

BEFORE THE MISSOURI PUBLIC SERVICE COMMISSION

In the Matter of the Application of) Docket No. _____
NuVox Communications of Missouri, Inc.)
For Authority to Provide Its)
Security in Connection with Financing)

APPLICATION AND REQUEST FOR EXPEDITED TREATMENT

NuVox Communications of Missouri, Inc. (“NuVox Communications” or “Applicant”), by its attorneys, hereby respectfully requests expedited approval prior to May 10, 2006, or in the alternative a determination of no jurisdiction¹, from the Missouri Public Service Commission (“PSC”), pursuant to Section 392.300 RSMo., 4 CSR 240-3.530, 240-2.060 and 240-2.080 and other applicable authority, to provide its guarantee, serve as co-borrower or otherwise provide security in connection with various financings being arranged for its parent, Gabriel Communications Finance Company (“Gabriel”), a subsidiary of NuVox, Inc. (“NuVox” or “Parent”, together with Gabriel and NuVox Communications, “Borrowers”), of an amount up to \$120 million. In support of this Petition, NuVox Communications provides the following information:

I. The Applicant

1. Parent, Gabriel and Applicant are each privately held Delaware corporations located at Two North Main Street, Greenville, South Carolina 29601. Applicant is a direct, wholly owned subsidiary of Gabriel which in turn is a direct, wholly owned subsidiary of the Parent. Through

¹ See paragraph 12. Applicant files this Application without prejudice to its right to assert that this transaction is beyond the jurisdiction of the PSC.

its various operating subsidiaries, including NuVox Communications, the Parent has operations in 48 markets throughout 16 contiguous Midwestern and Southeastern states. The company is a rapidly growing facilities-based integrated communications provider of voice and data telecommunications services to business customers. In Missouri, NuVox Communications is a competitive telecommunications company authorized to provide local exchange and interexchange telecommunications services. Applicant is also authorized by the FCC to provide domestic interstate and international telecommunications services. NuVox Communications is in good standing with the Missouri Secretary of State as demonstrated by the certificate attached hereto as Exhibit A. Its principal Missouri offices are currently located at 16090 Swingley Ridge Road, Suite 450, Chesterfield, Missouri 63017 (contact Ed Cadieux: Tel. 636-537-5743 Fax 636-733-5743 Email ecadieux@nuvox.com).

II. Designated Contacts

2. The designated contact for questions concerning this Petition are:

Melissa S. Conway, Esq.
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W.
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Washington, D.C. 20036
(202) 955-9667 (Tel)
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lcurtis@lawfirmemail.com

Counsel to Applicant

3. Copies of any correspondence should also be sent to the following designated representative of the Applicant:

Edward J. Cadieux
Vice President - Senior Regulatory Counsel
NUVOX COMMUNICATIONS OF MISSOURI, INC.
16090 Swingley Ridge Road, Suite 450
Chesterfield, Missouri 63017
(636) 537-5743
(636) 733-5743 (FAX)
ecadieux@nuvox.com

III. Description of The Transaction

4. By this Petition, NuVox Communications seeks approval, should it be necessary, to incur indebtedness by giving its guarantee, serving as a co-borrower or otherwise providing security in connection with one or more financings being arranged for Gabriel of an amount up to \$120 million ("Financings"). Current proposed Financings include a term facility and a revolving facility in a total amount of \$90 million. The Borrowers may obtain other Financings in the future.

5. The exact amounts and terms of each Financing will not be finalized until the arrangements have been completed or shortly before funding of the various transactions and will reflect the market conditions then existing. Some of the terms such as interest may fluctuate

during the term of the Financing due to changes in market conditions and the company's financial condition. Accordingly, instruments have not been executed. Pursuant to 4 CSR 240-3.530(2)(C)2, in lieu of submitting copies of executed instruments, NuVox Communications herein describes the general terms and conditions of the instruments that will ultimately be executed.² The terms of each Financing is expected to be substantially as follows:

Funding Providers: The funding providers may be banks, financial institutions, private lending institutions, private individuals, and/or other institutions, either individually or a consortium. The funding group may change over the life of the Financing. At present, it is expected that Wachovia Bank, National Association, CIT Lending Services Corporation and Deutsche Bank Trust Company will be the funding providers.

Amount: Up to \$120 million. Portions of the financed funds may be in the form of conventional credit facilities such as revolving credits (which can be reborrowed during the term of the commitment); letters of credit; the issuance of secured or unsecured notes or debentures (including notes convertible into common stock) to banks, other types of financial institutions or other investors; or term loans. At present, it is expected that there will be an \$80 million term loan facility and a \$10 million revolving credit facility.

Maturity: Any maturity date will be subject to negotiation and will depend on credit conditions. All maturity dates will be longer than one (1) year. At present, it is expected that the term facility will be subject to repayment according to an scheduled amortization, with the final payment of all amounts outstanding, plus accrued interest, being due six (6) years after the closing date. The revolving facility will have all amounts outstanding due and payable five (5) years after the closing date.

Interest: Any interest rate will likely be the market rate for similar Financings and will not be determined until such time as each Financing is finalized. At present, it is expected that the interest rates per annum will be LIBOR plus the Applicable Margin or, at the option of the Borrower, the Base Rate plus the Applicable Margin. In the case of the revolving facility, the Applicable Margin means 5.00% per annum, in the case of LIBOR rate advances, and 4.00% per annum, in the case of Base Rate advances. In the case

² To the extent necessary, pursuant to 4 CSR 240-2.060, NuVox Communications seeks a waiver of any requirement under 4 CSR 240-3.530(2)(C)2 or otherwise to submit Financing instruments. For the reasons stated above, it is not feasible to submit final documents prior to obtaining PSC approval. No public utility would be affected by this waiver.

of the term facility, the Applicable Margin means 5.50% per annum, in the case of LIBOR rate advances, and 4.50% per annum, in the case of Base Rate advances.

Security: Some and perhaps all of the loans to Borrowers are expected to be secured by a security interest in NuVox Communications' assets. In some cases, NuVox Communications may provide a guarantee or be a co-borrower. The security documents will contain appropriate provisions indicating that the exercise of certain rights there under may be subject to obtaining prior regulatory approval. At present, it is expected that the Applicant will give a guarantee and grant a security interest in the following: (i) all present and future shares of Applicant's capital stock; (ii) all present and future intercompany debt; (iii) subject to materiality thresholds, all present and future property and assets, real and personal, including, but not limited to, equipment, accounts receivable, general intangibles, tangible and intangible assets required to own and operate any telecommunications systems, franchises, permits and licenses; and (iv) all proceeds and products of the property and assets described above.

Use of Proceeds: Some of the proceeds will be used to repay other loans, or for general corporate purposes, capital expenses, and working capital. Other proceeds will be used to fund the acquisition of other telecommunications companies and/or telecommunications assets.

IV. Public Interest Analysis

6. Approving this Petition will serve the public interest by enhancing the ability of the Applicant to grow and compete in the highly competitive markets for telecommunications services in Missouri and nationwide. The financing arrangement will provide NuVox Communications with the financial resources necessary to continue to produce new products and services and respond to the highly competitive telecommunications environment.

7. NuVox competes in Missouri and other markets with numerous other interexchange carriers and enhanced service providers as well as the incumbent local exchange carrier and other competitive local exchange carriers. Because NuVox is a non-dominant carrier it is not subject to rate of return regulation and its capital structure should not be a matter of concern to the PSC. In addition, because of the highly competitive environment in which it operates, the rates

charged customers are subject to market discipline and the services offered generally are available from other carriers. As a result, the source of funds and capital structure of Applicant would have little effect on customers in Missouri or elsewhere. In the unlikely event that Applicant's capital structure becomes too costly and rates rise, customers may simply migrate to other carriers with preferred rates. Thus, any adverse consequences from the Applicant's financing decisions impact on shareholders, not on its customers, and any favorable consequences benefit both shareholders and consumers through higher profits, lower rates and better services.

8. Moreover, because the public interest is best served by assuring the presence of numerous telecommunications competitors in Missouri, it is important to provide such competitors with the flexibility to arrange their financing in the manner they deem most appropriate to carry on their business so long as there is no adverse impact on the public. Approval of the financing transaction described herein is not expected to directly affect in any way the rates or services of Applicant or its affiliates, or result in any change in control of Applicant or its affiliates.

9. NuVox Communications does not have any pending or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment, or decision has occurred within three (3) years of the date of this Application.

10. NuVox Communications does not have any annual report or assessment fees that are overdue in Missouri.

11. NuVox Communications asks that the Commission act on this request as soon as possible and no later than May 10, 2006. Expedited action is needed to meet the timelines

imposed by the negotiations surrounding the Financings. There will be no negative effective on customers or the general public if the Commission acts expeditiously. This pleading was filed as soon as possible.

V. Alternative Request for Determination of No Jurisdiction

12. In the alternative to its request for approval, NuVox Communications seeks a determination from the PSC that it does not have jurisdiction over the proposed Financings. These transactions will be made and entered at the level of the Parent entity, with subsidiaries like NuVox Communications participating under those auspices. NuVox Communications understands that traditionally the Commission has had a policy of treating parent- level transactions as being beyond its jurisdiction. Such an approach is consistent with the intent of Section 392.290.2 RSMo., which exempts telecommunications companies that operate in multiple states from seeking approval of such transactions from the PSC. While NuVox Communications itself currently only operates in Missouri, collectively NuVox entities operate in multiple states. Accordingly, as an alternative to approving the Financings, the PSC should determine that the subject transactions do not require its approval.

WHEREFORE, NuVox Communications of Missouri, Inc. respectfully requests that the PSC either determine that it has no jurisdiction or alternatively approve, on an expedited basis prior to May 10, 2006, the participation of NuVox Communications in the financing transactions described herein of an amount up to \$120 million, and for such other and further relief as the PSC may deem appropriate.

Respectfully submitted,

/s/ Carl J. Lumley

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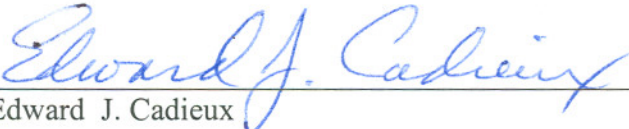
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Attorneys for NuVox Communications
of Missouri, Inc.

STATE OF MISSOURI)
)
COUNTY OF ST. LOUIS) SS.

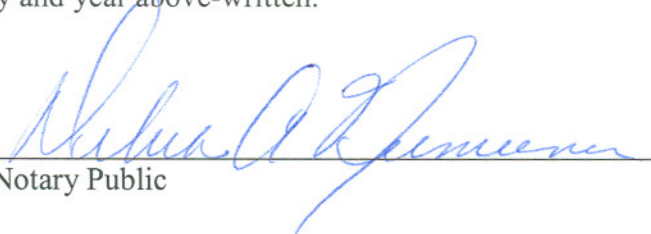
VERIFICATION

I, Edward J. Cadieux, first being duly sworn, state on my oath that I am over the age of twenty-one years, sound of mind, and the Vice President - Senior Regulatory Counsel of NuVox Communications of Missouri, Inc. I am authorized to act on behalf of NuVox Communications of Missouri, Inc. regarding the foregoing Application. I have read the Application and I am informed and believe that the matters contained therein are true. Further, I hereby confirm that Carl J. Lumley, Leland B. Curtis, and Curtis, Heinz, Garrett & O'Keefe, P.C., 130 S. Bemiston, Suite 200, Clayton, Missouri 63105, are authorized to sign all pleadings and documents necessary to obtain the decision of the Missouri Public Service Commission on the foregoing Application, and to represent NuVox Communications of Missouri, Inc. in this proceeding.

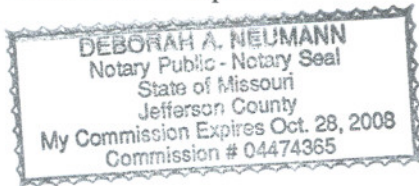

Edward J. Cadieux

On this 17th day of April, 2004, before me, a Notary Public, personally appeared Edward J. Cadieux, and being first duly sworn upon his oath stated that he is over twenty-one years, sound of mind and the Vice President - Senior Regulatory Counsel of NuVox Communications of Missouri, Inc., he signed the foregoing document as Vice President - Senior Regulatory Counsel of NuVox Communications of Missouri, Inc., and the facts contained therein are true and correct according to the best of his information, knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year above-written.


Notary Public

My Commission Expires:



Certificate of Services

A true and correct copy of the foregoing document was either emailed, faxed or mailed this 18th day of April, 2006, to:

General Counsel
Missouri Public Service Commission
P.O. Box 360
200 Madison Street, Suite 800
Jefferson City, MO 65102
generalcounsel@psc.mo.gov

Office of Public Counsel
P.O. Box 2230
200 Madison Street, Suite 640
Jefferson City, MO 65102
opcservice@ded.mo.gov

/s/ Carl J. Lumley

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

NUVOX COMMUNICATIONS OF MISSOURI, INC.

using in Missouri the name

**NUVOX COMMUNICATIONS OF MISSOURI, INC.
F00461475**

a DELAWARE entity was created under the laws of this State on the 14th day of October, 1998, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 18th day of April, 2006

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



Certification Number: 8614061-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>