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**Danielle Burt**

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June 6, 2018

**VIA OVERNIGHT COURIER**

Jeff Derouen, Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602-8294

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JUN 07 2018

PUBLIC SERVICE  
COMMISSION

**Re: Notification Regarding the Proposed Direct Transfer of Control of an  
Authorized Telecommunications Provider**

Dear Mr. Derouen:

By this letter, American Telephone Company LLC ("ATC") and Windstream Services, LLC ("Windstream Services") (together, the "Parties") notify the Commission of a transaction whereby Windstream Services will acquire direct control of ATC. As Commission approval is not required to complete the transaction described herein,<sup>1</sup> the Parties respectfully submit this notice for informational purposes.

**Description of the Company**

**A. Windstream Companies**

Windstream Services is a Delaware limited liability company and a wholly owned subsidiary of Windstream Holdings, Inc. ("Windstream"). Windstream is a Delaware corporation headquartered at 4001 Rodney Par-ham Road, Little Rock, Arkansas 72212, 501-748-7000. It is a publicly traded (NASDAQ: WIN) Fortune 500 leading provider of advanced network communications and technology solutions for consumers, businesses, enterprise organizations and wholesale customers. Windstream functions as a holding company and does not provide telecommunications services or hold any telecommunications licenses in its own right. Through its wholly owned subsidiary, Windstream Services, with addresses at the same location as Windstream, it owns and operates a number of licensed telecommunications providers in all states and the District of Columbia, many of which also hold authority from the Federal Communications Commission ("FCC") to provide domestic interstate and international

<sup>1</sup> See 807 KAR 5:011, Section 11. See also, Admin. Case No. 359, Order, issued June 21, 1996 and Admin. Case No. 370, Order, issued January 8, 1997.

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telecommunications services. A list of authorizations to provide telecommunications services in Massachusetts held by Windstream's regulated subsidiaries are identified in **Exhibit A**.

Windstream's combined operations currently have approximately 2.1 million access lines and approximately \$5.39 billion in annual revenues nationwide as of the year end FY2017.<sup>2</sup> Additional information regarding Windstream, including its most recent SEC Forms 10-K and 10-Q, as filed with the Securities and Exchange Commission, is available at <http://investor.windstream.com/investors/index.cfm>.

## **B. American Telephone Company LLC**

ATC is a privately-held New York limited liability company with principal offices located at 1600 Calebs Path Extension, Suite 203, Hauppauge, NY 11788. Presently, ATC is owned by Telecom Consulting Services, Inc. (32%), Global Communication Group Inc. (32%), Corporate Edge Consulting Inc. (5%), Double D, LLC (26%), and Basil Stepanov (5%) (collectively, the "Sellers").

ATC provides a broad array of telecommunications solutions including voice, data, internet, VoIP and hosted PBX. In Kentucky, ATC is authorized to provide resold interexchange services pursuant to Utility ID 5179180 and resold competitive local exchange services pursuant to Utility ID 5056520.

### **Contacts**

For the purposes of this filing, contacts are as follows:

**For Windstream Services:**

Russell M. Blau  
Danielle Burt  
Morgan, Lewis & Bockius LLP  
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[russell.blau@morganlewis.com](mailto:russell.blau@morganlewis.com)  
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**For ATC:**

Andrew Klein  
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<sup>2</sup> Windstream's most recent quarterly financial report is available at: <http://abea-43pyvw.client.shareholder.com/investors/>.

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June 6, 2018  
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and:

Cesar Caballero  
Windstream Communications  
4001 Rodney Parham Road  
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Little Rock, AR 72212  
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501-748-7996 (Fax)  
[cesar.caballero@windstream.com](mailto:cesar.caballero@windstream.com)

and:

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American Telephone Company LLC  
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212-920-3055  
[leog@getatc.com](mailto:leog@getatc.com)

### **Description of the Transaction**

On May 30, 2018, Windstream Services, ATC, Sellers, and the individual owners of Sellers entered into a Membership Interest Purchase Agreement (the "Agreement") pursuant to which, among other things, Windstream Services will acquire all of the membership interests of ATC, and ATC will become a direct subsidiary of Windstream Services and an indirect subsidiary of Windstream (the "Transaction"). As a result of the Transaction, Windstream will be the new ultimate parent company of ATC. This change in ultimate control to Windstream does not involve a transfer of operating authority, assets or customers, and the Transaction is expected to be virtually seamless to end user customers. The current customers of ATC will remain customers of ATC following the Transaction. Accordingly, customers will continue to enjoy the same rates, terms and conditions of service as they do prior to closing.<sup>3</sup> Immediately following consummation of the Transaction, ATC will continue to offer the same services, rates, terms and conditions pursuant to its existing authorization, and the only material change resulting from the Transaction will be that ATC ultimately will be indirectly owned by Windstream, and subsequently may change its name to reflect the "Windstream" brand.

Diagrams demonstrating the Transaction are appended hereto as **Exhibit B**.

\* \* \* \*

An original and four (4) copies of this notification letter are enclosed. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Russell M. Blau  
Danielle Burt

Counsel for Windstream Services, LLC

<sup>3</sup> Any subsequent changes made through the ordinary course of business will be made pursuant to contract and any applicable regulatory approval, tariffing, or similar processes.

## **Exhibit A**

### **Windstream Subsidiaries' Authorizations in the State of Kentucky**

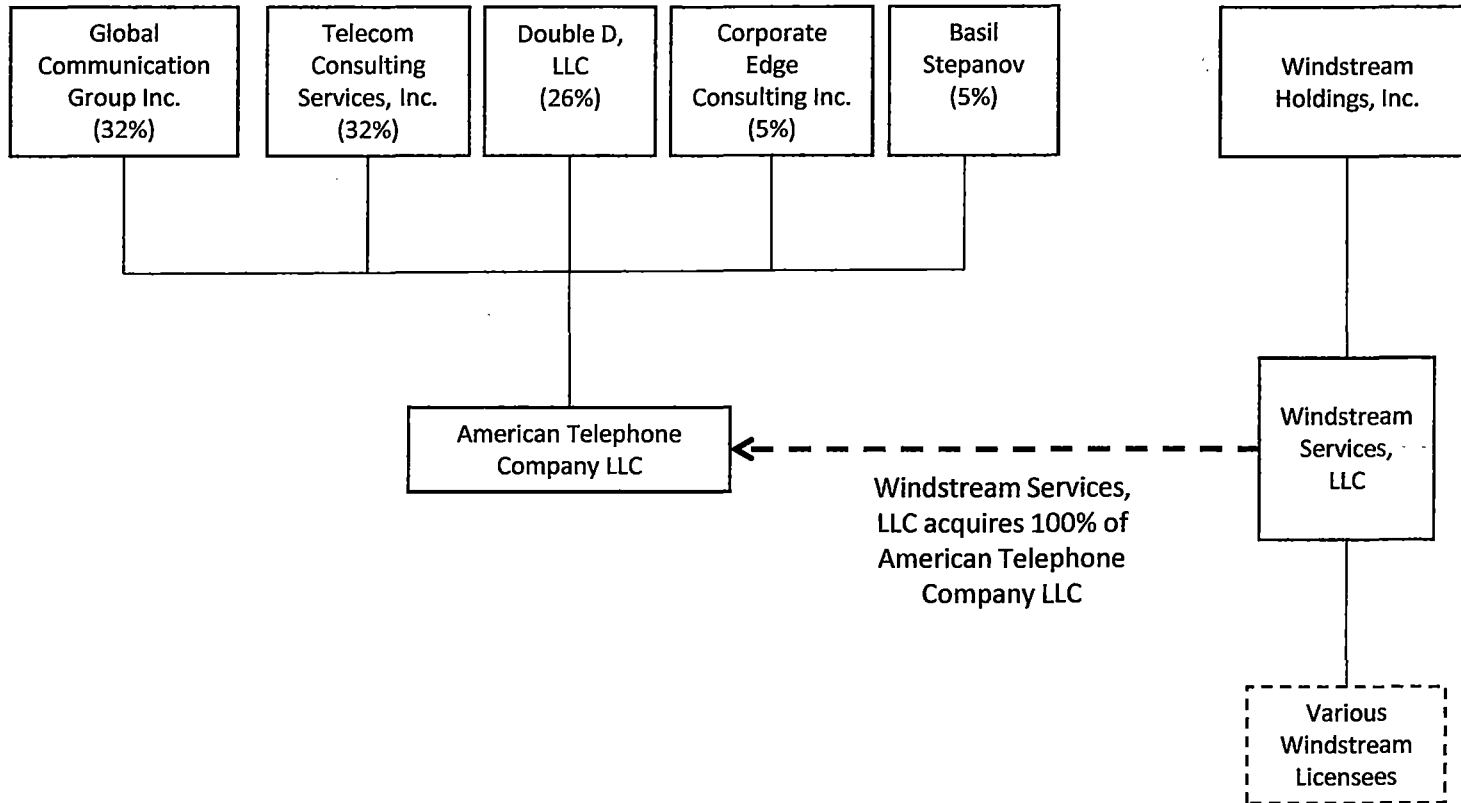
1. Network Telephone, LLC is authorized to provide local exchange services pursuant to Utility ID 5007600 and interexchange services pursuant to Utility ID 22250076.
2. Paetec Communications, LLC is authorized to provide local exchange services pursuant to Utility ID 22251445 and interexchange services pursuant to Utility ID 5144500.
3. Talk America, LLC is authorized to provide local exchange services pursuant to Utility ID 5051890, interexchange services pursuant to Utility ID 5100700, and operator services pursuant to Utility ID 22251007.
4. The Other Phone Company, LLC is authorized to provide local exchange services pursuant to Utility ID 5010600 and interexchange services pursuant to Utility ID 22250106.
5. US LEC of Tennessee, LLC is authorized to provide local exchange services pursuant to Utility ID 5050370, interexchange services pursuant to Utility ID 22205037, and operator services pursuant to Utility ID 33305037.
6. Windstream Communications, LLC is authorized to provide local exchange services pursuant to Utility ID 33351184, interexchange services pursuant to Utility ID 5118400, and operator services pursuant to Utility ID 22251184.
7. Windstream KDL, LLC is authorized to provide local exchange services pursuant to Utility ID 22251009 and interexchange services pursuant to Utility ID 5100900.
8. Windstream Kentucky East, LLC is authorized to provide incumbent local exchange services pursuant to Utility ID 5022700.
9. Windstream Kentucky West, LLC is authorized to provide incumbent local exchange services pursuant to Utility ID 11000.
10. Windstream Norlight, LLC is authorized to provide local exchange services pursuant to Utility ID 22213700, interexchange services pursuant to Utility ID 13700, and operator services pursuant to Utility ID 33313700.
11. Windstream NTI, LLC is authorized to provide local exchange services pursuant to Utility ID 5056180 and interexchange services pursuant to Utility ID 5177600.
12. Windstream NuVox, LLC is authorized to provide local exchange services pursuant to Utility ID 5005500 and interexchange services pursuant to Utility ID 22250055.
13. Business Telecom, LLC is authorized to provide competitive local exchange services pursuant to Utility ID 22251011 and long distance services pursuant to Utility ID 5101100.
14. CTC Communications Corp. is authorized to provide long distance services pursuant to Utility ID 5144700 and paging services pursuant to Utility ID 4001900.

15. DeltaCom, LLC is authorized to provide competitive local exchange services pursuant to Utility ID 22251072 and long distance services pursuant to Utility ID 5107200.
16. EarthLink Business, LLC, is authorized to provide competitive local exchange services pursuant to Utility ID 5050800 and long distance services pursuant to Utility ID 22250580.
17. EarthLink Carrier, LLC is authorized to provide long distance services pursuant to Utility ID 5108200 and operator services pursuant to Utility ID 22251082.
18. Broadview Networks, a New York corporation, is authorized to provide long distance services pursuant to Utility ID 5177100 and competitive local exchange services pursuant to Utility ID 5056480.

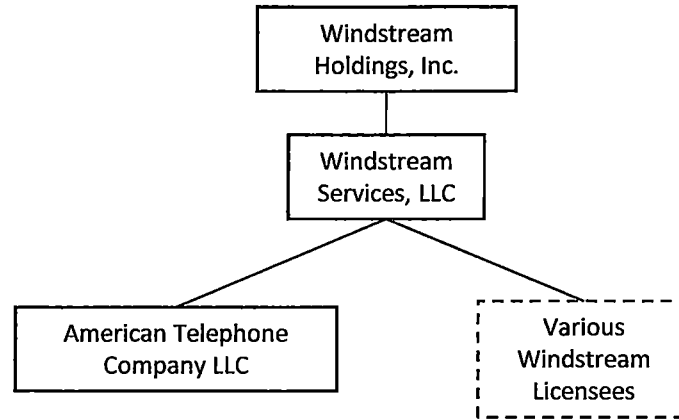
**EXHIBIT B**

**Pre- and Post-Transaction Charts**

# Pre-Transaction Structure Chart



# Post-Transaction Structure Chart



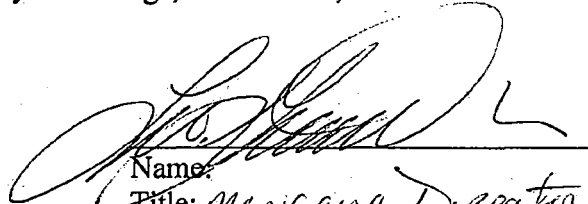


STATE OF NEW YORK  
COUNTY OF SUFFOLK

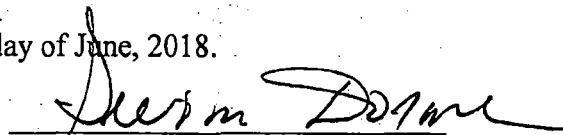
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**VERIFICATION**

I, Leo Giaroni, state that I am the Managing Director of American Telephone Company LLC ("ATC"); that I am authorized to make this Verification on behalf of ATC; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to ATC are true and correct to the best of my knowledge, information, and belief.

  
Name: \_\_\_\_\_  
Title: Managing Director  
American Telephone Company LLC

Sworn and subscribed before me this 5 day of June, 2018.

  
Notary Public

My commission expires 4-18-2021

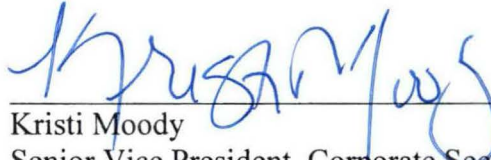
Sevim Donmez  
Notary Public- State of New York  
No. 01D06125349  
Qualified in Suffolk County  
My Commission Expires April 18, 2021

STATE OF ARKANSAS  
COUNTY OF PULASKI

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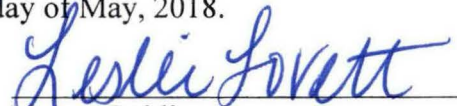
**VERIFICATION**

I, Kristi Moody, state that I am Senior Vice President, Corporate Secretary and General Counsel of Windstream Holdings, Inc.; that I am authorized to make this Verification on behalf of Windstream Holdings, Inc. and its subsidiaries; that the foregoing filing was prepared under my direct and supervision; and that the contents with respect to Windstream Holdings, Inc. and its subsidiaries are true and correct to the best of my knowledge, information, and belief.



Kristi Moody  
Senior Vice President, Corporate Secretary  
and General Counsel  
Windstream Holdings, Inc.

Sworn and subscribed before me this 20th day of May, 2018.

  
Notary Public

My commission expires \_\_\_\_\_

