

**BEFORE  
THE PUBLIC UTILITIES COMMISSION OF OHIO**

|   |   |                         |
|---|---|-------------------------|
| In the Matter of the Application for Approval | ) |                         |
| to Transfer of Indirect Control of EarthLink  | ) |                         |
| Business, LLC; DeltaCom, LLC; Business        | ) | Case No. 16-2247-TP-ACO |
| Telecom, LLC; CTC Communications Corp.;       | ) |                         |
| Choice One Communications of Ohio Inc.; and   | ) |                         |
| Conversent Communications Resale, LLC.        | ) |                         |

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**REVIEW AND RECOMMENDATION  
SUBMITTED ON BEHALF OF THE STAFF OF  
THE PUBLIC UTILITIES COMMISSION OF OHIO**

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On November 22, 2016, EarthLink Business, LLC; DeltaCom, LLC; Business Telecom, LLC; CTC Communications Corp.; Choice One Communications of Ohio Inc.; and Conversent Communications Resale, LLC (collectively Earthlink Parent) and Windstream Holdings filed an application with the Commission for approval of the indirect transfer of control of Earthlink Parent to Windstream Holdings. Under the transaction, EarthLink Parent, will be merged with and into Europa Merger Sub, Inc. (Merger Sub 1) which is an indirect, wholly-owned subsidiary of Windstream Services, LLC with Earthlink Parent continuing as the surviving corporation. Immediately following g the Initial merger, the surviving corporation will be merged with and into Europa Merger Sub, LLC (Merger Sub 2), an indirect, wholly-owned subsidiary of Windstream Services LLC with the surviving company to be known as EarthLink Holdings LLC. As a result of the transaction, Windstream Parent will be the new ultimate parent company of the EarthLink Licensees. This change does not involve a transfer of operating authority, assets or customers, and the EarthLink transaction is expected to be virtually seamless to end user customers. The current customers of the EarthLink Licensees will remain customers of those entities following the EarthLink Transaction. Accordingly, customers will continue to receive the same rates, terms and conditions of service as they do prior to the closing as an indirect, wholly owned subsidiary of Windstream Parent.

This application is being filed pursuant to Section 4901:1-6-29(E) as adopted in Case No. 12-922-TP-ORD. O.A.C. 4901:1-7-29 requires the filing of an ACO application to conduct a transaction involving one or more LECs providing BLES for any change in ownership which is transparent to customers. Pursuant to Section 4901:1-6-29(E) O.A.C. the application is deemed approved 30 days after filing unless suspended or subjected to hearing. The Staff has reviewed all documents filed with the application and has determined that the application has satisfied the requirements set forth in the rule. As such, Staff recommends that the application be approved with an effective date of December 22, 2016.

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

**Commission of Ohio Docketing Information System on**

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**Case No(s). 16-2247-TP-ACO**

Summary: Staff Review and Recommendation electronically filed by Jason Well on behalf of PUCO Staff