

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

Joint Application of)	
)	
Kinetic ABS KY LLC, Windstream Kentucky)	Case No. 2025-00319
East, LLC, and Windstream Kentucky West,)	
LLC to Complete a <i>Pro Forma</i> Transfer)	

APPLICATION

Kinetic ABS KY LLC (“Kinetic ABS”) jointly with its Kentucky incumbent local exchange carrier (“ILEC”) affiliates Windstream Kentucky East, LLC and Windstream Kentucky West, LLC (the “ILEC Asset Transferors”),¹ respectfully requests that the Kentucky Public Service Commission (the “Commission”) grant authority, to the extent it may be required pursuant to KRS 278.020(6), for the Applicants to complete a *pro forma* transfer of telecommunications assets and certain associated residential customers from the ILEC Asset Transferors to Kinetic ABS (the “*Pro Forma* Transfer”).

Applicants are undertaking the *Pro Forma* Transfer concurrently with a proposed financing (the “Financing Arrangement”) which will provide funding for the *Pro Forma* Transfer.² As

¹ Kinetic ABS and the ILEC Asset Transferors are collectively referred hereto as the “Applicants.” As further described in this application, Kinetic ABS will also receive certain telecommunications assets and associated customers, as applicable, from its Kentucky competitive local exchange carrier (“CLEC”) affiliate CSL Kentucky System, LLC and its Kentucky interexchange carrier (“IXC”) affiliate Windstream Communications, LLC. These transfers do not require prior Commission approval. *See Exemptions for Providers of Local Exchange Service Other Than Incumbent Local Exchange Carriers*, Admin. Case No. 359 (Ky. PSC June 21, 1996); *Exemptions for Providers of Local Exchange Service Other Than Incumbent Local Exchange Carriers*, Admin. Case No. 370 (Ky. PSC Jan. 8, 1998). This filing therefore serves as a notice of these transfers.

² As further described in this application, the Financing Arrangement is exempt from the KRS 278.300 pre-approval requirement pursuant to Administrative Case Nos. 359 and 370. *Exemptions for Providers of Local Exchange Service Other Than Incumbent Local Exchange Carriers*, Admin. Case No. 359 (Ky. Pub. Serv. Comm’n June 21, 1996); *Exemptions for Providers of Local Exchange Service Other Than Incumbent Local Exchange Carriers*, Admin. Case No. 370 (Ky. PSC Jan. 8, 1998). This filing therefore serves as a notice of the Financing Arrangement.

further described below, the *Pro Forma* Transfer easily meets the KRS 278.020(6) criteria, and will, together with the Financing Arrangement (collectively, the “Proposed Transactions”), further the public interest and promote the Applicants’ corporate purposes by benefitting the financial condition of the Applicants and their current and future subsidiaries and allowing them to become more effective competitors in the communications industry.

In support of this filing, the Applicants provide the following information.

I. DESCRIPTION OF THE APPLICANTS AND RELATED PARTIES

Kinetic ABS is a Delaware limited liability company registered and in good standing with the Kentucky Secretary of State’s Office. Kinetic ABS has notified the Commission of its intent to provide competitive local exchange and interexchange services in Kentucky.³ Kinetic ABS is a wholly owned direct subsidiary of Kinetic ABS Issuer LLC (“Kinetic ABS Issuer”), a Delaware limited liability company formed for purposes of the Proposed Transactions. Kinetic ABS Issuer is not a telecommunications provider and does not hold any telecommunications authorizations by the Commission.

ILEC Asset Transferor Windstream Kentucky East, LLC is a Delaware limited liability company organized on October 31, 2007. It is authorized to provide local exchange services as an ILEC pursuant to Utility ID No. 5022700. Its telephone number is 800-347-1991. The other ILEC Asset Transferor, Windstream Kentucky West, LLC, is a Kentucky limited liability company organized on October 31, 2007. It is authorized to provide local exchange services as an ILEC pursuant to Utility ID No. 11000.⁴ Its telephone number is 800-347-1991.

³ See TFS2025-00382 and TFS2025-00383.

⁴ Windstream Kentucky West, LLC is authorized for support in the Rural Digital Opportunity Fund Phase I Auction. These awards will not be impacted by the *Pro Forma* Transfer.

As further described in Section III below, Kinetic ABS will also receive assets and associated customers, as applicable, from its Kentucky affiliates CSL Kentucky System, LLC and Windstream Communications, LLC (collectively, the “Non-ILEC Asset Transferors”). CSL Kentucky System, LLC is a CLEC authorized to provide local exchange services in Kentucky pursuant to Utility ID 5057240. Windstream Communications, LLC is an IXC authorized to provide interexchange services in Kentucky pursuant to Utility ID 5118400.

The principal offices of Applicants, the Non-ILEC Asset Transferors, and Kinetic ABS Issuer’s principal offices are located at 2101 Riverfront Drive, Suite A, Little Rock, Arkansas 72202. The Applicants, the Non-ILEC Transferors, and Kinetic ABS Issuer are indirect, wholly owned subsidiaries of their ultimate parent, Uniti Group Inc. (“Uniti Group”), a publicly traded Delaware corporation (NASDAQ: UNIT). While Uniti Group does not provide telecommunications services itself, it owns and manages a number of licensed subsidiaries that have on a combined basis over 100 years of experience providing telecommunications and data services to retail, wholesale, government, and enterprise customers throughout the United States, including in Kentucky.

II. DESIGNATED CONTACTS

The Proposed Transactions will not result in any changes to the regulatory contacts for the Applicants previously provided to the Commission. Correspondence and notices regarding this filing should be directed to:

Nicole Winters
Sr. Director – Regulatory Counsel
Kinetic ABS KY LLC
4005 North Rodney Parham Road
Little Rock, AR 72212
Tel: (501) 748-6313
Fax: (330) 486-3561
Nicole.Winters@uniti.com

with a copy to:

M. Todd Osterloh
Rebecca C. Price
Sturgill, Turner, Barker & Moloney, PLLC
333 West Vine Street, Ste. 1500
Lexington, KY 40507
Tel.: (859) 255-8581
Fax: (859) 231-0851
tosterloh@sturgillturner.com
rprice@sturgillturner.com

Rebekah P. Goodheart
Luke C. Platzer
Dagny Lu
Jenner & Block LLP
1099 New York Avenue, NW, Suite 900
Washington, DC 20001
Tel: (202) 639-6000
RGoodheart@jenner.com
LPlatzer@jenner.com
XLu@jenner.com

III. DESCRIPTION OF THE PROPOSED TRANSACTIONS

The Proposed Transactions are an integral part of the new financing initiative by the Applicants to support continued deployment of fiber across rural and other regions of Kentucky and other states.⁵ The financing will involve the issuance of notes with terms exceeding 12 months

⁵ In addition to Kentucky, the Applicants and their affiliates have residential offerings that cover territories within Alabama, Arkansas, Florida, Georgia, Iowa, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, and Texas.

secured in part by the assets of Kinetic ABS and its operating affiliates in four other states.⁶ The relevant assets, including network infrastructure and certain associated customer accounts, will be contributed to Kinetic ABS and these other affiliates through *pro forma* inter-company assignments completed concurrently with the note issuance. Additional details regarding these steps as they relate to the Applicants—the *Pro Forma* Transfer and Financing Arrangement—are below.

A. *Pro Forma* Transfer.

Under the *Pro Forma* Transfer, the ILEC Asset Transferors and Non-ILEC Asset Transferors (collectively, the “Asset Transferors”) will assign all network facilities and electronics in the exchanges listed in **Exhibit A** (the “Asset Transfer Exchanges”), as well as residential customer accounts associated with the transferred assets, to Kinetic ABS.⁷ Following the transfer, Kinetic ABS will own, and with support from its affiliates, operate the transferred assets and continue to offer the fiber-based services offered today by the ILEC Asset Transferors, including local exchange services, interexchange services, and unregulated services such as broadband, to the transferred customers. The Asset Transferors will retain their existing telecommunications authorizations issued by the Commission, and the ILEC Asset Transferors will continue providing all existing services to non-transferred customers, including customers served via copper technology, Lifeline customers, and non-residential customers receiving fiber-based services. Kinetic ABS and the ILEC Asset Transferors will enter into intercompany agreements to allow the ILEC Asset Transferors to use the relevant portions of the transferred assets needed to continue

⁶ These affiliates are Kinetic ABS AR LLC, Kinetic ABS GA LLC, Kinetic ABS OH LLC, and Kinetic ABS TX LLC.

⁷ As noted in this paragraph, residential customers receiving Lifeline support will not transfer to Kinetic ABS.

providing these services, and to transport network traffic for Kinetic ABS outside of the Asset Transfer Exchanges.

The *Pro Forma* Transfer will have no impact on the Applicants' ownership or otherwise constitute a transfer of control of any of the Applicants. The *Pro Forma* Transfer will also be seamless to the transferred customers, who will continue to receive the same services under the same rates and terms after the transfer.⁸ The Applicants will provide notice to the transferred customers at least 30 days prior to the *Pro Forma* Transfer consistent with the Federal Communications Commission's requirements.⁹ A sample notice is attached as **Exhibit B**.

B. Financing Arrangement.

The Financing Arrangement will occur concurrently with the completion of the *Pro Forma* Transfer. Under the Financing Arrangement, Kinetic ABS Issuer will issue notes secured in part by the guarantee and asset pledge of Kinetic ABS and certain operating affiliates in four other states. Because Kinetic ABS will be operating as a CLEC and IXC, the Financing Arrangement does not trigger pre-approval requirements under KRS 278.300 pursuant to Administrative Case Nos. 359 and 370, which exempt CLECs and IXCs from such requirements.¹⁰

⁸ As mentioned above, Kinetic ABS has notified the Commission of its intent to provide competitive local exchange and interexchange services in Kentucky. See TFS2025-00382 and TFS2025-00383.

⁹ 47 C.F.R. § 64.1120(e). In *Notice of AT&T Communications of the South Central States, LLC and Bellsouth Telecommunications, Inc., D/B/A AT&T Kentucky, of Partial Discontinuation of Local Residential Service and Waiver Request*, Case No. 2007-00215 (Ky. PSC July 23, 2007), the Commission held that it need not approve an express exemption under KRS 278.512(2) from the requirements of KRS 278.535 and KRS 278.542 for a similar transfer.

¹⁰ *Exemptions for Providers of Local Exchange Service Other Than Incumbent Local Exchange Carriers*, Admin. Case No. 359 (Ky. Pub. Serv. Comm'n June 21, 1996); *Exemptions for Providers of Local Exchange Service Other Than Incumbent Local Exchange Carriers*, Admin. Case No. 370 (Ky. Pub. Serv. Comm'n Jan. 8, 1998).

IV. REQUEST FOR APPROVAL UNDER KRS 278.020(6)

Applicants respectfully request that the Commission approve the *Pro Forma* Transfer pursuant to KRS 278.020(6) to the extent required. KRS 278.020(6) 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* Transfer clearly satisfies this criteria. Kinetic ABS is under common control with the ILEC Asset Transferors and is managed by the same experienced management team currently overseeing the ILEC Asset Transferors’ operations in Kentucky.¹¹ Following the *Pro Forma* Transfer, the Applicants will be managed by this same experienced management team and continue to provide the same services to customers, on the same rates and terms and through the same customer service, technical, and operational personnel. The *Pro Forma* Transfer will therefore be seamless to the Applicants’ customers and will not cause any disruption to or otherwise negatively impact the customers’ services. In addition, the *Pro Forma* Transfer will allow Applicants to leverage shared infrastructure for more efficient service delivery through an expanded fiber network that will support enhanced broadband services and improved service reliability for customers across the entire footprint.

The *Pro Forma* Transfer will allow the Applicants to become more effective competitors in this competitive telecommunications industry and continue to support services provided to unserved and underserved rural areas in the state. The *Pro Forma* Transfer will strengthen the Applicants’ financial position by creating operational efficiencies synergies, enabling greater investment in network infrastructure improvements and expansion. The *Pro Forma* Transfer will

¹¹ In addition, because the ILEC Asset Transferors and Kinetic ABS are under common control, to the extent the KRS 278.020(7) would have otherwise applied to the *Pro Forma* Transfer, the transfer is exempt from the pre-approval requirements of that section pursuant to KRS 278.020(8)(b). See also *In re Application of Windstream Kentucky East, LLC and Windstream Kentucky West, LLC for a Declaratory Ruling* at 7 n.29, Order, Case No. 2014-00283 (Ky. PSC Dec. 4, 2014) (agreeing that approval of a similar asset transfer was not required under section 278.020(6)—the predecessor to section 278.020(7)—“which provides for a narrower definition of ‘control’”).

also benefit the financial positions of other Uniti Group operating entities, allowing such parties to continue to effectively compete in the telecommunications market, especially against larger providers and in rural and underserved markets where competition is generally more limited.

V. COMPLIANCE WITH 807 KAR 5:001

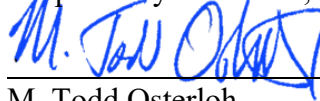
Regulation	Requirement	Pertinent Joint Application Location
807 KAR 5:001, Sec. 14(1)	Full name, mailing address, and electronic mail address of applicants.	Section II.
807 KAR 5:001, Sec. 14(1)	Full statement of facts upon which the application is based.	<i>Passim.</i>
807 KAR 5:001, Sec. 14(1)	Request for relief sought.	Section VI.
807 KAR 5:001, Sec. 14(2)	If the applicant is a corporation.	N/A.
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 that the Commission enter an Order granting the *Pro Forma* Transfer.

Dated this 26th day of September 2025.

Respectfully submitted,



M. Todd Osterloh
Rebecca C. Price
Sturgill, Turner, Barker & Moloney, PLLC
333 West Vine Street, Ste. 1500
Lexington, KY 40507
Tel.: (859) 255-8581
Fax: (859) 231-0851
tosterloh@sturgillturner.com
rprice@sturgillturner.com

Counsel for the Applicants

EXHIBIT A
Asset Transfer Exchanges

AUGUSTA	LEBANON
ALBANY	LIBERTY
ASHLAND	LANCASTER
BEREA	LEATHERWOOD
BROOKSVILLE	LEWISBURG
BRADSFORDVILLE	MEADS
BRYANTSVILLE	MANCHESTER
CUMBERLAND	MOREHEAD
CATLETTSBURG	MT WASHINGTON
DOVER	NICHOLASVILLE
EUBANK	OLIVE HILL
EAST BERNSTADT	ONEIDA
EVARTS	OWINGSVILLE
EWING	PAINT LICK
MONTICELLO	RUSSELL
FLEMINGSBURG	SHARPSBURG
FERNLEAF	SHEPHERDSVILLE
GERMANTOWN	SALT LICK
GREENUP	TOLLESBORO
GRAYSON	VICCO
HILLSBORO	VANCEBURG
HUSTONVILLE	WASHINGTON
HAZARD	WILMORE
IRVINE	ZONETON
JOHNSVILLE	

EXHIBIT B

Sample Customer Notice

Dear Valued Customer,

We are writing to let you know about an upcoming administrative change to your services.

Your current local service provider, [Current Local Carrier Legal Name], and your current long-distance service provider, [Current Long-Distance Carrier Legal Name], are transferring certain customers to Kinetic ABS KY LLC. As a result, your local and long-distance telephone service will transfer from [Current Carrier/Brand] to Kinetic ABS KY LLC on or after [DATE].

What stays the same

- No action is required by you. Your service will continue without interruption.
- Your current phone number(s), plan, rates, features, and the terms and conditions of your service will not change as a result of this transfer.
- There is no charge to you for this transfer, and you will not be charged any early termination fee because of the transfer.
- Your sales, customer service, and billing contacts will be the same before, during, and after the transfer.

What will look different

- After the transfer, your bill will show Kinetic ABS KY LLC as your service provider. The bill layout may change slightly, but your total charges and due dates will remain the same unless we notify you otherwise.
- Mailed payments: The remittance address for mailed payments will change as part of this transfer. Please use the payment coupon from your bill and mail payments to the new “Remit To” address shown on your statement after the transfer. If you don’t have the coupon, include your account number on your check or money order to ensure proper credit.
- Online, phone, and auto-pay payment methods will remain the same.

Your choice of carrier

- You may choose a different provider for your local and/or long-distance service at any time. If you wish to do so before the transfer, please contact the carrier of your choice as soon as possible to avoid overlapping with the scheduled transfer date. While there is no charge for the transfer to Kinetic, another provider may charge its own installation, activation, or carrier-change fees.

Preferred carrier freezes

- Under Federal Communications Commission rules, any preferred carrier “freezes” you may have placed on your account to block changes to your local and/or long-distance provider will be lifted to complete this transfer. After the transfer, you can reinstate a freeze at any time by contacting Kinetic at (800) 347-1991.

We're here to help

- For questions before, during, or after the transfer:
 - Email us at: [Email]
 - Call us at: (800) 347-1991

Thank you for being our customer. We look forward to continuing to provide you with reliable, high-quality service.

Sincerely,
Windstream & Kinetic

VERIFICATION

STATE OF ARKANSAS §
 §
COUNTY OF PULASKI §

My name is Nicole Winters. I am Senior Director – Regulatory Counsel of Windstream Services, LLC (together with its subsidiaries, “Kinetic”), the parent of the Kinetic ABS KY LLC and ILEC Asset Transferors (as defined in the Application) including Windstream 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 Kinetic ABS KY LLC and ILEC Asset Transferors are true and correct to the best of my knowledge, information, and belief.



Signature

Nicole Winters

Typed or Printed Name

SWORN TO AND SUBSCRIBED before me on the 25 day of Sept, 2025.

My commission expires: _____

