

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 Windstream Holdings, Inc., Windstream) TRF Docket No. 90 -
Services, LLC and Windstream Licensees) Case No. 20 - 1076 - **TP - CIO**
to Transfer Indirect Control of Authorized Telecommunications Carriers) **NOTE: Unless you have reserved a Case #, leave the**
) **"Case No" fields BLANK.**

Name of Registrant(s) See Attachment A ("List of Windstream Licensees")
DBA(s) of Registrant(s) _____
Address of Registrant(s) 4001 North Rodney Parham Road, Little Rock, AR 72212
Company Web Address windstream.com
Regulatory Contact Person(s) Jeanne Shearer Phone (717) 736-8169 Fax _____
Regulatory Contact Person's Email Address Jeanne.Shearer@windstream.com
Contact Person for Annual Report _____ Phone _____
Address (if different from above) _____
Consumer Contact Information _____ Phone _____
Address (if different from above) _____

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 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:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s).
B	The tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
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).

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	For Profit ILEC	Not For Profit ILEC	CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA 1-6-14(H) (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-14(I) (Auto 30 days)
Revisions to BLES Cap	<input type="checkbox"/> ZTA 1-6-14(F) (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-14(H) (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-27(C) (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF 1-6-14(F) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(F)(4) (0 day Notice)	<input type="checkbox"/> TRF 1-6-14(G) (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS 1-6-14(C)(1)(c) (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	<input type="checkbox"/> ACB 1-6-32 (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF 1-6-08(G) (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA 1-6-25(B) (0 day Notice)
Other* (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 1-6-08 * (Auto 30- day)	<input type="checkbox"/> ACE 1-6-08 *(Auto 30 day)	<input type="checkbox"/> ACE 1-6-08 *(Auto 30 day)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 day)	<input type="checkbox"/> UNC 1-6-09 *(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 1-6-26 (Auto 30 days)	<input type="checkbox"/> ABN 1-6-26 (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-29(E) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Merger *	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-29(E) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-29(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-29(C) (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 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)
Introduce or change c-t-c service tariffs	<input type="checkbox"/> ATA 1-7-14 (Auto 30 days)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 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 1-3-04 (Auto 60 days)	
Wireless Providers See 4901:1-6-24	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)	<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)

Section IV. – Attestation

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

AFFIDAVIT *Compliance with Commission Rules*

I am an officer/agent of the applicant corporation, Windstream Holdings, _____, and am authorized to make this statement on its behalf.
[SEE VERIFICATION AT ATTACHMENT F]

(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.*

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

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.*

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**

M-1 LIST OF ATTACHMENTS

Attachment A	List of Windstream Licensees
Attachment B	Description of Transaction
Attachment C	Diagram of the Pre- and Post-Transaction Corporate Organization Structure
Attachment D	Certificates of Good Standing
Attachment E	List of Officers and Directors
Attachment F	Verification
Not Applicable	Superseded Tariff Sheet & Price List Revised Tariff Sheet & Price List Notice Procedures New Title Sheet

ATTACHMENT A

List of Windstream Licensees

1. Broadview Networks, Inc.
2. Business Telecom, LLC
3. Choice One Communications of Ohio, Inc.
4. Conversent Communications Resale, L.L.C.
5. CTC Communications Corp.
6. DeltaCom, LLC
7. Intellifiber Networks, LLC
8. LDMI Telecommunications, LLC
9. McLeodUSA Telecommunications Services, LLC
10. PAETEC Communications, LLC
11. Talk America, LLC
12. US LEC Communications, LLC
13. Windstream Communications, LLC
14. Windstream KDL, LLC
15. Windstream New Edge, LLC f/k/a EarthLink Business, LLC
16. Windstream Norlight, LLC
17. Windstream NTI, LLC
18. Windstream NuVox Ohio, LLC
19. Windstream Ohio, LLC
20. Windstream Western Reserve, LLC

ATTACHMENT B

Description of Transaction

This “CIO” filing with zero-day notice is being made in accordance with Ohio Rev. Code Section 4905.402(H)(1) and Ohio Adm. Code Section 4901:1-6-29(E)(2). The Applicants (as defined below) are filing a similar application with the Federal Communications Commission (“FCC”) on the same day as this filing.¹

Windstream Holdings, Inc., a Delaware corporation, and Windstream Services, LLC, a Delaware limited liability company, (collectively, “Windstream”), with its Ohio subsidiaries, Broadview Networks, Inc.; Business Telecom, LLC; Choice One Communications of Ohio, Inc.; Conversent Communications Resale, L.L.C.; CTC Communications Corp.; DeltaCom, LLC; Intellifiber Networks, LLC; LDMI Telecommunications, LLC; McLeodUSA Telecommunications Services, LLC; PAETEC Communications, LLC; Talk America, LLC; US LEC Communications, LLC; Windstream Communications, LLC; Windstream KDL, LLC; Windstream New Edge, LLC f/k/a EarthLink Business, LLC; Windstream Norlight, LLC; Windstream NTI, LLC; Windstream NuVox Ohio, LLC; Windstream Ohio, LLC; Windstream Western Reserve, LLC (collectively, the “Windstream Licensees,” and, together with Windstream, the “Applicants”), respectfully submit this filing to notify the Public Utilities Commission of Ohio (“Commission”) of the two-step transaction described below (the “Transaction”).

In the first step of the Transaction, as is common in bankruptcy situations, the interests held by the stockholders of the Windstream Licensee’s parent, Windstream, will be canceled and the company will be reorganized as part of the Transaction. The creditors who today hold the first

¹ Applicants will provide the Commission with a link to the FCC filing once it is available.

lien debt of Windstream will, when the reorganization is complete, hold 100% of the equity² in Windstream Holdings, Inc. (“New Windstream”).³ As part of the first step, some of the creditors’ foreign affiliates or subsidiaries will receive warrants to purchase additional equity in New Windstream. In the second step of the Transaction, New Windstream will request Federal Communications Commission (“FCC”) approval for any foreign warrant holders to exercise their warrants, as described further below.

As a result of the Transaction, a substantial majority of New Windstream’s equity will be held by subsidiaries or affiliates of six investment companies (collectively with their subsidiaries and affiliates, the “First Lien Investors”): (1) Elliott Management Corporation, headquartered at 40 W. 57th Street, New York, New York 10019; (2) Pacific Investment Management Company LLC, headquartered at 650 Newport Center Drive, Newport Beach, California 92660; (3) Oaktree Capital Group, headquartered at 333 S. Grand Avenue, 28th Floor, Los Angeles, California 90071; (4) HBK Capital Management, headquartered at 2300 North Field Street, Suite 2200, Dallas, Texas 75201; (5) Franklin Resources Inc. operating as Franklin Templeton, headquartered at One Franklin Parkway, Building 970, 1st Floor, San Mateo, California 94403; and (6) Brigade Capital Management, L.P., headquartered at 399 Park Avenue, Suite 1600, New York, NY 10022.⁴ Once

² The details of the terms on which the new equity interests will be issued are set out in the First Amended Plan of Reorganization, filed with the bankruptcy court on May 6, 2020. A copy of that document is available at <http://www.kccllc.net/windstream/document/1922312200506000000000003>.

³ Given the cancellation of the interests held by existing stockholders and the issuance of new equity to new stockholders, the Application will refer to post-emergence Windstream Holdings, Inc. as “New Windstream.” In addition, the reorganization may ultimately call for *pro forma* restructuring, which may include an additional holding entity, or internal transfers upon emergence, in which case the Applicants will provide an update to the Commission.

⁴ As part of the process of emergence from bankruptcy, certain creditors (other than the First Lien Investors noted above) will have the right to obtain equity in New Windstream. In addition, a small amount of equity may be allocated to other functions, such as a management incentive plan. As a result, the exact ownership percentages of the new owners of New Windstream will

the Transaction is completed, the First Lien Investors will collectively hold a majority of the common stock of New Windstream. As a result, the First Lien Investors will acquire a substantial share of the indirect controlling interest in the Windstream Licensees.

I. INTRODUCTION

On February 25, 2019, each of the Applicants, including the Windstream Licensees, commenced with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) a voluntary case under chapter 11 of Title 11 of the United States Code. Notice was duly provided to the Commission on February 27, 2019 in accordance with Ohio Adm. Code Section 4901:1-6-28. As contemplated by the plan of reorganization, the interests held by the existing stockholders of Windstream will be canceled and 100% of the new common stock in New Windstream will be issued to the company’s first lien debtholders (the “Lenders”) on the terms set forth in the plan of reorganization. Following consummation of the Transaction, Windstream—one of the largest telecommunications and information service providers in the United States with 11,600 employees—will move forward with a stable capital structure, uninterrupted service, and an increased capability to compete to bring advanced telecommunications services to current and new customers.

No assignment of the Windstream Licensees’ licenses, assets, or customers will occur as a consequence of the Transaction. Nor will the Transaction result in changes to the Windstream Licensees’ customer-facing systems or operations or in any disruption to service. Indeed, Windstream’s emergence from bankruptcy will be transparent to their customers, just as their

not be finalized until the company emerges from bankruptcy and the first step of the two-step process described in the text below is completed. Applicants will provide the Commission with a notice of consummation at the completion of each step of the process, along with ownership details available at that time.

operations have been while under the bankruptcy process. Immediately following the consummation of the Transaction, the Windstream Licensees will continue to provide service to their existing customers pursuant to the same rates, terms, and conditions in effect at the time of this filing. Because the Transaction will be transparent to the Windstream Licensees' customers, notice to customers regarding the Transaction is not required under Ohio Adm. Code Section 4901:1-6-29(D). The Transaction will not adversely affect competition in the State of Ohio because it does not contemplate any horizontal or vertical concentration in any market, including Ohio, and customers will continue to have access to the same competitive alternatives they have today.

II. DESCRIPTION OF THE PARTIES AND RELATED ENTITIES

A. The Windstream Companies

1. Windstream

Windstream Holdings, Inc. is a Delaware corporation headquartered at 4001 North Rodney Parham Road, Little Rock, Arkansas 72212, with stock traded in the "Over the Counter" ("OTC") market under the symbol "WINMQ." Windstream Services, LLC, a Delaware limited liability company, is also headquartered at 4001 North Rodney Parham Road, Little Rock, Arkansas 72212. Windstream, through its subsidiaries, is a leading provider of advanced network communications and technology solutions for consumers, businesses, enterprise organizations, and wholesale customers across the United States.

Windstream's subsidiaries provide voice and data services that enhance the communication capabilities of consumers and businesses in Ohio. In addition, Windstream's operating subsidiaries supply core transport solutions on a local and long-haul fiber network currently spanning approximately 150,000 route miles. Windstream's consumer and small business segment

includes approximately 1.4 million residential and small business customers that receive voice, broadband, entertainment, and security solutions. Windstream's enterprise business segment offers services such as software-defined wide area networking ("SD-WAN") and unified communications as a service ("UcaaS") to businesses across the U.S., as well as solutions to enable businesses to compete more effectively in the digital economy, and a variety of other data services, such as cloud computing, as well. Windstream's wholesale customer segment leverages its nationwide network to provide 100 Gbps bandwidth and transport services to wholesale customers, including telecommunications companies, content providers, and cable and other network operators.

2. Windstream Licensees

Windstream's operating subsidiaries offer services in all fifty states and the District of Columbia. In the State of Ohio, the Windstream Licensees operate under the following authorizations:

- Broadview Networks, Inc. is authorized to provide local exchange and interexchange services pursuant to Certificate 90-9190.
- Business Telecom, LLC is authorized to provide interexchange and operator services pursuant to Certificate No. 90-5193.
- Choice One Communications of Ohio, Inc. is authorized to provide local exchange service pursuant to Certificate No. 90-9082.
- Conversent Communications Resale, L.L.C. is authorized to provide local exchange service pursuant to Certificate No. 90-9372.
- CTC Communications Corp. is authorized to provide local exchange service pursuant to Certificate No. 90-9376.
- DeltaCom, LLC is authorized to provide local exchange and interexchange service pursuant to Certificate No. 90-5725.
- Intellifiber Networks, LLC is authorized to provide local and interexchange service pursuant to Certificate No. 90-9381.

- LDMI Telecommunications, LLC is authorized to provide local and interexchange service pursuant to Certificate No. 90-9106.
- McLeodUSA Telecommunications Services, LLC is authorized to provide local and interexchange service pursuant to Certificate No. 90-9087.
- PAETEC Communications, LLC is authorized to provide local and interexchange service pursuant to Certificate Nos. 90-5837 and 90-9120.
- Talk America, LLC is authorized to provide local and interexchange service pursuant to Certificate No. 90-9030.
- US LEC Communications, LLC is authorized to provide local and interexchange service pursuant to Certificate No. 90-9096.
- Windstream Communications, LLC is authorized to provide interexchange service pursuant to Certificate No. 90-6346.
- Windstream KDL, LLC is authorized to provide local and interexchange service pursuant to Certificate No. 90-9204.
- Windstream New Edge, LLC f/k/a EarthLink Business, LLC is authorized to provide interexchange service pursuant to Certificate No. 90-5896.
- Windstream Norlight, LLC is authorized to provide local and interexchange service pursuant to Certificate No. 90-9258.
- Windstream NTI, LLC is authorized to provide interexchange service pursuant to Certificate No. 90-6107.
- Windstream NuVox Ohio, LLC is authorized to provide local and interexchange service pursuant to Certificate No. 90-9095.
- Windstream Ohio, LLC is authorized as an incumbent local exchange service provider pursuant to Certificate No. 90-5002.
- Windstream Western Reserve, LLC is authorized as an incumbent local exchange service provider pursuant to Certificate No. 90-5045.

B. Investor Entities

1. *Elliott Investment Management, L.P.*

Elliott Management Corporation and its advisory affiliates, including Elliott Investment Management, L.P. (collectively, “Elliott”), headquartered at 40 W. 57th Street, New York, New

York 10019, manage multi-strategy hedge funds and other investment vehicles with over \$40 billion in assets under management. Elliott is one of the oldest firms of its kind under continuous management. Elliott provides discretionary investment advice and other services to private investment funds and co-investment commitments, trades in securities across the capital structure, and often will take a leading role in event-driven situations to create value or manage risk.

Under the proposed transaction, Elliott's equity interest in the reorganized Windstream would be held through its two principal investment funds—Elliott Associates, L.P., a Delaware limited partnership, and Elliott International, L.P., a Cayman Islands limited partnership. Elliott and its affiliates are anticipated to ultimately hold an estimated aggregate of 40.3% of the voting equity in New Windstream indirectly through an aggregator entity, Nexus Aggregator L.P., a Delaware limited partnership.⁵ When the Windstream Licensees initially emerge from Chapter 11 bankruptcy protection, Elliott will temporarily hold a 49.9% share in New Windstream until the FCC approves the exercise of warrants by foreign investors, described below. Nexus Aggregator L.P. will have no other operations than to hold Elliott's interest in New Windstream.

2. Other Owners

The remaining First Lien Investors, consisting of funds controlled by five other investment companies, are anticipated to hold approximately 40.9% of the equity in Windstream post-

⁵ The ultimate percentage interest held by each equity interest holder in New Windstream will depend on the exercise of subscription rights for Windstream equity interests by creditors including the backstop parties pursuant to the rights offering and the Backstop Commitment Agreement described in the Plan. The percentages set forth in the application filed with the FCC represent the anticipated interests assuming full participation in the rights offering, and (in the event of more limited participation) may ultimately be modestly higher, although this is highly unlikely to result in entities affiliated with Elliott Management Corporation or any other investor holding an economic interest in the New Windstream exceeding 50%.

consummation.⁶ As with Elliott, in each case the investment company will control the voting in Windstream for the funds. These investment companies are: (1) Pacific Investment Management Company LLC (“PIMCO”), and its subsidiaries, which is a global investment management firm that is headquartered at 650 Newport Center Drive, Newport Beach, California 92660 and one of the largest investment management firms in the U.S. with almost \$2 trillion of assets under management; (2) Oaktree Capital Group, and its subsidiaries (“Oaktree”), which is a global investment management firm that is headquartered at 333 S. Grand Avenue, 28th Floor, Los Angeles, California 90071, and has additional offices in eighteen other locations in in the United States, Europe, the Middle East, East Asia and Australia; (3) HBK Capital Management (“HBK”), which is an investment firm that is headquartered at 2300 North Field Street, Suite 2200, Dallas, TX 75201, with additional offices New York, London, and Charlottesville, Virginia; (4) Franklin Resources Inc. (NYSE: BEN), operating as Franklin Templeton (“Franklin”), which is a U.S. global investment firm headquartered at One Franklin Parkway, Building 970, 1st Floor, San Mateo, California 94403; and (5) Brigade Capital Management, L.P., headquartered at 399 Park Avenue, Suite 1600, New York, NY 10022. As described below, each of these entities is solely an investment holding company with no other operations than to hold debt interests and, ultimately, common stock in Windstream. When the Transaction is completed, it is anticipated that, other than Elliott (as described above), only PIMCO will control an ownership interest of ten percent (10%) or more.

⁶ Subject to the exercise of rights under the Backstop Commitment Agreement described in note 5, *supra*.

III. DESIGNATED CONTACTS

All communications and correspondence concerning this Application should be directed to

Applicant's counsel as identified below:

William Adams
Bailey Cavalieri LLC
10 West Broad Street
Columbus, OH 43215
614-229-3278
wadams@baileycav.com

with copies to:

For Applicants:	For Elliott:
Michael Sloan DAVIS WRIGHT TREMAINE LLP 1919 Ohio Ave., NW Suite 800 Washington, D.C. 20006 michaelsloan@dwt.com Mark P. Trinchero Chris Swift DAVIS WRIGHT TREMAINE LLP 1300 SW Fifth Ave Portland OR 97201 503 241 2300 marktrinchero@dwt.com chrisswift@dwt.com	Samuel L. Feder Luke C. Platzer David D. Didion Camillie Landrón JENNER & BLOCK LLP 1099 New York Avenue, NW, Suite 900 Washington, D.C. 20001-4412 (202) 639-6000 sfeder@jenner.com lplatzer@jenner.com ddidion@jenner.com clandron@jenner.com
And to:	For First Lien Investors:
Carol Keith Nicole Winters Windstream 4001 N. Rodney Parham Road Little Rock, AR 72212 501-748-6313 Carol.Keith@windstream.com Nicole.Winters@windstream.com	Meredith S. Senter David S. Keir Jeffrey J. Carlisle LERMAN SENTER PLLC 2001 L Street, NW, Suite 400 Washington, D.C. 20036 msenter@lermansenter.com dkeir@lermansenter.com jcarlisle@lermansenter.com

IV. DESCRIPTION OF THE TRANSACTION

On February 25, 2019, Windstream filed voluntary petitions for relief for itself, and its various subsidiaries, including the Windstream Licensees, under Chapter 11 of the Bankruptcy Code in the United States District Court for the Southern District of New York. Following the filing of these petitions and the securing of \$1 billion in debtor-in-possession financing, Windstream's operating subsidiaries, including the Windstream Licensees, continued to provide uninterrupted service to its customers as it negotiated a comprehensive restructuring plan with its creditors. On April 1, 2020, Windstream filed a plan of reorganization proposing a restructuring that would allow it and its subsidiaries to emerge from bankruptcy with a deleveraged capital structure and sufficient liquidity to fund the company's post-emergence business plan,⁷ which was amended on May 6, 2020.⁸ No competing reorganization plans have been filed or are expected to be filed, and the bankruptcy court has scheduled a hearing to consider confirmation of the plan of reorganization, presently scheduled for June 24, 2020.

The Transaction, which is also subject to review and approval by the FCC, is expected to occur in two steps, described below. Applicants are using this two-step process because some of the First Lien Investors' affiliates or subsidiaries that will be acquiring equity interests in New Windstream are registered in other countries and/or have foreign investors. Federal law requires

⁷ See Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code, Case No. 19-22312 (Bankr. S.D.N.Y. entered Apr. 1, 2020); Disclosure Statement Relating to the Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code, Case No. 19-22312 (Bankr. S.D.N.Y. entered Apr. 1, 2020). Copies of the Plan and associated disclosure statement are provided as exhibits to the related application pending before the FCC; the Applicants will provide a link to these documents once it becomes available.

⁸ Notice of Filing First Amended Joint Chapter 11 Plan of Reorganization of Windstream Holdings, Inc. et al., Pursuant to Chapter 11 of the Bankruptcy Code, Case No. 19-22312 (Bankr. S.D.N.Y. entered May 6, 2020).

additional review of foreign ownership above defined thresholds in entities that hold certain FCC-issued licenses and federal authorizations held by Windstream affiliates.⁹

Even where, as here, there is no reason to believe that the FCC will disapprove foreign investors' acquisition of equity interests in wireless licensees, approvals of such transactions can take much longer to complete than approvals that do not. At the same time, it is generally important both economically and operationally for an entity to emerge from bankruptcy as soon as practicable. As a result, where this type of federal review is required for companies emerging from bankruptcy, the FCC has permitted them to structure their transition to new ownership in two steps.

First, a company emerges from bankruptcy, with its equity acquired by investors whose individual and combined foreign ownership are below the thresholds for FCC review of foreign investments. At this step, the post-emergence owners with direct or indirect foreign ownership receive, in lieu of equity (in whole or in part), warrants to purchase equity in the future. Then—after the company has emerged from bankruptcy—the entities assigned warrants in the first stage seek FCC approval to exercise those warrants, at which point the FCC reviews the foreign ownership, with the warrants exercised only after FCC approval. This process permits the company to emerge from bankruptcy sooner by deferring the FCC's sometimes lengthy review of foreign ownership issues until after emergence, and allowing FCC review of the first step to be limited to a transfer of ownership to domestic (or mostly domestic) owners.

Under this two-step process, Windstream will emerge from bankruptcy with the First Lien Investors holding a mix of equity interests that do not require FCC review or approval of foreign

⁹ Windstream Holdings affiliates hold FCC common carrier wireless spectrum licenses and Section 214 authorizations. *See generally* 47 U.S.C. § 310; *In re Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, Notice of Proposed Rulemaking, 31 FCC Rcd 7456, 7458 ¶ 6 (2016).

ownership and warrants in New Windstream.¹⁰ Then, New Windstream will request FCC approval for the warrant holders to exercise the warrants. Once that approval is granted, the warrants will be exercised, with the First Lien Investors controlling essentially all of the equity of post-bankruptcy New Windstream.

Here, Applicants respectfully submit this filing to notify the Commission of the complete two-step Transaction described above, including both (1) the initial reorganization of Windstream and issuance of equity and warrants by which the First Lien Investors will come to own equity in New Windstream, as described above; and (2) the ultimate exercise of those warrants. The Transaction will permit Windstream to emerge from bankruptcy more quickly, while at the same time accommodating all appropriate regulatory reviews. As a result of the reorganization, the company's debt will be reduced by approximately 50%. Thus, the Transaction will effectively deleverage the company and place it on a sound financial footing, enabling it to expand its current investment in enhanced customer experience, product innovation and infrastructure.

Moreover, as part of the bankruptcy proceeding, on March 6, 2020, Windstream filed a motion with the Bankruptcy Court seeking approval of a renegotiated agreement between Windstream and Uniti Group Inc. ("Uniti") for Windstream's use of Uniti's network assets to support its provision of service to its customers.¹¹ Uniti is the successor name of Communications Sales and Leasing, Inc. This agreement settles certain claims and causes of action asserted by Windstream during the bankruptcy process against Uniti, permits Uniti to purchase certain assets

¹⁰ The details regarding the terms on which the warrants will be issued are laid out in the documents filed in the Bankruptcy Court noted above.

¹¹ Notice of Debtors' Motion for Entry of an Order Approving the Settlement Between the Debtors and Uniti Group Inc., Including (I) the Sale of Certain of the Debtors' Assets Pursuant to Section 363(B) and (II) the Assumption of the Leases Pursuant to Section 365(A), Case No. 19-22312 (Bank. S.D.N.Y. entered Mar. 6, 2020).

from Windstream's subsidiaries, (none of which are Windstream Licensees), and improves via amendment non-operational terms and conditions of the Uniti agreement approved by the Commission in the Case Nos. 14-1438-TP-ATR, 14-1439-TP-ACE (January 14, 2015 Finding and Order).

Although this agreement will generally benefit all of Windstream's operating subsidiaries, it will have no direct impact on the assets or operations of the Windstream Licensees specifically. The court approved the agreement on May 8.¹²

To be clear, the Transaction allows for new ownership interests in Windstream only. The Transaction will not involve a change of service provider for any customer of the Windstream Licensees. Indeed, the change of ownership of Windstream is expected to be transparent to the Windstream Licensees' customers. Consequently, Applicants submit that customer notice of the proposed transaction is not required.

For the Commission's convenience, corporate organization charts for pre- and post-Transaction are provided as **Attachment C**.

V. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the Transaction will enable the Windstream Licensees to move forward with a stable capital structure, uninterrupted service, and an increased capability to compete to bring advanced communications services to Ohio consumers.

A. The Transaction Will Create Substantial Public Interest Benefits

The Transaction is demonstrably in the public interest. With regard to balancing public interest benefits, the Transaction will generate substantial benefits and result in no countervailing

¹² See Order Approving the Settlement Between the Debtors and Uniti, Case No. 19-22312 (Bank. S.D.N.Y. entered May 12, 2020).

harms. Primarily, the Transaction will facilitate the emergence of Windstream and its subsidiaries from bankruptcy with substantially less debt and improved operational and leasing arrangements with Uniti, while providing compensation to the Applicants' creditors. Upon emerging from Chapter 11 protection as financially stronger competitors, they will be well positioned to continue delivery of their comprehensive portfolio of innovative communication solutions to customers in Ohio and across the United States. Consequently, the Transaction will enhance the Windstream presence in the telecommunication markets to the ultimate benefit of customers without harming customers or competitors in any market sector.

The Transaction also ensures continuity of operations for Windstream, including the Windstream Licensees, to the ultimate benefit of customers. Windstream's wireline, fixed wireless and broadband customers, whether residential or enterprise and whether served through its ILEC or CLEC operations, will all benefit from continuing to have access to uninterrupted telecommunications and information services. Because the Transaction is structured only as a change of ownership at the holding company level, it will not affect any of the operations of the Windstream Licensees. The Windstream Licensees' customers will continue to have the same service providers and will continue to receive substantially the same services and the same rates, terms and conditions of service. Any future changes will result from the normal course of business operations, as was the case prior to the Transaction. The Transaction will result in no disruption to any customer facing operations such as ordering, service installation, customer service, and billing, which will continue to be provided as before. This restructuring and the newly configured financial resources available to Windstream should ensure that Windstream's subsidiaries, including the Windstream Licensees, continue to offer competitive, high-quality communications and cloud service offerings to customers in Ohio and throughout the United States. At the same

time, the Transaction will have no adverse impact on the current customers of the Windstream Licensees. The Transaction will thus be transparent to the Windstream Licensees' customers.

B. The Transaction Will Preserve the Beneficial Aspects of the Status Quo for Customers

The Transaction will have no adverse effects upon the Ohio or the interstate telecommunications market. The Transaction will result in the Windstream Licensees' continued existence and therefore does not eliminate any market participants nor will it, in any respect, reduce the service choices available to consumers. Indeed, the Transaction will increase competition. It will allow a much more stable and solvent Windstream with a stronger capital structure, better access to capital, and freed from the operational constraints of bankruptcy to drive investment in faster services, enhanced customer service, and competitive offerings for the residential and enterprise markets. In particular, the Commission's approval of the reorganization and emergence from bankruptcy will enable Windstream to:

- enhance the broadband capabilities available to both residential and small and medium businesses in Ohio and place Windstream in a better position to offer competitive alternatives to services offered by cable operators;
- invest in its enterprise service capabilities and other competitive service offerings incorporating next generation technologies geared towards large business customers, strengthening its ability to provide a competitive alternative to incumbent providers' services; and
- continue its investments in customer service and support, enhancing its customer experience and satisfaction.

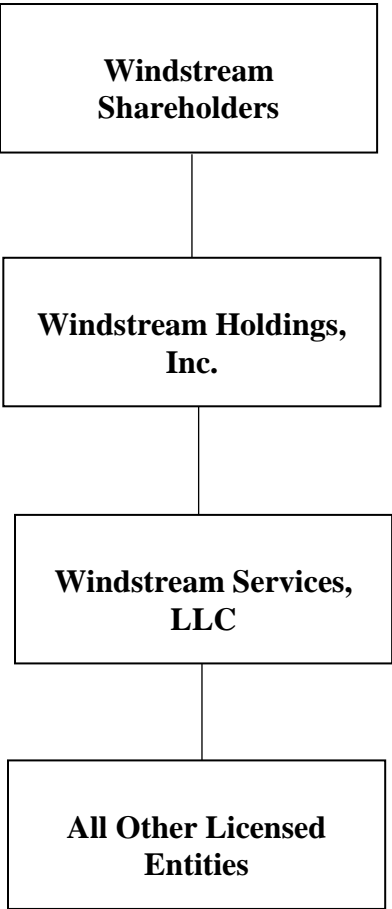
With far less debt, access to an improved network, and better access to capital, Windstream will accordingly be positioned as a stronger competitor for both the residential and small and medium business markets inside its ILEC footprint and for the enterprise market outside of it. These advances serve the public interest.

Moreover, while conveying all of the previously noted benefits, the Transaction holds no adverse effects for customers in Ohio. The Transaction and the additional financial support provided by the lenders to fund the Chapter 11 cases ensure that Applicants, including the Windstream Licensees, are able to continue providing services to their customers without any interruption or diminishment of service quality. Upon the emergence of Windstream from Chapter 11, the Windstream Licensees' customers will continue to receive the same services as they do today, pursuant to the same rates, terms and conditions.

ATTACHMENT C

Diagram of the Pre- and Post-Transaction Corporate Organization Structure

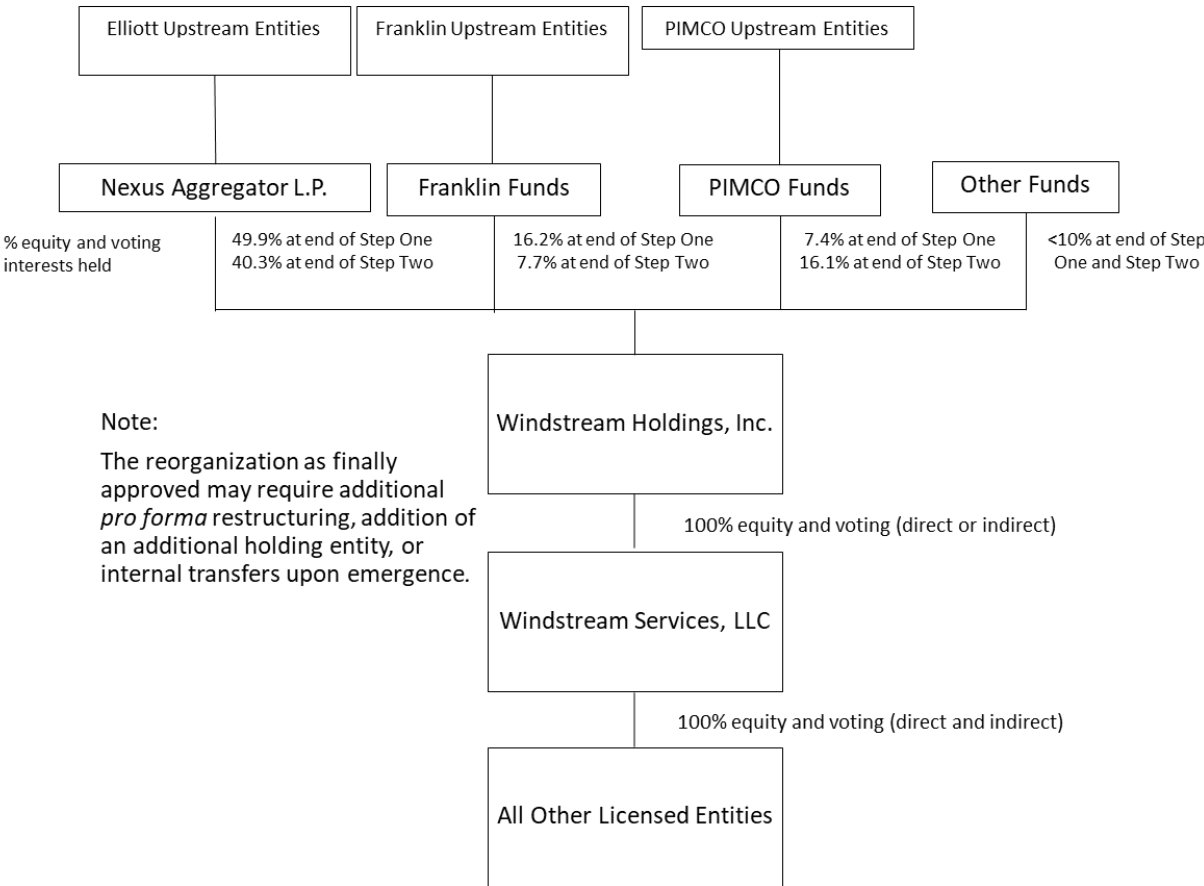
Windstream Pre-Emergence Chart



Windstream Post-Emergence Charts

Windstream Post-Transaction Structure

Shows Disclosable interests through Step One and Step Two as Described in the Application



ATTACHMENT D

Certificates of Good Standing

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show BROADVIEW NETWORKS, INC., a New York corporation, having qualified to do business within the State of Ohio on August 17, 2000 under License No. 1180535 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.*

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505238

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show BUSINESS TELECOM, LLC, a North Carolina For Profit Limited Liability Company, Registration Number 820377, filed on May 27, 1992, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, reading "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505244

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show CHOICE ONE COMMUNICATIONS OF OHIO INC., a Delaware corporation, having qualified to do business within the State of Ohio on March 19, 1999 under License No. 1067528 is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505248

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show CONVERSENT COMMUNICATIONS RESALE L.L.C., a Delaware For Profit Limited Liability Company, Registration Number 1845635, filed on March 23, 2009, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, reading "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505250

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show CTC COMMUNICATIONS CORP., a Massachusetts corporation, having qualified to do business within the State of Ohio on October 19, 1990 under License No. 783127 is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, reading "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505252

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show DELTACOM, LLC, an Alabama For Profit Limited Liability Company, Registration Number 804294, filed on September 23, 1991, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505256

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show INTELLIFIBER NETWORKS, LLC, a Virginia For Profit Limited Liability Company, Registration Number 1181725, filed on September 18, 2000, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, reading "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505258

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show LDMI TELECOMMUNICATIONS, LLC, a Michigan For Profit Limited Liability Company, Registration Number 870339, filed on April 26, 1994, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, reading "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505262

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show MCLEODUSA TELECOMMUNICATIONS SERVICES, LLC, an Iowa For Profit Limited Liability Company, Registration Number 947947, filed on July 11, 1996, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, reading "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505274

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show PAETEC COMMUNICATIONS, LLC, a Delaware For Profit Limited Liability Company, Registration Number 1013713, filed on June 24, 1998, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505282

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show TALK AMERICA, LLC, a Delaware For Profit Limited Liability Company, Registration Number 2404011, filed on June 15, 2015, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505288

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show US LEC COMMUNICATIONS LLC, a North Carolina For Profit Limited Liability Company, Registration Number 1108759, filed on October 4, 1999, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505292

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show WINDSTREAM COMMUNICATIONS, LLC, a Delaware For Profit Limited Liability Company, Registration Number 1587581, filed on December 16, 2005, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505294

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show WINDSTREAM KDL, LLC, a Kentucky For Profit Limited Liability Company, Registration Number 1038186, filed on September 24, 1998, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505298

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show WINDSTREAM NEW EDGE, LLC, a Delaware For Profit Limited Liability Company, Registration Number 1108353, filed on August 5, 1999, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505316

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show WINDSTREAM NORLIGHT, LLC, a Kentucky For Profit Limited Liability Company, Registration Number 1259066, filed on October 9, 2001, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, reading "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505300

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show WINDSTREAM NTI, LLC, a Wisconsin For Profit Limited Liability Company, Registration Number 936181, filed on March 13, 1996, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505304

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show WINDSTREAM NUVOX OHIO, LLC, a Delaware For Profit Limited Liability Company, Registration Number 1122485, filed on September 10, 1999, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505308

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show WINDSTREAM OHIO, LLC, an Ohio Limited Liability Company, Registration Number 142834, was organized within the State of Ohio on August 7, 1930, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505312

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show WINDSTREAM SERVICES, LLC, a Delaware For Profit Limited Liability Company, Registration Number 2406052, filed on June 22, 2015, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 19th day of May, A.D. 2020.

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202014004086

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show WINDSTREAM WESTERN RESERVE, LLC, an Ohio For Profit Limited Liability Company, Registration Number 259417, was organized within the State of Ohio on November 23, 1956, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of May, A.D. 2020.

A handwritten signature in blue ink, reading "Frank LaRose".

Ohio Secretary of State

Validation Number: 202012505314

ATTACHMENT E

List of Officers and Directors

Windstream and Windstream Licensees

Windstream Holdings, Inc. Board of Directors

Name	Title
Alan L. Wells	Chairman of the Board
Tony Thomas	President & Chief Executive Officer
Samuel E. Beall III	Board Member
Jeannie H. Diefenderfer	Board Member
Jeffrey T. Hinson	Board Member
William G. LaPerch	Board Member
Julie A. Shimer	Board Member
Michael G. Stolz	Board Member
Walter L. Turek	Board Member

Windstream Holdings, Inc. Officers

Name	Title
Tony Thomas	President & Chief Executive Officer
Robert E. Gunderman	Chief Financial Officers & Treasurer
Layne Levine	President – Enterprise
Jeff Small	President – Kinetic
Kristi Moody	Executive Vice President – General Counsel & Corporate Secretary
Mary Michaels	Chief Human Resources Officer
Ronald J. Bayer	Chief Network Officer
John Eichler	Senior Vice President – Controller
Drew Smith	Senior Vice President – Financial Planning & Assistant Treasurer
Clay Robinson	Vice President – Tax
Michelle Simpson	Vice President & Assistant Secretary Corporate

Windstream Services, LLC and Windstream Licensees' Officers

Name	Title
Tony Thomas	President & Chief Executive Officer
Robert E. Gunderman	Chief Financial Officers & Treasurer
Layne Levine	President – Enterprise
Jeff Small	President – Kinetic

Mary Michaels	Chief Human Resources Officer
Stephen Farkouh	Chief Information Officer
Ronald J. Bayer	Chief Network Officer
Rich Martin	Chief Financial Officer – Enterprise
Mark M. Reed	Chief Procurement Officer
Mike Flannery	Chief Marketing Officer – Enterprise
Kristi Moody	Executive Vice President – General Counsel & Corporate Secretary
Shawn Murray	Executive Vice President – Enterprise Sales
Joe Scattareggia	Executive Vice President – Wholesale
Jeffrey Auman	Executive Vice President – Kinetic Sales & Marketing
John Eichler	Senior Vice President – Controller
Drew Smith	Senior Vice President – Financial Planning & Assistant Treasurer
Kevin Halpin	Senior Vice President – Process Development & Support
Brent McCutchin	Senior Vice President – Service Delivery
Barry Bishop	Senior Vice President – Kinetic Field Operations
Carol Keith	Deputy General Counsel
Michelle Simpson	Vice President & Assistant Secretary Corporate
Tony Spurlin	Vice President – Chief Information Security Officer
Rodney Hawkins	Vice President – Internal Audit & Chief Compliance Officer
Christopher C. King	Vice President – Investor Relations
Clay Robinson	Vice President – Tax
Aaron Baker	Regional President – Sales
Jeff Lowney	Regional President – Sales
Rehan Shah	Regional President – Sales
Jarrold Berkshire	President – Georgia Operations
Danny Ferguson	President – State Operations
Stacy Hale	President – State Operations
Brian Harman	President – State Operations
Brad Hedrick	President – State Operations
Susan Schraibman	President – State Operations
Tim Loken	Director – Regulatory Reporting

These officers may be contacted at:

4001 North Rodney Parham Road
Little Rock, AR 72212

(501) 748-6313

ATTACHMENT F

Verification

STATE OF ARKANSAS

§

§

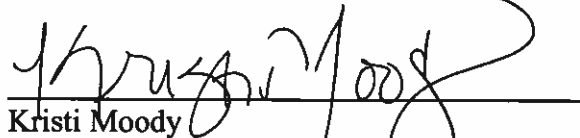
ss:

COUNTY OF PULASKI

§

VERIFICATION

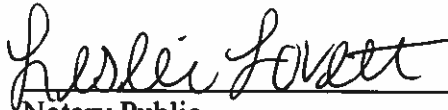
I, Kristi Moody, state that I am Executive Vice President, General Counsel & Corporate Secretary of Windstream Holdings, Inc. and its applicant subsidiaries; that I am authorized to make this Verification on behalf of the Applicants; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Kristi Moody

Executive Vice President, General Counsel &
Corporate Secretary
Windstream Holdings, Inc.

Sworn and subscribed before this 21st day of May, 2020.



Notary Public

My commission expires:



This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

5/21/2020 4:02:47 PM

in

Case No(s). 20-1076-TP-CIO

Summary: Application of Windstream Holdings, Inc., Windstream Services, LLC and Windstream Licensees to Transfer indirect Control of Authorized Telecommunications Carriers electronically filed by Mr. William A. Adams on behalf of Windstream Holdings, Inc. and Windstream Services, LLC and Windstream Licensees