

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

ELECTRONIC APPLICATION OF WINDSTREAM)	
KENTUCKY EAST, LLC AND WINDSTREAM)	CASE NO.
KENTUCKY WEST, LLC FOR APPROVAL FOR)	2025-00128
PROPOSED PRO FORMA CHANGES TO)	
INDIRECT OWNERSHIP)	

ORDER

On April 23, 2025, Windstream Kentucky East, LLC and Windstream Kentucky West, LLC (Applicants) filed an application pursuant to KRS 278.020(6), requesting approval for a series of transactions that will result in pro forma changes in the indirect intermediate ownership of the Applicants (Pro Forma Changes).¹ The Pro Forma Changes consist solely of transactions involving intermediate holding companies and will not result in any changes to the ultimate parent company of the Applicants after the Windstream-Uniti Transaction², Windstream Parent, Inc. (Parent).³

LEGAL STANDARD

The Applicants filed their application pursuant to KRS 278.020(6), which states that “[n]o person shall acquire or transfer ownership of, or control, or the right to control,

¹ For purposes of this Application, “Windstream” refers to New Windstream, LLC, the current ultimate parent of Windstream Licensees, and its subsidiaries and “Uniti” refers to Uniti Group Inc., the current ultimate parent of the Uniti Licensees, and its subsidiaries.

² See Case No. 2024-00183, *Electronic Joint Application of Windstream Parent, Inc.; Windstream Holdings II, LLC; Windstream Kentucky East, LLC; and Windstream Kentucky West LLC; and Uniti Group Inc. for Approval of a Transfer of Control*, (Ky. PSC Oct. 10, 2024), Order. As a result of the Windstream-Uniti Transaction, the Applicants will become indirect subsidiaries of Windstream Parent, Inc.

³ Application at 2.

any utility under the jurisdiction of the commission by sale of assets, transfer of stock, or otherwise, or abandon the same, without prior approval by the commission. The commission shall grant its approval if the person acquiring the utility has the financial, technical, and managerial abilities to provide reasonable service.” To satisfy the provisions of KRS 278.0250(6), the Applicants must demonstrate that under the proposed restricting, they will maintain the “financial, technical, and managerial abilities to provide reasonable service.”

DISCUSSION AND FINDINGS

The Pro Forma Changes, subject to receipt of required federal and state regulatory approvals, will only occur following the consummation of the Windstream-Uniti Transaction, which the Commission approved on October 10, 2024, in Case No. 2024-00183⁴. According to the Applicants, the transactions will allow the consolidation of the Windstream and Uniti credit groups, reduce administrative burdens and expenses, and simplify certain federal, state, and local tax reporting following the Windstream-Uniti Transaction, thus strengthening the combined company’s position in the robust telecommunications marketplace.⁵

In addition, the pro forma changes will not directly involve the Applicants or their operations, making the changes seamless from the perspective of Kentucky customers.⁶ The Pro Forma Changes will also have no effect to the services, authorization, or assets of the Applicants, which will remain with the respective Applicants, who will continue to

⁴ Case No. 2024-00183, Oct. 10, 2024 Order.

⁵ Application at 7.

⁶ Application at 2.

provide service under the same terms, conditions, rates and brand names.⁷ 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 as before the pro forma changes.⁸

Having reviewed the record and being otherwise sufficiently advised, the Commission finds the pro forma changes in the indirect intermediate ownership of Windstream Kentucky East, LLC and Windstream Kentucky West, LLC, meets the standard set forth in KRS 278.020(6).

IT IS THEREFORE ORDERED that:

1. The proposed Pro Forma Changes that will result in the indirect intermediate ownership of Applicants is approved.
2. The Applicants shall notify the Commission, in writing, within seven days of the transaction being completed. If the transaction has not been completed within six months of the date of this Order, the Applicants shall provide a written status report to the Commission every 30 days thereafter. The information provided pursuant to this paragraph shall be filed in post case correspondence using this case number as a reference.
3. Any material revision to the proposed transaction shall require approval by the Commission in order for the amendment to be effective.
4. This case is closed and removed from the Commission's docket.

⁷ Application at 2.

⁸ Application at 8.

PUBLIC SERVICE COMMISSION



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ATTEST:



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