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RECEIVED

JUL 25 2005

Federal Communications Commission
Office of Secretary

July 25, 2005

BY HAND DELIVERY

Marlene Dortch
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

Re: Amendment to Notification pursuant to Section 63.21(h) of the
Commission's Rules of Provision of International Service Through
Subsidiaries;

Amendment to Notification pursuant to Section 63.24 (f) of the
Commission's Rules of a Pro Forma Transaction;

NuVox, Inc. – ITC-214-19990323-00165

Attention: International Bureau

Dear Ms. Dortch:

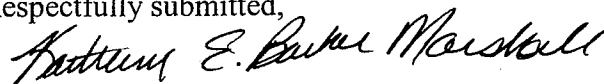
On March 15, 2005, NuVox, Inc. ("NuVox"), by its attorneys, hereby notified ("March 15, 2005 Notice") the Commission that its wholly-owned subsidiary, NuVox Communications, Inc. f/k/a NewSouth Holdings, Inc. ("NuVox Communications"), a Delaware corporation, has begun providing service under NuVox's 214 authorization referenced above (ITC-214-19990323-00165). For the Commission's convenience, NuVox has appended hereto a copy of the March 15, 2005 Notice.

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March 15, 2005
Page 2

NuVox wishes to amend the March 15, 2005 Notice to include the correct International 214 File Number of NewSouth Communications, Corp. It has come to our attention that the incorrect number was given in the March 15, 2005 Notice. The correct number should be **ITC-214-19980310-00178**, which was the number given by the Commission as a replacement to NewSouth Communications Corp.'s initial number, **98-206**. Accordingly, NuVox wishes to surrender the international Section 214 authorizations held by NuVox Communications, Inc., the South Carolina corporation (**ITC-214-19991119-00742**), and NewSouth Communications Corp., the Delaware corporation (**ITC-214-19980310-00178**). All other information and requests for action contained in the previously filed March 15, 2005 Notice remain the same.

Enclosed please find five (5) copies of this letter, a duplicate copy, and an extra copy marked "KDW Stamp-In" to be date-stamped and returned to us in the envelope provided. Should you have any questions with respect to this matter, please do not hesitate to contact the undersigned.

Respectfully submitted,



Katherine E. Barker Marshall

Enclosures

cc: Susan O'Connell, IB
Jo Ann Ekblad, IB
Teri Natoli, Wireline
Riley Murphy, NuVox

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Marlene Dortch
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

Re: Notification pursuant to Section 63.21(h) of the Commission's Rules of
Provision of International Service Through Subsidiaries;

Notification pursuant to Section 63.24 (f) of the Commission's Rules of a
Pro Forma Transaction;

NuVox, Inc. – ITC-214-19990323-00165

Attention: International Bureau

Dear Ms. Dortch:

NuVox, Inc. ("NuVox"), by its attorneys, hereby notifies the Commission that its wholly-owned subsidiary, NuVox Communications, Inc. f/k/a NewSouth Holdings, Inc. ("NuVox Communications"), a Delaware corporation, has begun providing service under NuVox's 214 authorization referenced above (ITC-214-19990323-00165). For the Commission's convenience, NuVox has appended hereto *Attachment A* which lists all the subsidiaries of Nuvox that currently are operating pursuant to its international 214 authorization, as permitted by Section 63.21(h) of the Commission's Rules.

Marlene Dortch
March 15, 2005
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By way of background, as part of an internal corporate reorganization, two of NuVox's subsidiaries, NuVox Communications, Inc., a South Carolina corporation, and NewSouth Communications Corp., a Delaware corporation, were merged into NuVox Communications as part of a reorganization that has been consummated. All of the customers and operations of these two subsidiaries were transferred to NuVox Communications which now provides telecommunications services to their former customers. NuVox notified the Commission of the transfer of subscribers to NuVox Communications pursuant to 47 C.F.R. Section 64.1120 in CC Docket No. 00-257 on October 28, 2004. NuVox hereby notifies the Commission, pursuant to Section 63.24(f) of the Commission's Rules, of the pro forma transfer of customers from NuVox Communications, Inc., the South Carolina corporation, and NewSouth Communications Corp., the Delaware corporation, to NuVox Communications, Inc., the Delaware corporation, f/k/a NewSouth Holdings, Inc. Each of these entities is a wholly owned subsidiary of NuVox. Thus, because the transfer of customers is among affiliated companies ultimately owned by the same parent, NuVox, the transfer is pro forma in nature.

Since NuVox Communications, Inc., the South Carolina corporation (**ITC-214-19991119-00742**), and NewSouth Communications Corp., the Delaware corporation (**ITC-ASG-19980929-00708**), no longer exist, NuVox also notifies the Commission of the surrender of their international Section 214 authorizations. Various other subsidiaries of NuVox listed on *Attachment A* maintained their state authorizations and continue to operate as prior to the reorganization. These subsidiaries that are not affected by the reorganization, together with NuVox Communications, will all operate pursuant to Nuvox, Inc.'s Section 214 authorization referenced above.

In accordance with Section 63.24(f) of the Commission's Rules, NuVox provides the following information:

- (i) *The information requested in paragraphs (a) through (d) and (h) of §63.18 for the transferee/assignee:*
 - (a) The address and telephone number of NuVox Communications, Inc. is:

Two North Main Street
Greenville, South Carolina 29601
864-672-5000
 - (b) NuVox Communications is organized under the laws of Delaware.

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- (c) Correspondence concerning this notice should be sent to counsel:

Melissa S. Conway
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036
mconway@kelleydrye.com

- (d) NuVox Communications has not previously received authority under Section 214 to provide any type of international service.
- (h) NuVox Communications is a direct, wholly owned subsidiary of Gabriel Communications Finance Company ("Gabriel"), a Delaware corporation, located at Two North Main Street, Greenville, South Carolina 29601. Gabriel is a holding company and a direct, wholly owned subsidiary of NuVox, Inc., a privately-held Delaware corporation, located at Two North Main Street, Greenville, South Carolina 29601. Through the operations of its subsidiaries, NuVox, Inc. is a facilities-based integrated communications provider of voice and data telecommunications services to business customers.

The following entities hold 10% or more of the total outstanding stock of NuVox, Inc.:

NSHI. NSHI Ventures LLC ("Ventures") is a Delaware limited liability company that holds 17.6 percent of the voting and equity interests in NuVox. Ventures has no other business interests. Ventures' address is c/o Kohlberg Kravis Roberts & Co. L.P., 2800 Sand Hill Road, Suite 200 Menlo Park, CA 94025. Ventures' managing member and 98 percent owner is KKR 1996 Fund L.P., a Delaware limited partnership ("Fund L.P."), located at 9 West 57th Street, New York, NY 10019. This is an investment fund with the two largest limited partnership interests of approximately 13 percent each being held by two state retirement funds. The sole general partner of Fund L.P. is KKR Associates 1996 L.P., a Delaware limited partnership ("Associates L.P.") The sole general partner of Associates L.P. is KKR 1996 GP LLC, a Delaware limited liability company, whose managers are Henry R. Kravis and George R. Roberts. The address of each of the above-mentioned individuals and entities other than Ventures is 9 West 57th Street, New York, NY 10019, and the principal business of each of the above-mentioned entities and individuals

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is investment. No other partner, general or limited, holds a 10 percent or greater interest in Fund L.P. All of the above entities are affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR"), a private investment firm that makes equity investments through various entities for itself and its shareholders. For additional information about KKR, please see its website at www.kkr.com.

Wachovia. Wachovia Corporation ("Wachovia"), a corporation formed under the laws of the state of North Carolina, holds 11.6 percent of the voting and equity interests in NuVox. Wachovia is a multi-bank holding company whose address is One Wachovia Center, 301 South College Street, Charlotte, NC 28288-0732. Wachovia holds these interests through eight (8) direct or indirect subsidiaries, all of whom are owned and ultimately controlled by Wachovia: Wachovia Capital Partners, Inc. ("WCP") (4.62 percent); Wachovia Capital Investments, Inc. ("WCI") (.01 percent); Wachovia Bank, National Association ("WBNA") (.56 percent); Wachovia Capital Partners 1998-II, LLC f/k/a First Union Merchant Banking 1998-II, LLC ("WCP 1998") (.03 percent); Wachovia Capital Partners 1999-II, LLC f/k/a First Union Merchant Banking 1999-II, LLC ("WCP 1999") (.07 percent); Wachovia Capital Partners 2001, LLC ("WCP 2001") (.03 percent); Wachovia Capital Partners 2002, LLC ("WCP 2002") (.34 percent); and Wachovia Capital Partners 2003 ("WCP 2003") (5.88 percent). WCI is a Georgia corporation; WBNA is a national banking association (U.S.); WCP is a Virginia corporation; and WCP 2001, WCP 2002, WCP 2003, WCP 1998, and WCP 1999 are all North Carolina limited liability companies. The principal business of WBNA is banking; the principal business of the remaining subsidiaries is investment. The address of all subsidiaries is the same as Wachovia. There are no 10 percent or greater shareholders of Wachovia.

M/C Partners. M/C Venture Partners V, L.P. ("MC Partners") is a Delaware limited partnership. Its address is 75 State Street, Suite 2500, Boston, MA 02109. Two state retirement funds hold a 12.2 percent and 11.8 percent interest respectively in MC Partners. MC Partners is controlled by its general partner, M/C VP V, L.L.C., a Massachusetts limited liability company located at the same address as MC Partners. The managers of M/C

Marlene Dortch
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VP V, L.L.C. are James F. Wade, David D. Croll, Peter H.O. Claudy, John W. Watkins, John Van Hooser, John P. Ward, and Matthew J. Rubins. MC affiliates invested in NewSouth include Chestnut Venture Partners, L.P. ("Chestnut") and M/C Venture Investors L.L.C., both located at the same address as MC Partners. Chestnut is a Delaware limited partnership controlled by its general partner, Chestnut Street Partners, Inc., whose President and sole shareholder is David D. Croll. M/C Venture Investors is controlled by its managers: James F. Wade, David D. Croll, Peter H.O. Claudy, and Matthew J. Rubins. All of the above-mentioned individuals are U.S. citizens. The principal business of each of the above-mentioned individuals and entities is investment, and the address of each is 75 State Street, Suite 2500, Boston, MA 02109. MC Partners and its affiliates hold 10.1 percent of the voting and equity interests in NuVox.

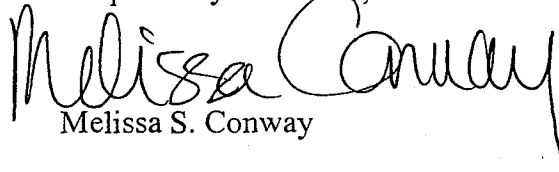
No other shareholders hold 10 percent or more of the voting and equity interests in NuVox. There are no interlocking directorates with foreign carrier.

(ii) *A certification that the transfer of control or assignment was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party.*

Please see *Attachment B*.

Enclosed please find five (5) copies of this letter, a duplicate copy, and an extra copy marked "KDW Stamp-In" to be date-stamped and returned to us in the envelope provided. Should you have any questions with respect to this matter, please do not hesitate to contact the undersigned.

Respectfully submitted,


Melissa S. Conway

Enclosures

cc: Susan O'Connell, IB
Teri Natoli, Wireline
Riley Murphy, NuVox

Attachment A

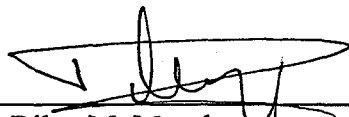
The following wholly-owned subsidiaries of NuVox, Inc. provide service pursuant to NuVox, Inc.'s international Section 214 authorization:

Company	Place of Legal Organization
NuVox Communications, Inc. fka NewSouth Holdings, Inc.	Delaware
NuVox Communications of Arkansas, Inc.	Delaware
NuVox Communications of Illinois, Inc.	Delaware
NuVox Communications of Indiana, Inc.	Delaware
NuVox Communications of Kansas, Inc.	Delaware
NuVox Communications of Missouri, Inc.	Delaware
NuVox Communications of Ohio, Inc.	Delaware
NuVox Communication of Oklahoma, Inc.	Delaware
NewSouth Communications of Virginia, Inc.	Virginia

⁵
ATTACHMENT B

The undersigned hereby certifies, with respect to the foregoing notification of the pro forma transfer of customers to NuVox Communications, Inc., that the transfer was pro forma as described in Section 63.24(a) of the Commission's Rules and that this transfer, together with all previous pro forma transactions, does not result in a change of the carrier's ultimate control.

By: _____



Riley M. Murphy
Executive Vice President, General Counsel
& Secretary
NuVox, Inc.
Two North Main Street
Greenville, SC 29601
864-672-5045

Date: March 14, 2005