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BEFORE THE ARIZONA CORPORATION COMMISSION

JEFF HATCH-MILLER  
Chairman  
WILLIAM A. MUNDELL  
Commissioner  
MARC SPITZER  
Commissioner  
MIKE GLEASON  
Commissioner  
KRISTIN K. MAYES  
Commissioner

Arizona Corporation Commission

DOCKETED

AUG 17 2005

DOCKETED BY

IN THE MATTER OF THE APPLICATION  
OF VALLEY CONNECTIONS, L.L.C. FOR  
AUTHORIZATION TO ASSUME NEW  
DEBT

DOCKET NO. T-04169A-04-0816  
DECISION NO. 68080  
ORDER

Open Meeting  
August 9 and 10, 2005  
Phoenix, Arizona

BY THE COMMISSION:

FINDINGS OF FACT

1. Valley Connections, L.L.C. ("Valley" or "Company") filed an application with the Arizona Corporation Commission ("Commission") on November 12, 2004, requesting authorization to assume new long-term debt of \$14,956,743.
2. Valley was formed on January 20, 2000, as a perpetual domestic limited liability company.
3. Valley Telephone Cooperative, Inc. ("VTC") is the manager of Valley while Copper Valley Telephone, Inc. ("Copper") and VTC are members.
4. Copper is a wholly owned subsidiary of VTC.
5. Valley is owned 50 percent by VTC and 50 percent by Copper Valley Telephone.
6. Valley was issued a certificate of convenience and necessity ("CC&N") to provide facilities-based competitive local exchange telecommunications services in Cochise, Graham, Greenlee, Santa Cruz, and Pima Counties, Arizona in Decision No. 66846, dated March 12, 2004.

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IT IS FURTHER ORDERED that the Company will docket for Staff's review a report within 30 days of completion of the first phase of construction as to costs incurred versus the estimated amount and customer penetration versus estimated penetration.

IT IS FURTHER ORDERED that the Company will maintain its books and records separately from affiliated entities and annually provide a balance sheet, income statement, statement of stockholder's equity and footnotes.

IT IS FURTHER ORDERED that this Order shall become effective immediately.

**BY THE ORDER OF THE ARIZONA CORPORATION COMMISSION**

  
CHAIRMAN

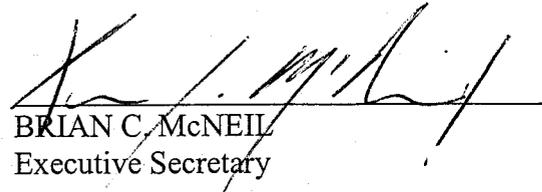
  
COMMISSIONER

  
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COMMISSIONER

IN WITNESS WHEREOF, I BRIAN C. McNEIL, Executive Secretary of the Arizona Corporation Commission, have hereunto, set my hand and caused the official seal of this Commission to be affixed at the Capitol, in the City of Phoenix, this 17<sup>th</sup> day of August, 2005.

  
BRIAN C. McNEIL  
Executive Secretary

DISSENT: \_\_\_\_\_

DISSENT: \_\_\_\_\_

EGJ:RGG:lhm\DR

1 SERVICE LIST FOR: VALLEY CONNECTIONS, L.L.C.  
2 DOCKET NO. T-04169A-04-0816

3 Ms. Judy Bruns  
4 General Manager  
5 Valley Connections, L.L.C.  
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18 Mr. Christopher C. Kempley  
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