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Merrill Lynch
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"Safe Harbor" Statement



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Windstream claims the protection of the safe-harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are subject to uncertainties that could cause actual future events and results to differ materially from those expressed in the forward-looking statements. These forward-looking statements are based on estimates, projections, beliefs, and assumptions and are not guarantees of future events and results. Actual future events and results may differ materially from those expressed in these forward-looking statements as a result of a number of important factors. Representative examples of these factors include (without limitation) adverse changes in economic conditions in the regions in which Windstream operates; the extent, timing and overall effects of competition in the communications business; material changes in the communications industry generally that could adversely affect vendor relationships with equipment and network suppliers and customer relationships with wholesale customers; changes in communications technology; the risks associated with the integration of acquired businesses; the potential for adverse changes in the ratings given to Windstream's debt securities by nationally accredited ratings organizations; the availability and cost of financing in the corporate debt markets; the uncertainties related to Windstream's strategic investments; the effects of work stoppages; the effects of litigation; potential outcome of income tax audits; the effects of federal and state legislation, rules and regulations governing the communications industry; product liability and other claims asserted against Windstream; and the risks that are described in the sections entitled "risk factors" and "special note concerning forward-looking statements" in the company's proxy statement/prospectus-information statement dated May 26, 2006, and in Windstream's other filings with the SEC. In addition to these factors, actual future performance, outcomes, and results may differ materially because of other, more general, factors including (without limitation) general industry and market conditions and growth rates, economic conditions, and governmental and public policy changes. Forward-looking statements speak only as of the date they are made, and Windstream has no obligation to update or revise any forward-looking statements in light of new information or future events. Undue reliance should not be placed on forward-looking statements, which speak only as of the date of this presentation.

Regulation G Disclaimer

This presentation includes certain non-GAAP financial measures. On the Windstream investor relations web site, the company has posted additional information regarding these non-GAAP financial measures, including a reconciliation of each of such measure to the most directly comparable GAAP measure. The Investor Relations Web site is located at www.windstream.com/investors.

Windstream - A Closer Look



Pro Forma Statistics¹

States: 16

Access lines: 3.3M

Long-distance customers: 2.0M

Broadband subscribers: 603K

Revenue: \$3.17B²

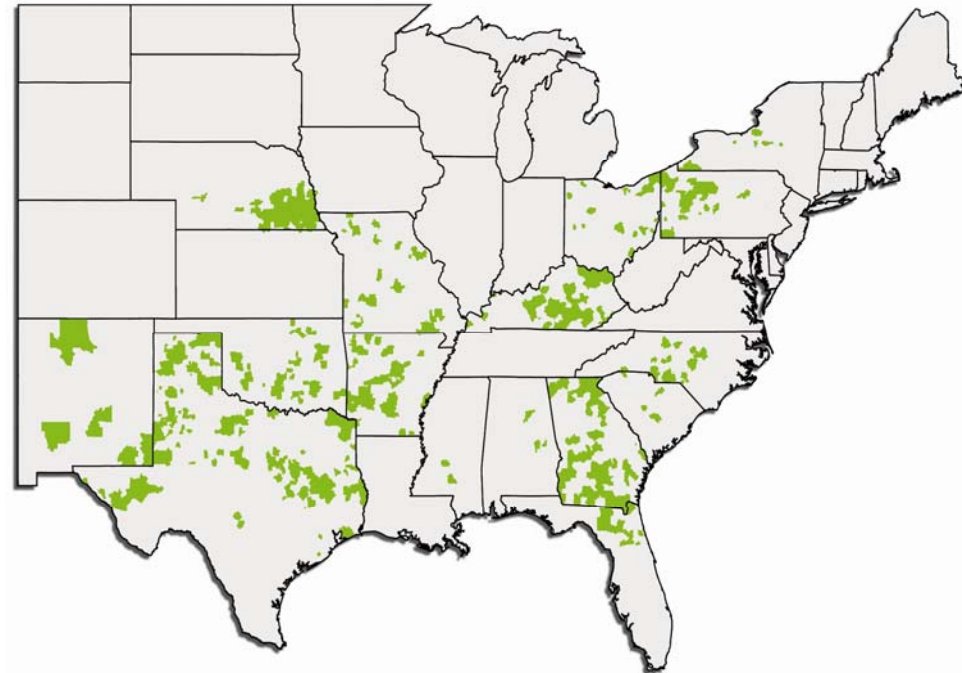
OIBDA: \$1.67B

Operating Income: \$1.14B

1. As of and for the last twelve months ended September 30, 2006.

2. Restated due to the discontinuance of SFAS 71

Windstream Geographic Footprint

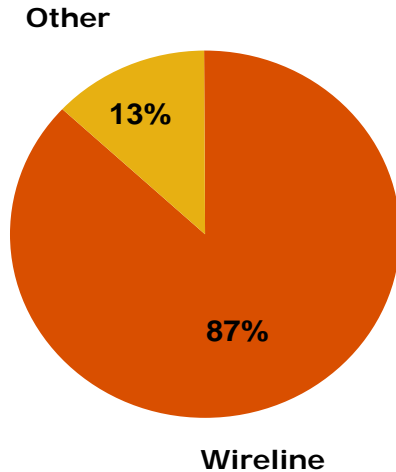


Markets With Favorable Rural Characteristics

Business Profile



Revenue Breakdown ⁽¹⁾ ⁽²⁾



1. Pro forma LTM 9/30/06
2. Revenue % before eliminations

Pro forma Revenue by Segment

	LTM	3Q06	2Q06	1Q06	4Q05
Wireline Revenue	3,019	752	753	744	769
Other	471	113	132	96	130
Eliminations	(321)	(71)	(88)	(66)	(96)
Total revenues and sales	\$3,168	\$795	\$797	\$774	\$803

Wireline

- Provides local telephone service to 3.3 million access lines in 16 states
- Provides broadband service to 603k lines
- Offers both residential and business long-distance services to over 2 million retail customers

Other

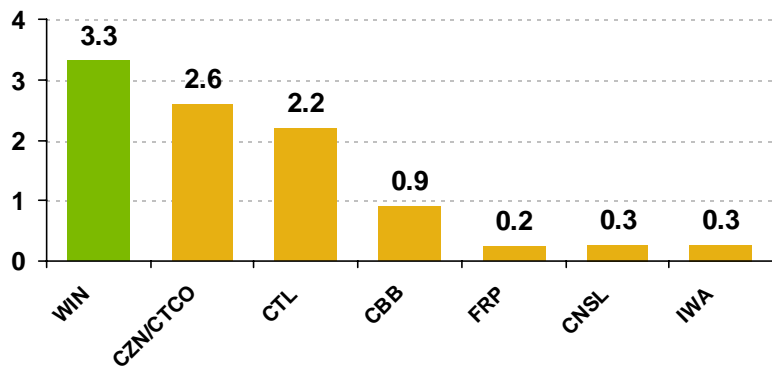
- Product Distribution: Distributor of telecommunications equipment and materials
- Publishing: Coordinates advertising, sales, printing and distribution for 386 telephone directory contracts in 36 states including 159 contracts for Windstream's Wireline ILEC subsidiaries
- Publish majority of books in 2Q and 4Q, driving revenue fluctuations in the Wireline and Other segments

The Leading Rural Wireline Carrier

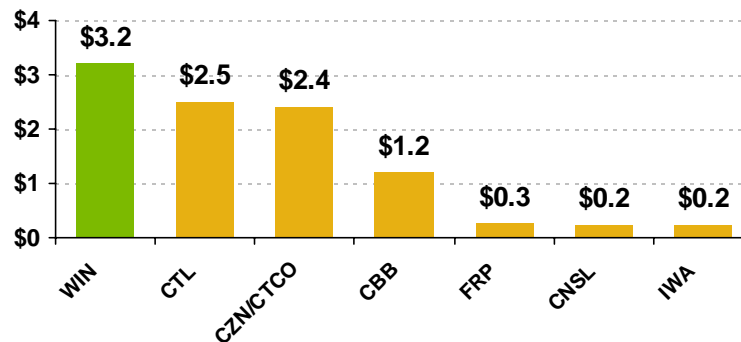
Significant Scale and Profitability



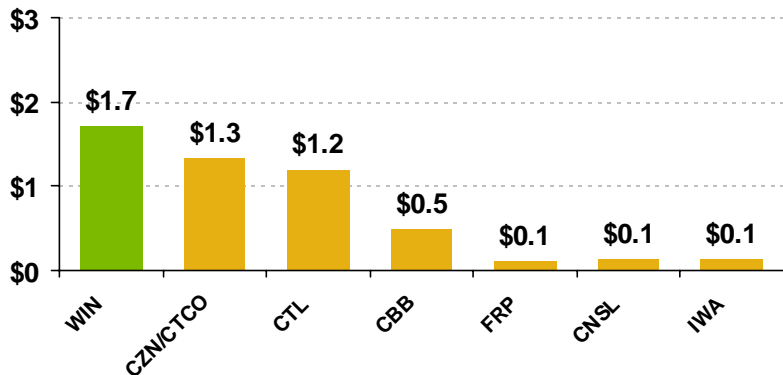
9/30/06 Access Lines (millions)



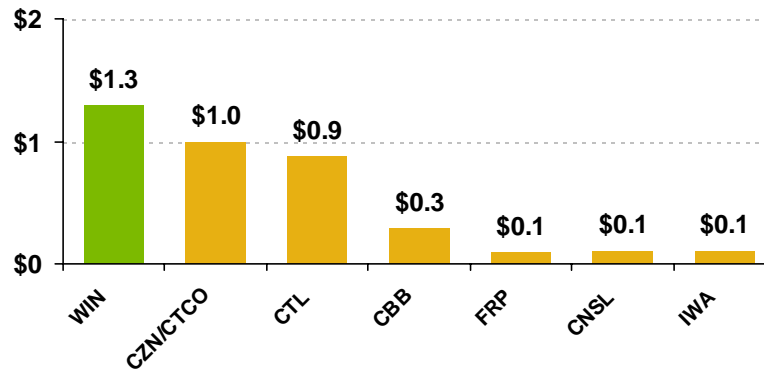
Q3 06 LTM Revenue (\$ billions)



Q3 06 LTM OIBDA (\$ billions)



Q3 06 LTM OIBDA-CAPEX (\$ billions)



Source: Public filings



Strategic Model

Focus on Execution and Explore Growth Opportunities



Operational Focus

- Increase broadband and digital TV penetration
- Focus on selling additional products and bundled offerings by “asking for the sale”
- Shift from “primarily service” to “sales and service”
- Expand distribution channels to increase competitiveness
- Promote safety, security and reliability of WIN products
- Emphasize customer satisfaction

Financial Discipline

- Improve operating efficiency
- Aggressively manage operating expenses and capital expenditures
- Focus on free cash flow

Opportunistic Growth

- Explore strategic opportunities in a disciplined manner with a bias towards:
 - rural properties
 - free cash flow accretion
- Expand broadband addressability and continue deploying faster speeds
- Investigate new technologies

Pro-Forma Windstream Performance 3Q06



Pro-forma Financial Results

	3Q06	YOY
Revenue	\$795m	(.3%)
OIBDA	\$406m	(2.4%)
OIBDA Margin	51.1%	(115) bps
Operating Income	\$276m	3.3%

Pro-forma Operating Metrics

Access Lines @ 9/30/06	3.288m	(4.2%)
Broadband Customers @ 9/30/06	603k	48%
Total Net Customer Connections @ 9/30/06	3.891m	1.4%
ARPU	\$75.79	2.4%
Access Line Losses	(41k)	
Broadband Net Adds	55k	
Total Customer Connections	15k	

Solid Operating Metrics with Record Broadband Net Adds

3Q 2006 Updates on Other Initiatives



Integration Update

- Consolidated corporate functions and various call centers
- Developed shared service functions necessary to operate the company on a stand alone basis
- Converted the customer service provisioning system
- Successfully launched the Windstream brand

Positioned to realize some synergies in 4Q 2006 and \$40M net in 2007

MVNO Update

- Announced that we will not pursue an MVNO strategy at this time
- Our conclusion is that it will not meaningfully reduce access line losses or materially benefit our bundled offerings
- We believe that an emphasis on driving broadband and digital TV penetration is more important to customer retention
- We will continue to evaluate developments that may warrant a change in our view

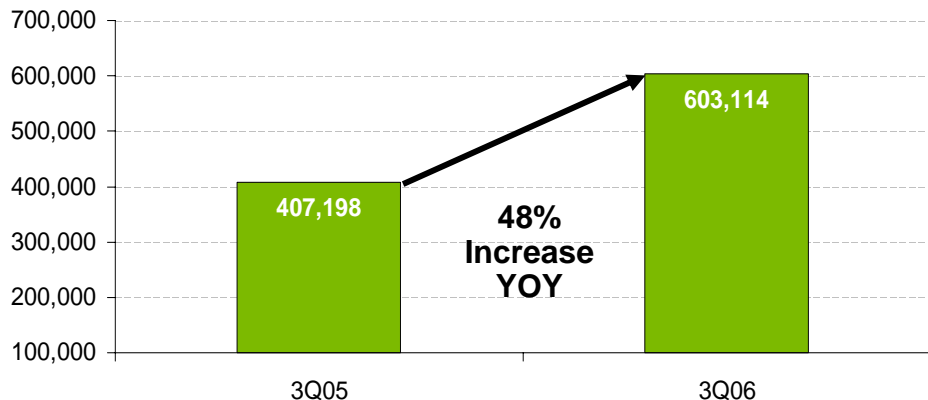
Focus on increasing broadband and digital TV penetration

3Q06 Broadband Highlights

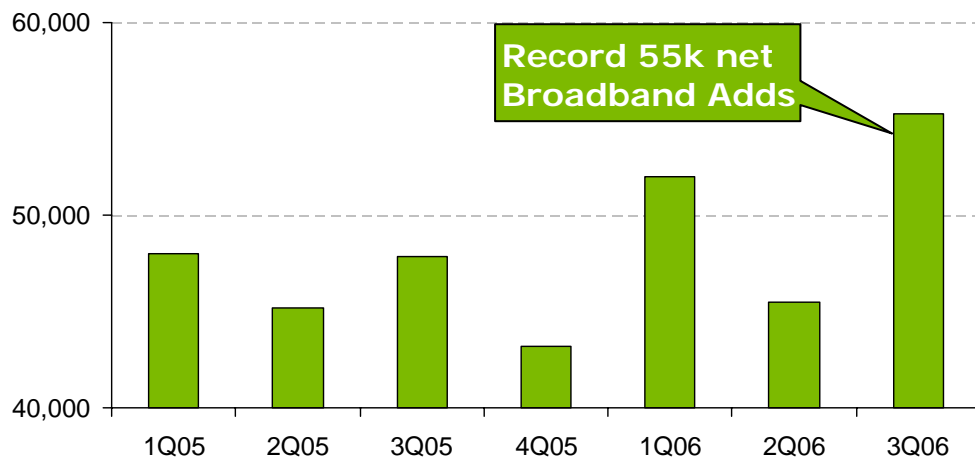
Record Quarter for Broadband adds



Broadband Customer Base Year-Over-Year



Net Broadband Additions by Quarter



3Q Broadband Highlights

- Added 55k net broadband customers in 3Q 2006
- Broadband penetration of 19% of total ILEC lines
- Expect to be at 80% addressability by end of the year
- Broadband Availability (as % of total addressable lines)
 - DSL Ultra (3Mb) 76%
 - DSL Extreme (6Mb) 21%
- ~20% of broadband customers subscribe to 3Mb speeds and higher

Digital TV

Developed Video Partnership With ECHOSTAR



- Launched DISH Network TV service offering in October 2005 through a resale agreement with ECHOSTAR
- Internally promoted in 3Q to educate and train workforce on strategic importance of this service
- Outfitted retail locations with high definition DISH service and DVR functionality
- Strategically important product as bundled offerings improve competitiveness and reduce churn
- Continue to experience sales improvements with the DISH product

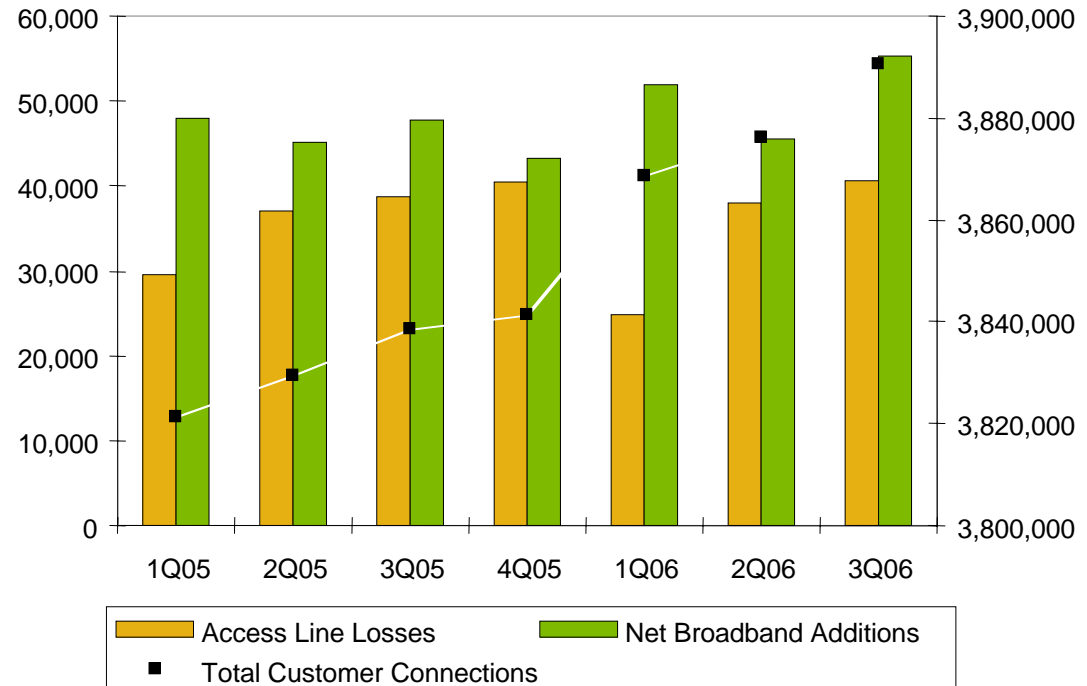
Increasing Total Customer Connections



Sales / Marketing Initiatives

- Increased distribution channels
 - Transitioned to “sales focused” call center and service technicians
 - Established partnering relationships
 - Implemented door to door sales strategy
 - Enhanced internet sales solutions
- Increased brand visibility and local advertising
- Focused on selling bundled products which reduce churn
- Implemented win-back campaigns

Broadband adds vs. Access line declines



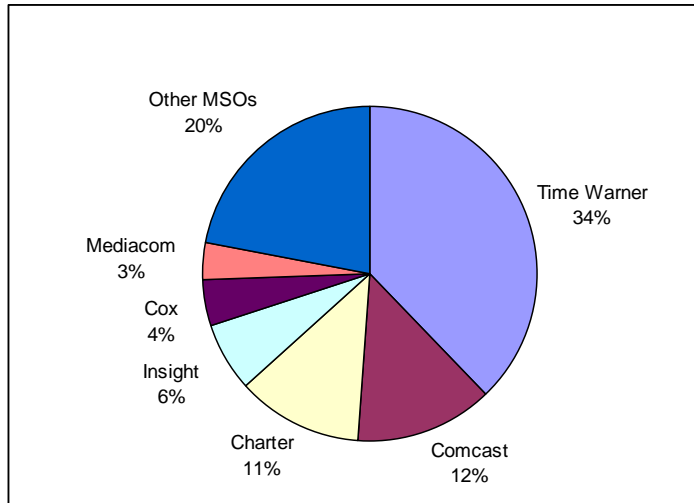
Stable access line declines and strong broadband growth result in increasing total customer connections

Competitive Environment



- ~ 35-40% of total lines have cable telephony competition
- ~ 75-80% of total lines have broadband competition

Cable Competition (% of access lines)



Cable Competition in Top 10 Markets

Top 10 Markets	Cable Competitor
LINCOLN, NE	Time Warner
LEXINGTON, KY	Insight
SUGARLAND, TX	Time Warner
TEXARKANA, TX	Cable One
ELYRIA, OH	Comcast
BROKEN ARROW, OK	Cox
MATTHEWS, NC	Time Warner
NEWARK, OH	Time Warner
LEXINGTON, SC	Time Warner
DALTON, GA	Dalton Utilities

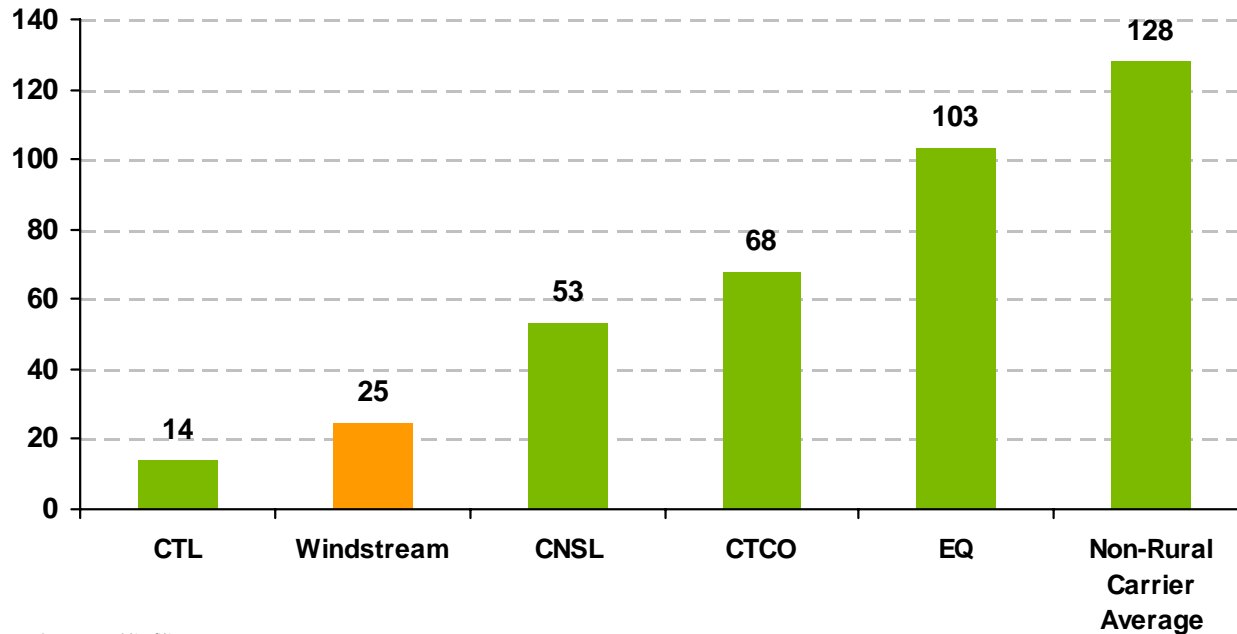
Note: Top 10 markets represent approximately 20% of total access lines

Rural Markets Less Competitive Than Urban Markets

Favorable Rural Characteristics



Access Lines per Square Mile



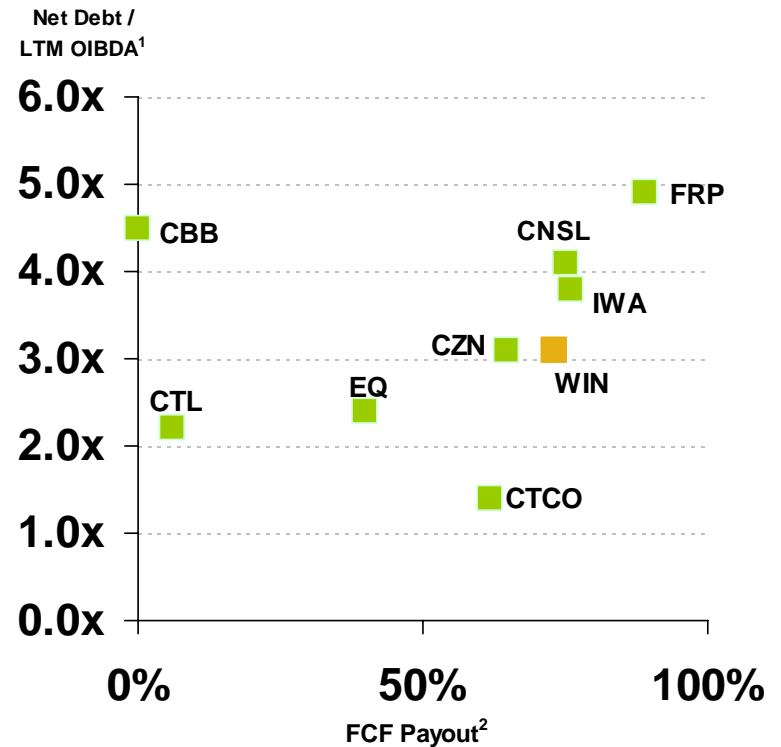
Source: Public filings

Windstream Teledensity Is 25 Access Lines Per Square Mile As Compared To The Non-rural Carrier Average Of 128

Conservative Leverage and Dividend Policy Relative to Peers



- Net Debt of \$5.1 Billion @ 9/30/06
 - 3.1x Total Leverage
- 70-75% FCF Payout Ratio
- Dividend Per Share of \$1.00



1. LTM 9/30/06
2. Based on Wall Street equity research

Capital Structure To Have Reasonable Leverage and Payout Ratio

Investment Highlights



- Leading rural wireline telecommunications carrier with significant scale and profitability
- Favorable rural markets - teledensity ~ 25 lines per square mile
- Broad integrated product and service offerings
- Conservative leverage and ability to generate strong free cash flow
- Experienced and proven management team
- On track to achieve approximately \$40 million of net annual cost savings synergies in 2007 as a result of the spin-off and merger



Reconciliation of Non-GAAP Financials

Reconciliation of Non-GAAP Financial Measures



Windstream Corporation
Unaudited Pro Forma Results From Current Businesses
Reconciliations of Non-GAAP Financial Measures

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	September 30, 2006	September 30, 2005	September 30, 2006	September 30, 2005
Operating income under GAAP	\$ 254,015	\$ 162,172	\$ 613,163	\$ 465,601
Pro forma adjustments:				
Valor operating income prior to merger	(6,884)	41,330	80,901	123,844
Customer list amortization	(2,049)	(11,000)	(24,049)	(33,000)
Royalty expense	-	67,429	129,597	202,287
Restructuring and other charges	31,008	5,563	38,476	5,563
Discontinuance of SFAS No. 71				
Cost of removal	-	2,690	3,698	8,769
Asset retirement obligation	-	(408)	(865)	(1,200)
Directory publishing revenues	-	(1,093)	(3,440)	(4,097)
Regulatory asset	-	490	980	1,470
Adjusted operating income	276,090	267,173	838,461	769,237
Depreciation and amortization	130,319	149,305	393,588	458,302
Pro forma OIBDA from current businesses	\$ 406,409	\$ 416,478	\$ 1,232,049	\$ 1,227,539

Net Debt to Operating Income
for the twelve months ended September 30:
(Dollars in millions)

	2006
Long-term debt, including current maturities	\$ 5,498.6
Cash and short-term investments	(373.0)
Net debt	(A) \$ 5,125.6
Operating income under GAAP	(B) \$ 781.4
Net debt to operating income	(A) / (B) <u>6.56</u>

Net Debt to Pro Forma OIBDA From Current Businesses
for the twelve months ended September 30:
(Dollars in millions)

Net debt	(A) \$ 5,125.6
Operating income under GAAP	\$ 781.4
Pro forma adjustments:	
Valor operating income	124.1
Customer list amortization	(35.0)
Royalty expense	196.1
Restructuring and other charges	70.6
Discontinuance of SFAS No. 71	
Cost of removal	4.2
Asset retirement obligation	(1.3)
Directory publishing revenues	(0.3)
Regulatory asset	1.5
Depreciation and amortization	532.1
Pro forma OIBDA from current businesses	(B) \$ 1,673.4
Net debt to pro forma OIBDA	(A) / (B) <u>3.06</u>

Reconciliation of Non-GAAP Financial Measures



WINDSTREAM CORPORATION

UNAUDITED RECONCILIATION OF OPERATING INCOME UNDER GAAP TO PRO FORMA OIBDA FROM CURRENT BUSINESSES (NON-GAAP)

(In thousands)

	THREE MONTHS ENDED		NINE MONTHS ENDED		Last Twelve Months Ended 9/30/06
	September 30, <u>2006</u>	September 30, <u>2005</u>	September 30, <u>2006</u>	September 30, <u>2005</u>	
Operating income under GAAP	\$ 254,015	\$ 162,172	\$ 613,163	\$ 465,601	\$ 781,369
Pro forma adjustments:					
Valor operating income prior to merger	(6,884)	41,330	80,901	123,844	124,101
Customer list amortization	(2,049)	(11,000)	(24,049)	(33,000)	(35,049)
Royalty expense	-	67,429	129,597	202,287	196,096
Restructuring and other charges	31,008	5,563	38,476	5,563	70,568
Discontinuance of SFAS No. 71					
Cost of removal	-	2,690	3,698	8,769	4,169
Asset retirement obligation	-	(408)	(865)	(1,200)	(1,283)
Directory publishing revenues	-	(1,093)	(3,440)	(4,097)	(329)
Regulatory asset	-	490	980	1,470	1,470
Adjusted operating income	276,090	267,173	838,461	769,237	1,141,112
Depreciation and amortization	130,319	149,305	393,588	458,302	532,147
Pro forma OIBDA from current businesses	\$ 406,409	\$ 416,478	\$ 1,232,049	\$ 1,227,539	\$ 1,673,259