

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

IN THE MATTER OF

Application of Windstream Kentucky East, LLC and
Windstream Kentucky West LLC

Case No. 2025-00128

for Approval for Proposed *Pro Forma* Changes in
Indirect Ownership

APPLICATION

Windstream Kentucky East, LLC and Windstream Kentucky West, LLC (“Windstream ILEC Licensees” or “Applicants”),¹ respectfully request that the Public Service Commission of Kentucky (the “Commission”) grant authority, to the extent it may be required pursuant to KRS 278.020(6), for a series of transactions that will result in *pro forma* changes in the indirect intermediate ownership of the Applicants (the “*Pro Forma Changes*”).² The *Pro Forma Changes* are planned, subject to receipt of required federal and state regulatory approvals, to take place

¹ This filing also serves as notice of the *Pro Forma Changes* for the following non-ILEC affiliates of the Windstream ILEC Licensees holding authorizations from the Commission: Broadview Networks, Inc.; Business Telecom, LLC; DeltaCom, LLC; McLeodUSA Telecommunications Services, LLC; Network Telephone, LLC; PAETEC Communications, LLC; Talk America, LLC; The Other Phone Company, LLC; US LEC of Tennessee, LLC; Windstream Communications, LLC; Windstream FiberNet, LLC; Windstream KDL, LLC; Windstream New Edge, LLC; Windstream Norlight, LLC; and Windstream NuVox, LLC (collectively, the “Windstream Competitive Licensees”) (the Windstream ILEC Licensees and Windstream Competitive Licensees collectively, the “Windstream Licensees”). In addition, this filing serves as notice of the *Pro Forma Changes* for the following subsidiaries of Uniti Group Inc. holding authorizations from the Commission: CSL Kentucky System, LLC; Southern Light, LLC; Uniti National LLC; and Uniti Dark Fiber LLC (collectively, the “Uniti Competitive Licensees”). See *Exemptions for Providers of Local Exchange Service Other Than Incumbent Local Exchange Carriers*, Admin. Case No. 370 (Ky. PSC Jan. 8, 1998) *Exemptions For Interexchange Carriers, Long-Distance Resellers, Operator Service Providers And Customer-Owned, Coin-Operated Telephones*. Admin. Case No. 369 (Ky. PSC June 21, 1996); 807 KAR 5:011, Section 11. The Windstream ILEC Licensees, Windstream Competitive Licensees and the Uniti Competitive Licensees are collectively referred to as the “Licensees.”

² 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.

promptly following the closing of the transaction approved in Docket No. 2024-00183 (the “Windstream-Uniti Transaction”),³ and assume that the Windstream-Uniti Transaction closes.

As described herein, 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 Licensees after the Windstream-Uniti Transaction, Windstream Parent, Inc. (“Parent”).⁴ The *Pro Forma Changes* will not directly involve the Licensees or their operations, making the *Pro Forma Changes* seamless from the perspective of Kentucky customers. The *Pro Forma Changes* also will not affect the services, authorization, or assets of the Licensees, which will remain with the respective Licensees. The Licensees will continue to provide service under the same terms, conditions, rates and brand names as today.

Applicants propose, subject to receipt of regulatory approvals, to complete the *Pro Forma Changes* promptly after closing of the Windstream-Uniti Transaction, which could occur as soon as June 2025. Due to the timing of the closing of the Windstream-Uniti Transaction, and the importance of completing the *Pro Forma Changes* following said closing to allow the companies to operate as a combined company rather than separately, Applicants respectfully request that the Commission grant the approval requested herein on an expedited basis by **May 30, 2025**.

In support of this *Pro Forma* Application, Applicants provide the following information:

³ See *In the Matter of the 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*, Case No. 2024-00183, Order (Oct. 10, 2024). As a result of the Windstream-Uniti Transaction, the Applicants will become indirect subsidiaries of Windstream Parent, Inc. (“Parent”). See Case No. 2024-00183 for additional details.

⁴ As part of the Windstream-Uniti Transaction, Parent’s name will change to “Uniti Group Inc.”

I. DESCRIPTION OF THE APPLICANTS AND RELATED ENTITIES

A. Windstream ILEC Licensees and Windstream Competitive Licensees

Windstream Licensees are headquartered at 4005 North Rodney Parham Road, Little Rock, Arkansas 72212 and their telephone number is 800-347-1991. Windstream Licensees and their affiliates offer communications services in all 50 states and the District of Columbia. In Kentucky, the Windstream ILEC Licensees act as incumbent local exchange carriers offering residential and small business services. The Windstream Competitive Licensees offer business and enterprise services throughout the Commonwealth. In Kentucky, the Windstream ILEC Licensees hold the following authorizations:

- Windstream Kentucky East, LLC, a Delaware limited liability company organized on October 31, 2007, is authorized to provide incumbent local exchange services pursuant to Utility ID 5022700.
- Windstream Kentucky West, LLC, a Kentucky limited liability company organized on October 31, 2007, is authorized to provide incumbent local exchange services pursuant to Utility ID 11000.

Windstream Kentucky East, LLC is authorized for support in the RDOF Phase I Auction. These awards will not be impacted by the *Pro Forma Changes*. In Kentucky, the Windstream Competitive Licensees are authorized to provide competitive local exchange and/or long distance services.

Information required by 807 KAR 5:001, Section 14 regarding the corporate organization of the Applicants is included in this Section I(A). The Applicants' email address and mailing address are included in Section II. Applicants attest that both of them are in good standing in the state in which they were organized. Applicants are authorized to transact business in the Commonwealth of Kentucky.

Applicants are direct subsidiaries of Windstream Services, LLC ("Windstream Services") while the Windstream Competitive Licensees are indirect subsidiaries of Windstream Services.

Immediately upon completion of the Windstream-Uniti Transaction, the Applicants will remain direct subsidiaries of, and the Windstream Competitive Licensees will remain indirect subsidiaries of, Windstream Services, LLC (“Windstream Services”), which, in turn, will be ultimately wholly owned by Parent. Parent is a Delaware corporation incorporated on April 19, 2024, and currently a subsidiary of Windstream. Parent’s email address and mailing address are both provided in Section II. As a result of the Windstream-Uniti Transaction, Parent will become the ultimate parent company of the Windstream Licensees and Uniti Licensees.

Windstream attests that Parent is in good standing in the State of Delaware. Because Parent will be a holding company, it does not operate as a utility or directly transact business in the Commonwealth, and is therefore not required to hold an authorization to transact business in Kentucky.

B. Uniti Competitive Licensees

Uniti currently is a real estate investment trust that operates two primary businesses: Uniti Leasing and Uniti Fiber. Uniti Leasing owns, acquires, and leases mission-critical communications assets nationwide to wholesale customers on both exclusive and shared-tenant bases. CSL Kentucky System, LLC, a Delaware limited liability company, Uniti National LLC, a Delaware limited liability company, and Uniti Dark Fiber LLC, a Delaware limited liability company, are part of the Uniti Leasing business. Uniti Fiber provides lit and dark fiber solutions for wireless operators, carriers, enterprises, schools, and governments and its business includes cell-site backhaul, small cells, internet services, and wavelengths. Uniti Fiber’s primary service area is in the Southeastern United States. Southern Light, LLC, an Alabama limited liability company, is part of the Uniti Fiber business.

Upon completion of the Windstream-Uniti Transaction, Parent also will indirectly, wholly own Uniti Group LLC, a Delaware limited liability company (which is currently a Maryland corporation known as Uniti Group Inc.),⁵ and its subsidiary Uniti Group LP, a Delaware limited liability company that will wholly own the Uniti Competitive Licensees.

For additional information about the Windstream ILEC Licensees, Windstream, Parent, Uniti Group LLC (currently known as Uniti Group Inc.), and their affiliates, please see Docket No. 2024-00183.

II. DESIGNATED CONTACTS

All communications and correspondence concerning this Application should be directed to Applicants' counsel as identified below:

For the Windstream Licensees and Parent:

M. Todd Osterloh
Rebecca C. Price
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with copies to:

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Windstream
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Little Rock, AR 72212
Tel.: (501) 748-6313
Fax: (330) 486-3561
Nicole.Winters@windstream.com

⁵ As discussed in Docket No. TM24060411, Uniti Group Inc. will convert from a Maryland corporation to a Delaware limited liability company named "Uniti Group LLC."

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LPlatzer@jenner.com

For Uniti Group Inc.: and the Uniti Competitive Licensees

Ronald W. Del Sesto
Brett P. Ferencak
Cooley LLP
1299 Pennsylvania Ave., N.W.
Suite 700
Washington, DC 20004
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rdelsesto@cooley.com
bferenchak@cooley.com

with a copy to:

Kelly McGriff
Vice President, Deputy General Counsel
Uniti Group Inc.
2101 Riverfront Drive, Suite A
Little Rock, AR 72202
Kelly.McGriff@uniti.com

III. DESCRIPTION OF THE *PRO FORMA* CHANGES

As stated previously, the *Pro Forma Changes* will only occur following the consummation of the Windstream-Uniti Transaction, which the Commission approved on October 10, 2024, in Case No. 2024-00183.

The *Pro Forma Changes* will occur through a series of steps including the contribution of equity and multiple mergers among subsidiaries of Parent after the closing of the Windstream-Uniti Transaction. When those steps are complete, the Windstream Licensees will still be indirect subsidiaries of Parent and direct or indirect subsidiaries of Windstream Services. However, the intermediate holding company structure between Windstream Services and Parent will also include Uniti Group LLC and “Holdco LP” after the *Pro Forma Changes* are complete.

The Uniti Competitive Licensees also will remain indirect subsidiaries of Parent and will remain indirect, wholly owned subsidiaries of Uniti Group LLC and HoldCo LP. However, the intermediate holding company structure between Parent and Uniti Licensees will change as Windstream Services will become an intermediate holding company and Uniti Group LP and Uniti Group LP LLC will no longer be in the Uniti Licensees' ownership chain. Charts depicting the pre- and post-*Pro Forma Changes* ownership of the Licensees are attached as Exhibits A and B.

IV. REQUEST FOR APPROVAL UNDER KRS 278.020(6)

Applicants respectfully request that the Commission grant approval. The transactions resulting in the *Pro Forma Changes* will allow Parent to consolidate 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. Without the *Pro Forma Changes*, the parties will not be able to realize all the synergies expected from the Windstream-Uniti Transaction because the existing debt covenants of the two companies require Windstream and Uniti to continue to operate separately. Specifically, restrictive covenants within the legacy Uniti and Windstream indebtedness impose significant restrictions on the ability of Uniti and Windstream to operate together, other than on an arm's-length basis in accordance with the terms of such indebtedness. Upon completion of the cross-guarantees or credit support, those restrictive covenants will no longer apply and the combined company will be able to operate more efficiently.

Because the *Pro Forma Changes* will only change certain intermediate parent companies of the Licensees, the *Pro Forma Changes* will not affect the operations of the Licensees. As the *Pro Forma Changes* is *pro forma*, KRS 278.020(8)(b) exempts the *Pro Forma Changes* from needing approval under KRS 278.020(7).

As more fully discussed herein, the *Pro Forma Changes* clearly satisfy the applicable criteria imposed in KRS 278.020(6). This statutory subsection provides that the Commission shall grant approval if “the person acquiring the utility has the financial, technical, and managerial abilities to provide reasonable service.” The *Pro Forma Changes* satisfy these standards. The *Pro Forma Changes* will be imperceptible to Kentucky employees of Parent and its subsidiaries as it will cause no operational changes. The Licensees will continue to have the managerial, technical, financial, and customer care qualifications to provide high quality telecommunications services to consumers in Kentucky.

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*. The proposed *Pro Forma Changes* will not affect the personnel supporting Applicants’ services nor will it affect existing price regulation plans, service quality obligations, or tariffs. Further, any subsequent end user rate changes will continue to be governed by the same rules and procedures. Similarly, the terms and prices for existing wholesale services under applicable access tariffs or agreements will remain unchanged as a result of this *Pro Forma Changes*. Any future changes—which Applicants expect would only be beneficial to Kentucky customers—will result from the normal course of business operations, as was the case prior to the proposed *Pro Forma Changes*.

The *Pro Forma Changes* will have no adverse effects on the quality of service enjoyed by the Licensees’ customers, nor will they impact the accommodation, convenience, or safety of the public. The *Pro Forma Changes* will not disrupt any customer-facing operations such as ordering, service installation, customer service, and billing, which will continue to be provided as before.

The *Pro Forma Changes* will thus be seamless for Licensees' customers and accords with the public interest.

Additionally, there will be no impact on competition, as the *Pro Forma Changes* will not alter the service offerings of the Licensees or reduce the number of competitors in any market they serve.

V. COMPLIANCE WITH 807 KENTUCKY ANNOTATED RULES § 5:001

Regulation	Requirement	Pertinent Joint Application Location
807 KAR 5:001, Sec. 14(1)	Full name, mailing address, and electronic mail address of applicants.	Sections I and II
807 KAR 5:001, Sec. 14(1)	Full statement of facts upon which the application is based.	<i>Passim.</i>
807 KAR 5:001, Sec. 14(1)	Request for relief sought.	<i>Infra.</i>
807 KAR 5:001, Sec. 14(2)	If the applicant is a corporation.	Section I
807 KAR 5:001, Sec. 14(3)	If the applicant is a limited liability company.	Section I
807 KAR 5:001, Sec. 14(4)	If the applicant is a limited partnership.	N/A

VI. CONCLUSION

Wherefore, for the reasons set forth above, Applicants request the Commission enter an Order:

- (1) Finding that the Applicants will continue to have the financial, technical, and managerial ability to provide reasonable service, and approving the *Pro Forma Changes* pursuant to KRS 278.020(6); and

- (2) Granting the Applicants all other relief to which they may appear entitled and which may be required to consummate the *Pro Forma Changes*.

Respectfully submitted,

/s/ M. Todd Osterloh

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Counsel for Applicants

DATED: April 23, 2025

LIST OF EXHIBITS

Exhibit 1	Pre- <i>Pro Forma Changes</i> Organizational Structure Chart
Exhibit 2	Post- <i>Pro Forma Changes</i> Organizational Structure Chart
Verifications	

Post-Windstream-Uniti Transaction (Pre-*Pro Forma* Changes)

Corporate Ownership Structure

Public Shareholders

NOTE 1: “E” = Equity; “V” = Voting

¹ As part of the Windstream-Uniti Transaction, Parent will change its name to “Uniti Group Inc.”

² Prior to the *Pro Forma Changes* Uniti Group LLC will have converted from a Maryland corporation known as Uniti Group Inc. to a Delaware limited liability company.

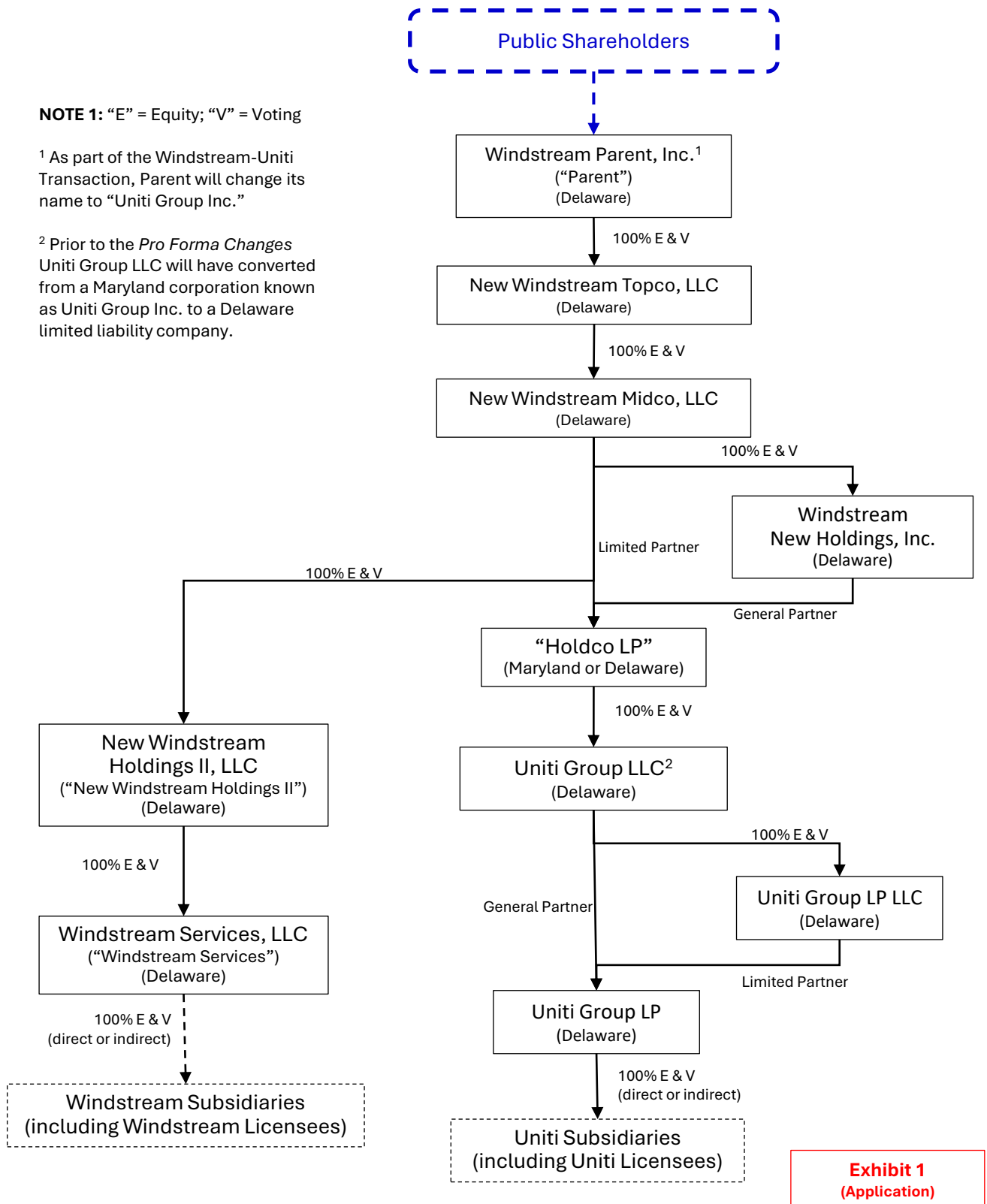
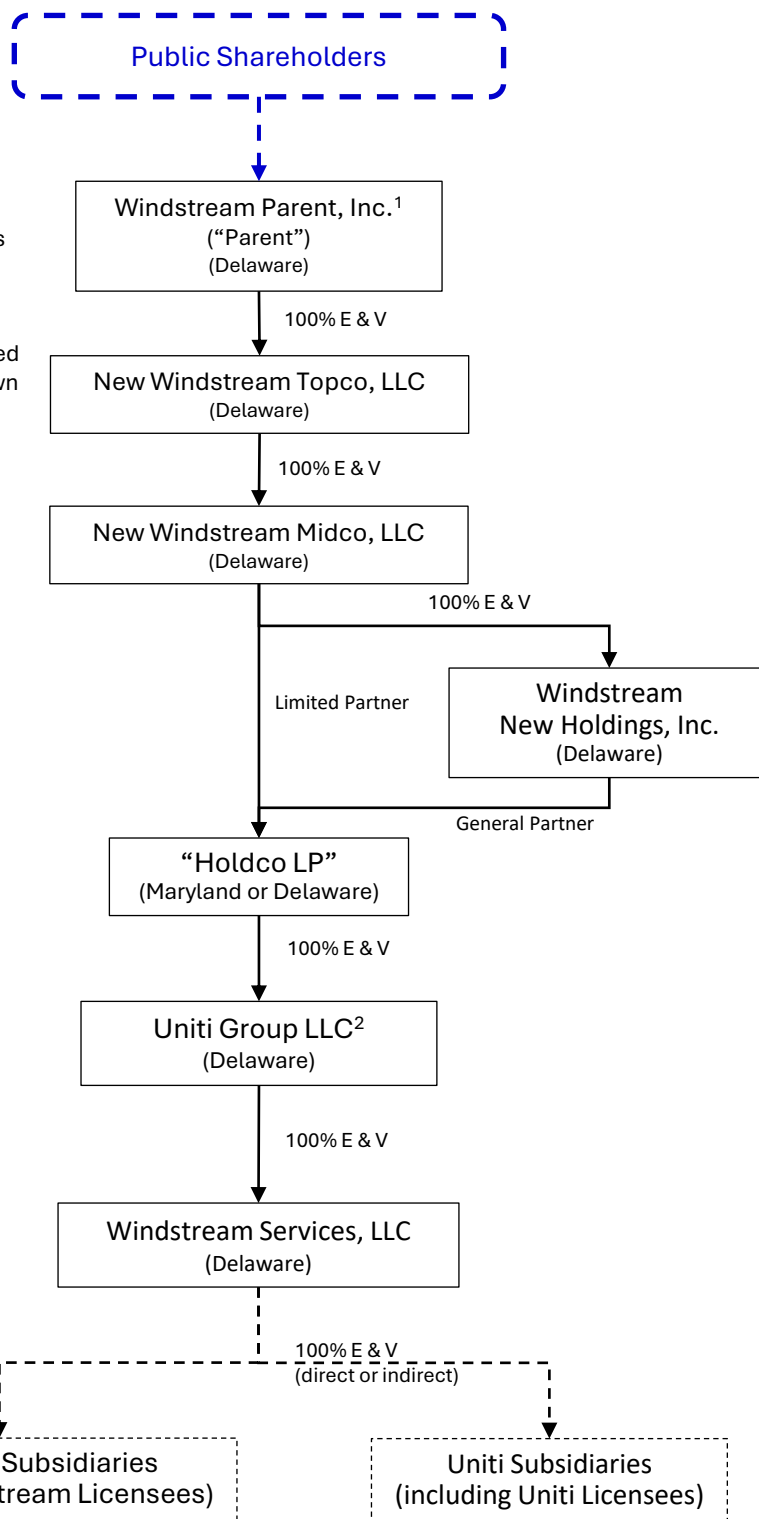


Exhibit 1
(Application)

Post-Pro Forma Changes Corporate Ownership Structure



NOTE 1: "E" = Equity; "V" = Voting

¹ As part of the Windstream-Uniti Transaction, Parent will change its name to "Uniti Group Inc."

² Prior to the *Pro Forma Changes* Uniti Group LLC will have converted from a Maryland corporation known as Uniti Group Inc. to a Delaware limited liability company.

VERIFICATION

STATE OF ARKANSAS

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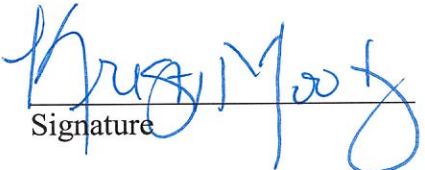
COUNTY OF PULASKI

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My name is Kristi Moody. I am Executive Vice President – General Counsel & Chief Compliance Officer of New Windstream, LLC (together with its subsidiaries, “Windstream”), the ultimate parent of the Windstream Licensees (as defined in the Application) including Kentucky East, LLC and Windstream Kentucky West, LLC.

I declare that the companies listed herein are currently in good standing in the state in which they are incorporated, and that they are authorized to transact business in Kentucky. I further declare that the limited liability companies listed herein are currently in good standing in the state in which they are organized, and that they are authorized to transact business in Kentucky.

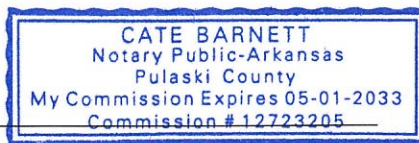
I declare under the penalty of perjury under the laws of the Commonwealth of Kentucky that the foregoing statements with respect to Windstream and the Windstream Licensees are true and correct to the best of my knowledge, information, and belief.


Signature

Kristi Moody
Typed or Printed Name

SWORN TO AND SUBSCRIBED before me on the 23 day of April, 2025.

My commission expires: _____

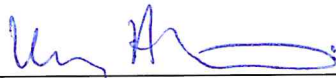




VERIFICATION

STATE OF ALABAMA §
 §
COUNTY OF BALDWIN §

I, Kelly McGriff, state that I am Vice President, Deputy General Counsel of Uniti Group Inc.; that I am authorized to make this Verification on behalf of Uniti Group Inc. and its subsidiaries (collectively, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the description of the *Pro Forma Change* and the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Kelly McGriff
Vice President, Deputy General Counsel
Uniti Group Inc.

Subscribed and sworn before me on this 4 day of March, 2025.


Notary Public

My Commission expires: 4-30-2025

