

BEFORE THE PUBLIC SERVICE COMMISSION

OF THE STATE OF MISSOURI

In the Matter of the Application for Approval)
of the Transfer of Control of Alltel Missouri, Inc.,)
and the Transfer of Alltel Communications, Inc.,)
Interexchange Service Customer Base)

Case No. TM-2006-0272

ORDER DIRECTING FILING

Issue Date: December 28, 2005

Effective Date: December 28, 2005

On December 22, 2005, Alltel Missouri, Inc., and Alltel Communications, Inc., filed an application seeking approval for the transfer of control of Alltel Missouri and the transfer of the resale interexchange service customer base of Alltel Communications to other entities. Alltel Missouri is an incumbent local exchange telecommunications company. Alltel Communications is an interexchange telecommunications provider.

According to the application, Alltel Corporation currently owns Alltel Missouri and Alltel Communications. As part of a restructuring plan, the applicants propose to transfer ownership of Alltel Missouri to a newly-created company called Alltel Holding Corp. The plan also calls for the transfer of ownership of Alltel Communications to a newly-created entity called Alltel Holding Corporate Services, Inc. Alltel Holding Corporate Services, Inc., will be a wholly-owned subsidiary of Alltel Holding Corp. Thereafter, Alltel Holding Corp. will merge into Valor Communications Group, Inc.

Applicants suggest in a footnote that some steps in this reorganization may not be subject to the Commission's jurisdiction; they request that the Commission make a determination of what aspects of the plan described in their application are subject to

Section 392.300, RSMo 2000. They also request a waiver of the application of 4 CSR 240-3.535(1)(A), the rule pertaining to authority to acquire stock of a public utility.

The Commission will direct its Staff to address these issues and make a recommendation as to the transfer of control of Alltel Missouri and the transfer of the interexchange service customer base of Alltel Communications, Inc., as described in the application.

IT IS THEREFORE ORDERED:

1. That the Staff of the Missouri Public Service Commission shall file a recommendation, or status report, indicating when it expects to file such recommendation, no later than January 28, 2006.
2. That this order shall become effective on December 28, 2005.

BY THE COMMISSION



Colleen M. Dale
Secretary

(S E A L)

Steven C. Reed, Regulatory Law Judge,
by delegation of authority pursuant
to Section 386.240, RSMo 2000.

Dated at Jefferson City, Missouri,
on this 28th day of December, 2005.