

**COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION**

IN THE MATTER OF

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

Docket No. 2024-00183

**JOINT APPLICANTS' STATEMENT REGARDING HEARING**

On May 24, 2024, Windstream Holdings II, LLC (“Windstream Holdings”) and Uniti Group Inc. (“Uniti”) entered into an agreement to complete a transaction that will cause Uniti’s and Windstream Holdings’ respective operating subsidiaries, including the Windstream Licensees that offer services in the Commonwealth,<sup>1</sup> to become subsidiaries of a new parent company, Windstream Parent, Inc. (“Parent”), owned by a combination of the pre-closing Windstream equity holders and pre-closing Uniti shareholders (the “Transaction”).

On June 14, 2024, Windstream Holdings, its subsidiary New Windstream, LLC, and the Windstream Licensees (collectively, “Windstream”), Parent, and Uniti (Windstream, Parent, and Uniti collectively, the “Joint Applicants”) filed an application for Approval of Transfer of Control of the Windstream Licensees to Parent (the “Application”) with the Kentucky Public Service Commission (the “Commission”).<sup>2</sup> The Commission, upon its preliminary review of the Application, continued its consideration of the Application up to and including October 12, 2024.

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<sup>1</sup> “Windstream Licensees” in the Statement refers to the following subsidiaries of Windstream Holdings that hold Kentucky incumbent local exchange carrier authorizations: Windstream Kentucky East, LLC; Windstream Kentucky West, LLC.

<sup>2</sup> The Application also provides notice of the transfer of additional Windstream and Uniti subsidiaries offering non-ILEC services in the Commonwealth.

In its July 1, 2024, Order, the Commission set August 30, 2024, as the last day on which the Joint Applicants may submit a request for the matter to be decided based upon the written record. The Joint Applicants hereby submit this statement on that issue.

The Joint Applicants acknowledge the Commission's option for a hearing in this matter; however, the Joint Applicants do not believe a hearing is necessary for the Commission to approve the underlying Application. The Commission shall grant approval of an application to transfer ownership and control of a utility if the acquiring entity has the financial, technical, and managerial ability to provide reasonable service to its customers,<sup>3</sup> if the transaction is made in accordance with law, for a proper purpose, and in the public interest.<sup>4</sup> The Joint Applicants' Application details in great length that the Transaction satisfies all statutory criteria for approval. Joint Applicants provided additional information in its Response to Commission Staff's First Request for Information filed on July 26, 2024, and in a Supplement filed on August 21, 2024. A hearing is unnecessary to further supplement the materials the Joint Applicants have already provided the Commission regarding this Transaction.

The Transaction will consolidate Windstream and Uniti's respective operations and financial resources into a combined company. The combination of both businesses under Parent will generate synergies for both companies through savings in technology, system and software integration, backhaul savings, and corporate function efficiencies, which will ultimately benefit the Windstream Licensees. Moreover, for the reasons set forth in the Application, the Transaction, which is taking place at the parent holding company level, will not adversely impact the Windstream Licensees or their subscribers. Rather, the Windstream Licensees will continue to have

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<sup>3</sup> KRS 278.020(6).

<sup>4</sup> KRS 278.020(7).

the financial, managerial, and technical capability to provide reasonable service in the Commonwealth without disruption or adverse impact on Kentucky customers.

The Joint Applicants believe it is clear the Commission can and should review and approve the Application without a need for a hearing. Sufficient information has been filed in the record in this matter to approve the Transaction without a hearing. To the extent the Commission has any remaining questions or concerns that would prevent it from granting the remaining relief the Joint Applicants have requested, the Joint Applicants would gladly appear at a hearing or informal conference to address those questions or concerns.

Respectfully submitted,

/s/ M. Todd Osterloh

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