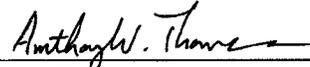


Attachment 3

Certification Pursuant to 47 C.F.R. § 54.312(b)(3)

With respect to the election and conditional election made in the Windstream Election and Petition for Waiver to which this document is attached, and pursuant to 47 C.F.R. § 54.312(b)(3), the undersigned certifies that (1) the locations that will be served in satisfaction of the deployment requirement associated with the elected funds are shown as unserved by fixed broadband offered by any provider other than Windstream or an affiliate according to the ESRI SHP files downloaded from the National Broadband Map on February 29, 2012, which reflect the National Broadband Map that was publicly available on the date eligible support amounts were announced; (2) that, to the best of the knowledge of Windstream, these locations are, in fact, unserved by fixed broadband; (3) that Windstream's current capital improvement plans did not already include plans to complete broadband deployment within the next three years to the locations to be counted to satisfy the deployment requirement; and (4) that this incremental support will not be used to satisfy any merger commitment or similar regulatory obligation.



Anthony W. Thomas
Chief Financial Officer and Treasurer

Attachment 4

Requested Distribution of Funding

In the event Windstream's Petition for Waiver is granted, please distribute the \$60,404,310 as follows:

Company	Address	SAC	SPIN	Amount
Windstream Alabama, LLC	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	250302	143030766	\$ 27,125
Windstream Arkansas, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	401691	143030766	\$1,363,760
Windstream Florida, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	210336	143030766	\$88,750
Windstream Georgia Communications LLC	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	223037	143030766	\$2,286,950
Georgia Windstream, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	223036	143030766	\$2,759,130
Windstream Georgia Telephone, LLC	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	223064	143030766	\$260,130
Windstream Iowa Communications, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	351178	143030766	\$2,233,556
Windstream Iowa Communications, Inc. – North	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	351167	143030766	\$683,691
Windstream Iowa Communications, Inc. - Systems	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	351170	143030766	\$741,861
Windstream Kentucky East, LLC - Lexington	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	269690	143030766	\$841,765

Windstream Kentucky East, LLC - London	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	269691	143030766	\$777,462
Windstream Missouri, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	421885	143030766	\$4,231,100
Windstream Mississippi, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	280453	143030766	\$4,319,071
Windstream North Carolina, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	230476	143030766	\$78,299
Windstream Nebraska, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	371568	143030766	\$390,451
Valor Telecommunications of Texas, LLC d/b/a Windstream Communications Southwest (NM)	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	491164	143030766	\$48,636
Valor Telecommunications of Texas, LLC d/b/a Windstream Communications Southwest (NM)	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	491193	143030766	\$1,597,270
Windstream Western Reserve, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	300666	143030766	\$1,005,283
Windstream Ohio, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	300665	143030766	\$70,801
Valor Telecommunications of Texas, LLC d/b/a Windstream Communications Southwest (OK)	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	431165	143030766	\$1,290,310

Windstream Oklahoma, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	431965	143030766	\$4,162,782
Oklahoma Windstream, LLC	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	432011	143030766	\$1,499,177
Windstream Pennsylvania, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	170176	143030766	\$4,996,971
Texas Windstream, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	442153	143030766	\$695,862
Valor Telecommunications of Texas, LLC d/b/a Windstream Communications Southwest (TX)	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	441163	143030766	\$22,972,302
Windstream Communications Kerville, L.P.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	442097	143030766	\$981,815

In the event Windstream's Petition for Waiver is not granted, please distribute the \$653,325 as follows:

Company	Address	SAC	SPIN	Amount
Georgia Windstream, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	223036	143030766	\$ 41,850
Windstream North Carolina, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	230476	143030766	\$ 44,175
Windstream Alabama, LLC	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	250302	143030766	\$ 27,125

Windstream Missouri, Inc.	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	421885	143030766	\$30,225
Valor Telecommunications of Texas, LLC d/b/a Windstream Communications Southwest (OK)	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	431165	143030766	\$29,450
Valor Telecommunications of Texas, LLC d/b/a Windstream Communications Southwest (TX)	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	441163	143030766	\$372,775
Valor Telecommunications of Texas, LLC d/b/a Windstream Communications Southwest (NM)	Windstream Corporation Attn: Tim Loken B1F02 4001 Rodney Parham Rd Little Rock, AR 72212	491193	143030766	\$107,725

Attachment 5

Summary of Election

State	Total Funding Accepted	Locations to be Served	Wire Centers to Receive Funding	Census Blocks to Receive Funding
Alabama	\$ 27,125	35	1	12
Georgia	\$ 41,850	54	1	4
Missouri	\$ 30,225	39	1	2
New Mexico	\$ 107,725	139	2	21
North Carolina	\$ 44,175	57	1	5
Oklahoma	\$ 29,450	38	1	8
Texas	\$ 372,775	481	3	30
Total	\$ 653,325	843	10	82

Summary of Conditional Election (If Petition for Waiver is Granted)

State	Total Funding Accepted	Locations to be Served	Wire Centers to Receive Funding
Alabama	\$ 27,125	35	1
Arkansas	\$1,363,760	359	7
Florida	\$88,750	19	1
Georgia	\$5,306,210	1,271	25
Iowa	\$3,659,108	836	23
Kentucky	\$1,619,227	382	9
Mississippi	\$4,319,071	926	2
Missouri	\$4,231,100	1,109	11
Nebraska	\$390,451	134	3
New Mexico	\$1,645,906	690	10
North Carolina	\$78,299	81	3
Ohio	\$1,076,084	406	7
Oklahoma	\$6,952,269	1,848	18
Pennsylvania	\$4,996,971	1,485	19
Texas	\$24,649,979	7,400	68
Total	\$60,404,310	16,981	207

Attachment 6

**Before the
Federal Communications Commission
Washington, DC 20554**

In the Matter of)	
)	
Connect America Fund)	WC Docket No. 10-90
)	
High-Cost Universal Service Support)	WC Docket No. 05-337

DECLARATION OF MIKE SKUDIN

1. My name is Mike Skudin. I am currently Vice President of Network Planning and Capital Management for Windstream. My responsibilities include the development of the 1- to 2-year plan and budget for the Outside Plant and Transport disciplines within the network, as well as the day-to-day management of the capital budget.

2. I received a bachelor's degree in Electrical Engineering Technology from Georgia Southern College (now Georgia Southern University) in 1986. During the past 26 years I have held various engineering and engineering/planning management positions with GTE, Alltel, and now Windstream.

3. Over the past 10 years, Windstream has undertaken aggressive efforts to deploy broadband service to previously unserved areas, leaving very few locations that can be served with \$775 or less in government support. Windstream has invested more than \$778 million over the past six years to extend broadband to approximately 92 percent of its voice customer base, up from 76 percent in 2006. As a result of broadband stimulus program funds received by Windstream under the American Recovery and Reinvestment Act of 2009 ("ARRA"), Windstream expects to spend at least an additional \$241.7 million (at least \$60.4 million of its

own money to complement \$181.3 million in funding from the Rural Utilities Service) to deploy additional broadband facilities in high-cost areas in 13 states and boost company wide broadband availability to more than 93 percent.

4. Naturally, Windstream's prior deployments have focused principally on less-expensive unserved areas. Windstream has followed a disciplined approach to deciding on which unserved locations to make capital expenditures to deploy broadband. That process includes developing detailed estimates of capital expenditures needed in specific facility routes and carrier service areas and a business case analysis to determine whether the potential revenue opportunity from deploying to the particular service areas will generate an acceptable internal rate of return. Obviously the decision whether to deploy broadband is most heavily influenced by the average cost to deploy broadband per location on an individual route. This cost per location is highly dependent on the number of locations that a given facility route could serve and the distance of the fiber build required to enable broadband in the service area. Areas that have a small number of potential customers and require long fiber builds normally do not meet the business case criteria for broadband deployment.

5. As a result of its extensive prior deployments, Windstream's most significant broadband deployment challenges reside in the second mile. More than 9 out of every 10 unserved Windstream customers are unserved solely due to the cost of deploying second-mile facilities.

6. Windstream now faces per-location deployment costs that substantially exceed those that it would have faced had it not already invested so aggressively in broadband already.

7. In the fall of 2009 (in preparation of Windstream's filing for ARRA funding), my group undertook a comprehensive and extensive project to develop cost estimates for all unserved locations in Windstream's service area footprint. More than 11,500 individual carrier

serving areas were reviewed by a team that consisted of 35 local planning engineers with knowledge of the network in their assigned areas. Additionally Windstream spent \$2 million on outside contractors to assist in the costing project. The results of this extensive costing project culminated in Windstream applying for \$238 million of stimulus funding in 16 states in March 2010, and Windstream was awarded \$181.3 million of stimulus funding for 13 states through the Rural Utilities Service Broadband Initiatives Program.

8. In the fall of 2011, in anticipation of the potential for CAF Phase I funding, my group updated this costing data. The team employed the same method of cost estimating that is used in the normal capital expenditure job order approval process. All data were reviewed and updated for current material and labor cost and the latest technology deployment. This comprehensive, updated data set of cost information was completed in February 2012. After the National Broadband Map data became available in April 2012, the data set was screened to disqualify all carrier serving areas in locations that are shown to have fixed broadband coverage and per Commission rules would not qualify for CAF Phase I funding. The local planning engineers also eliminated any areas in which they had personal knowledge of broadband competition regardless of whether the map indicated competition or not. Finally, all locations for which Windstream has plans to deploy broadband either through future ARRA funding or normal budget planning were also disqualified from CAF Phase I funding potential.

9. The CAF Phase I potential data set was then rank-ordered by individual carrier service area from the lowest cost per unserved household to the highest cost per unserved household. The company assumed its own capital expenditure in addition to the potential \$775 CAF Phase I funding per location to determine how many locations could be economically served using CAF Phase I incremental support under existing rules.

10. Based on the analysis just described, Windstream has determined that it cannot service more than 843 new locations under the \$775 funding threshold. This means that, absent a waiver, the company could only accept \$653,325 of its allocated funding. The areas, by wire center and census block, in which Windstream intends to deploy broadband to meet its obligation, assuming application of the current rules, are set out in Attachment 1.

11. Windstream also has undertaken an analysis of how much funding it could elect to utilize if its waiver request is granted. As described in the waiver request, under this approach, Windstream would first use \$653,325 under the \$775-per-location requirement set out in the rules. Windstream would then use the entire \$60.4 million, in conjunction with \$12,240,976 of its own capital, to deploy second-mile fiber-optic facilities that will enable service at speeds of at least 4 Mbps downstream and 768 Kbps upstream to currently unserved locations.

12. Windstream used the same data set of cost per location ranked from lowest to highest to determine how many miles of fiber would be funded if the company were to accept the full \$60.4 million and contribute \$12.2 million of private investment. Using the methodology just described, Windstream determined that its allocated CAF Phase I funding could be used to deploy 1,688 miles of fiber and bring service to nearly 17,000 currently unserved locations, assuming a company contribution of \$800 per access line served through the deployment. Based on the U.S. Census Bureau average household size of 2.59 people, grant of the waiver would thus lead directly to new broadband service for nearly 44,000 Americans in the hardest-to-reach areas.

I declare that the foregoing is true to the best of my knowledge, information and belief.

/s/ _____
Mike Skudin

July 24, 2012