

Windstream Communications
50 Executive Parkway
Hudson, OH 44236-1676

Katherine J. Warn
Director, Labor Relations
t: 330.650.7456

December 18, 2008

Mr. Jasper J. Gurganus
Vice President
CWA Telecommunications
501 Third Street, NW
Washington, DC 20001-2797



RE: Memorandum of Understanding
Tech Excel Program/GPS

Dear Jimmy:

Windstream Communications, Inc. and the Communications Workers of America have reached an understanding in regards to the use of GPS with our new Tech Excel Program.

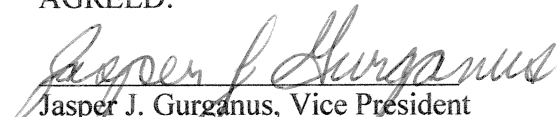
The Company may introduce GPS to improve operations and efficiency. All employees will be notified and trained on the use of GPS prior to implementation and will be coached when and where appropriate. GPS will not be used for discipline. Where GPS data indicates the possibility of misconduct, a complete investigation will be conducted including appropriate interviews. Any discipline, if deemed appropriate by the Company, will be the result of the investigation and subject to challenge under the just cause provisions of the Collective Bargaining Agreement. All provisions of the Collective Bargaining Agreement shall remain in tact.

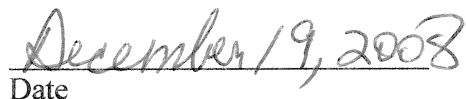
If you are in agreement, please sign below.

Sincerely,

Katherine J. Warn

AGREED:


Jasper J. Gurganus, Vice President
Communications Workers of America


Date