amending agreements or arrangements with related parties; and

modifying, amending, terminating, renewing or failing to use reasonable best efforts to renew any material contract or waiving, releasing or assigning any material rights or claims except in the ordinary course of business consistent with past practice.

Alltel has also agreed to cause Spinco to adhere to the covenants listed above.

Each party has also agreed to use its reasonable best efforts to cause the spin-off or merger to qualify as generally tax-free transactions.

Proxy Materials

The parties agreed to prepare this proxy statement/ prospectus-information statement and the Registration Statement on Form S-4 of which it is a part, and to file them with the SEC and use all reasonable efforts to have the proxy statement cleared by the SEC and the registration statement declared effective by the SEC. Valor is required under the terms of the merger agreement to mail this proxy statement/ prospectus-information statement to its stockholders as promptly as practicable after the registration statement was declared effective.

Valor has agreed to make application to the NYSE for the listing of the shares of its common stock to be issued in connection with the merger and use all reasonable best efforts to cause such shares to be approved for listing.

Reasonable Best Efforts

The merger agreement provides that each party to the merger agreement, subject to customary limitations, will use its reasonable best efforts to take promptly all actions and to assist and cooperate with the other parties in doing all things necessary, proper or advisable under applicable laws and regulations to consummate the merger and the transactions contemplated by the merger agreement. Such actions include, without limitation:

the obtaining of all necessary actions or non-actions, waivers, consents, and approvals;

the making of all necessary registrations and filings pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended;

the filing of all applications necessary to obtain state public service, or public utility commissions, and FCC consent to the transfer of control of certain licenses held by Spinco;

the taking of all steps as may be necessary to obtain an approval or waiver from, or to avoid an action or proceeding by, any governmental authority; and

the defending of any lawsuits or other legal proceedings.

Alltel, Spinco and Valor also agreed to use all reasonable efforts to resolve any objections or challenges from a regulatory authority.

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Employee Matters

The merger agreement provides that, as of the closing of the merger, Windstream will continue to employ all of the employees of Spinco, except that the merger agreement does not require Windstream to retain such employees for any specific length of time. Subject to certain exceptions, Windstream is obligated to cause such employees to receive substantially the same level of benefits, in the aggregate, as provided under Spinco s employee benefit plans for a period of one year after the merger and to cause each such employee to be credited with service under the applicable benefit plans for all service earned with Spinco or Alltel, so long as such recognition will not result in duplicative benefits.

In addition, Windstream is obligated to assume, honor and discharge when due all liabilities of Spinco associated with such employees and to issue to such employees restricted shares of common stock of Windstream in such amounts, and on such terms and conditions as set forth in the Employee Benefits Agreement (see Additional Agreements Related To The Spin-Off And The Merger Employee Benefits Agreement), at or as soon as practicable after the effective time of the merger. The merger agreement authorizes up to 2.8 million restricted shares of Valor common stock to be awarded. The restrictions on such shares will lapse on a date to be determined by the Board of Directors of Windstream.

No Solicitation

The merger agreement contains detailed provisions restricting Valor s ability to seek an alternative transaction. Under these provisions, Valor agrees that it and its subsidiaries will not, and will use reasonable best efforts to ensure that its and its subsidiaries officers, directors, employees and agents do not, directly or indirectly:

- knowingly solicit, initiate or encourage any inquiry or proposal that constitutes or could reasonably be expected to lead to an acquisition proposal;

- provide any non-public information or data to any person relating to or in connection with an acquisition proposal, engage in any discussions or negotiations concerning an acquisition proposal, or otherwise knowingly facilitate any effort or attempt to make or implement an acquisition proposal;

- approve, recommend, agree to or accept, or propose publicly to approve, recommend, agree to or accept, any acquisition proposal; or

- approve, recommend, agree to or accept, or propose to approve, recommend, agree to or accept, or execute or enter into, any letter of intent, agreement in principle, merger agreement, acquisition agreement, option agreement or other similar agreement related to any acquisition proposal.

Valor also agreed to cease and cause to be terminated any existing activities, discussions or negotiations with any persons conducted heretofore with respect to any acquisition proposal.

The merger agreement provides that the term acquisition proposal means any proposal regarding:

- any merger, consolidation, share exchange, business combination, recapitalization or other similar transaction or series of related transactions involving Valor or any of its significant subsidiaries;

- any direct or indirect purchase or sale, lease, exchange, transfer or other disposition of the consolidated assets (including stock of Valor s subsidiaries) of Valor and its subsidiaries, taken as a whole, constituting 15% or more of the total consolidated assets of Valor and its subsidiaries, taken as a whole, or accounting for 15% or more of the total consolidated revenues of Valor and its subsidiaries, taken as a whole, in any one transaction or in a series of transactions;

- any direct or indirect purchase or sale of or tender offer, exchange offer or any similar transaction or series of related transactions engaged in by any person involving 15% or more of the outstanding shares of Valor common stock; or

any other substantially similar transaction or series of related transactions that would reasonably be expected to prevent or materially impair or delay the consummation of the transactions contemplated by the merger agreement or the other agreements executed in connection therewith.

The merger agreement does not prevent Valor or its Board of Directors from engaging in any discussions or negotiations with, or providing any non-public information to, any person in response to an unsolicited bona fide superior proposal or acquisition proposal that the Valor board concludes in good faith could lead to a superior proposal. However, Valor or its Board of Directors may take such actions only if and to the extent that:

Valor stockholders have not yet adopted and approved the merger agreement;

the Valor board, after consulting with its legal advisors, determines in good faith, that failure to take such action would be a breach of its fiduciary duties to stockholders under applicable laws;

before approving or recommending a proposal or terminating the merger agreement, the Valor board has provided Alltel with at least three business days notice of such action;

before providing any information or data to any person in connection with an acquisition proposal by that person, Valor s Board of Directors receives from that person an executed confidentiality agreement with terms substantially the same as those contained in the confidentiality agreement between Alltel and Valor; and

before providing any non-public information or data to any person or entering into discussions with any person, Valor s Board of Directors promptly notifies Alltel of any such inquiry, proposal or offer received from, any information requested by, or any discussions or negotiations sought to be initiated or continued with, that person and identifies the material terms and conditions of the acquisition proposal and the identity of the person making such acquisition proposal.

The merger agreement provides that the term superior proposal means any proposal or offer made by a third party to acquire, directly or indirectly, by merger, consolidation or otherwise, for consideration consisting of cash and/or securities, at least a majority of the shares of Valor s common stock then outstanding or all or substantially all of the assets of Valor and its subsidiaries and otherwise on terms which the Valor Board of Directors (after consultation with its legal and financial advisors) determines in its good faith judgment to be more favorable to its stockholders than the merger.

The Board of Directors of Valor may withdraw its recommendation that Valor stockholders adopt the merger agreement and approve the merger upon three business days written notice to Alltel if, after consulting with its legal advisors, it concludes in good faith that failure to take such action would be a breach of its fiduciary duties to stockholders under applicable laws.

In addition, the merger agreement does not prevent Valor or its Board of Directors from disclosing to its stockholders a position with respect to a tender offer as required by law. However, neither Valor nor its Board of Directors is permitted to approve or recommend, or propose publicly to approve or recommend, an acquisition proposal unless it has first terminated the merger agreement and has otherwise complied with the provisions thereof (including, without limitation, payment to Alltel of the termination fee).

Insurance and Indemnification

Under the terms of the merger agreement, the parties agreed that all rights to indemnification as provided in Spinco and Valor s respective certificate of incorporation or bylaws in favor of persons who are or were directors, officers or employees of such companies will survive for a period of six years following the merger. The parties also agreed that for a period of six years following the merger, Windstream will indemnify the current and former directors, officers or employees of Spinco and Valor to the fullest extent permitted by applicable law. The merger agreement further requires that, for six years following the effective time of the merger, subject to certain limitations, Windstream will maintain coverage under a director and officer liability insurance policy, with respect to claims arising from facts or events that occurred on or before the effective

time of the merger, at a level at least equal to that which Alltel is maintaining prior to the merger, except that Windstream will not be required to pay an annual premium for such insurance in excess of $2,000,000.

Amendment of Company Securityholders Agreement

Valor has agreed to use its reasonable best efforts to cause the Securityholders Agreement, dated as of February 14, 2005, by and among Valor and Welsh, Carson, Anderson & Stowe and certain individuals affiliated therewith (which we collectively refer to as WCAS), Vestar Capital Partners and certain individuals affiliated therewith (which we collectively refer to as Vestar), and certain of other stockholders of Valor, to be amended effective as of the effective time of the merger, which will provide that, among other things, following the merger:

WCAS will agree not to sell, transfer or otherwise dispose of Valor shares for a period of 90 days after consummation of the merger;

Windstream will file and use reasonable best efforts to have declared effective an evergreen shelf registration statement permitting sales of securities of Windstream by WCAS and Vestar as soon as practicable after consummation of the merger (provided that WCAS will not be able to sell shares of Windstream prior to the expiration of the lock-up referred to above) which will remain effective until each of WCAS and Vestar can sell all of its Windstream securities under Securities Act Rule 144 without volume limitations;

if requested by the holders of at least 50% of the outstanding registrable securities (initially held by WCAS, Vestar and their respective affiliates), Valor will conduct one underwritten offering, including management participation in road shows and similar customary obligations (underwriters to be selected by Valor); and

WCAS and Vestar will have customary piggyback registration rights in connection with any registration by Valor of sales of its equity securities (other than on Forms S-4 or S-8), whether for Valor s own account or for the benefit of one or more stockholders exercising demand registration rights.

Dividend Policy of Windstream

The merger agreement provides that the initial dividend policy of Windstream (which may be changed at any time by Windstream s Board of Directors) will provide for the payment, subject to applicable law, of regular quarterly dividends on each issued and outstanding share of common stock of $0.25 per share. See The Transactions Dividend Policy.

Conditions to the Completion of the Merger

The respective obligations of Valor, Alltel and Spinco to complete the merger are subject to the satisfaction or waiver of various conditions, including:

the completion of the spin-off transaction in accordance with the terms of the merger agreement and the distribution agreement;

the termination or expiration of the applicable waiting period under the Hart-Scott-Rodino Act and receipt of certain other approvals as set forth in the merger agreement;

receipt of the requisite consents of regulators in the telecommunications industry;

the effectiveness of the registration statement of which this proxy statement/ prospectus-information statement is a part;

the approval for listing on the New York Stock Exchange of the Valor common stock to be issued pursuant to the spin-off and the merger;

the approval of the holders of a majority in voting power of all outstanding shares of Valor common stock at the annual meeting, in accordance with applicable law and the rules, and regulations of the New York Stock

Exchange;

- the completion of the financing of the transaction;

- receipt by Alltel and Spinco (and, to the extent applicable, Valor) of the requisite IRS rulings regarding the spin-off and the merger;

- receipt by Alltel of a legal opinion from Alltel s counsel to the effect that the spin-off will qualify as tax-free to Alltel, Spinco and the stockholders of Alltel under Section 355 and related provisions of the Code, which opinion will rely on the IRS rulings as to matters covered by the rulings;

- receipt by each of Alltel and Spinco, on the one hand, and Valor, on the other hand, of a legal opinion stating that the merger will constitute a reorganization under Section 368(a) of the Code;

- receipt by the boards of directors of Alltel, Spinco and Valor of customary solvency and surplus opinions of a nationally recognized investment banking or appraisal firm in form and substance reasonably satisfactory to such boards and, to the extent relating to Spinco, reasonably satisfactory to Valor; and

- the absence of any statute, rule, regulation, order or injunction having the effect of restraining, enjoining or prohibiting the contribution transaction, the distribution transaction or the merger or imposing any restrictions or requirements thereon or on Alltel, Spinco or Valor that would reasonably be expected to have a material adverse effect on Alltel or Windstream following the merger.

Alltel and Spinco s obligations to complete the merger are also subject to the satisfaction or waiver of the following additional conditions:

- performance by Valor, in all material respects, of all its obligations and compliance by Valor, in all material respects, with all covenants required by the merger agreement, as certified in writing by a senior officer of Valor;

- the accuracy of Valor s representations and warranties set forth in the merger agreement (subject to certain exceptions), without any qualification as to materiality or material adverse effect set forth therein, except where the failure of such representations and warranties to be true and correct would not, individually or in the aggregate, reasonably be expected to have a material adverse effect on Valor and its subsidiaries, as certified in writing by a senior officer of Valor;

- the absence of any event, occurrence, development or state of circumstances or facts that has had, individually or in the aggregate, a material adverse effect on Valor, except as previously disclosed; and

- delivery of evidence, in form and substance reasonably satisfactory to Alltel and Spinco, demonstrating that Valor s securityholders agreement has been amended in accordance with the merger agreement.

Valor s obligation to complete the merger is also subject to the satisfaction or waiver of the following additional conditions:

- performance by Alltel and Spinco, in all material respects, of all their respective obligations and compliance by Alltel and Spinco, in all material respects, with all covenants required by the merger agreement, as certified in writing by a senior officer of each of Alltel and Spinco;

- the accuracy of Alltel and Spinco s representations and warranties set forth in the merger agreement (subject to certain exceptions), without any qualification as to materiality or material adverse effect set forth therein, except where the failure of such representations and warranties to be true and correct would not, individually or in the aggregate, reasonably be expected to have a material adverse effect on Alltel and Spinco and their subsidiaries, as certified in writing by a senior officer of each of Alltel and Spinco;

execution by Spinco and Alltel of the Tax Sharing Agreement, the Employee Benefits Agreement, the Shared Contracts Agreement, the Shared Assets Agreement, the Distribution Agreement and the Transition Services Agreement;

the absence of any event, occurrence, development or state of circumstances or facts that has had, individually or in the aggregate, a material adverse effect on each of Alltel and Spinco, except as previously disclosed; and

delivery by Spinco of an affidavit, dated as of the closing date, in form and substance required under the Treasury Regulations issued pursuant to Section 1445(b) of the Code.

Termination

The merger agreement may be terminated by the mutual written consent of Alltel, Spinco and Valor. Additionally, either Alltel, Spinco or Valor may terminate the merger agreement if:

the merger is not consummated by December 8, 2006 through no fault of the party seeking to terminate the merger agreement;

there are final, non-appealable legal restraints preventing the merger and the party seeking to terminate the merger agreement has used all reasonable best efforts to remove such legal restraints; or

the requisite Valor stockholder approval shall have failed to be obtained at the stockholders meeting, except that Valor will not be permitted to terminate the merger agreement because of the failure to obtain the stockholder approval if such failure was caused by (i) Valor s actions or inactions that constitute a material breach of the merger agreement or (ii) a material breach of the voting agreement by any party thereto other than Spinco.

Either Alltel or Spinco may terminate the merger agreement at any time prior to the merger if:

Valor has breached or failed to perform in any material respect a representation, warranty, covenant or agreement contained in the merger agreement, resulting in a failure of a condition to Valor s obligation to effect the merger, and such breach cannot be cured by December 8, 2006;

the Board of Directors of Valor withdraws or modifies its approval or recommendation of the merger or the merger agreement or approves or recommends (or approves to recommend) to the Valor stockholders an acquisition proposal; or

Valor fails to call and hold stockholders meeting within sixty (60) days after the effectiveness of the registration statement to which this proxy statement/ prospectus-information statement is a part.

Valor may terminate the merger agreement at any time prior to the merger if:

either Alltel or Spinco breached or failed to perform in any material respect a representation, warranty, covenant or agreement contained in the merger agreement, resulting in a failure of a condition to the Alltel or Spinco s obligations to effect the merger, and such breach cannot be cured by December 8, 2006; or

the Valor Board of Directors determines in good faith that an acquisition proposal constitutes a superior proposal and (i) Valor notifies Alltel of the acquisition proposal in accordance with the merger agreement, (ii) simultaneously with terminating the merger agreement Valor enters into a definitive agreement to effect the superior proposal, and (iii) Valor pays to Alltel the termination fee described below.

Termination Fee Payable in Certain Circumstances

Valor has agreed to pay Alltel a termination fee of $35 million in the event that:

Valor terminates the merger agreement because its Board of Directors determines in good faith that an acquisition proposal constitutes a superior proposal;

Alltel and Spinco terminate the merger agreement because the Board of Directors of Valor withdraws or modifies its approval or recommendation of the merger or recommends an acquisition proposal to the Valor stockholders; or

any person makes an acquisition proposal and thereafter the merger agreement is terminated (i) by Valor, Alltel or Spinco because either the merger is not consummated by December 8, 2006 or if the requisite Valor stockholder approval shall have failed to be obtained, or (ii) by Alltel or Spinco

because Valor fails to call and hold stockholders meeting within sixty (60) days after the effectiveness of the registration statement to which this proxy statement/ prospectus-information statement is a part, and, in each of the following cases, within twelve (12) months after the termination of the merger agreement:

Valor is acquired by any merger, business combination or other similar transaction;

Valor disposes of 15% or more of the total consolidated assets of Valor and its subsidiaries, taken as a whole, or accounting for 15% or more of the total consolidated revenues of Valor and its subsidiaries, taken as a whole;

any person or entity acquires 15% or more of the outstanding shares of Valor common stock;

any other substantially similar transaction that would reasonably be expected to prevent or materially impair or delay the consummation of merger is consummated; or

Valor enters into a definitive agreement with respect to the foregoing.

Alltel has agreed to pay Valor a termination fee of $35 million in the event that:

Alltel and Spinco or Valor terminates the merger agreement because the meprger is not consummated by December 8, 2006 and at the time of such termination, all of the conditions to the transactions in the merger agreement have been satisfied other than such conditions which by their terms are intended to be satisfied contemporaneously with the closing or such condition regarding the completion of the financing of the transaction; or

Valor terminates the merger agreement because either Alltel or Spinco breached or failed to perform in any material respect a representation, warranty, covenant or agreement contained in the merger agreement, resulting in a failure of the conditions to the Alltel or Spinco s obligations regarding the completion of the financing of the transaction, and such breach cannot be cured by December 8, 2006.

In addition, Alltel has agreed to pay Valor a termination fee of $20 million in the event that:

Alltel and Spinco or Valor terminates the merger agreement because the merger is not consummated by December 8, 2006 and at the time of such termination, all of the conditions to the transactions in the merger agreement have been satisfied other than such conditions which by their terms are intended to be satisfied contemporaneously with the closing or such conditions regarding:

the receipt by Alltel and Spinco (and, to the extent applicable, Valor) of the requisite Internal Revenue Service rulings relating to the spin-off and the merger and the receipt by Alltel of a legal opinion from its counsel to the effect that the spin-off will be tax-free to Alltel, Spinco and the stockholders of Alltel under Section 355 and related provisions of the Code; or

the receipt by each of Alltel and Spinco, on the one hand, and Valor, on the other hand, of a legal opinion stating that the merger will constitute a reorganization under section 368(a) of the Internal Revenue Code; or

Valor terminates the merger agreement because either Alltel or Spinco breached or failed to perform in any material respect a representation, warranty, covenant or agreement contained in the merger agreement, resulting in a failure of the two conditions to the Alltel or Spinco s obligations listed immediately above, and such breach cannot be cured by December 8, 2006.

Indemnification

Under the merger agreement, Windstream is obligated to indemnify Alltel and its affiliates against all losses and expenses arising out of any untrue statement or alleged untrue statement of a material fact contained in this proxy statement/ prospectus-information statement, or the registration statement to which it is part, or any omission or alleged omission to state a material fact necessary to make the statements contained herein or therein not misleading. Windstream is not responsible, however, for information provided by Alltel as to itself and its subsidiaries, including Spinco.

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The merger agreement also provides that Alltel will indemnify Windstream and its affiliates against all losses and expenses arising out any untrue statement or alleged untrue statement of a material fact contained in this proxy statement/ prospectus-information statement, or the registration statement to which it is part, or any omission or alleged omission to state a material fact necessary to make the statements contained herein or therein not misleading, but only with respect to information provided by Alltel as to itself and its subsidiaries, including Spinco.

Amendments

The merger agreement may be amended by the parties at any time before or after approval by Valor stockholders, provided that, after approval by Valor stockholders, no amendment which by law or under the rules of any stock exchange or automated inter-dealer quotation system requires further stockholder approval may be made to the merger agreement without obtaining such further approval. All amendments to the merger agreement must be in writing and signed by each party.

Expenses

The merger agreement provides that each party will pay its own fees and expenses in connection with the merger agreement, the merger and the transactions contemplated by the merger agreement, whether or not the merger is completed, except that if the merger is consummated, all costs and expenses incurred in connection with the merger agreement, the merger and the transactions contemplated by the merger agreement will be paid by Windstream, including all underwriter s or placement agent s discounts, fees and expenses associated with the financing of Spinco and the debt exchange, and all broker, finder and similar advisory fees incurred by Alltel or Spinco in connection with the transactions contemplated by the merger agreement and the distribution agreement, subject to a cap on such fees.

Tax Matters

The merger agreement contains certain additional representations, warranties, covenants and indemnification provisions relating to the preservation of the tax-free status of (i) the contributions by Alltel to Spinco, (ii) the receipt by Alltel of the special dividend and the Spinco debt securities, (iii) the exchange of the Spinco debt securities for Alltel debt, (iv) the distribution of Spinco stock to the stockholders of Alltel and (v) the merger of Spinco and Valor (which the merger agreement refers to collectively as the tax-free status of the transactions). In particular, Spinco, Alltel and Valor each represented that it would examine all of the tax materials prepared in connection with obtaining the required tax rulings from the IRS and the required opinions of Alltel s and Valor s tax counsel, as well as the actual tax rulings and opinions, and that the facts and representations made in those rulings, opinions and other tax materials as to itself are or will be correct and complete in all material respects. In addition, Valor made further representations and warranties to Alltel and Spinco regarding the ownership of equity interests in Alltel by Valor and by certain controlling stockholders of Valor.

Valor also agreed to certain limitations on its and Windstream s future activities that restrict its ability to take actions that would jeopardize the tax-free status of the transactions (which actions the merger agreement refers to as disqualifying actions), and require it to take certain other actions in order to preserve the tax-free status of the transactions, including:

generally, not taking, or permitting any of its subsidiaries to take, any disqualifying action, provided that a disqualifying action would not include (i) an action taken pursuant to the terms of the transaction agreements, (ii) an action that would not have caused the tax-free status of the transactions to be lost, but for an action taken by Alltel or (iii) an action taken by Spinco prior to the distribution or taken solely to mitigate the adverse effects on the tax-free status of the transactions of an action taken by Spinco prior to the distribution;

generally, for two years after the distribution, not taking, or permitting any of its subsidiaries to take, an action that might be a disqualifying action, without receiving the prior determination of Alltel that the action would not jeopardize the tax-free status of the transactions;

- for two years after the distribution, not entering into any agreement, understanding or arrangement or engaging in any substantial negotiations with respect to any transaction involving the acquisition of Windstream stock or the issuance of shares of Windstream stock, or options to acquire or other rights in respect of such stock, in excess of a permitted basket of 71,130,989 shares (as adjusted for stock splits, stock dividends, recapitalizations, reclassifications and similar transactions), unless, generally, the shares are issued to qualifying Windstream employees or retirement plans, each in accordance with safe harbors under regulations issued by the IRS;

- for two years after the distribution, not repurchasing Windstream shares, except to the extent consistent with guidance issued by the IRS;

- for two years after the distribution, causing certain wholly-owned subsidiaries that were wholly-owned subsidiaries of Spinco at the time of the distribution to continue the active conduct of the Spinco business to the extent so conducted by those subsidiaries immediately prior to the distribution;

- for two years after the distribution, not voluntarily dissolving, liquidating, merging or consolidating with any other person, unless (i) Windstream is the survivor of the merger or consolidation or (ii) prior to undertaking such action, Alltel has delivered a written determination to Windstream that such action would not jeopardize the tax-free status of the transactions.

Nevertheless, Windstream will be permitted to take any of the actions described above in the event that the IRS has granted a favorable ruling to Alltel or Windstream as to the effect of such action on the tax-free status of the transactions.

Valor and Spinco, on the one hand, and Alltel, on the other hand, agreed that, subject to redaction, each would furnish the other with a copy of any relevant documents delivered to the IRS. In addition, Valor agreed to take actions reasonably requested by Alltel intended to mitigate the effects of a breach by Spinco prior to the distribution date of a tax-related representation or covenant, provided that (i) Alltel would indemnify Valor for all reasonable costs and expenses of taking such actions and (ii) any such action did not and would not adversely impact in any material respect the business, operations or financial condition of Valor or any of its subsidiaries or divisions.

To the extent that the tax-free status of the transactions is lost because of a disqualifying action taken by Windstream or any of its subsidiaries after the distribution date, Windstream will be obligated to indemnify, defend and hold harmless Alltel and its subsidiaries (or any successor to any of them) from and against any and all tax-related losses incurred by Alltel. Tax related losses include not only taxes, as finally determined by the IRS, but also accounting, legal and other professional fees and court costs incurred in connection with such taxes, costs and expenses that resulted from adverse tax consequences to Alltel or Alltel stockholders, and any taxes imposed on the receipt of the indemnification payments.

Nevertheless, Windstream will not be obligated to indemnify Alltel as described above, if:

- Alltel had delivered to Windstream a written determination that a potential disqualifying action would not jeopardize the tax-free status of the transactions (except to the extent that a disqualifying action resulted from the inaccuracy, incorrectness or incompleteness of any representation provided by Windstream to Alltel in respect of that determination);

- the tax-related loss arose in respect of any action or transaction that was permitted to be taken without the consent of Alltel pursuant to the limitations described in the third preceding paragraph (except to the extent that, in the case of an action permitted pursuant to an IRS ruling, a disqualifying action resulted from the inaccuracy, incorrectness or incompleteness of any representation provided by Windstream to the IRS in connection with such ruling);

- the tax-related loss arose in respect of any item of income, gain, deduction or loss that resulted from Alltel s preliminary internal restructuring or that was attributable, under certain provisions of the Code, to a predecessor of Alltel or Spinco; or

the tax-related loss arose from the recognition of taxable income or gain by Alltel or any Alltel affiliate on the distribution, as a result of any deemed sale of Spinco stock by Alltel attributable to such stock being treated for federal income tax purposes as not having been distributed to Alltel s stockholders or any failure by Alltel to distribute an amount of Spinco stock constituting control of Spinco within the meaning of Section 368(c) of the Code as a result of such a deemed sale.

Alltel agreed to terminate as of the distribution date any and all existing tax sharing agreements and tax practices between Alltel or any subsidiary, other than Spinco or any Spinco subsidiary, on the one hand, and Spinco or any Spinco subsidiary, on the other hand.

The merger agreement provides that Alltel and Windstream will jointly control and cooperate on the defense of any third-party claim which could give rise to an indemnification payment by Windstream under the tax indemnity provisions of the merger agreement. Each party forfeited its control right if it made any public statement or filing, or took any action, materially inconsistent with any representation or warranty made by such party in the merger agreement or the tax materials. If either Alltel or Windstream failed to jointly defend any such claim, then the other party would solely defend such claim with the cooperation of the non-participating party, provided that Alltel could not compromise or settle any such claim without the prior written consent of Windstream. Each party agreed to pay its own costs and expenses incurred in defending any such claim.

THE DISTRIBUTION AGREEMENT

The following is a summary of selected material provisions of the distribution agreement. This summary is qualified in its entirety by reference to the distribution agreement, which is incorporated by reference in its entirety and attached to this proxy statement/ prospectus-information statement as Annex B. We urge you to read the distribution agreement in its entirety. The distribution agreement has been included to provide you with information regarding its terms and has been publicly filed with the Securities and Exchange Commission. It is not intended to provide any other factual information about Alltel, Spinco or Valor. Such information can be found elsewhere in this proxy statement/ prospectus-information statement.

The distribution agreement contains representations and warranties that Alltel and Spinco made to each other. The assertions embodied in those representations and warranties are qualified by information in confidential disclosure schedules that Alltel and Spinco have exchanged in connection with signing the distribution agreement. The disclosure schedules contain information that modifies, qualifies and creates exceptions to the representations and warranties set forth in the attached distribution agreement. Accordingly, you should not rely on the representations and warranties as characterizations of the actual state of facts, since they are modified in important part by the underlying disclosure schedules. These disclosure schedules contain information that has been included in Alltel general prior public disclosures, as well as potential additional non-public information. Moreover, information concerning the subject matter of the representations and warranties may have changed since the date of the agreement, which subsequent information may or may not be fully reflected in Alltel s public disclosures. We do not believe that the disclosure schedules contain information securities laws require us to publicly disclose other than information that has already been so disclosed.

General

The distribution agreement between Alltel and Spinco provides for, among other things, the principal corporate transactions required to effect the proposed distribution of Spinco common stock to Alltel stockholders and certain other terms governing the relationship between Alltel and Spinco with respect to or in consequence of the spin-off transaction.

Preliminary Transactions

Pursuant to the distribution agreement, Alltel will engage in a series of preliminary restructuring transactions to effect (i) the transfer to Spinco s subsidiaries of all of the assets relating to Alltel s wireline

telecommunications business, including Alltel s ILEC, CLEC and internet access operations, related marketing and sales operations, and other operations comprising what is referred to in Alltel s Annual Report on Form 10-K for the fiscal year ended December 31, 2004 as the Wireline Segment of Alltel, as well as all of Alltel s directory publishing operations, telecommunication information services operations, product distribution operations (other than any such operations supporting Alltel s wireless telecommunications business), network management services operations, and wireline long-distance services operations (other than the fiber backbone supporting those operations and the revenues attributable to Alltel s wireless telecommunications business as a result of its use of the fiber backbone); and (ii) the transfer to Alltel s subsidiaries of all assets not relating to such businesses.

Following these preliminary restructuring transactions, and immediately prior to the effective time of the merger, Alltel will contribute all of the stock of the Spinco subsidiaries to Spinco in exchange for:

- the issuance to Alltel of Spinco common stock to be distributed to the exchange agent for the benefit of Alltel s stockholders pro rata in the spin-off,

- the payment of a special dividend to Alltel in an amount not to exceed Alltel s tax basis in Spinco (which equals approximately $2.4 billion), which Alltel will use to repurchase stock pursuant to a special stock buyback program authorized by the Alltel Board of Directors in connection with the spin-off, to repay outstanding indebtedness, or both, within one year following the spin-off, and

- the distribution by Spinco to Alltel of certain Spinco debt securities in an amount equal to the difference between $3.965 billion (the aggregate amount Spinco will borrow) and the special dividend paid to Alltel by Spinco, which Alltel intends to exchange for outstanding Alltel debt securities or otherwise transfer to Alltel s creditors.

Coordination of Asset Separation Transactions

The separation of the assets and liabilities of the Spinco Business from Alltel s remaining assets, as well as the terms of the various separation agreements and similar arrangements, between Alltel and Spinco will be subject to the review of a steering committee comprised of representatives designated by Alltel, Spinco and Valor. The Steering Committee will be comprised of up to two (2) designees selected by Alltel, up to two (2) designees selected by Spinco and up to two (2) designees selected by Valor, who shall be reasonably acceptable to Alltel and Spinco.

Spinco Financing

The distribution agreement provides that, prior to the distribution, Spinco will consummate certain financing transactions pursuant to which Spinco will borrow approximately $3.965 billion through (1) a new senior secured credit agreements or the issuance of senior unsecured debt securities in an offering under Rule 144A, promulgated under the Securities Act of 1933, as amended, and (2) the distribution of the exchange notes to Alltel. All proceeds of the financing will be used to pay the consideration to be received by Alltel for the contribution (through payment of the special dividend and distribution of the exchange notes) and to pay related fees and expenses.

Alltel has received a commitment letter from J.P. Morgan Securities Inc., JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Merrill Lynch Capital Corporation to provide Spinco with up to $4.2 billion in senior secured credit facilities comprised of term loan facilities in an aggregate amount of up to $3.7 billion and a revolving credit facility of up to $500.0 million. For a more complete discussion of the financing of Windstream, see Financing of Windstream herein at page [ ].

Net Debt Adjustment

The distribution agreement provides for an adjustment following completion of the merger to be paid by Alltel or Valor (as the surviving company in the merger), as the case may be, to the extent that the net indebtedness of Spinco following the merger is more or less than the sum of (x) $4.2 billion plus (y) any fees and expenses related to Spinco s note offering and the distribution of the Spinco debt securities to Alltel (the

sum of which we will refer to as Spinco s target indebtedness). If the net indebtedness of Spinco following the merger exceeds the Spinco s target indebtedness, Alltel is obligated to pay to Valor an amount equal to such excess. If the net indebtedness of Spinco following the merger is less than the Spinco s target indebtedness, Valor will pay to Alltel an amount equal to such deficit. The amount, if any, of the debt adjustment will be determined within 90 days of the closing date.

As a result of the transactions, Alltel will receive approximately $4.2 billion in cash proceeds and debt reduction through the special dividend, the distribution of the exchange notes and the assumption by Windstream on a consolidated basis of approximately $261 million in existing Spinco debt securities.

Covenants

Each of Alltel and Spinco have agreed to take specified actions after the signing of the distribution agreement. These actions include the following:

- immediately prior to the spin-off, all material contracts, licenses, agreements, commitments and other arrangements, formal and informal, between Alltel and its subsidiaries, on the one hand, and Spinco and its subsidiaries, on the other hand, will be terminated (except as contemplated by the other agreements executed in connection with the transactions);

- immediately prior to the spin-off, all intercompany cash management loan balances between Alltel and its subsidiaries, on one hand, and Spinco and its subsidiaries, on the other hand, will be canceled;

- no longer using any material showing, or otherwise representing to any third party, any affiliation or connection between Alltel and Spinco after the spin-off, other than in filings, reports and other documents required by applicable law or regulations of securities exchanges to be filed or made publicly available; and

- entering into the Employee Benefits Agreement, the Merger Agreement, the Tax Sharing Agreement, the Shared Assets Agreement, the Shared Contracts Agreement, and the Transition Services Agreement (see Additional Agreements Related To The Spin-Off And The Merger on page [ ]).

Conditions to the Completion of the Spin-Off

The distribution agreement provides that the distribution of Spinco common stock will occur only if each condition to obligations of Alltel and Spinco to consummate the merger shall have been fulfilled or waived by Alltel (except for the consummation of the contribution transaction and the spin-off) (see The Merger Agreement Conditions to the Completion of the Merger on page [ ]).

Subsequent Transfers

In the event that following the spin-off Alltel becomes aware that it possesses any assets that should have been transferred to Spinco, Alltel will hold such asset in trust and cause the prompt transfer of such assets, rights or properties to Spinco.

Mutual Release; Indemnification

Mutual Release of Pre-Closing Claims. Spinco and Alltel have each agreed to release the other from any and all claims that it may have against the other party which arise out of or relate to events, circumstances or actions taken by the other party occurring or failing to occur or any conditions existing at or prior to the time of the spin-off. The mutual release is subject to specified exceptions set forth in the distribution agreement. The specified exceptions include:

- any liability assumed, transferred, assigned or allocated to Spinco or to Alltel in accordance with, or any other liability of either of them under, the merger agreement or any other transaction agreements or any contracts contemplated thereby;

the ability of a party to enforce its rights under the merger agreement or any other transaction agreements or any contracts contemplated thereby; or

any liability the release of which would result in the release of any person other than Spinco, Alltel or their respective subsidiaries.

Indemnification by Spinco. Except as otherwise provided in transaction agreements executed in connection with the merger, Spinco is obligated to indemnify, defend and hold harmless Alltel from and against all losses arising out of or due to the failure of Spinco:

to pay or satisfy:

any liability of Alltel or any of its subsidiaries (including Spinco and its subsidiaries) primarily relating to or arising from the business of Spinco, including the liabilities set forth on the audited balance sheet of Spinco prepared in accordance with the distribution agreement or arising after the date thereof;

any liability of Spinco under the transaction agreements executed in connection with the merger;

any liability to be transferred to Spinco or a Spinco subsidiary in connection with a benefit and compensation plan, in accordance with the employee benefits agreement; or

any liability or obligation arising in connection with or related to the assets transferred to Spinco by Alltel in accordance with the distribution agreement; or

to perform any of its obligations under the distribution agreement.

Indemnification by Alltel. Except as otherwise provided in the transaction agreements executed in connection with the merger, Alltel is obligated to indemnify, defend and hold harmless Spinco from and against all losses arising out of or due to the failure of Alltel:

to pay or satisfy any liability of Alltel or any of its subsidiaries, including the liabilities of Alltel under the transaction agreements executed in connection with the merger, in each case, other than the liabilities of Spinco thereunder; or

to transfer to Spinco all of the assets transferred or to be transferred to Spinco pursuant to the distribution agreement, or

to perform any of its obligations under the distribution agreement.

The indemnification provisions set forth in the distribution agreement do not apply to any indemnification or other claims relating to taxes. Instead, these indemnification obligations are covered in the tax sharing agreement. See Additional Agreements Related To The Spin-Off And The Merger The Tax Sharing Agreement beginning on page [ ].

Insurance

Following the spin-off, Spinco will be responsible for obtaining and maintaining its own insurance coverage and will no longer be an insured party under Alltel insurance policies, except that Spinco will have the right to assert claims for any liability with respect to the Spinco business under shared policies with third party insurers which are occurrence basis policies arising out of incidents occurring from the date coverage commenced until the time of the spin-off. Spinco will have similar rights under claims made policies arising out of incidents occurring from the date of coverage until the time of the spin-off, so long as the claim is properly asserted to the insurer prior to the spin-off.

Non-Solicitation of Employees

Under the terms of the distribution agreement, Alltel and Spinco each agree not to solicit, recruit or hire any employee of the other for a period of twelve months following the date of the spin-off or until three

months after the employee s employment with the respective company terminates, whichever occurs first. These restrictions do not apply to general recruiting efforts carried out through a public or general solicitation.

Expenses

Under the terms of the distribution agreement, whether or not the distribution is consummated, the costs and expenses incurred by Alltel or Spinco in connection with the distribution agreement, the preliminary restructuring contemplated thereby, the contribution, the special dividend, the debt exchange, the financing Spinco and the merger (including (i) all underwriter s discounts, fees and expenses, and (ii) all broker, finder and similar advisory fees incurred by Alltel or Spinco in connection with the transactions contemplated by the distribution agreement and the merger agreement) will be paid by Spinco, except that, in the event the aggregate amount of all such expenses exceeds $115.0 million less the amount by which the principal amount of any indebtedness of Spinco following the merger exceeds Spinco s target indebtedness, Alltel will pay such excess expenses.

Spinco is not responsible for any expenses of Valor s legal, accounting, financial and other advisors or any costs of refinancing the Valor s outstanding indebtedness or any other costs incurred by Valor in connection with the transactions contemplated by the distribution agreement or by the merger agreement, except that if the merger is consummated, all costs and expenses incurred in connection with the merger agreement, the merger and the transactions contemplated by the merger agreement will be paid by Windstream.

Termination

Following termination of the merger agreement, the distribution agreement may be terminated and the spin-off abandoned at any time prior to the spin-off by and in the sole discretion of the Board of Directors of Alltel. As long as the merger agreement is in effect, the distribution agreement may not be terminated.

THE VOTING AGREEMENT

The following is a summary of selected provisions of the voting agreement. This summary is qualified in its entirety by reference to the voting agreement, which is incorporated by reference in its entirety and attached to this proxy statement/ prospectus-information statement as Annex C. We urge you to read this agreement in its entirety.

Contemporaneously with entering into the merger agreement, Spinco entered into a voting agreement with certain holders of Valor common stock. All of the shares of Valor common stock beneficially owned by these stockholders are subject to the voting agreement. As of the record date for Valor s annual meeting, these stockholders held 28,833,582 shares of Valor common stock, representing approximately 41% of the number of votes entitled to be cast.

Each of the stockholders party to the voting agreement are obligated by the voting agreement to vote their shares in favor of the approval and adoption of the merger agreement and the merger. Unless Alltel and Spinco consent in writing to the contrary, these stockholders also are required by the voting agreement to vote against proposals of any third party relating to the merger of Valor or acquisition of 20% or more of the assets of Valor and its subsidiaries, taken as a whole, or 20% or more of the common stock of Valor. These stockholders also may not in any manner participate in a solicitation (as that term is used in the rules of the SEC) of proxies or similar rights to vote, or seek to advise or influence any person with respect to voting intended to facilitate any such alternative merger or acquisition or to cause Valor stockholders not to vote to approve and adopt the merger agreement. Further, these stockholders may not, directly or indirectly, enter into, solicit, or otherwise conduct any discussions or negotiations with, or respond to or provide any information to, anyone other than Alltel and Spinco relating to an acquisition proposal as defined in the merger agreement (see The Merger Agreement No Solicitation on page [ ]). In addition, these stockholders may not enter into any other agreements the effect of which is inconsistent with the requirements listed in this paragraph.

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The stockholders party to the voting agreement are also obligated to cause the Securityholders Agreement, dated as of February 14, 2005, by and among Valor and certain of its stockholders, to be amended as set forth in the merger agreement.

The voting agreement will terminate at any time upon notice by Alltel and Spinco to the stockholders noted above or upon the earlier of (i) the approval and adoption of the merger agreement, (ii) the failure of the Valor stockholders to vote to adopt and approve the merger and merger agreement at the stockholders meeting called for such purpose, (iii) amendment of the merger agreement in a manner that it materially disadvantageous to the stockholders party to the voting agreement without such stockholders consent, or (iv) the termination of the merger agreement.

No stockholder who is or becomes during the term of the voting agreement a director or officer of Valor was deemed to make any agreement or understanding in the voting agreement in such stockholder s capacity as a director or officer. Each such stockholder entered into the voting agreement solely in his or her capacity as the record holder or beneficial owner of, or the trustee of a trust whose beneficiaries are the beneficial owners of, such stockholder s shares and nothing in the voting agreement limits or affects any actions taken by such stockholder in his or her capacity as a director or officer of Valor.

ADDITIONAL AGREEMENTS RELATED TO THE SPIN-OFF AND THE MERGER

Valor, Spinco and Alltel have entered into or, before the completion of the spin-off and merger, will enter into, agreements related to the spin-off and the merger and various interim and on-going relationships between Valor, Spinco and Alltel. The material terms of these agreements are summarized below. The descriptions of the Employee Benefits Agreement, Tax Sharing Agreement and Transition Services Agreements are qualified by reference to the complete text of these agreements, which are incorporated by reference into this document and filed as exhibits to the Registration Statement of which this proxy statement/ prospectus-information statement is a part.

Employee Benefits Agreement

In connection with the spin-off and merger, Alltel and Spinco entered into an Employee Benefits Agreement to allocate assets, liabilities and responsibilities with respect to certain employee benefit plans, policies and compensation programs between them. We encourage you to read the entire employee benefits agreement.

Prior to the merger, Spinco will continue to pay its employees their ordinary salaries and to make pay adjustments in the normal course of business. Within 15 days prior to the merger, Alltel will designate employees who will constitute Spinco employees (which we will refer to as Spinco Employees) and former employees who were engaged in the Spinco business who have an interest in any of the employee benefit plans listed in the employee benefits agreement (which we will refer to as Spinco Individuals). Prior to the distribution date, Alltel also will take any actions necessary for Spinco to continue to maintain or to assume any collective bargaining agreements relating to the Spinco Employees.

Spinco has agreed to assume and pay all liabilities relating to the Spinco Employees and Spinco Individuals with respect to the benefit plans listed in the agreement, to the extent relating to the individuals employment with Alltel or Spinco. Beneficiary designations under the Alltel plans will be transferred to the corresponding Spinco plan and will be in full force and effect until replaced or revoked by the participant.

Spinco plans will not provide duplicative benefits. Spinco Employees and Spinco Individuals are entitled to participate in these plans only to the extent that they were entitled to participate in the corresponding Alltel plans.

Under the terms of the employee benefits agreement, Spinco has agreed to establish the plans listed below for Spinco Employees and Spinco Individuals. In connection with the establishment of these plans,

Alltel has agreed, except as stated below, to transfer the assets and liabilities attributable to Spinco Employees and Spinco Individuals from the applicable Alltel plan to the comparable Spinco plan.

A retirement plan and related trust substantially similar to the Alltel pension plan. The amount transferred from the Alltel pension plan to the Spinco plan will be a pro rata share of the fair market value of the Alltel pension plan assets.

Plans substantially similar to the Alltel 401(k) and profit sharing plans. Any participant loan notes held by the Alltel 401(k) will be transferred in-kind.

A plan substantially identical to the provisions of the Alltel comprehensive group insurance plan. The Spinco plan will recognize and maintain the current status for elections and deductible plan maximums made with respect to Spinco Employees and Spinco Individuals under the Alltel plan. No assets of the trust related to the Alltel comprehensive group insurance plan shall be transferred to Spinco or any trust established by Spinco. The Spinco plan will recognize and maintain all coverage and contribution elections made under the Alltel plan and will recognize and give credit for all deductibles and co-payments paid by, and all benefits paid to, Spinco Employees and Spinco Individuals under the Alltel plan.

Plans established for Spinco Employees that are substantially similar to the Alltel long term disability plan, group accident plan, and Special Insurance Plan for Former Allied Telephone Profit Sharing. The Alltel long term disability plan, group accident plan, and Special Insurance Plan for Former Allied Telephone Profit Sharing will remain liable for obligations incurred with respect to Spinco Employees and Spinco Individuals prior to establishment of the new Spinco plans.

A plan established for Spinco Individuals that is substantially similar to the provisions of Alltel s Income Advantage Plan (POP). The Spinco plan will maintain coverage and contribution elections made under the Alltel Income Advantage Plan and recognize account balances as if participation in the Spinco plan had been since the beginning of the calendar year.

Educational assistance and adoption assistance plans for Spinco Employees that are substantially similar to the Alltel plans of the same name. The obligations and liabilities with respect to Spinco Employees under the Alltel educational assistance and adoption assistance plans will be transferred to and assumed by the respective Spinco plans.

A severance pay plan for Spinco Employees substantially similar to the severance pay plan of Alltel; *provided, however*, the spin-off, merger or both will not be an event that entitles a Spinco Employee or Spinco Individual to benefits under the Alltel severance pay plan or new Spinco severance plan. The Spinco severance plan will not be amended so as to provide decreased benefits for a period of one year after the distribution date.

People practices for Spinco Employees substantially similar to the provisions of the people practices in effect at Alltel. Spinco has agreed to recognize all periods of service of Spinco Employees with Alltel under the Spinco people practices plan.

A plan substantially identical to the Alltel Corporation Performance Incentive Compensation Plan for the performance period beginning the day after the distribution date and ending on December 31, 2006. Awards held by Spinco Individuals under the 2006 Alltel Corporation Performance Incentive Compensation Plan will be paid a pro rated amount if deemed earned based on a reasonable estimate of the actual performance level from January 1, 2006 to the distribution date.

A plan for Spinco Employees that is substantially identical to the provisions of Alltel s Benefit Restoration Plan.

A plan for Spinco Employees and Spinco Individuals substantially similar to the provisions of Alltel s Supplemental Medical Reimbursement Plan. The obligations and liabilities incurred under the Alltel Supplemental Medical Reimbursement Plan with respect to Spinco Employees and Spinco Individuals will be and remain the sole responsibility of the Alltel Supplemental Medical Reimbursement Plan.

Further, Spinco will assume and honor leaves of absence granted to Spinco Employees under a leave of absence program or the Family Medical Leave Act of 1993, as amended (FMLA), by Alltel and its subsidiaries. Spinco will recognize all periods of service of Spinco employees with Alltel to the extent such service is recognized by Alltel and its subsidiaries for the purpose of eligibility for leave entitlement under an Alltel leave of absence program and FMLA.

Spinco employees will be eligible to participate in Alltel s Employee Stock Purchase Plan for the period prior to the spin-off and merger, but after the distribution date, Spinco employees will not be permitted to participate in Alltel s Employee Stock Purchase Plan.

Under the employee benefits agreement, outstanding awards held by Spinco Individuals under the Alltel s Long-Term Performance Incentive Compensation Plan will be treated as follows:

For awards in effect as of the distribution date for the 2004 2006 performance measurement period, each Spinco Individual will be entitled to a pro rata amount if deemed earned based on a reasonable estimate of the actual performance level of such period.

Awards in effect as of the distribution date for the 2005 2007 performance measurement period will be deemed earned at the target performance level and paid pro rata to eligible Spinco Individuals.

Alltel Stock Options shall be handled as follows:

To the extent that a Spinco Individual is holding an award consisting of an Alltel option that is vested and outstanding as of the distribution date, he or she will be treated as experiencing a separation from service from, or otherwise terminating employment with, Alltel. Any such Alltel option will expire unless it is exercised within the time provided in the option itself.

To the extent that a Spinco employee is holding an award consisting of an Alltel option that is not vested as of the distribution date, that option shall be cancelled as of the distribution date and replaced by restricted shares of Windstream common stock in accordance with the terms of the Merger Agreement. The merger agreement authorizes up to 2.8 million restricted shares of Valor common stock to be awarded. The restrictions on such shares will lapse on a date to be determined by the Board of Directors of Windstream. The Windstream Board of Directors will also determine the value of the awards.

Restricted share awards outstanding under the 1998 Equity Incentive Plan held by a Spinco Individual will become fully vested on the distribution date.

Finally, Alltel will transfer its Executive Deferred Compensation Sub-Plan and its 1998 Management Deferred Compensation Sub-Plan to Spinco and will transfer cash to Spinco in an amount sufficient for benefits due under the respective sub-plans.

Spinco assumes no obligations, liabilities, sponsorship, administration or assets of or with respect to any other Alltel employee benefit plans, policies or compensation programs. Except as set forth in the employee benefits agreement, Spinco is not prohibited from amending or terminating any employee benefit plans, policies and compensation programs at any time after the distribution date.

The Tax Sharing Agreement

In connection with the spin-off and merger, Alltel, Valor and Spinco have agreed to enter into a tax sharing agreement that allocates the responsibility for (i) filing tax returns and preparing other tax-related information and (ii) the liability for payment and the benefit of refund or other recovery of taxes. The following is a summary of the material terms and provisions of the tax sharing agreement. We encourage you to read the entire tax sharing agreement.

Tax Returns; Responsibility for Taxes. Alltel agreed to file or cause to be filed any consolidated, combined or unitary income tax return that (i) includes both Alltel or any of its subsidiaries and Spinco or any of its subsidiaries and (ii) relates to or includes any taxable period on or prior to the distribution date. Alltel has the exclusive right to take any and all actions necessary for the filing of such returns and, except as

otherwise provided in the agreement, to take actions for the purpose of making payments to, or collecting refunds from, any taxing authority in respect of such returns. Valor agreed to file or cause to be filed any other income tax return and any non-income tax return, in each case relating to Spinco or any of its subsidiaries that is required to be filed after the distribution date. Valor agreed to submit to Alltel any such income tax return that relates to or includes any taxable period on or prior to the distribution date, and to make or cause to be made any and all changes requested by Alltel to those returns in respect of items for which Alltel has responsibility under the tax sharing agreement. Valor also agreed not to file or allow to be filed any such income tax return prior to receiving Alltel s written approval of such return, not to be unreasonably withheld, delayed or conditioned.

Valor agreed to be liable for, and to indemnify and hold the Alltel group harmless against:

- any net liability for income taxes of a member of the Spinco group attributable to the treatment of payments received from a federal or state universal services fund in respect of the Spinco business for the period from January 1, 1997 to the distribution;

- any non-income taxes arising prior to the spin-off and relating to Spinco and its subsidiaries or to the employees, assets or transactions of the Spinco business, except for non-income taxes arising in respect of the preliminary restructuring of the Spinco group and the distribution of the stock of Spinco to the stockholders of Alltel; and

- any liability for taxes arising after the spin-off attributable to Spinco and its subsidiaries or to the employees, assets or transactions of the Spinco business.

Alltel agreed to be liable for, and to indemnify and hold Valor harmless against, any taxes of the Alltel group or the Spinco group or any member thereof, other than (i) taxes specifically allocated to Valor under the tax sharing agreement or (ii) taxes for which Valor has indemnified Alltel pursuant to the merger agreement.

Valor and Alltel agreed that each is entitled to any refund of or credit for taxes for which it is responsible under the tax sharing agreement, including equitably apportioned refunds for any taxable period consisting of days both before and after the distribution.

All prior tax sharing or tax allocation agreements or practices between any member of the Alltel group, on the one hand, and Spinco or any of its subsidiaries, on the other hand, will be terminated as of the date of the spin-off.

Carrybacks and Amended Returns. Tax attributes from a period after the spin-off will not be carried back by Spinco or any of its subsidiaries to a pre-distribution tax return unless required by law or Alltel so consents. If a carryback is required by law or if Alltel so consents, then any tax benefit realized with respect to the carryback will be remitted to Valor.

Valor agreed not to file, or to permit any member of the Spinco group to file, any amended income tax return of a member of the Spinco group, or any non-income tax return that is filed on a combined basis with a member of the Alltel group, in each case with respect to returns for periods prior to the distribution, without first obtaining the consent of Alltel.

Timing Adjustments. Valor and Alltel agreed to pay to the other the amount of any tax benefit that result from any timing adjustment that (i) decreases deductions, losses or tax credits or increases income, gains or recapture of tax credits of the other and (ii) permits the paying party to increase deductions, losses or tax credits or to decrease income, gains or recapture of tax credits.

Tax Contests. Valor and Alltel agreed to promptly notify the other in writing upon receipt of a written communication from any taxing authority with respect to any pending or threatened audit, dispute, suit, action, proposed assessment or other proceeding concerning any tax return for which the other may be liable under the tax sharing agreement. Alltel agreed to give Valor sole control of any income tax contest in respect of any return related exclusively to periods following the spin-off, while Alltel maintained sole control of any other income tax contest of a member of the Spinco group, provided that, in the case of a contest relating to

income taxes for which Valor is responsible under the tax sharing agreement, Alltel agreed to provide Valor with an opportunity to review and comment and to participate in such tax contest at its own expense.

Cooperation. Alltel and Valor agreed to cooperate in the filing of tax returns and the conduct of any audit or other proceeding related to taxes, as well as in the retention of tax-related records and access thereto. Each party also agreed to treat the distribution of the Spinco stock to the stockholders of Alltel, the merger with Valor and the related transactions in a manner such that no gain or loss was recognized by any of Alltel, Spinco or Valor and their respective stockholders.

Transition Services Agreement

The Transition Services Agreement and the Reverse Transition Services Agreement to be entered into between Alltel and Spinco set forth the terms and conditions for the provision of various transition services by Alltel to Spinco, and by Spinco to Alltel. The material terms contained in these two agreements are reciprocal in nature, and are summarized as follows:

Transition Services are to be provided for one year unless otherwise extended or terminated. During the term of the agreement, each provider of services will use its reasonable best efforts to accommodate any reasonable requests by the recipient of services to provide additional or modified services relating to the transition of ownership and operations of the respective business upon written request of the recipient.

Among other services, the transition services will generally relate to the following:

- information technology systems,
- billing,
- human resources,
- customer service,
- accounting and finance,
- engineering and network,
- sales and marketing,
- operations,
- real estate,
- branding, and
- capital asset management.

The parties will each indemnify, defend and hold harmless the other for losses arising out of any default by a party in the performance of its obligations under the transition services agreement. Indemnification will be limited to actual damages, which will not exceed the total amount of compensation payable to the provider.

The transition services agreement may be terminated, in whole or in part, if:

- Spinco desires, upon 30 days prior written notice to Alltel;
- Spinco fails to pay for transition services within the time provided in the agreement;
- Either party defaults in any material respect in the performance of the agreement;

Either party becomes insolvent, bankrupt or a receiver or trustee is appointed for either party; or

The distribution agreement is terminated.

Upon termination of the transition services agreement, each party will return any and all property of a proprietary nature involving the other party within 30 days and the recipient will cease all access to the provider s information, data systems and other assets that are not assets of the recipient party.

The recipient will have the right to terminate any transition service, in whole or in part, upon 30 days prior written notice to the provider. Upon termination of the transition services agreement, each party will return any and all material and property of a proprietary nature involving the other party within 30 days, and

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the recipient will cease all access to the provider s information, data, systems and other assets that are not assets of the recipient party.

Under the agreement, Spinco must pay Alltel for any transition services provided within 30 days of receipt of an invoice relating to such services.

Shared Assets and Shared Contracts Agreements

The parties anticipate that certain assets and contractual arrangements involved in the spin-off and merger are of such a nature so as to preclude their separation and transfer from Alltel to Spinco. Alltel and Spinco have agreed that the separation of the Alltel assets and Spinco assets, as contemplated by the distribution agreement, will be effected in a manner that does not unreasonably disrupt either Alltel s business or Spinco s business. To the extent any assets cannot be separated without unreasonable disruption to either party s business, the parties have agreed to enter into appropriate arrangements (in form of a shared assets agreement) prior to the effective time of the spin-off and merger regarding the sharing of these assets, including the costs related to the use of such shared assets. In addition, the parties have agreed to use their reasonable best efforts to amend any contractual arrangements between Alltel, Spinco, or any of their respective affiliates, and any other person that either relate to the businesses of both Alltel and Spinco or relate solely to the business of one party but, by their terms, contain provisions relating to the other party, so that, after the contribution transaction, such contractual arrangements will relate solely to either Alltel or Spinco s business and will eliminate any provision relating the other party. In the event that an amendment to any of such contractual arrangements cannot be obtained or if an attempted amendment thereof would be ineffective or would adversely affect the rights of Alltel or Spinco thereunder, Alltel and Spinco have agreed to cooperate in negotiating a mutually agreeable shared contracts agreement prior to the contribution transaction under which Alltel or Spinco will obtain the benefits and assume the obligations thereunder.

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FINANCING OF WINDSTREAM

Committed Financings

On December 8, 2005, Alltel and J.P. Morgan Securities Inc., JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Merrill Lynch Capital Corporation entered into a commitment letter and a related engagement and fee letter (which we collectively refer to as the financing letters) with respect to the financing of Windstream following the spin-off and the merger. The commitment letter is subject to customary conditions to consummation, including the absence of any event or circumstance that, individually or in the aggregate, is materially adverse to the business, assets, properties, liabilities or condition (financial or otherwise), of Spinco and its subsidiaries or Valor and its subsidiaries since September 30, 2005. Alltel has agreed to pay JPMorgan and Merrill Lynch certain fees in connection with the commitment letter and has agreed to indemnify JPMorgan and Merrill Lynch against certain liabilities.

These financing letters provide for a commitment of an aggregate amount of up to $4.2 billion in financing, consisting of the following:

- senior secured five-year revolving credit facility in a principal amount of $500.0 million, and

- senior secured term loan facilities in an aggregate amount of up to $3.7 billion consisting of sub-facilities in the following amounts:
  - (i) Tranche A Term Loan Facility up to $500.0 million;
  - (ii) Tranche B Term Loan Facility up to $2.8 billion; and
  - (iii) Tranche C Term Loan Facility up to $400.0 million.

A portion of the financing of Windstream may also be financed with the proceeds from a Rule 144A, promulgated under the Securities Act of 1933, as amended, of up to $800.0 million of senior notes, referred to herein as the Refinancing Notes, in which case the Tranche A, Tranche B term loan facility, or a portion thereof, will be reduced dollar-for-dollar.

The proceeds of the Tranche A and Tranche B Term Loan Facilities will be used to finance the approximately $2.4 billion special dividend payment to Alltel, which Alltel will use to repurchase stock pursuant to a special stock buyback program authorized by the Alltel Board of Directors in connection with the spin-off, to repay outstanding indebtedness, or both, within one year following the spin-off, and to refinance Valor s existing bank facility in the amount of approximately $781.0 million and approximately $81.0 million of Alltel s outstanding bonds (plus an additional approximately $9.5 million in related make-whole premiums). The proceeds of the Tranche C Term Loan Facility will be used to purchase any of Valor s outstanding bonds that are tendered pursuant to the terms thereof. The term loan facilities (other than Tranche C) will be available in a single draw down on the date of closing to consummate the spin-off and merger transactions. The revolving credit facility may be used by Windstream for general corporate purposes and a portion will be available for letters of credit. The actual amount initially drawn under the Revolving Credit Facility on the date of closing is not expected to exceed $90.0 million. The term loan facilities and the revolving credit facility are referred to herein as the Senior Secured Credit Facilities.

Windstream s direct and indirect domestic subsidiaries will serve as guarantors of the Senior Secured Credit Facilities and hedge agreements entered into in connection therewith. The Senior Secured Credit Facilities, guaranties thereof and hedge agreements entered into in connection therewith will be secured by substantially all of the property and assets of Windstream and its subsidiaries who are guarantors.

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Indebtedness Before and After Merger

Set forth below is a list of all indebtedness of Spinco and Valor (or any of their respective subsidiaries) that will be repaid on the closing date of the merger:

Description	Principal Amount to be Repaid
Valor Bank Facility Amended and Restated Credit Facility dated as of February 14, 2005 among Valor, certain of its affiliates as guarantors and Bank of America, N.A., as Administrative Agent, and the lenders and other agents party thereto (as amended by Amendment No. 1 dated as of August 9, 2005)	Approximately $781.0 million of secured loans to be repaid in full with the proceeds of the Senior Credit Facilities and/or Refinancing Notes
Valor Bonds 7 3/4 % Senior Notes due 2015 issued by Valor	$400 million Valor Bonds to be repaid with the proceeds of the Tranche C Term Loan Facility to the extent put to the issuer pursuant to a change of control offer and noteholder consent required under the indenture governing the notes (assumed to be $0)
Alltel Bonds Various bonds issued by certain of Alltel s wireline subsidiaries	Approximately $81.0 million, including accrued interest of Alltel wireline bonds to be repurchased with the proceeds of the Senior Credit Facilities and/or Refinancing Notes (expected total payments of approximately $90.5 million including the related make-whole premiums)

It is expected that following completion of the merger Windstream will have approximately $5.5 billion in total debt. Set forth below is a list of all indebtedness of Spinco and Valor (or any of their respective subsidiaries) that is expected to be outstanding on the closing date of the merger after giving effect to the merger and the other transactions to be consummated in connection therewith:

Description	Principal Amount
Senior Credit Facilities:	
Revolving Credit Facility	Aggregate commitments of $500.0 million
Term Facilities and/or Refinancing Notes	Aggregate of $3.3 billion
Distributed Notes	$1.565 billion of senior notes, $27 million of which will be used to pay fees related thereto, to be issued by Spinco to Alltel as consideration for the contribution
Assumed Spinco Debt 6 3/4% Notes due 2028 and 6 1/2 % Debentures due 2013 issued by certain wireline subsidiaries of Alltel	Approximately $180.0 million of Alltel wireline bonds to be assumed by Spinco in connection with the contribution transaction
Valor Bonds 7 3/4 % Senior Notes due 2015 issued by Valor	$400.0 million of Valor Bonds assumed to remain outstanding (assuming not put to the issuer pursuant to a change of control offer required under the applicable indenture)

Proposed Terms of the Senior Secured Credit Facilities

Windstream will be entitled to make borrowings at a rate based on ABR (which means the highest of (i) the rate of interest publicly announced by the administrative agent to be appointed under the facilities (the Administrative Agent) as its prime rate, and (ii) the federal funds effective rate from time to time plus 0.5%) or LIBOR, as adjusted for statutory reserve requirements for Eurocurrency liabilities plus, in each case,

the applicable margin, which is referred to as a Eurodollar Loan. The applicable margin is determined, for any day, as follows:

- if the Senior Credit Facilities are rated Ba2 or higher by Moody s and BB or higher by S&P (in each case with a stable outlook):
  - in the case of loans under the revolving credit facility, Tranche A Term Loans and Tranche C Term Loans, 1.25% for Eurodollar Loans and 0.25% for loans based on ABR, and
  - in the case of Tranche B Term Loans, 1.50% for Eurodollar Loans and 0.50% for loans based on ABR, or
- if the Senior Credit Facilities are rated lower than Ba2 by Moody s or lower than BB by S&P:
  - in the case of loans under the revolving credit facility, Tranche A Term Loans and Tranche C Term Loans, 1.50% for Eurodollar Loans and 0.50% for loans based on ABR, and
  - in the case of Tranche B Term Loans, 1.75% for Eurodollar Loans and 0.75% for loans based on ABR.

Windstream may elect interest periods of 1, 2, 3, or 6 months for Eurodollar Loans. Interest on the loans will be calculated on the basis of a year of 360 days (or 365/366 days, in the case of ABR loans the interest rate payable on which is then based on the Administrative Agent s prime rate). Interest will be payable (a) in the case of Eurodollar Loans, on the last day of each relevant interest period and, in the case of any interest period longer than three months, on each successive date three months after the first day of such interest period, and (b) for loans accruing interest based on the ABR, quarterly in arrears. Windstream will also be required to pay certain fees and expenses in connection with the Senior Secured Credit Facilities. Windstream will be required to pay a commitment fee calculated at the rate of up to .25% per annum on the average daily amount of the unused revolving credit commitment and the unused commitment to make Tranche C Term Loans.

The revolving credit agreement and the Tranche A and Tranche C Term Loans will mature on the date five years after the closing date of the merger. The Tranche B Term Facility will mature on the date that is seven years after the closing date of the merger. The Tranche B Term Facility will be amortized quarterly with (i) 0.25% of the Tranche B Term Loans to be payable quarterly in equal installments in each quarter of the second through the sixth years and the first 3 quarters of the seventh year and (ii) the balance of the Tranche B Term Loans to be payable at maturity. The Tranche A and Tranche C Term Loans will be amortized quarterly according to the following schedule:

Each quarter during Year 1	0%
Each quarter during Year 2	1.25%
Each quarter during Year 3	2.5%
Each quarter during Year 4	3.75%
Each of the first 3 quarters of Year 5	5%
Maturity	55%

Optional prepayments of borrowings under the Senior Secured Credit Facilities and optional reductions of the unutilized portion of the Revolving Credit Facility will be permitted at any time in minimum amounts to be agreed upon by the parties. In addition, subject to certain exceptions, 100% of the net proceeds from asset sales and casualty insurance will be required to be applied to prepay the Term Loans under the Senior Secured Credit Facilities.

Under the terms of the Senior Secured Credit Facilities, after the completion of the merger, Windstream will be required to meet certain financial tests, including a minimum interest coverage ratio (that is to be determined) and maximum leverage ratio of 4.50 to 1.0. In addition, Windstream will agree to covenants that, among other things, will limit the incurrence of additional indebtedness, liens, capital expenditures, loans and investments and will limit its ability to take certain action with respect to dividends and payments in respect of

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capital stock (with an exception for dividends up to the sum of excess free cash flow and net cash equity issuance proceeds so long as the pro forma leverage ratio does not exceed 4.50 to 1.0) and certain payments of debt, and will limit its ability to enter into mergers, consolidations, acquisitions, asset dispositions and sale/leaseback transactions and transactions with affiliates, and will restrict changes in lines of business, amendments of material agreements, and will place restrictions on other matters customarily restricted in senior secured loan agreements. The Senior Secured Credit Facilities will also contain customary provisions protecting the lenders against increased costs or loss of yield resulting from changes in reserve, tax, capital adequacy and other requirements of law and from the imposition of or changes in withholding or other taxes and indemnifying the lenders for breakage costs incurred in connection with, among other things, any prepayment of a Eurodollar Loan on a day other than the last day of an interest period with respect thereto. Furthermore, the Senior Secured Credit Facilities will contain representations and warranties and affirmative covenants customarily contained in senior secured loan agreements.

The Senior Secured Credit Facility will contain customary events of default, including payment defaults, breach of representations and warranties, covenant defaults, cross-defaults, certain bankruptcy or insolvency events, certain ERISA-related events, material judgments, changes in control or ownership, and invalidity of any collateral or guarantee or other document.

We expect that the Senior Secured Credit Facilities closing date will be during the second quarter of 2006, with the fundings to occur contemporaneously with the completion of the spin-off and merger. However, entering into the Senior Secured Credit Facilities and any funding under the facilities will remain subject to a number of conditions. These conditions will include the consummation of the merger and spin-off, the receipt of certain financial statements and projections, satisfaction of a ratio of pro forma Consolidated Debt (to be defined) to pro forma consolidated EBITDA, perfection of security interests and miscellaneous closing conditions customary for credit facilities and transactions of this type.

SPINCO MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Spinco is currently a wholly-owned subsidiary of Alltel Corporation and was formed on November 2, 2005 to hold Alltel Corporation s wireline business. Alltel Corporation s wireline business is currently operated by certain of its subsidiaries. Prior to the closing of the spin-off and the merger, each of those subsidiaries will be contributed to Spinco, along with certain assets and liabilities related to the wireline business. Until that contribution occurs, Spinco will have no material assets or operations. This proxy statement/ prospectus-information statement, including the combined financial statements and the following discussion, describes Spinco and its financial condition and operations as if Spinco held the subsidiaries and other assets that will be transferred to it prior to closing for all historical periods presented. The following discussion should be read in conjunction with the selected combined financial data and the combined financial statements and the related notes included on pages F-1 through F-27 in this proxy statement/ prospectus-information statement. Except for the historical combined financial information contained herein, the matters discussed below may contain forward-looking statements that reflect Spinco s plans, estimates and beliefs. Spinco s actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those discussed below and elsewhere in this proxy statement/ prospectus-information statement, particularly in Risk Factors and Special Note Regarding Forward-Looking Statements.

Basis of Presentation

Spinco s combined financial statements included on pages F-1 through F-27 in this proxy statement/ prospectus-information statement have been derived from the accounting records of Alltel, principally representing Alltel s historical wireline and communications support segments. Spinco has used the historical results of operations, and historical basis of assets and liabilities of the subsidiaries it will own and the wireline business it will operate after completion of the spin-off, to prepare the combined financial statements. The statements of operations include expense allocations for certain corporate functions historically provided to Spinco by Alltel, including general corporate expenses, employee benefits and incentives, and interest income (expense). These allocations were made on a specifically identifiable basis or using the relative percentages, as compared to Alltel s other businesses, of net sales, payroll, fixed assets, inventory and other assets, headcount or other reasonable methods. Management of both Spinco and Alltel consider these allocations to be a reasonable reflection of the utilization of services provided. Spinco expects that its expenses after the separation from Alltel may be significantly higher than the amounts reflected in the combined statements of operations as Spinco will incur certain incremental costs as an independent public company.

Management of Spinco believes the assumptions underlying its financial statements are reasonable. However, Spinco s financial statements included herein may not necessarily reflect its results of operations, financial position and cash flows in the future or what its results of operations, financial position and cash flows would have been had it been a separate, stand-alone company during the periods presented.

Spinco is organized based on the products and services that it offers. Under this organizational structure, Spinco s operations consist of its wireline, product distribution, and other segments. Spinco s wireline segment consists of Spinco s incumbent local exchange carrier (ILEC), competitive local exchange carrier (CLEC) and Internet access operations. The product distribution segment consists of Spinco s communications products operations. The other segment consists of Spinco s long-distance and network management services, directory publishing operations and the telecommunications information services operations.

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Executive Summary

Spinco is a wholly-owned subsidiary of Alltel that provides local telephone, long-distance, Internet and high-speed data services. Spinco provides local telephone service to approximately 2.9 million customers primarily located in rural areas in 15 states. Among the highlights in 2005:

Spinco added more than 154,000 high-speed data customers, increasing Spinco s DSL customer base to almost 400,000. This increase more than offset the loss of approximately 124,000 local access lines, a year-over-year decline of 4 percent.

Revenues and sales decreased by $10.0 million and operating income decreased by $33.8 million, primarily due to the loss in access lines discussed above. However, average revenue per customer increased 2 percent to $67.21, primarily due to growth in DSL revenues and selling additional services and features to existing wireline customers.

During the fourth quarter of 2005, Spinco began offering DISH Network satellite television service to Spinco s residential customers as part of a bundled service offering.

As further discussed under Pending Transactions to be Completed During 2006, Spinco has positioned its wireline business for future growth opportunities as a result of the planned spin-off from Alltel and subsequent merger with Valor. This transaction, which is expected to close by the third quarter of 2006, is significant to Spinco because it will expand Spinco s retail presence into new markets by adding approximately 518,000 access lines in four states. The resulting company will represent the largest telecommunications carrier in the United States focusing primarily on rural markets, and should have greater financial flexibility to develop and deploy products, expand the capacity of its network, respond to competitive pressures and improve the cost structure of its operations due to the resulting increased size and economies of scale.

However, during 2006, Spinco will continue to face significant challenges resulting from competition in the telecommunications industry and changes in the regulatory environment, including the effects of potential changes to the rules governing universal service and inter-carrier compensation. In addressing competition, in addition to the merger with Valor discussed above, Spinco will continue to focus Spinco s efforts on improving customer service and expanding its service offerings.

Pending Acquisitions to be Completed During 2006

On December 9, 2005, Alltel announced that its board of directors had approved the spin-off of its wireline telecommunications business to its stockholders and the merger of that wireline business with Valor. Pursuant to the plan of distribution and immediately prior to the effective time of the merger with Valor described below, Alltel will contribute all of the assets of its wireline telecommunications business to Spinco, in exchange for: (i) the issuance to Alltel of Spinco common stock to be distributed to Alltel s stockholders pro rata in the spin-off (the distribution), (ii) the payment of a special dividend to Alltel in an amount not to exceed Alltel s tax basis in Spinco (which equals approximately $2.4 billion as of June 30, 2005), which Alltel will use to repurchase stock pursuant to a special stock buyback program authorized by the Alltel Board of Directors in connection with the spin-off, to repay outstanding indebtedness, or both, within one year following the spin-off, and (iii) the distribution by Spinco to Alltel of certain Spinco debt securities (the exchange notes), which Alltel intends to exchange for outstanding Alltel debt securities or otherwise transfer to Alltel s creditors representing approximately $1.538 billion in debt reduction to Alltel. Prior to the distribution and merger, Spinco will consummate certain financing transactions pursuant to which it will incur approximately $3.965 billion in indebtedness through (1) borrowing under a new senior secured credit agreement or the issuance of senior unsecured debt securities in an offering under Rule 144A, promulgated under the Securities Act of 1933, as amended and (2) the distribution of the exchange notes to Alltel. All proceeds of the financing will be used to pay the consideration to be received by Alltel for the contribution (through payment of the special dividend and distribution of the exchange notes) and to pay related fees and expenses. Alltel has received a commitment letter from various financial institutions to provide Spinco with up to $4.2 billion in senior secured credit facilities comprised of term loan facilities in an aggregate amount of up to $3.7 billion and a revolving credit facility of up to $500 million.

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Immediately after the consummation of the spin-off, Spinco will merge with and into Valor, with Valor continuing as the surviving corporation, which we refer to as Windstream. As a result of the merger, all of the issued and outstanding shares of Spinco s common stock will be converted into the right to receive an aggregate number of shares of common stock of Valor that will result in Alltel s stockholders holding approximately 85 percent of the outstanding equity interests of Windstream immediately after the merger and the stockholders of Valor holding the remaining approximately 15 percent of such equity interests. To effect the merger, Valor will issue approximately 405 million shares of its common stock to the stockholders of Alltel. As a result of this transaction, Alltel stockholders will continue to own one share of the remaining wireless entity and will be entitled to receive approximately 1.04 shares of Valor common stock for each share of Alltel common stock they currently own.

By virtue of the merger, Windstream will assume $261.0 million in Alltel debt and $400.0 million in outstanding Valor debt securities. Windstream will also borrow approximately $781.0 million under its new senior secured credit facility in order to prepay the amounts outstanding under Valor s existing credit facility. These amounts, together with the $3.965 billion in financings consummated by Spinco prior to the merger and certain expenses related to the transaction, will result in Windstream having approximately $5.5 billion in total debt immediately following completion of the merger. It is expected that Windstream will use proceeds from its new senior secured credit facilities to refinance approximately $81.0 million of Alltel s outstanding bonds (plus an additional approximately $9.5 million in related make-whole premiums) and to purchase any of Valor s outstanding bonds that may be tendered pursuant to the terms thereof as a result of the merger. However, no Valor bonds are expected to be tendered as a result of the merger.

Consummation of the merger is subject to certain conditions, including the approval of the merger proposals by the stockholders of Valor, receipt of a favorable ruling from the IRS regarding the tax-free status of the distribution, special dividend, debt exchange and merger transaction, consummation of the required financing, and the receipt of regulatory approvals, including, without limitation, the approval of the FCC and multiple state public service commissions. The transaction is expected to close in the third quarter of 2006.

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COMBINED RESULTS OF OPERATIONS

	2005	2004	2003
		(In millions)	
Revenues and sales:			
Service revenues	$ 2,463.6	$ 2,533.5	$ 2,618.4
Product sales	459.9	400.0	384.9
Total revenues and sales	2,923.5	2,933.5	3,003.3
Costs and expenses:			
Cost of services	796.1	813.7	864.8
Cost of products sold	374.8	333.8	339.0
Selling, general, administrative and other	340.1	327.9	351.0
Depreciation and amortization	474.2	508.5	519.4
Royalty expense to Parent	268.8	270.2	273.0
Restructuring and other charges	35.7	11.8	12.2
Total costs and expenses	2,289.7	2,265.9	2,359.4
Operating income	633.8	667.6	643.9
Other income, net	11.6	13.7	5.8
Intercompany interest income (expense)	23.3	(15.2)	(21.6)
Interest expense	(19.1)	(20.4)	(27.7)
Gain on disposal of assets and other			23.9
Income before income taxes	649.6	645.7	624.3
Income taxes	267.9	259.4	247.1
Income before cumulative effect of accounting change	381.7	386.3	377.2
Cumulative effect of accounting change, net of taxes	(7.4)		15.6
Net income	$ 374.3	$ 386.3	$ 392.8

Total revenues and sales decreased less than 1 percent in 2005, or $10.0 million, and 2 percent in 2004, or $69.8 million, driven by decreases in service revenues of 3 percent in both years, or $69.9 million and $84.9 million, respectively. Wireline local access service and network access and toll revenues decreased $78.1 million in 2005 and $33.9 million in 2004, primarily as a result of the loss of wireline access lines due, in part, to broadband and wireless substitution. Telecommunications information services revenues decreased $24.6 million in 2005 from 2004 due to the loss of one of Alltel s remaining unaffiliated wireline services customers during the fourth quarter of 2004. Telecommunications information services revenues decreased $67.1 million in 2004 compared to 2003, primarily due to the December 2003 sale of certain assets and related liabilities, including selected customer contracts and capitalized software development costs, to Convergys Information Management Group, Inc. (Convergys). Offsetting the decline in service revenues attributable to local access service, network access and toll revenues and telecommunications information services were increases in revenues derived from data services and Internet operations of $36.8 million in 2005 and $29.4 million in 2004, reflecting continued customer demand for these products. In addition, universal service fund (USF) revenues increased $12.5 million in 2005 as a result of the decline

in access revenues previously discussed and decreased $20.3 million in 2004 as a result of an increase in the national average cost per loop, combined with Spinco s cost cutting measures, as further discussed below in Results of Operations by Business Segment. Finally, service revenues in 2005 reflected a decrease in advertising revenues earned from directories published in Spinco s ILEC markets of $12.2 million due to a change in the number and mix of directories published.

Product sales, which represents revenues generated from Spinco s directory publishing operations and sales of telecommunications equipment and data products, primarily to Spinco s ILEC subsidiaries increased

$59.9 million, or 15 percent in 2005 and $15.1 million, or 4 percent in 2004. The increase in product sales in 2005 was due primarily to an increase in sales of telecommunications equipment and data products of $50.4 million related to increased capital expenditures by Spinco s wireline operations. The 2004 increase in product sales was primarily due to an increase in directory publishing revenues of $33.3 million associated with an increase in the number of directory contracts published, including the initial publication of directories for the acquired Kentucky and Nebraska operations, partially offset by a decrease in sales of telecommunications equipment and data products of $21.4 million due to a reduction in capital expenditures by Spinco s wireline operations.

Cost of services, which represents the cost of provisioning service, as well as business taxes and bad debt expense, decreased $17.6 million, or 2 percent, in 2005 and $51.1 million, or 6 percent, in 2004. The 2005 decrease was driven primarily by a reduction in costs incurred by the telecommunications information services operations due to the loss of a customer as discussed herein. The 2004 decrease was also impacted by a reduction in costs incurred by the telecommunications information services operations due to the sale of customer contracts to Convergys. In addition, cost of services decreased in 2004 due to the effects of incremental costs of $20.9 million incurred in 2003 related to a strike by our unionized workforce in Kentucky and maintenance costs due to damage caused by severe winter storms.

Cost of products sold increased $41.0 million, or 12 percent, in 2005, consistent with the increase in product sales discussed above. Although product sales increased in 2004, cost of products sold decreased $5.2 million, or 2 percent, primarily due to the favorable effects of increased start-up costs incurred in 2003 in Spinco s directory publishing operations in order to begin providing all directory publishing services, except printing, for all directory contracts published in 2004.

Selling, general, administrative and other expenses increased $12.2 million, or 4 percent, in 2005 and decreased $23.1 million, or 7 percent in 2004. The 2005 increase was due primarily to increased selling and marketing costs incurred by Spinco s publishing subsidiary. The 2004 decline in selling, general, administrative and other expense was due primarily to a decline in allocations received from Alltel related to services that Alltel provides for Spinco under a shared services agreement and reduced salaries and benefits costs as a result of cost cutting measures, as well as the favorable effect of incremental start-up costs incurred by Spinco s publishing subsidiary in 2003 as previously discussed. Depreciation and amortization expense declined $34.3 million, or 7 percent, and $10.9 million, or 2 percent, in 2005 and 2004, respectively. The decline in both years primarily resulted from a reduction in depreciation rates for certain of Spinco s ILEC operations, reflecting the results of studies of depreciable lives completed during 2005 and 2004. Royalty expense to Parent decreased 1 percent in both 2005 and 2004, or $1.4 million and $2.8 million, respectively. Spinco s ILEC subsidiaries incur a royalty expense from Alltel for the use of the Alltel brand name in marketing and distributing telecommunications products and services pursuant to a licensing agreement with an Alltel affiliate. Following the spin off and merger with Valor, Spinco no longer expects to incur this charge as Spinco will no longer use the Alltel brand name.

Restructuring and Other Charges

A summary of the restructuring and other charges recorded by Spinco s wireline operations in 2005 was as follows:

		(Millions)
Severance and employee benefit costs	$	4.4
Costs associated with pending spin-off and merger of wireline operations		31.3
Total restructuring and other charges	$	35.7

During the third quarter of 2005, Spinco incurred $4.6 million of severance and employee benefit costs related to a planned workforce reduction in Spinco s wireline operations. In the fourth quarter of 2005, Spinco reduced the liabilities associated with the wireline restructuring activities by $0.2 million to reflect differences between estimated and actual costs paid in completing the employee terminations. As of December 31, 2005, Spinco had paid $4.4 million in severance and employee-related expenses, and all of the employee reductions

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had been completed. As previously discussed, on December 9, 2005, Alltel announced that it would spin off its wireline telecommunications business to its stockholders and merge it with Valor. In connection with the spin-off and merger, Spinco incurred $31.3 million of incremental costs during the fourth quarter of 2005, principally representing accrued investment banker, audit and legal fees.

A summary of the restructuring and other charges recorded in 2004 was as follows:

	Wireline	Product Distribution	Other	Total
		(Millions)		
Severance and employee benefit costs	$ 11.2	$ 0.1	$ 0.3	$ 11.6
Relocation costs	1.2		0.1	1.3
Lease and contract termination costs	(1.8)			(1.8)
Other exit costs	0.7			0.7
Total restructuring and other charges	$ 11.3	$ 0.1	$ 0.4	$ 11.8

In January 2004, Spinco announced plans to reorganize its operations and support teams. Also during February 2004, Spinco announced plans to exit its CLEC operations in the Jacksonville, Florida market due to the continued unprofitability of these operations. In connection with these activities, Spinco recorded a restructuring charge of $13.6 million, consisting of $11.6 million in severance and employee benefit costs related to a planned workforce reduction, $1.3 million of employee relocation expenses and $0.7 million of other exit costs. As of December 31, 2005, Spinco had paid all of the severance and employee-related expenses, and all of the employee reductions and relocations had been completed. During 2004, Spinco also recorded a $1.8 million reduction in the liabilities associated with various restructuring activities initiated prior to 2003, consisting of lease and contract termination costs. The reductions primarily reflected differences between estimated and actual costs paid in completing the employee relocations and terminations.

A summary of the restructuring and other charges recorded in 2003 was as follows:

	Wireline	Product Distribution	Other	Total
		(Millions)		
Severance and employee benefit costs	$ 7.0	$	$	$ 7.0
Lease and contract termination costs		$	(0.4)	(0.4)
Write-down of software development costs	1.8	$	3.8	5.6
Total restructuring and other charges	$ 8.8	$	$ 3.4	$ 12.2

During 2003, Spinco recorded a restructuring charge of $7.0 million consisting of severance and employee benefit costs related to a planned workforce reduction, primarily resulting from the closing of certain call center locations. As of December 31, 2005, Spinco had paid all of the severance and employee-related expenses, and all of the employee reductions had been completed. Spinco also recorded a $0.4 million reduction in the liabilities associated with various restructuring activities initiated prior to 2003, consisting of lease termination costs. The reduction primarily reflected differences between estimated and actual costs paid in completing the lease terminations. In 2003, Spinco also wrote off certain capitalized software development costs that had no alternative future use or functionality.

The restructuring and other charges decreased net income $34.1 million, $7.3 million and $7.5 million for the years ended December 31, 2005, 2004 and 2003, respectively. The restructuring and other charges discussed above were not allocated to our business segments, as management evaluates segment performance excluding the effects of these items. (See Note 8 to the combined financial statements for additional information regarding these changes.)

Other Income, Net

Other income, net decreased $2.1 million, or 15 percent, in 2005 and increased $7.9 million, or 136 percent, in 2004. The increase in other income, net in 2004 primarily resulted from an increase of

$6.2 million in the amount of annual dividends paid on Spinco s investment in Rural Telephone Bank Class C stock. In the second quarter of 2003, Spinco received additional shares of this stock investment as a result of Spinco s repayment of all outstanding debt under the Rural Utilities Services, Rural Telephone Bank and Federal Financing Bank programs, as further discussed below. As of December 31, 2005, Spinco s investment in Rural Telephone Bank Class C stock was transferred to Alltel. As a result, Spinco will not receive any related dividends during 2006.

Intercompany Interest Income (Expense)

Spinco participates in a cash management program with its parent company, Alltel. Under this program, Spinco earns interest on amounts remitted to Alltel at a rate based on current market rates for short-term investments and pay interest on amounts received from Alltel at a rate based on Alltel s weighted-average borrowing rate. Intercompany interest income (expense) increased $38.5 million, or 253 percent, in 2005 and $6.4 million, or 30 percent, in 2004. The increase in both years is due to an increase in the amount of funds remitted to Alltel under the cash management program, combined with an increase in the advance interest rate.

Interest Expense

Interest expense decreased $1.3 million, or 6 percent, in 2005 and $7.3 million, or 26 percent, in 2004. The decrease in 2004 reflected the prepayment of all outstanding borrowings, which totaled $249.1 million, under the Rural Utilities Services, Rural Telephone Bank and Federal Financing Bank programs in the second quarter of 2003.

Gain on Disposal of Assets and Other

In 2003, Spinco sold to Convergys certain assets and related liabilities, including selected customer contracts and capitalized software development costs, associated with Spinco s telecommunications information services operations. In connection with this sale, Spinco received proceeds of $37.0 million and recorded a pretax gain of $31.0 million. As noted above, during the second quarter of 2003, Spinco retired, prior to stated maturity dates, $249.1 million of long-term debt. In connection with the early retirement of this debt, Spinco incurred pretax termination fees of $7.1 million. These transactions increased net income $10.7 million in 2003.

Income Taxes

Income tax expense increased $8.5 million, or 3 percent, in 2005 and $12.3 million, or 5 percent, in 2004, consistent with the overall growth in income before income taxes. Spinco s effective tax rate in 2005 was 41.3 percent, compared to 40.2 percent in 2004. The 2005 effective tax rate was unfavorably impacted by the non-deductible spin-related costs previously discussed.

Income before Cumulative Effect of Accounting Change

Income before cumulative effect of accounting change decreased $4.6 million, or 1 percent, in 2005 as compared to 2004 and increased $9.1 million, or 2 percent, in 2004 as compared to 2003. Income before cumulative effect of accounting change in 2005 was adversely affected by the decline in revenues primarily due to the loss of access lines discussed above and the additional spin-related costs incurred during the fourth quarter of 2005, partially offset by increased intercompany interest income earned from Alltel under the cash management program. The increase in 2004 was due primarily to the decline in operating expenses due to the favorable effect of incremental strike-related costs and maintenance costs in 2003 and the gain on the sale of customer contracts to Convergys in 2003, partially offset by the decline in revenues primarily due to the loss of access lines.

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Cumulative Effect of Accounting Change

During the fourth quarter of 2005, Spinco adopted FASB Interpretation No. 47, Accounting for Conditional Asset Retirement Obligations (FIN 47), which is an interpretation of SFAS No. 143, Accounting for Asset Retirement Obligations. SFAS No. 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. This standard applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development, or normal use of the assets. SFAS No. 143 requires that a liability for an asset retirement obligation be recognized when incurred and reasonably estimable, recorded at fair value and classified as a liability in the balance sheet. When the liability is initially recorded, the entity capitalizes the cost and increases the carrying value of the related long-lived asset. The liability is then accreted to its present value each period, and the capitalized cost is depreciated over the estimated useful life of the related asset. At the settlement date, the entity will settle the obligation for its recorded amount and recognize a gain or loss upon settlement. FIN 47 states that the accounting guidance in SFAS No. 143 is applicable to asset retirement obligations that are conditional on the occurrence of a future event.

Spinco evaluated the effects of FIN 47 on its operations and determined that, for certain buildings containing asbestos, Spinco is legally obligated to remediate the asbestos if it were to abandon, sell or otherwise dispose of the buildings. In addition, for Spinco s acquired Kentucky and Nebraska ILEC operations not subject to SFAS No. 71, Accounting for the Effects of Certain Types of Regulation , it is legally obligated to properly dispose of its chemically-treated telephone poles at the time they are removed from service. In accordance with federal and state regulations, depreciation expense for Spinco s ILEC operations that follow the accounting prescribed by SFAS No. 71 have historically included an additional provision for cost of removal, and accordingly, the adoption of FIN 47 had no impact on these operations. The cumulative effect of this change in 2005 resulted in a non-cash charge of $7.4 million, net of income tax benefit of $4.6 million, and was included in net income for the year ended December 31, 2005.

Except for certain ILEC subsidiaries as further discussed below, Spinco adopted SFAS No. 143, Accounting for Asset Retirement Obligations, effective January 1, 2003. Spinco evaluated the effects of SFAS No. 143 on its operations and determined that, for telecommunications and other operating facilities in which it owns the underlying land, Spinco has no contractual or legal obligation to remediate the property if it were to abandon, sell or otherwise dispose of the property. However, certain of Spinco s lease agreements for office space require restoration of the leased site upon expiration of the lease term. Accordingly, Spinco is subject to asset retirement obligations associated with these leased facilities under the provisions of SFAS No. 143. The application of SFAS No. 143 to Spinco s office leases did not have a material impact on its consolidated results of operations, financial position or cash flows as of or for the year ended December 31, 2003.

As noted above, in accordance with federal and state regulations, depreciation expense for Spinco s ILEC operations has historically included an additional provision for cost of removal. The additional cost of removal provision does not meet the recognition and measurement principles of an asset retirement obligation under SFAS No. 143. On December 20, 2002, the Federal Communications Commission (FCC) notified wireline carriers that they should not adopt the provisions of SFAS No. 143 unless specifically required by the FCC in the future. As a result of the FCC ruling, Spinco will continue to record a regulatory liability for cost of removal for its ILEC subsidiaries that follow the accounting prescribed by SFAS No. 71. For the acquired Kentucky and Nebraska ILEC operations not subject to SFAS No. 71, effective January 1, 2003, Spinco ceased recognition of the cost of removal provision in depreciation expense and eliminated the cumulative cost of removal included in accumulated depreciation. The cumulative effect of retroactively applying these changes to periods prior to January 1, 2003, resulted in a non-cash credit of $15.6 million, net of income tax expense of $10.3 million, and was included in net income for the year ended December 31, 2003. The cessation of the cost of removal provision in depreciation expense for the acquired Kentucky and Nebraska ILEC operations did not have a material impact on Spinco s consolidated results of operations for the year ended December 31, 2003.

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Results of Operations By Business Segment

Wireline Operations	**2005**	**2004**	**2003**
	(Dollars in millions, except access lines in thousands)		
Revenues and sales:			
Local service	$ 1,081.5	$ 1,115.6	$ 1,135.6
Network access and interconnection	1,034.1	1,038.3	1,049.9
Miscellaneous	255.8	256.9	243.1
Total revenues and sales	2,371.4	2,410.8	2,428.6
Costs and expenses:			
Cost of services	704.0	702.8	736.4
Cost of products sold	31.7	29.4	28.0
Selling, general, administrative and other	276.2	272.8	289.7
Depreciation and amortization	468.2	502.2	510.2
Royalty expense to Parent	268.8	270.2	273.0
Total costs and expenses	1,748.9	1,777.4	1,837.3
Segment income	$ 622.5	$ 633.4	$ 591.3
Access lines in service (excludes DSL lines)	2,885.7	3,009.4	3,095.6
Average access lines in service	2,950.0	3,061.5	3,136.8
Average revenue per customer per month(a)	$ 67.21	$ 65.87	$ 64.72

Notes:

(a) Average revenue per customer per month is calculated by dividing total wireline revenues by average access lines in service for the period.

Wireline operations consist of Spinco s ILEC, CLEC and Internet operations. Wireline revenues and sales decreased $39.4 million, or 2 percent, in 2005 and $17.8 million, or 1 percent, in 2004. Customer access lines decreased 4 percent in 2005 compared to a 3 percent decline in 2004. Spinco lost approximately 124,000 and 86,000 access lines during 2005 and 2004, respectively, primarily as a result of the effects of wireless and broadband substitution for Spinco s wireline services. Spinco expects the number of access lines served by its wireline operations to continue to be adversely affected by wireless and broadband substitution in 2006. Although Spinco has not yet seen significant competition from Voice over Internet Protocol (VoIP) providers, it also expects VoIP substitution to adversely impact the number of access lines served by its wireline operations during 2006.

To slow the decline of revenue in 2006, Spinco will continue to emphasize sales of enhanced services and bundling of its various product offerings including Internet, long-distance and broadband data transport services. Deployment of broadband service is an important strategic initiative for Spinco, and as of December 31, 2005, approximately 73 percent of its addressable lines were broadband-capable. During 2005 and 2004, Spinco added 154,000 and 90,000 broadband customers, respectively. At December 31, 2005, Spinco s broadband customer base had grown to almost 400,000 customers. The growth in Spinco s broadband customers more than offset the decline in customer access lines that occurred in 2005 and 2004 noted above. In addition, during the fourth quarter of 2005, Spinco began offering DISH Network satellite television service to its residential customers as part of a bundled product offering. As further discussed below, revenues generated from the sales of data and enhanced services

increased in both 2005 and 2004, which helped to offset the adverse effects on wireline revenues resulting from the loss of access lines.

Local service revenues decreased $34.1 million, or 3 percent, in 2005 and $20.0 million, or 2 percent, in 2004. Local service revenues reflected reductions in basic service access line revenues of $35.3 million in 2005 and $25.7 million in 2004, consistent with the overall decline in access lines discussed above. The decline in

local service revenues attributable to access line loss was partially offset by growth in revenues derived from the sales of enhanced products and services, such as voice mail and caller identification, and equipment protection plans. Revenues from these services increased $3.6 million in 2005 and $7.3 million in 2004, reflecting continued demand for these products and services.

Network access and interconnection revenues decreased 1 percent in both 2005 and 2004, or $4.2 million and $11.6 million, respectively. Primarily due to the overall decline in access lines discussed above, network access usage and toll revenues decreased $42.8 million in 2005 and $8.2 million in 2004. The decline in network access and interconnection revenues in both years attributable to access line loss was partially offset by growth in revenues earned from data services, which increased $26.0 million and $17.0 million in 2005 and 2004, respectively. The growth in revenues from data services in both 2005 and 2004 primarily reflected increased demand for high-speed data transport services. In addition to the effects of access line loss and increased demand for data services, USF revenues increased $12.5 million in 2005 and decreased $20.3 million in 2004. Spinco receives both federal and state USF subsidies due to the rural nature of most of its ILEC markets. The increase in USF revenues in 2005 resulted primarily from an increase of $13.3 million in interstate common line support (ICLS) funding received in Spinco s rate-of-return markets as a result of the declining access revenues discussed above. ICLS funding is intended to ensure that rate-of-return carriers receive sufficient revenues to earn an appropriate profit margin, defined as 11.25 percent of eligible revenues. Conversely, compared to the prior year periods, high-cost loop support (HCLS) funding received by Spinco s ILEC subsidiaries decreased $4.4 million in 2005 and $20.3 million in 2004. The decreases in HCLS funding primarily resulted from increases in the national average cost per loop combined with the effects of Spinco s cost control efforts. Receipts from the HCLS fund are based on a comparison of each company s embedded cost per loop to a national average cost per loop. Primarily due to expected increases in the national average cost per loop and Spinco s continued focus on controlling operating costs in its ILEC business, it expects net USF receipts in 2006 to decline by approximately $15.0 million, compared to 2005.

Miscellaneous revenues primarily consist of charges for Internet services, directory advertising, customer premise equipment sales, and billing and collection services provided to long-distance companies. Miscellaneous revenues decreased slightly in 2005 and increased $13.8 million, or 6 percent, in 2004. Primarily driven by growth in broadband customers, revenues from Spinco s Internet operations increased $10.8 million in 2005 and $12.4 million in 2004. In addition, sales and rentals of customer premise equipment increased $3.4 million in 2005, reflecting continued customer demand for these products. Also during 2005, Spinco generated $1.1 million in commissions revenue in conjunction with offering DISH Network satellite television service to its residential customers as discussed above. Offsetting these increases in miscellaneous revenues in 2005 was a decline in advertising revenues earned from directories published in Spinco s ILEC markets of $12.2 million from 2004, primarily due to a change in the number and mix of directories published during the period. Conversely, miscellaneous revenues for 2004 reflected a $4.4 million increase in directory advertising revenues from 2003. Directory advertising revenues for 2004 included additional revenues of approximately $14.9 million associated with the initial publication of directories in the acquired Kentucky and Nebraska markets, partially offset by lower directory advertising revenues in Spinco s other ILEC markets as compared to 2003. The decline in directory advertising revenues in Spinco s other ILEC markets was due primarily to a change in the number and mix of directories published during the period. The increase in miscellaneous revenues attributable to the Internet and directory publishing operations was partially offset in 2004 by a $2.6 million decline from 2003 in customer premise equipment sales and rentals due to lower customer demand for purchasing or leasing landline-based communications equipment.

Primarily due to the broadband customer growth and increased sales of enhanced features, average revenue per customer per month increased 2 percent in both 2005 and 2004 from the corresponding prior year period. Future growth in average revenue per customer per month will depend on Spinco s success in sustaining growth in sales of broadband and other enhanced services to new and existing customers.

Cost of services increased slightly in 2005 and decreased by $33.6 million, or 5 percent, in 2004. Cost of services for 2005 included approximately $3.2 million of incremental costs incurred during the first quarter of 2005 related to work force reductions in Spinco s wireline business, as well as higher overtime and maintenance costs due to inclement weather. Cost of services in 2005 also included $4.4 million of additional

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customer service expenses attributable to the growth in broadband customers, specifically the costs associated with subsidizing broadband-capable modems. In addition, cost of services in 2005 included increased regulatory fees of $5.6 million related to an increase in the contribution factor applicable to universal service funding, which was collected from Spinco s customers. Offsetting the increase in salaries and benefits, customer service costs and regulatory fees in 2005 was a decrease in business taxes of $6.3 million and a decrease in bad debt expense of $4.4 million, both consistent with the decline in revenues discussed above. In addition, interconnection expenses decreased $2.8 million in 2005 and $8.2 million in 2004, consistent with the declines in toll revenues and access lines discussed above. Cost of services for 2004 also reflected reductions in customer service expenses and the effects of incremental strike-related expenses and maintenance costs incurred in 2003, as further discussed below. Compared to 2003, customer service expenses decreased $3.3 million in 2004, primarily due to cost savings from Spinco s continued efforts to control operating expenses. Included in cost of services in 2003 were $6.0 million of additional maintenance costs to repair damage caused by severe winter storms and incremental expenses of approximately $14.9 million associated with a strike that ended on October 1, 2003, when Spinco signed a new collective bargaining agreement impacting approximately 400 employees in Kentucky represented by the Communications Workers of America.

Cost of products sold increased $2.3 million, or 8 percent, in 2005 and $1.4 million, or 5 percent, in 2004. The increase in 2005 was consistent with the increase in sales and rentals of customer premise equipment discussed above. Although sales and rentals of customer premise equipment declined in 2004 as compared to 2003, cost of products sold increased, primarily due to the effects of negative results of inventory counts performed during 2004 as compared to the results of counts performed in 2003.

Selling, general, administrative and other expenses increased $3.4 million, or 1 percent, in 2005 and decreased $16.9 million, or 6 percent, in 2004. The increase in 2005 was due primarily to higher insurance premiums related to Spinco s employee medical and dental plans. Partially offsetting the increase in employee benefit costs in 2005 was a decline in intercompany allocations received from Alltel. Under a shared services agreement, Alltel provides certain functions on Spinco s behalf, including but not limited to accounting, marketing, customer billing, information technology, legal, human resources, and engineering services. The decline in 2004 also resulted from lower intercompany allocations received from Alltel. In addition, salaries and employee benefit costs declined $12.1 million in 2004, primarily reflecting cost savings driven by the restructuring initiatives commenced in 2003 and 2004 as previously discussed.

Depreciation and amortization expense decreased $34.0 million, or 7 percent, in 2005 and $8.0 million, or 2 percent, in 2004. The decreases in depreciation and amortization expense in both years primarily resulted from a reduction in depreciation rates for certain of Spinco s ILEC operations, reflecting the results of studies of depreciable lives completed during 2005 and 2004. During the second quarter of 2004, a triennial study of depreciable lives was completed related to Spinco s Nebraska ILEC operations as required by the Nebraska Public Service Commission. In addition, Spinco completed studies of depreciable lives during 2005 related to its Florida, Georgia and South Carolina ILEC operations, which also resulted in a reduction in depreciation rates. The depreciable lives were lengthened to reflect the estimated remaining useful lives of the ILEC plant based on Spinco s expected future network utilization and capital expenditure levels required to provide service to its customers. During 2006, Spinco expect to review the depreciation rates utilized in its remaining ILEC operations.

Royalty expense to Alltel decreased 1 percent in both 2005 and 2004, or $1.4 million and $2.8 million, respectively. Spinco s ILEC subsidiaries incur a royalty expense from Alltel for the use of the Alltel brand name in marketing and distributing telecommunications products and services pursuant to a licensing agreement with an Alltel affiliate. Following the spin off and merger with Valor, Spinco no longer expects to incur this charge as it will no longer use the Alltel brand name.

Wireline segment income decreased $10.9 million, or 2 percent, in 2005 and increased $42.1 million, or 7 percent, in 2004. The decrease in segment income in 2005 primarily resulted from the decline in revenues and sales due to the loss of access lines, which were partially offset by the favorable effects of reduced depreciation rates, as discussed above. Conversely, the increase in 2004 primarily reflected the selling of

additional services and features to existing wireline customers, growth in Spinco s Internet operations, the effects of the incremental strike-related and maintenance costs incurred in 2003 and its cost savings and expense control efforts discussed above.

Set forth below is a summary of the restructuring and other charges related to the wireline operations that were not included in the determination of segment income for the years ended December 31:

	2005	2004	2003
		(Millions)	
Severance and employee benefit costs	$ 4.4	$ 11.2	$ 7.0
Relocation costs		1.2	
Lease and contract termination costs		(1.8)	
Costs associated with pending spin-off and merger of wireline operations	31.3		
Write-down of software development costs			1.8
Other exit costs		0.7	
Total restructuring and other charges	$ 35.7	$ 11.3	$ 8.8

Accounting for Regulated Entities

Except for the acquired Kentucky and Nebraska operations, Spinco s ILEC operations follow the accounting for regulated enterprises prescribed by SFAS No. 71. Criteria that would give rise to the discontinuance of SFAS No. 71 include (1) increasing competition restricting the regulated ILEC subsidiaries ability to establish prices to recover specific costs and (2) significant changes in the manner in which rates are set by regulators from cost-based regulation to another form of regulation. Spinco reviews these criteria on a quarterly basis to determine whether the continuing application of SFAS No. 71 is appropriate. In assessing the continued applicability of SFAS No. 71, Spinco monitors the following:

Level of competition in Spinco s markets. Sources of competition to Spinco s local exchange business include, but are not limited to, resellers of local exchange services, interexchange carriers, satellite transmission services, wireless communications providers, cable television companies, and competitive access service providers including those utilizing Unbundled Network Elements-Platform (UNE-P), VoIP providers and providers using other emerging technologies. Spinco s ILEC operations have begun to experience competition in their local service areas. Through December 31, 2005, this competition has not had a material adverse effect on the results of operations of Spinco s ILEC operations, primarily because these subsidiaries provide wireline telecommunications services in mostly rural areas. To date, ILEC subsidiaries have not been required to discount intrastate service rates in response to competitive pressures.

Level of revenues and access lines currently subject to rate-of-return regulation or which could revert back to rate-of-return regulation in the future. For the ILEC subsidiaries that follow SFAS No. 71, all interstate revenues are subject to rate-of-return regulation. The majority of the ILEC subsidiaries remaining intrastate revenues are either subject to rate-of-return regulation or could become subject to rate-of-return regulation at Spinco s election, subject in certain cases to approval by the state public service commissions.

Level of profitability of the ILEC subsidiaries. Currently, the prices charged to customers for interstate and intrastate services continue to be sufficient to recover the specific costs of the ILEC subsidiaries in providing these services to customers.

Although Spinco believes that the application of SFAS No. 71 continues to be appropriate, it is possible that changes in regulation, legislation or competition could result in its ILEC operations no longer qualifying for the application of SFAS No. 71 in the near future. If Spinco s ILEC operations no longer qualified for the application of

SFAS No. 71, the accounting impact would be a material non-cash credit to operations. The non-cash credit would consist primarily of the reversal of the regulatory liability for cost of removal included in accumulated depreciation net of estimated costs to remove chemically-treated telephone poles required to be

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recognized pursuant to the guidance in FIN 47, which amounted to $156.9 million as of December 31, 2005. At this time, Spinco does not expect to record any impairment charge related to the carrying value of its ILEC plant. Under SFAS No. 71, Spinco currently depreciates its ILEC plant based upon asset lives approved by regulatory agencies or as otherwise allowed by law. Upon discontinuance of SFAS No. 71, Spinco would be required to revise the lives of its property, plant and equipment to reflect the estimated useful lives of the assets. Spinco does not expect any such revisions in asset lives to have a material adverse effect on its ILEC operations.

Regulatory Matters

Spinco s ILECs are regulated by both federal and state agencies. Certain of Spinco s products and services (interstate) and the related earnings are subject to federal regulation, and others (local and intrastate) are subject to state regulation. With the exception of the Nebraska and a portion of the Kentucky operations, Spinco s ILEC operations are subject to rate-of-return regulation on the federal level by the FCC. The Nebraska and a portion of the Kentucky operations are subject to price-cap regulation by the FCC that allows a greater degree of retail pricing flexibility than is afforded to Spinco s rate-of-return operations. Companies meeting certain criteria had the option to elect price-cap regulation as part of an FCC order issued in May 2000 (the CALLS plan). The CALLS plan expired on June 30, 2005, and to date, the FCC has not established a successor mechanism for regulating price-cap companies. Nonetheless, the existing rules and regulations for price-cap companies remain effective until the FCC modifies or otherwise replaces them with a successor mechanism.

Telecommunications Law Modernization

In 1996, Congress passed the Telecommunications Act of 1996 (the 96 Act), which significantly changed the existing laws and regulations governing the telecommunications industry. The primary goal of the 96 Act was to create competition in the wireline market by requiring ILECs to sell portions of their networks to competitors at reduced wholesale rates. The 96 Act also established rules for interconnecting wireline and wireless service providers networks. Unfortunately, the 96 Act failed to contemplate the rapid evolution of technology and the associated consumer demand for wireless services, the Internet and VoIP.

Today, providers of communications services are regulated differently depending primarily upon the network technology used to deliver service. This patchwork regulatory approach unfairly advantages certain companies and disadvantages others, which impedes market-based competition where service providers, regardless of technology, exchange telecommunications traffic between their networks and compete for the same customers.

In an effort to reform the patchwork regulatory approach, two separate telecommunications bills were introduced in the U.S. Senate. The first bill, entitled the Broadband Investment and Consumer Choice Act, was introduced on July 27, 2005. This bill reduces the existing level of government regulation within the telecommunications industry in favor of market-based competition and provides for parity in the remaining rules governing functionally equivalent services, such as broadband access to the Internet either via DSL, cable modem or other technological means. Another bill, entitled the Universal Service for the 21st Century Act, was introduced on July 29, 2005. This bill changes the way telecommunications companies contribute to the universal service fund, establishes limited support for broadband investment in unserved areas and calls for the FCC to establish inter-carrier compensation reform within six months of enactment.

Some members of the U.S. House of Representatives have also taken steps to advance the reform of existing telecommunications laws. Two draft bills have been publicly circulated. The first draft bill calls for federalizing and streamlining regulation of advanced services; specifically, broadband Internet transmission, VoIP and broadband video services. The second draft bill broadens the Universal Service contribution base and controls distributions from the fund while extending Universal Service support to broadband services. In addition to the formal introduction of either, or both, of these draft bills, there will likely be additional bills submitted for consideration as Congress evaluates changing the regulatory environment in the telecommunications industry. It is not clear whether Congress will ultimately take action on comprehensive reform, or take

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more targeted reform measures. It is equally unclear whether any of the pending House and Senate telecom bills will be consolidated with other proposals. Spinco strongly supports the modernization of the nation s telecommunications laws, but at this time, cannot predict the timing and the resulting financial impact of these efforts.

State Regulation

Most states in which Spinco s ILEC subsidiaries operate provide alternatives to rate-of-return regulation for local and intrastate services, either through legislative or public service commission (PSC) rules. Spinco has elected alternative regulation for certain of its ILEC subsidiaries in Alabama, Arkansas, Florida, Georgia, Kentucky, Nebraska, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, and Texas. The Missouri PSC ruled that Spinco is not eligible for alternative regulation. However on May 5, 2005, the Missouri legislature passed an alternative regulation bill that allows Spinco to elect alternative regulation without Missouri PSC approval. The legislation became effective on August 28, 2005, and Spinco filed an election with the PSC to be regulated under the new alternative regulation plan on September 13, 2005. As a result of this election, Spinco withdrew its appeal of the Missouri PSC s previous decision during the fourth quarter of 2005. Spinco continue to evaluate alternative regulation options in markets where its ILEC subsidiaries remain subject to rate-of-return regulation, including Mississippi, New York and certain of its Kentucky operations. See SPINCO DESCRIPTION OF BUSINESS, State Regulation for further discussion.

Inter-carrier Compensation

In April 2001, the FCC released a notice of proposed rulemaking addressing inter-carrier compensation. Under this rulemaking, the FCC proposed a bill and keep compensation methodology under which each telecommunications carrier would be required to recover all of its costs to originate and terminate telecommunications traffic from its end-user customers rather than charging other carriers. The proposed bill and keep method would significantly overhaul the existing rules governing inter-carrier compensation. On March 3, 2005, the FCC released a further notice of proposed rulemaking addressing inter-carrier compensation. Under this proposed rulemaking, the FCC requested comment on several alternative inter-carrier compensation proposals, including bill and keep. The outcome of this proceeding is likely to change the way Spinco receives compensation from, and remits compensation to, other carriers and its end user customers. Until this proceeding concludes and the changes to the existing rules are established, if any, Spinco cannot estimate the impact of the changes on its ILEC revenues and expenses or when the changes would occur.

On October 8, 2004, the FCC granted in part and denied in part a petition filed by Core Communications requesting that the FCC forbear from enforcing provisions of the FCC s 2001 Internet Service Provider (ISP) Remand Order. The FCC granted forbearance from part of the ISP Remand Order finding they were no longer in the public interest. Various parties have filed for reconsideration with the FCC and have appealed the decision to the U.S. Court of Appeals for the District of Columbia Circuit. If the FCC s decision in this order is upheld, Spinco is likely to incur additional costs for delivering ISP-bound traffic originated by its customers to competitive wireline service providers serving ISP s. Although Spinco has not fully quantified the effects of this order, it believes that the additional expense would be less than $10.0 million annually.

On July 6, 2005, a hearing examiner issued a recommended order to the Georgia PSC that, if adopted, would prospectively preclude LECs from assessing access charges for non-local calls between 0 and 16 miles that originate on the network of one LEC and terminate on the network of a different LEC. Along with other LECs in Georgia, Spinco requested that the Georgia PSC reject the recommended order and find that access charges continue to apply to these intrastate calls. If the Georgia PSC ultimately adopts the recommended order, Spinco would incur a reduction in annual revenues of approximately $12.0 million. A final order will not likely become effective before the end of the first quarter of 2006.

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Universal Service

The federal universal service program is under legislative, regulatory and industry scrutiny as a result of growth in the fund and structural changes within the telecommunications industry. The structural changes include the increase in the number of eligible telecommunications carriers receiving money from the USF and a migration of customers from wireline service providers to providers using alternative technologies like VoIP that, today, are not required to contribute to the universal service program. There are several FCC proceedings underway that are likely to change the way universal service programs are funded and the way these funds are disbursed to program recipients. The specific proceedings are discussed in greater detail below.

In May 2001, the FCC adopted the Rural Task Force Order that established an interim universal service mechanism governing compensation for rural telephone companies for the ensuing five years. The interim mechanism has allowed rural carriers to continue receiving high-cost funding based on their embedded costs. On June 2, 2004, the FCC asked the Federal/ State Joint Board on Universal Service (the Joint Board) to review the FCC s rules as they pertain to rural telephone companies and to determine what changes, if any, should be made to the existing high-cost support mechanism when the interim funding program expires in June 2006. The Joint Board sought comment on such a mechanism on August 16, 2004, but has taken no further action. In the event a new mechanism is not established for rural carriers prior to the expiration of the plan, the FCC likely will extend the interim mechanism currently in place. In addition, the Joint Board sought comment on whether companies operating multiple distinct geographic market areas within a state should consolidate them for purposes of calculating universal service support. If the FCC implements this proposal, Spinco s universal service revenues would be reduced from their current level by approximately $8.5 million annually. On August 17, 2005, the Joint Board sought comment on four separate proposals to modify the distribution of high-cost universal service support. Each of the proposals provides state public service commissions a greater role in the support distribution process, which would remain subject to specific FCC guidelines. Spinco cannot estimate the impact of the potential change from embedded cost to another methodology, or the impact of other potential changes to the fund contemplated by the Joint Board until the specific changes, if any, are determined.

On June 14, 2005, the FCC issued a notice of proposed rulemaking initiating a broad inquiry into the management and administration of the universal service programs. The notice of proposed rulemaking seeks comment on ways to streamline the application process for federal support and whether and how to increase audits of fund contributors and fund recipients in an effort to deter waste and fraud. The FCC is also considering proposals regarding the contribution methodology, which could change the types of service providers required to contribute to the fund (i.e. local exchange providers, wireless providers, long-distance providers, etc.) and the basis on which they contribute. At this time, Spinco cannot estimate the impact that the potential changes, if any, would have on its operations.

On December 9, 2005, the FCC issued a notice of proposed rulemaking seeking comments on the need to redefine certain statutory terms established by the 96 Act. Changes to these defined statutory terms could result in a different allocation of universal service support to non-rural carriers. Spinco receives approximately $9.5 million annually in non-rural universal service support and cannot estimate the financial impact resulting from changes to the definitions of the statutory terms until such changes, if any, are determined.

The FCC mandated that the Universal Service Administrative Company (USAC) begin accounting for the USF program in accordance with generally accepted accounting principles for federal agencies effective October 1, 2004, rather than the accounting rules that USAC formerly used. This change in accounting method subjected USAC to the Anti-Deficiency Act (the ADA), the effect of which could have caused delays in payments to USF program recipients and significantly increased the amount of USF regulatory fees charged to wireline consumers. In December 2004, Congress passed legislation to exempt USAC from the ADA for one year to allow for a more thorough review of the impact the ADA would have on the universal service program. In April 2005, the FCC tentatively concluded that the high-cost and low-income universal service programs are compliant with ADA requirements, and asked the Office of Management and Budget (OMB) to make a final determination on this issue, which they have yet to do. On November 22, 2005, the Science, State, Commerce and Justice Department appropriations bill was enacted, which exempted the USF program from the ADA for another year until December 31, 2006.

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Emerging Competitive Technologies VoIP

Voice telecommunications services utilizing IP as the underlying transmission technology, VoIP, are challenging existing regulatory definitions and raising questions concerning how IP-enabled services should be regulated, if at all. Several state commissions have attempted to assert jurisdiction over VoIP services, but federal courts in New York and Minnesota have ruled that the FCC preempts the states with respect to jurisdiction. These cases are on appeal. On March 10, 2004, the FCC released a notice of proposed rulemaking seeking comment on the appropriate regulatory treatment of IP-enabled communications services. The FCC indicated that the cost of the public switched telephone network should be borne equitably by the users and requested comment on the specific regulatory requirements that should be extended to IP-enabled service providers, including requirements relating to E-911, accessibility for the disabled, inter-carrier compensation and universal service. Although the FCC s rulemaking regarding IP-enabled services remains pending, the FCC has adopted a series of related orders establishing broad parameters for the regulation of those services.

On February 12, 2004, the FCC released an order declaring Pulver.com s free IP-based, peer-to-peer service that requires specialized telephone equipment or software for computers was not a regulated telecommunications service, but rather was an unregulated information service subject to federal jurisdiction.

On April 21, 2004, the FCC denied a waiver petition filed by AT&T requesting that its IP telephony service be exempt from paying access compensation to wireline local service providers. The FCC ruled AT&T s IP telephony service, which converted voice calls to an IP format for some portion of the routing over the public switched telephone network prior to converting the calls back to their original format, was a regulated telecommunications service subject to payment of access compensation to LECs.

On November 12, 2004, the FCC ruled that Internet-based service provided by Vonage Holdings Corporation (Vonage) should be subject to federal rather than state jurisdiction. Several state commissions appealed the FCC s Vonage decision, and these appeals are presently pending before the U.S. Eighth Circuit Court of Appeals. The FCC has not yet determined how Vonage s service should be classified for regulatory purposes, but is likely to address the information service vs. telecommunications service debate in its pending rulemaking regarding IP-enabled services. Also, the manner and scope of any regulatory treatment of VoIP service is addressed in several of the bills pending in Congress.

On June 3, 2005, the FCC took swift action in response to several incidents where VoIP customers were unable to complete E-911 calls. The FCC ordered all VoIP service providers whose service is interconnected with the public switched telephone network to provide E-911 services to their customers no later than November 28, 2005.

CALEA

The Commission on Accreditation for Law Enforcement Agencies, Inc. (CALEA) requires wireline carriers to ensure that their networks are capable of accommodating lawful intercept requests received from law enforcement agencies. The FCC has imposed various obligations and compliance deadlines, with which Spinco has either complied or, in accordance with CALEA, filed a request for an extension of time. In response to a petition filed by the DOJ and other federal agencies, the FCC initiated a rulemaking in August 2004, to adopt new rules under CALEA pertaining to wireline carriers packet mode communications services, including Internet protocol (IP) based services. On September 21, 2005, the FCC issued an order in this proceeding finding that providers of certain broadband and interconnected VoIP services are telecommunication services subject to CALEA requirements, and must be prepared to provide electronic surveillance to law enforcement upon proper authorization. Several appeals have been filed. If the FCC ultimately determines that IP-enabled services are not subject to similar regulatory requirements that are applicable to inter-exchange and local exchange service providers, including contributions to federal and state universal service programs, inter-carrier compensation obligations, federal and state tax obligations and service quality metrics, Spinco s regulated local exchange operations will be competitively disadvantaged. However, until the FCC issues its decision in these proceedings, Spinco cannot determine the extent of the impact on its operations, if any.

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Broadband

On September 23, 2005, the FCC released an order declaring wireline broadband Internet access service (DSL) an information service functionally integrated with a telecommunications component and no longer subject to a higher level of regulation as compared to broadband cable modem service. This order establishes a framework that may eventually allow Spinco s DSL service to obtain regulatory parity with cable modem service, which is lightly regulated. The FCC order requires wireline broadband service providers, like Spinco, to continue offering broadband access on a stand-alone basis to competing unaffiliated Internet service providers for one year, after which they will no longer be required to do so. Additionally, the order preserves the current method of assessing universal service contributions on DSL revenues for a 270-day period after the effective date of the order, or until the FCC adopts a new contribution methodology to the universal service fund. Spinco could benefit from the decreased regulatory oversight of its DSL service through additional retail pricing flexibility. Spinco s DSL products are experiencing significant growth throughout its service areas, and the primary DSL competitor is the historically less-regulated cable modem service. However, the FCC has yet to establish specific rules for deregulating DSL service, and until the FCC has done so, Spinco s DSL products and services remain regulated by the FCC.

Because certain of the regulatory matters discussed above are under FCC or judicial review, resolution of these matters continues to be uncertain. Therefore, Spinco cannot predict at this time the specific effects, if any, that the 96 Act, regulatory decisions and rulemakings, and future competition will ultimately have on its ILEC operations.

Product Distribution

	2005	2004	2003
	(Millions, except customers in thousands)		
Revenues and sales:			
Product distribution	$ 307.9	$ 257.5	$ 278.9
Total revenues and sales	$ 307.9	$ 257.5	$ 278.9
Costs and expenses:			
Cost of products sold	289.2	239.5	259.5
Selling, general, administrative and other	12.4	12.4	13.6
Depreciation and amortization	1.9	2.5	2.4
Total costs and expenses	303.5	254.4	275.5
Segment income	4.4	3.1	3.4

Revenues and sales from Spinco s product distribution operations increased $50.4 million, or 20 percent, in 2005 and decreased $21.4 million, or 8 percent, in 2004. As noted in the table above, the increase in revenues and sales in 2005 primarily reflected growth in sales of telecommunications equipment, primarily due to an increase in capital expenditures by Spinco s wireline operations and data products. The decrease in revenues and sales in 2004 reflected declines in sales of telecommunications equipment, primarily due to a reduction in capital expenditures by Spinco s wireline operations.

Product distribution segment income increased $1.3 million, or 42 percent, in 2005 and remained substantially unchanged in 2004. The increase in 2005 was primarily due to a decrease in depreciation and amortization expense based on certain assets being fully depreciated.

Set forth below is a summary of the restructuring and other charges related to the other operations that were not included in the determination of segment income for the years ended December 31:

	2005	2004	2003
		(Millions)	
Severance and employee benefit costs	$	$ 0.1	$
Total restructuring and other charges	$	$ 0.1	$

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Other Operations

	2005	2004	2003
	(Millions, except customers in thousands)		
Revenues and sales:			
Long-distance	$ 180.4	$ 174.1	$ 182.4
Directory publishing	154.7	155.9	122.6
Telecommunications information services	17.2	41.8	108.8
Total revenues and sales	352.3	371.8	413.8
Costs and expenses:			
Cost of services	138.9	155.6	190.1
Cost of products sold	114.9	126.8	107.8
Selling, general, administrative and other	51.8	42.7	47.7
Depreciation and amortization	4.1	3.8	6.8
Total costs and expenses	309.7	328.9	352.4
Segment income	$ 42.6	$ 42.9	$ 61.4
Long-distance customers	1,750.8	1,770.8	1,680.2

Revenues and sales from Spinco s other operations decreased $19.5 million, or 5 percent, in 2005 and decreased $41.9 million, or 10 percent, in 2004. As noted in the table above, the decrease in revenues and sales in 2005 primarily reflected declines in revenues earned from telecommunications information services due to the loss of one of Spinco s remaining unaffiliated wireline services customers during the fourth quarter of 2004. Revenues derived from long-distance services increased $6.3 million in 2005, primarily due to an increase in customer billing rates initiated during the second quarter of 2005 on one of Spinco s most popular billing plans. This increase in rates was partially offset by the effects of customers migrating to packaged rate plans. In response to competitive pressures, Spinco has introduced packaged rate plans in its long-distance markets that provide customers with unlimited calling for one flat monthly rate. Revenues derived from directory publishing services in 2005 were relatively unchanged from 2004.

The decrease in revenues and sales in 2004 reflected declines in sales of long-distance services and telecommunications information services, partially offset by an increase in directory publishing revenues. Revenues attributable to long-distance services declined $8.2 million in 2004. Although the number of long-distance customers served increased during 2004, revenues decreased, primarily due to declining usage by residential customers and a reduction in customer billing rates due to competition. Telecommunications information services revenues decreased $67.1 million in 2004, primarily due to the December 2003 sale of certain assets and related liabilities, including selected customer contracts and capitalized software development costs, to Convergys, and the loss of one of Spinco s remaining unaffiliated wireline services customers. The customer contracts sold to Convergys represented approximately 48 percent of the total revenues and sales reported by the telecommunications information services operations in 2003.

Directory publishing revenues increased $33.3 million in 2004, primarily due to an increase in the number of directory contracts published, including the initial publication of directories for the acquired Kentucky and Nebraska operations previously discussed. In addition, the increase in 2004 also reflected a change in accounting for directory contracts in which Spinco has a secondary delivery obligation. Effective January 1, 2003, Spinco began deferring a portion of its revenues and related costs to provide for secondary deliveries. As a result, revenues and related costs

associated with any directories for which secondary deliveries were required, but not yet made, were deferred, resulting in a reduction in directory publishing revenues in 2003 of $5.3 million.

Other operations segment income remained substantially unchanged in 2005 and decreased $18.5 million, or 30 percent, in 2004. The decline in 2004 was primarily due to the decrease in revenues and sales noted above. The adverse effects on segment income attributable to the decrease in revenues and sales in 2004 were partially offset by improved profit margins in the directory publishing operations. Profit margins for the directory publishing operations in 2003 had been adversely affected by increased selling, marketing and other

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start-up costs incurred in order for Spinco s publishing subsidiary to begin providing all directory publishing services, except printing, for all directory contracts published in 2004. Except for a limited number of directory contracts published in 2003, these publishing services were previously contracted out to a third party. Partially offsetting the 2004 improvement in the profit margins of the directory publishing operations attributable to the favorable effects of the start-up costs incurred in 2003 was an increase in bad debt expense of $6.1 million.

Set forth below is a summary of the restructuring and other charges related to the other operations that were not included in the determination of segment income for the years ended December 31:

	2004	2003
	(Millions)	
Severance and employee benefit costs	$ 0.3	$
Relocation costs	0.1	
Lease and contract termination costs		(0.4)
Write-down of software development costs		3.8
Total restructuring and other charges	$ 0.4	$ 3.4

Segment Capital Requirements

The primary uses of cash for Spinco s operating segments are capital expenditures for property, plant and equipment and expenditures for capitalized software development to support Spinco s wireline operations. Annual capital expenditures and expenditures for software development by operating segment are forecasted as follows for 2006:

	Capital Expenditures			Software Development	Totals		
				(Millions)			
Wireline	$ 343.0	-	$ 348.0	$ 2.0	$ 345.0	-	$ 350.0
Product Distribution	2.0	-	2.0		2.0	-	2.0
Other	3.0	-	3.0		3.0	-	3.0
Totals	$ 348.0	-	$ 353.0	$ 2.0	$ 350.0	-	$ 355.0

Capital expenditures for 2006 will be primarily incurred to construct additional network facilities and to upgrade Spinco s telecommunications network. The forecasted spending levels in 2006 are subject to revision depending on changes in future capital requirements of Spinco s business segments. Both of Spinco s operating segments in 2005 generated positive cash flows sufficient to fund their day-to-day operations and to fund their capital requirements. Spinco expects its operating segments to continue to generate sufficient cash flows in 2006 to fund their operations and capital requirements.

Financial Condition, Liquidity and Capital Resources

2005	2004	2003
	(Millions)	

Cash flows from (used in):			
Operating activities	$ 953.9	$ 962.2	$ 1,135.0
Investing activities	(352.7)	(329.7)	(356.9)
Financing activities	(602.4)	(627.1)	(784.2)
Effect of exchange rate changes		(0.1)	0.8
Change in cash and short-term investments	$ (1.2)	$ 5.3	$ (5.3)

Cash Flows from Operations

For each of the three years in the period ended December 31, 2005, cash provided from operations was Spinco s primary source of funds. The decreases in cash provided from operations in both 2005 and 2004

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primarily reflected the decline in earnings from Spinco s wireline business segment. Cash flows from operations in 2004 was also adversely affected by changes in working capital requirements, including timing differences in the billing and collection of accounts receivables and the payment of trade payables and taxes. During 2005, Spinco generated sufficient cash flows from operations to fund its capital expenditure requirements, dividend payments to Alltel and scheduled long-term debt payments as further discussed below. Spinco expects to generate sufficient cash flows from operations to fund its operating requirements in 2006.

Cash Flows Used in Investing Activities

Capital expenditures continued to be Spinco s primary use of capital resources. Capital expenditures were $352.9 million in 2005, $333.3 million in 2004 and $383.2 million in 2003. Capital expenditures in each of the past three years were incurred to construct additional network facilities and to upgrade Spinco s telecommunications network in order to offer other communications services, including long-distance, Internet and broadband communications services. During each of the past three years, Spinco funded substantially all of its capital expenditures through internally generated funds. As indicated in the table above under Segment Capital Requirements, Spinco expects capital expenditures to be approximately $348.0 million to $353.0 million for 2006, which will be funded primarily from internally generated funds. Investing activities also included outlays for capitalized software development costs, which were $4.0 million in 2005, $4.5 million in 2004 and $7.6 million in 2003. As indicated in the table above under Segment Capital Requirements, Spinco expects expenditures for capitalized software development to be approximately $2.0 million for 2006, which also will be funded from internally generated funds.

Cash flows from investing activities for 2003 included $37.0 million of proceeds received from the sale to Convergys of certain assets related to Spinco s telecommunications information services operations, as previously discussed.

Cash Flows Used in Financing Activities

Dividend payments to Alltel remained a significant use of Spinco s capital resources during each of the three years in the period ended December 31, 2005. Dividend payments to Alltel amounted to $233.6 million in 2005, $239.1 million in 2004 and $232.4 million in 2003. Prior to the spin-off, Spinco expects to continue the payment of cash dividends to Alltel during 2006. Operating cash flows are expected to be sufficient to fund the future dividend payments to Alltel.

As further discussed under Liquidity and Capital Resources, in connection with the spin-off, Spinco will pay a special dividend to Alltel in an amount not to exceed Alltel s tax basis in its operations, currently estimated to be approximately $2.4 billion. Spinco will fund the special dividend payment from borrowings under a new senior secured credit agreement or the issuance of unsecured debt securities in a private placement.

Retirements of long-term debt amounted to $22.1 million in both 2005 and 2004 and $282.6 million in 2003. Retirements of long-term debt in 2005 and 2004 reflected the required scheduled principal payments under Spinco s existing long-term debt obligations. In addition to the required scheduled principal payments, retirements of long-term debt in 2003 included the repayment of $249.1 million of long-term debt outstanding under the Rural Utilities Service, Rural Telephone Bank and Federal Financing Bank programs. (See Note 4 to the combined financial statements for additional information regarding Spinco s long-term debt.)

As previously discussed, Spinco participates in the centralized cash management practices of Alltel. Under these practices, cash balances are transferred daily to Alltel bank accounts, and Spinco obtains interim financing from Alltel to fund its daily cash requirements and invest short-term excess funds with Alltel. At December 31, 2005 and 2004, Spinco had a net payable to Alltel which is included in the Parent Company Investment in the accompanying combined balance sheets and statements of equity. During each of the past three years, Spinco reduced its overall net borrowings from Alltel. Reductions in advances to Alltel amounted to $346.7 million in 2005, $365.9 million 2004 and $269.2 million in 2003.

Liquidity and Capital Resources

Spinco believes that it has adequate operating cash flows to finance its ongoing operating requirements, including capital expenditures, repayment of long-term debt and payment of dividends to Alltel. As previously discussed, however, in conjunction with the spin-off, Spinco will pay a special dividend to Alltel in an amount not to exceed Alltel s tax basis in its wireline operations, currently estimated to be approximately $2.4 billion, which Alltel will use to repurchase stock pursuant to a special stock buyback program authorized by the Alltel Board of Directors in connection with the spin-off, to repay outstanding indebtedness, or both, within one year following the spin-off, and will distribute to Alltel the exchange notes, which Alltel intends to exchange for outstanding Alltel debt securities or otherwise transfer to Alltel s creditors thereby reducing Alltel s outstanding indebtedness. In addition, in conjunction with the merger with Valor, Spinco expects to repay approximately $81.0 million of its existing long-term debt obligations, including accrued interest. Upon repayment of Spinco s existing long-term debt obligations, Spinco expects to incur approximately $9.5 million of prepayment penalties. Prior to the distribution and merger, Spinco will consummate certain financing transactions pursuant to which it will incur approximately $3.965 billion in indebtedness through (1) borrowing under a new senior secured credit agreement or the issuance of senior unsecured debt securities in an offering under Rule 144A, promulgated under the Securities Act of 1933, as amended and (2) the distribution of the exchange notes to Alltel. All proceeds of the financing will be used to pay the consideration to be received by Alltel for the contribution (through payment of the special dividend and distribution of the exchange notes) and to pay related fees and expenses. Alltel has received a commitment letter from various financial institutions to provide Spinco with up to $4.2 billion in senior secured credit facilities comprised of term loan facilities in an aggregate amount of up to $3.7 billion and a revolving credit facility of up to $500 million to pay the special dividend and to fund its other financing requirements related to the spin-off and merger with Valor.

By virtue of the merger, Windstream will assume $261 million in Alltel debt and $400 million in outstanding Valor debt securities. Windstream will also borrow approximately $781 million under its new senior secured credit facility in order to prepay the amounts outstanding under Valor s existing credit facility. These amounts, together with the $3.965 billion in financings consummated by Spinco prior to the merger and certain expenses related to the transaction, will result in Windstream having approximately $5.5 billion in total debt immediately following completion of the merger. It is expected that Windstream will use proceeds from its new senior secured credit facilities to refinance approximately $81.0 million of Alltel s outstanding bonds (plus an additional approximately $9.5 million in related make-whole premiums) and to purchase any of Valor s outstanding bonds that may be tendered pursuant to the terms thereof as a result of the merger. However, no Valor bonds are expected to be tendered as a result of the merger.

Certain of Spinco s debt agreements contain various covenants and restrictions specific to the subsidiary that is the legal counterparty to the agreement. As of December 31, 2005, Spinco was in compliance with all such covenants and restrictions.

At December 31, 2005, current maturities of long-term debt were $22.1 million. Spinco expects to fund the payment of this obligation through operating cash flows.

Pension Plans

Substantially all of Spinco s employees participate in a qualified defined benefit pension plan maintained by Alltel. Prior to January 1, 2005, employees of Spinco s directory publishing subsidiary did not participate in the plan. In December 2005, the qualified defined benefit pension plan was amended such that future benefit accruals for all eligible non-bargaining employees ceased as of December 31, 2005 (December 31, 2010 for employees who had attained age 40 with two years of service as of December 31, 2005). Alltel also maintains a supplemental executive retirement plan that provides unfunded, non-qualified supplemental retirement benefits to a select group of Spinco s management employees. In addition, Alltel has entered into individual retirement agreements with certain of Spinco s retired executives providing for unfunded supplemental pension benefits. Spinco received allocations of pension expense related to these plans from Alltel totaling $15.1 million in 2005, $11.3 million in 2004 and $16.4 million in 2003. The amount of pension expense recognized by Spinco during

2006 may change as employees performing shared functions are identified to join Spinco, and such change may be material. As of December 31, 2005 and 2004, no allocation of Spinco s share of the pension plans assets or liabilities had been included in its financial statements. Upon completion of the spin-off, the amount of pension plans assets or liabilities related to Spinco s employees will be allocated from Alltel.

Alltel calculated Spinco s annual pension expense for 2006 based upon a number of actuarial assumptions, including an expected long-term rate of return on qualified pension plan assets of 8.50 percent and a discount rate of 5.80 percent. In developing the expected long-term rate of return assumption, Alltel evaluated historical investment performance, as well as input from its investment advisors. Projected returns by such advisors were based on broad equity and bond indices. Alltel also considered the pension plan s historical returns since 1975 of 11.0 percent. Its expected long-term rate of return on qualified pension plan assets is based on a targeted asset allocation of 70 percent to equities, with an expected long-term rate of return of 10 percent, and 30 percent to fixed income assets, with an expected long-term rate of return of 5 percent. For the year ended December 31, 2005, the actual return on qualified pension plan assets was 7.2 percent.

The discount rate selected is based on a review of current market interest rates of high-quality, fixed-rate debt securities adjusted to reflect the duration of expected future cash outflows for pension benefit payments. In developing the discount rate assumption for 2006, Alltel reviewed the high-grade bond indices published by Moody s and Standard & Poor s as of December 31, 2005 and other available market data and constructed a hypothetical portfolio of high quality bonds with maturities that mirrored the expected payment stream of its pension benefit obligation. The discount rate determined on this basis decreased from 6.00 percent at December 31, 2004 to 5.80 percent at December 31, 2005.

In conjunction with the spin off, Spinco s employees and retirees will cease to participate in Alltel s qualified defined benefit pension plan. Spinco will establish a separate plan that will mirror Alltel s plan, which will recognize its employees and retirees prior rights and benefits under the Alltel pension plan. Alltel will transfer an amount, currently estimated to be approximately $750.0 million, from Alltel s qualified defined benefit pension plan to Spinco s plan trust. The actual amount of the transfer will be determined upon completion of the spin-off. Spinco does not expect that any contributions to the plan calculated in accordance with the minimum funding requirements of the Employee Retirement Income Security Act of 1974 will be required in 2006. Future contributions to the plan will depend on various factors, including future investment performance, changes in future discount rates and changes in the demographics of the population participating in the qualified pension plan.

Other Postretirement Benefits

Spinco provides postretirement healthcare and life insurance benefits for eligible employees. Retired employees share a portion of the cost of these benefits. Spinco funds the accrued costs of these plans as benefits are paid. Spinco incurred postretirement benefits expense totaling $16.7 million in 2005, $14.5 million in 2004 and $18.1 million in 2003. Postretirement benefits expense for 2006 is estimated to be approximately $16.6 million. As of December 31, 2005 and 2004, $89.0 million and $80.5 million, respectively, of the postretirement benefits plans liabilities were included in the other liabilities in the accompanying combined balance sheets.

Spinco calculated its annual postretirement expense for 2006 based upon a number of actuarial assumptions, including a healthcare cost trend rate of 10.00 percent and a discount rate of 5.70 percent. Consistent with the methodology used to determine the appropriate discount rate for Alltel s pension obligations, the discount rate selected for postretirement benefits is based on a hypothetical portfolio of high quality bonds with maturities that mirrored the expected payment stream of the benefit obligation. The discount rate determined on this basis decreased from 6.00 percent at December 31, 2004 to 5.70 percent at December 31, 2005. Lowering the discount rate by an additional 0.25 percent (from 5.70 percent to 5.45 percent) would result in an increase in Spinco s allocation of postretirement expense of approximately $400,000 in 2006.

The healthcare cost trend rate is based on Spinco s actual medical claims experience and future projections of medical costs. For the year ended December 31, 2005, a one percent increase in the assumed

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healthcare cost trend rate would increase Spinco s postretirement benefit cost by approximately $1.1 million, while a one percent decrease in the rate would reduce its allocation of postretirement benefit cost by approximately $1.0 million.

Under the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the Act), beginning in 2006, the Act will provide a prescription drug benefit under Medicare Part D, as well as a federal subsidy to plan sponsors of retiree healthcare plans that provide a prescription drug benefit to their participants that is at least actuarially equivalent to the benefit that will be available under Medicare. The amount of the federal subsidy will be based on 28 percent of an individual beneficiary s annual eligible prescription drug costs ranging between $250 and $5,000. Based on Spinco s understanding of the Act, it determined that a substantial portion of the prescription drug benefits provided under its postretirement benefit plan would be deemed actuarially equivalent to the benefits provided under Medicare Part D. On January 21, 2005, the Department of Health and Human Services issued final federal regulations related to the federal subsidy. These final rules did not have a material effect on Spinco s benefit costs or accumulated postretirement benefit obligation.

Off-Balance Sheet Arrangements

Spinco does not use securitization of trade receivables, affiliation with special purpose entities, variable interest entities or synthetic leases to finance its operations. Additionally, Spinco has not entered into any arrangement requiring it to guarantee payment of third party debt or to fund losses of an unconsolidated special purpose entity.

Contractual Obligations and Commitments

Set forth below is a summary of Spinco s material contractual obligations and commitments as of December 31, 2005:

	Payments Due by Period				
	Less Than 1 Year	**1-3 Years**	**3-5 Years**	**More Than 5 Years**	**Total**
			(Millions)		
Long-term debt, including current maturities(a)	$ 22.1	$ 45.7	$ 39.9	$ 154.1	$ 261.8
Interest payments on long-term debt obligations	18.8	32.5	25.4	128.0	204.7
Operating leases	5.0	6.7	3.6	2.5	17.8
Purchase obligations(b)	1.3	0.6			1.9
Other long-term liabilities(c)	32.3	98.4	99.4	607.7	837.8
Total contractual obligations and commitments	$ 79.5	$ 183.9	$ 168.3	$ 892.3	$ 1,324.0

(a) Excludes $(1.0) million of unamortized discounts included in long-term debt at December 31, 2005.

(b) Purchase obligations represent amounts payable under noncancellable contracts and primarily represent agreements for software licensing.

(c) Other long-term liabilities primarily consist of deferred tax liabilities and other postretirement benefit obligations.

Under Spinco s long-term debt borrowing agreements, acceleration of principal payments would occur upon payment default, violation of debt covenants not cured within 30 days or breach of certain other conditions set forth in the borrowing agreements. At December 31, 2005, Spinco was in compliance with all of its debt covenants. There are no provisions within any of Spinco s leasing agreements that would trigger acceleration of future lease payments. (See Notes 4, 6, 10 and 11 to the consolidated financial statements for additional information regarding certain of the

obligations and commitments listed above.)

Market Risk

Because Spinco does not hold significant investments in marketable equity securities, it is not subject to material market risk from changes in marketable equity security prices. In addition, because Spinco s business operations in foreign countries are not material to its consolidated operations, financial condition and liquidity, it is not subject to material foreign currency exchange rate risk from the effects that exchange rate movements of foreign currency would have on its future costs or cash flows. Finally, because all of Spinco s outstanding borrowings are at fixed interest rates, it also is not subject to material market risk from changes in interest rates.

Critical Accounting Policies

Spinco prepares its consolidated financial statements in accordance with accounting principles generally accepted in the United States. Spinco s significant accounting policies are discussed in detail in Note 1 to the consolidated financial statements. Certain of these accounting policies as discussed below require management to make estimates and assumptions about future events that could materially affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. These critical accounting policies include the following:

In evaluating the collectibility of Spinco s trade receivables, it assesses a number of factors including a specific customer s ability to meet its financial obligations to it, as well as general factors, such as the length of time the receivables are past due and historical collection experience. Based on these assumptions, Spinco records an allowance for doubtful accounts to reduce the related receivables to the amount that it ultimately expects to collect from customers. If circumstances related to specific customers change or economic conditions worsen such that Spinco s past collection experience is no longer relevant, its estimate of the recoverability of its trade receivables could be further reduced from the levels provided for in the consolidated financial statements. At December 31, 2005, Spinco s allowance for doubtful accounts was $14.1 million. A 10 percent increase in this reserve would have increased the provision for doubtful accounts by $1.4 million for the year ended December 31, 2005.

The annual costs of providing pension and other postretirement benefits are based on certain key actuarial assumptions as discussed above. As previously discussed, the discount rate selected is based on a review of current market interest rates on high-quality, fixed-rate debt securities adjusted to reflect Spinco s longer duration of expected future cash outflows for benefit payments. The expected return on plan assets reflects Spinco s view of the long-term returns available in the investment market based on historical averages and consultation with investment advisors. The healthcare cost trend rate is based on Alltel s actual medical claims experience and future projections of medical costs. See Pension Plans and Other Postretirement Benefits for the effects on Spinco s future benefit costs resulting from changes in these key assumptions.

The calculation of depreciation and amortization expense is based on the estimated economic useful lives of the underlying property, plant and equipment and finite-lived intangible assets. Although Spinco believes it is unlikely that any significant changes to the useful lives of its tangible or finite-lived intangible assets will occur in the near term, rapid changes in technology or changes in market conditions could result in revisions to such estimates that could materially affect the carrying value of these assets and Spinco s future operating results. In addition, as previously discussed, during 2005 and 2004, Spinco reduced the depreciation rates on property, plant and equipment used in certain of Spinco s ILEC markets based on studies of the related lives. Spinco also intends to perform similar studies on the property, plant and equipment used in its remaining ILEC markets during 2006. Spinco cannot predict what impact the results of those studies will have on depreciation and amortization expense in 2006. However, an extension of the average useful life of Spinco s property, plant and equipment and finite-lived intangible assets of one year would decrease depreciation and amortization expense by approximately $20.5 million per year, while a reduction in the average useful life of one year would increase depreciation and amortization expense by approximately $24.0 million per year.

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In accordance with SFAS No. 142, Spinco tests its goodwill and other indefinite-lived intangible assets for impairment at least annually, which requires it to determine the fair value of these intangible assets, as well as the fair value of its reporting units. For purposes of testing goodwill, fair value of the reporting units is determined utilizing a combination of the discounted cash flows of the reporting units and calculated market values of comparable public companies. Fair value of the other indefinite-lived intangible assets is determined based on the discounted cash flows of the related business segment. During 2005 and 2004, no write-downs in the carrying values of either goodwill or indefinite-lived intangible assets were required based on their calculated fair values. In addition, reducing the calculated fair values of goodwill and the other indefinite-lived intangible assets by five percent would not have resulted in an impairment of the carrying value of the related assets in either 2005 or 2004. Changes in the key assumptions used in the discounted cash flow analysis due to changes in market conditions could adversely affect the calculated fair values of goodwill and other indefinite-lived intangible assets, materially affecting the carrying value of these assets and Spinco s future consolidated operating results.

Spinco s estimates of income taxes and the significant items resulting in the recognition of deferred tax assets and liabilities are disclosed in Note 10 to the consolidated financial statements and reflect its assessment of future tax consequences of transactions that have been reflected in its financial statements or tax returns for each taxing authority in which it operates. Actual income taxes to be paid could vary from these estimates due to future changes in income tax law or the outcome of audits completed by federal, state and foreign taxing authorities. Included in the calculation of Spinco s annual income tax expenses are the effects of changes, if any, to its income tax contingency reserves. Spinco maintains income tax contingency reserves for potential assessments from the IRS or other taxing authorities. The reserves are determined based upon Spinco s judgment of the probable outcome of the tax contingencies and are adjusted, from time to time, based upon changing facts and circumstances. Changes to the tax contingency reserves could materially affect its future consolidated operating results in the period of change.

Legal Proceedings

Spinco is party to various legal proceedings arising in the ordinary course of business. Although the ultimate resolution of these various proceedings cannot be determined at this time, Spinco does not believe that such proceedings, individually or in the aggregate, will have a material adverse effect on its future results of operations or financial condition. In addition, Spinco is currently not aware of any environmental matters that, individually or in the aggregate, would have a material adverse effect on its consolidated financial condition or results of operations.

Recently Issued Accounting Pronouncements

On December 16, 2004, the FASB issued SFAS No. 123(R), Share-Based Payment, which is a revision of SFAS No. 123 and supercedes Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees and related Interpretations. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be valued at fair value on the date of grant, and to be expensed over the applicable vesting period. Pro forma disclosure of the income statement effects of share-based payments is no longer an alternative. In addition, companies must also recognize compensation expense related to any awards that are not fully vested as of the effective date. Compensation expense for the unvested awards will be measured based on the fair value of the awards previously calculated in developing the pro forma disclosures in accordance with the provisions of SFAS No. 123. On March 25, 2005, the SEC staff issued Staff Accounting Bulletin (SAB) 107, which summarizes the staff s views regarding the interaction between SFAS No. 123(R) and certain SEC rules and regulations and provides additional guidance regarding the valuation of share-based payment arrangements for public companies. On April 15, 2005, the SEC amended Rule 4-01(a) of Regulation S-X regarding the date public companies are required to comply with the provisions of SFAS No. 123(R), such that calendar year companies will now be required to comply with the standard beginning January 1, 2006. Upon adoption of the standard on January 1, 2006, we will follow the modified prospective transition method and expect to value our share-based payment transactions using a

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Black-Scholes valuation model. Under the modified prospective transition method, we will recognize compensation cost in our consolidated financial statements for all awards granted after January 1, 2006 and for all existing awards for which the requisite service has not been rendered as of the date of adoption. Prior period operating results will not be restated. At December 31, 2005, the total unamortized compensation cost for nonvested stock option awards amounted to $9.4 million and is expected to be recognized ratably over a weighted average period of 3 years. The pro forma compensation expense amounts reflected in the table under Stock-Based Compensation on page F-12 of the accompanying notes to the combined financial statements are expected to approximate the effect of the adoption of SFAS No. 123(R) on our future reported consolidated results of operations.

SPINCO DESCRIPTION OF BUSINESS

General

Spinco owns subsidiaries that provide wireline local, long-distance, network access and Internet services. Telecommunications products are warehoused and sold by its distribution subsidiary. A subsidiary also publishes telephone directories for affiliates and other independent telephone companies. In addition, a subsidiary provides billing, customer care and other data processing and outsourcing services to telecommunications companies. Spinco is incorporated in the state of Delaware.

Employees

At December 31, 2005, Spinco had 6,909 employees. Within Spinco s work force, approximately 1,365 employees are part of collective bargaining units. During 2005, Spinco had no material work stoppages due to labor disputes with its unionized employees.

Organizational Structure and Operating Segments

Spinco has focused its communications business strategy on enhancing the value of its customer relationships by offering additional products and services and providing superior customer service. Through the acquisition of Verizon s wireline properties in Kentucky, completed in 2002, Spinco added more than 500,000 customers. As of December 31, 2005, including customers of its wireline and long-distance services, Spinco serves more than 2.9 million local telecommunications customers in 15 states. Spinco operates its communications businesses as a single operation capable of delivering to customers one-stop shopping for a full range of communications products and services. In addition to its wireline and long-distance service offerings, Spinco also provides Internet, broadband products and services (DSL), and cable television services in select markets.

Spinco is organized based on the products and services that it offers. Under this organizational structure, Spinco s communications operations consist of its wireline, product distribution, and other operations business segments. The wireline segment consists of Spinco s incumbent local exchange carrier (ILEC), competitive local exchange carrier (CLEC) and Internet access operations. The product distribution segment consists of Spinco s communications products operations. Other operations consist of Spinco s long-distance, directory publishing operations and telecommunications information services operations.

ILEC Operations

Spinco s ILEC subsidiaries provide local telephone service to 2.9 million customers primarily located in rural areas in 15 states. The ILEC subsidiaries also offer facilities for private line, data transmission and other communications services.

Local service operations provide lines from telephone exchange offices to customer premises for the origination and termination of telecommunications services including basic dial-tone service and dedicated private line facilities for the transport of data and video. Spinco also offers various enhanced service features including call waiting, call forwarding, caller identification, three-way calling, no-answer transfer and voicemail. Additional local service revenues are derived from charges for equipment rentals, equipment maintenance contracts, information and directory assistance and public payphone services. Spinco also provides cable television service to approximately 35,000 customers in Georgia and Missouri. The cable television properties are not significant to Spinco s wireline operating results.

Network access and interconnection services are provided by Spinco by connecting the equipment and facilities of its customers to the communications networks of long-distance carriers, CLECs, competitive switched and special access providers, and wireless service providers. These companies pay access and network usage charges to Spinco s local exchange subsidiaries for the use of their local networks to originate and terminate their voice and data transmissions. Network access revenues also include amounts derived from DSL. Miscellaneous revenues primarily consist of revenues derived from Spinco s Internet access services,

charges for billing and collections services provided to long-distance companies, customer premise equipment sales and directory advertising services.

Competition

Many of Spinco s ILEC operations have begun to experience competition in their local service areas. Sources of competition to Spinco s local exchange business include, but are not limited to, resellers of local exchange services, interexchange carriers, satellite transmission services, wireless communications providers, cable television companies, and competitive access service providers including those utilizing Unbundled Network Elements-Platform (UNE-P), voice-over-Internet-protocol (VoIP) providers and providers using other emerging technologies. Through December 31, 2005, this competition has not had a material adverse effect on the results of operations of Spinco s wireline operations, although competition has adversely affected its access line growth rates. Customer access lines decreased 4 percent during the twelve months ended December 31, 2005. Spinco lost approximately 124,000 access lines during 2005, primarily as a result of the effects of wireless and broadband substitution for its wireline services. Spinco expects the number of access lines served by its wireline operations to continue to be adversely affected by wireless and broadband substitution in 2006. In addition, although Spinco has not yet seen significant competition from VoIP providers, it also expects VoIP substitution to adversely impact the number of access lines served by its wireline operations during 2006.

To address competition, Spinco is focusing its efforts on marketing and selling additional products and services to its customers by bundling together and offering at competitive rates its various product offerings, including long-distance, Internet and DSL services. Deployment of DSL service is an important strategic initiative for Spinco. During 2005, Spinco added approximately 154,000 DSL customers, continuing a three year long trend of strong growth in this service offering. For the twelve months ended December 31, 2005, the number of DSL customers grew by more than 60 percent to approximately 400,000 customers, or approximately 20 percent of Spinco s addressable access lines. During 2005, the growth rate in Spinco s DSL customers outpaced the rate of decline in customer access lines discussed above. In addition, during the fourth quarter of 2005, Spinco began offering DISH network satellite television service to its residential customers as part of a bundled product offering. In addition to its marketing efforts, Spinco remains focused on providing improved customer service, increasing operating efficiencies and maintaining the quality of its network.

Although DSL services have been a source of revenue and customer growth for Spinco in 2005, 2004 and 2003, that service offering experiences competition from other broadband service providers, including cable television and satellite transmission service providers. Under the Federal Communications Commission s recent decision in its Triennial Review proceeding, as further discussed below under the caption Local Service Regulation, it appears that Spinco s provisioning of broadband DSL services will be largely deregulated. In addition, a number of carriers have begun offering voice telecommunications services utilizing the Internet as the means of transmitting those calls. This service, commonly know as VoIP telephony, is challenging existing regulatory definitions. As further discussed below under the caption Network Access Services Regulation, on March 10, 2004, the Federal Communications Commission (FCC) adopted a Notice of Proposed Rulemaking that will consider the appropriate regulatory treatment of Internet-enabled communications services and address which regulatory requirements, for example, those relating to E-911, disability accessibility, access charges, and universal service, should be extended to Internet-enabled services. The results of the FCC s proceedings related to VoIP could have a significant effect on Spinco s wireline operations.

Local Service Regulation

Spinco s ILECs are regulated by both federal and state agencies. Spinco s interstate products and services and the related earnings are subject to federal regulation by the FCC and its local and intrastate products and services and the related earnings are subject to regulation by state PSCs. The FCC has primary jurisdiction over interstate switched and special access rates and Spinco s DSL service offering. State PSCs have primary jurisdiction over matters including local service rates, intrastate access rates, quality of service, depreciation

rates, the disposition of public utility property, the issuance of securities or debt, and the accounting systems used by these companies.

Federal Regulation

With the exception of the Nebraska and a portion of the Kentucky operations, Spinco s interstate ILEC operations, primarily access charges, are subject to rate-of-return regulation federally by the FCC. The Nebraska and a portion of the Kentucky interstate operations are subject to price-cap regulation by the FCC that allows a greater degree of pricing flexibility than is afforded to Spinco s rate-of-return operations. Companies meeting certain criteria had the option to elect price-cap regulation for interstate services as part of an FCC order issued in May 2000 (the CALLS plan). The CALLS plan expired on June 30, 2005, and to date, the FCC had not established a successor mechanism for regulating price-cap companies. Nonetheless, the existing rules and regulations for price-cap companies remain effective until the FCC modifies or otherwise replaces them with a successor mechanism.

The FCC requires ILECs to interconnect their networks with the networks of other telecommunications carriers in order to foster competition. These requirements obligate Spinco to unbundle many of its existing products and services into network elements so that they are made available to other telecommunications companies at wholesale rates. Furthermore, Spinco is obligated to allow other telecommunications carriers to locate their network equipment on the premises of the incumbent local exchange carriers for the purpose of exchanging traffic and to compensate one another for the transport and termination of calls on one another s networks.

Today, providers of communications services are regulated differently depending primarily upon the network technology used to deliver service. This patchwork regulatory approach unfairly advantages certain companies and disadvantages others, which impedes market-based competition where service providers, regardless of technology, exchange telecommunications traffic between their networks and are competing for the same customers.

In an effort to reform the patchwork regulatory approach, two separate telecommunications bills were introduced in the U.S. Senate. The first bill, entitled the Broadband Investment and Consumer Choice Act, was introduced on July 27, 2005. This bill reduces the existing level of government regulation within the telecommunications industry in favor of market-based competition and provides for parity in the remaining rules governing functionally equivalent services, such as broadband access to the Internet either via DSL, cable modem or other technological means. Another bill, entitled the Universal Service for the 21st Century Act, was introduced on July 29, 2005. This bill changes the way telecommunications companies contribute to the universal service fund, establishes limited support for broadband investment in unserved areas and calls for the FCC to establish inter-carrier compensation reform within six months of enactment.

Some members of the U.S. House of Representatives have also taken steps to advance the reform of existing telecommunications laws. Two draft bills have been publicly circulated. The first draft bill calls for federalizing and streamlining regulation of advanced services; specifically, broadband Internet transmission, VoIP and broadband video services. The second draft bill broadens the Universal Service contribution base and controls distributions from the fund while extending Universal Service support to broadband services. In addition to the formal introduction of either, or both, of these draft bills, there will likely be additional bills submitted for consideration as Congress evaluates changing the regulatory environment in the telecommunications industry. It is not clear whether Congress will ultimately take action on comprehensive reform, or take more targeted reform measures. It is equally unclear whether any of the pending House and Senate telecom bills will be consolidated with other proposals. Spinco strongly supports the modernization of the nation s telecommunications laws, but at this time, cannot predict the timing and the resulting financial impact of these efforts.

Except for certain of its subsidiaries in Nebraska, Ohio and Kentucky, Spinco s local exchange subsidiaries are rural telephone companies, as defined under the 96 Act, and are exempt from certain of the foregoing obligations, unless, in connection with a bona fide request, a state regulatory commission removes that exemption. All of Spinco s local exchange subsidiaries may seek specific suspensions or modification of

interconnection obligations under the 96 Act as it serves less than two percent of the nation s access lines, where such interconnection obligations would otherwise cause undue economic burden or are technically infeasible.

State Regulation

Most states in which Spinco s ILEC subsidiaries operate provide alternatives to rate-of-return regulation for local and intrastate services, either through legislative or state public service commission (PSC) rules. Spinco has elected alternative regulations for certain of its ILEC subsidiaries in Alabama, Arkansas, Florida, Georgia, Kentucky, Missouri, Nebraska, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, and Texas. Spinco continues to evaluate alternative regulation options in markets where its ILEC subsidiaries are presently not subject to alternative regulation including Mississippi, New York and certain of its Kentucky operations.

The following summary sets forth a description of the alternative regulation plan for each of the states in which Spinco has elected alternative regulations:

Spinco s regulated Alabama wireline subsidiary has operated since 1996 under a PSC-established alternative regulation plan. In 2005 the previous alternative regulation plan was replaced by two alternative regulation plans approved by the PSC. Spinco elected to be regulated under the price flexibility plan. Under this plan basic residential local service rates are capped for two years. Also in 2005, the legislature passed the Alabama Communications Reform Act of 2005. Under this reform Act, only stand-alone basic service, wholesale access services and certain calling features remain regulated after February 1, 2007. Spinco has elected to be regulated under the Communications Reform Act, effective February 2007.

Spinco s regulated Arkansas wireline subsidiary has operated since 1997 under an alternative regulation plan established by statute. Under this plan, basic local rates and access rates may be adjusted annually by up to 75 percent of the annual change in the Gross Domestic Product-Price Index (GDP-PI). Other local rates may be changed without PSC approval and become effective upon the filing of revised tariffs.

Spinco s regulated Florida wireline subsidiary operates under alternative regulation established by Florida statute. Under this plan, basic local rates may be increased once in any twelve-month period by an amount not to exceed the twelve month change in the GDP-PI less one percent. Spinco may increase rates for non-basic services as long as the annual increase for any category does not exceed six percent in any twelve-month period. Non-basic rates can be increased by up to 20 percent annually in exchanges where another local provider is providing service. Intrastate access rates can be increased by the annual change in GDP-PI or three percent, whichever is less, only after access rates reach parity with Spinco s interstate rates.

Spinco s regulated Georgia wireline subsidiaries operate under an alternative regulation plan established by statute. Under this plan, basic local rates may be increased annually based on the annual change in GDP-PI. Other local rates may be increased by filing revised tariffs.

Spinco has two regulated operating subsidiaries in Kentucky. The larger subsidiary is subject to rate-of-return regulation. The smaller subsidiary has operated under alternative regulation established by statute beginning in 1998. Under this plan, the subsidiary may adjust basic business and residential rates, once during any 24-month period by an amount not to exceed the sum of the annual percentage change in GDP-PI for the immediately preceding two calendar years subject to the following limitations: (1) basic business and residence rates may not exceed the average basic rates of the state s largest telephone utility, and (2) rates may not be increased by more than 20 percent. Access charges may not be adjusted if the change would result in intrastate access rates that exceed Spinco s interstate rates. Other local rates may be adjusted by filing tariffs.

Spinco s regulated Missouri wireline subsidiary is subject to alternative regulation election established by statute. Under Missouri s alternative regulation, basic local service and intrastate access rates are

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adjusted annually based on changes to the telephone service component of the Consumer Price Index. Prices for non-basic services may be increased up to five percent per year after the initial twelve-month period.

Spinco s regulated Nebraska operations are subject to alternative regulation established by statute. (Nebraska law exempts telecommunications companies from rate-of-return regulation.) In exchanges where competition exists, companies are required to file rate lists, which are effective after 10 days notice to the PSC. In exchanges where competition does not exist, companies file rate lists for all services except basic local service with 10 days notice to the PSC, and basic local rates may be increased after 90 days notice to affected subscribers. Basic local rate increases are reviewed by the PSC only if rates are increased more than 10 percent in twelve consecutive months or in response to a formal complaint signed by two percent of affected subscribers.

Spinco s New York operations are subject to rate-of-return regulation. In June 2005, the New York PSC opened a proceeding to examine potential changes to the existing form of regulation in light of increasing competition. A decision is expected in 2006.

Spinco s regulated North Carolina subsidiary has operated since 1998 under alternative regulation plan approved by the State Utility Commission. Local rates are adjusted annually by the annual change in GDP-PI. Rate changes are effective upon 14 days notice. Spinco has recently obtained Commission approval for changes to its current price regulation plan that will allow greater pricing flexibility, shorter implementation intervals for promotional offerings and deregulation of pricing for bundled services.

Spinco s regulated Ohio wireline subsidiaries began in 2004 to operate under an alternative regulation plan established by the Ohio Public Utilities Commission. Under this plan, basic service rates have been capped. Non-basic service rates are subject to limited pricing flexibility. New rules for alternative regulatory treatment of basic service, which include competitive market tests, are pending.

In 1997 Spinco s regulated Oklahoma wireline subsidiaries began to operate under an alternative regulation plan established by statute. Under this plan, basic service rates can be increased annually as long as the increase does not exceed a pre-determined amount.

In July 2005, Spinco s regulated Pennsylvania subsidiary began operating under a new alternative regulation plan passed by the Pennsylvania General Assembly in 2004. Under this plan, Spinco is required to make broadband access to the Internet available for purchase to 100 percent of its customer base by 2013. Rates for competitive services are not regulated, but the PUC retains authority over the quality of these services. Rate increases for noncompetitive services are restricted to the GDP-PI less two percent, annually. The total amount of an increase to basic local service rates cannot exceed $3.50 annually. Revenue neutral rate rebalancing is also permitted for noncompetitive services.

Spinco s regulated South Carolina operations are subject to alternative regulation established by statute. Local rates can be adjusted pursuant to an inflation-based index. All other service rates may be increased subject to a complaint process for abuse of market position. The PSC has determined that any allegations of abuse of market position will be investigated on a case-by-case basis. Rate increases become effective 14 days after filing.

Spinco has two operating subsidiaries in Texas. These subsidiaries are subject to alternative regulation established by statute. All rates are capped for the duration of the plan.

Universal Service

The federal universal service program is under legislative, regulatory and industry scrutiny as a result of the growth in the fund and structural changes within the telecommunications industry. The structural changes include the increase in the number of Eligible Telecommunications Carriers (ETCs) receiving money from the USF and a

migration of customers from wireline service providers to providers using alternative technologies like VoIP that, today, are not required to contribute to the universal service program. There are

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several FCC proceedings underway that are likely to change the way the universal service programs are funded and the way universal service funds are disbursed to program recipients. The specific proceedings are discussed in greater detail below.

In May 2001, the FCC adopted the Rural Task Force Order that established an interim universal service mechanism governing universal service compensation for rural telephone companies for the ensuing five years. The interim mechanism has allowed rural carriers to continue receiving high-cost funding based on their embedded costs. On June 2, 2004, the FCC asked the Federal/ State Joint Board on Universal Service (the Joint Board) to review the FCC s rules as they pertain to rural telephone companies and to determine what changes, if any, should be made to the existing high-cost support mechanism when the interim funding program expires in June 2006. The Joint Board sought comment on such a mechanism on August 16, 2004, but has taken no further action. In the event a new mechanism is not established for rural carriers prior to the expiration of the plan, the FCC will likely extend the interim mechanism currently in place. In addition, the Joint Board sought comment on whether companies operating multiple distinct geographic market areas within a state should consolidate them for purposes of calculating universal service support. If the FCC implements this proposal, Spinco s universal service revenues would be reduced from their current level by approximately $8.5 million annually. On August 17, 2005, the Joint Board sought comment on four separate proposals to modify the distribution of high-cost universal service support. Each of the proposals provides state PSCs a greater role in the support distribution process, which would remain subject to specific FCC guidelines. Spinco cannot estimate the impact of the potential change from embedded cost to another methodology, or the impact of other potential changes to the fund contemplated by the Joint Board until the specific changes, if any, are determined.

On November 8, 2002, the FCC requested that the Joint Board review certain of the FCC s rules relating to the high-cost universal service support and the process by which carriers are designated as ETCs. On February 27, 2004, the Joint Board issued its recommended decision regarding a number of issues related to universal service support for ETCs. Among its recommendations, the Joint Board suggested that the FCC should limit universal service support to a single primary connection per customer. On June 8, 2004, the FCC asked for comments on the Joint Board s recommended decision, but did not elaborate or reach tentative conclusions on any of the Joint Board s recommendations. The 2005 Omnibus Appropriations Bill included a provision that prevented the FCC from enacting a primary connection restriction on universal service support. The 2006 Science, State, Commerce and Justice Department appropriations bill includes a provision that prohibits the FCC from enacting a primary connection restriction on universal service support.

On June 14, 2005, the FCC issued a notice of proposed rulemaking initiating a broad inquiry into the management and administration of the universal service programs. The notice of proposed rulemaking seeks comment on ways to streamline the application process for federal support and whether and how to increase audits of fund contributors and fund recipients in an effort to deter waste and fraud. The FCC is also considering proposals regarding the contribution methodology, which could change the types of service providers required to contribute to the fund (i.e. local exchange providers, wireless providers, long-distance providers, etc.) and the basis on which they contribute. At this time, Spinco cannot estimate the impact that the potential changes, if any, would have on its operations.

On December 9, 2005, the FCC issued a notice of proposed rulemaking seeking comments on the need to redefine certain statutory terms established by the 96 Act. Changes to these definitions could result in a different allocation of universal service support received by non-rural carriers. Spinco receives approximately $9.5 million annually in non-rural support and cannot estimate the financial impact resulting from changes to the definitions of the statutory terms until such changes, if any, are determined.

The FCC mandated that, effective October 1, 2004, the Universal Service Administrative Company (USAC) must begin accounting for the USF program in accordance with generally accepted accounting principles for federal agencies, rather than the accounting rules that USAC formerly used. This accounting method change subjected USAC to the Anti-deficiency Act (ADA), the effect of which could have caused delays in payments to USF program recipients and significantly increase the amount of USF regulatory fees charged to wireline consumers. In December 2004, Congress passed legislation to exempt USAC from the

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ADA for one year to allow for a more thorough review of the impact the ADA would have on the universal service program. In April 2005, the FCC tentatively concluded that the high-cost and low-income universal service programs of the universal service fund are compliant with ADA requirements, and has asked the Office of Management and Budget (OMB) to make a final determination on this issue, which they have yet to do. On November 22, 2005, the 2006 Science, State, Commerce and Justice Department appropriations bill was enacted, which exempted the universal service fund from the ADA for another year, until December 31, 2006.

Unbundled Network Elements

On December 20, 2001, the FCC released a notice of proposed rulemaking initiating the first triennial review of the FCC s policies on unbundled network elements (UNEs) including UNE-P. UNE-P is created when a competing carrier obtains all the network elements needed to provide service from the ILEC at a discounted rate. On August 21, 2003, the FCC released the text of its Triennial Review Order. The FCC adopted new rules governing the obligations of ILECs to unbundle certain elements of their local networks for use by competitors. As part of the Triennial Review Order the FCC also opened a further notice of proposed rulemaking to consider the pick and choose rule under which a competing carrier could select from among the various terms of interconnection offered by an ILEC in its various interconnection agreements. On July 13, 2004, the FCC released an order eliminating the pick and choose rule, replacing it with an all-or-nothing rule. Under the new rules, a requesting carrier may only adopt an effective interconnection agreement in its entirety, taking all rates, terms and conditions of the adopted agreement. The FCC explained that it eliminated the pick and choose rule to promote commercial negotiations and produce agreements better tailored to meet carriers individuals needs.

On March 2, 2004, the United States Circuit Court for the District of Columbia overturned key portions of the FCC s Triennial Review Order. On September 13, 2004, the FCC released its Interim UNE Order requiring incumbent ILECs to maintain the status quo through March 13, 2005 and indicated that it would release permanent rules prior to that date. The Triennial Remand Order containing the permanent UNE rules was released on February 4, 2005. This order eliminated UNE-P as a CLEC entry strategy by dropping mass market switching from the required list of UNEs and reduced CLEC access to high-capacity loops and transport based on specified economic conditions in relevant wire centers. These permanent rules establish a twelve-month transition for most of the UNEs being eliminated. Several parties have appealed the order in various federal appellate courts and to the FCC. To date, the impact of the Triennial Review proceeding and permanent UNE rules on Spinco s ILEC operations have not been material.

On September 15, 2003, the FCC launched its first comprehensive review of the rules that establish wholesale pricing of UNEs. The notice of proposed rulemaking sought comment on a variety of UNE and resale pricing-related issues and on a proposal to make total element long-run incremental cost methodology rules more closely account for the real-world attributes of the incumbent carrier s network. The FCC has not issued an Order on this proceeding but if this proposal were adopted, the result would likely be increased UNE prices. The potential increases are not expected to have a material impact on Spinco s wireline operations.

Section 251(b) of the Communications Act of 1934 (the 34 Act), as amended, requires, in part, that local exchange carriers provide local number portability to any requesting telecommunications carrier. Wireless carriers are generally defined as telecommunications carriers under the 34 Act, and are therefore eligible to port numbers with wireline carriers, which is referred to as intermodal porting.

On November 10, 2003, the FCC released a decision providing guidance on intermodal porting issues. The intermodal porting requirement took effect on November 24, 2003 for wireline carriers in the top 100 Metropolitan Statistical Areas (MSAs) and on May 24, 2004 for wireline carriers operating in markets below the top 100 MSAs. The majority of Spinco s wireline operations are conducted in markets below the top 100 MSAs and were subject to the later May 24, 2004 implementation date for intermodal porting. To date, implementation of intermodal porting has not had a significant impact on Spinco s wireline operating results.

Periodically, Spinco s local exchange subsidiaries receive requests from wireless communications providers for renegotiation of existing transport and termination agreements. In these cases, Spinco s local exchange subsidiaries renegotiate the appropriate terms and conditions in compliance with the 96 Act. Spinco s local exchange subsidiaries have also executed contracts for transport and termination services with CLECs.

Network Access Services Regulation

Spinco s local exchange subsidiaries currently receive compensation from other telecommunications providers, including long-distance companies, for origination and termination of inter-exchange traffic through access charges or toll settlements that are established in accordance with state and federal laws.

A number of carriers have begun offering voice telecommunications services utilizing Internet protocol as the underlying means for transmitting those calls. This service, commonly known as VoIP telephony, is challenging existing regulatory definitions and raises questions as to how such services should be regulated, if at all. Several state commissions have attempted to assert jurisdiction over VoIP services, but federal courts in New York and Minnesota have ruled that the FCC preempts the states with respect to jurisdiction. These cases are on appeal. On March 10, 2004, the FCC released a notice of proposed rulemaking seeking comment on the appropriate regulatory treatment of IP-enabled communications services. The FCC indicated that the cost of the public switched telephone network should be borne equitably by the users and requested comment on the specific regulatory requirements that should be extended to IP-enabled service providers, including requirements relating to E-911, accessibility for the disabled, inter-carrier compensation and universal service. Although the FCC s rulemaking regarding IP-enabled services remains pending, the FCC has adopted a series of related orders establishing broad parameters for the regulation of those services.

On February 12, 2004, the FCC released an order declaring Pulver.com s free IP-based, peer-to-peer service that requires specialized telephone equipment or software for computers was not a regulated telecommunications service, but rather was an unregulated information service subject to federal jurisdiction.

On April 21, 2004, the FCC denied a waiver petition filed by AT&T requesting that its IP telephony service be exempt from paying access compensation to wireline local service providers. The FCC ruled AT&T s IP telephony service, which converted voice calls to an IP format for some portion of the routing over the public switched telephone network prior to converting the calls back to their original format, was a regulated telecommunications service subject to payment of access compensation to Local Exchange Carriers (LECs).

On November 12, 2004, the FCC ruled that Internet-based service provided by Vonage Holdings Corporation (Vonage) should be subject to federal rather than state jurisdiction. The FCC has not yet determined how Vonage s service should be classified for regulatory purposes, but is likely to address the information service vs. telecommunications service debate in its pending rulemaking regarding IP-enabled services. Several state commissions appealed the FCC s Vonage decision, and these appeals are presently pending before the U.S. Eighth Circuit Court of Appeals.

On June 3, 2005, the FCC took swift action in response to several incidents where VoIP customers were unable to complete E-911 calls. The FCC ordered all VoIP service providers whose service is interconnected with the public switched telephone network to provide E-911 services to their customers no later than November 28, 2005. On September 21, 2005, the FCC released its order on CALEA requirements for broadband and ISP services, including VoIP services. The FCC found that essentially, ISP and VoIP services are telecommunications services subject to CALEA requirements. Several appeals have been filed. If the FCC ultimately determines that IP-enabled services are not subject to similar regulatory requirements that are applicable to inter-exchange and local exchange service providers, including contributions to federal and state universal service programs, inter-carrier compensation obligations, federal and state tax obligations and service quality metrics, Spinco s regulated local exchange operations will be competitively disadvantaged. However, until the FCC issues its decision in these proceedings, Spinco cannot determine the extent of the impact on its operations, if any.

In April 2001, the FCC released a notice of proposed rulemaking addressing inter-carrier compensation. Under this rulemaking, the FCC proposed a bill and keep compensation methodology under which each telecommunications carrier would be required to recover all of its costs to originate and terminate telecommunications traffic from its end-user customers rather than charging other carriers. The proposed bill and keep method would significantly overhaul the existing rules governing inter-carrier compensation. On March 3, 2005, the FCC released a further notice of proposed rulemaking addressing inter-carrier compensation. Under this proposed rulemaking, the FCC requested comment on several alternative inter-carrier compensation proposals, including bill and keep. The outcome of this proceeding is likely to change the way Spinco receives compensation from, and remits compensation to, other carriers and its end user customers. Until this proceeding concludes and the changes to the existing rules are established, if any, Spinco cannot estimate the impact of the changes on its ILEC revenues and expenses or when the changes would occur.

On October 8, 2004, the FCC granted in part and denied in part a petition filed by Core Communications requesting that the FCC forbear from enforcing provisions of the FCC s 2001 Internet Service Provider (ISP) Remand Order. The FCC granted forbearance from part of the ISP Remand Order finding they were no longer in the public interest. Various parties have filed for reconsideration with the FCC and have appealed the decision to the U.S. Court of Appeals for the District of Columbia Circuit. If the FCC s decision in this order is upheld, Spinco is likely to incur additional costs for delivering ISP-bound traffic originated by their customers to competitive wireline service providers serving ISP s. Although Spinco has not fully quantified the effects of this order, it believes that the additional expense would be less than $10.0 million annually.

On July 6, 2005, a hearing examiner issued a recommended order to the Georgia PSC that, if adopted, would prospectively preclude LECs from assessing access charges for non-local intrastate calls between 0 and 16 miles that originate on the network of one LEC and terminate on the network of a different LEC. Spinco, along with other LECs in Georgia, requested that the Georgia PSC reject the recommended order and find that access charges continue to apply to these intrastate calls. If the Georgia PSC ultimately adopts the recommended order, Spinco would incur a reduction in annual revenues of approximately $12.0 million. A final order will not likely become effective before the end of the first quarter of 2006.

On March 15, 2002, the FCC issued a declaratory ruling concluding that cable modem service was an interstate information service and not a cable service or a telecommunications service. On October 6, 2003, the U.S. Court of Appeals for the Ninth Circuit (the Ninth Circuit Court) rejected the FCC s classification of cable modem service as solely an unregulated information service, finding a portion of the service to be a telecommunications service. The Ninth Circuit Court s decision was appealed to the Supreme Court. On June 27, 2005, the Supreme Court reversed the Ninth Circuit Court s ruling and upheld the FCC Order finding that cable modem service was an interstate information service. This decision shifted the focus back to the FCC to address the rulemaking proceeding initiated in 2002 in which the FCC tentatively concluded that wireline broadband Internet access should be classified as an information service rather than a telecommunications service and, therefore, should not be subject to common carrier regulation.

On September 23, 2005, the FCC released an order declaring wireline broadband Internet access service (or DSL) an information service functionally integrated with a telecommunications component and no longer subject to a higher level of regulation as compared to broadband cable modem service. This order puts Spinco s DSL service in regulatory parity with cable modem service. The FCC order requires wireline broadband service providers, like Spinco, to continue offering broadband access on a stand-alone basis to competing unaffiliated Internet service providers for one year, after which they will no longer be required to do so. Additionally, the order preserves the current method of assessing universal service contributions on DSL revenues for a 270-day period after the effective date of the order, or until the FCC adopts a new contribution methodology to the universal service fund. Spinco could benefit from the decreased regulatory oversight of its DSL service through additional retail pricing flexibility. Spinco s DSL products are experiencing significant growth throughout its service areas, and the primary DSL competitor is the historically less-regulated cable modem service. However, the FCC has yet to establish specific rules for deregulating DSL service and until the FCC has done so, Spinco s DSL products and services remain regulated by the FCC.

On October 11, 2001, the FCC adopted rate-of-return access charge reform and initiated a further round of rulemaking to consider other rate-of-return carrier issues. The order lowered traffic sensitive switched access rates, increased the subscriber line charge (SLC) over time to bring it in line with SLCs adopted for price cap carriers and phased out carrier common line charges in favor of a new portable Interstate Common Line Support universal service mechanism, and retained the authorized 11.25 percent rate of return.

Technology

Spinco believes the local exchange business is in transition from circuit switched technology, which forms the basis of the conventional landline telephone network, to digital packet-switched technology, which form the basis of the Internet Protocols (IP) used over the Internet. Spinco is addressing this challenge with a strategy of providing data service to both business and residential customers through deployment of an IP packet data network, broadband access services like DSL, and targeted VoIP deployments in selected markets.

CLEC Operations

Spinco has authority to provide competitive local exchange services in 17 states. As of December 31, 2005, Spinco provided these services in four states on both a facilities-based and resale basis, and, where necessary, has negotiated interconnection agreements with the appropriate incumbent local exchange carriers. Spinco s strategy is to provide local service in combination with other services provided by subsidiaries of Spinco, including long-distance and Internet services. Spinco s primary focus for marketing and selling its CLEC services is directed toward the business customer segment through the offering of competitively priced and reliable services. Spinco s CLEC operations were not a material portion of its business in 2005. Spinco continues to evaluate the profitability of its existing CLEC operations in all markets.

Generally, CLECs are required to obtain certificates of public convenience and necessity in the same manner as ILECs. In addition, CLECs are required to file interstate access tariffs with the FCC and in most states, intrastate tariffs with the state public utility commissions. CLECs, however, are subject to significantly less regulation than ILECs. For example, CLECs are not subject to direct rate regulation (such as rate-of-return or price-cap regulation). In February 2005, the FCC released its Triennial Review Remand Order, which established specific impairment criteria to determine whether ILECs would remain obligated to provide network elements to CLECs on an unbundled basis. As a result of that Order, Spinco s CLEC operations will incur additional annual expenses of approximately $300,000 in 2006 and beyond for access to certain components of the networks of other non-affiliated ILECs.

In December 2005, the FCC ruled that Qwest was no longer obligated to provide CLECs, like Spinco, with access to certain UNEs in nine Omaha, Nebraska central offices. Currently, Spinco leases approximately 3,600 UNE s from Qwest that will likely be affected by this decision. The FCC ruling may result in an additional annual expense of approximately $600,000 for Spinco s CLEC operations to continue providing service to its Omaha customers.

Long-Distance and Network Management Operations

Long-distance telecommunications services are provided on a resale basis by Spinco subsidiaries. Spinco provides long-distance service in all of the states in which it provides local exchange service. In addition, Spinco offers long-distance service outside its ILEC service areas. As of December 31, 2005, Spinco provided long-distance service to nearly 1.8 million customers. The long-distance marketplace is extremely competitive and continues to receive relaxed regulation from both the FCC and state regulatory commissions. To meet the competitive demands of the long-distance industry, Spinco has created several business and residential service offerings to attract potential customers, such as volume price discounts, calling cards and simplified one-rate plans. As a long-distance service provider, Spinco s intrastate long-distance business is subject to limited regulation by state regulatory commissions, and its interstate business is subject to limited regulation by the FCC. State regulatory commissions currently require long-distance service providers to obtain a certificate of operating authority, and the majority of states also require long-distance service providers to file tariffs.

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Product Distribution

Spinco s product distribution subsidiary, Communications Products, operates four warehouses and four counter-sales showrooms across the United States. Communications Products is a distributor of telecommunications equipment and materials. Communications Products supplies equipment to affiliated and non-affiliated communications companies, business systems suppliers, railroads, governments, and retail and industrial companies. Communications Products offers a large variety of telecommunications-related products for sale. Certain of these products are inventoried including single and multi-line telephone sets, local area networks, switching equipment modules, interior cable, pole line hardware, and various other telecommunications supply items. Spinco has not encountered any material shortages or delays in delivery of products from their suppliers.

Communications Products experiences substantial competition throughout its sales territories from other distribution companies and from direct sales by manufacturers. Competition is based primarily on quality, product availability, service, price, and technical assistance. Communications Products also offers other services including expert technical assistance, maintaining wide-ranging inventories in strategically located warehouses and counter-sales showrooms to facilitate single supplier sourcing and just-in-time delivery, maintaining a full range of product lines, and by providing staging, assembly and other services. Spinco periodically evaluates its product and service offerings to meet customer expectations and position Communications Products in the market as a quality, customer-focused distributor.

Directory Publishing

The directory publishing subsidiary coordinates advertising, sales, printing, and distribution for 386 telephone directory contracts in 36 states. Of the total number of directory contracts published, 159 contracts pertain to Spinco s ILEC subsidiaries. The directory publishing subsidiary provides all directory publishing services, except printing. The services provided by the directory publishing subsidiary includes directory yellow page advertising sales, contract management, production, billing, and marketing. Both Verizon Directories and Quebecor World Printers performed printing services for the directories published in 2005 under two separate service agreements that expire in 2007 and 2008, respectively.

Telecommunications Information Services

Following the sale of certain assets and related liabilities, including selected customer contracts and capitalized software development costs to Convergys Information Management Group, Inc. in December 2003 and the loss of one of its remaining unaffiliated wireline services customers in 2004, Spinco s telecommunications information services operations consist solely of providing data processing and outsourcing services to Valor.

MANAGEMENT OF WINDSTREAM FOLLOWING THE MERGER

Board of Directors

The merger agreement provides that, as of the completion of the merger, the Board of Directors of Windstream will consist of nine individuals: Francis X. Frantz, who most recently served as the Executive Vice President External Affairs, General Counsel and Secretary of Alltel, Jeffery R. Gardner, who most recently served as Executive Vice President Chief Financial Officer of Alltel, six other persons to be named by Alltel and one person to be named by Valor. Additionally, the merger agreement provides that, as of the completion of the merger, Mr. Frantz will serve as Chairman of the Board of Windstream. Valor has designated Anthony J. de Nicola as its board member and Alltel has selected Dennis E. Foster as one of its designees to the Windstream board. Alltel will select its remaining designees to the Windstream board prior to mailing this proxy statement/ prospectus-information statement to Valor s stockholders.

We have listed below biographical information for each person who is currently expected to be a member of the Board of Directors of Windstream as of the completion of the merger.

Alltel Corporation Designees to the Board of Directors

Francis X. Frantz, age 52, Mr. Frantz was most recently Executive Vice President-External Affairs, General Counsel and Secretary of Alltel Corporation. Mr. Frantz was responsible for a number of Alltel s staff functions, including wireline wholesale services, federal and state government and legal affairs, corporate communications, administrative services, and corporate governance. Mr. Frantz joined Alltel in 1990 as senior vice president and general counsel and was appointed corporate secretary in January 1992 and executive vice president in July 1998. Prior to joining Alltel, he was a partner in the law firm of Thompson, Hine and Flory, where he represented Alltel in connection with various business transactions and corporate matters for the last several years of his 12-year tenure with that firm.

Mr. Frantz is the 2005-2006 Chairman of the Board and Chairman of the Executive Committee of USTelecom, a telecom trade association that represents over 1,000 member companies. He is a member of the Board of Trustees and the Executive Committee and Chairman of the Long-Range Planning Committee of Good Shepherd Ecumenical Retirement Center, a non-profit, ecumenical enterprise that provides affordable living arrangements to over 500 elderly.

Mr. Frantz is an honors graduate of The University of Akron and of the Ohio State University School of Law, where he served on the Law Journal and was elected to the Order of the Coif.

Jeffery R. Gardner, age 46, Mr. Gardner was most recently the Executive Vice President and Chief Financial Officer of Alltel Corporation where he was responsible for the finance and accounting functions for Alltel. His responsibilities included Alltel s capital markets, budgeting and forecasting, strategic planning, accounting, procurement, tax and operational support. Mr. Gardner has been in the communications industry since 1986 and joined the company in 1998 when Alltel and 360° Communications merged. While with Alltel, he held a variety of other senior management positions such as senior vice president of finance, president of the Mid-Atlantic Region, vice president and general manager of Las Vegas and director of finance.

He is a member of the board of directors for RF Micro Devices, based in Greensboro, North Carolina, where he serves on the audit committee. He also serves on the board of the Arkansas Symphony Orchestra, the Arthritis Foundation and Pulaski Academy in Little Rock, Arkansas.

Mr. Gardner earned a degree in finance from Purdue University and a graduate degree in business administration from William and Mary. He is a certified public accountant.

Dennis E. Foster, age 65, is a principal in Foster Thoroughbred Investments in Lexington, Kentucky (a thoroughbred horse farm). Mr. Foster has been a director of Alltel since 1998 where he currently serves as chairman of the compensation committee and a member of the executive committee. Prior to June 30, 2000, Mr. Foster served as vice chairman of the Alltel board. Mr. Foster is also a director of Yellow Corp. and NiSource Inc.

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Valor Designee to the Board of Directors

Anthony J. de Nicola, age 41, has served as a director of Valor since March 2004 and as Chairman since April 2004. Mr. de Nicola is currently a general partner of Welsh, Carson, Anderson & Stowe, which is one of Valor s stockholders. He joined Welsh, Carson, Anderson & Stowe in 1994 and focuses on investments in the information and business services and communications industries. Before joining Welsh, Carson, Anderson & Stowe, he worked for four years in the private equity group at William Blair & Company. Previously, Mr. de Nicola worked at Goldman, Sachs & Co. in the Mergers and Acquisitions Department. Mr. de Nicola is also a member of the boards of directors of Centennial Communications Corp., ITC Deltacom, Inc., R.H. Donnelly and several private companies.

Classified Board

After the merger, Windstream s restated certificate of incorporation will provide that the Windstream Board of Directors will be divided into three classes, each class to initially consist of three directors. The directors will serve staggered three year terms and only one class of directors will stand for election each year. The merger agreement provides that Mr. de Nicola will be a Class II director of Windstream with his term expiring at the 2008 annual meeting of Windstream s stockholders and that Messrs. Frantz, Gardner and one of Alltel s designees to the Windstream board will be Class III directors with their terms expiring at the 2009 annual meeting of Windstream s stockholders.

Committees of the Board of Directors

The committees of the Board of Directors of Windstream and the members of such committees will not be determined until the Board of Directors of Windstream is fully constituted and holds its initial meeting. It is expected that the Board of Directors of Windstream, however, will initially have the following three committees. Upon completion of the merger, the Board of Directors of Windstream will approve written charters for each committee and make determinations with respect to each committee member s independence in accordance with New York Stock Exchange listing standards.

Audit Committee. Upon completion of the merger, the board will make determinations regarding the financial literacy and financial expertise of each member of the Audit Committee in accordance with the New York Stock Exchange listing standards. The committee will assist the Board of Directors in fulfilling its oversight responsibility with respect to Windstream s accounting and financial reporting practices and the audit process, the quality and integrity of Windstream s financial statements, the independent auditors qualifications, independence and performance, the performance of Windstream s internal audit function and internal auditors and certain areas of legal and regulatory compliance.

Compensation Committee. The Compensation Committee will assist the Board of Directors in carrying out the responsibilities of the Board of Directors relating to the compensation of Windstream s executive officers as will be set forth in the committee s charter in accordance with New York Stock Exchange listing standards.

Governance Committee. The principal functions of the Governance Committee will be to assist the Board of Directors in identifying individuals qualified to become board members and recommend to the board the nominees for election as directors at the next annual meeting of stockholders, to recommend to the board the persons to be elected as executive officers of Windstream, to develop and recommend to the board the corporate governance guidelines applicable to Windstream, and to serve in an advisory capacity to the board and the chairman of the board with regard to matters of organization, management succession plans, major changes in the organizational structure of Windstream, and the conduct of board activities. Upon completion of the merger, the Board of Directors will make determinations regarding the committee s responsibilities to be laid out in its written charter, including, among other things, the criteria by which prospective board members should be evaluated for nomination or recommendation for nomination for election to the Board of Directors.

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Management

The merger agreement provides that, as of completion of the merger, Mr. Frantz will serve as Chairman of Windstream, Mr. Gardner will serve as the President and Chief Executive Officer and Brent K. Whittington, who most recently served as senior vice president of operations support for Alltel, will serve as Executive Vice President and Chief Financial Officer. The other initial officers of Windstream will consist of individuals selected by Alltel. Alltel has already named John P. Fletcher as Executive Vice President and General Counsel, Michael D. Rhoda, who most recently served as vice president wireline regulatory & wholesale services for Alltel, as Senior Vice President Governmental Affairs, Robert G. Clancy, Jr., who most recently served as vice president of investor relations for Alltel, as Senior Vice President and Treasurer and Susan Bradley, who most recently served as vice president of human resources for Alltel, as Senior Vice President Human Resources.

The merger agreement had contemplated that John Koch (the former president of Alltel s wireline operations) would serve as Chief Operating Officer of Windstream. Instead, Alltel and Valor have named Keith D. Paglusch to serve in that capacity.

We have set forth below certain information about persons expected to be executive officers of Windstream following the completion of the merger.

Francis X. Frantz, Chairman of the Board. A brief description of Mr. Frantz s business experience during the past five years is included above in Alltel Corporation Designees to the Board of Directors on page [ ].

Jeffery R. Gardner, President and Chief Executive Officer. A brief description of Mr. Gardner s business experience during the past five years is included above in Alltel Corporation Designees to the Board of Directors on page [ ].

Brent K. Whittington, age 35, Executive Vice President and Chief Financial Officer, most recently served as senior vice president of operations support for Alltel. Mr. Whittington joined Alltel in 2002 as vice president for finance and accounting. Prior to joining Alltel, Mr. Whittington was with Arthur Andersen LLP for eight years, most recently serving as an audit manager. He has a degree in accounting from the University of Arkansas at Little Rock. He is a member of the American Institute of Certified Public Accountants.

Keith D. Paglusch, age 48, Chief Operating Officer, most recently served as Executive Vice President Operations for Global Signal Inc. Mr. Paglusch joined Global Signal in 2004. Prior to being employed at Global Signal he worked at Sprint Corporation for 18 years where he served in several executive level positions in the wireline, wireless, long distance and corporate organizations. He led the buildout of the Sprint PCS network, as SVP Operations, in addition to serving as President of Sprint E Solutions. Mr. Paglusch also worked for AT&T, Mountain Bell and Southwestern Bell. He has over 25 years of experience in the communications industry. He is a graduate of Southeast Missouri State University.

John P. Fletcher, age 40, Executive Vice President and General Counsel, most recently was a partner in the law offices of Kutak Rock LLP. Mr. Fletcher joined Kutak Rock LLP in 1998 where he specialized in corporate and securities law. He is a graduate of the Southern Methodist University Law School, where he served on the law journal and was elected to the Order of the Coif. He also is an honors graduate of Duke University.

Michael D. Rhoda, age 45, Senior Vice President Governmental Affairs. Mr. Rhoda most recently served as vice president wireline regulatory & wholesale services for Alltel. Mr. Rhoda joined Alltel in 1994 as director of wireless business planning and systems. He has since held various positions such as market area president for Alltel s northern region, vice president of accounting and finance, vice president of business development, vice president of product management, vice president and general manager of Alltel s market in Charlotte, North Carolina and vice president business development. Prior to joining Alltel, Mr. Rhoda held various finance positions within GTE and practiced public accounting for several years. He is a graduate of Eastern Illinois University and is a member of the American Institute of Certified Public Accountants.

Robert G. Clancy, Jr., age 41, Senior Vice President and Treasurer. Mr. Clancy most recently served as vice president of investor relations for Alltel. Mr. Clancy joined Alltel in 1998 when the company merged with 360° Communications and has been in the communications industry since 1987. While at Alltel, he also served in a variety of management positions including vice president of sales and distribution, vice president of internal audit, vice president of finance, vice president and general manager for the central North Carolina market, and southeast region marketing director. Mr. Clancy has a degree in accounting from Northern Illinois University in DeKalb. He is a certified public accountant.

Susan Bradley, age 54, Senior Vice President Human Resources. Ms. Bradley most recently served as vice president of human resources for Alltel, responsible for compensation and staffing at Alltel. Ms. Bradley joined Alltel in 1990 when Alltel acquired Systematics, Inc. of Little Rock, Arkansas. Ms. Bradley has served in a variety of human resources management roles for Alltel. Prior to joining Alltel, she spent 12 years with Southwestern Bell. Ms. Bradley has a degree in history and political science from Hendrix College in Conway, Arkansas.

COMPENSATION OF EXECUTIVE OFFICERS OF WINDSTREAM

Windstream has not yet paid any compensation to the individuals who will become its directors or executive officers. The form and amount of the compensation to be paid to each of Windstream s directors and executive officers will be determined by Windstream s Board of Directors as soon as practicable immediately prior to or following the completion of the merger. Each executive officers compensation will be established by the board s compensation committee which will be comprised solely of independent directors in accordance with New York Stock Exchange listing standards.

The following tables disclose compensation received by the individuals who will be the chief executive officer and the next four most highly compensated executive officers of Windstream based on compensation received from Alltel Corporation for the fiscal years indicated. These officers are referred to as named executive officers in other parts of this proxy statement/ prospectus-information statement.

Summary Compensation Table

The following table discloses compensation received from Alltel by the named executive officers who are currently employees of Alltel.

						Long-Term Compensation			
						Awards		Payouts	
			Annual Compensation			Restricted Stock	Securities Underlying	Long-Term	All Other
Name(a)	Principal Position	Year	Salary ($)	Bonus ($)	Other Annual Compensation ($)	Award ($)(b)	Options (#)(c)	Incentive Plan Payouts ($)	Compensation ($)(d)
Jeffery R. Gardner	Chief Executive Officer	2005	525,000	680,400		939,420(b)	60,000	466,667	118,259
		2004	475,000	855,000		739,200	60,000	452,625	72,982
		2003	400,000	615,600			120,000	390,000	51,421
Francis X. Frantz	Chairman of the Board	2005	500,000	648,000		939,420(b)	60,000	470,000	224,241
		2004	460,000	828,000		739,200	60,000	514,986	104,766
		2003	450,000	692,550			120,000	472,500	70,319
Michael D. Rhoda	Senior Vice	2005	191,102	94,617		103,613	7,500	49,029	15,205

	President	2004	183,752	97,538	43,995	3,500	62,096	13,803
	Regulatory and Wholesale	2003	175,002	86,453		7,000	62,388	10,989
Brent K. Whittington	Chief Financial	2005	180,000	93,797	55,260	4,000		8,400
	Officer	2004	175,000	47,211	22,023	1,750		7,120
		2003	115,500	31,421		3,500		5,867
Robert G. Clancy Jr.	Senior Vice	2005	168,646	68,528	27,630	2,000	25,720	10,771
	President and	2004	162,160	59,811	23,280	1,850	32,596	8,939
	Treasurer	2003	149,940	40,986		3,700		7,632

(a) The listed principal position of each named executive officer is the principal position each named executive officer is expected to hold with Windstream following completion of the merger. Mr. Frantz served as the Executive Vice President and Secretary of Alltel. Mr. Gardner served as the Executive Vice

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President and Chief Financial Officer of Alltel. Mr. Whittington served as the Senior Vice President of Operations Support of Alltel. Mr. Rhoda served as Vice President Regulatory and Wholesale for Alltel. Mr. Clancy served as the Vice President of Investor Relations for Alltel.

(b) Holders of shares of Alltel restricted stock receive the same dividends as holders of Alltel common stock. On December 30, 2005, the aggregate Alltel restricted stock holdings for each of Messrs. Frantz and Gardner was 27,000 shares and for Messrs. Whittington, Rhoda and Clancy, 1,292 shares, 2,458 shares and 808 shares respectively. The respective aggregate value of the shares based upon the December 31, 2005 closing price was $1,703,700 for Messrs. Gardner and Frantz. The respective aggregate value of the shares from Messrs. Whittington, Rhoda and Clancy were $81,525, $155,100 and $50,985 respectively. The distribution agreement executed in connection with the merger of Valor and Spinco provides that each Alltel restricted share award outstanding under Alltel s 1998 Equity Incentive Plan and held by an individual to become an employee of Windstream as of the distribution date will fully vest on the distribution date.

(c) The distribution agreement executed in connection with the merger of Valor and Spinco provides that all vested options held by Spinco employees will expire upon the distribution date, unless exercised within the time provided in the options. To the extent a Spinco employee is holding an award consisting of an Alltel option that is not vested as of the distribution date, that option shall be cancelled as of the distribution date and replaced by restricted shares of Windstream common stock, the value of which will be determined by the Windstream Board of Directors.

(d) Includes the following amounts for Messrs. Frantz, Gardner, Rhoda and Clancy: allocated benefits under the Alltel Benefit Restoration Plan in the respective amounts of $65,196, $64,751, $5,881 and $2,371; aggregate employer contributions under the Alltel Profit Sharing Plan and Alltel 401(k) Plan in the amount of $8,400 for each as well as Mr. Whittington; above-market earnings on deferred compensation in the respective amounts of $140,169, $45,108 and $924 for Messrs. Frantz, Gardner and Rhoda (payment of which is deferred until the deferred compensation is paid); and dollar amount of premiums paid under supplemental split dollar life insurance policies in the amount of $10,476 for Mr. Frantz, which was put into place prior to the enactment of the Sarbanes-Oxley Act in 2002 and is therefore not subject to the prohibitions regarding loans to officers and directors set forth in Section 402 of the act.

Option Grants in Last Fiscal Year

The following table provides information about options to acquire shares of Alltel Corporation common stock granted by Alltel Corporation in 2005 to named executive officers who are currently employees of Alltel Corporation.

	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term			
					5%		10%	
Name	**Number of Securities Underlying Options Granted (#)**	**% of Total Options Granted to Employees in 2005**	**Exercise or Base Price ($/Sh)**	**Expiration Date**	**Stock Price ($)**	**Dollar Gain ($)**	**Stock Price ($)**	**Dollar Gain ($)**
Jeffery R. Gardner(a)	60,000	4.46	55.26	1/19/15	90.01	2,085,163	143.33	5,284,213

Francis X. Frantz(a)	60,000	4.46	55.26	1/19/15	90.01	2,085,163	143.33	5,284,213
Michael D. Rhoda(a)	7,500	.56	55.26	1/19/15	90.01	260,645	143.33	660,527
Brent K. Whittington	4,000	.30	55.26	1/19/15	90.01	139,011	143.33	352,281
Robert G. Clancy Jr.	2,000	.15	55.26	1/19/15	90.01	69,505	143.33	176,140
Dollar Gains of All Alltel Stockholders(b)						$ 1,333,030,000		$ 3,378,417,000

(a) These options become exercisable in five equal installments beginning on the first anniversary of the date of grant or sooner in the event Alltel experiences a change in control.

(b) Total dollar gains are based on the indicated assumed annual rates of appreciation in the option exercise price, calculated on the 383,605,936 shares of Alltel common stock outstanding as of December 31, 2005.

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Aggregated Option Exercises in Last Fiscal Year and Fiscal Year-End Option Values

The following table provides information about option exercises during 2005 by the named executive officers who are currently employees of Alltel Corporation and the value of their unexercised options as of the end of 2005.

Name	Shares Acquired on Exercise (#)	Value Realized ($)	Number of Securities Underlying Unexercised Options at 2005 Year-End Exercisable/Unexercisable	Value of Unexercised In-the-Money Options at 2005 Year-End Exercisable/Unexercisable ($)
Jeffery R. Gardner	84,754	1,470,298	553,000/262,000	776,200/2,650,920
Francis X. Frantz	-0-	-0-	603,000/262,000	1,602,280/2,650,920
Michael D. Rhoda	6,000	131,155	24,200/18,300	84,682/184,046
Brent K. Whittington	-0-	-0-	3,850/8,900	79,219/119,856
Robert G. Clancy Jr.	4,250	46,249	13,800/8,000	3,188/81,065

Long-Term Incentive Plan Awards in Last Fiscal Year

The following table provides information concerning long-term compensation awards made during 2005 to the named executive officers who are currently employees of Alltel Corporation.

		Estimated Future Payouts*		
Name	Performance Period Until Payout	Minimum ($)	Mid-Point ($)	Target ($)
Jeffery R. Gardner	3 years	262,500	525,000	787,500
Francis X. Frantz	3 years	250,000	500,000	750,000
Michael D. Rhoda	3 years	23,888	47,776	71,664
Brent K. Whittington	3 years	20,625	41,250	61,875
Robert G. Clancy Jr.	3 years	16,875	33,750	50,625

* The Employee Benefits Agreement executed in connection with the merger of Valor and Spinco provides that the awards for the 2005-2007 performance measurement period shall be deemed earned at the target performance level. Each eligible Spinco individual shall be entitled to a pro rata award, the amount of which shall be calculated based on (i) the number of days in the period commencing on January 1, 2005 and ending on the Distribution Date out of the total number of days in the performance measurement period and (ii) his or her average base compensation during such period.

OTHER COMPENSATION ARRANGEMENTS

Change in Control Agreements

Alltel is a party to agreements with each of Messrs. Frantz, Gardner and Rhoda which provide that if, following a change in control of Alltel, the executive s employment terminates within twelve months (unless the termination is as a result of death, by Alltel as a result of the executive s disability or for cause, or by the executive without good reason) or, in the case of Messrs. Frantz and Gardner, if after remaining employed for twelve months the executive s employment terminates during the following three-month period (unless the termination is a result of death or is by

Alltel as a result of the executive s disability) (each of the foregoing events being referred to as a Payment Trigger), Alltel is required to pay the executive an amount equal to, in the case of Messrs Frantz and Gardner, three times and in the case of Mr. Rhoda, one times the sum of his base salary as in effect immediately prior to the change in control or Payment Trigger and the maximum amounts he could have received under the Incentive Plans for the period commencing coincident with or most recently prior to the period in which the change in control or Payment Trigger occurs, but reduced by any other cash severance paid to him. Alltel also is required to make an additional payment to the executive in the amount of any excise tax under Section 4999 of the Internal Revenue Code as a result of any payments or distributions by Alltel plus the amount of all additional income tax payable by him as a result of such

additional payments. Payments under the agreements to Messrs. Frantz and Gardner are covered by Alltel s grantor trust described below.

It is anticipated that, following consummation of the merger, Windstream will enter into change in control agreements with its senior officers. The specific terms of the change in control agreements will be determined by Windstream s Board of Directors. The agreements are expected to provide generally that if following a change in control of Windstream, an officer who is a party to an agreement is terminated without cause, or under other circumstances as may be specified in the change in control agreements, such officer would be entitled to receive a severance payment equal to a range of one to three times the senior officer s annual base salary and amounts payable under the incentive plan for the period. Other benefits, including health and welfare benefits, may also be provided to such officers under the terms of the change in control agreements.

Defined Benefit Pension Plan

Alltel maintains a trusteed, noncontributory, defined benefit pension plan covering salaried and non-salaried employees under which benefits are not determined primarily by final compensation (or average final compensation). For nonbargaining participants, the pension plan was closed to new participants as of December 31, 2005 and frozen to additional accruals as of December 31, 2005 (December 31, 2010 for employees who had attained age 40 with two years of service as of December 31, 2005). Under this pension plan, Messrs. Frantz, Gardner, Rhoda and Clancy would have each period of post-January 1, 1988 through December 31, 2010, service credited at 1% of compensation, plus 0.4% of that part of his compensation that exceeds the Social Security Taxable Wage Base for such year. Mr. Whittington would have each period of post-January 1, 1988 through December 31, 2005, service credited at 1% of compensation plus 0.4% of that part of his compensation that exceeds the Social Security Taxable Wage Base for such year. Service prior to 1988, if any, would be credited on the basis of a percentage of his highest consecutive five-year average annual base salary, equal to 1% for each year of service prior to 1982 and thereafter increasing by .05% each year until 1988, but only prospectively, i.e., with respect to service earned in such succeeding year; in addition, each of Messrs. Frantz, Gardner, Rhoda, Clancy and Whittington would receive an additional credit of .25% for each pre-1988 year of service after age 55, subject to a maximum of 10 years such credit, and would have added to his annual pension benefits an amount equal to 0.4% of the amount by which his pre-1988 career average annual base salary (three highest years) exceeds his Social Security covered compensation, multiplied by his years of pre-1988 credited service. Various benefit payment options are available on an actuarially equivalent basis, including joint and survivor benefits. Compensation included in the pension base includes cash awards under the Incentive Plans.

As part of and in accordance with the merger agreement, the portion of the defined benefit plan covering Windstream employees will be transferred to Windstream. Assuming annual increases in compensation in future years of 5% per year through December 31, 2010 (or December 31, 2005 for Mr. Whittington), continuation in the position he held during 2005, and retirement at age 65, the estimated annual benefit under the pension plan for each of Messrs. Frantz, Gardner, Rhoda, Clancy and Whittington is $297,890, $240,169, $57,991, $41,254 and $7,182, respectively. Amounts shown are straight life annuity amounts and include amounts payable under the defined benefit portion of the Alltel Benefit Restoration Plan.

Benefit Restoration Plan

Federal laws place certain limitations on pensions that may be paid under federal income tax qualified plans. The Alltel Benefit Restoration Plan provides for the payment to certain employees outside tax-qualified plans of any amounts not payable under the tax-qualified plans by reason of limitations specified in the Internal Revenue Code. Currently, under the Alltel Benefit Restoration Plan, Messrs. Frantz, Gardner, Rhoda, and Clancy are eligible for accruals with respect to benefits not payable under Alltel s defined contribution plans and defined benefit pension plan. Amounts accrued, if any, under the defined contribution portion of these plans in 2005 for each of these executives are included in the Summary Compensation Table on page [ ]. As part of and in accordance with the merger agreement, the portion of the Alltel Benefit Restoration Plan covering Windstream employees will be transferred to Windstream.

Supplemental Executive Retirement Plan

Alltel maintains a non-qualified supplemental executive retirement plan (the SERP) in which certain employees designated by its Board of Directors, including Messrs. Frantz and Gardner, participate. Each of Messrs. Frantz and Gardner is entitled to an early retirement benefit under the SERP upon the earliest to occur of January 1, 2007, and the distribution date (as defined in the distribution agreement by and between Alltel and Spinco). The lump sum benefit under the SERP payable for each of Messrs. Frantz and Gardner is $7,615,028 and $9,256,645, respectively. These payments will be made by Alltel within 10 days of the earliest of the distribution date and January 1, 2007. These payments reflect retirement benefits that were earned by Messrs. Frantz and Gardner in accordance with the SERP during their tenure at Alltel, and Alltel will make these payments on the foregoing date due to the pending separation of Spinco from Alltel which will result in the termination of these individuals employment with Alltel.

Grantor Trust

Alltel maintains a grantor trust under Section 671 of the Internal Revenue Code (the Trust) to provide certain participants in designated compensation and supplemental retirement plans and arrangements with greater assurance that the benefits and payments to which those participants are entitled under those plans and arrangements will be paid. Contributions by Alltel to the Trust are discretionary. Prior to a change of control of Alltel (as defined in the trust agreement for the Trust), benefits may not be paid from the Trust.

Following a change of control of Alltel, benefits and payments may be paid from the Trust to the extent those benefits and payments are not paid by Alltel or its successor. The assets of the Trust are subject to the claims of the creditors of Alltel in the event Alltel becomes insolvent (as defined in the trust agreement for the Trust).

OWNERSHIP OF WINDSTREAM COMMON STOCK

The table below sets forth the projected beneficial ownership of Windstream common stock immediately after the completion of the merger and is derived from information relating to the beneficial ownership of Valor common stock and Alltel Corporation common stock as of April 1, 2006. The table sets forth the projected beneficial ownership of Windstream common stock by the following individuals or entities:

- each person who will beneficially own more than 5% of the outstanding shares of Windstream common stock immediately after completion of the merger;
- the individuals who will be the chief executive officer and the other four most highly compensated executive officers of Windstream;
- the individuals who will be the directors of Windstream; and
- the individuals who will be the directors and executive officers of Windstream as a group.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission. Except as otherwise indicated, each person or entity named in the table is expected to have sole voting and investment power with respect to all shares of Windstream common stock shown as beneficially owned, subject to applicable community property laws. As of April 1, 2006, 71,096,887 shares of Valor common stock were issued and outstanding and 388,857,700 shares of Alltel Corporation common stock were issued and outstanding. The percentage of beneficial ownership set forth below gives effect to the distribution of an estimated 388,857,700 shares of Spinco common stock in the spin-off and the issuance of an estimated 404,651,478 shares of Valor common stock pursuant to the merger and is based on 475,748,365 shares of Windstream common stock estimated to be outstanding immediately following completion of the merger. In computing the number of shares of Windstream common stock that will be beneficially owned by a person and the percentage ownership of that person, Windstream restricted stock units that will be held by such person that are exercisable immediately after the merger or that are exercisable within 60 days of the date the merger closes (which is assumed, for purposes of this calculation only, to be July 3, 2006) are deemed outstanding.

These shares are not, however, deemed outstanding for the purpose of computing the percentage ownership of any other person.

	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (If 1% or More)
5% Beneficial Owners			
	Private Capital Management, Inc. 8889 Pelican Bay Boulevard Suite 500 Naples, FL 34108-7512	39,295,807(a)	8.3%
Directors	Dennis E. Foster	428,328(b)	
	Anthony J. de Nicola	19,617,338(c)(d)	4.1%
Named Executive Officers	Jeffery R. Gardner	711,308(b)	
	Francis X. Frantz	845,477(b)	
	Brent K. Whittington	5,403(b)	
	Michael D. Rhoda	33,736(b)	
	Robert G. Clancy, Jr.	18,155(b)	
All Directors and Executive Officers as a Group		21,674,554(e)	4.6%

(a) Based upon information contained in the Schedule 13G/ A filed by Private Capital Management (PCM) on February 14, 2006 evidencing its ownership of Alltel common stock, it has shared voting and investment power with respect to these shares. Bruce S. Sherman, chief executive officer of PCM, has sole voting and investment power with respect to 560,595 shares of Alltel common stock and shared voting and investment power with respect to 36,503,885 shares (including the shares held by PCM s clients and managed by PCM), and Gregg J. Powers, president of PCM, has sole voting and investment power with respect to 30,000 shares of Alltel common stock and shared voting and investment power with respect to 36,468,040 shares (including the shares held by PCM s clients and managed by PCM).

(b) Includes shares that the indicated persons have the right to acquire (through the exercise of options to purchase Alltel common stock) on or prior to the projected closing date (which is assumed, for purposes of this calculation only, to be July 3, 2006), as follows: Dennis E. Foster (375,656); Francis X. Frantz (731,120); Jeffery R. Gardner (679,120); Brent K. Whittington (4,368); Michael D. Rhoda (31,408); and Robert G. Clancy, Jr. (16,712). The employee matters agreement provides that to the extent that these individuals are holding an award consisting of an Alltel option that is vested and outstanding as of the distribution date, he or she will be treated as experiencing a separation from service from, or otherwise terminating employment with, Alltel. Any such Alltel option will expire unless it is exercised within the time provided in the option itself.

(c) As a member of WCAS VIII Associates LLC and WCAS IX Associates, LLC, Mr. de Nicola may be deemed to share beneficial ownership of the 19,574,421 shares held by Welsh, Carson, Anderson Stowe. Mr. de Nicola disclaims beneficial ownership of such shares and any other shares held by affiliates of Welsh, Carson, Anderson & Stowe.

(d) Includes 42,579 shares held directly by Mr. de Nicola, of which 6,470 represents shares of restricted stock that will vest upon closing of the merger.

(e) Includes a total of 1,852,008 shares that members of the group have the right to acquire (through the exercise of options) on or prior to the projected closing date (which is assumed, for purposes of this calculation only, to be July 3, 2006).

DESCRIPTION OF WINDSTREAM CAPITAL STOCK

As part of the merger, the certificate of incorporation and bylaws of Valor will be amended to become the governing documents of Windstream. The following summary describes the material terms of the Amended and Restated Certificate of Incorporation of Windstream (which we refer to as the Windstream Certificate) and the Amended and Restated Bylaws of Windstream (which we refer to as the Windstream Bylaws), but it does not purport to describe all of the terms, of such certificate and bylaws. The full text of the Windstream Certificate and Bylaws are attached as Annex E and F, respectively, to this document and are incorporated by reference herein. All stockholders are urged to read such certificate and bylaws in their entirety. The summary is qualified in its entirety by the General Corporation Law of the State of Delaware (which we refer to as the DGCL).

The Windstream Certificate and Windstream Bylaws will not become effective until the completion of the spin-off and merger.

General

Under the Windstream Certificate, the total authorized capital stock of Windstream will consist of 200,000,000 shares of preferred stock, par value $.0001 per share and 2,000,000,000 shares of common stock, par value $.0001 per share.

Preferred Stock

The Windstream Certificate provides that Windstream s Board of Directors will be authorized without further stockholder approval, to issue from time to time up to a total of 200,000,000 shares of preferred stock in one or more series and to fix or alter the powers, preferences and rights, and any qualifications, limitations or restrictions thereof, of the shares of each series. The Board of Directors may fix the number of shares of any series of preferred stock, and it may increase or decrease the number of shares of any series of preferred stock, as long as it acts within the limitations or restrictions stated in the original resolution or resolutions that fixed the number of shares in the series and as long as it does not decrease the number of shares of any series below the number then outstanding. If the number of shares of any series of preferred stock is decreased, the shares constituting the decrease will resume the status they had prior to the adoption of the resolution that originally fixed the number of shares of the series, subject to the requirements of applicable law.

Common Stock

Under the Windstream Certificate, the holders of Windstream common stock will have one vote per share on matters submitted to a vote of stockholders. Holders of the common stock will be entitled to receive dividends ratably, if any, as may be declared by the Board of Directors out of legally available funds, subject to any preferential dividend rights of any outstanding preferred stock. Upon Windstream s liquidation, dissolution or winding up, the holders of common stock will be entitled to receive ratably Windstream s net assets available after the payment or provision for payment of all debts and subject to the prior rights of any outstanding preferred stock. The Windstream common stock will have no preemptive rights, no cumulative voting rights and no redemption, sinking fund or conversion provisions.

To the greatest extent permitted by applicable Delaware law, the shares of common stock will be uncertificated, and transfer will be reflected by book entry.

All rights, preferences and privileges of holders of Windstream common stock stated in this summary are subject to the rights of holders of shares of any series of preferred stock which Windstream may designate and issue in the future without further stockholder approval.

Delaware Anti-Takeover Statute

Section 203 of the DGCL restricts business combinations with certain interested stockholders (defined generally under the DGCL to include persons who beneficially own or acquire 15% or more of a Delaware corporation s voting stock, hereinafter a Section 203 Interested Stockholder). Section 203, which applies to

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Windstream, prohibits business combination transactions between a publicly held Delaware corporation and any Section 203 Interested Stockholder for a period of three years after the time on which the Section 203 Interested Stockholder became an interested stockholder unless: (a) prior to that time the corporation s Board of Directors approved either the proposed business combination or the transaction which resulted in the Section 203 Interested Stockholder becoming an interested stockholder; (b) upon consummation of the transaction which resulted in the Section 203 Interested Stockholder becoming an interested stockholder, the Section 203 Interested Stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding those shares owned (i) by persons who are directors and also officers; and (ii) by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or (c) on or subsequent to such time the business combination is approved by the corporation s Board of Directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least $66^{2}/3$ % the outstanding voting stock which is not owned by the Section 203 Interested Stockholder.

Rights of Appraisal

Under the DGCL, Windstream stockholders may demand appraisal of and obtain payment of the fair value of their shares. This remedy may be an exclusive remedy, except where the corporate action involves fraud or illegality. The DGCL provides appraisal rights only in certain mergers or consolidations and not (unless the certificate of incorporation of a corporation so provides, which the Windstream Certificate will not) for a sale or transfer of all or substantially all of a corporation s assets or an amendment to its certificate of incorporation. Moreover, the DGCL does not provide appraisal rights in connection with a merger or consolidation (unless the certificate of incorporation so provides, which the Windstream Certificate will not) to the holders of shares of a constituent corporation listed on a national securities exchange (or designated as a national market system security by the National Association of Securities Dealers, Inc.) or held of record by more than 2,000 stockholders, unless the applicable agreement of merger or consolidation requires the holders of such shares to receive, in exchange for such shares, any property other than shares of stock of the resulting or surviving corporation, shares of stock of any other corporation listed on a national securities exchange (or designated as described above) or held of record by more than 2,000 holders, cash in lieu of any fractional shares or any combination of the foregoing. In addition, the DGCL denies appraisal rights if the stockholders of the surviving corporation in a merger did not have to vote to approve the merger. Appraisal rights are not available to Valor stockholders or Alltel stockholders with respect to the spin off and merger.

Board of Directors

The Windstream Certificate provides for a Board of Directors consisting of not less than three nor more than fifteen members, the exact number of which shall be fixed from time to time by the affirmative vote of a majority of the entire Board of Directors. The Board of Directors will consist of three classes, with each class to consist of a number as close as possible to one-third of the directors. Under the Windstream Certificate, the initial Board of Directors will consist of nine directors. In accordance with the merger agreement, the initial Class I directors will consist of three Alltel designees; the initial Class II directors will consist of one Valor designee and two Alltel designees; and the initial Class III directors will consist of one Alltel designee and the chairman of the Board of Directors and the chief executive officer of Windstream. The initial term of office for the Class I, Class II and Class III directors will expire at the annual meeting of stockholders in 2007, 2008 and 2009, respectively. At each annual meeting of stockholders, the successors of that class of directors whose term expires at that meeting will be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of such election. If the number of directors is changed, any increase or decrease will be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as practicable.

Nominations of persons for election to the Windstream Board of Directors may be made at a meeting of stockholders by or at the direction of the Board of Directors. In addition, any stockholder may nominate

persons for election to the Windstream Board of Directors by giving timely notice to Windstream s Secretary. To be timely:

- in the case of an annual meeting, a stockholder s notice must be delivered to or mailed and received at Windstream s principal executive offices not less than 90 days nor more than 120 days before the first anniversary of the preceding year s annual meeting; provided, however, that if the date of the annual meeting is changed by more than 30 days from such anniversary date, notice by the stockholder must be received not later than the close of business on the 10th day following the day on which notice of the date of the meeting was mailed or public disclosure of the meeting was made; and

- in the case of a special meeting, a stockholder s notice must be delivered to or mailed and received at Windstream s principal executive offices not later than the close of business on the 10th day following the day on which notice of the date of the meeting was mailed or public disclosure of the meeting was made.

Directors will be elected at a stockholders meeting by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote.

Any vacancy on the Windstream Board of Directors that results from an increase in the number of directors may be filled by the majority vote of the directors then in office as long as a quorum is present. Any other vacancy may be filled by a majority of the Board of Directors then in office, even if less than a quorum, or by a sole remaining director.

Any or all directors may be removed, with cause, by the affirmative vote of at least a majority of the total voting power of Windstream s outstanding voting securities, voting together as a single class at a meeting specifically called for such purpose.

Notwithstanding the foregoing, if the holders of any one or more classes or series of Windstream preferred stock have the right to elect directors, the election, term of office, filling of vacancies and other features of such directorships shall be established by the Board of Directors.

The Windstream Board of Directors will have an annual meeting and may hold regular meetings without notice according to a resolution of the board. Special meetings may be called by the chairman of the board, the president (if the president is a director) or, upon the written request of a majority of the total number of directors then in office. A majority of the total number of Windstream directors will constitute a quorum, and directors present at any meeting at which a quorum is present may act by majority vote.

Stockholders

The Windstream Bylaws provide that an annual meeting of stockholders for the purpose of electing those directors whose term of office expires at such meeting and of transacting such other business as may properly come before it will be held each year. A stockholder may bring business before an annual meeting of stockholders by giving timely notice in writing to Windstream s secretary in accordance with the provisions of the Windstream Bylaws.

Under Delaware law, a special meeting of the stockholders may be called by the Board of Directors of the corporation or by any other person authorized to do so in the certificate of incorporation or bylaws. The Windstream Certificate states that as long as any security of the company is registered under Section 12 of the Securities Exchange Act of 1934, as amended, special meetings of stockholders of Windstream may be called only by a resolution of the Board of Directors.

In accordance with Delaware law, the Windstream Bylaws provide that written notice of any stockholders meeting must be given to each stockholder entitled to vote not less than 10 or more than 60 days before the date of the meeting. Except as otherwise provided by DGCL or the Windstream Certificate, the holders of a majority of Windstream s outstanding shares of stock entitled to vote constitutes a quorum for the transaction of business, and except for the election of directors, the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

As long as any security of Windstream is registered under Section 12 of the Securities Exchange Act of 1934, no stockholder action may be taken without a meeting, and the certificate of incorporation expressly denies the power of stockholders to consent in writing without a meeting.

Voting on Certain Fundamental Issues

Delaware law permits a corporation to include supermajority provisions in its certificate of incorporation and bylaws with respect to the approval of various issues. However, other than the effect of Section 203 of the DGCL and voting on an amendment to certain sections of the Windstream Certificate, no supermajority voting requirement provisions related to matters upon which the stockholders of Windstream may vote are included in the Windstream Certificate or Windstream Bylaws.

Amendment of the Windstream Certificate

Under Delaware law, unless a higher vote is required in the certificate of incorporation of a corporation, an amendment to such certificate of incorporation generally may be approved by a majority of the outstanding shares entitled to vote on the proposed amendment. Notwithstanding any provision of a corporation s certificate of incorporation to the contrary, under Delaware law, holders of a class of a corporation s stock are entitled to vote as a class on the approval of any amendment to the corporation s certificate of incorporation which would:

increase or decrease the aggregate number of authorized shares of such class (subject to certain exceptions);

increase or decrease the par value of the shares of such class; or

alter or change the powers, preferences or rights of such class so as to affect them adversely.

Under the Windstream Certificate, the affirmative vote of the holders of at least two-thirds of the combined voting power of all of the then-outstanding shares of Windstream eligible to be cast in the election of directors is required in order to amend, alter, change or repeal the sections of the Windstream Certificate related to the limitation of liability of directors and indemnification of directors and officers, the prohibition of stockholder action by written consent, the calling of special meetings of stockholders, the election to be covered by DGCL Section 203, and the procedures required to amend the Windstream Certificate.

Amendment of the Windstream Bylaws

Under the Windstream Certificate, the Board of Directors will be expressly authorized to amend, alter, change or repeal the Windstream Bylaws. The stockholders will also have the ability to amend, alter, change or repeal the Windstream Bylaws by the affirmative vote of a majority of the outstanding shares, except that a two-thirds vote is required for the stockholders to amend the bylaws sections related to bringing matters before an annual stockholder meeting, nominating and electing directors and filling vacancies on the Board, and the procedures required to amend the Windstream Bylaws.

Limitation of Liability of Directors

The DGCL provides that a corporation can, by a provision in its certificate of incorporation, limit a director s liability for monetary damages for breach of fiduciary duty as a director; however, a corporation cannot limit a director s liability for any breach of the director s duty of loyalty to the corporation or its stockholders; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; payment of a dividend or the repurchase or redemption of stock in violation of Delaware law; or any transaction from which the director derived an improper personal benefit.

The Windstream Certificate provides that to the fullest extent permitted by the DGCL, no Windstream director will be liable to the corporation or its stockholders for damages arising from a breach of fiduciary duty owed to Windstream or its stockholders.

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Indemnification

The Windstream Certificate will require the corporation to indemnify any party to the fullest extent permitted by the DGCL who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding because he is or was a director or officer of Windstream, or, while a director, officer or other employee of Windstream, is or was serving at the request of Windstream as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

In addition, Windstream, to the fullest extent authorized under Delaware law shall pay in advance of the final disposition of any such proceeding all expenses incurred by any director or officer in connection with such proceeding. The right to indemnification is not exclusive of any other right which that individual may have or hereafter acquire under the Windstream Certificate or under any statute, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

Windstream may, by action of its Board of Directors, provide indemnification to its employees and agents with the same or lesser scope and effect as the foregoing indemnification of directors and officers.

Windstream is authorized to purchase and maintain insurance on its own behalf and on behalf of any person required or permitted to be indemnified.

The rights to indemnification and to the advance of expenses conferred in the Windstream Certificate are not be exclusive of any other right which any person may have or acquire.

Name Change; Listing

Immediately following completion of the merger, the Board of Directors will merge a wholly-owned subsidiary of the surviving company into the company and, in connection with such merger, change the name of the company from Valor Communications Group, Inc. to Windstream Corporation. Promptly thereafter, the company will file a restated certificate of incorporation with the Delaware Secretary of State reflecting the name change. Shares of Windstream Corporation will be traded on the NYSE under the new trading symbol WIN.

Transfer Agent and Registrar

The transfer agent and registrar for the common stock is Computershare Investor Services, LLC.

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COMPARISON OF THE RIGHTS OF STOCKHOLDERS BEFORE AND AFTER THE SPIN-OFF AND MERGER

Upon completion of the spin-off and merger, the Windstream Certificate and Windstream Bylaws will be in the form attached as Annex E and F, respectively, to this document and incorporated by reference herein. Although there are substantial similarities between the certificate of incorporation and bylaws of Valor prior to the spin-off and merger (which we refer to as the Pre-Merger Certificate and the Pre-Merger Bylaws) and the Windstream Certificate and Bylaws, some differences do exist. The following is a summary of the material differences between the rights of stockholders before and after the spin-off and merger. Although we believe that this summary covers the material differences between the two, this summary may not contain all of the information that is important to you. This summary is not intended to be a complete discussion of stockholders rights, and it is qualified in its entirety by reference to the DGCL and the various documents we refer to in this summary.

Shares of Stock

Total authorized shares of capital stock will increase from 220,000,000 to 2,200,000,000. The authorized number of shares of preferred stock will increase from 20,000,000 shares, with a par value of $.0001 per share in the Pre-Merger Certificate to 200,000,000 shares of preferred stock, with a par value of $.0001 per share in the Windstream Certificate. The authorized number of shares of common stock will increase from 200,000,000 shares of common stock, with a par value of $.0001 per share in the Pre-Merger Certificate to 2,000,000,000 shares of common stock, with a par value $.0001 per share in the Windstream Certificate.

The Pre-Merger Bylaws contemplated that all shares of stock would be certificated, but under the Windstream Certificate and Bylaws, to the greatest extent permitted by applicable Delaware law, the shares of common stock will be uncertificated, and transfer will be reflected by book entry. Under the Windstream Bylaws, any certificated shares of stock will be transferred by surrendering the certificates with the proper endorsement and additional items required by the corporation. Upon surrender of the certificate, no new certificate will be issued to the transferee; instead, the transfer will be made by book entry.

Board of Directors

The Pre-Merger Certificate and Bylaws established an initial Board of Directors consisting of four directors elected by the stockholders. Thereafter, the number of directors was established by resolution of the Board. No term for the directors was specified, and a special meeting could be called upon the written request of at least three directors.

The Windstream Certificate and Bylaws state that the Board of Directors will consist of not less than three nor more than fifteen members, with the exact number fixed from time to time by the affirmative vote of a majority of the entire Board of Directors. The Board of Directors will be divided into three classes, each consisting of a number as close as possible to one-third of the directors. The term of the successors of each such class of directors expires at the annual stockholders meeting in the third year following the year of election. A special meeting can be called upon the written request of a majority of the directors then in office.

Further, vacancies on the Board under the Pre-Merger Bylaws were filled by a majority vote of the board, regardless of whether a quorum was present. Under the Windstream Bylaws, a quorum must be present in order to vote to fill a vacancy on the Windstream Board of Directors that results from an increase in the number of directors. Other vacancies may be filled by a majority vote of the Board of Directors then in office, even if less than a quorum, or by a sole remaining director.

Stockholders

Under both the Pre-Merger Bylaws and the Windstream Bylaws, a stockholder may bring business before an annual meeting of stockholders by giving timely notice in writing to corporation s secretary. However, the requirements for a timely meeting notice differ between the two documents. Under the Pre-Merger Bylaws, the meeting notice must have been provided to the corporation no less than 60 nor more than 90 days prior to

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the meeting; provided, however, that in the event that less than 70 days notice or prior public announcement of the date of the meeting was given, the stockholder s notice must be received by the corporation no later than the 10th day following the date of the notice of the annual meeting was mailed or the public announcement was made. Under the Pre-Merger Bylaws, the meeting notice must contain the following information: (1) a brief description of the business desired to be brought before the annual meeting; (2) the name and address of the stockholder submitting the meeting notice; (3) the class and number of shares beneficially owned by the stockholder; and (4) any material interest of the stockholder in the business brought before the meeting.

The Windstream Bylaws require the stockholder to provide the meeting notice no less than 90 nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that in the event that the annual meeting is called for a date that is not within 25 days before or after the anniversary date, the meeting notice must be received no later than the 10th day following the date on which notice of the annual meeting was mailed or a public announcement of the annual meeting was made. Under the Windstream Bylaws, the meeting notice must contain the information required under the Pre-Merger Bylaws, as well as the following additional information: (1) a representation that the stockholder is a stockholder of record entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to propose the business described in the meeting notice; and (2) a representation as to whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the outstanding capital stock required to approve or adopt the proposal and/or (b) otherwise to solicit proxies from stockholders in support of such proposal.

The notice requirements for nomination of directors at an annual meeting also change under the Windstream Bylaws. The Pre-Merger Bylaws require the submission of the nomination not less than 60 nor more than 90 days prior to the first anniversary of the preceding year s annual meeting, but if the date of the annual meeting is changed by more than 30 days from the anniversary date, then the nomination must be received no later than the 10th day following the date of the notice of the annual meeting was mailed or the public announcement was made. Under the Pre-Merger Bylaws, the nomination must contain: (1) as to the stockholder submitting the nomination: (a) his or her name and address; and (b) the class and number of shares beneficially owned and owned of record by the stockholder; and (2) as to the beneficial owner, if any, on whose behalf the nomination is made: (i) the name and address of the beneficial owner; and (ii) the class and number of shares beneficially owned by him or her.

Under the Windstream Bylaws, the nomination must be submitted not less than 90 nor more than 120 days prior to the first anniversary of the preceding year s annual meeting, but if the date of the annual meeting is changed by more than 30 days from the anniversary date, then the nomination must be received no later than the 10th day following the date of the notice of the annual meeting was mailed or the public announcement was made. Under the Windstream Bylaws the nomination must contain the same information required under the Pre-Merger Bylaws, but it also must contain the following additional information: (1) a representation that the stockholder is a holder of record of stock of the corporation entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to propose the nomination, and (2) a representation as to whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the corporation s outstanding capital stock required to elect the nominee and/or (b) otherwise to solicit proxies from stockholders in support of the nomination.

The Pre-Merger Certificate contains no provision allowing the stockholders to amend the corporation s bylaws although the DGCL provides for this right. While the Windstream Certificate allows the stockholders to amend, alter, change or repeal the Windstream Bylaws by an affirmative majority vote, or in the case of amendment to the bylaws sections related to bringing matters before an annual meeting of the stockholders, nominating and electing directors and filling vacancies on the Board of Directors, and amending the Windstream Bylaws, a two-thirds vote.

Certain Related Party Transactions

The Pre-Merger Certificate contained provisions stating that the partners, principals, directors, officers, members, managers and/or employees of Vestar Capital Partners, III, L.P., Vestar Capital Partners IV, L.P. and Vestar/ Valor LLC (which we collectively refer to as Vestar) and Welsh, Carson, Anderson & Stowe VIII, L.P. and Welsh, Carson, Anderson & Stowe IX, L.P. (which we collectively refer to as WCAS) were deemed interested stockholders under Section 203 of the DGCL and were expected to serve as directors and/or officers of the corporation; engage in business activities that are the same, similar to, or related to the business in which the corporation was engaged; and engage in material business transactions with the corporation. The Pre-Merger Certificate stated that these activities by Vestar and WCAS were not breaches of fiduciary duty and that neither Vestar nor WCAS had a duty to inform the corporation of any potential corporate opportunity unless the opportunity was expressly offered to the representative of Vestar or WCAS in his or her capacity as a director or officer of the corporation. The Pre-Merger Certificate also identified certain matters that were not corporate opportunities and set forth requirements for approval of agreements or transactions between the corporation and Vestar or WCAS. None of these provisions, nor any similar provisions concerning interested parties, are included in the Windstream Certificate or Windstream Bylaws.

Other than the differences described above, the rights of Windstream stockholders will remain the same as the rights of Valor stockholders immediately prior to the merger.

Rights of Alltel Corporation Stockholders Before and After the Merger

Alltel Corporation stockholders will not be required to surrender their Alltel Corporation shares in the spin-off transaction or the merger. The distribution of Valor common stock to Alltel Corporation stockholders will not cancel or affect the number of outstanding shares of Alltel Corporation common stock or the related rights. The rights of Alltel stockholders after the merger as stockholders of Windstream will be as set forth above under the heading Description of Windstream Capital Stock beginning on page [ ].

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UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL INFORMATION

The following unaudited pro forma combined condensed balance sheet as of December 31, 2005 and the unaudited pro forma combined condensed statement of income for the year ended December 31, 2005 are based on the historical financial statements of Spinco and Valor. The unaudited pro forma combined condensed financial statements give effect to (1) the contribution of Alltel s wireline operations to Spinco, (2) the spin off of Spinco to Alltel s stockholders and (3) the merger of Spinco with Valor accounted for as a reverse acquisition of Valor by Spinco, with Spinco considered the accounting acquirer, based on the assumptions and adjustments described in the accompanying notes to the unaudited pro forma combined condensed financial statements.

The unaudited pro forma combined condensed financial statements have been prepared using the purchase method of accounting as if the transaction had been completed as of January 1, 2005 for purposes of the combined condensed statement of income and on December 31, 2005 for purposes of the combined condensed balance sheet.

The unaudited pro forma combined condensed financial statements present the combination of historical financial statements of Spinco and Valor adjusted to give effect (1) to the transfer of certain assets and liabilities from and to Alltel and Spinco immediately prior to the spin-off that are not included in Spinco s historical balance sheet as of December 31, 2005, (2) to the issuance of $4.9 billion of long-term debt by Windstream as further discussed in Notes (b) and (f) below (assuming Valor s outstanding notes remain outstanding), (3) to the spin-off of Spinco to Alltel s stockholders through a tax free stock dividend, payment of a special dividend by Spinco to Alltel in an amount not to exceed Alltel s tax basis in Spinco and the distribution by Spinco of certain of its debt securities to Alltel, as further discussed in Note (b) below and (4) to the merger of Spinco with Valor. (See Note (i) below.)

The unaudited pro forma combined condensed financial statements were prepared using (1) the audited combined financial statements of Spinco as of December 31, 2005 and for the year ended December 31, 2005 included in this proxy statement/ prospectus-information statement and (2) the consolidated financial statements of Valor included in Valor s Annual Report on Form 10-K for its fiscal year ended December 31, 2005, which are incorporated herein by reference.

Although Valor will issue approximately 405 million of its common shares to effect the merger with Spinco, the business combination will be accounted for as a reverse acquisition with Spinco considered the accounting acquirer. As a result, the fair value of Valor s common stock issued and outstanding as of December 31, 2005 will be allocated to the underlying tangible and intangible assets and liabilities of Valor based on their respective fair market values, with any excess allocated to goodwill. The pro forma purchase price allocation was based on an estimate of the fair market value of the tangible and intangible assets and liabilities of Valor. Certain assumptions have been made with respect to the fair market value of identifiable intangible assets as more fully described in the accompanying notes to the unaudited pro forma combined condensed financial statements. As of the date of this filing, Spinco has just commenced the appraisals necessary to arrive at the fair market value of the assets and liabilities to be acquired and the related allocations of purchase price. Once Spinco has completed the appraisals necessary to finalize the required purchase price allocation after the consummation of the merger, the final allocation of purchase price will be determined. The final purchase price allocation based on third party appraisals may be different than that reflected in the pro forma purchase price allocation, and this difference may be material.

Spinco, together with the management of Windstream, is developing a plan to integrate the operations of Valor and Spinco after the merger. Both companies provide local telephone service to customers in primarily rural markets. The footprint of Spinco s rural markets and the states in which it operates are highly complementary to Valor s rural market footprint. As a result, the management of Windstream expects to fully integrate Valor s business into that of Spinco, and will report Valor s operations with those of Spinco in the wireline segment. Windstream s business strategy is not expected to differ significantly from that of either

Spinco or Valor. In particular, one of the more important challenges facing both Spinco and Valor, and which is expected to continue to impact Windstream, is the loss of access lines, primarily due to wireless and broadband substitution. The management of Windstream will continue focusing on the strategy of selling enhanced services to existing customers, including broadband services, and increasing average revenue per line through a combination of new product offerings and bundling of various services. In addition to stemming the loss of access lines and related revenues, a priority of Windstream will be the generation of sufficient cash flows to fund interest payments of the long-term debt being issued, as further discussed in Notes (b), (f) and (p) below, repayment of that debt, employee benefit plan obligations, capital expenditures necessary to maintain and enhance the network, and payment of dividends pursuant to the policy established by Windstream s management. Currently, the management of Windstream believes that the combined, post-merger company will generate sufficient cash flow from operations to fund each of these payments, as further discussed in Dividend Policy of Windstream on page 65. In connection with the plan to integrate the operations of Valor and Spinco, management anticipates that certain non-recurring charges, such as severance and relocation expenses and branding and signage costs, will be incurred in connection with this integration. Management cannot identify the timing, nature and amount of such charges as of the date of this proxy statement/ prospectus-information statement. However, any such charge could affect the combined results of operations of Spinco and Valor in the period in which such charges are recorded. The unaudited pro forma combined condensed financial statements do not include the effects of the costs associated with any restructuring or integration activities resulting from the transaction. In addition, the unaudited pro forma combined condensed financial statements do not include the realization of any cost savings from operating efficiencies, synergies or other restructurings resulting from the transaction, nor do they include any potential incremental costs due to loss of synergies due to the separation from Alltel.

The unaudited pro forma combined condensed financial statements are not intended to represent or be indicative of the combined results of operations or financial condition of Spinco and Valor that would have been reported had the merger been completed as of the dates presented, and should not be taken as representative of the future consolidated results of operations or financial condition of Spinco and Valor. The unaudited pro forma combined condensed financial statements should be read in conjunction with the separate historical financial statements and accompanying notes of Spinco and Valor that are included or incorporated by reference in this proxy statement/ prospectus-information statement.

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Valor Communications Group Inc.
Unaudited Pro Forma Combined Condensed Balance Sheet
As of December 31, 2005

	Spinco as Reported	Additional Transfers of Assets and Liabilities to/from Alltel	Issuance of Debt Securities	Payment of Dividends to Alltel	Spinco, as Adjusted	Valor as Reported	Pro Forma Add (Deduct) Adjustments	Combined
				(Millions)				
ASSETS								
Cash and short-term investments	$ 11.9	$ (5.2)(a)	$ 3,234.7(b)	$ (2,400.0)(b)	$ 841.4	$ 64.2	$ (799.3)(i)	$ 106.3
Other current assets	383.3				383.3	71.7	(13.6)(e,i)	441.4
Total current assets	395.2	(5.2)	3,234.7	(2,400.0)	1,224.7	135.9	(812.9)	547.7
Investments	2.0				2.0		15.7(c)	17.7
Goodwill	1,218.7				1,218.7	1,057.0	(109.5)(d,i)	2,166.2
Other intangibles	317.7				317.7		675.0(i)	992.7
Property, plant and equipment, net	2,963.6	82.9(a)			3,046.5	717.5		3,764.0
Other assets	32.5	182.8(a)	38.0(b)		253.3	52.4	(49.4)(c,d,e,g)	256.3
Total assets	$ 4,929.7	260.5	$ 3,272.7	$ (2,400.0)	$ 6,062.9	$ 1,962.8	$ (281.1)	$ 7,744.6
LIABILITIES AND SHAREHOLDERS EQUITY								
Current liabilities	364.0	$ 0.1(a)	$ (12.1)(f)	$	$ 352.0	$ 100.3	$ (13.6)(e,i)	$ 438.7
Long-term debt	238.7		4,859.3(b,f)		5,098.0	1,180.6	(762.6)(f,i)	5,516.0
Deferred income taxes	680.6	88.2(a)			768.8	84.1	234.0(j)	1,086.9
Other liabilities	157.2	5.8(a)			163.0	26.1	22.0(e,g)	211.1
Common stock								

Additional paid-in capital				(318.9)(b)	(318.9)	918.9	(108.0)(h,i)	492.0
Treasury stock						(0.1)		(0.1)
Parent company investment	1,455.2	167.8(a)	(1,565.0)(b)	(58.0)(b)				
Accumulated other comprehensive income	0.5	(0.5)(a)				(7.3)	7.3(h)	
Deferred equity compensation						(18.5)	18.5(h)	
Retained earnings (deficit)	2,033.5	(0.9)(a)	(9.5)(f)	(2,023.1)(b)		(321.3)	321.3(h)	
Total liabilities and shareholders equity	$ 4,929.7	$ 260.5	$ 3,272.7	$ (2,400.0)	$ 6,062.9	$ 1,962.8	$ (281.1)	$ 7,744.6

The accompanying notes are an integral part of these unaudited pro forma combined condensed financial statements.

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Valor Communications Group Inc.
Unaudited Pro Forma Combined Condensed Statement of Income
For the Year Ended December 31, 2005

	Spinco, as reported	Valor as Reported	Pro Forma Add (Deduct) Adjustments	Combined
	(Millions, except per share amounts)			
Revenues and sales	$ 2,923.5	$ 505.9	$ (15.9)(k)	$ 3,413.5
Costs and expenses:				
Cost of services	796.1	107.6		903.7
Cost of products sold	374.8			374.8
Selling, general, administrative and other	340.1	139.7	(15.9)(k)	463.9
Depreciation and amortization	474.2	89.9	29.2(l)	593.3
Royalty expense to Parent	268.8		(268.8)(m)	
Restructuring and other charges	35.7	1.7	(31.3)(n)	6.1
Operating income	633.8	167.0	270.9	1,071.7
Other income (expense), net	11.6	(33.9)	3.0(n)	(19.3)
Intercompany interest income	23.3		(23.3)(o)	
Interest expense	(19.1)	(83.2)	(269.3)(p)	(371.6)
Income before income taxes	649.6	49.9	(18.7)	680.8
Income taxes	267.9	14.3	(6.8)(n,q)	275.4
Income before cumulative effect of accounting change	$ 381.7	$ 35.6	$ (11.9)	$ 405.4
Earnings per share:				
Basic	N/A	$ .42		$ .85
Diluted	N/A	$ .42		$ .85
Average common shares outstanding:				
Basic	N/A	69.4	404.8(r)	474.2
Diluted	N/A	69.7	404.8(r)	474.5

The accompanying notes are an integral part of these unaudited pro forma combined condensed financial statements.

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**NOTES TO UNAUDITED PRO FORMA
COMBINED CONDENSED FINANCIAL STATEMENTS**

a. Immediately prior to the effective date of the spin-off, Alltel will transfer to Spinco property, plant and equipment (net book value of $82.9 million), net pension assets ($182.8 million), additional other postretirement liabilities ($2.9 million) and deferred compensation obligations ($14.8 million) related to the wireline operations and associated deferred income taxes ($88.2 million). In addition, Spinco will transfer to Alltel certain tax contingency reserves that will be retained by Alltel pursuant to the distribution agreement ($11.9 million), as well as certain international operations. The amounts of the transferred assets and liabilities reflected in the pro forma combined condensed balance sheet have been based upon the December 31, 2005 carrying values and are subject to change. The actual carrying values of the transferred assets and liabilities will be determined as of the date of the spin-off. In particular, the amounts of assets and liabilities associated with employee benefit plans were determined based on employees identified as of the announcement date (December 9, 2005), which did not include employees performing a shared function at that time. As employees performing shared functions are identified to join Spinco, those amounts may change, and such change may be material.

b. Prior to the spin-off and merger with Valor, Spinco will borrow approximately $4.9 billion through a new senior secured credit agreement and the issuance of unsecured debt securities in a private placement and through the distribution to Alltel of certain Spinco s debt securities representing approximately $1.538 billion in debt reduction to Alltel. Proceeds from the debt issuance will be used to pay a special dividend to Alltel in an amount not to exceed Alltel s tax basis in Spinco and for other purposes, including the repayment of certain debt obligations of Valor and Spinco, as further discussed in Note (f) below. Spinco expects to capitalize $38.0 million of debt issuance costs associated with the issuance of the $4.9 billion of long-term debt. Effective with the spin off, Alltel will contribute all of the assets and liabilities of its wireline business to Spinco in exchange for the issuance to Alltel of Spinco s common stock to be distributed pro rata to Alltel s stockholders as a tax free stock distribution, the payment of a special dividend to Alltel in an amount not to exceed Alltel s tax basis in Spinco (estimated to be approximately $2.4 billion at December 31, 2005), which Alltel will use to repurchase stock pursuant to a special stock buyback program authorized by the Alltel Board of Directors in connection with the spin-off, to repay outstanding indebtedness, or both, within one year following the spin-off, and the distribution by Spinco of certain debt securities (as described above) to Alltel. Immediately after the consummation of the spin off, Spinco will merge with and into Valor, with Valor continuing as the surviving corporation. As a result of the merger, all of the issued and outstanding shares of Spinco common stock will be converted into the right to receive an aggregate number of shares of common stock of Valor that will result in Alltel s stockholders holding approximately 85 percent of the outstanding equity interests of the surviving corporation immediately after the merger and the stockholders of Valor holding the remaining approximately 15 percent of such equity interests. It is presently estimated that 1.04 shares of Valor common stock will be distributed to Alltel stockholders for each share of Spinco common stock they are entitled to receive. The final number of shares of Valor common stock issued to effect the merger will be determined based on the actual number of Valor shares outstanding as of the merger date.

c. This adjustment is to reclassify Valor s investments in certain wireless partnerships and RTFC equity certificates as of the merger date from other assets to investments to conform to Spinco s financial statement presentation.

d. This adjustment is to eliminate as of the merger date the recorded values of Valor s goodwill of $1,057.0 million and customer list of $0.5 million and to write-off Valor s remaining unamortized debt issuance costs of $30.7 million.

e. This adjustment is to eliminate, as of the merger date, Valor s current and long-term portion of deferred activation fees of $3.1 million and $2.2 million, respectively, and the corresponding amounts of deferred acquisition costs in accordance with Emerging Issues Task Force (EITF) No. 01-3, Accounting in a Business Combination for Deferred Revenue of an Acquiree.

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NOTES TO UNAUDITED PRO FORMA
COMBINED CONDENSED FINANCIAL STATEMENTS (Continued)

f. Immediately following the merger, the surviving corporation will repay with available cash on hand all borrowings outstanding under Valor s existing credit facility ($780.6 million at December 31, 2005) and $80.0 million of long-term debt obligations of Spinco. In addition, the surviving company will pay approximately $9.5 million of early termination penalties in conjunction with repaying the long-term debt obligations of Spinco. The following table presents the estimated long-term debt outstanding of the combined company immediately following the merger on a pro forma basis (amounts in millions):

Bank Debt:	
Senior secured five-year revolving credit facility	$ 63
Term loan A 5 year maturity	500
Term loan B 7 year maturity	2,800
Total bank debt	3,363
Notes:	
ALLTEL Communications Holdings of the Midwest, Inc. 6.75%, due April 1, 2028	100
ALLTEL Georgia Communications Corp. 6.50%, due in annual installments through November 15, 2013	80
Valor 7.75%, due November 15, 2015	418
ALLTEL Holdings 10 year fixed maturity	1,565
Total notes	2,163
Total bank debt and notes	5,526
Current portion of long-term debt	10
Total long-term debt	$ 5,516

The above table presents the total pro forma long-term debt obligations of the combined company. The final amount of bank debt and notes that will be issued will be determined near close of the transaction. To the extent additional notes are issued, the bank debt will be reduced by a corresponding amount.

g. This adjustment is to recognize, as of December 31, 2005, Valor s unfunded pension and other postretirement benefits liabilities of $46.7 million and to eliminate Valor s pension asset of $0.3 million and pension and other postretirement benefits liabilities of $22.5 million in accordance with SFAS No. 87, Employers Accounting for Pensions and SFAS No. 106, Employers Accounting for Postretirement Benefits Other Than Pensions.

h. This adjustment is to eliminate Valor s additional paid-in capital, accumulated other comprehensive income, deferred equity compensation and retained deficit accounts as of the merger date.

i. This adjustment represents the estimated purchase price allocation as of December 31, 2005. For purposes of determining the purchase price allocation, the fair market value of all tangible and intangible

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NOTES TO UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS (Continued)

assets and liabilities of Valor were estimated at December 31, 2005. The allocation of purchase price was as follows:

Consideration:		
Value of Valor shares issued and outstanding at December 31, 2005(1)	$	810.9
Valor treasury stock		(0.1)
Repayment of Valor credit facility		780.6
Direct costs of acquisition(2)		18.7
Total		1,610.1
Allocated to:		
Current assets		132.8
Property, plant and equipment		717.5
Investments and other tangible assets		18.7
Identifiable intangible assets(3)		675.0
Current liabilities acquired		(97.2)
Long-term debt assumed (including fair value adjustment)(4)		(418.0)
Other long-term liabilities acquired (including deferred taxes)		(366.2)
Goodwill(3)	$	947.5

(1) The value of Valor s common stock was calculated on the basis of (1) 71,130,634 shares outstanding as of December 31, 2005 and (2) the closing price of Valor common stock on December 31, 2005 of $11.40. The final value of Valor shares will be based on the actual number of shares outstanding and the closing price of Valor stock as of the merger date.

(2) Direct cash costs consist of estimates for professional fees (including banking fees) and other direct costs of the transaction that are expected to be incurred and capitalized as part of the merger transaction, including $10.5 million of costs incurred during 2005.

(3) The identifiable intangibles consisted of (1) value assigned to the Valor customer base as of December 31, 2005 of $175.0 million and (2) value assigned to the Valor franchise rights as of December 31, 2005 of $500.0 million. For purposes of preparing the unaudited pro forma combined condensed statement of income, Spinco expects to amortize the fair value of the customer base on a straight-line basis over its average estimated life of six years. The franchise rights have been classified as indefinite-lived intangible assets and are not subject to amortization because Spinco expects both the renewal by the granting authorities and the cash flows generated from the franchise rights to continue indefinitely. Goodwill of $947.5 million represents the excess of the purchase price of the acquired business over the fair value of the underlying identifiable net tangible and intangible assets at December 31, 2005. The premium paid by Spinco in this transaction is due to the potential for greater long-term returns as the combination of Spinco and Valor will create the largest telecommunications carrier in the United States which is primarily focused on rural markets. Subsequent to this merger, due to the resulting increased size and economies of scale, the combined company should have greater financial flexibility to develop and deploy products, expand the capacity of its network, respond to competitive pressures and improve the cost structure of its operations. The preliminary allocation of value to the intangible assets was based on assumptions as to the fair

value of customers and franchise rights. These values were determined by use of a market approach, which seeks to measure the value of assets as compared to similar transactions in the marketplace. To determine market values, Spinco utilized a third party valuation firm to derive current market values for the customer base (computed on a per customer basis) and franchise rights licenses (computed on a per access line basis) from publicly available data for similar transactions in the

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NOTES TO UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS (Continued)

wireline industry. These valuations are preliminary and do not necessarily represent the ultimate fair value of such assets that will be determined by an independent valuation firm subsequent to the consummation of the merger.

(4) Fair value adjustments of $18.0 million have been made to the carrying value of Valor s long term debt that was outstanding as of the merger date and not immediately repaid. The effect of the fair value adjustment to Valor s long-term debt will be amortized as a reduction to interest expense over the term of each debt issue. The effect of the fair value adjustment to long-term debt has been included in the adjustments to the unaudited pro forma combined condensed statement of income. See Note (p).

j. This adjustment is to record the incremental deferred taxes required under SFAS No. 109, Accounting for Income Taxes, for the difference between the revised book basis, i.e., fair value, of Valor s assets other than goodwill and liabilities recorded under purchase accounting and the carryover tax basis of those assets and liabilities. Because certain of the identifiable intangible assets recognized in the purchase price allocation had no tax basis at the time of the transaction, a deferred tax liability has been recognized for the difference in book and tax basis of the identifiable intangible assets. The pro forma adjustment to deferred income taxes was based on Spinco s statutory tax rate of 38.9 percent.

A summary of the effects of the pro forma adjustments outlined in (c) to (i) on other current assets and other current liabilities, goodwill, other assets, long-term debt, other liabilities and additional paid-in capital was as follows:

Effects of pro forma adjustments on other current assets and other current liabilities:		
Eliminate current portion of Valor s deferred activation costs/fees Note(e)	$	(3.1)
Recognize payment of transaction costs and reclassification to goodwill Note(i)(2)		(10.5)
Net decrease in other current assets and other current liabilities	$	(13.6)
Effects of pro forma adjustments on goodwill:		
Eliminate carrying value of Valor s goodwill Note(d)	$	(1,057.0)
Record goodwill in connection with ALLTEL Holding s reverse acquisition of Valor Note(i)(3)		947.5
Net increase in goodwill resulting from pro forma adjustments	$	(109.5)
Effects of pro forma adjustments on other assets:		
Eliminate carrying value of Valor s unamortized debt issuance costs Note(d)	$	(30.7)
Reclassification of Valor s investments in wireless partnerships and RTFC equity certificates Note(c)		(15.7)
Eliminate long-term portion of Valor s deferred activation costs Note(e)		(2.2)
Eliminate Valor s pension asset and customer list Note(d) and Note(g)		(0.8)
Net decrease in other assets resulting from pro forma adjustments	$	(49.4)
Effects of pro forma adjustments on long-term debt:		
Reflect repayment of Valor long-term debt obligations Note(f)	$	(780.6)
Adjust Valor bonds to fair value Note(i)(4)		18.0
Net decrease in long-term debt resulting from pro forma adjustments	$	(762.6)

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NOTES TO UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS (Continued)

Effects of pro forma adjustments on other liabilities:		
Eliminate long-term portion of Valor s deferred activation fees Note(e)		(2.2)
Record additional pension and other postretirement benefit liabilities Note(g)		24.2
Net increase in other liabilities resulting from pro forma adjustments	$	22.0
Effects of pro forma adjustments on additional paid-in capital:		
Issuance of Valor common stock to effect the merger transaction Note(i)(1)		810.9
Eliminate Valor s additional paid-in capital balance Note(h)		(918.9)
Net decrease in additional paid-in capital resulting from pro forma adjustments	$	(108.0)

k. This adjustment is to eliminate the intercompany revenues and related expenses associated with Spinco s agreement to provide customer billing services to Valor.

l. This adjustment reflects the amortization of the finite-lived identifiable intangible assets recorded in this transaction as previously described in Note (i)(3) above. For purposes of determining the amount of the adjustment, the estimated life of Valor s customer base was assumed to be six years.

m. This adjustment is to eliminate royalty expense charged to Spinco by Alltel pursuant to a licensing agreement with an Alltel affiliate under which Spinco s incumbent local exchange carrier subsidiaries were charged a royalty fee for the use of the Alltel brand name in marketing and distributing telecommunications products and services. Following the spin-off and merger with Valor, Spinco will no longer incur this charge as it will cease use of the Alltel brand name, and accordingly, this expense has been eliminated in the pro forma combined condensed statement of income.

n. This adjustment is to eliminate spin-off-related costs incurred by Spinco and merger-related costs incurred by Valor during 2005 which are directly related to the transaction. Following the spin-off and merger, neither company will incur these charges, and accordingly, these expenses have been eliminated in the pro forma combined condensed statement of income. In addition, this adjustment is to eliminate the operating results of the international operations to be transferred from Spinco to Alltel upon consummation of the merger as discussed in Note (a).

o. This adjustment is to eliminate the intercompany interest income earned by Spinco from Alltel on certain interim financing that Spinco provides to Alltel in the normal course of business. In conjunction with the spin-off, all intercompany balances between Spinco and Alltel will be settled via the special dividend discussed in Note (b). Accordingly, the intercompany interest income has been eliminated in the pro forma combined condensed statement of income.

p. The adjustment is to record (1) the estimated annual interest expense recognized on newly issued debt of the combined company as calculated below, (2) the amortization of debt issuance costs capitalized associated with the newly issued debt as computed below, (3) elimination of interest expense and amortization of debt issuance costs related to pre-existing debt of Spinco and Valor that will be repaid immediately upon consummation of the merger as discussed in Note (f) above, and (4) the effects of amortizing the fair value adjustment to Valor s long-term debt discussed in Note (i)(4) above. As of January 1, 2005, the fair value adjustment to Valor s long-term debt was estimated to be $18 million.

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NOTES TO UNAUDITED PRO FORMA
COMBINED CONDENSED FINANCIAL STATEMENTS (Continued)

Calculation of estimated annual interest expense for newly issued debt of the combined company is as follows:

Senior secured five-year revolving credit facility	$ 4.0
Term loan A 5 year maturity	30.2
Term loan B 7 year maturity	176.4
Senior notes 10 year fixed maturity	113.5
Total	$ 324.1

The weighted average interest rate for the newly issued debt was estimated to be 6.576 percent, resulting in annual interest expense of $324.1 million. A change in the weighted average interest rate of one-eighth of one percent would change interest expense by $6.2 million.

Debt issuance costs are amortized over the life of the related debt. Debt issuance costs, the related amortization period and cost per year are estimated as follows:

		Amortization	
	Issuance Fee	Number of Years	Per Year
Senior secured five-year revolving credit facility	$ 5.0	5.0	$ 1.0
Term loan A 5 year maturity	5.0	5.0	1.0
Term loan B 7 year maturity	28.0	7.0	4.0
Totals	$ 38.0		$ 6.0

A summary of the effects of the adjustments on interest expense are as follows:

Estimated annual interest expense related to newly issued debt of the combined company (per above)	$ 324.1
Amortization of estimated capitalized debt issuance costs associated with the newly issued debt (per above)	6.0
Elimination of interest expense and amortization of debt issuance costs related to repayment of borrowings outstanding under Valor s existing credit agreement and repurchase of certain debt obligations of Alltel Holding	(59.0)
Reduction in interest expense due to amortizing fair value adjustment Note(i)(4)	(1.8)
Net increase in interest expense	$ 269.3

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NOTES TO UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS (Continued)

The following table represents a summary of the future repayments of long-term debt obligations and related interest expense resulting from the issuance of long-term debt discussed in Note (f) as of December 31, 2005:

	Payments Due by Period (in millions)				
	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years	Total
Long-term debt, including current maturities(a)	$ 10.0	$ 151.0	$ 564.0	$ 4,783.0	$ 5,508.0
Interest payments on long-term debt obligations(b)	367.4	725.7	701.7	1,182.0	2,976.8
Total projected long-term debt and interest payments	$ 377.4	$ 876.7	$ 1,265.7	$ 5,965.0	$ 8,484.8

(a) Excludes fair value adjustment of $18 million related to the Valor 7.75% notes.

(b) Excludes amortization of estimated capitalized debt issuance costs and reduction in interest expense due to amortizing fair value adjustment related to the Valor 7.75% notes.

q. This adjustment is to reflect the tax effect of the pro forma adjustments described in Notes (k) through (o) above and was based on Spinco s statutory tax rate of 38.9 percent.

r. The adjustment to both the weighted average shares outstanding and the diluted weighted average shares outstanding is to reflect the additional Valor common shares of 403.0 million, calculated as of December 31, 2005, issued to effect the merger with Spinco, as well as 1.8 million shares of unvested restricted stock issued by Valor that will vest upon consummation of the merger.

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THE ANNUAL MEETING

Date, Time and Place

These proxy materials are delivered in connection with the solicitation by Valor s Board of Directors of proxies to be voted at the Valor annual meeting, which is to be held at [ ] in New York, NY at 10:00 a.m. (Eastern Daylight Time) on [ ], 2006. On or about [ ], 2006, Valor commenced mailing this proxy statement/ prospectus-information statement and the enclosed form of proxy to its stockholders entitled to vote at the meeting.

Matters for Consideration

At the annual meeting, Valor stockholders will be asked to:

1. to adopt the Agreement and Plan of Merger, dated as of December 8, 2005, as such may be amended from time to time (the Merger Agreement), by and among Alltel Corporation, Alltel Holding Corp. (Spinco) and Valor Communications Group, Inc., pursuant to which (i) Alltel Holding Corp. will merge with and into Valor, after which Valor will survive as a stand-alone company and will hold and conduct the combined business operations of Valor and Spinco and (ii) Valor will issue an aggregate number of shares in the merger equal to 5.667 multiplied by Valor s total number of shares of common stock outstanding on a fully-diluted basis immediately prior to the merger, which we expect to equal approximately 403,000,000 shares;

2. to approve the amendment of the organizational documents of Valor Communications Group, Inc. in their entirety pursuant to the merger to amend (a) the Certificate of Incorporation to increase the authorized shares of Valor common stock from 200,000,000 to 2,000,000,000 and divide the board of directors into three classes with each class consisting, as nearly as may be possible, of one-third of the total number of directors constituting the entire board of directors and (b) the Bylaws to divide the board of directors into three classes with each class consisting, as nearly as may be possible, of one-third of the total number of directors constituting the entire board of directors;

3. to approve the issuance of up to 405,000,000 shares of Valor common stock to Alltel stockholders in accordance with the terms of the Merger Agreement;

4. to adopt and approve the 2006 Equity Incentive Plan, a copy of which is attached as Annex G to this proxy statement/ prospectus-information statement;

5. to elect eleven (11) directors to serve until the 2007 Annual Meeting of Stockholders or until their successors are duly elected and qualified or until their earlier removal, resignation or death;

6. to ratify the appointment of Deloitte & Touche LLP as Valor s independent registered public accounting firm for the fiscal year ending December 31, 2006 or until their earlier removal or termination;

7. to adjourn the annual meeting, if necessary, to solicit additional proxies for the adoption of the merger agreement, approval of the amendment to the certificate of incorporation and bylaws of Valor pursuant to the merger or approval of the issuance of shares of Valor common stock pursuant to the merger; and

8. to transact any and all other business that may properly come before the annual meeting or any adjourned session of the annual meeting.

The proposals set forth in items one through three above are conditioned on the other two and approval of each is required for completion of the merger. The proposal set forth in item four is conditioned upon the approval of the first three items. Furthermore, with respect to items 5 and 6, you should be aware that if the merger is completed, then by virtue of the merger the persons elected at the annual meeting to serve as directors shall be replaced by the persons who serve as directors of Spinco immediately prior to the merger. It is currently anticipated that Valor s post-merger Board of Directors will consist of the following nine persons: Jeffery R. Gardner (who most recently served as Alltel s

Executive Vice President Chief Financial

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Officer), Francis X. Frantz (who most recently served as Alltel s Executive Vice President External Affairs, General Counsel and Secretary), six directors designated by Alltel (one of whom will be Dennis E. Foster, a current director of Alltel) and Anthony J. de Nicola (the current Chairman of Valor s Board of Directors). You should also be aware that if the merger is completed, PricewaterhouseCoopers LLP will become Valor s post-merger independent registered public accounting firm for the fiscal year ending December 31, 2006.

THE VALOR COMMUNICATIONS GROUP, INC. BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE MERGER AGREEMENT AND THE MERGER AND UNANIMOUSLY RECOMMENDS THAT VALOR STOCKHOLDERS VOTE FOR THE PROPOSALS TO ADOPT THE MERGER AGREEMENT, TO APPROVE THE AMENDMENT OF THE VALOR ORGANIZATIONAL DOCUMENTS IN THEIR ENTIRETY PURSUANT TO THE MERGER INCREASING THE AUTHORIZED SHARES OF VALOR COMMON STOCK AND IMPLEMENTING A CLASSIFIED BOARD OF DIRECTORS AND TO APPROVE THE ISSUANCE OF VALOR COMMON STOCK PURSUANT TO THE MERGER, EACH OF WHICH IS NECESSARY TO EFFECT THE MERGER, AS WELL AS FOR THE ADOPTION OF THE 2006 EQUITY INCENTIVE PLAN (WHICH IS CONDITIONED UPON STOCKHOLDER APPROVAL OF THE MERGER PROPOSALS), THE BOARD S NOMINEES FOR DIRECTOR AND FOR THE RATIFICATION OF VALOR S INDEPENDENT AUDITORS AND, IF NECESSARY, THE ADJOURNMENT OF THE ANNUAL MEETING TO SOLICIT ADDITIONAL PROXIES FOR THE MERGER PROPOSALS.

Annual Meeting Record Date; Voting Information

The Valor Board of Directors has fixed the close of business on [ ], 2006 as the record date for determining the holders of Valor common stock entitled to notice of, and to vote at, the annual meeting. Only holders of record of Valor common stock at the close of business on the record date will be entitled to notice of, and to vote at, the annual meeting or any adjournments or postponements thereof.

As of the record date, approximately [ ] shares of Valor common stock were issued and outstanding and entitled to vote at the annual meeting and there were [ ] holders of record of Valor common stock. Valor s amended bylaws provide that each share of Valor common stock shall entitle the holder to one vote on each matter to be considered at the annual meeting. A complete list of stockholders entitled to vote at the meeting will be open to the examination of stockholders for a period of ten days prior to the meeting, during ordinary business hours, at the offices of Valor, 201 E. John Carpenter Freeway, Suite 200, Irving, Texas 75062, and also on the meeting date.

If you are a record holder of Valor common stock on the record date, you may vote your shares of Valor common stock and Valor in person at the annual meeting or by proxy as described below under Voting by Proxy on page [ ].

Quorum

In order to carry on the business of the meeting, Valor must have a quorum. A quorum requires the presence, in person or by proxy, of the holders of a majority of the votes entitled to be cast at the meeting. Valor counts abstentions and broker non-votes as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a stockholder fails to provide voting instructions to its broker for shares it holds in street name. Under those circumstances, a stockholder s broker may be authorized to vote for it on some routine items but is prohibited from voting on other items. Brokers are not authorized to vote on the proposals relating to the merger or the approval of the 2006 Equity Compensation Plan without instructions. Those items for which a stockholder s broker cannot vote result in broker non-votes.

Required Vote

The affirmative vote of a majority of the voting power of the outstanding shares of Valor common stock entitled to vote on the proposals, voting together as a single class, is required to adopt the merger agreement, to approve the amendment of the Valor organizational documents in their entirety pursuant to the merger

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increasing the authorized shares of Valor common stock and implementing a classified board of directors and to approve the issuance of Valor common stock to Alltel stockholders pursuant to the merger. Because the required vote of Valor stockholders for these matters is based upon the number of outstanding shares of Valor common stock entitled to vote, rather than upon the number of shares actually voted, the failure by the holder of any such shares to submit a proxy or vote in person at the annual meeting, including abstentions and broker non-votes, will have the same effect as a vote against the merger proposals. No vote of Alltel stockholders is required or being sought in connection with the spin-off transaction or the merger.

In connection with the execution of the distribution agreement and the merger agreement, Spinco entered in a voting agreement with persons affiliated with Welsh, Carson, Anderson & Stowe and Vestor Capital Partners who collectively own approximately 41% of Valor s outstanding common shares. Pursuant to the voting agreement, these stockholders have agreed to vote all of their shares of Valor common stock (i) in favor of the approval of the merger and the approval and adoption of the merger agreement and (ii) except with the written consent of Spinco, against certain alternative proposals that may be submitted to a vote of the stockholders of Valor regarding an acquisition of Valor. In the event that the merger agreement terminates for any reason, the voting agreement will automatically terminate.

The Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote in the election of directors. The accompanying proxy card provides space for a stockholder to withhold authority to vote for any of the nominees to Valor s Board of Directors. Neither shares as to which the authority to vote on the election of directors have been withheld nor broker/nominee non-votes will be counted as affirmative votes to elect director nominees to the Board of Directors. However, since director nominees need only receive the vote of a plurality of the votes represented and entitled to vote at the meeting, a vote withheld from a particular nominee and broker/nominee non-votes will not affect the election of such nominee.

Except as applicable laws may otherwise provide, if a quorum is present, the approval of any other matter that may properly come before the meeting, including the ratification of Valor s independent auditor, will require the affirmative vote of a majority of the votes represented and entitled to vote on the matter at the meeting. Shares of Valor common stock that are voted to abstain from any other business coming before the meeting will be counted and will have the effect of a negative vote. Broker/nominee non-votes will not be counted as votes for or against any such other matter and thus will have no effect.

Computershare, the transfer agent and registrar for Valor common stock as of the Record Date, has been appointed by the Board of Directors to ascertain the number of shares represented, receive proxies and ballots, tabulate the vote and serve as inspector of election at the meeting.

Voting by Proxy

Giving a proxy means that a Valor stockholder authorizes the persons named in the enclosed proxy card to vote its shares at the Valor annual meeting in the manner it directs. A Valor stockholder may cause its shares to be voted by granting a proxy or by voting in person at the meeting. A Valor stockholder may use one of three methods to grant a proxy if it is a registered holder (that is, it holds its stock in its own name):

Via telephone, by calling Computershare Investor Services, LLC toll-free at 1-800-652-VOTE(8683) from the United States and Canada and following the series of voice instructions that will direct you how to grant a proxy. Have your proxy card available when you call. Telephone voting will be available 24 hours a day until 1:00 a.m., Central Standard Time, on [ ], 2006;

Via the Internet, as permitted by Section 212(c) of the DGCL, by going to the website www.computershare.com/expressvote and following the on-screen instructions that will direct you how to grant a proxy. Internet proxy submission will be available 24 hours a day until 1:00 a.m., Central Standard Time, on [ ], 2006. Have your proxy card available when you access the website as it contains individual proxy access and account numbers that you will need to enter the website.

Mail, by completing and returning the proxy card or voter information form in the enclosed envelope. The envelope requires no additional postage if mailed in the United States.

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Valor requests that Valor stockholders complete and sign the accompanying proxy and return it to Valor as soon as possible in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed, the shares of Valor stock represented by it will be voted at the Valor annual meeting in accordance with the instructions contained on the proxy card.

If any proxy is returned without indication as to how to vote, the Valor stock represented by the proxy will be voted in favor of all matters for consideration at the Valor annual meeting described in this proxy statement/ prospectus-information statement. Unless a Valor stockholder checks the box on its proxy card to withhold discretionary authority, the proxyholders may use their discretion to vote on other matters relating to the Valor annual meeting.

If a Valor stockholder s shares are held in street name by a broker or other nominee, the stockholder should check the voting form used by that firm to determine whether it may provide voting instructions by telephone or the Internet.

EVERY VALOR STOCKHOLDER S VOTE IS IMPORTANT. ACCORDINGLY, EACH VALOR STOCKHOLDER SHOULD SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD, OR SUBMIT A PROXY VIA THE INTERNET OR BY TELEPHONE, WHETHER OR NOT IT PLANS TO ATTEND THE VALOR ANNUAL MEETING IN PERSON.

Revocability of Proxies and Changes to a Valor Stockholder s Vote

Valor stockholders of record may revoke their proxy at any time prior to the time their shares are voted at the annual meeting. Stockholders of record may revoke their proxy by:

- sending a written notice to the corporate secretary of Valor that is received prior to the annual meeting stating that you revoke your proxy;
- properly completing a new proxy card bearing a later date and properly submitting it so that it is received prior to the annual meeting;
- logging onto the Internet website specified on your proxy card in the same manner you would to submit your proxy electronically or by calling the telephone number specified on your proxy card prior to the annual meeting, in each case if you are eligible to do so and following the instructions on the proxy card; or
- attending the annual meeting and voting in person.

Simply attending the annual meeting will not revoke your proxy. If you instructed a broker to vote your shares and you wish to change your instructions, you must follow your broker s directions for changing those instructions. If an adjournment occurs and no new record date is set, it will have no effect on the ability of Valor stockholders of record as of the record date to exercise their voting rights or to revoke any previously delivered proxies.

Solicitation of Proxies

This solicitation is made on behalf of the Valor Board of Directors. Valor will pay the costs of soliciting and obtaining the proxies, including the cost of reimbursing brokers, banks and other financial institutions for forwarding proxy materials to their customers. Proxies may be solicited, without extra compensation, by Valor s officers and employees by mail, telephone, fax, personal interviews or other methods of communication. Valor may engage a proxy solicitor to assist it in the distribution and solicitation of proxies and may pay up to $10,000 plus out-of-pocket expenses for such services.

Voting by Valor Management

Certain stockholders of Valor have entered into a Voting Agreement with Alltel whereby they have agreed to vote or cause to be voted all of the Valor shares they own in favor of the adoption of the merger agreement and the amendment of the Valor organizational documents in their entirety pursuant to the merger

increasing the authorized shares of Valor common stock and implementing a classified board of directors and the issuance of Valor common stock. For more information regarding the Voting Agreement see The Voting Agreement beginning herein at page [ ]. In addition, Valor s directors and executive officers have either entered into this agreement with Alltel in their capacity as a stockholder of Valor or have otherwise indicated they intend to vote their Valor common shares in favor of the merger and transactions contemplated thereby. These stockholders and Valor s executive officers and directors together hold an aggregate of approximately 42% of the aggregate number of votes entitled to be cast at the annual meeting.

Other Matters

As of the date of this proxy statement/ prospectus-information statement, Valor s Board of Directors knows of no other matters that will be presented for consideration at the annual meeting other than as described in this proxy statement/ prospectus-information statement. If any other matters properly come before the annual meeting of Valor stockholders, or any adjournments of the annual meeting are proposed (other than any adjournments contemplated by Proposal No. 7), and are properly voted upon, the enclosed proxies will give the individuals that Valor stockholders name as proxies discretionary authority, to vote the shares represented by these proxies as to any of these matters; *provided, however*, that such individuals will only exercise this discretionary authority with respect to matters that were unknown a reasonable time before the solicitation of proxies. The individuals named as proxies intend to vote or not to vote in accordance with the recommendation of Valor s Board of Directors.

Stockholder Proposals for the 2007 Annual Meeting

Stockholders may submit proposals on matters appropriate for stockholder action at Valor s annual stockholders meetings, consistent with rules adopted by the SEC. We must receive such proposals no later than [ ] to be considered for inclusion in the proxy statement and form of proxy card relating to the Annual Meeting of Stockholders in 2007. In addition, our Bylaws establish an advance notice procedure with regard to certain matters, including stockholder proposals not included in our proxy statement, to be brought before an annual meeting of stockholders. In general, notice must be received by our Secretary at our principal executive office not less than 60 days or more than 90 days prior to the scheduled annual meeting, regardless of any postponements, deferrals or adjournments of that meeting unless less than 70 days notice or prior public disclosure of the date scheduled for the meeting is given or made, in which event notice by the stockholder to be timely must be delivered or received not later than the close of business on the tenth day following the earlier of (i) the day on which such notice of the date of the scheduled annual meeting was mailed or (ii) the day on which such public disclosure was made. Our bylaws require that the proposal must set forth a brief description of the proposal, the name and address of the proposing stockholder as they appear on our books, the number of shares of Valor Common Stock the stockholder holds and any material interest the stockholder has in the proposal.

2005 Annual Report on Form 10-K

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2005, as filed with the SEC, is included as part of the annual report mailed to Valor s stockholders with this proxy statement/ prospectus-information statement. This Annual Report on Form 10-K may also be accessed on our website at www.valortelecom.com.

Certain Information

The material referred to in this proxy statement/ prospectus-information statement under the captions Performance Graph, Compensation Committee Report on Executive Compensation and Audit Committee Report and information included in our website (www.valortelecom.com) shall not be deemed soliciting material or otherwise deemed filed and shall not be deemed to be incorporated by any general statement of incorporation by reference in any filings made under the Securities Act of 1933 or the Securities Exchange Act of 1934.

PROPOSAL 1.
ADOPTION OF THE MERGER AGREEMENT
(Item 1 on Proxy Card)

As discussed elsewhere in this proxy statement/ prospectus-information statement, holders of Valor common stock are considering adoption of the merger agreement. Valor stockholders should read carefully this joint proxy statement/ prospectus-information statement in its entirety, including the annexes, for more detailed information concerning the merger agreement, the merger and the transactions contemplated thereby. See The Transactions. In particular, holders of Valor common stock are directed to the merger agreement, a composite copy of which is Annex A to this joint proxy statement/ prospectus-information statement.

VALOR S BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ADOPTION OF THE MERGER AGREEMENT IN THIS PROPOSAL 1.

PROPOSAL 2.
AMENDMENT OF THE VALOR ORGANIZATIONAL DOCUMENTS IN THEIR ENTIRETY PURSUANT TO THE
MERGER INCREASING THE AUTHORIZED SHARES OF VALOR COMMON STOCK
AND IMPLEMENTING A CLASSIFIED BOARD OF DIRECTORS
(Item 2 on Proxy Card)

Valor is proposing to amend its organizational documents in their entirety pursuant to the merger to amend: (a) the Certificate of Incorporation to increase the authorized shares of Valor common stock from 200,000,000 to 2,000,000,000 and divide the board of directors into three classes with each class consisting, as nearly as may be possible, of one-third of the total number of directors constituting the entire board of directors and (b) the Bylaws to divide the board of directors into three classes with each class consisting, as nearly as may be possible, of one-third of the total number of directors constituting the entire board of directors. Valor s Amended and Restated Certificate of Incorporation and its Amended and Restated Bylaws are attached to this joint proxy statement/ prospectus-information statement as Annex E and Annex F, respectively.

Valor currently has 200,000,000 shares of common stock authorized for issuance. On the record date for the annual meeting, Valor had outstanding [ ] shares of common stock. Valor expects to issue an aggregate of approximately 405,000,000 shares of common stock to holders of Spinco common stock pursuant to the merger. Therefore, pursuant to the merger, Valor is proposing to increase the number of authorized shares of common stock to give it sufficient authorized shares to complete the merger. The increased share authorization will also provide greater flexibility in the capital structure of the resulting company by allowing it to raise capital that may be necessary to further develop its business, to fund potential acquisitions, to have shares available for use in connection with stock plans and to pursue other corporate purposes that may be identified by the Board of Directors.

The Board of Directors of Windstream will determine whether, when and on what terms the issuance of shares of common stock may be warranted in connection with any future actions. No further action or authorization by Windstream s stockholders will be necessary before issuance of the additional shares of common stock authorized under the Certificate of Incorporation resulting from the merger, except as may be required by applicable law or regulatory agencies or by the rules of the NYSE or of any stock exchange on which the common stock may then be listed.

Although an increase in the authorized shares of common stock could, under certain circumstances, also be construed as having an anti-takeover effect (for example, by permitting easier dilution of the stock ownership of a person seeking to effect a change in the composition of the Board of Directors or contemplating a tender offer or other transaction resulting in the acquisition of Windstream by another company), the proposed increase in shares authorized is not in response to any effort by any person or group to accumulate

common stock or to obtain control of Valor by any means. In addition, the proposal is not part of any plan by Valor s Board of Directors to recommend or implement a series of anti-takeover measures.

In addition, Valor s Certificate of Incorporation and Bylaws currently provide that all directors are to be elected annually to serve until their successors have been elected and qualified. Delaware law permits provisions in the certificate of incorporation approved by stockholders that provide for a classified board of directors. The proposed amendment of Valor s Certificate of Incorporation and Bylaws pursuant to the merger would provide that directors will be classified into three classes, comprised of as nearly equal in number of directors as possible. At each annual meeting, the successors to the class of directors whose terms expire at that meeting would be elected for a term of office to expire at the third succeeding annual meeting after their election and until their successors have been duly elected and qualified.

The classified board proposal is designed to assure continuity and stability in the Board of Directors leadership and policies. While management has not experienced any problems with such continuity in the past, it wishes to ensure that this experience will continue. In addition, the Board believes that the stability created by establishing three-year terms will increase our ability to attract and retain talented directors.

The Board of Directors also believes that the classified board proposal will assist the Board of Directors in protecting the interests of our stockholders in the event of an unsolicited takeover attempt of Valor. Currently, a change in control of the Board of Directors can be made by stockholders holding a majority of the votes cast at a single annual meeting. If we implement a classified board of directors, it will take at least two annual meetings for stockholders to effect a change in control of the Board of Directors, because only a minority of the directors will be elected at each meeting. Because of the additional time required to change control of the Board of Directors, the classified board proposal will tend to deter takeover attempts. The proposed classification of the Board of Directors is not being recommended in response to a currently pending or threatened attempt to acquire control of Valor.

If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class even if that term shall extend beyond the next annual meeting of stockholders. In addition, any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of such director s predecessor even if that term shall extend beyond the next annual meeting of stockholders.

The amendment of Valor s organizational documents reflected in this Proposal 2 will become effective only in connection with and at the time and by virtue of completion of the merger. This Proposal 2 is conditioned on the approval of Proposals 1 and 3, and the approval of all three of these Proposals is required for completion of the merger.

VALOR S BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THIS PROPOSAL 2.

PROPOSAL 3.

ISSUANCE OF VALOR COMMON STOCK PURSUANT TO THE MERGER

(Item 3 on Proxy Card)

Under Rule 312.03 of the NYSE, a company listed on the NYSE is required to obtain stockholder approval before the issuance of common stock, or securities convertible into or exercisable for common stock, if the common stock issued in a transaction exceeds 20% of the shares of common stock of the corporation outstanding immediately before the effectiveness of the transaction. At the effective time of the merger, Valor will issue approximately 405 million shares of Valor common stock in the aggregate to the holders of Spinco common stock pursuant to the merger. The aggregate number of shares of Valor common stock to be issued pursuant to the merger will exceed 20% of the shares of Valor s common stock outstanding on the record date for the annual meeting, and for this reason Valor must obtain the approval of its stockholders for the issuance of these securities to Alltel stockholders pursuant to the merger.

Valor is asking its stockholders to approve the issuance of common stock to Alltel stockholders pursuant to the merger. The issuance of these securities to Alltel stockholders is necessary to effect the merger. This Proposal 3 is conditioned on the approval of Proposals 1 and 2, and the approval of all three of these Proposals is required for completion of the merger.

VALOR S BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THIS PROPOSAL 3.

PROPOSAL 4.

ADOPTION OF 2006 EQUITY INCENTIVE PLAN

(Item 4 on Proxy Card)

If the merger proposals are approved, the stockholders will be asked to approve the new 2006 equity incentive plan (the 2006 Plan).

Introduction

The Board of Directors of Valor considers stock-based incentive compensation an essential tool to attract, retain and motivate our officers, key employees and directors and to align their interests with the interests of our stockholders. Consistent with this view, on February 9, 2005, the Board of Directors of Valor adopted the 2005 Long-Term Equity Incentive Plan (the 2005 Plan). A total of 2,500,000 shares of our common stock were reserved for issuance under the 2005 Plan, of which February 9, 2005 remain available for awards.

After the proposed merger, however, Windstream will be considerably larger than Valor was at the time that the 2005 Plan was adopted, with an increased number of key employees. It is anticipated that Windstream will make equity awards to its employees following completion of the merger. As a result, in order to ensure that Windstream has adequate means to provide equity incentive compensation for its employees on a going forward basis, the Board of Directors deems it to be in the best interests of its stockholders to adopt the 2006 Plan.

The 2006 Plan reflects recent changes in the tax laws applicable to certain deferred compensation arrangements, changes in financial accounting rules that govern equity compensation and other developments in executive compensation practices. Moreover, the 2006 Plan is designed to comply with the requirements under Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code). Section 162(m) of the Code generally prevents a publicly held corporation from claiming federal income tax deductions for compensation in excess of $1 million paid to certain of its senior executives. Compensation is exempt from this limitation, however, if it qualifies as performance-based compensation.

Our stockholders are asked to approve the 2006 Plan to qualify stock options for treatment as incentive stock options for purposes of Section 422 of the Code (ISOs), to qualify certain compensation under the 2006 Plan as performance-based compensation for purposes of Section 162(m) of the Code, and to satisfy New York Stock Exchange guidelines relating to equity compensation. The 2006 Plan, if approved by our stockholders, will become effective as of the effective time of the merger.

The following is a summary of the 2006 Plan and is qualified in its entirety by reference to the full text of the 2006 Plan, a copy of which is attached as Annex G to this proxy statement/ prospectus-information statement.

The Board of Directors of Valor unanimously recommends that stockholders vote FOR Proposal No. 4. The affirmative vote of a majority of the votes present and entitled to vote on the matter is required for approval of the 2006 Plan.

Plan Limits

The maximum number of shares of Windstream common stock that may be issued or transferred with respect to awards under the 2006 Plan is 10,000,000, which may include authorized but unissued shares, treasury shares, or a combination thereof. Shares covered by an award granted under the 2006 Plan shall not

be counted as used unless and until they are actually issued and delivered to a participant. Shares covering awards that expire, are forfeited or are cancelled will again be available for issuance under the 2006 Plan, and upon payment in cash of the benefit provided by any award granted under the 2006 Plan, any shares that were covered by that award will be available for issue or transfer under the 2006 Plan. Importantly, however, the following shares of Windstream common stock will not be added back to the aggregate plan limit described above: (1) shares tendered in payment of the option price of a stock option granted under the 2006 Plan; (2) shares withheld by Windstream to satisfy the tax withholding obligation; and (3) shares that are repurchased by Windstream in connection with the exercise of a stock option granted under the 2006 Plan. Moreover, all shares of Windstream common stock covered by a stock appreciation right, to the extent that it is exercised and settled in shares, and whether or not shares are actually issued to the participant upon exercise of the right, shall be considered issued or transferred pursuant to the 2006 Plan.

In addition to the aggregate limit on awards described above, the 2006 Plan imposes various sub-limits on the number of shares of Windstream common stock that may be issued or transferred under the 2006 Plan. In order to comply with the rules applicable to ISOs, the 2006 Plan provides that the aggregate number of shares of Windstream common stock actually issued or transferred by Windstream upon the exercise of ISOs may not exceed 10,000,000 shares. In order to comply with the exemption from Section 162(m) of the Code relating to performance-based compensation, the 2006 Plan imposes the following additional sub-limits: (i) no participant may be granted option rights and SARs, in the aggregate, for more than 1,000,000 shares of Windstream common stock during any calendar year, (ii) no participant may be granted performance shares and restricted shares specifying management objectives (described below), in the aggregate, for more than 1,000,000 shares of Windstream common stock during any calendar year, and (iii) no participant may be granted performance units having an aggregate maximum value as of their date of grant in excess of $12,000,000 during any calendar year. Finally, the 2006 Plan provides that the number of shares of Windstream common stock issued as SARs, restricted shares and restricted stock units (after taking forfeitures into account) shall not exceed, in the aggregate, 8,500,000 shares.

The maximum number of shares of Windstream common stock which may be awarded under the 2006 Plan, the various sub-limits described above, and the number of shares and price per share applicable to any outstanding award, are subject to adjustment in the event of stock dividends, stock splits, combinations of shares, recapitalizations, mergers, consolidations or other reorganizations of Windstream.

Administration

The Compensation Committee of Windstream, or such other committee or subcommittee of the Board of Directors of Windstream that qualifies as a compensation committee under the New York Stock Exchange listing standards (all references to the Compensation Committee used in this description of the 2006 Plan shall refer to such committee or subcommittee), is authorized to administer the 2006 Plan. The Compensation Committee will have complete and absolute authority to make any and all decisions regarding the administration of the 2006 Plan, including the authority to construe and interpret the plan and awards granted thereunder.

Eligibility

All of the officers and other key employees of Windstream and its subsidiaries (or any person who has agreed to serve in such capacity) are eligible to participate in the 2006 Plan as selected by the Compensation Committee in its discretion. In addition, non-employee directors of Windstream are eligible to participate in the 2006 Plan as selected by the Compensation Committee in its discretion. Accordingly, it is estimated that approximately 300 employees and 7 non-employee directors may be eligible for awards under the 2006 Plan.

Officers and other key employees may be granted each type of award available under the 2006 Plan. Non-employee directors may be granted nonqualified stock options, SARs, restricted shares, restricted stock units and other share-based awards, but are not eligible for grants of incentive stock options, performance shares or performance units.

Option Rights

The Compensation Committee may, in its discretion, award option rights to officers and other key employees of Windstream and its subsidiaries. Option rights granted to employees under the 2006 Plan may be option rights that are intended to qualify as ISOs or option rights that are not intended to so qualify (i.e., non-qualified stock options) or combinations thereof.

Option rights provide the right to purchase shares of Windstream common stock at a price not less than their fair market value on the date of grant (which date may not be earlier than the date that the Compensation Committee takes action with respect thereto). The fair market value of Windstream s common stock as reported on the New York Stock Exchange on [ ], 2006 was $[ ] per share. No option rights may be exercised more than ten years from the date of grant. Each grant must specify the period of continuous employment that is necessary before the option rights become exercisable, and may provide for the earlier exercise of such option rights in the event of a change in control of Windstream, retirement, death or disability of the optionee, or other similar transaction or event approved by the Compensation Committee.

The option price is payable at the time of exercise (i) in cash, (ii) by the transfer to Windstream of nonforfeitable, unrestricted shares of Windstream common stock that are already owned by the option holder and have a value at the time of exercise equal to the option price, (iii) with any other legal consideration that the Compensation Committee may deem appropriate or (iv) by any combination of the foregoing methods of payment. Any grant of option rights may provide for deferred payment of the option price from the proceeds of sale through a broker on the date of exercise of some or all of the shares of Windstream common stock to which the exercise relates, or the payment of the option price in installments (although, in the case of executive officers and directors, these payment methods may be affected by the restrictions on personal loans to executive officers provided by the Sarbanes-Oxley Act of 2002).

Any grant of option rights may specify management objectives (as described below) that must be achieved as a condition to exercise such rights. The Compensation Committee may, at the date of grant of any option rights (other than the grant of an ISO), provide for the payment of dividend equivalents to the optionee on a current, deferred or contingent basis or may provide that such equivalents be credited against the option price. Successive grants may be made to the same option holder regardless of whether option rights previously granted to him or her remain unexercised.

SARs

The Compensation Committee may, in its discretion, award SARs to officers and other key employees of Windstream and its subsidiaries. SARs represent the right to receive from Windstream an amount, determined by the Compensation Committee and expressed as a percentage not exceeding 100 percent, of the difference between the base price established for such SARs (not less than the fair market value per share of Windstream common stock on the date of grant) and the market value of the common stock on the date the SARs are exercised.

SARs can be tandem (granted with option rights to provide an alternative to exercise of the option rights) or free-standing. Tandem SARs may only be exercised at a time when the related option right is exercisable and the spread is positive, and requires that the related option right be surrendered for cancellation. Free-standing SARs must have a base price per appreciation right (not less than the fair market value of a share on the date of grant) and may not be exercisable more than ten years from the date of grant.

Any grant of SARs may specify that the amount payable by Windstream on exercise of the appreciation right may be paid in cash, in shares of Windstream common stock or in any combination thereof, and may either grant to the recipient or retain in the Compensation Committee the right to elect among those alternatives. Any grant of SARs may provide for the payment of dividend equivalents in the form of cash or shares of Windstream common stock paid on a current, deferred or contingent basis. Each grant must specify the period of continuous employment that is necessary before the SARs become exercisable, and may provide for the earlier exercise of such SARs in the event of a change in control of Windstream, retirement, death or disability of the employee, or other similar transaction or event approved by the Compensation Committee.

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Any grant of SARs may specify management objectives (as described below) that must be achieved as a condition to exercise such rights.

Performance Shares and Performance Units

The Compensation Committee may, in its discretion, award performance shares and/or performance units to officers and other key employees of Windstream and its subsidiaries. A performance share is the equivalent of one share of Windstream common stock and a performance unit is the equivalent of $1.00.

The participant will be given one or more management objectives (as described below) to meet within a specified period (the performance period). A minimum level of acceptable achievement will also be established by the Compensation Committee. If by the end of the performance period, the participant has achieved the specified management objectives, the participant will be deemed to have fully earned the performance shares or performance units. If the participant has not achieved the management objectives, but has attained or exceeded a predetermined minimum level of acceptable achievement, the participant will be deemed to have partly earned the performance shares or performance units in accordance with a predetermined formula. To the extent earned, the performance shares or performance units will be paid to the participant at the time and in the manner determined by the Compensation Committee in cash, shares of Windstream common stock or any combination thereof. The grant may provide for the payment of dividend equivalents thereon in cash or in shares of Windstream common stock on a current, deferred or contingent basis. The grant may also provide for the earlier termination of the performance period in the event of a change in control of Windstream, retirement, death or disability of the participant, or other similar transaction or event approved by the Compensation Committee.

Restricted Shares

The Compensation Committee may, in its discretion, award restricted shares to officers and other key employees of Windstream and its subsidiaries. Restricted shares constitute an immediate transfer of ownership of a specified number of shares of Windstream common stock to the recipient in consideration of the performance of services. The participant is entitled immediately to voting, dividend and other ownership rights in shares of Windstream common stock (unless otherwise determined by the Compensation Committee). The transfer may be made without additional consideration or in consideration of a payment by such participant that is less than the fair market value per share of Windstream common stock on the date of grant.

Restricted shares must be subject to a substantial risk of forfeiture, within the meaning of Section 83 of the Code, for a period to be determined by the Compensation Committee on the date of the grant, and may provide for the earlier termination of the forfeiture provisions in the event of a change in control of Windstream, retirement, death or disability of the participant, or other similar transaction or event approved by the Compensation Committee. In order to enforce these forfeiture provisions, the transferability of restricted shares will be prohibited or restricted in the manner prescribed by the Compensation Committee on the date of grant for the period during which such forfeiture provisions are to continue.

Any grant of restricted shares may specify management objectives which, if achieved, will result in termination or early termination of the restrictions applicable to such shares. Any such grant may also specify in respect of such specified management objectives, a minimum acceptable level of achievement and must set forth a formula for determining the number of restricted shares on which restrictions will terminate if performance is at or above the minimum level, but below full achievement of the specified management objectives.

Restricted Stock Units

The Compensation Committee may, in its discretion, award restricted stock units to officers and other key employees of Windstream and its subsidiaries. Restricted stock units constitute an agreement to deliver shares of Windstream common stock to the recipient in the future in consideration of the performance of services over a specified period, but subject to the fulfillment of such conditions as the Compensation Committee may specify.

During the restriction period the participant has no right to transfer any rights under his or her award and no right to vote or receive dividends on the shares of Windstream common stock covered by the restricted stock units, but the Compensation Committee may authorize the payment of dividend equivalents with respect to the restricted stock units, in cash or shares of Windstream common stock, on a current, deferred or contingent basis. The Compensation Committee must fix a restriction period at the time of grant, and may provide for the earlier termination of the restriction period in the event of a change in control of Windstream, retirement, death or disability of the employee, or other similar transaction or event approved by the Compensation Committee. Awards of restricted stock units may be made without additional consideration or in consideration of a payment by such participant that is less than the fair market value per share of Windstream common stock on the date of grant.

Other Awards

The Compensation Committee may, in its discretion and subject to limitations under applicable law, grant to officers and other key employees of Windstream and its subsidiaries other awards that may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, shares of Windstream common stock or factors that may influence the value of such shares (including, without limitation, convertible or exchangeable debt securities or other securities, purchase rights for shares of Windstream common stock, or awards with value and payment contingent upon performance of Windstream or its subsidiaries or other factors determined by the Compensation Committee). The Compensation Committee will determine the terms and conditions of these awards. Shares of Windstream common stock delivered pursuant to these types of awards will be purchased for such consideration, by such methods and in such forms as the Compensation Committee determines. Cash awards, as an element of or supplement to any other award granted under the 2006 Plan, may also be granted. The Compensation Committee may also grant shares of Windstream common stock as a bonus, or may grant other awards in lieu of obligations of Windstream or a subsidiary to pay cash or deliver other property under the 2006 Plan or under other plans or compensatory arrangements, subject to such terms as are determined by the Compensation Committee.

Non-employee directors

The Compensation Committee may, from time to time and upon such terms and conditions as it may determine, authorize the granting to non-employee directors of option rights (that are not intended to qualify as ISOs), SARs, restricted shares, restricted stock units, or any combination of the foregoing. Each such grant shall be upon terms and conditions consistent with the above description of such awards.

Management Objectives

The 2006 Plan requires that the Compensation Committee establish management objectives for purposes of performance shares and performance units. When so determined by the Compensation Committee, option rights, SARs, and restricted shares may also specify management objectives.

Management objectives may be described in terms of either company-wide objectives or objectives that are related to the performance of the individual participant or subsidiary, division, department, region or function within Windstream or a subsidiary in which the participant is employed. Management objectives applicable to any award to a participant who is, or is determined by the Compensation Committee likely to become, a covered employee within the meaning of Section 162(m)(3) of the Code (and that is intended to qualify for the performance-based compensation exception to Section 162(m) of the Code) will be limited to specified levels of or growth in one or more of the following criteria: revenues, weighted average revenue per unit, earnings from operations, operating income, earnings before or after interest and taxes, operating income before or after interest and taxes, net income, cash flow, earnings per share, debt to capital ratio, economic value added, return on total capital, return on invested capital, return on equity, return on assets, total return to stockholders, earnings before or after interest, taxes, depreciation, amortization or extraordinary or special items, operating income before or after interest, taxes, depreciation, amortization or extraordinary or special items, return on investment, free cash flow, cash flow return on investment (discounted or otherwise), net cash provided by operations, cash flow in excess of cost of capital, operating margin, profit margin,

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contribution margin, stock price and/or strategic business criteria consisting of one or more objectives based on meeting specified product development, strategic partnering, research and development, market penetration, geographic business expansion goals, cost targets, customer satisfaction, gross or net additional customers, average customer life, employee satisfaction, management of employment practices and employee benefits, supervision of litigation and information technology, and goals relating to acquisitions or divestitures of subsidiaries, affiliates and joint ventures.

Except in the case of a covered employee where such modification would result in the loss of an otherwise available exemption under Section 162(m) of the Code, if the Compensation Committee determines that a change in our business, operations, corporate structure or capital structure of Windstream, or the manner in which we conduct our business, or other events or circumstances render the management objectives unsuitable, the Compensation Committee may modify such management objectives, in whole or in part, as the Compensation Committee deems appropriate and equitable.

Change in Control

A definition of change in control is included in the 2006 Plan, which is attached to this proxy-statement/ prospectus-information statement as Annex G.

Transferability

Except as otherwise determined by the Compensation Committee, option rights, SARs and any other derivative security granted under the 2006 Plan will not be transferable by a participant other than by will or the laws of descent and distribution. Except as otherwise determined by the Compensation Committee, option rights and SARs are exercisable during a participant s lifetime only by him or her or by his or her guardian or legal representative. Any award made under the 2006 Plan may provide that any shares of Windstream common stock issued or transferred as a result of the award will be subject to further restrictions upon transfer.

Adjustments

The Compensation Committee may make or provide for such adjustments in the numbers of shares of Windstream common stock covered by outstanding option rights, SARs, performance shares, restricted stock units and other share-based awards, in the option price and base price provided in outstanding options and SARs, and in the kind of shares covered thereby, as the Compensation Committee in its sole discretion may in good faith determine to be equitably required in order to prevent dilution or enlargement of the rights of participants that would otherwise result from (a) any stock dividend, stock split, combination of shares, recapitalization or other change in the capital structure, (b) any merger, consolidation, spinoff, spin-out, split-off, split-up, reorganization, partial or complete liquidation or other distribution of assets, issuance of rights or warrants to purchase securities, or (c) any other corporate transaction or event having an effect similar to any of the foregoing. In the event of any such transaction or event, the Compensation Committee may provide in substitution for any or all of the outstanding awards under the 2006 Plan such alternative consideration (or no consideration) as it may in good faith determine to be equitable in the circumstances and may require in connection therewith the surrender of all awards so replaced. The Compensation Committee may also make or provide for such adjustments in the number of shares available under the Plan and other share limitations contained in the Plan as the Compensation Committee may determine to reflect any transaction or event described above.

Amendments and Miscellaneous

The 2006 Plan may be amended by the Board of Directors of Windstream, but any amendment that must be approved by Windstream s stockholders in order to comply with applicable laws or rules will not be effective unless and until such approval has been obtained. However, the Board of Directors of Windstream may amend the 2006 Plan to eliminate provisions which are no longer necessary as a result of changes in tax or securities laws and regulations, or in the interpretation of such laws and regulations.

Where the Compensation Committee has established conditions to the exercisability or retention of certain awards, the 2006 Plan allows the Compensation Committee to take action in its sole discretion at or after the date of grant to adjust such conditions in certain circumstances, including in the case of the death, disability or retirement of a participant.

The Compensation Committee may not, without the further approval of Windstream s stockholders, authorize the amendment of any outstanding option right or appreciation right to reduce the option price or base price. No option right or appreciation right may be cancelled and replaced with awards having a lower option price or base price, respectively, without further approval of our stockholders.

The Compensation Committee may permit participants to elect to defer the issuance of shares of Windstream common stock or the settlement of awards in cash under the 2006 Plan pursuant to such rules, procedures or programs as it may establish for purposes of the 2006 Plan. The Compensation Committee also may provide that deferred issuances and settlements include the payment or crediting of dividend equivalents or interest on the deferral amounts.

The Compensation Committee may condition the grant of any award or combination of awards authorized under the 2006 Plan on the deferral by the participant of his or her right to receive a cash bonus or other compensation otherwise payable by Windstream or a subsidiary to the participant.

The Compensation Committee may provide for special terms for awards to participants who are foreign nationals or who are employed by Windstream or any of its subsidiaries outside of the United States of America as the Compensation Committee may consider necessary or appropriate to accommodate differences in local law, tax policy, or custom.

Compliance with Section 409A of the Internal Revenue Code

The American Jobs Creation Act of 2004, enacted on October 22, 2004, revised the federal income tax law applicable to certain types of awards that may be granted under the 2006 Plan. To the extent applicable, it is intended that the 2006 Plan and any grants made under the plan comply with the provisions of Section 409A of the Code. The 2006 Plan and any grants made under the 2006 Plan will be administered in a manner consistent with this intent, and any provision of the 2006 Plan that would cause the plan or any grant made under the plan to fail to satisfy Section 409A of the Code shall have no force and effect until amended to comply with such Code Section (which amendment may be retroactive to the extent permitted by Section 409A of the Code and may be made by Windstream without the consent of the participants). Any reference to Section 409A of the Code will also include any proposed, temporary or final regulations, or any other guidance, promulgated with respect to such Code Section by the U.S. Department of the Treasury or the Internal Revenue Service.

Termination

No grant will be made under the 2006 Plan more than 10 years after the date on which the 2006 Plan is first approved by the Board of Directors of Valor, but all grants made on or prior to such date will continue in effect thereafter subject to the terms thereof and of the 2006 Plan.

Federal Income Tax Consequences

The following is a brief summary of certain of the federal income tax consequences of certain transactions under the 2006 Plan. This summary is not intended to be complete and does not describe state, local, foreign or other tax consequences.

Tax Consequences to Participants

Nonqualified Stock Options. In general, (a) no income will be recognized by an optionee at the time a nonqualified option right is granted; (b) at the time of exercise of the nonqualified option right ordinary income will be recognized by the optionee in an amount equal to the difference between the option price paid for the shares of Windstream common stock and the fair market value of the shares, if unrestricted, on the

date of exercise; and (c) at the time of sale of shares of Windstream common stock acquired pursuant to the exercise of the nonqualified option right, appreciation (or depreciation) in value of the shares after the date of exercise will be treated as either short-term or long-term capital gain (or loss) depending on how long the shares have been held.

Incentive Stock Options. No income will be recognized by an optionee upon the grant of an ISO. In general, no income will be recognized upon the exercise of an ISO. However, the difference between the option price paid and the fair market value of the shares at exercise may constitute a preference item for the alternative minimum tax. If shares of Windstream common stock are issued to the optionee pursuant to the exercise of an ISO, and if no disqualifying disposition of such shares is made by such optionee within two years after the date of the grant or within one year after the transfer of such shares to the optionee, then upon sale of such shares, any amount realized in excess of the option price will be taxed to the optionee as a long-term capital gain and any loss sustained will be a long-term capital loss.

If shares of Windstream common stock acquired upon the timely exercise of an ISO are disposed of prior to the expiration of either holding period described above, the optionee generally will recognize ordinary income in the year of disposition in an amount equal to the excess (if any) of the fair market value of such shares at the time of exercise (or, if less, the amount realized on the disposition of such shares if a sale or exchange) over the option price paid for such shares. Any further gain (or loss) realized by the participant generally will be taxed as short-term or long-term capital gain (or loss) depending on the holding period.

SARs. No income will be recognized by a participant in connection with the grant of a tandem appreciation right or a free-standing appreciation right. When the appreciation right is exercised, the participant normally will be required to include as taxable ordinary income in the year of exercise an amount equal to the amount of cash received and the fair market value of any unrestricted shares of Windstream common stock received on the exercise.

Performance Shares and Performance Units. No income generally will be recognized upon the grant of performance shares or performance units. Upon payment in respect of the earn-out of performance shares or performance units, the recipient generally will be required to include as taxable ordinary income in the year of receipt an amount equal to the amount of cash received and the fair market value of any nonrestricted shares of Windstream common stock received.

Restricted Shares. The recipient of restricted shares generally will not be subject to tax until the shares are no longer subject to forfeiture or restrictions on transfer for purposes of Section 83 of the Code (restrictions). At such time the recipient will be subject to tax at ordinary income rates on the fair market value of the restricted shares (reduced by any amount paid by the participant for such restricted shares). However, a recipient who so elects under Section 83(b) of the Code within 30 days of the date of transfer of the shares will have taxable ordinary income on the date of transfer of the shares equal to the excess of the fair market value of such shares (determined without regard to the restrictions) over the purchase price, if any, of such restricted shares. Any appreciation (or depreciation) realized upon a later disposition of such shares will be treated as long-term or short-term capital gain depending upon how long the shares have been held. If a Section 83(b) election has not been made, any dividends received with respect to restricted shares that are subject to the restrictions generally will be treated as compensation that is taxable as ordinary income to the participant.

Restricted Stock Units. Generally, no income will be recognized upon the award of restricted stock units. The recipient of a restricted stock unit award generally will be subject to tax at ordinary income rates on the fair market value of unrestricted shares of Windstream common stock on the date that such shares are transferred to the participant under the award (reduced by any amount paid by the participant for such restricted stock units), and the capital gains/loss holding period for such shares also will commence on such date.

Other Share-Based Awards. The recipient of a share-based award other than an award described above generally will be subject to tax at ordinary income rates on the fair market value of shares of Windstream

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common stock on the date of grant of the share-based award, and the capital gains/loss holding period for such shares also will commence on such date.

Dividend Equivalents. Any dividend equivalents awarded with respect to awards granted under the 2006 Plan and paid in cash or unrestricted shares of Windstream common stock will be taxed to the participant at ordinary income rates when received by the participant.

Because the tax consequences to a participant may vary depending on his or her individual circumstances, each participant should consult his or her personal tax advisor regarding the federal and any state, local, foreign or other consequences to him or her.

Tax Consequences to Windstream

To the extent that a participant recognizes ordinary income in the circumstances described above, Windstream or the subsidiary for which the participant performs services will be entitled to a corresponding deduction provided that, among other things, (a) the income meets the test of reasonableness, (b) is an ordinary and necessary business expense, (c) is not an excess parachute payment within the meaning of Section 280G of the Code and (d) is not disallowed by the $1 million limitation on certain executive compensation.

Registration with the SEC

Windstream intends to file a Registration Statement on Form S-8 relating to the issuance of common shares under the 2006 Plan with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, contemporaneously with the closing of the merger.

Plan Benefits

It is not possible to determine the specific amounts and types of awards that may be granted in the future under the 2006 Plan because the grant of awards under the 2006 Plan is within the discretion of the Compensation Committee.

Current Equity Compensation Plan Information

The following table sets forth information about Valor s equity compensation plans as of December 31, 2005:

Securities Authorized for Issuance Under Equity Compensation Plans

Equity Compensation Plan Information

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights [a]	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights [b]	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans [c] (Excluding Securities Reflected in Column [a])
Equity compensation plans not approved by security holders	2,500,000	$ 0.0001	342,469
Equity compensation plans approved by security holders			
Total	2,500,000	$ 0.0001	342,469

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PROPOSAL 5.
ELECTION OF DIRECTORS
(Item 5 on Proxy Card)

At the annual meeting, 11 directors are to be elected to hold office until the next annual meeting or until their successors have been elected and qualified. All are currently serving as our directors. The Board of Directors has nominated, upon the recommendation of our Nominating and Corporate Governance Committee, the eleven current members of the Board named below. Pursuant to our bylaws, the Board of Directors has resolved that the number of directors constituting the full Board of Directors shall be thirteen. The Board currently operates with two vacancies and will continue to do so until such time as the Nominating and Corporate Governance Committee recommends to the Board of Directors persons to fill such vacancies. Therefore, proxies may not be voted for more than the eleven director positions being voted on at the meeting.

Directors will be elected by a plurality of the affirmative votes of the holders of shares of common stock present in person or represented by proxy at the meeting and entitled to vote at the meeting. It is the intention of the persons named in the enclosed proxy to vote FOR the election as directors of the nominees specified. In case any of these nominees should become unavailable for any reason, the proxy holders reserve the right to substitute another person of their choice. The information concerning the nominees and their security holdings has been furnished to us by the nominees. There are no other family relationships between any of the nominees.

Nominees for Director

The respective nominees for election as directors of Valor for terms expiring at the 2006 Annual Meeting of Stockholders have provided the following information.

John J. Mueller, age 49, has served as our Chief Executive Officer and President since April 2004 and was previously our President and Chief Operating Officer since November 2002. Mr. Mueller was appointed to our Board of Directors following the consummation of our initial public offering. Mr. Mueller joined us in April 2002 as Executive Vice President and Chief Operating Officer. Prior to joining our company, Mr. Mueller spent 23 years at Cincinnati Bell Inc. including serving as General Manager Consumer Markets from February 1999 to May 1999, President Business Units from May 1999 to November 1999 and President of the Cincinnati Bell Telephone Company from November 1999 to October 2001.

Anthony J. de Nicola, age 41, has served as a director of our company since March 2004 and as Chairman since April 2004. Mr. de Nicola is currently a general partner of Welsh, Carson, Anderson & Stowe, which is one of our stockholders. He joined Welsh, Carson, Anderson & Stowe in 1994 and focuses on investments in the information and business services and communications industries. Before joining Welsh, Carson, Anderson & Stowe, he worked for four years in the private equity group at William Blair & Company. Previously, Mr. de Nicola worked at Goldman, Sachs & Co. in the Mergers and Acquisitions Department. Mr. de Nicola is also a member of the boards of directors of Centennial Communications Corp., ITC Deltacom, Inc., R.H. Donnelly and several private companies.

Kenneth R. Cole, age 57, has served as a director of our company since March 2004 and as our Vice Chairman since April 2004. Prior to then, Mr. Cole served as our Chief Executive Officer from January 2002 to April 2004. Mr. Cole joined our company at its inception in January 2000 as President and Chief Operating Officer. Prior to joining our company, Mr. Cole had a 26-year career at CenturyTel, Inc., culminating in his service as Chief Operating Officer from May 1999 to January 2000. Mr. Cole became a member of the Board of Directors of Occam, December 8, 2004.

Sanjay Swani, age 39, has served as a director of our company since March 2004. Mr. Swani is currently a general partner of Welsh, Carson, Anderson & Stowe. He joined Welsh, Carson, Anderson & Stowe in 1999 and focuses on investments in the information and business services and communications industries. Previously, he was a director of Fox Paine & Company, a San Francisco-based private equity firm. Mr. Swani also spent four years in the Mergers, Acquisitions & Restructuring Department and two years in the Debt

Capital Markets Department of Morgan Stanley Dean Witter & Co. Mr. Swani is also a member of the boards of directors of Banctec, Inc., ITC Deltacom, Inc. and other private companies.

Norman W. Alpert, age 47, has served as a director of our company since April 2005. Mr. Alpert is currently a managing director of Vestar Capital Partners, which is one of our stockholders. Mr. Alpert helped found Vestar in 1988. Previously, he was a senior executive in the Management Buyout Group of the First Boston Corporation. Mr. Alpert is also a member of the Board of Directors of Gold Toe Corporation and Border Media Partners.

Stephen B. Brodeur, age 41, was appointed to our Board of Directors after completion of our initial public offering in February 2005. He is the former chief executive officer of the Cambridge Strategic Management Group (CSMG). CSMG, now a division of The Management Network Group, is a provider of management consulting services to emerging and established telecommunications operators, equipment manufacturers and financial services companies. As a consultant to telecommunications and related industries for 18 years, Mr. Brodeur has consulted for domestic and international companies including Verizon, Bell Canada, SBC, Sprint, AT&T, CenturyTel, FPL, British Telecom, Telstra, Nextel, Siemens, Nortel, Corning and Cisco.

Michael Donovan, age 29, was appointed to our Board of Directors after completion of our initial public offering in February 2005. He is a principal at Welsh, Carson, Anderson & Stowe. Before joining Welsh, Carson, Anderson & Stowe in 2001, Mr. Donovan worked at Windward Capital Partners and in the investment banking division at Merrill Lynch. He is currently a board member of several private companies.

Edward Lujan, age 73, was appointed to our Board of Directors after completion of our initial public offering in February 2005. Since 1968, Mr. Lujan has been chairman of the board of Manuel Lujan Agencies, a family insurance and real estate business in New Mexico. Mr. Lujan is also Chairman Emeritious of the board for the National Hispanic Cultural Center of New Mexico and serves on numerous state and local advisory councils and boards for business, economic development and education. He also served as a member of the New Mexico Governmental Ethics Oversight Committee.

M. Ann Padilla, age 63, was appointed to our Board of Directors after completion of our initial public offering in February 2005. Since 1975, Ms. Padilla has been president and chief executive officer of Sunny Side, Inc./ Temp Side, a staffing resource company in Denver, Colorado, specializing in administrative, professional and technical recruiting. Ms. Padilla has served on the Board of Directors and advisory councils at various banks and financial institutions and is also a trustee for the Denver Center for Performing Arts. She has received numerous awards from national and state business organizations.

Federico Pena, age 59, was appointed to our Board of Directors after completion of our initial public offering in February 2005. He is a managing director at Vestar Capital Partners in Denver, CO, since 1999. Mr. Pena was formerly the U.S. Secretary of Energy and the U.S. Secretary of Transportation in the Clinton Administration. Prior to serving in the cabinet, he was president and chief executive officer of Pena Investment Advisors from 1991 to 1992 and the mayor of Denver from 1983 to 1991. He serves on the boards of Border Media Partners; Principal Financial Group; Sonic Corp.; and Toyota s North American Diversity Advisory Board.

Edward J. Heffernan, age 43, was appointed to our Board of Directors in April 2005. He is executive vice president and chief financial officer of Alliance Data Systems. He first joined Alliance Data Systems in May 1998. Before joining Alliance Data, he served as vice president, mergers and acquisitions for First Data Corporation from October 1994 to May 1998. Prior to that he served as vice president, mergers and acquisitions for Citicorp from July 1990 to October 1994, and prior to that he worked in the corporate finance department at Credit Suisse First Boston Corporation from June 1986 until July 1990. He holds a Bachelor s degree from Wesleyan University and an MBA from Columbia Business School. Mr. Heffernan serves as Chairman of Valor s Audit Committee.

Each of Messrs. de Nicola, Swani, Donovan, Alpert and Pena were initially appointed to our Board of Directors pursuant to a securityholders agreement among certain of our stockholders pursuant to which each of Welsh, Carson, Anderson & Stowe and Vestar Capital Partners and their respective affiliates agree to vote their shares in favor of three (3) persons designated by Welsh, Carson, Anderson & Stowe and two

(2) persons designated by Vestar Capital Partners. See Related Party Transactions Equity Sponsors Securityholders Agreement.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE NOMINEES FOR DIRECTOR DESCRIBED IN THIS PROPOSAL 5.

Director Compensation

Independent members of the Board of Directors receive compensation for their services. Each independent director receives an annual retainer of $45,000, which is supplemented by additional payments of $1,250 for each board meeting attended in person, $625 for each board meeting attended telephonically, $5,000 annually for acting as a committee member ($10,000 for acting as audit committee chairperson and $7,500 for acting as compensation committee chairperson), $1,000 for each committee meeting attended in person, $500 for each committee meeting attended telephonically and reasonable travel expenses for attendance in person at board and committee meetings. In addition, each independent member of the Board of Directors received an up-front grant of 9,705 restricted shares pursuant to our 2005 Long-Term Incentive Plan. These restricted shares vest over the three years following their issuance at 33% per year. In addition, Mr. Cole, our Vice Chairman, will receive the compensation described above for serving as a member of our Board of Directors. No other non-independent director, however, shall receive compensation for serving as a member of our Board of Directors. Throughout the year, we reimburse our non-employee directors for reasonable expenses incurred in attending meetings and in the performance of other services rendered on behalf of the Board of Directors or its committees.

GOVERNANCE OF VALOR AND COMMITTEES OF THE BOARD OF DIRECTORS

We continually review our corporate governance policies and practices. This includes comparing our current policies and practices to policies and practices of other public companies, as well as to those suggested by various groups or authorities active in corporate governance. Based upon this review, we have adopted changes to current policies and practices to reflect what the Board of Directors believes are best practices, as well as those that are required to comply with Sarbanes-Oxley Act of 2002 and the rules of the SEC and the NYSE.

The Board of Directors held six regular meetings and five special meetings during the fiscal year ended December 31, 2005. Each director attended at least 75% of the aggregate of these meetings and the total number of meetings held by all committees of the board on which he or she served, as described below under Committees of the Board.

All of our directors, other than Mr. Mueller, our current Chief Executive Officer, and Mr. Cole, our former Chief Executive Officer and Vice-Chairman, are independent as determined by an analysis conducted by Valor s outside legal counsel. Our independent directors have regularly scheduled executive sessions in which they meet without the presence of management. These executive sessions generally are held immediately before or after regularly scheduled meetings of the Board of Directors. The independent directors have held five such meetings, and all of the independent directors were present for three of these sessions. Anthony J. de Nicola, Chairman of the Board, presides over the executive sessions of the non-management directors.

Committees of the Board

In connection with our initial public offering in February 2005, our Board of Directors established the following committees: Audit, Compensation, and Nomination and Governance. Each of these committees operates under a written charter approved by the Board of Directors in compliance with the applicable requirements of the SEC and the NYSE listing requirements. Our charters can be located on our website at *www.valortelecom.com* and are available to in hard copy to stockholders upon request. All members of the audit, nominating and compensation committees are independent as defined by the rules of the SEC and NYSE. The members of each standing committee are elected by the Board of Directors each year for a term

of one year or until his or her successor is elected. The members of the committees are identified in the table below.

Director	Audit	Compensation	Nomination and Governance
Norman W. Alpert		X	
Stephen B. Brodeur	X		
Edward J. Heffernan	Chair		
Edward L. Lujan	X		
Anthony J. de Nicola		Chair	Chair
M. Ann Padilla	X		
Federico Pena			X
Sanjay Swani	X	X	X

Audit Committee. The Audit Committee recommends to the Board of Directors the selection of our independent accountants. Our independent accountants are responsible for performing an independent audit of our consolidated financial statements in accordance with auditing standards generally accepted in the United States of America for issuing a report thereon, and for reviewing our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q. Management is responsible for our internal controls and the financial reporting process. The Audit Committee assists the Board of Directors in undertaking and fulfilling its responsibilities in monitoring Valor s financial reporting process, including (i) the integrity of the financial statements of Valor, (ii) Valor s compliance with legal and regulatory requirements, (iii) the independence and qualifications of Valor s internal and independent auditors, (iv) the performance of Valor s internal audit function and independent auditors, and (v) the preparation of an audit committee report to be included in Valor s annual proxy statements.

Our Audit Committee pre-approves all auditing and permissible non-auditing services that will be provided by Deloitte & Touche LLP, our independent accountants, in accordance with the Sarbanes-Oxley Act of 2002 and the rules of the SEC and the New York Stock Exchange.

In accordance with the rules of the SEC, our Audit Committee has established procedures to receive, retain, and treat complaints received regarding accounting, internal accounting controls, or auditing matters and to allow for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Each current and prospective member of the Audit Committee is financially literate, as required by the listing standards of the New York Stock Exchange. The Board of Directors has determined that Mr. Heffernan meets the standard of an audit committee financial expert under the rules of the SEC. The Audit Committee met seven times during the fiscal year ended December 31, 2005. No member of the audit committee serves on more than three public company audit committees.

Compensation Committee. The Compensation Committee reviews our general compensation strategies, acts as the Committee for Valor s Incentive Compensation Plan and 2005 Long-Term Incentive Plan, and establishes and reviews compensation for our Chief Executive Officer and other executive officers. The Compensation Committee met twice during the fiscal year ended December 31, 2005.

Nomination and Governance Committee. One of the committee s primary functions is to establish criteria and qualifications for candidates for the Board of Directors and then to identify and recommend candidates for election to the Board of Directors. In addition, the Nominating and Corporate Governance Committee takes a leadership role in shaping our corporate governance, including making recommendations on matters relating to the composition of the Board of Directors and its various committees and our Corporate Governance Guidelines. Each candidate for nomination as a director, including persons recommended by stockholders, is evaluated in accordance with our Corporate Governance Guidelines which are posted on our website at *www.valortelecom.com.* The Nomination and Corporate Governance Committee may seek advice

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from other members of the Board of Directors or the Chief Executive Officer regarding director candidates. The Board of Directors will consider a potential director nominee s ability to satisfy the need, if any, for any required expertise on the Board of Directors or one of its committees. Historically, our management has recommended director nominees to the Board of Directors. The Nominating Committee acted via unanimous consent during the fiscal year ended December 31, 2005. Most issues within the jurisdiction of this Committee were acted upon by the full Board.

Nominations by Stockholders

Pursuant to our bylaws, a stockholder may nominate a person for election as a director at an annual meeting of stockholders only if written notice of such stockholder s intent to make such nomination has been given to the Secretary of Valor not less than sixty (60) days nor more than ninety (90) days prior to the first anniversary of the preceding year s annual meeting, or if the date of the annual meeting is changed by more than 30 days from such anniversary date, not later than the close of business on the tenth (10th) day following the earlier of the day on which notice of the date of such meeting was mailed or public disclosure of the meeting date was made. Each notice is required to set forth certain information, including (1) the name and address of the stockholder making the nomination and the number of shares of our common stock they own beneficially of record, (2) information regarding each nominee as would be required to be included in a proxy statement filed pursuant to the proxy rules of the United States Securities and Exchange Commission had the nominee been nominated, or intended to be nominated, by the Board, and (3) the consent of each nominee to serve as a director if so elected.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Stockholders who wish to communicate with the Board of Directors may do so through the following procedures. Stockholder communications not involving complaints or concerns regarding accounting, internal accounting controls and auditing matters related to Valor (Accounting Complaints or Concerns) may be sent to our corporate secretary at Valor Communications Group, Inc., 201 E. John Carpenter Freeway, Suite 200, Irving, Texas 75062. Stockholder communications that relate to matters that are within the scope of the responsibilities of the Board of Directors and its committees, or summaries of such communications, will be forwarded to the chairman of the audit committee.

Valor has two processes in place for receipt of Accounting Complaints or Concerns. First, Accounting Complaints or Concerns, which may be made anonymously, may be sent to our Chief Legal Officer with a copy to our Chief Financial Officer at the same address as the corporate secretary. Second, Accounting Complaints and Concerns may be submitted via our Ethics Hotline, 1-800-556-3048. A third-party vendor staffs our Ethics Hotline 24 hours a day. Accounting Complaints or Concerns will be forwarded to the chairman of the audit committee. We will keep Accounting Complaints or Concerns confidential and anonymous, to the extent feasible, subject to applicable law. Information contained in an Accounting Complaint or Concern may be summarized, abstracted and aggregated for purposes of analysis and investigation.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee of the Board of Directors is responsible for setting and administering compensation, including base salaries, annual incentives, and stock-based awards, paid or awarded to our executive officers. The Compensation Committee also oversees and approves incentive plan design, costs and administration. This report discusses the Compensation Committee s activities, as well as its development and implementation of policies regarding compensation paid to our executive officers for 2005.

Overall Compensation Policies

The Compensation Committee reviews and approves compensation policies and practices, including those related to stock-based compensation, for our executive officers and certain other employees. Our executive

compensation system generally consists of three primary components: base salary, an incentive compensation award pursuant to an Annual Incentive Compensation Plan adopted by the Compensation Committee and restricted stock grants. Through the use of the foregoing, the Compensation Committee seeks to achieve a balanced compensation package that will attract and retain high quality key executives, appropriately reflect each such executive officer s individual performance, contributions, and general market value, and provide further incentives to the executive officers to maximize annual operating performance and long-term stockholder value. In doing so, the Committee will regularly review and update:

An appropriate peer group of companies for the purposes of comparing compensation levels and practices; and

Key measures that the Compensation Committee will use in assessing performance for the purposes of incentive compensation awards to the chief executive officer and other members of the senior management team.

Annual Salaries

Annual base salaries for our executive officers have been established on a position-by-position basis. The chief executive officer has the responsibility to conduct annual internal reviews of executive officer salary levels in order to rank salary, individual performance and job value to each position. The chief executive officer then makes recommendations on salaries, other than his own, to the Compensation Committee. The Compensation Committee determines, reviews and approves corporate goals and objectives relevant to the compensation of the chief executive officer. The Compensation Committee reviews the recommendations regarding changes in salaries for executive officers. The Compensation Committee may take such action, including modifications to the recommendations, as it deems appropriate. The determinations of the Compensation Committee may be based on a variety of factors, including a subjective evaluation of past and potential future individual performance and contributions and alternative career opportunities that might be available to the executives. The Compensation Committee may also review compensation data from companies employing executives in positions similar to those whose salaries were being reviewed, as well as market conditions for executives in general with similar skills, responsibilities, background and performance levels and other companies with similar financial and business characteristics.

Annual Incentive Compensation

We maintain an incentive compensation plan that compensates certain management and supervisory personnel if our company meets or exceeds certain financial performance targets. These awards allow us to recognize individual performance and contributions to Valor on an annual basis. Our chief executive officer, in consultation with the Compensation Committee, may adjust or eliminate any incentive payment that would otherwise be earned under the Incentive Compensation Plan based on such factors as they may determine in their sole discretion. Our chief executive officer, in consultation with the Compensation Committee, may also amend or cancel the bonus plan at any time for any reason. Under the terms of the approved Incentive Compensation Plan, the Compensation Committee bases the amount of any annual incentive compensation to be paid to our executive officers, including the chief executive officer, on Valor performance (determined by reference to revenue and EBITDA targets established by Board resolution) and each such officer s performance, attitude and potential.

The 2004 Incentive Compensation Plan. In 2005, the Compensation Committee awarded incentive compensation under our 2004 Incentive Compensation Plan to certain of our executive officers, based on 2004 operating results and a discretionary evaluation of each such officer s performance, attitude and potential. In 2005, all incentive compensation paid under the 2004 Incentive Compensation Plan was in the form of cash awards. The Compensation Committee based its actions regarding 2004 incentive compensation upon the performance of Valor and upon the chairman of the board s recommendation regarding the chief executive officer, the chief executive officer s recommendations regarding the other executive officers and the Compensation Committee members general business knowledge. The bonuses the named executive officers

received under the 2004 Incentive Compensation Plan are disclosed in the bonus column in the Summary Compensation Table set forth below.

The 2005 Incentive Compensation Plan. The Compensation Committee, at its March 22, 2005 meeting approved the 2005 Incentive Compensation Plan. That Plan allowed semi-annual payments if we were meeting or exceeding financial objectives and the outlook for the remaining half of the year was favorable. In August 2005, our chief executive officer, with the approval of our Compensation Committee, authorized bonus amounts for the first half of 2005 for members of our management team at the level of director and below eligible to participate in the incentive compensation plan that qualified for payment. The payments made were approximately one-third of the 2005 bonus opportunity for the respective employees. Members of our senior management team did not receive any payment. On February 9, 2006, the Compensation Committee awarded incentive compensation under our 2005 Incentive Compensation Plan to certain of our executive officers, based on 2005 operating results and a discretionary evaluation of each such officer s performance, attitude and potential. In 2006, all incentive compensation paid under the 2005 Incentive Compensation Plan was in the form of cash awards. The Compensation Committee based its actions regarding 2005 incentive compensation upon the performance of Valor and upon the chairman of the board s recommendation regarding the chief executive officer, the chief executive officer s recommendations regarding the other executive officers and the Compensation Committee members general business knowledge. The bonuses the named executive officers received under the 2005 Incentive Compensation Plan are disclosed in the bonus column in the Summary Compensation Table set forth below.

The 2006 Incentive Compensation Plan. The Compensation Committee, at its February 9, 2006 meeting, approved the 2006 Incentive Compensation Plan.

2005 Long-Term Incentive Plan. Our 2005 Long-Term Incentive Plan provides for grants of stock options, restricted stock and performance awards. Members of our Board of Directors, our officers and other employees and persons who engage in services for us are eligible for grants under the plan. We plan to grant awards to these individuals from time to time to provide long-term incentives that are designed to couple the interests of key employees with those of stockholders in that the potential value of the awards is directly related to the future value of our stock.

A total of 2,500,000 shares of our common stock are authorized for issuance under the plan, subject to adjustment in the event of a reorganization, stock split, merger or similar change in our corporate structure or the outstanding shares of common stock. We granted 2,157,531 shares of restricted stock, of which 2,099,739 shares were granted to executive officers, members of senior management and directors, leaving 342,469 shares available for issuance under the plan.

Tax code limitation on executive compensation deductions. In 1993, Congress amended the Internal Revenue Code to impose a $1.0 million deduction limit on compensation paid to the chief executive officer and the four other most highly compensated executive officers of public companies, subject to certain transition rules and exceptions for compensation received pursuant to non-discretionary performance-based plans approved by such company s stockholders. It is our general policy to structure the performance-based portion of the compensation of its executive officers in a manner that permits Valor to deduct fully such compensation.

Compensation of Chief Executive Officer

John J. Mueller, Chief Executive Officer, earned $500,000 in base salary in 2005, per our employment agreement with him. In February 2005, the Compensation Committee approved an employment agreement with Mr. Mueller, which replaced a previous employment agreement, as further described under the heading Employment and Severance Agreements. Mr. Mueller s contract states that he will earn a $500,000 annual base salary during the three year term of the agreement. In setting the Chief Executive Officer s base salary, the committee considered company objectives, market and corporate challenges and market compensation practices.

Mr. Mueller earned a bonus under our annual incentive compensation plan of $625,000 in respect of the year ended December 31, 2004. Mr. Mueller s bonus reflects our philosophy of meeting and exceeding certain corporate financial targets. In addition, he was awarded a $1,000,000 bonus in connection with the completion of our initial public offering, of which $600,000 has been paid, and the remainder of which is payable January 1, 2007. See Related Party Transactions.

Mr. Mueller owns 634,420 shares of Valor common stock pursuant to a restricted stock grant made to him in February 2005 under our 2005 Long-Term Incentive Plan, of which 303,418 of such shares are fully vested and the remainder will vest in equal installments on January 1, 2007 and 2008. This grants ties the Chief Executive Officer s long-term compensation to the goals of increasing stockholder value and including at-risk compensation as a significant portion of the executive s compensation.

Conclusion

The Compensation Committee has reviewed each element of compensation for each of the executive officers for fiscal 2005. The Compensation Committee reported to the Board of Directors that in the Compensation Committee s opinion, the compensation of each executive officer is reasonable in view of Valor s performance and the Compensation Committee s subjective evaluation of the contribution of each executive officer to that performance.

Members of the compensation committee of the Board of Directors respectfully submit the foregoing report:

Anthony de Nicola, Chairman
Sanjay Swani
Norman W. Alpert

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COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

None of our executive officers served as: (i) a member of the Compensation Committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another entity, one of whose executive officers served on our Compensation Committee; (ii) a director of another entity, one of whose executive officers served on our Compensation Committee; or (iii) a member of the Compensation Committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Directors) of another entity, one of whose executive officers served as one of our directors.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth the compensation earned, awarded or paid for services rendered in all capacities for the fiscal years ended December 31, 2004 and 2005, by our Chief Executive Officer, our Vice-Chairman and our four next most highly compensated executive officers who earned more than $100,000 in salary and, to whom we refer in this proxy statement collectively as the named executive officers:

				Long-Term Compensation	
		Annual Compensation		Restricted	
	Fiscal Year	Salary	Bonus(1)	Stock Awards(2)	All Other Compensation(3)
John J. Mueller	2005	$ 500,000	$ 579,800	$ 9,516,300	$ 84,283
Chief Executive Officer and President	2004	469,616	1,875,000		46,004
Kenneth R. Cole	2005	300,000	750,000	995,482	17,197
Vice Chairman(4)	2004	433,462	5,750,000		45,577
W. Grant Raney	2005	257,000	197,609	4,137,525	18,521
Senior Vice President and Chief Operating Officer	2004	253,167	1,160,625		25,141
William M. Ojile, Jr.	2005	250,000	144,950	3,310,020	21,799
Senior Vice President, Chief Legal Officer and Secretary	2004	246,692	656,250		21,197
Cynthia B. Nash Senior Vice President and Chief Information Officer	2005	176,346	109,758	2,234,265	37,887
Jerry E. Vaughn(5) Senior Vice President and Chief Financial Officer	2005	81,250	61,718	4,927,695	33,216

(1) In 2004, amounts consisted of debt recapitalization bonuses and annual incentive bonuses. In 2005, amounts consisted of initial public offering bonuses and annual incentive bonuses. Annual incentive bonuses represented amounts earned by each named executive during the referenced year, although paid in the following year. In 2004, Mr. Cole s bonus included a one-time transition bonus of $5 million.

(2) Amounts in this column reported for 2005 represented the value of the following restricted stock awards primarily issued in February 2005, except for Mr. Vaughn, which were issued in October 2005, at $0.0001 per share: 634,420 shares to Mr. Mueller, 67,763 shares to Mr. Cole, 275,835 shares to Mr. Raney, 220,668 shares to

Mr. Ojile, 148,951 shares to Ms. Nash and 361,533 shares to Mr. Vaughn. Using the closing price of our stock as of December 30, 2005, $11.40, the number and value of the remaining vested and unvested restricted stock awards as of December 31, 2005 were as follows: 634,420 shares, $7.2 million for Mr. Mueller; 42,543 shares, $484,990 for Mr. Cole; 275,835 shares, $3.1 million for Mr. Raney; 220,668 shares, $2.5 million for Mr. Ojile; 148,951 shares, $1.7 million for Ms. Nash and 361,533 shares, $4.1 million for Mr. Vaughn. These awards vest as follows:

Name	Vested upon Issuance	Vests in 2006	Vests in 2007	Vests in 2008	Vests in 2009
John J. Mueller	21.74%	26.09%	26.09%	26.09%	0.00%
Kenneth R. Cole(4)	85.00%	5.00%	5.00%	5.00%	00.0%
W. Grant Raney	20.00%	26.67%	26.67%	26.67%	0.00%
William M. Ojile, Jr.	15.00%	28.33%	28.33%	28.33%	0.00%
Cynthia B. Nash	18.52%	27.16%	27.16%	27.16%	0.00%
Jerry E. Vaughn	0.00%	6.25%	25.00%	25.00%	43.75%

Per Resolution of the Compensation Committee, dated December 8, 2005, equity grants vesting on January 1, 2007 will vest upon closing of the merger. Also, per the terms of the Long Term Incentive Plan, awards vesting in 2008 and beyond will accelerate upon closing of the merger for those employees whose employment is terminated without cause or who resign for Good Reason.

We did not pay dividends on unvested restricted stock awards in 2005. On February 9, 2006, the Compensation Committee approved the payment of dividends on unvested restricted stock awards.

(3) All other compensation amounts, disclosed in the table above include medical, life insurance and long-term disability premiums we pay on behalf of each named executive officer, personal travel expenses paid by the company, car allowances, our matching contributions to the 401(k) and miscellaneous other items we pay on behalf of each named executive officer, are as follows:

All Other Compensation

	Year	Medical	Life Insurance	Long-Term Disability	Personal Travel Expense	Car Allowance	401(k) Contributions	All other Compensation	Total
John J. Mueller	2005	$ 10,003	$ 3,123	$ 1,044	$ 7,554	$ 18,731	$ 9,450	$ 34,378	$ 84,283
	2004	9,570	4,334	7,210	7,478	8,187	9,225		46,004
Kenneth R. Cole	2005	6,905	9,248	1,044					17,197
	2004	9,570	14,530	4,774	7,478		9,225		45,577
W. Grant Raney	2005	6,164	1,823	1,044			9,450	40	18,521
	2004	5,369	2,025	1,044	7,478		9,225		25,141
William M. Ojile, Jr.	2005	10,004	1,261	1,044			9,450	40	21,799
	2004	8,645	1,468	1,859			9,225		21,197
Cynthia B. Nash	2005	9,094	1,016	870	3,777		3,089	20,041	37,887
Jerry E. Vaughn	2005	1,608	3,366					28,242	33,216

(4) Mr. Cole served as our Chief Executive Officer from January 2002 through April 2004.

(5) Mr. Vaughn became a senior vice president and Chief Financial Officer effective October 1, 2005.

Employment and Severance Agreements

We have entered into employment, confidentiality and non-competition agreements with Messrs. Mueller, Vaughn, Ojile, Raney and Ms. Nash, the material terms of which are discussed below. We also have agreements with other key employees at the director level and above that provide for an agreement not to compete with us for a maximum period of up to twelve months, in return for the payment of severance benefits for involuntary termination without cause.

Agreement with John J. Mueller. We entered into an employment agreement with John J. Mueller upon the consummation of our initial public offering, which replaced his previous employment agreement executed in 2004. Mr. Mueller s new employment agreement will remain in effect until February 14, 2008. and can be renewed for successive one year periods thereafter. Mr. Mueller receives an annual base salary of $500,000, an annual incentive bonus and medical and other benefits. Mr. Mueller s annual bonus is targeted to be one times his base salary for the applicable year, although our Board of Directors may increase or decrease the amount of any award in its discretion. Pursuant to his employment agreement, Mr. Mueller also received an initial public offering cash bonus, as described below under the heading Related Party Transactions.

On February 9, 2006, the Compensation Committee approved amendments to Mr. Mueller s employment agreement to reflect severance and retention provisions adopted by the Compensation Committee on December 8, 2005 in conjunction with the approval of the merger agreement by the Valor Board of Directors. If we terminate Mr. Mueller s employment without cause or if he resigns for Good Reason, as each such term is defined in his new employment agreement, he will be entitled to receive severance benefits consisting of his annual base salary for twenty-four months following the date of his termination, plus two times the full amount of his target bonus for the year in which his employment terminates and life insurance and medical benefits for various periods. Mr. Mueller s employment agreement provides that he will be restricted from engaging in competitive activities for one year after the termination of his employment although this restriction may be extended for an additional six months under certain circumstances.

Agreement with Jerry E. Vaughn. We entered into an employment agreement with Jerry E. Vaughn on October 1, 2005 (the Effective Date). Mr. Vaughn s employment agreement will remain in effect until the fourth anniversary of the Effective Date and can be renewed thereafter for one-year extensions of the employment term, unless either party provides written notice of its intention not to review the agreement within 90 days of the expiration of the then current term. Mr. Vaughn receives an annual base salary of $325,000, an annual incentive bonus and medical and other benefits. Mr. Vaughn s annual bonus is targeted to be 100% of his base salary for the applicable year, although our Board of Directors may increase or decrease the amount of any award in its discretion.

If we terminate Mr. Vaughn s(2) employment without cause or if he resigns for Good Reason, as each such term is defined in his employment agreement, he will be entitled to receive severance benefits consisting of his annual base salary and continued medical and other benefits for eighteen months following the date of his termination, plus, with respect to the fiscal year in which his employment terminates, the pro rata portion of the annual bonus he would have received had he been employed by our company for the full fiscal year. Mr. Vaughn s employment agreement provides that he will be restricted from engaging in competitive activities for one year after the termination of his employment. Mr. Vaughn may not solicit employees for one year following termination of his employment with our company.

Agreement with William M. Ojile, Jr. We entered into an employment agreement with William M. Ojile, Jr. upon the consummation of our initial public offering, which replaced the previous employment agreement we entered into with him in 2000. Mr. Ojile s new employment agreement will remain in effect until the third anniversary of the completion of the Offering and can be renewed thereafter for one-year extensions of the employment term, unless either party provides written notice of its intention not to review the agreement within 90 days of the expiration of the then current term. Mr. Ojile receives an annual base salary of $250,000, an annual incentive bonus and medical and other benefits. Mr. Ojile s annual bonus is targeted to be one-half his base salary for the applicable year, although our Board of Directors may increase or decrease the amount of any award in its discretion. Pursuant to his employment agreement, Mr. Ojile also received an initial public offering cash bonus, as described below under the heading Related Party Transactions.

On February 9, 2006, the Compensation Committee approved amendments to Mr. Ojile s employment agreement to reflect severance and retention provisions adopted by the Compensation Committee on December 8, 2005 in conjunction with the approval of the merger agreement by the Valor Board of Directors. If we terminate Mr. Ojile s employment without cause or if he resigns for Good Reason, as each such term is defined in his employment agreement, he will be entitled to receive severance benefits consisting of his annual base salary and continued medical and other benefits for twenty-four months following the date of his termination, plus, with respect to the fiscal year in which his employment terminates, two times the full amount of his target bonus for the year in which his employment terminates. Mr. Ojile s employment agreement provides that he will be restricted from engaging in competitive activities for one year after the termination of his employment. Mr. Ojile may not solicit employees for one year following termination of his employment with our company.

2 The December 8, 2005 Compensation Committee Resolution provided that Mr. Vaughn would not receive an enhancement of the monetary severance terms contained in his employment agreement.

Agreement with W. Grant Raney. We entered into an employment agreement with W. Grant Raney upon the consummation of our initial public offering, which replaced the previous employment agreement we entered into with him in 2000. Mr. Raney s employment agreement will remain in effect until the third anniversary of the completion of the Offering and can be renewed thereafter for one-year extensions of the employment term, unless either party provides written notice of its intention not to review the agreement within 90 days of the expiration of the then current term. Mr. Raney receives an annual base salary of $257,000, an annual incentive bonus and medical and other benefits. Mr. Raney s annual bonus is targeted to be one-half his base salary for the applicable year, although our Board of Directors may increase or decrease the amount of any award in its discretion. Pursuant to his employment agreement, Mr. Raney also received an initial public offering cash bonus, as described below under the heading Related Party Transactions.

On February 9, 2006, the Compensation Committee approved amendments to Mr. Raney s employment agreement to reflect severance and retention provisions adopted by the Compensation Committee on December 8, 2005 in conjunction with the approval of the merger agreement by the Valor Board of Directors. If we terminate Mr. Raney s employment without cause or if he resigns for Good Reason as each such term is defined in his employment agreement, he will be entitled to receive severance benefits consisting of his annual base salary and continued medical and other benefits for twenty-four months following the date of his termination, plus, two times the full amount of his target bonus for the year in which his employment terminates. Mr. Raney s employment agreement provides that he will be restricted from engaging in competitive activities and soliciting employees for one year following termination of his employment with our company.

Agreement with Cynthia B. Nash. We entered into an employment agreement with Cynthia B. Nash upon the consummation of our initial public offering, which replaced the previous employment agreement we entered into with her in 2002. Ms. Nash s employment agreement will remain in effect until the third anniversary of the completion of the Offering and can be renewed thereafter for one-year extensions of the employment term, unless either party provides written notice of its intention not to renew the agreement within 90 days of the expiration of the then current term. Ms. Nash receives an annual base salary of $210,000(3), an annual incentive bonus and medical and other benefits. Ms. Nash s annual bonus is targeted to be one-half her base salary for the applicable year, although our Board of Directors may increase or decrease the amount of any award in its discretion. Pursuant to her employment agreement, Ms. Nash also received an initial public offering cash bonus, as described below under the heading Related Party Transactions.

On February 9, 2006, the Compensation Committee approved amendments to Ms. Nash s employment agreement to reflect severance and retention provisions adopted by the Compensation Committee on December 8, 2005 in conjunction with the approval of the merger agreement by the Valor Board of Directors. If we terminate Ms. Nash s employment without cause or if she resigns for Good Reason, as each such term is defined in her employment agreement, she will be entitled to receive severance benefits consisting of her annual base salary and continued medical and other benefits for twenty-four months following the date of her termination, plus, two-times the full amount of her target bonus for the year in which her employment terminates. Ms. Nash s employment agreement provides that she will be restricted from engaging in competitive activities for one year after the termination of her employment. Ms. Nash may not solicit employees for one year following termination of her employment with our company.

3 By a December 8, 2005 Resolution of the Compensation Committee, Ms. Nash s annual base salary was increased from $175,000 to $210,000.

BENEFICIAL OWNERSHIP OF VALOR COMMON STOCK

The following table and footnotes set forth as of March 31, 2006 the beneficial ownership, as defined by regulations of the SEC, of Valor common stock held by each person or group of persons known to Valor to own beneficially more than 5% of the outstanding shares of Valor common stock, each director of Valor, each current executive officer of Valor named in the Summary Compensation Table in this proxy statement/ prospectus-information statement (a named executive officer) and all current directors and executive officers of Valor as a group. Except as otherwise noted, the listed entities, individuals and group have sole investment power and sole voting power as to all shares of Valor common stock set forth opposite their names. All information is taken from or based upon ownership filings made by such persons with the SEC or upon information provided by such persons.

	Number	**%**(1)
Welsh, Carson, Anderson Stowe(2)	19,574,421	27.5%
Vestar Capital Partners(3)	8,497,942	12%
Kenneth R. Cole	42,543	*
John Mueller(4)	634,420	*
Jerry E. Vaughn(5)	361,533	*
Cynthia Nash(6)	137,748	*
William Ojile(7)	220,668	*
Grant Raney(8)	275,835	*
Anthony J. de Nicola(9)(10)	19,617,000	27.6%
Sanjay Swani(9)(11)	19,585,992	27.5%
Norman W. Alpert(12)	8,497,942	12%
Federico Pena(12)	8,497,942	12%
Stephen B. Brodeur(13)	9,705	*
Michael E. Donovan(13)	9,705	*
Edward J. Heffernan(13)	9,705	*
Edward L. Lujan(13)	9,705	*
M. Ann Padilla(13)	9,705	*
All directors and executive officers as a group (15 persons)	29,814,518	41.9%

* Less than 1%.

(1) The respective percentages of beneficial ownership are based on 71,096,887 shares of common stock as of April 1, 2006.

(2) Shares are held by the following affiliates of Welsh, Carson, Anderson & Stowe: Welsh, Carson, Anderson & Stowe VIII, L.P., Welsh, Carson, Anderson & Stowe IX, L.P., WCAS Capital Partners III, L.P. Welsh, Carson, Anderson & Stowe disclaims beneficial ownership of such shares. WCAS VIII Associates, LLC, a limited liability company and affiliate of Welsh, Carson, Anderson & Stowe, exercises voting and investment control over the shares held by Welsh, Carson, Anderson & Stowe VIII, L.P. as general partner. Voting and investment decisions by WCAS VIII Associates, LLC are determined by an affirmative vote of two thirds of its managing members. WCAS IX Associates, LLC, a limited liability company and affiliate of Welsh, Carson, Anderson & Stowe, exercises voting and investment control over the shares held by Welsh, Carson, Anderson & Stowe IX, L.P. as general partner. Voting and investment decisions by WCAS IX Associates, LLC are determined by an affirmative vote of two thirds of its managing members. The address of Welsh, Carson, Anderson & Stowe is 320 Park Avenue, Suite 2500, New York, NY 10022.

(3)

Shares are held by Vestar Capital Partners and the following affiliates of Vestar Capital Partners: Vestar Capital Partners III, L.P., Vestar Capital Partners IV, L.P. and Vestar/ Valor LLC. Vestar Capital Partners disclaims beneficial ownership of such shares. Vestar Capital Partners III, L.P. is a limited

partnership, the general partner of which is Vestar Associates III, L.P. As general partner of Vestar Associates III, L.P., Vestar Associates Corporation III, a corporation affiliated with Vestar Capital Partners, exercises voting and investment control over shares held by Vestar Capital Partners III, L.P. Vestar Capital Partners IV, L.P. is a limited partnership, the general partner of which is Vestar Associates IV, L.P. As general partner of Vestar Associates IV, L.P., Vestar Associates Corporation IV, a corporation and affiliate of Vestar Capital Partners, exercises voting and investment control over shares held by Vestar Capital Partners IV, L.P. Vestar/Valor LLC is a limited liability company, the managing member of which is Vestar Capital Partners IV, LP. As general partner of Vestar Associates IV, LP, Vestar Associates Corporation IV exercises voting and investment control over the shares held by Vestar/ Valor LLC. The address of Vestar Capital Partners is 245 Park Avenue, 41st Floor, New York, NY 10167.

(4) Includes 331,002 shares of restricted stock held by Mr. Mueller that will vest upon closing of the merger.

(5) Includes 338,937 shares of restricted stock held by Mr. Vaughn that will vest upon closing of the merger.

(6) Includes 80,912 shares of restricted stock held by Ms. Nash, of which 40,456 shares will vest upon closing of the merger and 40,456 shares will vest on January 1, 2008.

(7) Includes 125,045 shares of restricted stock held by Mr. Ojile that will vest upon closing of the merger.

(8) Includes 147,112 shares of restricted stock held by Mr. Raney, of which 73,556 shares will vest upon closing of the merger and 73,556 shares will vest on January 1, 2008.

(9) As members of WCAS VIII Associates LLC and WCAS IX Associates, LLC, Mr. de Nicola and Mr. Swani may be deemed to share beneficial ownership of the shares held by WCAS VIII Associates LLC and WCAS IX Associates, LLC. Mr. de Nicola and Mr. Swani disclaim beneficial ownership of such shares and any other shares held by affiliates of Welsh, Carson, Anderson & Stowe.

(10) Includes 42,579 shares held directly by Mr. de Nicola, of which 6,470 represents shares of restricted stock that will vest upon closing of the merger.

(11) Includes 11,571 shares held directly by Mr. Swani, of which 6,470 represents shares of restricted stock that will vest upon closing of the merger.

(12) As managing directors of Vestar Capital Partners, Mr. Alpert and Mr. Pena may be deemed to share beneficial ownership of the shares held by Vestar Capital Partners. Mr. Alpert and Mr. Pena each disclaim beneficial ownership of such shares and any other shares held by affiliates of Vestar Capital Partners.

(13) Includes 6,470 shares of restricted stock that will vest upon closing of the merger.

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PERFORMANCE GRAPH

The following graph compares the cumulative total stockholder return on our common stock since February 9, 2005 when our common stock became publicly traded, with the cumulative total return over the same period of (1) the S&P 500 Index and (2) an industry index selected by us. Our relevant industry index is telephone communications (excluding radio telephone), which is composed of companies with a Standard Industry Classification, or SIC, Code of 4813. Pursuant to rules of the SEC, the comparison assumes $100 was invested on February 9, 2005 in our common stock and in each of the indices and assumes reinvestment of dividends, if any. Also pursuant to SEC rules, the returns of each of the companies in the peer group are weighted according to the respective company s stock market capitalization at the beginning of each period for which a return is indicated. Historical stock prices are not indicative of future stock price performance.

COMPARE CUMULATIVE TOTAL RETURN
AMONG VALOR COMMUNICATIONS GROUP,
NYSE MARKET INDEX AND SIC CODE INDEX
ASSUMES $100 INVESTED ON FEB. 9, 2005
ASSUMES DIVIDEND REINVESTED
FISCAL YEAR ENDING DEC. 31, 2005

	2/09/05	3/31/05	6/30/05	9/30/05	12/31/05
Valor Communications Group	100.00	95.65	93.64	94.92	81.87
SIC Code Index	100.00	98.04	97.83	100.41	98.56
NYSE Market Index	100.00	101.36	103.68	108.49	110.77

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our executive officers, directors and persons who own more than 10% of a registered class of Valor s equity securities to file reports of ownership with the SEC and furnishes copies to the NYSE and Valor. Based solely on the review of the copies of such forms and representations by certain reporting persons, we believe that for the period from the Offering through March 31, 2006, its executive officers, directors and 10% stockholders complied with all applicable filing requirements under Section 16(a).

RELATED PARTY TRANSACTIONS

Equity Sponsors

Securityholders Agreement. We entered into a securityholders agreement with WCAS, Vestar, Citicorp Venture Capital (CVC) and certain of their respective affiliates that contain the following registration rights:

- WCAS and Vestar have demand registration rights relating to the shares of our common stock that they received pursuant to our reorganization, subject to the requirement that the securities covered by each demand registration have an aggregate public offering price of at least $25.0 million if registered pursuant to a long-form registration statement, or $10.0 million if registered pursuant to a short-form registration statement; provided that the entities comprising WCAS and Vestar that initiate a demand for registration must hold a majority of the shares of common stock held by all such WCAS or Vestar entities, as the case may be, to initiate a demand for registration; provided, further, that WCAS or Vestar may exercise a demand right for less than an aggregate public offering price of $25.0 million if registered pursuant to a long-form registration statement, or $10.0 million if registered pursuant to a short-form registration statement, if such proposed offering is for all of the remaining shares of common stock held by WCAS or Vestar; provided, further, that WCAS can request up to three registrations that are registered pursuant to a long-form registration statement and Vestar can request up to two registrations that are registered pursuant to a long-form registration statement; and

- WCAS, Vestar and CVC have the right to include in our future public offerings of securities the shares of our common stock held by each of them.

We have agreed to pay all costs and expenses in connection with each such registration, except underwriting discounts and commissions applicable to the securities sold, and to indemnify WCAS and Vestar that have included securities in such offering against certain liabilities, including liabilities under the Securities Act.

Pursuant to the Securityholders Agreement, WCAS, Vestar, CVC and certain of their respective affiliates have agreed to vote for each other s designees to our Board of Directors (to the extent permitted by law and the rules of any securities exchange, system or market on which our securities are then listed), and to vote such that both WCAS and Vestar have at least one designee on each of our committees.

Upon completion of the merger, the Securityholders will be amended as discussed in more detail under The Transactions Interests of Certain Persons in the Merger.

Management

Transaction Bonuses.

Initial Public Offering Cash Bonuses. In connection with the consummation of our initial public offering we paid cash bonuses to our executive officers and other members of management in the manner set forth on the table below if such individuals remain an employee of Valor or its affiliates as of any date on which such

payment becomes due. These payments are intended to compensate our executive officers and other members of management for their efforts in connection with the completion of our initial public offering.

Name	Date of IPO	January 1, 2006	January 1, 2007(1)	Total
John J. Mueller	$ 200,000	$ 400,000	$ 400,000	$ 1,000,000
Kenneth R. Cole(2)	750,000			750,000
W. Grant Raney	100,000	200,000	200,000	500,000
William M. Ojile, Jr.	50,000	100,000	100,000	250,000
Cynthia Nash	30,000	60,000	60,000	150,000
Jerry E. Vaughn				
Other	411,500	223,000	223,000	857,500
Total	$ 1,541,500	$ 983,000	$ 983,000	$ 3,507,500

(1) Per Resolution of the Compensation Committee, dated December 8, 2005, cash grants scheduled to vest on January 1, 2007 will vest upon closing of the merger.

(2) Pursuant to the terms of Amendment One to Mr. Cole s Part-Time Employment Agreement, dated November 10, 2004.

AUDIT COMMITTEE REPORT

The Audit Committee has met and held discussions with management and our independent accountants and has reviewed and discussed the audited consolidated financial statements with management and our independent accountants, including matters required to be discussed by Statement on Auditing Standards No. 61 (Codification of Statements on Auditing Standards, AU Section 380), Communication with Audit Committee.

Our independent accountants also provided the Audit Committee with the written disclosures and the letter required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees), and the Audit Committee discussed with our independent accountants that firm s independence.

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2005, for filing with the Securities and Exchange Commission.

Members of the audit committee of the Board of Directors respectfully submit the foregoing report.

Edward J. Heffernan, Chairman
Sanjay Swani
Stephen Brodeur
Ann Padilla
Edward Lujan

PROPOSAL 6.

RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS VALOR S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006

(Item 6 on Proxy Card)

Deloitte & Touche LLP were Valor s independent auditors for the year ended December 31, 2005 and have reported on Valor s consolidated financial statements included in the annual report which accompanies this proxy statement/ prospectus-information statement. The Audit Committee has appointed Deloitte & Touche LLP as independent auditors for fiscal 2006. Deloitte & Touche LLP has served in this capacity for several years, is

knowledgeable about our operations and accounting practices, and is well qualified to act as

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our independent registered public accounting firm. We are not required to have stockholders ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm. We nevertheless are doing so because we believe it is a matter of good corporate practice. If the stockholders do not ratify the selection, the Audit Committee will reconsider whether or not to retain Deloitte & Touche LLP. Representatives of Deloitte & Touche LLP are not expected to attend the meeting.

The following table shows the aggregate fees Deloitte & Touche LLP has billed or is expected to bill to us for services rendered for fiscal years ending December 31, 2004 and 2005.

Type of Fees	2004	2005
Audit Fees(1)	$ 512,611	$ 535,000
Audit-Related Fees(2)	665,000	244,729
Tax Fees(3)	1,560,000	65,000
All Other Fees(4)	6,396	718,396
Total	$ 2,744,007	$ 1,563,125

(1) Fees for the following services:

(a) audits of our consolidated year-end financial statements for each year;

(b) reviews of the unaudited quarterly financial statements for each of the first three quarters of each year;

(c) normally provided statutory or regulatory filings or engagements for each year; and

(d) estimated out-of-pocket costs Deloitte & Touche incurred in providing all of such services for which we reimburse Deloitte & Touche.

(2) Fees for registration statements, employee benefit plan audits and services related to our internal controls over financial reporting in connection with Sarbanes-Oxley Act of 2002.

(3) Fees for tax compliance, tax advice and tax planning services.

(4) Fees for all services not described in the other categories. For 2004, the disclosed fees include fees for an annual on-line research tool. For 2005, the disclosed fees include due diligence services related to the pending merger with Alltel s wireline business and fees for an annual on-line research tool.

The audit committee adopted a pre-approval policy in 2005 as further described in the Audit Committee Charter in Annex H. As of the completion of our offering in February 2005, the audit committee became responsible for pre-approving every engagement of Deloitte & Touche to perform audit or non-audit services on behalf of Valor or any of its subsidiaries. All Audit, Audit-Related Fees, Tax Fees and All Other Fees described above in 2005 were approved by the Audit Committee before services were rendered. Prior to the initial public offering the Audit Committee was not required to pre-approve audit or non-audit services.

THE BOARD OF DIRECTORS RECOMMEND A VOTE FOR THE RATIFICATION OF APPOINTMENT OF D&T AS VALOR S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2006

PROPOSAL 7.

ADJOURNMENT FOR THE PURPOSE OF OBTAINING ADDITIONAL VOTES FOR THE MERGER PROPOSALS

(Item 7 on Proxy Card)

At the annual meeting, we may ask stockholders to vote upon an adjournment of the annual meeting, if necessary, to solicit additional proxies for the approval of the merger proposals.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ANY ADJOURNMENT OF THE ANNUAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES FOR THE APPROVAL OF THE MERGER PROPOSALS.

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SPECIAL NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus-information statement, including information included or incorporated by reference in this proxy statement/ prospectus-information statement, contains certain forward-looking statements, within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Generally, the words will, may, should, continue, believes, expects, intends, anticipates, estimates or similar expressions identify forward-looking statements; and any statements regarding the benefits of the merger, or Valor s or Spinco s expected financial condition, results of operations and business are also forward-looking statements. Without limiting the generality of the preceding sentence, the statements contained in the sections Risk Factors, The Transactions Background of the Merger, The Transactions Alltel s Reasons for the Spin-Off and the Merger, The Transactions Opinion of Financial Advisor-Wachovia Securities, The Transactions Opinion of Financial Advisor-Bear Stearns , The Transactions Valor s Reasons for the Merger and The Transactions Dividend Policy of Windstream including, without limitation, any forecasts, projections and descriptions of anticipated cost savings or other synergies referred to therein, and any other statements contained herein, or incorporated by reference from documents filed with the SEC by Valor, regarding the possible or assumed future results of operations of Valor and Spinco s businesses, the markets for Valor and Spinco s services and products, anticipated capital expenditures, regulatory developments, competition or the effects of the merger, and other statements contained or incorporated by reference herein regarding matters that are not historical facts constitute forward-looking statements.

These forward-looking statements involve known and unknown risks and uncertainties that are difficult to predict. Factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include, among others, the following factors:

- adverse changes in economic conditions, in the regions in which Valor and Spinco operate;
- the extent, timing, and overall effects of competition in the communications business;
- material changes in the communications industry generally that could adversely affect vendor relationships with equipment and network suppliers and customer relationships with wholesale customers;
- changes in communications technology;
- the risks associated with the integration of acquired businesses;
- the potential for adverse changes in the ratings given to Windstream s debt securities by nationally accredited ratings organizations;
- the availability and cost of financing in the corporate debt markets;
- the uncertainties related to Valor and Spinco s strategic investments;
- the effects of work stoppages;
- the effects of litigation;
- potential outcome of income tax audits;
- the effects of federal and state legislation, rules, and regulations governing the communications industry;
- product liability and other claims asserted against Valor or Spinco; and

those factors listed under the heading Risk Factors.

In addition to these factors, actual future performance, outcomes and results may differ materially because of other, more general, factors including (without limitation) general industry and market conditions and growth rates, economic conditions, and governmental and public policy changes.

Any forward-looking statements in this proxy statement/prospectus-information statement are not guarantees of future performance, and actual results, developments and business decisions may differ from those contemplated by those forward-looking statements, possibly materially. Valor and Spinco disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section. See also Where You Can Find Additional Information on page [ ].

EXPERTS

The financial statements and the related financial statement schedule incorporated in this prospectus by reference from the Valor Communications Group, Inc. Annual Report on Form 10-K for the year ended December 31, 2005 have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report (which expresses an unqualified opinion on the financial statements and financial statement schedule and includes an explanatory paragraph referring to a change in Valor s method of accounting for conditional asset retirement obligations to conform to Financial Accounting Standards Board Interpretation No. 47) which is incorporated herein by reference, and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The combined financial statements of the wireline division of Alltel Corporation as of December 31, 2005 and 2004 and for each of the three years in the period ended December 31, 2005 included in this proxy statement/ prospectus-information statement have been so included in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in accounting and auditing.

LEGAL MATTERS

Kirkland & Ellis LLP will provide to Valor a legal opinion regarding the issuance of Valor common stock in connection with the merger. Skadden, Arps, Slate, Meagher & Flom LLP will provide to Alltel and Spinco a legal opinion regarding certain federal income tax matters relating to the spin-off and the merger. Kirkland & Ellis LLP will provide to Valor a legal opinion regarding certain federal income tax matters relating to the merger.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

Valor has filed with the SEC a registration statement on Form S-4 (the Registration Statement) under the Securities Act to register with the SEC the common shares to be issued in the merger. This proxy statement/prospectus-information statement, which constitutes a part of the Registration Statement, does not contain all of the information set forth in the Registration Statement or the exhibits and schedules filed therewith. For further information about Valor and the common shares to be issued in the merger, reference is made to the Registration Statement and the exhibits and schedules filed therewith. Statements contained in this proxy statement/prospectus-information statement regarding the contents of any contract or any other document that is filed as an exhibit to the Registration Statement are not necessarily complete, and each such statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the Registration Statement.

Valor also files annual, quarterly and current reports, proxy and registration statements and other information with the SEC. You may read and copy any reports, statements, or other information that Valor files, including the Registration Statement and the exhibits and schedules filed therewith, without charge at the public reference room maintained by the SEC, located at 100 F Street, NE, Washington, D.C. 20549, and copies of all or any part of the Registration Statement may be obtained from such offices upon the payment of the fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. The SEC also maintains an Internet web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. The address of the site is www.sec.gov.

As allowed by SEC rules, this proxy statement/prospectus-information statement does not contain all the information you can find in the registration statement on Form S-4 filed by Valor to register the shares of stock to be issued pursuant to the merger and the exhibits to the registration statement. The SEC allows Valor to incorporate by reference information into this proxy statement/prospectus-information statement, which means that Valor can disclose important information to you by referring you to other documents filed separately with the SEC. The information incorporated by reference is deemed to be part of this proxy statement/prospectus-information statement, except for any information superseded by information in this proxy statement/prospectus-information statement. This proxy statement/prospectus-information statement incorporates by reference the documents set forth below that Valor has previously filed with the SEC. These documents contain important information about Valor and its financial condition.

The following Valor documents are incorporated by reference into this proxy statement/prospectus-information statement and are deemed to be a part of this proxy statement/prospectus-information statement, except for any information superseded by information contained directly in this proxy statement/prospectus-information statement:

- Annual Report on Form 10-K for the fiscal year ended December 31, 2005; and

- The description of Valor common stock (discussed above under the heading Description Of Windstream Capital Stock) contained in Valor s Registration Statement on Form S-1 filed February 10, 2005.

All documents filed by Valor pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act from the date of this proxy statement/prospectus-information statement to the date of the annual meeting shall also be incorporated herein by reference.

You can obtain documents incorporated by reference in this proxy statement/prospectus-information statement by requesting them in writing, by telephone or by e-mail from the appropriate company with the following contact information:

Valor Communications Group, Inc.
201 E. John Carpenter Freeway, Suite 200
Irving, Texas 75062
Attn: William M. Ojile, Jr., Corporate Secretary
Tel: (972) 373-1000

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If you would like to request any documents, please do so by [ ], 2006 in order to receive them before the annual meeting.

VALOR HAS NOT AUTHORIZED ANYONE TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION ABOUT THE MERGER THAT IS DIFFERENT FROM, OR IN ADDITION TO, THAT CONTAINED IN THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT OR IN ANY OF THE MATERIALS THAT ARE INCORPORATED BY REFERENCE INTO THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT. THEREFORE, IF ANYONE DOES GIVE YOU INFORMATION OF THIS SORT, YOU SHOULD NOT RELY ON IT. IF YOU ARE IN A JURISDICTION WHERE OFFERS TO EXCHANGE OR SELL, OR SOLICITATIONS OF OFFERS TO EXCHANGE OR PURCHASE, THE SECURITIES OFFERED BY THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT ARE UNLAWFUL, OR IF YOU ARE A PERSON TO WHOM IT IS UNLAWFUL TO DIRECT THESE TYPES OF ACTIVITIES, THEN THE OFFER PRESENTED IN THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT DOES NOT EXTEND TO YOU.

YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT IS ACCURATE AS OF ANY DATE OTHER THAN SUCH DATE AND NEITHER THE MAILING OF THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT NOR THE ISSUANCE OF VALOR COMMON STOCK PURSUANT TO THE MERGER SHALL CREATE AN IMPLICATION TO THE CONTRARY.

ALL INFORMATION CONTAINED IN THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT WITH RESPECT TO ALLTEL OR SPINCO AND THEIR SUBSIDIARIES HAS BEEN PROVIDED BY ALLTEL. ALL INFORMATION CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROXY STATEMENT/PROSPECTUS-INFORMATION STATEMENT WITH RESPECT TO VALOR AND ITS SUBSIDIARIES (INCLUDING THE FINANCIAL ADVISORS TO VALOR) HAS BEEN PROVIDED BY VALOR.

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WIRELINE DIVISION OF
ALLTEL CORPORATION
COMBINED FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2005 AND 2004
AND FOR THE THREE YEARS ENDED
DECEMBER 31, 2005, 2004 AND 2003

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholder of the Wireline Division of ALLTEL Corporation:

In our opinion, the accompanying combined balance sheets and the related combined statements of operations and comprehensive income, equity and cash flows present fairly, in all material respects, the financial position of the Wireline Division of ALLTEL Corporation (the Company) at December 31, 2005 and 2004, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2005 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2 to the combined financial statements, the Company changed its method of accounting for asset retirement obligations as a result of adopting Statement of Financial Accounting Standards No. 143 (SFAS No. 143), Accounting for Asset Retirement Obligations as of January 1, 2003 and as a result of adopting Financial Accounting Standards Board Interpretation No. 47 (FIN 47), Accounting for Conditional Asset Retirement Obligations as of December 31, 2005.

/s/ PricewaterhouseCoopers LLP
Little Rock, AR
February 27, 2006

COMBINED BALANCE SHEETS
December 31,

	Unaudited Pro Forma 2005 (Note 13)	2005	2004
		(Millions)	
ASSETS			
Current Assets:			
Cash and short-term investments	$ 11.9	$ 11.9	$ 13.1
Accounts receivable (less allowance for doubtful accounts of $14.1 and $16.6, respectively)	312.8	312.8	339.5
Inventories	36.9	36.9	35.4
Prepaid expenses and other	33.6	33.6	16.2
Total current assets	395.2	395.2	404.2
Investments	2.0	2.0	24.3
Goodwill	1,218.7	1,218.7	1,218.7
Other intangibles	317.7	317.7	325.9
Property, Plant and Equipment:			
Land	18.3	18.3	18.3
Buildings and improvements	310.2	310.2	302.3
Wireline	6,634.6	6,634.6	6,434.2
Information processing	60.7	60.7	54.1
Other	188.9	188.9	184.9
Under construction	131.1	131.1	95.6
Total property, plant and equipment	7,343.8	7,343.8	7,089.4
Less accumulated depreciation	(4,380.2)	(4,380.2)	(4,015.1)
Net property, plant and equipment	2,963.6	2,963.6	3,074.3
Other assets	32.5	32.5	31.8
Total Assets	$ 4,929.7	$ 4,929.7	$ 5,079.2
LIABILITIES AND EQUITY			
Current Liabilities:			
Current maturities of long-term debt	$ 22.1	$ 22.1	$ 22.1
Accounts payable	145.5	145.5	109.5
Advance payments and customer deposits	60.4	60.4	61.3
Accrued taxes	83.1	83.1	43.5
Accrued interest	4.2	4.2	4.5
Dividend payable to Parent company	2,400.0		

Note payable to Parent company	1,565.0		
Other current liabilities	48.7	48.7	51.3
Total current liabilities	4,329.0	364.0	292.2
Long-term debt	238.7	238.7	260.8
Deferred income taxes	680.6	680.6	680.2
Other liabilities	157.2	157.2	139.2
Total liabilities	5,405.5	1,440.5	1,372.4
Commitments and Contingencies (See Note 11)			
Equity (Deficit):			
Cumulative foreign currency translation adjustment	0.5	0.5	0.5
Paid-in capital	(476.3)		
Parent company investment		1,455.2	1,813.5
Retained earnings		2,033.5	1,892.8
Total equity (deficit)	(475.8)	3,489.2	3,706.8
Total Liabilities and Equity	$ 4,929.7	$ 4,929.7	$ 5,079.2

The accompanying notes are an integral part of these combined financial statements.

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COMBINED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
For the years ended December 31,

	2005	2004	2003
		(Millions)	
Revenues and sales:			
Service revenues	$ 2,463.6	$ 2,533.5	$ 2,618.4
Product sales	459.9	400.0	384.9
Total revenues and sales	2,923.5	2,933.5	3,003.3
Costs and expenses: (See Note 1)			
Cost of services (excluding depreciation of $415.8, $445.1 and $451.9 in 2005, 2004 and 2003, respectively included below)	796.1	813.7	864.8
Cost of products sold	374.8	333.8	339.0
Selling, general, administrative and other	340.1	327.9	351.0
Depreciation and amortization	474.2	508.5	519.4
Royalty expense to Parent	268.8	270.2	273.0
Restructuring and other charges	35.7	11.8	12.2
Total costs and expenses	2,289.7	2,265.9	2,359.4
Operating income	633.8	667.6	643.9
Other income, net	11.6	13.7	5.8
Intercompany interest income (expense)	23.3	(15.2)	(21.6)
Interest expense	(19.1)	(20.4)	(27.7)
Gain on disposal of assets and other			23.9
Income before income taxes	649.6	645.7	624.3
Income taxes	267.9	259.4	247.1
Income before cumulative effect of accounting change	381.7	386.3	377.2
Cumulative effect of accounting change (net of income tax expense (benefit) of $(4.6) in 2005 and $10.3 in 2003)	(7.4)		15.6
Net income (See Note 13)	374.3	386.3	392.8
Foreign currency translation adjustment		(0.1)	0.8
Comprehensive income	$ 374.3	$ 386.2	$ 393.6
Pro forma amounts assuming changes in accounting principles were applied retroactively:			
Net income as reported:	$ 374.3	$ 386.3	$ 392.8
Effect of recognition of conditional asset retirement obligations	7.4	(0.4)	(0.4)
Effect of change in recognition of asset retirement obligations			(15.6)
Net income as adjusted	$ 381.7	$ 385.9	$ 376.8

The accompanying notes are an integral part of these combined financial statements.

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COMBINED STATEMENTS OF CASH FLOWS
For the years ended December 31,

	2005	2004	2003
		(Millions)	
Cash Provided from Operations:			
Net income	$ 374.3	$ 386.3	$ 392.8
Adjustments to reconcile net income to net cash provided from operations:			
Cumulative effect of accounting change	7.4		(15.6)
Depreciation and amortization	474.2	508.5	519.4
Provision for doubtful accounts	29.2	38.3	33.0
Non-cash portion of restructuring and other charges		0.8	5.6
Non-cash portion of gain on disposal of assets			(31.0)
Change in deferred income taxes	4.9	70.0	91.0
Other, net	1.8	5.0	15.3
Changes in operating assets and liabilities, net of effects of acquisitions and dispositions:			
Accounts receivable	(4.0)	(23.2)	43.2
Inventories	(1.5)	10.9	11.2
Accounts payable	36.0	(5.7)	15.8
Other current liabilities	35.8	(16.4)	37.4
Other, net	(4.2)	(12.3)	16.9
Net cash provided from operations	953.9	962.2	1,135.0
Cash Flows from Investing Activities:			
Additions to property, plant and equipment	(352.9)	(333.3)	(383.2)
Additions to capitalized software development costs	(4.0)	(4.5)	(7.6)
Additions to investments			(0.2)
Proceeds from the sale of assets			37.0
Proceeds from the sale of investments	0.1	7.6	
Other, net	4.1	0.5	(2.9)
Net cash used in investing activities	(352.7)	(329.7)	(356.9)
Cash Flows from Financing Activities:			
Dividends paid to Parent Company	(233.6)	(239.1)	(232.4)
Repayments of long-term debt	(22.1)	(22.1)	(282.6)
Reductions in advances from Parent Company	(346.7)	(365.9)	(269.2)
Net cash used in financing activities	(602.4)	(627.1)	(784.2)
Effect of exchange rate changes on cash and short-term investments		(0.1)	0.8
Increase (decrease) in cash and short-term investments	(1.2)	5.3	(5.3)
Cash and Short-term Investments:			
Beginning of the year	13.1	7.8	13.1

End of the year	$ 11.9	$ 13.1	$ 7.8
Supplemental Cash Flow Disclosures:			
Interest paid, net of amounts capitalized	$ 17.9	$ 19.2	$ 26.3
Income taxes paid	$ 215.4	$ 187.9	$ 18.3

The accompanying notes are an integral part of these combined financial statements.

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COMBINED STATEMENTS OF EQUITY
For the years ended December 31,

	Foreign Currency Translation Adjustment	Parent Company Investment	Retained Earnings	Totals
		(Millions)		
Balance at January 1, 2003	$ (0.2)	$ 2,453.9	$ 1,585.2	$ 4,038.9
Net income			392.8	392.8
Dividends to Parent			(232.4)	(232.4)
Net transfers to Parent		(274.5)		(274.5)
Foreign currency translation adjustment	0.8			0.8
Balance at December 31, 2003	$ 0.6	$ 2,179.4	$ 1,745.6	$ 3,925.6
Net income			386.3	386.3
Dividends to Parent			(239.1)	(239.1)
Net transfers to Parent		(365.9)		(365.9)
Foreign currency translation adjustment	(0.1)			(0.1)
Balance at December 31, 2004	$ 0.5	$ 1,813.5	$ 1,892.8	$ 3,706.8
Net income			374.3	374.3
Dividends to Parent			(233.6)	(233.6)
Net transfers to Parent		(358.3)		(358.3)
Balance at December 31, 2005	$ 0.5	$ 1,455.2	$ 2,033.5	$ 3,489.2

The accompanying notes are an integral part of these combined financial statements.

NOTES TO COMBINED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies:

Organization The Wireline Division (the Company) is not a separate stand-alone legal entity and is comprised of certain wholly-owned subsidiaries and other component operations of ALLTEL Corporation (Alltel or the Parent). No direct equity ownership interest exists among the individual subsidiaries or other component operations that comprise the Wireline Division. The Company provides wireline local, long-distance, network access, and Internet services to residential and business customers. A subsidiary, ALLTEL Publishing Corporation (ALLTEL Publishing), publishes telephone directories for affiliates and other independent telephone companies. The Company also warehouses and sells telecommunications equipment to subsidiaries of the Company and to other non-affiliated communications companies in related industries. In addition, the Company provides billing, customer care and other data processing and outsourcing services to telecommunications companies. (See Note 12 for additional information regarding the Company s business segments.)

Basis of Presentation The accompanying combined financial statements present the financial position, results of operations and cash flows of the Company in contemplation of a spin-off of the business and merger with Valor Communications Group, Inc. (Valor) as more fully discussed in Note 13. The Company is a fully integrated business of Alltel; consequently these financial statements have been derived from the consolidated financial statements and accounting records of Alltel, using the historical results of operations and historical basis of assets and liabilities of the Company. The financial statements include the accounts of Alltel s wholly-owned subsidiaries and certain other accounts that comprise the Company. Investments in less than 20 percent owned entities and in which the Company does not exercise significant influence over operating and financial policies are accounted for under the cost method. All intercompany transactions, except those with certain affiliates described below, have been eliminated in the combined financial statements. Certain prior year amounts have been reclassified to conform to the 2005 financial statement presentation.

Service revenues consist of wireline local service, network access, Internet access, long-distance and miscellaneous wireline operating revenues and telecommunications information services processing revenues. Product sales primarily consist of the directory publishing operations and sales of communications equipment. Cost of services include the costs related to completing calls over the Company s telecommunications network, including access, interconnection and toll charges paid to other carriers, as well as the costs to operate and maintain the network. Additionally, cost of services includes the costs to provide telecommunications information services, bad debt expense and business taxes.

Related Party Transactions Certain services such as information technology, accounting, legal, tax, marketing, engineering, and risk and treasury management were provided to the Company by the Parent. Expenses which were paid by the Parent on behalf of the Company have been allocated based on actual direct costs incurred. Where specific identification of expenses was not practicable, the cost of such services was allocated based on the most relevant allocation method to the service provided, either net sales of the Company as a percentage of net sales of the Parent, total assets of the Company as a percentage of total assets of the Parent, or headcount of the Company as a percentage of headcount of the Parent. Total expenses allocated to the Company were $300.5 million in 2005, $278.9 million in 2004 and $299.6 million in 2003. The costs of these services charged to the Company and the allocated liabilities assigned to the Company are not necessarily indicative of the costs and liabilities that would have been incurred if the Company had performed these functions as a stand-alone entity. However, management believes that methods used to make such allocations are reasonable and costs of these services charged to the Company are reasonable representations of the costs that would have been incurred if the Company had performed these functions as a stand-alone company.

The Company maintains a licensing agreement with The ALLTEL Kansas Limited Partnership, an Alltel affiliate, under which the Company s incumbent local exchange carrier (ILEC) subsidiaries are charged a royalty fee for the use of the Alltel brand name in marketing and distributing telecommunications

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NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

products and services. The amount of the royalty fee charged is computed by multiplying the ILEC subsidiaries annual revenues and sales by 12.5 percent.

Transfers with Alltel affiliates of property, plant and equipment and capitalized software development costs are recorded at net book value on the date of transfer. During 2003, the Company transferred to Alltel affiliates certain capitalized software development costs of $5.3 million.

The Company participates in the centralized cash management practices of Alltel. Under these practices, cash balances are transferred daily to Alltel bank accounts. The Company obtains interim financing from the Parent to fund its daily cash requirements and invests short-term excess funds with Alltel. The Company earns interest income on receivables due from the Parent and is charged interest expense for payables due to the Parent. The interest rates charged on payables to the Parent were 6.1 percent in 2005, 6.8 percent in 2004 and 6.9 percent in 2003. Interest rates earned on receivables from the Parent were 3.5 percent in 2005, 1.6 percent in 2004 and 1.3 percent in 2003. At December 31, 2005 and 2004, the Company had a net payable to the Parent which is included in the Parent Company Investment in the accompanying combined balance sheets and statements of equity, because such amounts have been considered contributed by the Parent to the Company. The Company s cash and short-term investments held at the Alltel level were not allocated to the Company in the combined financial statements. Cash and short-term investments reflected in the combined financial statements represents only those amounts held at the Company level. Debt reflected in the combined financial statements represents only those debentures and notes that were directly issued by subsidiaries of the Company. (See Note 4). No other debt has been allocated by the Parent to the Company s balance sheet. See Transactions With Certain Affiliates below for a discussion of additional related party transactions.

Use of Estimates The preparation of financial statements, in accordance with accounting principles generally accepted in the United States, requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying combined financial statements are based upon management s evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying combined financial statements, and such differences could be material.

Regulatory Accounting The Company s ILEC operations, except for certain operations acquired in Kentucky in 2002 and Nebraska in 1999, follow the accounting for regulated enterprises prescribed by Statement of Financial Accounting Standards (SFAS) No. 71, Accounting for the Effects of Certain Types of Regulation. This accounting recognizes the economic effects of rate regulation by recording costs and a return on investment as such amounts are recovered through rates authorized by regulatory authorities. Accordingly, SFAS No. 71 requires the Company s ILEC operations to depreciate wireline plant over the useful lives approved by regulators, which could be different than the useful lives that would otherwise be determined by management. SFAS No. 71 also requires deferral of certain costs and obligations based upon approvals received from regulators to permit recovery of such amounts in future years. Criteria that would give rise to the discontinuance of SFAS No. 71 include (1) increasing competition restricting the wireline subsidiaries ability to establish prices to recover specific costs and (2) significant changes in the manner in which rates are set by regulators from cost-based regulation to another form of regulation. The Company reviews these criteria on a quarterly basis to determine whether the continuing application of SFAS No. 71 is appropriate. In assessing the continued applicability of SFAS No. 71, the Company monitors the following:

Level of competition in its markets. To date, competition has not had a significant adverse effect on the operating results of the Company s ILEC subsidiaries, primarily because these subsidiaries provide wireline telecommunications services in mostly rural areas. To date, ILEC subsidiaries have not been required to discount intrastate service rates in response to competitive pressures.

Level of revenues and access lines currently subject to rate-of-return regulation or which could revert back to rate-of-return regulation in the future. For the ILEC subsidiaries that follow SFAS No. 71, all interstate revenues are subject to rate-of-return regulation. The majority of the ILEC subsidiaries

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NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

remaining intrastate revenues are either subject to rate-of-return regulation or could become subject to rate-of-return regulation upon election by the Company, subject in certain cases to approval by the state public service commissions.

Level of profitability of the ILEC subsidiaries. Currently, the prices charged to customers for interstate and intrastate services continue to be sufficient to recover the specific costs of the ILEC subsidiaries in providing these services to customers.

While the Company believes that the application of SFAS No. 71 continues to be appropriate, it is possible that changes in regulation, legislation or competition could result in the Company s ILEC operations no longer qualifying for the application of SFAS No. 71 in the near future. If the Company s ILEC operations no longer qualified for the application of SFAS No. 71, the accounting impact to the Company would be an extraordinary non-cash credit to operations. The non-cash credit would consist primarily of the reversal of the regulatory liability for cost of removal included in accumulated depreciation, as further discussed below, which amounted to $156.9 million and $147.9 million as of December 31, 2005 and 2004, respectively. The Company does not expect to record any impairment charge related to the carrying value of its ILEC plant. Upon discontinuance of SFAS No. 71, the Company would be required to revise the lives of its property, plant and equipment to reflect the estimated useful lives of the assets. The Company does not expect any revisions in asset lives to have a material adverse effect on its ILEC operations. In accordance with federal and state regulations, depreciation expense for the Company s ILEC operations has historically included an additional provision for cost of removal.

The additional cost of removal provision does not meet the recognition and measurement principles of an asset retirement obligation under SFAS No. 143, Accounting for Asset Retirement Obligations. In December 2002, the Federal Communications Commission (FCC) notified ILEC carriers that they should not adopt the provisions of SFAS No. 143 unless specifically required by the FCC in the future. As a result of the FCC ruling, the Company continues to record a regulatory liability for cost of removal for its ILEC operations that follow the accounting prescribed by SFAS No. 71.

Transactions with Certain Affiliates The Company s product distribution operations sell equipment to the affiliated ILEC operations ($134.4 million in 2005, $85.9 million in 2004 and $123.7 million in 2003). The cost of equipment sold to the ILEC operations is included, principally, in wireline plant in the combined financial statements. ALLTEL Publishing contracts with the ILEC subsidiaries to provide directory publishing services which include the publication of a standard directory at no charge. ALLTEL Publishing bills the wireline subsidiaries for services not covered by the standard contract ($7.6 million in 2005, $7.0 million in 2004 and $7.3 million in 2003). Wireline revenues and sales include directory royalties received from ALLTEL Publishing ($35.8 million in 2005, $40.1 million in 2004 and $42.9 million in 2003) and amounts billed to other affiliates of the Company ($45.0 million in 2005, $51.7 million in 2004 and $51.3 million in 2003) for interconnection and toll services. These intercompany transactions involving the ILEC operations (excluding the acquired operations in Kentucky and Nebraska) have not been eliminated because the revenues received from the affiliates and the prices charged by the communications products and directory publishing operations are priced in accordance with FCC guidelines and are recovered through the regulatory process.

Cash and Short-term Investments Cash and short-term investments consist of highly liquid investments with original maturities of three months or less.

Accounts Receivable Accounts receivable consist principally of trade receivables from customers and are generally unsecured and due within 30 days. Expected credit losses related to trade accounts receivable are recorded as an allowance for doubtful accounts in the combined balance sheets. In establishing the allowance for doubtful accounts, the Company considers a number of factors, including historical collection experience, aging of the accounts receivable balances, current economic conditions, and a specific customer s ability to meet its financial obligations to the Company. When internal collection efforts on accounts have been exhausted, the accounts are written off by reducing the allowance for doubtful accounts. Concentration of

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NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

credit risk with respect to accounts receivable is limited because a large number of geographically diverse customers make up the Company s customer base, thus spreading the credit risk.

Inventories Inventories are stated at the lower of cost or market value. Cost is determined using either an average original cost or specific identification method of valuation.

Investments Investments in Rural Telephone Bank (RTB) Class C stock were reported at cost due to the lack of a readily available market price. During December 2005, the Company transferred its investment in RTB Class C stock to the Parent. The Company received dividend income of $11.4 million in 2005, $11.8 million in 2004 and $5.6 million in 2003 related to its investment in the RTB Class C stock, which is included in other income, net in the accompanying statements of income. All other investments are accounted for using the cost method. Investments were as follows at December 31:

	2005	2004
	(Millions)	
Investments in Rural Telephone Bank Class C stock	$	$ 22.1
Other cost investments	2.0	2.2
	$ 2.0	$ 24.3

Goodwill and Other Intangible Assets Goodwill represents the excess of cost over the fair value of net identifiable tangible and intangible assets acquired through various business combinations. The Company has acquired identifiable intangible assets through its acquisitions of interests in various wireline properties. The cost of acquired entities at the date of the acquisition is allocated to identifiable assets, and the excess of the total purchase price over the amounts assigned to identifiable assets is recorded as goodwill. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets, goodwill is to be assigned to a company s reporting units and tested for impairment annually using a consistent measurement date, which for the Company is January 1st of each year. The impairment test for goodwill requires a two-step approach, which is performed at a reporting unit level. Step one of the test identifies potential impairments by comparing the fair value of a reporting unit to its carrying amount. Step two, which is only performed if the fair value of a reporting unit is less than its carrying value, calculates the impairment loss as the difference between the carrying amount of the reporting unit s goodwill and the implied fair value of that goodwill. The Company completed step one of the annual impairment reviews of goodwill for 2005, 2004 and 2003 and determined that no write-down in the carrying value of goodwill for any of its reporting units was required. For purposes of completing the annual impairment reviews, fair value of the reporting units was determined utilizing a combination of the discounted cash flows of the reporting units and calculated market values of comparable public companies.

The Company s indefinite-lived intangible assets consist of wireline franchise rights in the state of Kentucky acquired in August 2002. The Company determined that the wireline franchise rights met the indefinite life criteria outlined in SFAS No. 142, because the Company expects both the renewal by the granting authorities and the cash flows generated from these intangible assets to continue indefinitely. The Company s intangible assets with finite lives are amortized over their estimated useful lives, which are 10 years for customer lists and 15 years for franchise rights. SFAS No. 142 also requires intangible assets with indefinite lives to be tested for impairment on an annual basis, by comparing the fair value of the assets to their carrying amounts. For purposes of completing the annual impairment reviews, the fair value of the wireline franchise rights was determined based on the discounted cash flows of the acquired operations in Kentucky. Upon completing the annual impairment reviews of its wireline franchise rights for 2005, 2004 and 2003, the Company determined that no write-down in the carrying value of these assets was required.

Property, Plant and Equipment Property, plant and equipment are stated at original cost. Wireline plant consists of aerial and underground cable, conduit, poles, switches and other central office and transmission-related equipment.

Information processing plant consists of data processing equipment, purchased software and internal use capitalized software development costs. Other plant consists of furniture,

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NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

fixtures, vehicles, machinery and equipment. The costs of additions, replacements and substantial improvements, including related labor costs, are capitalized, while the costs of maintenance and repairs are expensed as incurred. For the Company s non-regulated operations, when depreciable plant is retired or otherwise disposed of, the related cost and accumulated depreciation are deducted from the plant accounts, with the corresponding gain or loss reflected in operating results. The Company s ILEC operations utilize group composite depreciation. Under this method, when plant is retired, the original cost, net of salvage value, is charged against accumulated depreciation, and no gain or loss is recognized on the disposition of the plant. Depreciation expense amounted to $466.0 million in 2005, $500.4 million in 2004 and $511.0 million in 2003.

Depreciation for financial reporting purposes is computed using the straight-line method over the following estimated useful lives:

	Depreciable Lives
Buildings and improvements	5-50 years
Wireline	5-56 years
Information processing	3-16 years
Other	3-23 years

The Company capitalizes interest in connection with the acquisition or construction of plant assets. Capitalized interest is included in the cost of the asset with a corresponding reduction in interest expense. Capitalized interest amounted to $2.6 million in 2005, $2.9 million in 2004 and $3.2 million in 2003.

Capitalized Software Development Costs Software development costs incurred in the application development stage of internal use software are capitalized and recorded in information processing plant in the accompanying combined balance sheets. Modifications and upgrades to internal use software are capitalized to the extent such enhancements provide additional functionality. Software maintenance and training costs are expensed as incurred. Internal use software is amortized over periods ranging from three to ten years.

Impairment of Long-Lived Assets Long-lived assets and intangible assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable from future, undiscounted net cash flows expected to be generated by the asset. If the asset is not fully recoverable, an impairment loss would be recognized for the difference between the carrying value of the asset and its estimated fair value based on discounted net future cash flows or quoted market prices. Assets to be disposed of that are not classified as discontinued operations are reported at the lower of their carrying amount or fair value less cost to sell.

Parent Company Investment The Company has obtained financing for its day-to-day operations from the Parent. Parent Company Investment includes the Parent s equity investment in the Company and net amounts due to the Parent, because such amounts have been considered contributed by the Parent to the Company.

Foreign Currency Translation Adjustment During 2004 and 2003, the Company provided data processing and outsourcing services to international telecommunications companies. For these foreign operations, assets and liabilities are translated from the applicable local currency to U.S. dollars using the current exchange rate as of the balance sheet date. Revenue and expense accounts are translated using the weighted average exchange rate in effect during the period. Foreign currency transaction gains and losses are recognized in income as incurred. The Company accounts for unrealized gains or losses on its foreign currency translation adjustments in accordance with SFAS No. 130, Reporting Comprehensive Income, which required the adjustments to be recorded as a separate component of equity.

Revenue Recognition Communications revenues are primarily derived from providing access to or usage of the Company s networks and facilities. Wireline local access revenues are recognized over the period that the corresponding services are rendered to customers. Revenues derived from other telecommunications

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NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

services, including interconnection, long-distance and custom calling feature revenues are recognized monthly as services are provided. Due to varying customer billing cycle cut-off times, the Company must estimate service revenues earned but not yet billed at the end of each reporting period. Included in accounts receivable are unbilled receivables related to communications revenues of $21.1 million and $24.9 million at December 31, 2005 and 2004, respectively. Sales of communications products including customer premise equipment and accessories are recognized when products are delivered to and accepted by customers.

ALLTEL Publishing recognizes directory publishing and advertising revenues and related directory costs when the directories are published and delivered. For directory contracts with a secondary delivery obligation, ALLTEL Publishing defers a portion of its revenues and related directory costs until secondary delivery occurs. Included in accounts receivable are unbilled receivables related to directory advertising revenues earned but not yet billed of $60.7 million and $64.0 million at December 31, 2005 and 2004, respectively. The royalties paid by ALLTEL Publishing to the Company s ILEC subsidiaries (excluding the acquired operations in Kentucky and Nebraska) are recognized as revenue over the life of the corresponding contract, which is generally twelve months.

Telecommunications information services revenues are recognized in accordance with the American Institute of Certified Public Accountants Statement of Position (SOP) 97-2 Software Revenue Recognition and SOP 98-9 Modification of SOP 97-2, Software Revenue Recognition, With Respect to Certain Transactions. Data processing revenues are recognized as services are performed. When the arrangement with the customer includes significant production, modification or customization of the software, the Company uses contract accounting, as required by SOP 97-2. For those arrangements accounted for under SOP 81-1 Accounting for Performance of Construction-Type and Certain Production-Type Contracts, the Company uses the percentage-of-completion method. Under this method, revenue and profit are recognized throughout the term of the contract, based upon estimates of the total costs to be incurred and revenues to be generated throughout the term of the contract. Changes in estimates for revenues, costs and profits are recognized in the period in which they are determinable. When such estimates indicate that costs will exceed future revenues and a loss on the contract exists, a provision for the entire loss is then recognized. Included in accounts receivable are unbilled receivables related to telecommunications information services revenues of $1.5 million and $4.0 million at December 31, 2005 and 2004, respectively.

Advertising Advertising costs are expensed as incurred. Advertising expense totaled $25.1 million in 2005, $23.8 million in 2004 and $23.7 million in 2003.

Stock-Based Compensation The Company accounts for stock-based employee compensation in accordance with the recognition and measurement principles of Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees and related interpretations. For fixed stock options granted under the Parent s stock-based compensation plans, the exercise price of the option equals the market value of Alltel s common stock on the date of grant. Accordingly, no compensation expense has been recognized by the Company in the accompanying combined statements of income for any of the fixed options granted. Had compensation costs for the fixed options granted been determined based on the basis of the fair value of the awards at the date of grant, consistent with the methodology prescribed by SFAS No. 123, Accounting for Stock-Based Compensation, the Company s net income would have been reduced to the following pro forma amounts for the years ended December 31:

	2005	2004	2003
		(Millions)	
Net income as reported	$ 374.3	$ 386.3	$ 392.8
Deduct stock-based employee compensation expense determined under fair value method for all awards, net of related tax effects	(4.1)	(4.8)	(4.9)
Pro forma net income	$ 370.2	$ 381.5	$ 387.9

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NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

The pro forma amounts presented above may not be representative of the future effects on reported net income that will result from the future granting of stock options, since the pro forma compensation expense is allocated over the periods in which options become exercisable, and new option awards may be granted each year.

On December 16, 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123(R), Share-Based Payment, which is a revision of SFAS No. 123 and supercedes APB Opinion No. 25. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be valued at fair value on the date of grant, and to be expensed over the applicable vesting period. Pro forma disclosure of the income statement effects of share-based payments is no longer an alternative. In addition, companies must also recognize compensation expense related to any awards that are not fully vested as of the effective date. Compensation expense for the unvested awards will be measured based on the fair value of the awards previously calculated in developing the pro forma disclosures in accordance with the provisions of SFAS No. 123. Upon adoption of the standard on January 1, 2006, the Company will follow the modified prospective transition method and expects to value its share-based payment transactions using a Black-Scholes valuation model. Under the modified prospective transition method, the Company will recognize compensation cost in its consolidated financial statements for all awards granted after January 1, 2006 and for all existing awards for which the requisite service has not been rendered as of the date of adoption. Prior period operating results will not be restated. At December 31, 2005, the total unamortized compensation cost for nonvested stock option awards amounted to $9.4 million and is expected to be recognized over a weighted average period of 3 years. The pro forma compensation expense for 2005 reflected in the table above is expected to approximate the effect of the adoption of SFAS No. 123(R) on the Company s future reported consolidated results of operations.

Income Taxes Income taxes are calculated on a separate return basis and are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax balances are adjusted to reflect tax rates, based on currently enacted tax laws, which will be in effect in the years in which the temporary differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. For the Company s regulated operations, the adjustment in deferred tax balances for the change in tax rates is reflected as regulatory assets or liabilities. These regulatory assets and liabilities are amortized over the lives of the related depreciable asset or liability concurrent with recovery in rates. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets unless it is more likely than not that such assets will be realized.

2. Accounting Changes:

Change in Accounting Estimate Effective September 1, 2005 and July 1, 2005, the Company prospectively reduced depreciation rates for its ILEC operations in Florida, Georgia and South Carolina to reflect the results of studies of depreciable lives completed by the Company in the second quarter of 2005. The depreciable lives were lengthened to reflect the estimated remaining useful lives of the wireline plant based on the Company s expected future network utilization and capital expenditure levels required to provide service to its customers. The effects of this change during the year ended December 31, 2005 resulted in a decrease in depreciation expense of $21.8 million and increase in net income of $12.8 million. Effective April 1, 2004, the Company prospectively reduced depreciation rates for its ILEC operations in Nebraska, reflecting the results of a triennial study of depreciable lives completed by the Company in the second quarter of 2004, as required by the Nebraska Public Service Commission. The effects of this change during the year ended December 31, 2004 resulted in a decrease in depreciation expense of $19.1 million and increase in net income of $11.4 million.

Change in Accounting Principle During the fourth quarter of 2005, the Company adopted FASB Interpretation No. 47, Accounting for Conditional Asset Retirement Obligations (FIN 47). The

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NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

Company evaluated the effects of FIN 47 on its operations and determined that, for certain buildings containing asbestos, the Company is legally obligated to remediate the asbestos if the Company were to abandon, sell or otherwise dispose of the buildings. In addition, for its acquired Kentucky and Nebraska wireline operations not subject to SFAS No. 71, the Company is legally obligated to properly dispose of its chemically-treated telephone poles at the time they are removed from service. In accordance with federal and state regulations, depreciation expense for the Company s wireline operations that follow the accounting prescribed by SFAS No. 71 have historically included an additional provision for cost of removal, and accordingly, the adoption of FIN 47 had no impact to these operations. The cumulative effect of this change in 2005 resulted in a non-cash charge of $7.4 million, net of income tax benefit of $4.6 million, and was included in net income for the year ended December 31, 2005.

On a pro forma basis assuming the change in accounting for conditional asset retirement obligations had been applied retrospectively for all periods presented, the liability for conditional asset retirement obligations would have been as follows:

		(Millions)
Balance, as of:		
January 1, 2003	$	12.8
December 31, 2003	$	13.2
December 31, 2004	$	13.7
December 31, 2005	$	14.0

Effective January 1, 2005, the Company changed its accounting for operating leases with scheduled rent increases. Certain of the Company s operating lease agreements for office and retail locations include scheduled rent escalations during the initial lease term and/or during succeeding optional renewal periods. Previously, the Company had not recognized the scheduled increases in rent expense on a straight-line basis in accordance with the provisions of Statement of Financial Accounting Standards No. 13, Accounting for Leases and Financial Accounting Standards Board Technical Bulletin No. 85-3, Accounting for Operating Leases with Scheduled Rent Increases. The effects of this change, which are included in cost of services expense, were not material to the Company s previously reported combined results of operations, financial position or cash flows.

Except for certain ILEC operations as further discussed below, the Company adopted SFAS No. 143, Accounting for Asset Retirement Obligations, effective January 1, 2003. SFAS No. 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. This standard applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development, or normal use of the assets. SFAS No. 143 requires that a liability for an asset retirement obligation be recognized when incurred and reasonably estimable, recorded at fair value, and classified as a liability in the balance sheet. When the liability is initially recorded, the entity capitalizes the cost and increases the carrying value of the related long-lived asset. The liability is then accreted to its present value each period, and the capitalized cost is depreciated over the estimated useful life of the related asset. At the settlement date, the entity will settle the obligation for its recorded amount and recognize a gain or loss upon settlement. The Company has evaluated the effects of SFAS No. 143 on its operations and has determined that, for telecommunications and other operating facilities in which the Company owns the underlying land, the Company has no contractual or legal obligation to remediate the property if the Company were to abandon, sell or otherwise dispose of the property. Certain of the Company s lease agreements for office locations require restoration of the leased site upon expiration of the lease term. Accordingly, the Company is subject to asset retirement obligations associated with these leased facilities under the provisions of SFAS No. 143. The application of SFAS No. 143 to the Company s leased office locations did not have a material impact on the Company s combined results of operations, financial position, or cash flows as of and for the year ended December 31, 2003.

NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

As previously discussed, in accordance with federal and state regulations, depreciation expense for the Company s ILEC operations has historically included an additional provision for cost of removal. The additional cost of removal provision does not meet the recognition and measurement principles of an asset retirement obligation under SFAS No. 143. In December 2002, the FCC notified ILECs that they should not adopt the provisions of SFAS No. 143 unless specifically required by the FCC in the future. As a result of the FCC ruling, the Company continues to record a regulatory liability for cost of removal for its ILEC operations that follow the accounting prescribed by SFAS No. 71.

For the acquired Kentucky and Nebraska ILEC operations not subject to SFAS No. 71, effective January 1, 2003, the Company ceased recognition of the cost of removal provision in depreciation expense and eliminated the cumulative cost of removal included in accumulated depreciation. The effect of these changes in 2003 was to decrease depreciation expense by $6.4 million and increase income before cumulative effect of accounting change by $4.0 million. The cumulative effect of retroactively applying these changes to periods prior to January 1, 2003, resulted in a non-cash credit of $15.6 million, net of income tax expense of $10.3 million, and was included in net income for the year ended December 31, 2003.

3. Goodwill and Other Intangible Assets:

The carrying amount of goodwill by business segment was unchanged during the two year period ended December 31, 2005 and was as follows:

	Wireline	Product Distribution	Totals
		(Millions)	
Balance at December 31, 2005 and 2004	$ 1,218.4	$ 0.3	$ 1,218.7

At December 31, 2005 and 2004, the carrying value of the indefinite-lived wireline franchise rights in the state of Kentucky acquired in 2002 was $265.0 million.

Intangible assets subject to amortization were as follows at December 31:

	2005		
	Gross Cost	Accumulated Amortization	Net Carrying Value
		(Millions)	
Customer lists	$ 67.6	$ (21.0)	$ 46.6
Franchise rights	22.5	(16.4)	6.1
	$ 90.1	$ (37.4)	$ 52.7

	2004		
	Gross Cost	Accumulated Amortization	Net Carrying Value

		(Millions)	
Customer lists	$ 67.6	$ (14.3)	$ 53.3
Franchise rights	22.5	(14.9)	7.6
	$ 90.1	$ (29.2)	$ 60.9

Intangible assets subject to amortization are amortized on a straight-line basis over their estimated useful lives, which are 10 years for customer lists and 15 years for franchise rights. Amortization expense for intangible assets subject to amortization was $8.2 million in 2005, $8.1 million in 2004 and $8.4 million in 2003. Amortization expense for intangible assets subject to amortization is estimated to be $8.2 million in each of the years 2006 through 2009 and $6.8 million in 2010.

NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

4. Debt:

Long-term debt was as follows at December 31:

	2005	2004
	(Millions)	
Issued by subsidiaries of the Company:		
Debentures and notes, without collateral:		
ALLTEL Communications Holdings of the Midwest, Inc. 6.75%, due April 1, 2028	$ 100.0	$ 100.0
ALLTEL Georgia Communications Corp. 6.50%, due November 15, 2013	80.0	90.0
ALLTEL New York, Inc. 9.14% to 9.55%, due August 1, 2009 and October 1, 2011	10.7	13.0
ALLTEL Pennsylvania, Inc. 9.07%, due November 1, 2011	8.7	10.2
Georgia ALLTEL Telecom, Inc. 8.05% to 8.17%, due October 1, 2009 and 2014	20.5	24.1
Teleview, Inc. 7.00%, due January 2, 2010 and May 2, 2010	1.0	1.2
Texas ALLTEL, Inc. 8.11%, due March 31, 2018	15.0	15.0
The Western Reserve Telephone Co. 8.05% to 8.17%, due October 1, 2009 and 2014	25.9	30.5
Discount on long-term debt	(1.0)	(1.1)
	260.8	282.9
Less current maturities	(22.1)	(22.1)
Total long-term debt	$ 238.7	$ 260.8

Certain of the indentures provide, among other things, for various restrictions on the subsidiaries payment of dividends to the Parent and redemption of the subsidiaries capital stock. The subsidiaries are also required to maintain defined amounts in member s equity and working capital after the payment of dividends. Retained earnings of the subsidiaries restricted as to the payment of dividends to the Parent were $55.5 million at December 31, 2005.

Maturities and sinking fund requirements for the four years after 2005 for long-term debt outstanding as of December 31, 2005, were $22.1 million, $23.5 million, $23.6 million and $16.4 million, respectively.

5. Financial Instruments:

The Company s financial instruments consist primarily of cash and short-term investments, accounts receivable, trade accounts payable and long-term debt. The carrying amount of cash and short-term investments, accounts receivable and trade accounts payable was estimated by management to approximate carrying value due to the relatively short period of time to maturity for those instruments. The fair values of the Company s long-term debt, including current maturities, was estimated to be approximately $281.1 million and $327.7 million at December 31, 2005 and 2004, respectively, compared to a carrying value of $260.8 million and $282.9 million at December 31, 2005 and 2004, respectively. The fair value estimates were based on a discounted cash flow of the outstanding long-term debt using the weighted maturities and interest rates currently available in the long-term financing markets.

6. Employee Benefit Plans and Postretirement Benefits Other Than Pensions:

The Parent maintains a qualified defined benefit pension plan, which covers substantially all employees of the Company. Prior to January 1, 2005, employees of ALLTEL Publishing did not participate in the plan. In

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NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

December 2005, the qualified defined benefit pension plan was amended such that future benefit accruals for all eligible nonbargaining employees ceased as of December 31, 2005 (December 31, 2010 for employees who had attained age 40 with two years of service as of December 31, 2005). Expenses recorded by the Company related to the pension plan amounted to $15.1 million in 2005, $11.3 million in 2004 and $16.4 million in 2003. These expenses are included in cost of services and selling, general and administrative expenses in the combined statements of operations and comprehensive income. No allocation of the Company s share of the pension plan s assets or liabilities have been included in the accompanying combined balance sheets because the amounts have yet to be actuarially determined.

The Company s Parent has a non-contributory defined contribution plan in the form of profit-sharing arrangements for eligible employees, except bargaining unit employees. The amount of profit-sharing contributions to the plan is determined annually by Alltel s Board of Directors. Profit-sharing expense amounted to $4.4 million in 2005, $3.9 million in 2004 and $4.5 million in 2003. The Company s Parent also sponsors employee savings plans under section 401(k) of the Internal Revenue Code, which cover substantially all full-time employees, except bargaining unit employees. Employees may elect to contribute to the plans a portion of their eligible pretax compensation up to certain limits as specified by the plans. Alltel also makes annual contributions to the plans. Expense recorded by the Company related to these plans amounted to $1.3 million in both 2005 and 2004 and $1.5 million in 2003. The expenses charged to the Company related to the profit-sharing and 401(k) plans are included in cost of services and selling, general and administrative expenses in the combined statements of operations and comprehensive income.

The Company also provides postretirement healthcare and life insurance benefits for eligible employees of the Company. Employees share in the cost of these benefits. The Company funds the accrued costs of the postretirement benefit plan as benefits are paid. The components of postretirement expense were as follows for the years ended December 31:

	Postretirement Benefits		
	2005	**2004**	**2003**
		(Millions)	
Benefits earned during the year	$	$	$ 0.2
Interest cost on benefit obligation	9.6	11.2	10.2
Amortization of prior service (credit) cost	1.8	1.5	1.5
Recognized net actuarial loss	5.3	4.0	6.2
Effects of Medicare subsidy		(2.2)	
Expected return on plan assets			
Total postretirement benefit expense	$ 16.7	$ 14.5	$ 18.1

The Company uses a December 31 measurement date for its postretirement benefit plan. The discount rate used to measure postretirement expense was 6.00%, 6.40% and 6.85% for the years ended December 31, 2005, 2004 and 2003, respectively. The discount rate used to measure the projected benefit obligation was 5.70% at December 31, 2005 and 6.00% at December 31, 2004.

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NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

A summary of plan assets, projected benefit obligation and funded status of the plans were as follows at December 31:

	Postretirement Benefits	
	2005	2004
	(Millions)	
Fair value of plan assets at beginning of year	$	$
Employer contributions	8.2	9.6
Actual return on plan assets		
Benefits paid	(8.2)	(9.6)
Fair value of plan assets at end of year		
Projected benefit obligation at beginning of year	164.5	175.7
Benefits earned		
Interest cost on projected benefit obligation	9.6	11.2
Plan amendments		1.7
Effects of Medicare subsidy		(14.2)
Actuarial (gain) loss	5.8	(0.3)
Benefits paid	(8.2)	(9.6)
Projected benefit obligation at end of year	171.7	164.5
Plan assets less than projected benefit obligation	(171.7)	(164.5)
Unrecognized actuarial loss	69.7	69.2
Unrecognized prior service cost	13.0	14.8
Net amount recognized	$ (89.0)	$ (80.5)
Amounts recognized in the consolidated balance sheet:		
Prepaid benefit cost	$	$
Accrued benefit cost liability	(89.0)	(80.5)
Net amount recognized	$ (89.0)	$ (80.5)

Information regarding the healthcare cost trend rate was as follows for the years ended December 31:

	2005	2004
Healthcare cost trend rate assumed for next year	10.00%	10.00%
Rate that the cost trend rate ultimately declines to	5.00%	5.00%
Year that the rate reaches the rate it is assumed to remain at	2011	2010

For the year ended December 31, 2005, a one percent increase in the assumed healthcare cost trend rate would increase the postretirement benefit cost by approximately $1.0 million, while a one percent decrease in the rate would reduce the postretirement benefit cost by approximately $0.8 million. As of December 31, 2005, a one percent increase in the assumed healthcare cost trend rate would increase the postretirement benefit obligation by approximately $20.2 million, while a one percent decrease in the rate would reduce the postretirement benefit obligation by approximately $16.9 million.

NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

Estimated future employer contributions and benefit payments were as follows as of December 31, 2005:

	Postretirement Benefits	
	(Millions)	
Expected employer contributions for 2006	$	9.4
Expected benefit payments:		
2006	$	9.4
2007		10.1
2008		10.8
2009		11.4
2010		11.8
2011 2015		60.4
Expected subsidy:		
2006	$	0.5
2007		0.5
2008		0.5
2009		0.6
2010		0.6
2011 2015		3.8

Under the Medicare Prescription Drug, Improvement and Modernization Act of 2003, (the Act) beginning in 2006, the Act will provide a prescription drug benefit under Medicare Part D, as well as a federal subsidy to plan sponsors of retiree healthcare plans that provide a prescription drug benefit to their participants that is at least actuarially equivalent to the benefit that will be available under Medicare. The amount of the federal subsidy will be based on 28 percent of an individual beneficiary s annual eligible prescription drug costs ranging between $250 and $5,000. On May 19, 2004, the FASB issued Staff Position No. 106-2, Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (FSP No. 106-2). FSP No. 106-2 clarified that the federal subsidy provided under the Act should be accounted for as an actuarial gain in calculating the accumulated postretirement benefit obligation and annual postretirement expense. As of December 31, 2004, the Department of Health and Human Services had yet to issue final regulations on the determination of actuarial equivalence and the federal subsidy. Based on its current understanding of the Act, the Company determined that a substantial portion of the prescription drug benefits provided under its postretirement benefit plan would be deemed actuarially equivalent to the benefits provided under Medicare Part D. Effective July 1, 2004, the Company prospectively adopted FSP No. 106-2 and remeasured its accumulated postretirement benefit obligation as of that date to account for the federal subsidy, the effects of which resulted in an $14.2 million reduction in the Company s accumulated postretirement benefit obligation and a $2.2 million reduction in the Company s 2004 postretirement expense. On January 21, 2005, the Department of Health and Human Services issued final federal regulations related to the federal subsidy. These final rules did not have a material effect on the Company s benefit costs or accumulated postretirement benefit obligation.

7. Stock-Based Compensation Plans:

Under the Parent s stock-based compensation plans, the Parent may grant fixed and performance-based incentive and non-qualified Alltel stock options, restricted stock and other equity securities of Alltel to officers and other management employees of the Company. The maximum number of shares of Alltel s common stock that may be issued to officers and other management employees under all stock option plans in effect at December 31, 2005 was 30.6 million shares. Fixed options granted under the Parent stock option plans generally become exercisable over a

period of one to five years after the date of grant. Certain fixed options granted in 2000 become exercisable in increments of 50%, 25% and 25% over a five-year period beginning three years after the date of grant. For all plans, the exercise price of the option equals the market value of Alltel s common stock on the date of grant. For fixed stock options, the maximum term for each option granted is 10 years.

NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

The fair value of each stock option granted as identified below was calculated using the Black-Scholes option-pricing model and the following weighted average assumptions:

	2005	2004	2003
Expected life	5.0 years	5.0 years	5.0 years
Expected volatility	27.7%	31.0%	32.5%
Dividend yield	2.8%	2.9%	2.8%
Risk-free interest rate	3.7%	3.2%	3.0%

Set forth below is certain information related to stock options outstanding under Alltel s stock-based compensation plans relating to the Company s employees:

	Number of Shares			Weighted Average Price per Share		
	2005	2004	2003	2005	2004	2003
Outstanding at beginning of period	2,766,715	2,681,400	2,426,219	$ 58.35	$ 57.47	$ 57.22
Granted	293,650	281,475	415,425	55.45	50.74	49.27
Exercised	(211,090)	(196,160)	(160,244)	47.83	35.38	32.41
Forfeited	(2,350)			50.97		
Outstanding at end of period	2,846,925	2,766,715	2,681,400	$ 58.83	$ 58.35	$ 57.47
Exercisable at end of period	1,807,680	1,499,010	1,183,405	$ 61.89	$ 61.01	$ 57.11
Non-vested at end of period	1,039,245	1,267,705	1,497,995			
Weighted average fair value of stock options granted during the year	$ 13.48	$ 13.74	$ 13.94			

The amounts reflected in the table above represent stock options held by those employees that were known to be wireline division employees as of December 31, 2005.

The following is a summary of stock options outstanding as of December 31, 2005:

	Options Outstanding			Options Exercisable	
Range of Exercise Price	Number of Shares	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price per Share	Number of Shares	Weighted Average Exercise Price per Share
$26.95 - $32.35	19,638	1.7 years	$ 31.44	19,638	$ 31.44
$37.75 - $46.32	103,893	6.4 years	45.50	42,178	44.59
$50.22 - $56.07	1,331,694	7.3 years	53.32	412,244	53.80
$62.94 - $68.25	1,391,700	4.3 years	65.50	1,333,620	65.39

	2,846,925	5.8 years	$	58.83	1,807,680	$	61.89

8. Restructuring and Other Charges:

During 2005, the Company incurred $4.4 million of severance and employee benefit costs related to a planned workforce reduction in its wireline operations. As further discussed in Note 13, on December 9, 2005, Alltel announced that it would spin-off the Company to its stockholders and merge it with Valor Communications Group, Inc. (Valor). In connection with the spin-off, the Company incurred $31.3 million of incremental costs during 2005, principally consisting of investment banker, audit and legal fees. As of December 31, 2005, the Company had funded through advances from Parent payment of these expenses, and all of the employee reductions and relocations had been completed.

NOTES TO COMBINED FINANCIAL STATEMENTS (Continued)

A summary of the restructuring and other charges recorded in 2004 was as follows:

	Wireline	Other Operations	Total
		(Millions)	
Severance and employee benefit costs	$ 11.2	$ 0.4	$ 11.6
Relocation costs	1.2	0.1	1.3
Lease and contract termination costs	(1.8)		(1.8)
Other exit costs	0.7		0.7