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

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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.

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 <u>FOR</u> 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.

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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

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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;

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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

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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.

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

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

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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

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$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

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.

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.

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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.

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

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

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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.

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.

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

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;

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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 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 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 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

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.

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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;

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.

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 considerations 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.

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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

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.

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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

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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.

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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;

- 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

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.