

**Don Meade**  
**Direct Dial: 632-5290**  
**Direct Fax: 632-5291**  
**dmeade@pcnmlaw.com**

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OCT 31 2014

PUBLIC SERVICE  
COMMISSION

October 30, 2014

Jeff DeRouen, Executive Director  
Kentucky Public Service Commission  
P. O. Box 615  
211 Sower Blvd.  
Frankfort, KY 40601

**Re: Application of Windstream Kentucky East, LLC and Windstream Kentucky West, LLC (1) for a Declaratory Ruling That Approval is Not Required for the Transfer of a Portion of their Assets; (2) Alternatively for Approval of the Transfer of Assets; (3) for a Declaratory Ruling that Communications Sales and Leasing, Inc. is not subject to KRS 278.020(1); and (4) for All Other Required Approvals and Relief  
Case No. 2014-00283**

Dear Mr. DeRouen:

Enclosed please find an original and ten copies of the Response of Communications Workers of America to Windstream's Response in Opposition to Motion to Intervene.

Respectfully,



Don Meade

DM/sks  
Enclosures

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

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OCT 31 2014

PUBLIC SERVICE  
COMMISSION

In the Matter of:

APPLICATION OF WINDSTREAM )  
KENTUCKY EAST, LLC AND )  
WINDSTREAM KENTUCKY WEST, LLC (1) ) CASE NO. 2014-00283  
FOR A DECLARATORY RULING THAT )  
APPROVAL IS NOT REQUIRED FOR THE )  
TRANSFER OF A PORTION OF THEIR )  
ASSETS; (2) ALTERNATIVELY FOR )  
APPROVAL OF THE TRANSFER OF ASSETS; )  
(3) FOR A DECLARATORY RULING THAT )  
COMMUNICATIONS SALES AND LEASING, )  
INC. IS NOT SUBJECT TO KRS 278.020(1); )  
AND (4) FOR ALL OTHER REQUIRED )  
APPROVALS AND RELIEF )

**RESPONSE OF  
COMMUNICATIONS WORKERS OF AMERICA  
TO WINDSTREAM'S RESPONSE IN OPPOSITION TO MOTION TO INTERVENE**

Communications Workers of America (CWA) hereby responds to Windstream's Response in Opposition to CWA's Motion to Intervene, dated October 27, 2014. In response to Windstream's assertions, CWA states as follows.

A. CWA's Motion is Timely and Will Not Delay this Proceeding.

CWA's Motion to Intervene in the Kentucky proceedings was precipitated by the submission of a letter to the Public Utilities Commission of Ohio by Windstream and its affiliates on September 12, 2014. (The letter is attached to CWA's Motion to Intervene.) As CWA discussed in that filing, the letter appears to substantially alter the financial and operational aspects of this transaction and calls into question whether there will be financial benefit or financial harm to Windstream.

CWA's research first identified the September 12 letter in the Ohio proceeding on or about October 16. After reviewing the letter with counsel and a financial consultant, CWA filed motions to intervene in both the Ohio proceeding and Kentucky cases approximately one week later.

Windstream is correct that CWA had intervened in a similar proceeding in Pennsylvania. CWA subsequently withdrew from the proceeding because it did not involve ILEC operations. Neither the Pennsylvania proceeding nor, to the best of CWA's knowledge, any other state proceeding initiated by Applicants and their affiliates contains the information found in the September 12 letter submitted to the Ohio Commission. As of this date, CWA's review of Applicants' filings with the Securities and Exchange Commission concerning the proposed transaction also fails to disclose the information contained in the September 12 letter to this Commission. Thus, CWA's monitoring or participation in other proceedings, and its monitoring of filings made by Windstream and its affiliates with the Securities and Exchange Commission, did not and could not have made CWA aware of the true financial implications of the proposed transaction.

In other words, the true nature of this transaction has yet to be disclosed by Windstream to this Commission. Such a disclosure was not made anywhere until September 12; and even that disclosure is incomplete and confusing. Moreover, that disclosure was not made in other state proceedings, was not made publicly available through a Securities and Exchange Commission filing, or otherwise provided in a manner that interested parties, such as CWA, would have notice of it.

Moreover, CWA will abide by the procedural schedule issued by the Commission on October 23 and will not seek to alter or delay that schedule. Thus, CWA's participation will not change the prompt completion of this proceeding.

B. CWA Represents an Important Interest in this Proceeding.

Windstream alleges that CWA does not have a "special interest in the proceeding not otherwise adequately represented." This is incorrect. CWA has raised significant operational and financial concerns with the proposed transaction. As CWA explained in its initial filing, CWA is concerned that the proposed transaction would adversely affect the interests of its approximately 250 members in Kentucky who work for Windstream and are retail customers of Windstream. This proposed transaction and the decisions of this Commission with respect thereto are likely to have a direct and immediate impact on the people CWA represents, both as employees and as customers of Windstream in Kentucky.

CWA respectfully suggests that no one will be more directly affected by the proposed transaction than the employees of Windstream. CWA cannot state the nature of a labor union's interests in a proposed sale any more clearly than they were articulated by an administrative law judge of the Pennsylvania Public Utility Commission, who ruled:

It is clear that the union, representing a collective bargaining unit comprised of 22,500 members in Pennsylvania, including approximately 425 members employed by Commonwealth Telephone Company, has a substantial, direct and immediate interest in the outcome of this case. The very livelihood of the 425 members rests on the management decisions made by Commonwealth, and the myriad of decisions made by that management ... are vital to the members. ... Customer service, safety and reliability, network deployment and the financial health of the two Joint Applicants affect not only the customers of the Joint Applicants but the employees who provide the services.

*Joint Application of Commonwealth Telephone Co., Pa. Pub. Util. Comm'n Docket No.*

*A-310800F0010, Order Disposing Of The Preliminary Objections (ALJ Colwell, Dec. 14, 2006),*

*pp. 6-7. See also Joint Application for Approvals Related to Verizon's Transfer of Property and*

*Customer Relations*, Me. Pub. Util. Comm'n Docket No. 2007-67, Procedural Order (Hearing Examiner Bragdon, Mar. 14, 2007), pp. 7-8.

C. CWA Will Present Issues or Develop Facts that Will Aid the Commission

Windstream alleges that CWA has nothing of substance to add to this proceeding. Windstream is incorrect, as has been made apparent. CWA's initial filing already has provided information to the Commission about the proposed transaction (the September 12 Ohio letter) that Windstream has not disclosed in Kentucky. CWA is very concerned that the financial structure of this transaction could have a serious, adverse effect on Windstream's employees in Kentucky, and that the sale-leaseback transaction (if it can even be called that in light of the September 12 letter) could affect public and worker safety in Kentucky.

CWA will commit, as it does in every regulatory proceeding in which it participates, that it will not seek to involve the Commission with collective bargaining issues. Rather, CWA's participation in the case will be limited to those issues that fall squarely within the Commission's jurisdiction.

D. CWA Will Neither Complicate Nor Disrupt the Proceeding

As CWA stated above, CWA will limit the issues it raises to those involving financial and safety / operational considerations -- issues that are squarely within the Commission's jurisdiction. CWA also will take the procedural schedule as it exists. CWA's participation, therefore, will neither complicate nor disrupt this proceeding.

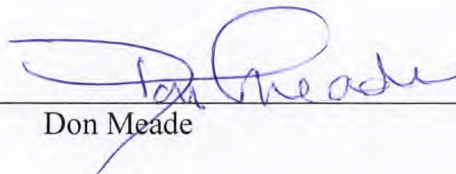
WHEREFORE, CWA respectfully requests the Commission to grant CWA's Motion to Intervene and to allow CWA to fully participate in this proceeding.

Respectfully submitted,

PRIDDY, CUTLER, NAAKE & MEADE, PLLC  
800 Republic Bldg.  
429 W. Muhammad Ali Blvd.  
Louisville, KY 40202  
(502) 632-5290  
[dmeade@pcnmlaw.com](mailto:dmeade@pcnmlaw.com)

Scott J. Rubin  
333 Oak Lane  
Bloomsburg, PA 17815  
(570) 387-1893  
[scott.j.rubin@gmail.com](mailto:scott.j.rubin@gmail.com)

By



Don Meade

## CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Motion to Intervene was served upon the parties of record listed below this 23<sup>rd</sup> day of October, 2014, via U.S. mail, postage prepaid.

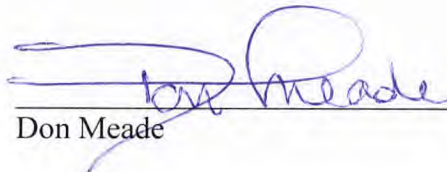
Mark R. Overstreet  
R. Benjamin Crittenden  
Stites & Harbison PLLC  
421 W. Main Street  
P. O. Box 634  
Frankfort, KY 40602-0634

Cesar Caballero  
Senior Regulatory Counsel  
Windstream Communications  
4001 Rodney Parham Road  
Little Rock, AR 72212

Jeanne Shearer  
Windstream Kentucky East, LLC  
130 W. New Circle Rd., Ste. 170  
Lexington, KY 40505

Douglas F. Brent  
Stoll Keenon Ogden  
2000 PNC Plaza  
500 W. Jefferson Street  
Louisville, KY 40202-2828

Gardner F. Gillespie  
Sheppard Mullin Richter & Hampton LLP  
2099 Pennsylvania Ave. N.W., Ste. 100  
Washington, D.C. 2006-6801

  
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Don Meade