

*The Public Utilities Commission of Ohio*  
**TELECOMMUNICATIONS FILING FORM**  
(Effective: 10-11-2017)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the matter of the Application of Broadview Networks, Inc., ) TRF Docket No. 90-\_\_\_\_\_  
Business Telecom, LLC, Choice One Communications of Ohio, ) Case No. 19-0624  
Inc., Conversent Communications Resale L.L.C., CTC ) **NOTE: Unless you have reserved a Case #, leave the "Case No"**  
Communications Corp., DeltaCom, LLC, EarthLink Business, ) **fields BLANK.**  
LLC, Intellifiber Networks, LLC, LDMI Telecommunications, )  
LLC, McLeodUSA Telecommunications, LLC, PAETEC )  
Communications, LLC, Talk America, LLC, US LEC )  
Communications, LLC, and Windstream KDL, LLC for )  
Authority to Complete a *Pro Forma* Intra-Corporate Transaction )

Name of Registrant(s) Broadview Networks, Inc., Business Telecom, LLC, Choice One Communications of Ohio, Inc., Conversent Communications Resale, L.L.C., CTC Communications Corp., DeltaCom, LLC, EarthLink Business, LLC, Intellifiber Networks, LLC, LDMI Telecommunications, LLC, McLeodUSA Telecommunications Services, LLC, PAETEC Communications, LLC, Talk America, LLC, US LEC Communications, LLC and Windstream KDL, LLC

DBA(s) of Registrant(s) \_\_\_\_\_

Address of Registrant(s) 4001 North Rodney Parham Road, Little Rock, AR 72212

Company Web Address www.windstream.com

Regulatory Contact Person(s) Nicole Winters Phone (501) 748-6313 Fax (330) 486-3561

Regulatory Contact Person's Email Address Nicole.Winters@windstream.com

Contact Person for Annual Report Stephanie Marsh Phone (501) 748-7847

Address (if different from above) \_\_\_\_\_

Consumer Contact Information Andrea Curtis Phone (855) 211-3746

Address (if different from above) 1720 Galleria Boulevard, Charlotte, NC 28270

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

**Notes:**

Section I and II are Pursuant to Ohio Administrative Code [4901:1-6](#).

Section III - Carrier to Carrier is Pursuant to Ohio Adm.Code [4901:1-7](#), and Wireless is Pursuant to Ohio Adm.Code [4901:1-6-24](#).

Section IV - Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Adm.Code Chapter 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the PUCO may be obtained from the PUCO's website at [www.PUCO.ohio.gov](http://www.PUCO.ohio.gov) under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the PUCO.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits:

Exhibit	Description:
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A	The tariff pages subject to the proposed change(s) as they exist before the change(s). <b>Not Applicable</b>
<input type="checkbox"/> B	The tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. <b>Not Applicable. Applicant does not intend to revise its tariffs or price lists at this time.</b>
<input type="checkbox"/> C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). <b>Not Applicable. Applicant will continue to provide service without immediate change in rates, terms or conditions. Further, the brand name familiar to the customer will not change.</b>

<b>Carrier Type</b> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)	ATA <a href="#">1-6-14(H)</a> (Auto 30 days)	ATA <a href="#">1-6-14(H)</a> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/> ATA <a href="#">1-6-14(H)</a> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-6-14(I)</a> (Auto 30 days)	ATA <a href="#">1-6-14(I)</a> (Auto 30 days)
Revisions to BLES Cap	<input type="checkbox"/> ZTA <a href="#">1-6-14(F)</a> (0 day Notice)	<input type="checkbox"/>	<input type="checkbox"/>
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <a href="#">1-6-14(H)</a> (0 day Notice)	ZTA <a href="#">1-6-14(H)</a> (0 day Notice)	ZTA <a href="#">1-6-14(H)</a> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	ZTA <a href="#">1-6-27(C)</a> (0 day Notice)	ZTA <a href="#">1-6-27(C)</a> (0 day Notice)	
Change BLES Rates	TRF <a href="#">1-6-14(F)</a> (0 day Notice)	TRF <a href="#">1-6-14(F)(4)</a> (0 day Notice)	TRF <a href="#">1-6-14(G)</a> (0 day Notice)
To obtain BLES pricing flexibility	BLS <a href="#">1-6-14(C)(1)(c)</a> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	<input type="checkbox"/> ACB <a href="#">1-6-32</a> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <a href="#">1-6-08(G)</a> (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA <a href="#">1-6-25(B)</a> (0 day Notice)
<b>Other*</b> (explain)			

## Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

## Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <a href="#">1-6-08</a> * (Auto 30- day)	<input type="checkbox"/> ACE <a href="#">1-6-08</a> *(Auto 30 day)	<input type="checkbox"/> ACE <a href="#">1-6-08</a> *(Auto 30 day)	<input type="checkbox"/> ACE <a href="#">1-6-10</a> (Auto 30 day)	<input type="checkbox"/> UNC <a href="#">1-6-09</a> *(Non-Auto)

\*Supplemental Certification forms can be found on the PUCO webpage.

## Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)	<input type="checkbox"/> ABN <a href="#">1-6-26</a> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ACN <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <a href="#">1-6-29(E)</a> (Auto 30 days)	<input checked="" type="checkbox"/> ACO <a href="#">1-6-29(E)</a> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> AMT <a href="#">1-6-29(E)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATC <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> ATR <a href="#">1-6-29(B)</a> (Auto 30 days)	<input type="checkbox"/> CIO <a href="#">1-6-29(C)</a> (0 day Notice)

\*Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see [the 4901:1-6-29 Filing Requirements on the PUCO's webpage](#) for a complete list of exhibits.

## Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 day)	<input type="checkbox"/> NAG <a href="#">1-7-07</a> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)	<input type="checkbox"/> ARB <a href="#">1-7-09</a> (Non-Auto)
Introduce or change c-t-c service tariffs	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 days)	<input type="checkbox"/> ATA <a href="#">1-7-14</a> (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <a href="#">1-7-04</a> or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way. (13-579-AU-ORD 11/30/16 Entry)	<input type="checkbox"/> ATA <a href="#">1-3-04</a> (Auto 0 days)	
Wireless Providers See <a href="#">4901:1-6-24</a>	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)	<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

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**AFFIDAVIT**  
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, \_\_\_\_\_, and am authorized to make this statement on its behalf.

\_\_\_\_\_  
(Name)

Please check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the State of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the State of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the State of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Ohio Adm.Code 4901:1-6-7.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on \_\_\_\_\_  
(Date) \_\_\_\_\_ at (Location) \_\_\_\_\_

\*Signature and \_\_\_\_\_  
Title \_\_\_\_\_ Date \_\_\_\_\_

\*This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

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**VERIFICATION**

I, \_\_\_\_\_, verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

\*Signature and \_\_\_\_\_  
Title **PLEASE SEE ATTACHED VERIFICATION** Date \_\_\_\_\_

\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

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File document electronically as directed in case number 06-900-AU-WVR  
*or*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street, Columbus, OH 43215-3793

## **ATTACHMENT 1**

### **DESCRIPTION OF THE TRANSACTION**

Broadview Networks, Inc., Business Telecom, LLC., Choice One Communications of Ohio, Inc., Conversent Communications Resale, L.L.C., CTC Communications Corp., DeltaCom, LLC, EarthLink Business, LLC, Intellifiber Networks, LLC, LDMI Telecommunications, LLC, McLeodUSA Telecommunications Services, LLC, PAETEC Communications, LLC, Talk America, LLC, US LEC Communications, LLC, and Windstream KDL, LLC, (collectively, the “Windstream Licensees”) and Windstream Holdings, Inc. (“Windstream” and together with Windstream Licensees, the “Applicants”), hereby request Commission approval, to the extent required, to complete certain *pro forma* intra-company changes described in more detail below.

Over the past several years, Windstream has acquired a number of existing telecommunications entities that, either directly or through one or more operating subsidiaries, held federal and state authorizations and certifications to provide interstate and intrastate telecommunications services. Due to the complex corporate organizational structure resulting from these acquisitions, Windstream proposes a series of *pro forma* intra-company transactions that, once completed, will result in a more streamlined and simplified corporate structure. This simplification will enable Windstream to function in a more efficient and nimble fashion. These changes will all occur at the holding company level and will not change the customer-facing operating entities. A chart depicting the current corporate organization of the Applicants and their parents is provided as Exhibit A. Windstream intends to simplify its existing corporate structure in a way that streamlines the number of holding companies. A chart depicting the corporate organizational structure of Windstream upon completion of these *pro forma* intra-corporate changes is provided as Exhibit C.

## **I. DESCRIPTION OF APPLICANTS**

Windstream Licensees are each indirect subsidiaries of Windstream. Windstream is a Delaware corporation headquartered at 4001 Rodney Parham Road, Little Rock, Arkansas 72212, and is a publicly traded (Nasdaq: WIN) FORTUNE 500 company and a leading provider of advanced network communications and technology solutions for consumers, small businesses, enterprise organizations and carrier partners across the U.S. Windstream offers bundled services, including broadband, security solutions, voice and digital TV to consumers. The company also provides data, cloud solutions, unified communications and managed services to business and enterprise clients. In Ohio, Windstream's regulated subsidiaries hold the following authorizations:

1. Broadview Networks, Inc. is authorized to provide local exchange and interexchange telecommunications services pursuant to Certificate No. 90-9190;
2. Business Telecom, LLC is authorized to provide interexchange telecommunications services and alternative operator service pursuant to Certificate No. 90-5193;
3. Choice One Communications of Ohio, Inc. is authorized to provide local exchange telecommunications services pursuant to Certificate No. 90-9082;
4. Conversent Communications Resale, L.L.C. is authorized to provide local exchange telecommunications services pursuant to Certificate No. 90-9372;
5. CTC Communications Corp is authorized to provide local exchange telecommunications services pursuant to Certificate No. 90-9376;
6. DeltaCom, LLC is authorized to provide local exchange and interexchange telecommunications services pursuant to Certificate No. 90-5725;
7. EarthLink Business, LLC is authorized to provide interexchange services pursuant to Certificate No. 90-5896;
8. Intellifiber Networks, LLC is authorized to provide local exchange and interexchange telecommunications services pursuant to Certificate No. 90-9381;
9. LDMI Telecommunications, LLC is authorized to provide local exchange and interexchange telecommunications services pursuant to Certificate No. 90-9106;

10. McLeodUSA Telecommunications Services, LLC is authorized to provide local exchange and interexchange telecommunications services pursuant to Certificate No. 90-9087;
11. PAETEC Communications, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 90-3120;
12. Talk America, LLC is authorized to provide interexchange telecommunications services pursuant to Certificate No. 90-9030;
13. US LEC Communications, LLC is authorized to provide local exchange and interexchange telecommunications services pursuant to Certificate No. 90-9096; and
14. Windstream KDL, LLC is authorized to provide local exchange and interexchange telecommunications services pursuant to Certificate No. 90-9204.

## **II. CONTACTS**

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following:

Nicole Winters  
Counsel II  
4001 North Rodney Parham Road  
Little Rock, AR 72212  
(501) 748-6313 (tel)  
(330) 486-3561 (fax)  
[Nicole.Winters@windstream.com](mailto:Nicole.Winters@windstream.com)

## **III. DESCRIPTION OF *PRO FORMA* INTRA-COMPANY CHANGES**

Windstream has determined that its business would be more efficient from a management, operations, regulatory, accounting, financial, and customer experience perspective by streamlining its organization as much as possible. The *pro forma* intra-company changes described below that are the subject of this Application are part of these streamlining efforts.

- Step 1: Windstream Cavalier, LLC, the parent company of Talk America, LLC and LDMI Telecommunications, LLC will merge with its direct parent company, PAETEC, LLC, and PAETEC, LLC will survive. (See Exhibit B).

- Step 2: PAETEC, LLC, the parent company of McLeodUSA Telecommunications Services, LLC and PAETEC Communications, LLC will then merge with its direct parent company, PAETEC Holding, LLC, and PAETEC Holding, LLC will survive. (See Exhibit B).
- Step 3: Windstream Business Holdings, LLC, the parent company of Business Telecom, LLC, Choice One Communications of Ohio, Inc., Conversent Communications Resale, L.L.C., CTC Communications Corp. DeltaCom, LLC, and EarthLink Business, LLC , will merge with its direct parent company Windstream Eagle Holdings, LLC, and Windstream Eagle Holdings, LLC will survive. (See Exhibit B).
- Step 4: Windstream Eagle Holdings, LLC, will merge into PAETEC Holding, LLC, and PAETEC Holding, LLC will survive. (See Exhibit B).
- Step 5: Windstream BV Holdings, LLC, the parent company of Broadview Networks, Inc., will merge into PAETEC Holding, LLC, and PAETEC Holding, LLC will survive. (See Exhibit B).
- Step 6: The equity interests of Windstream KDL, LLC a direct subsidiary of Windstream Services, LLC and Intellifiber Networks, LLC (a direct subsidiary of PAETEC Holding, LLC) will be contributed to a to-be-formed Delaware limited liability company, Windstream Fiber Networks, LLC. Windstream Fiber Networks, LLC will be a direct subsidiary of Windstream Services, LLC. As a result of the contribution, Windstream KDL, LLC and Intellifiber Networks, LLC will become and continue as direct subsidiaries of Windstream Fiber Networks, LLC. (See Exhibit B).

Following the *pro forma* intra-company changes described above, PAETEC Holding, LLC's name will be changed to Windstream Enterprise Holdings, LLC. This is a holding company only and has no direct interaction with end user customers. This name change will have no effect on customers and does not require customer notification.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

The *pro forma* intra-company changes described above are in the public interest. The *pro forma* changes will simplify Windstream's existing corporate structure and will reduce its reporting and accounting burdens thereby providing operational efficiencies that will allow Windstream to serve its customers in a more efficient and nimble fashion.



Furthermore, because the *pro forma* changes will occur at the holding company level, there will be no change or impact to customers' rates, terms, or services as a result of the changes. Moreover, as previously stated, the changes will be transparent to customers.

Finally, all Windstream subsidiaries, including the Applicants, have the same corporate officers. Therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the customer base.

### **List of Exhibits**

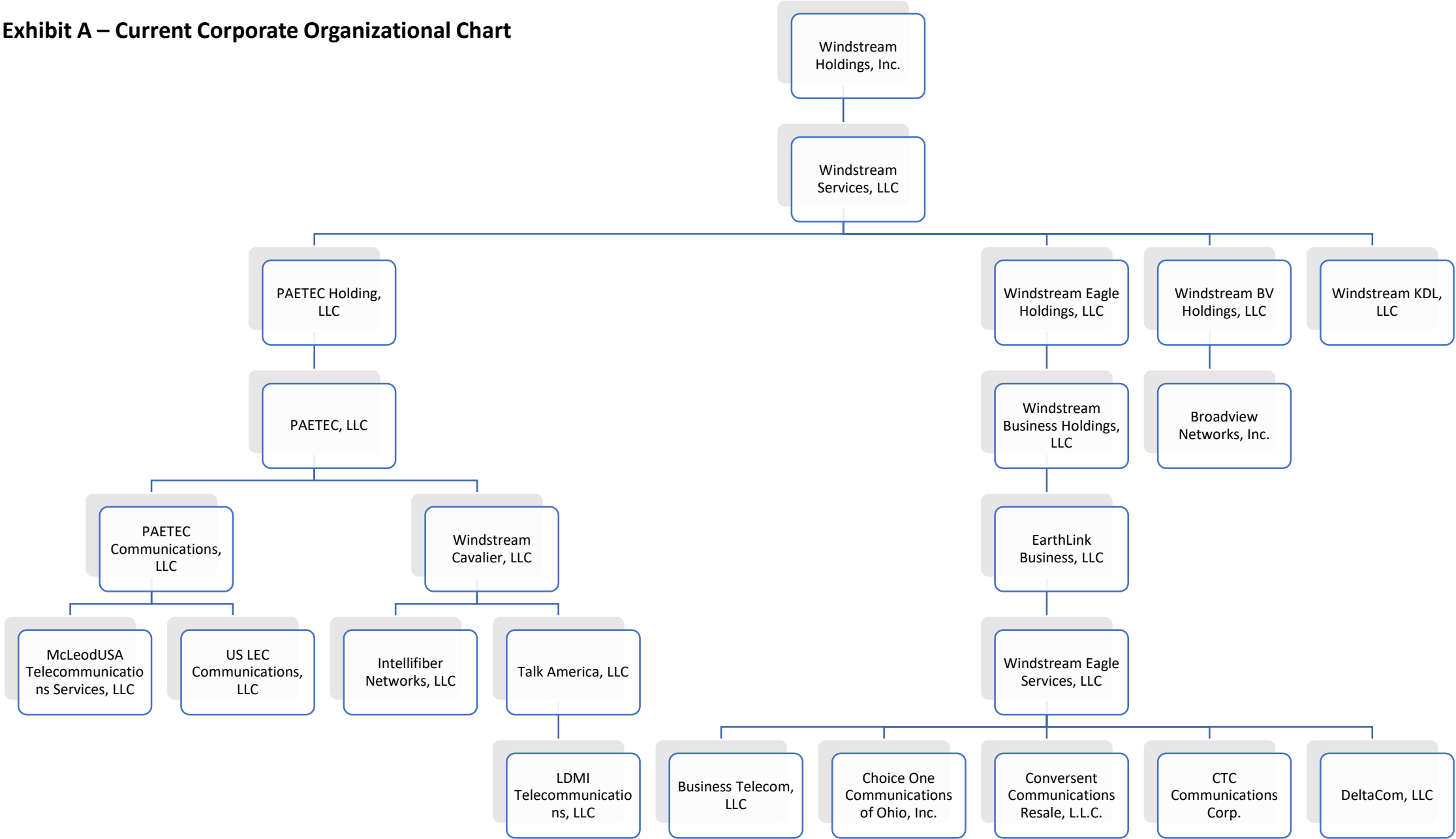
**Exhibit A                      Current Corporate Organizational Chart**

**Exhibit B                      Proposed Merger Steps**

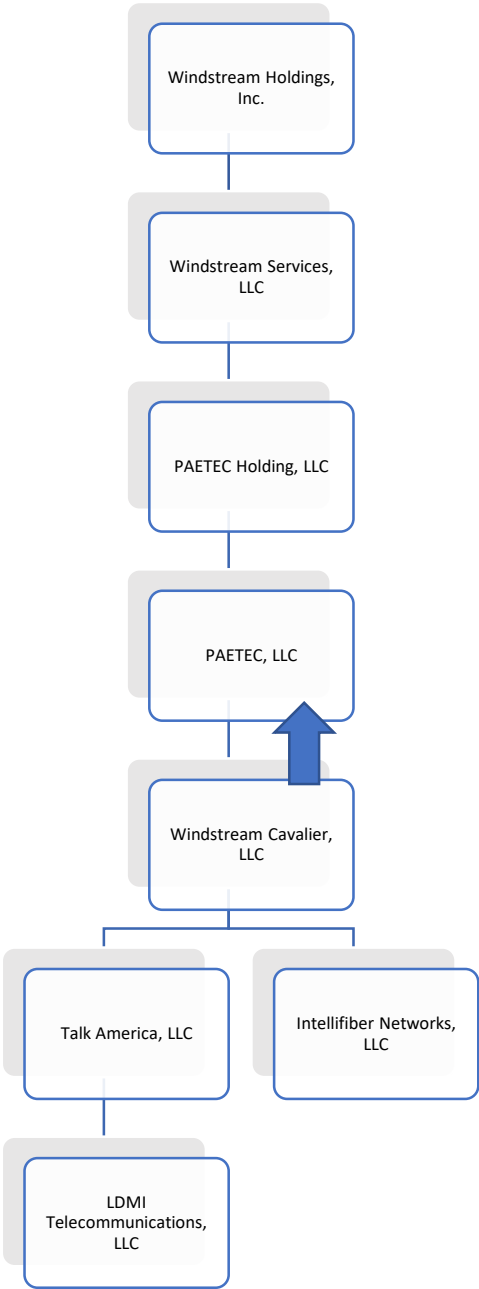
**Exhibit C                      Proposed New Corporate Organization**

**Verification**

Exhibit A – Current Corporate Organizational Chart



**Step 1**



**Exhibit B – Proposed Merger Steps**

**Step 2**

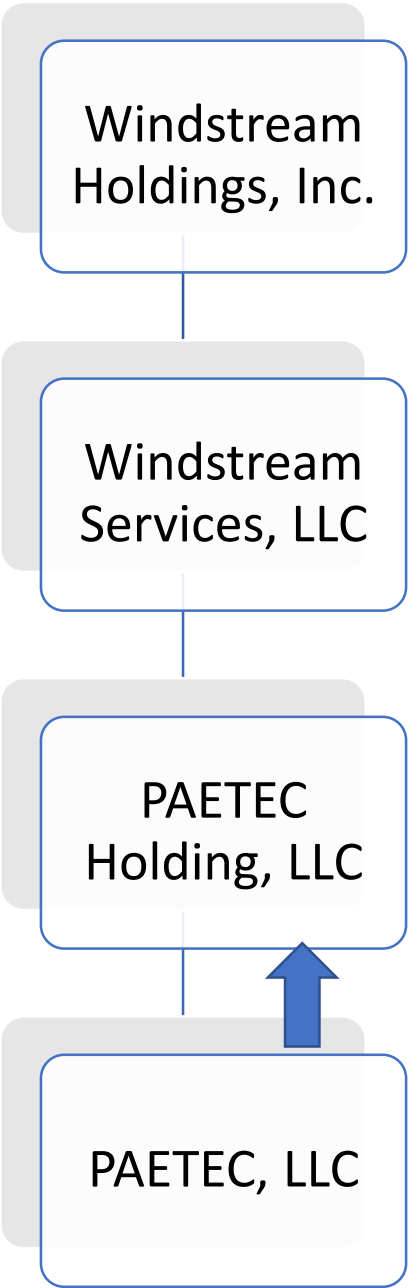
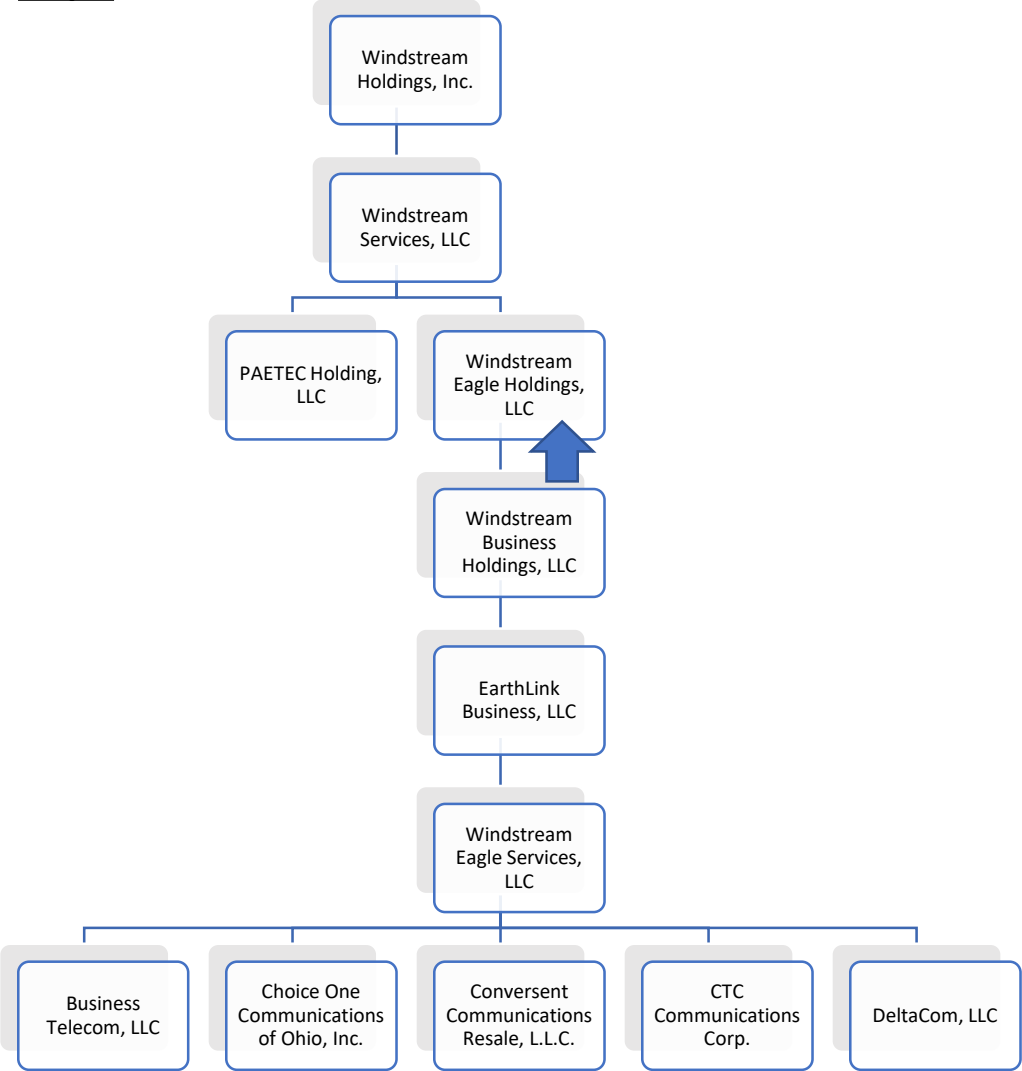


Exhibit B – Proposed Merger Steps

Step 3



Step 4

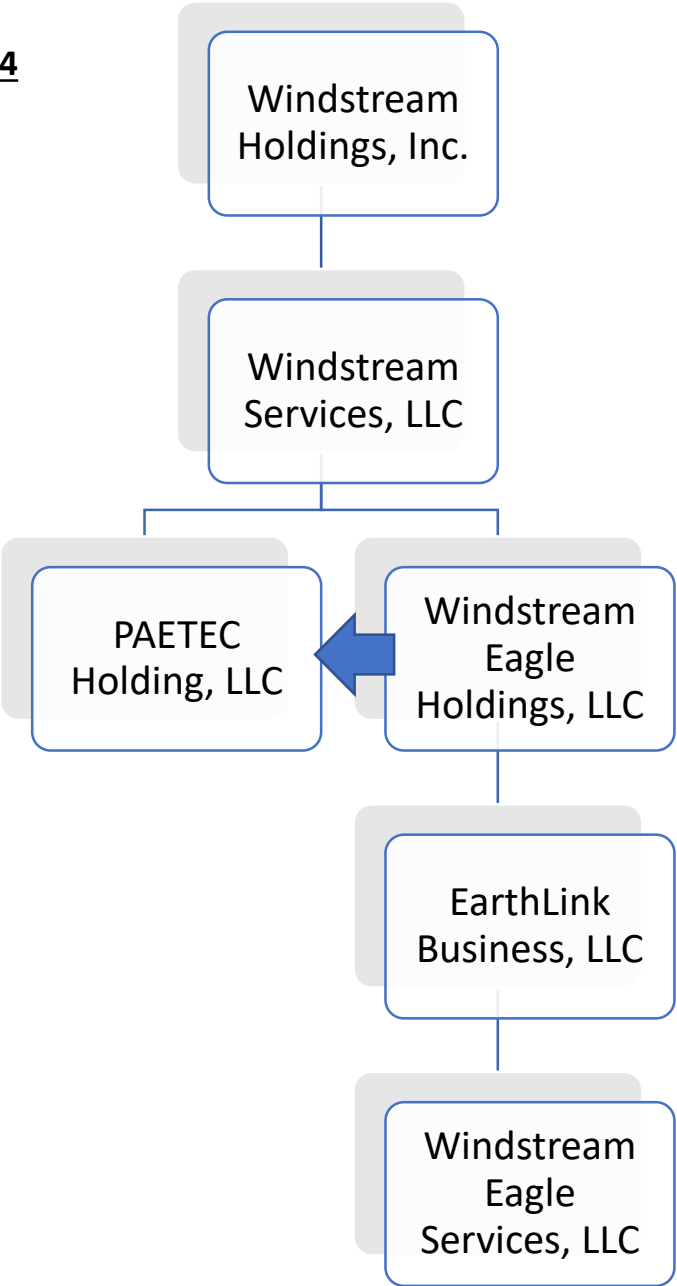


Exhibit B – Proposed Merger Steps

Step 5

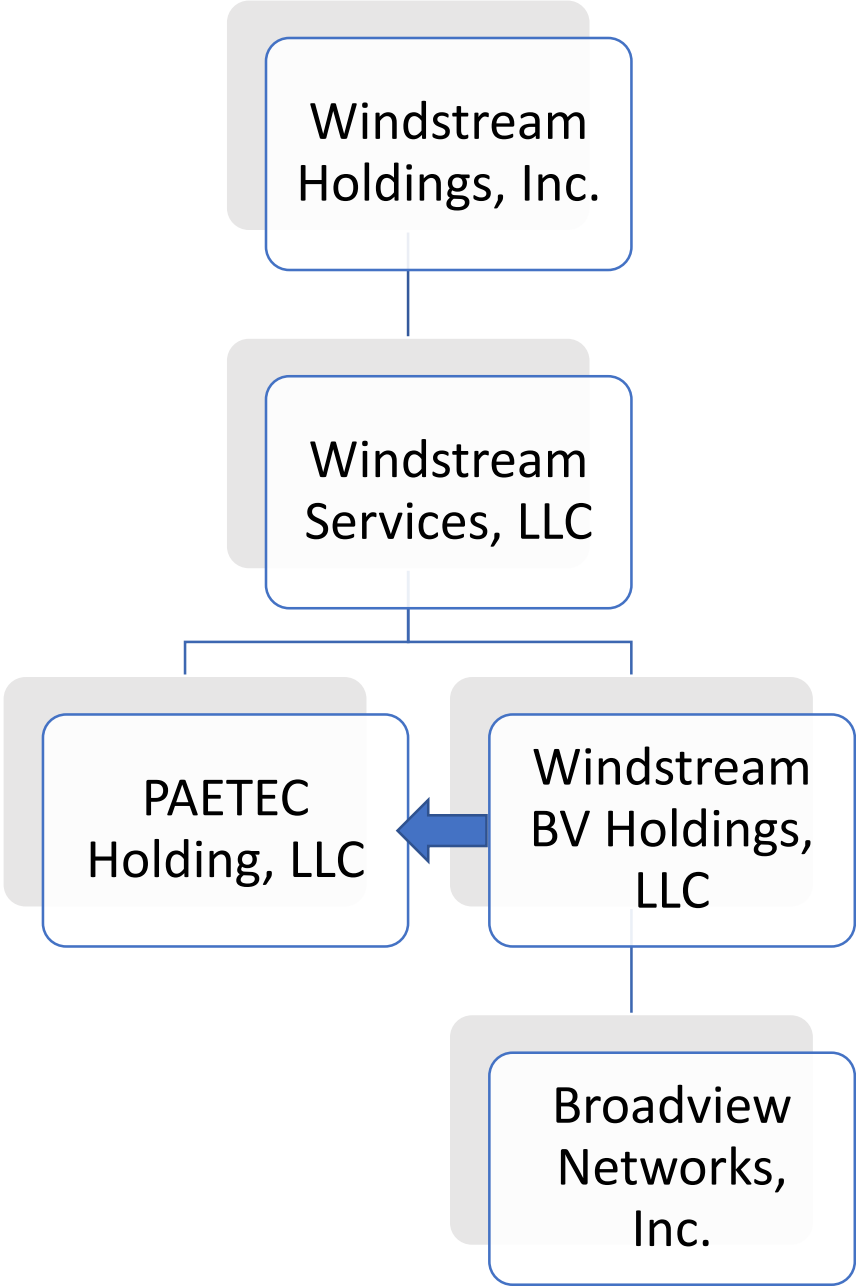


Exhibit B – Proposed Merger Steps

Step 6

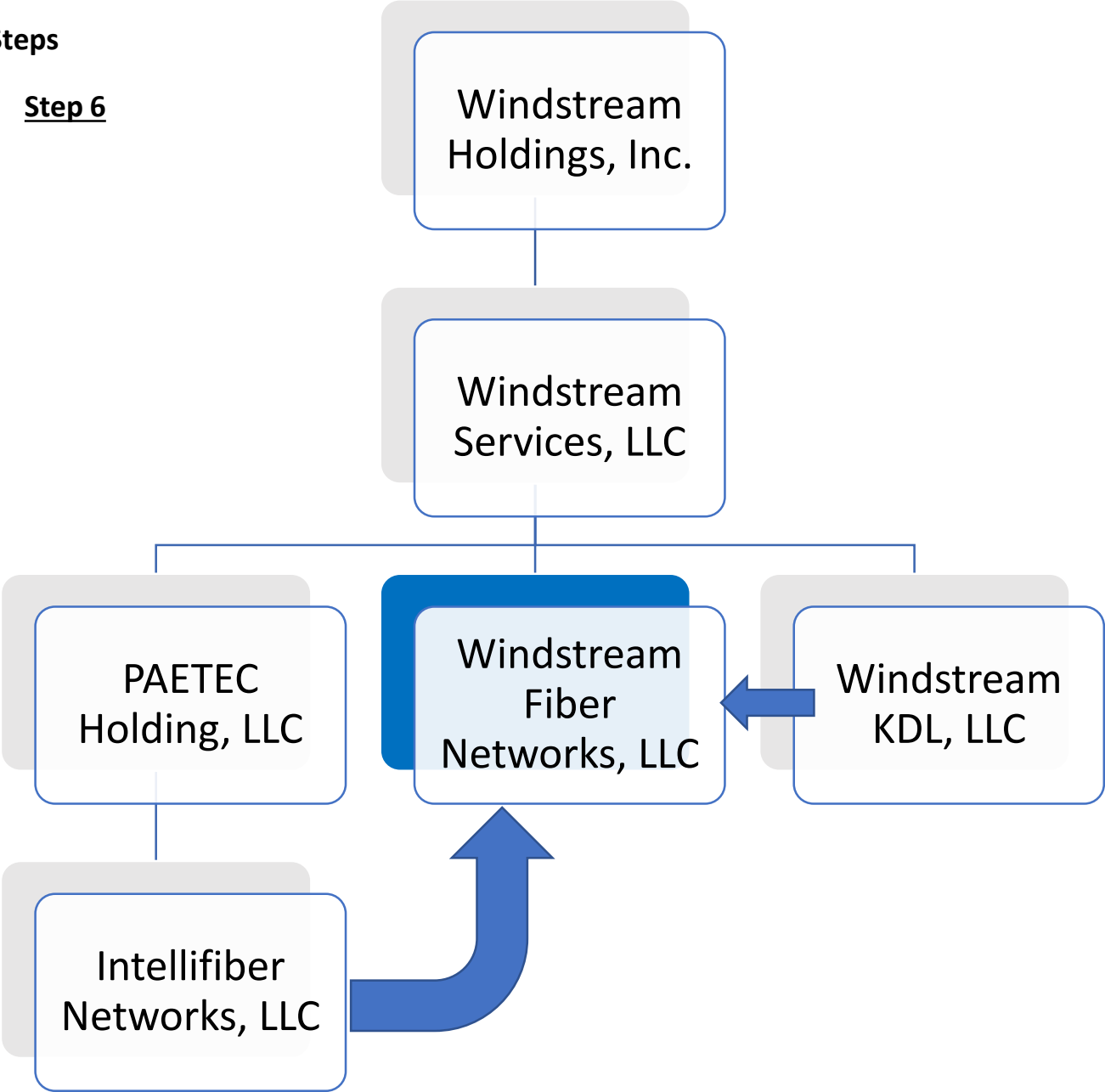
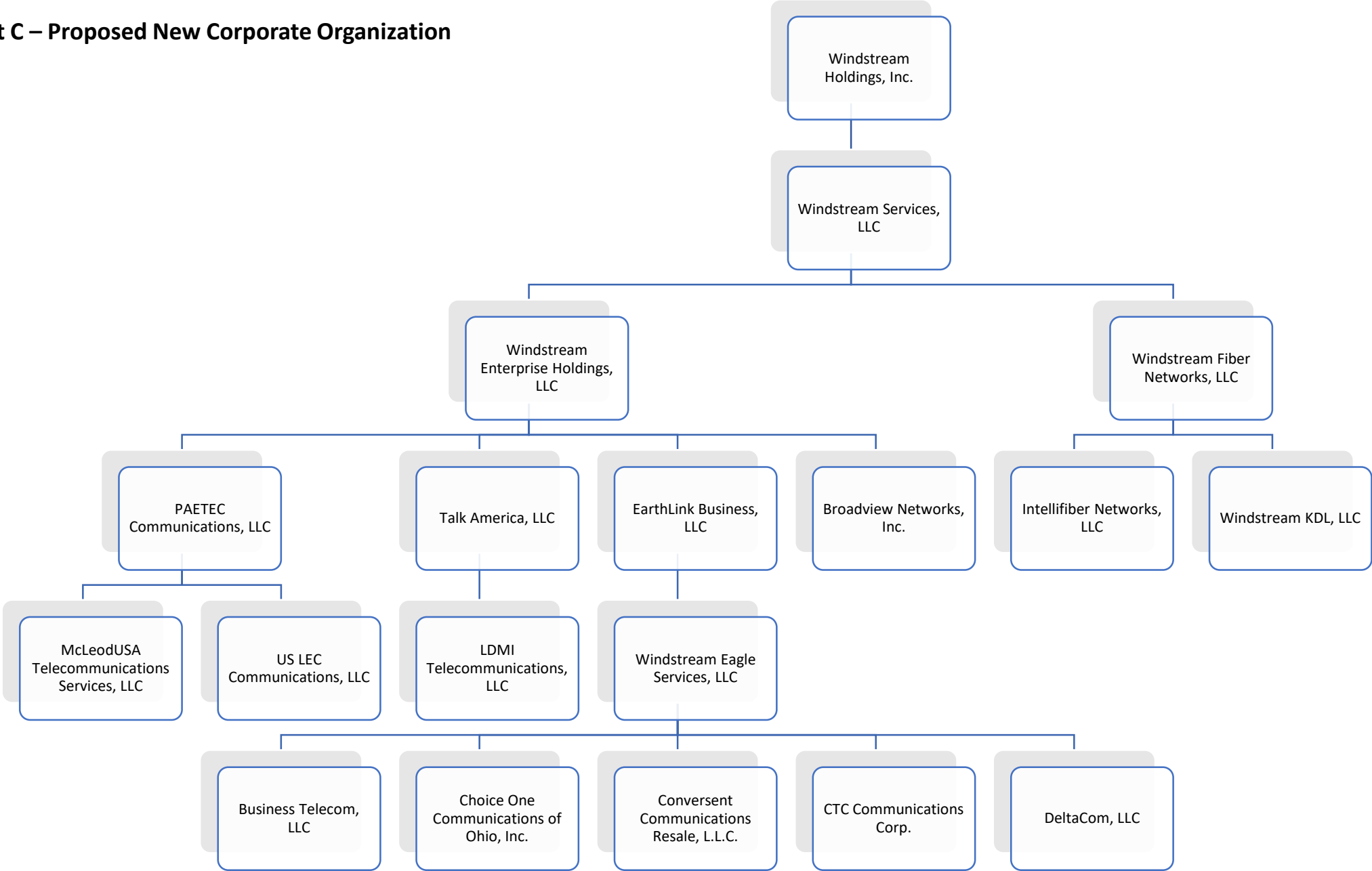


Exhibit C – Proposed New Corporate Organization





STATE OF ARKANSAS

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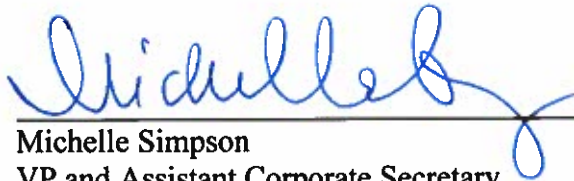
ss:

COUNTY OF PULASKI

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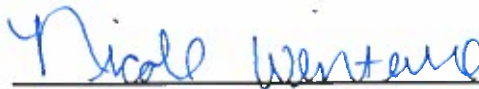
### VERIFICATION

I, Michelle Simpson, state that I am VP and Assistant Corporate Secretary of Windstream Holdings, Inc. and its applicant subsidiaries (the "Windstream Licensees"); that I am authorized to make this Verification on behalf of the Windstream Licensees; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



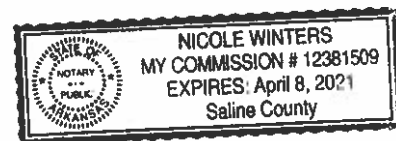
Michelle Simpson  
VP and Assistant Corporate Secretary  
Windstream Holdings, Inc.

Sworn and subscribed before me this 12<sup>th</sup> day of March, 2019.



Notary Public

My commission expires: April 8, 2021



**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

**3/12/2019 5:54:44 PM**

**in**

**Case No(s). 19-0624-TP-ACO**

Summary: Application Application for Authority to Complete a Pro Forma Intra-Corporate Transaction electronically filed by Nicole Winters on behalf of Broadview Networks, Inc. and Business Telecom, LLC and Choice One Communications of Ohio, Inc. and Conversent Communications Resale, L.L.C. and CTC Communications Corp. and DeltaCom, LLC and EarthLink Business, LLC and Intellifiber Networks, LLC and LDMI Telecommunications, LLC and McLeodUSA Telecommunications Services, LLC and PAETEC Communications, LLC and Talk America, LLC and US LEC Communications, LLC and Windstream KDL, LLC