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May 1, 2013

VIA HAND DELIVERY

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
P.O. Box 3265
Harrisburg, PA 17105-3265

In re: Joint Application of:

Cavalier Telephone Mid-Atlantic, LLC, Docket No. A-2013-_____
Intellifiber Networks, Inc., Docket No. A-2013-_____
LDMI Telecommunications, Inc., Docket No. A-2013-_____
McLeodUSA Telecommunications Services, LLC, Docket No. A-2013-_____
Paetec Communications, Inc., Docket No. A-2013-_____
Talk America, Inc., Docket No. A-2013-_____
US LEC of Pennsylvania, LLC, Docket No. A-2013-_____
Windstream Buffalo Valley, Inc., Docket No. A-2013-_____
Windstream Communications, Inc., Docket No. A-2013-_____
Windstream Conestoga, Inc., Docket No. A-2013-_____
Windstream D&E Systems, Inc., Docket No. A-2013-_____
Windstream D&E, Inc., Docket No. A-2013-_____
Windstream KDL, Inc., Docket No. A-2013-_____
Windstream Norlight, Inc., Docket No. A-2013-_____
Windstream NTI, Inc., Docket No. A-2013-_____
Windstream Pennsylvania, LLC, Docket No. A-2013-_____
and Windstream Corporation, Docket No. A-2013-_____

Dear Secretary Chiavetta:

Enclosed for filing, please find an original and 16 copies of the Joint Pro Forma Transaction Application. Also enclosed is our check in the amount of \$350.00.

Very truly yours,

THOMAS, LONG, NIESEN & KENNARD

By


Norman J. Kennard

Enclosures

cc: Certificate of Service

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of	:	
	:	
Cavalier Telephone Mid-Atlantic, LLC,	:	Docket No. A-2013- <hr/>
Intellifiber Networks, Inc.,	:	Docket No. A-2013- <hr/>
LDMI Telecommunications, Inc.,	:	Docket No. A-2013- <hr/>
McLeodUSA Telecommunications Services, LLC,	:	Docket No. A-2013- <hr/>
Paetec Communications, Inc.,	:	Docket No. A-2013- <hr/>
Talk America, Inc.,	:	Docket No. A-2013- <hr/>
US LEC of Pennsylvania, LLC,	:	Docket No. A-2013- <hr/>
Windstream Buffalo Valley, Inc.,	:	Docket No. A-2013- <hr/>
Windstream Communications, Inc.,	:	Docket No. A-2013- <hr/>
Windstream Conestoga, Inc.,	:	Docket No. A-2013- <hr/>
Windstream D&E Systems, Inc.,	:	Docket No. A-2013- <hr/>
Windstream D&E, Inc.,	:	Docket No. A-2013- <hr/>
Windstream KDL, Inc.,	:	Docket No. A-2013- <hr/>
Windstream Norlight, Inc.,	:	Docket No. A-2013- <hr/>
Windstream NTI, Inc.,	:	Docket No. A-2013- <hr/>
Windstream Pennsylvania, LLC	:	Docket No. A-2013- <hr/>
and	:	
Windstream Corporation	:	
	:	
For Authority to Complete A Certain	:	
<i>Pro Forma</i> Intra-Corporate Transaction	:	

JOINT PRO FORMA TRANSACTION APPLICATION

TO THE HONORABLE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

Cavalier Telephone Mid-Atlantic, LLC, Intellifiber Networks, Inc., LDMI Telecommunications, Inc., McLeodUSA Telecommunications Services, LLC, Paetec Communications, Inc., Talk America, Inc., US LEC of Pennsylvania, LLC, Windstream Buffalo Valley, Inc., Windstream Communications, Inc., Windstream Conestoga, Inc., Windstream D&E Systems, Inc., Windstream D&E, Inc., Windstream KDL, Inc., Windstream Norlight, Inc., Windstream NTI, Inc., Windstream Pennsylvania, LLC (collectively, “Windstream Licensees”)

and Windstream Corporation (“Windstream”) (Windstream and Windstream Licensees, collectively, “Applicants”), by their undersigned counsel and pursuant to Sections 1102 and 1103 of the Pennsylvania Public Utility Code, 66 Pa.C.S. §§ 1102 and 1103, and the Commission’s Statement of Policy – Utility Stock Transfers Under 66 Pa.C.S. § 1102(a)(3), 52 Pa. Code §69.901 and its Abbreviated Procedures for Review and Approval of Transfer of Control For Telecommunications Public Utilities, 52 Pa. Code § 63.324 and any other applicable rules of the Pennsylvania Public Utility Commission (“Commission”), respectfully request authority from the Commission, to the extent required, for Applicants to undertake an intra-corporate transaction (the “Transaction”) that will insert a new holding corporation, Windstream Holdings, Inc. (“WHI”), into the ownership chain above Windstream (the current parent holding company of the Windstream Licensees). Specifically, Applicants seek approval as a Pro Forma Transaction under the Commission’s rules set forth at 52 Pa. Code § 63.325.

Under the proposed Transaction, the current parent company, Windstream, will become a wholly owned subsidiary of WHI, a new corporate holding company. The only difference is that the Windstream Licensees will be held through a slightly-modified corporate ownership structure, and they will ultimately be indirectly owned by the same shareholders as before the Transaction. Thus, there will be no change whatsoever in the Windstream Licensees’ “Controlling Interest” as defined at 52 Pa. Code § 63.222.

Organization charts illustrating the proposed *pro forma* intra-corporate transaction insofar as it relates to the Windstream Licensees are appended hereto as **Exhibit A**. As described more fully below, the Transaction will establish a revised holding company structure that will provide the Windstream family of companies with a number of benefits including a more efficient capital

structure and more efficient access to capital markets. In support of this filing, the Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

Windstream Corporation, a Delaware corporation headquartered at 4001 Rodney Parham Road, Little Rock, Arkansas 72212, (501) 748-7000, is a publicly traded (Nasdaq: WIN) S&P 500 diversified communications and entertainment company. Windstream's subsidiaries provide local and long distance telephone services, data hosting services, broadband and high-speed data services and video services to customers throughout the United States. Together, Windstream's operations currently have approximately 3.4 million connections (*i.e.*, voice lines, high-speed Internet lines, digital television customers) and approximately \$6 billion in annual revenues. More information about Windstream and its operations can be found at www.windstream.com/about.

Windstream does not provide telecommunications services in its own right. It owns and operates a number of licensed telecommunications providers in all states and the District of Columbia, except Alaska, many of which also hold authority from the Federal Communications Commission ("FCC") to provide domestic interstate and international telecommunications services. In Pennsylvania, Windstream's regulated subsidiaries hold the following authorizations:

1. Cavalier Telephone Mid-Atlantic, LLC is authorized to provide local exchange and switched access services, interexchange services, and competitive access services pursuant to Commission authority in Docket A-310838.
2. Intellifiber Networks, Inc. is authorized to provide local exchange service, interexchange service and competitive access service pursuant to Commission authority in Docket A-31112.

3. LDMI Telecommunications, Inc. is authorized to provide interexchange service pursuant to Commission authority in Docket A-310538.
4. McLeodUSA Telecommunications Services, LLC is authorized to provide interexchange service pursuant to Commission authority in Docket A-310456.
5. Paetec Communications, Inc. is authorized to provide is authorized to provide local exchange services, interexchange service and competitive access services pursuant to Commission authority in Docket A-310743.
6. Talk America, Inc. is authorized to provide local exchange service and interexchange service pursuant to Commission authority in Docket A-310018.
7. US LEC of Pennsylvania, LLC is authorized to provide local exchange service and interexchange service pursuant to Commission authority in Docket A-310814.
8. Windstream Buffalo Valley, Inc. is an incumbent local exchange carrier authorized to provide services pursuant to Commission authority in Docket A-310369.
9. Windstream Communications, Inc. is authorized to provide local exchange and interexchange service pursuant to Commission authority in Docket A-311402.
10. Windstream Conestoga, Inc. an incumbent local exchange carrier authorized to provide services pursuant to Commission authority in Docket A-310850.
11. Windstream D&E Systems, Inc. is authorized to provide local exchange service and competitive access services pursuant to Commission authority in Docket A-310738.
12. Windstream D&E, Inc. is an incumbent local exchange carrier authorized to provide services pursuant to Commission authority in Docket A-311050.
13. Windstream KDL, Inc. is authorized to provide local exchange services, interexchange service and competitive access services pursuant to Commission authority in Docket A-311413.
14. Windstream Norlight, Inc. is authorized to provide interexchange services pursuant to Commission authority in Docket A-2008-2043652.
15. Windstream NTI, Inc. is authorized to provide interexchange services pursuant to Commission authority in Docket A-310573.
16. Windstream Pennsylvania, LLC is an incumbent local exchange carrier authorized to provide services pursuant to Commission authority in Docket A-312050.

Exhibit A illustrates the current and post-transaction corporate structure of Windstream's regulated subsidiaries in Pennsylvania. A copy of Windstream's consolidated financial statements is available in its most-recent 8-K.¹ After the Transaction is undertaken, the Applicants will remain well-qualified to provide service to their customers, and their operations will continue to be overseen by the same well-qualified Windstream management team with substantial telecommunications experience and technical expertise. Management biographies for Windstream's executive team are attached hereto as **Exhibit B**.

II. DESCRIPTION OF THE PRO FORMA TRANSACTION

The *Pro Forma* Transaction will involve the insertion of a new holding corporation, Windstream Holdings, Inc., into the ownership chain above Windstream (the current parent holding company of the Windstream Licensees) (the "Transaction").

In order to effectuate the Transaction, three steps are necessary. In Step 1, Windstream will form a wholly owned subsidiary, Windstream Holdings Inc., which will be a Delaware corporation; in Step 2, Windstream Holdings, Inc. will form a wholly owned subsidiary, Mergerco, which will be a Delaware corporation; in Step 3 Mergerco will merge with and into Windstream, with Windstream as the surviving corporation and a wholly owned subsidiary of Windstream Holdings, Inc. (*See Exhibit A for a chart illustrating the Transaction*).

As a result of the Transaction, Windstream will effectuate the insertion of a new publicly traded holding company at the top of the ownership chain. At the time of the Transaction, the existing shares of Windstream stock (which are publicly traded) will be converted into shares of WHI stock on a one-for-one basis. Thus, the existing shareholders of Windstream will become the shareholders of WHI after the Transaction takes place, *in the same amounts and percentages*

¹ Windstream's most recent 8-K (Feb. 19, 2013) is available on the SEC's website at: <http://www.sec.gov/Archives/edgar/data/1282266/000128226613000017/0001282266-13-000017-index.htm>.

as they hold prior to the Transaction. The Transaction will not result in any change in the ultimate voting interest in the Windstream Licensees. Current Windstream shareholders will continue to hold the same level of indirect ownership in the Windstream Licensees as they did prior to the Transaction, albeit through a new holding company. As such, the Transaction is purely *pro forma* in nature.

In addition, the “shared” corporate operations and other service functions currently handled by Windstream Communications Inc. (“WCI”) on behalf of other Windstream operating subsidiaries, including the Windstream Licensees, such as shared service corporate employees (including accounting, treasury, finance, tax, regulatory, legal, human resources, and marketing support functions), shared contracting functions, centralized procurement, will be transferred and migrated from WCI to Windstream and as a result will be more appropriately performed by the corporate parent of the operating companies instead of by a “sister” operating company as they are today.² (As shown on Exhibit A, WCI is currently a direct subsidiary of Windstream, and therefore a “sister” entity to the Windstream Licensees.) In addition to serving as the shared service entity that employs shared service corporate employees and performs shared services on behalf of other operating companies, WCI holds licenses and provides certain interexchange and other services. Only the shared corporate services will be assigned to Windstream; the telecommunications operations and licenses currently held by WCI, including those in Pennsylvania, and the assets used to perform telecommunications services pursuant to those licenses, will remain with WCI following the *Pro Forma* Transaction.

² Windstream Licensees will provide an affiliated interest agreement with the Commission by notice filing as contemplated under Chapter 30 after the transaction was been closed.

III. PUBLIC INTEREST CONSIDERATIONS

In Pennsylvania, the standard for approval of applications filed with the Commission pursuant to 66 Pa. C.S. §§ 1102 and 1103 is a determination that: “such certificate is necessary or proper for the service, accommodation, convenience, or safety of the public.”³ The Pennsylvania PUC must find that the proposed transaction affirmatively benefits the “service, accommodation, convenience, or safety of the public.”⁴ *City of York v. Pennsylvania Public Utility Commission*, 295 A.2d 825 (Pa. 1972). As set forth below, the Transaction meets this standard.

The net effect of the Transaction will be that the stock of the Windstream Licensees, which is today held by Windstream Corporation as the parent and a publicly-traded entity, will instead be held by Windstream as a first-tier subsidiary of WHI, the new publicly-traded entity. The stockholders of Windstream Corporation at the time of the Transaction will become stockholders of WHI; current officers and employees of Windstream Corporation will become the officers and employees of WHI; and WHI will be the sole holder of equity interests in Windstream. Thus, WHI shareholders will have the power to control the voting of stock in the Windstream Licensees, just as Windstream shareholders do today. There will be no change in the voting stock control of any of the Windstream Licensees, no change in the membership of their boards of directors or in the management of their operations, and no change in their capital structure. The Windstream Licensees will remain well-qualified to provide service to their customers, and their operations will continue to be overseen by their existing management teams. The retail and wholesale services provided by the Windstream Licensees and the rates, terms and conditions of those services will not change as a result of the Transaction, and the Pennsylvania customers of the Windstream Licensees will not be affected in any way by the Transaction.

³ 66 Pa. C.S. § 1103

⁴ See *City of York v. Pennsylvania Public Utility Commission*, 295 A.2d 825 (Pa. 1972).

Moreover, the Transaction will not impact any collective bargaining arrangements with any organized labor group. With the exception of the transfer of certain shared operations and corporate employees, none of whom are collective bargaining employees, from WCI to Windstream, the Transaction will be undertaken solely at the holding company level of the Windstream organization above the Windstream Licensees. The Transaction will not affect employee headcount in the Windstream family of companies.

The proposed reorganization of Windstream's corporate structure will provide the company with greater flexibility for future equity and debt transactions, which will increase its access to capital and benefit the Windstream Licensees and their customers. After the Transaction, Windstream (as a second tier company) will be the legal successor of the current parent company's existing obligations, including debt.⁵ Moreover, the provision of shared services for the benefit of multiple operating subsidiaries is more appropriately undertaken in an intermediate parent holding company entity below the public company entity and by a "parent" rather than a "sister" operating entity, and the creation of WHI and assignment of shared services functions to Windstream will accomplish that structure. Because WCI is not a guarantor of outstanding Windstream debt, transferring the shared corporate operations functions to Windstream will give the latter entity's creditors additional security for their debt, which the company anticipates will allow it to obtain debt capital in future on more favorable terms. These changes also will give WHI more flexibility to structure future transactions so as to obtain the most favorable tax and accounting treatment.

In sum, these corporate structure changes will increase the overall company's efficiency and make it more attractive to potential creditors, which should improve its access to debt and

⁵ The Transaction will neither increase nor decrease any outstanding financial obligations of the Windstream Licensees.

equity capital. This, in turn, will enable both the holding company and its operating subsidiaries to keep their cost of capital low, which is important in a time of declining line counts and decreasing operating revenues in the ILEC Windstream Licensees.

IV. REQUIRED INFORMATION PURSUANT TO 52 PA. CODE § 63.325(d)

1. Name, address and telephone number of each party or applicant to the transaction:

4001 Rodney Parham Road
Little Rock, Arkansas 72212
Telephone number: 501-748-7000

2. Government, state or territory under the laws of which each corporate or partnership applicant to the transaction is organized:

Cavalier Telephone Mid-Atlantic, LLC is a Delaware limited liability company.
Intellifiber Networks, Inc., is a Virginia corporation.
LDMI Telecommunications, Inc. is a Michigan corporation.
McLeodUSA Telecommunications Services, LLC is an Iowa limited liability company.
Paetec Communications, Inc. is a Delaware corporation.
Talk America, Inc. is a Pennsylvania corporation.
US LEC of Pennsylvania, LLC is a North Carolina limited liability company.
Windstream Buffalo Valley, Inc. is a Pennsylvania corporation.
Windstream Communications, Inc. is a Delaware corporation.
Windstream Conestoga, Inc. is a Pennsylvania corporation.
Windstream D&E Systems, Inc. is a Delaware corporation.
Windstream D&E, Inc. is a Pennsylvania corporation.
Windstream KDL, Inc. is a Kentucky corporation.
Windstream Norlight, Inc. is a Kentucky corporation.
Windstream NTI, Inc. is a Wisconsin corporation.
Windstream Pennsylvania, LLC is a Delaware limited liability company.
Windstream Corporation is a Delaware corporation.

3. The name, title, post office address and telephone number of the officer or contact point, including legal counsel in this Commonwealth, to whom correspondence concerning the transaction is to be addressed:

Norman J. Kennard
Thomas, Long, Niesen & Kennard
212 Locust Street, Suite 500
Post Office Box 9500
Harrisburg, PA 17108

717-255-7600 (Tel)
717-236-8278 (Fax)
nkennard@thomaslonglaw.com

With a copy to:

Jean L. Kiddoo
Russell M. Blau
Jeffrey R. Strenkowski
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
202-373-6000 (Tel)
202-373-6001 (Fax)
jean.kiddoo@bingham.com
russell.blau@bingham.com
jeffrey.strenkowski@bingham.com

and:

Cesar Caballero
Windstream Communications
4001 Rodney Parham Rd.
Mailstop: 1170-B1F03-53A
Little Rock, AR 72212
501-748-7142 (Tel)
501-748-7996 (Fax)
cesar.caballero@windstream.com

4. The name, address, citizenship and principal place of business any person, party or entity that directly or indirectly owns more than 20% of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest 1%):

The Windstream Licensees are wholly-owned (100%) direct and indirect subsidiaries of Windstream. Windstream is a publicly-traded Delaware corporation (NASDAQ Exchange: WIN). As a publicly-traded company, there currently are no “20% or greater” shareholders, nor will there be any such shareholders in WHI after the consummation of the Transaction.

5. A summary description of the transaction:

See Section II above.

6. A summary of the services and the service territories in this Commonwealth that will be affected by the transaction:

Customers of the Windstream Licensees will remain customers of those entities and will not experience any changes in their rates, terms, and conditions of service as a result of the Transaction. The Windstream Licensees operate throughout the Commonwealth of Pennsylvania as local exchange, competitive access, and interexchange service providers. Windstream, through its various operating subsidiaries is authorized to provide telecommunications services in the District of Columbia and 49 states, including Pennsylvania, and hold licenses with the FCC to provide domestic interstate and/or international telecommunications services.

7. A verified statement as to how the transaction fits into one or more of the categories subject to the pro forma rule for notification:

The Transaction falls into the *Pro Forma* transaction category under § 52 Pa. Code §§ 63.325(a)(2) as a transaction resulting in the transfer of less than 20% of the direct or indirect control of an applicant.

8. Identification of other transactions related to the transaction:

There are no jurisdictional financing or other transactions being undertaken as part of the Transaction described in this Application.

9. A verified statement whether the transaction warrants special consideration because either party to the transaction is facing imminent business failure:

The Transaction does not warrant special consideration because any party is facing imminent business failure.

10. Identification of a separately filed waiver request sought in conjunction with the transaction:

No waiver is sought in conjunction with the Transaction.

11. A verified statement containing facts and allegations establishing:

(i) For a merger or similar transaction, how the transaction will affirmatively promote the service, accommodation, convenience, or safety of the public in some substantial way as required by State law.

(ii) Findings that approval for a transaction subject to 66 Pa.C.S. 1103(a) (relating to procedure to obtain certificates of public convenience) is necessary or proper for the service, accommodation, convenience, or safety of the public.

(iii) The impact of the transaction on competition.

As discussed above, the Transaction will not change the way that the Windstream Licensees currently operate. The Windstream Licensees will remain well-qualified to provide service to their customers, and their operations will continue to be overseen by their existing management teams. The retail and wholesale services provided by the Windstream Licensees and the rates, terms and conditions of those services will not change as a result of the Transaction, and the services provided to Pennsylvania customers of the Windstream Licensees will not be affected in any way by the Transaction.

However, the Transaction will affirmatively promote the service, accommodation, convenience, or safety of the public and is necessary or proper for the service, accommodation, convenience, or safety of the public. As set forth in Section III, the Transaction affirmatively promotes the public interest, is necessary for the proper service and accommodation of the public, and will not negatively impact competition in the Commonwealth. The telecommunications industry has been and continues to be subject to rapid technological advances, evolving consumer preferences and dynamic changes. Approval of the Transaction will create a more efficient capital structure and more efficient access to capital markets for the Windstream family of companies by increasing the overall company's efficiency and making it more attractive to potential creditors, which should improve its access to debt and equity capital. This, in turn, will enable both the holding company and its operating subsidiaries to keep their cost of capital low and to provide competitive services, which is important in a time of declining line counts and decreasing operating revenues in the Windstream Licensees.

12. A verified statement affirming that the applicant is in compliance with Commission obligations and filings and a listing of all State and Federal proceedings when:

(i) Within the 3-year period prior to filing the application, the applicant was found to have violated either State or Federal requirements.

(ii) Within the 3-year period prior to filing the application, the applicant is alleged to have violated either State or Federal requirements.

To their knowledge, each of the Windstream Licensees is in compliance with all Commission obligations and filings and have not been party to any such state or federal proceedings as described above except those that have been settled or decided in the favor of a Windstream Licensee.

Windstream Pennsylvania, LLC ("Windstream PA") was alleged by the Commission's Law Bureau Prosecutory Staff ("Prosecutory Staff") to have violated various provisions of Pennsylvania law by billing customers in full month increments. Windstream PA fully informed customers of its billing practices, maintained that its customers benefited and disagreed that any laws were violated. Nevertheless in order

to resolve the matter, Windstream entered into a settlement agreement with the Commission's staff at Docket No. M-2012-2227108, which was approved by Commission Order entered September 27, 2012.

13. A verified statement affirming that customers received prior notice. Notice shall be accomplished using a notice approved by the Commission's Bureau of Consumer Services (BCS). Any disagreement between the applicant and BCS shall be addressed by an appeal from an action of staff mirroring the process in 5.44 (relating to petitions for appeal from actions of the staff) of the Commission's rules of practice and procedure.

Pursuant to § 63.324(g)(1) customer notice is not required for this Transaction as it does not involve any change in conditions of service or rates. Further, customers of the Windstream Licensees will remain customers of those same entities following the Transaction, and no transfer of the customer base will result from this Transaction. See 52 Pa. Code § 63.324(g)(2).

14. A verified statement containing a copy of any Commonwealth utility certificates held by the applicant:

A list of the certificate information held by the Applicants is set forth in Section I above.

15. A verified statement on the effect of the transaction on existing Commonwealth tariffs. If applicable or in response to a request from staff, an applicant shall provide a red-line document identifying changes in existing Commonwealth tariffs before and after the transaction for which the applicant seeks approval from the Commission:

The Transaction will not have any impact on the tariffs of the Windstream Licensees or their rates, terms and conditions of services.

16. A verified statement on the transaction's effect on the existing affiliate interest agreements of the applicant:

As noted in Section II above, the "shared" corporate operations and other service functions, including those services provided pursuant to affiliate agreements previously approved by the Commission, that are currently handled by Windstream Communications Inc. ("WCI") on behalf of Windstream operating subsidiaries, including the Windstream Licensees, such as shared service corporate employees (including accounting, treasury, finance, tax, regulatory, legal, human resources, and marketing support functions), shared contracting functions, centralized procurement, will be assigned and migrated from WCI to Windstream. As a result they will more appropriately be performed by the corporate parent of the various operating companies instead of by a "sister" operating company as they are today. Windstream

Licensees will provide an affiliated interest agreement with the Commission by notice filing as contemplated under Chapter 30 after the transaction was been closed.

17. A verified statement establishing that no State or Federal regulatory agency is expected to undertake an informal or formal investigation, complaint or proceeding relating to the transaction:

In addition to Pennsylvania, approval for the Transaction is expected to be sought from the public utility commissions in: Arizona, California, Colorado, Delaware, District of Columbia, Georgia, Hawaii, Indiana, Kentucky, Louisiana, Maryland, New York, North Carolina, Ohio, Pennsylvania, Texas, Virginia, and West Virginia. Because the Transaction is *pro forma* in nature, notice of the Transaction will be provided to the Federal Communications Commission (“FCC”), with the possible exception that the Applicants may be required to file one or more applications to transfer control of certain wireless licenses held by the Windstream family of companies. Applicants anticipate that the applications will be reviewed and approved by these agencies through their normal processes.

18. Organizational charts showing the effect on the applicant's organization before and after the transaction:

See Exhibit A.

19. A copy of the application filed at the FCC or a notice filed with the U.S. DOJ, if any, including the electronic location on the agency's web site:

Because the Transaction is *pro forma* in nature, the Applicants will file a notice with the FCC upon consummation of the Transaction. In addition, Applicants are still determining whether they may be required to file one or more applications to transfer control of some of the wireless licenses held by certain Windstream entities. The Applicants are not required to make any filing to the U.S. DOJ in connection with this *pro forma* Transaction.

20. A verified statement setting forth the expected public effect of the transaction on the capital structure of the applicant over the next 5 years:

There is no expected public effect of the Transaction on the capital structure of the Windstream Licensees as a result of the Transaction.

21. For an applicant subject to a broadband deployment commitment under Federal or State law, a verified statement affirming that the applicant is in compliance with that commitment:

To their knowledge, the Windstream Licensees that are subject to any broadband deployment commitments under Federal or State law are in compliance with any

applicable broadband deployment commitments. Windstream PA is in full compliance with its Chapter 30 network modernization commitments.

22. For an applicant with eligible telecommunications carrier status under Federal and State law, a verified statement affirming that the applicant is in compliance with the law and that the applicant will continue to be in compliance with the law:

To their knowledge, the ILEC Windstream Licensees (Windstream Pennsylvania, LLC, Windstream Buffalo Valley, Inc., Windstream Conestoga, Inc., and Windstream D&E, Inc.) that are subject to ETC requirements are in compliance with such requirements.

23. A verified statement affirming that the transaction complies with the prohibition against cross-subsidization imposed under Federal and State law:

The Applicants affirm that the proposed Transaction complies with any applicable prohibition against cross-subsidization imposed under Federal and State law.

CONCLUSION

For the reasons stated above, Applicants respectfully request that the Commission find the Transaction described herein is necessary or proper for the service, accommodation, convenience or safety of the public, and affirmatively promotes the public interest in the Commonwealth. Accordingly, Applicants respectfully request that the Commission grant, pursuant to its rules for consideration of a Pro Forma transaction, all approvals to permit them to complete the proposed Transaction and provide such further relief as may be deemed appropriate.

Respectfully submitted,

By: _____

Norman J. Kennard, ID No. 29921

THOMAS, LONG, NIESEN & KENNARD
212 Locust Street, Suite 500
P.O. Box 9500
Harrisburg, PA 17108-9500
717-255-7600 (Tel.)
nkennard@thomaslonglaw.com
Counsel for the Applicants

Dated: May 1, 2013

LIST OF EXHIBITS

Exhibit A Pre- and Post-Transaction Organization Charts

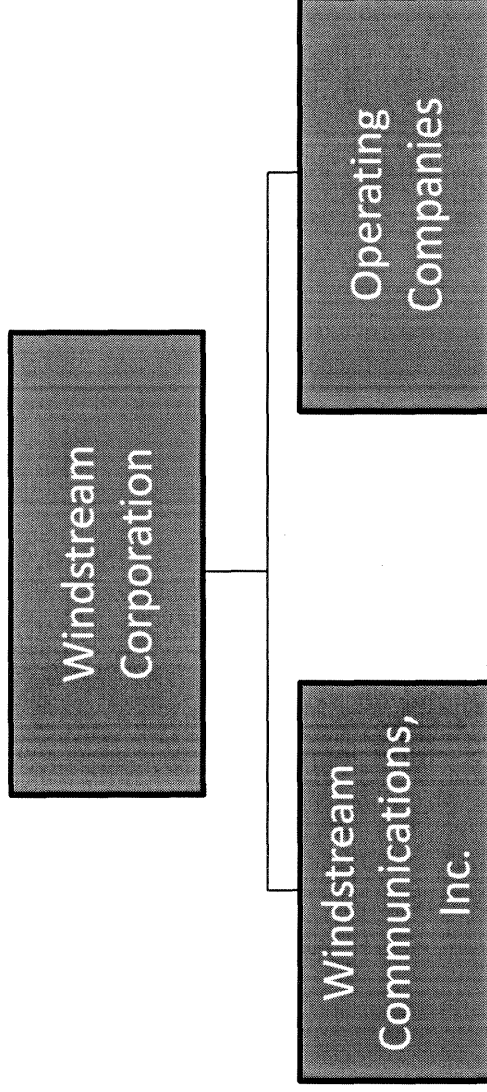
Exhibit B Management Biographies

Verifications

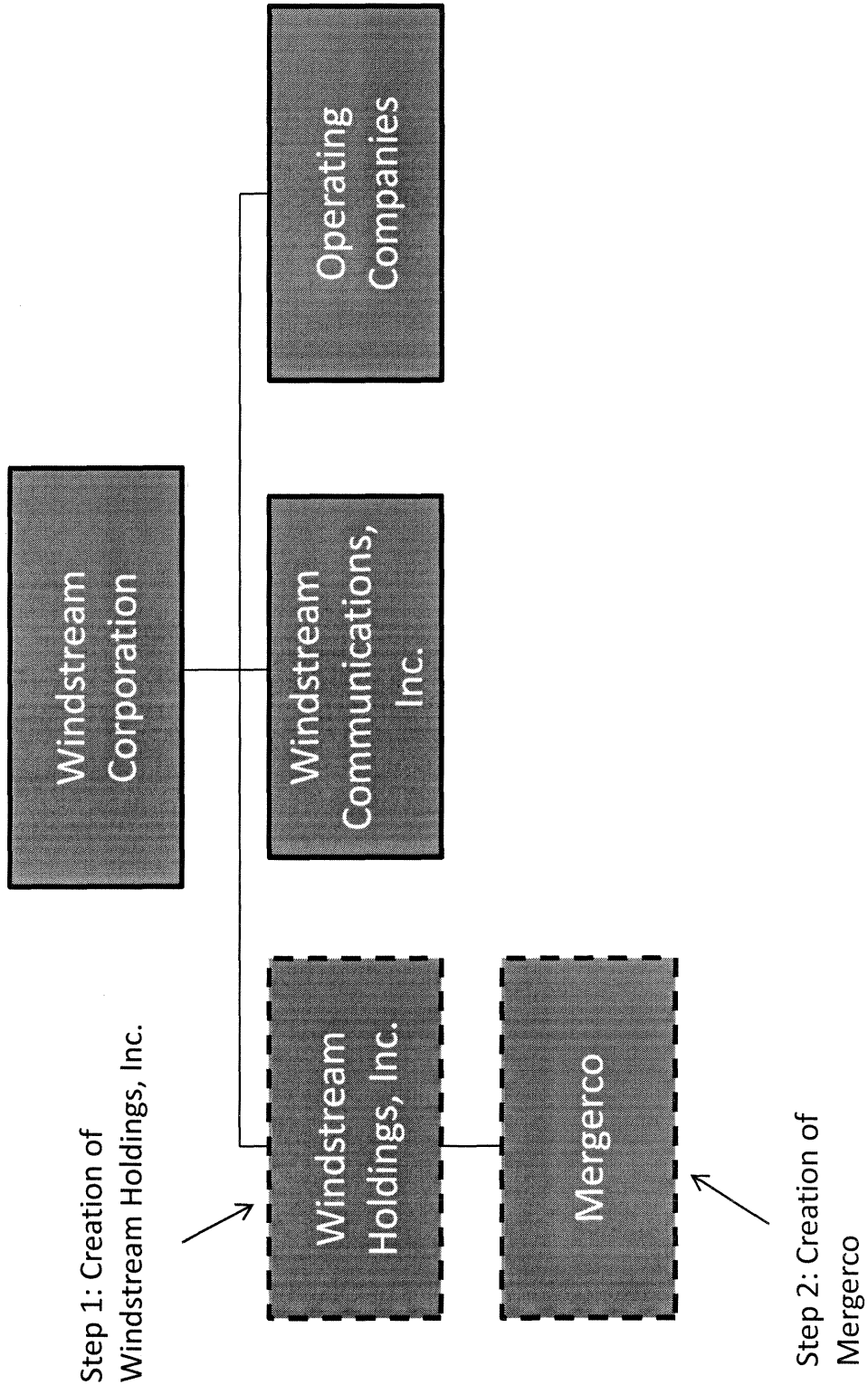
EXHIBIT A

**Diagrams of the Transaction
and the Pre- and Post-Transaction Corporate Structure of Applicants**

Current Corporate Structure



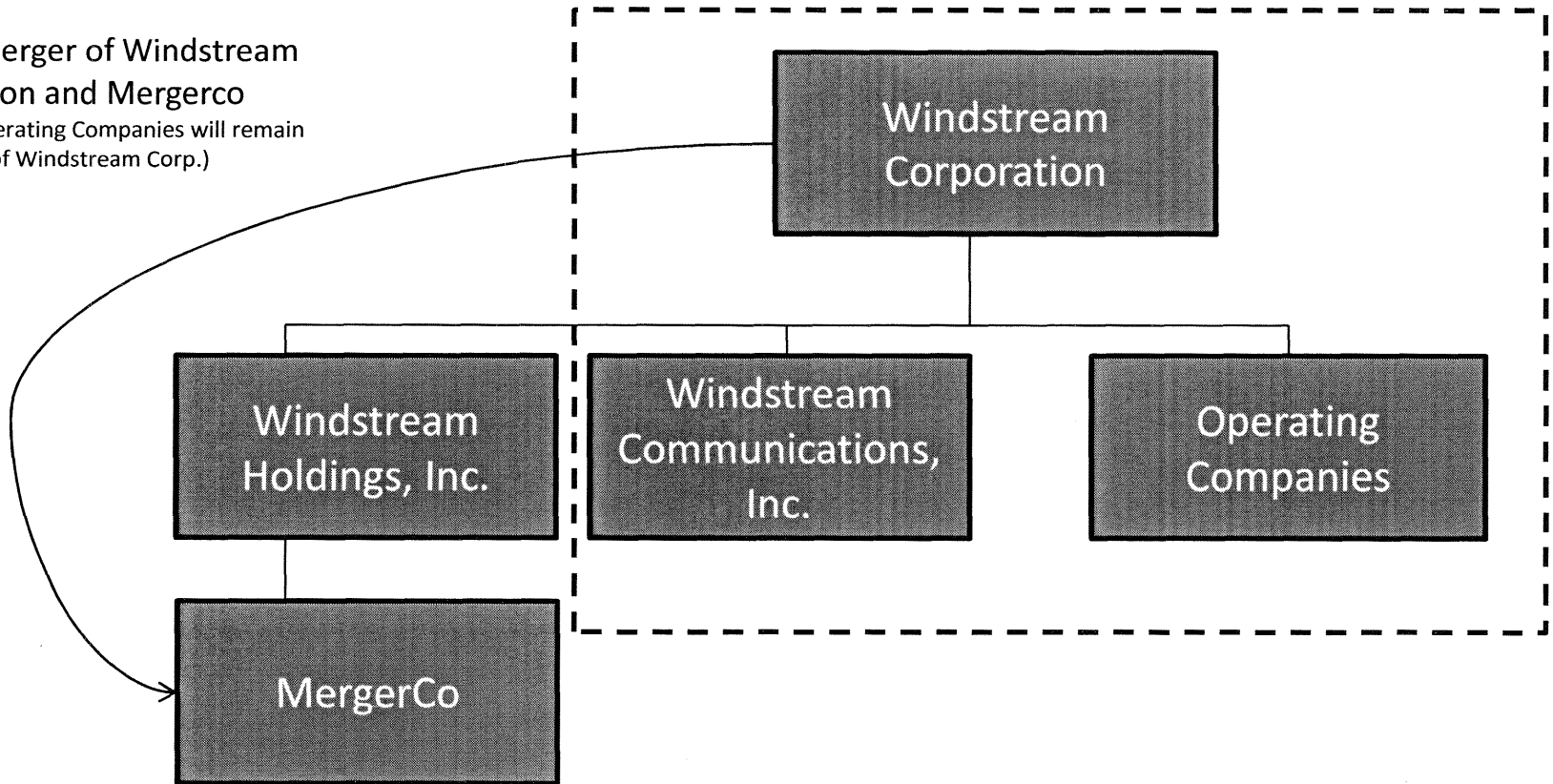
Steps 1 and 2



Step 3

Step 3: Merger of Windstream Corporation and Mergerco

(WCI and Operating Companies will remain subsidiaries of Windstream Corp.)



Resulting Corporate Structure

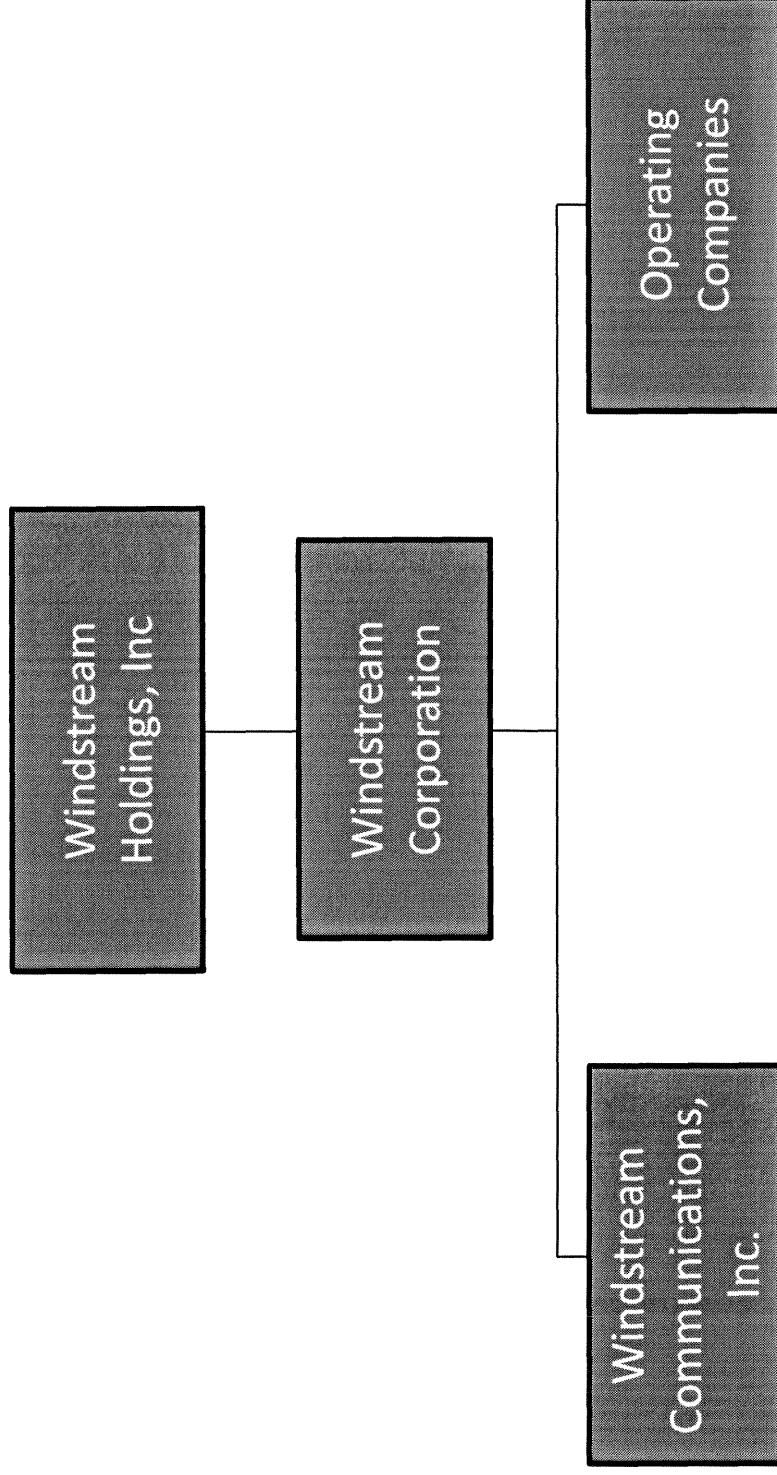


EXHIBIT B

Windstream Management Biographies

Jeff Gardner President & CEO

Jeff Gardner is president and chief executive officer for Windstream. Gardner has worked in the telecommunications industry for more than 25 years and is executing a focused strategy to transform Windstream and create value for shareholders. Windstream has completed nine acquisitions since its 2006 spinoff from Alltel Corp., adding more than \$4 billion in revenue and creating approximately \$300 million in operating and capital synergies. The company completed four acquisitions in 2010 totaling \$2.2 billion. In 2011, Windstream acquired PAETEC, a leading communications firm for \$2.3 billion.

Gardner was appointed to the position in December 2005. He previously served as executive vice president and chief financial officer of Alltel Corp. He joined Alltel in 1998 when the company merged with 360° Communications.

Gardner is a member of the Business Roundtable, an association of chief executive officers of leading U.S. companies. He also is chairman of the United States Telecom Association.

Gardner earned a degree in finance from Purdue University and an MBA from William and Mary. He is a certified public accountant. He serves on the board of directors of RF Micro Devices, Inc., Arkansas Children's Hospital, Darlington School and Loras College. He serves as chairman of the Arkansas Research Alliance and is chairman of the advisory board for the University of Arkansas for Medical Sciences (UAMS) Center for Distance Health. He also serves on the foundation board at UAMS. Gardner was named a national finalist for the Ernst & Young LLP Entrepreneur of the Year 2010® Award in telecommunications.

Brent Whittington Chief Operating Officer

Brent Whittington is chief operating officer for Windstream. Whittington oversees the company's business sales and service, network operations, engineering, information technology and enterprise marketing. He previously served as executive vice president and chief financial officer for Windstream.

Whittington was senior vice president of operations for Alltel prior to joining Windstream in December 2005. He joined Alltel in 2002 as vice president of finance and accounting. Before joining Alltel, Whittington worked for Arthur Andersen LLP for eight years, where he held a variety of positions, including audit manager. He serves on the board of directors of Rignet and the board of trustees of The Nature Conservancy of Arkansas.

He holds a degree in accounting from the University of Arkansas at Little Rock.

Tony Thomas
Chief Financial Officer

Tony Thomas is chief financial officer and treasurer for Windstream. Thomas oversees the company's financial, tax, procurement, audit, treasury, risk management and investor relations teams. He previously served as controller for Windstream.

Thomas was vice president of investor relations for Alltel prior to joining Windstream in June 2006. He joined Alltel as director of revenue accounting when it merged with 360 Communications in 1998. He served in various management roles at Alltel including: vice president of corporate financial planning, vice president of finance for the southeast region, vice president of process development and vice president of wireless wholesale roaming. He served as a senior auditor with Ernst & Young before entering the communications industry in 1997.

Thomas holds a master's degree in business administration from Wake Forest University and a bachelor's degree in accountancy from the University of Illinois. He is a licensed certified public accountant.

John Fletcher
Executive Vice President & General Counsel

John Fletcher is executive vice president, general counsel and secretary for Windstream. Fletcher is responsible for the company's legal affairs, corporate governance, regulatory reporting and compliance. He was appointed to the position in January 2006.

Fletcher previously was a partner in the law offices of Kutak Rock LLP in Little Rock, Ark., where he specialized in corporate and securities law from 1998 to 2006. He worked at the Rose Law Firm of Little Rock from 1993 to 1998.

He is a graduate of the Southern Methodist University School of Law, where he served on the law journal and was elected to the Order of the Coif. He also is an honors graduate of Duke University.

David Works
Executive Vice President and Chief Human Resources Officer

David Works is executive vice president and chief human resources officer for Windstream. He is responsible for the company's human capital strategy, talent acquisition, talent management, employee and labor relations, compensation and benefits. He was appointed to the position in February 2012.

Works previously served as the chief human resources officer for Sears Holdings in Chicago. Prior to joining Sears, Works was a partner at ghSMART, which specializes in the assessment and coaching of executives at Fortune 500 companies. He also held positions with McKinsey & Company and Motorola. Works spent the first seven years of his career as an officer in the U.S. Navy, where he served on a fast-attack nuclear submarine.

Works holds an MBA from the Kellogg School of Management at Northwestern University and a master's degree in mechanical engineering from the University of Connecticut. He has bachelor's degrees in finance and mechanical engineering from the University of Pennsylvania.

Eric Einhorn

Senior Vice President of Government Affairs & Strategy

Eric Einhorn is senior vice president of government affairs & strategy for Windstream. Einhorn is responsible for managing the company's regulatory and legislative initiatives and strategies at the federal and state levels. He previously served as vice president of federal government affairs.

Prior to joining Windstream in 2006, Einhorn held positions at AT&T, SBC, and in private legal practice in New York City and Washington, D.C. He also worked at the Federal Communications Commission where he served in several roles, including chief of the telecommunications access policy division in the wireline competition bureau, and clerked for Judge Roger Strand in federal district court in Phoenix, Ariz.

Einhorn holds a law degree from Boston College Law School, cum laude, where he also served as executive editor of the Boston College Law Review, and an MBA, with distinction, from Cornell University's Johnson Graduate School of Management. He also has a bachelor's degree in industrial and labor relations from Cornell University.

David Redmond

Senior Vice President – Consumer Services

David Redmond is senior vice president of consumer services for Windstream. Redmond oversees all consumer sales and service functions, including marketing, call centers and business development. He previously served as vice president of consumer marketing for Windstream.

Redmond joined Windstream as vice president of distribution support in 2008. Previously, he had been sales and marketing director for Charter Communications and director of segment marketing for Alltel after holding a variety of positions with GTE Wireless. He is a member of the governing body of the CMO Collective.

He holds a bachelor's degree in management from the University of South Florida.

Bob Gunderman

Senior Vice President of Financial Planning and Treasury

Bob Gunderman is senior vice president of financial planning and treasury for Windstream. Gunderman is responsible for all capital budgeting, forecasting, treasury and capital market functions, debt management, investor relations and risk management. He previously served as vice president of financial planning for Windstream.

Gunderman was vice president of internal audit for Alltel prior to joining Windstream in 2008. He served in various management roles at Alltel including vice president of revenue accounting and revenue assurance, director of financial planning and director of mergers and acquisitions.

He was a senior accountant with Deloitte and Touche LLP before entering the communications industry in 1996.

Gunderman holds a degree in accounting from the University of Arkansas and is a Certified Public Accountant. He serves on the board of directors of Ronald McDonald House Charities Of Arkansas.

John Eichler
Vice President and Controller

John Eichler is vice president and controller for Windstream. Eichler is responsible for the company's accounting, external reporting and retail billing departments. He previously served as vice president of internal audit for Windstream.

Eichler was vice president of internal audit for Alltel's wireline business prior to joining Windstream in July 2006. Before joining Alltel, Eichler served as a consultant for companies in the communications industry and is a former audit manager for Arthur Andersen LLP.

Eichler holds a degree in accounting and finance from the University of Arkansas. He is a licensed certified public accountant and a certified internal auditor. He serves on the board of directors of Junior Achievement of Arkansas.

Doug Derstine
President – Integrated Solutions Group

Doug Derstine is president of the Integrated Solutions Group for Windstream. Derstine leads the company's communications product sales and service business.

Derstine has more than 20 years of telecommunications executive level experience. He came to Windstream from PAETEC, where he was a senior vice president and president of the wholesale business unit and Integrated Solutions Group Prior to joining PAETEC, he was president, CEO and founder of ALL Acquisition Corp., DBA American Long Lines, Inc., a northeast-based integrated communications provider that merged with PAETEC in 2005. He also had executive roles with U S WATS, Inc., and Teligent.

Derstine holds a bachelor's degree in business management from Moravian College. He serves on the boards of the Ronald McDonald House of Southern New Jersey and sits on the Moravian College Leadership Council.

John Leach
Senior Vice President - Business Sales

John Leach is executive vice president of business sales and marketing for Windstream. Leach is responsible for the company's business sales, marketing and sales support organizations. He has more than 20 years of telecommunications and sales experience and was appointed to the position in September 2009.

Leach previously served as South region president for PAETEC Communications. Prior to joining PAETEC in 2007, he was president and chief executive officer of Covista Communications. He also has worked for BellSouth, BTI Communications and Telco Communications Group.

Leach earned a bachelor's degree in business administration from Old Dominion University in Norfolk, Va. He serves on the board of directors of the Little Rock Regional Chamber of Commerce.

Joe Marano
Executive Vice President – Operations

Joe Marano is executive vice president of operations for Windstream. Marano is responsible for all field operations and service delivery. Previously, he was senior vice president of business and financial services for Windstream, and before that he directed installation and repair service operations as well as Business Sales for Windstream's North and South Carolina markets as the vice president-general manager.

Marano came to Windstream when Alltel spun off its local telephone operations in July 2006. He began his communications career with Alltel in 1995 and served as a wireless retail operations manager and area manager for local telephone services in Matthews, N.C. After 10 years on active duty in the U.S. Marine Corps, Marano retired from the Marine Corps Reserve as a lieutenant colonel in 2007.

He earned a bachelor's degree in business administration from Villanova University.

Cindy Nash
Chief Information Officer

Cindy Nash is chief information officer for Windstream. Nash is responsible for the management and delivery of information technology services, including application and infrastructure support and production services. She previously served as senior vice president of customer service for Windstream.

Nash served as chief information officer for VALOR Telecom prior to joining Windstream in July 2006. She has worked in the telecommunications industry since 1986 and served in a variety of executive management roles, including vice president of information systems for CenturyTel.

Nash holds a bachelor's degree in business administration from Northeast Louisiana University and an executive MBA from the University of Texas at Dallas. She serves on the board of directors of Easter Seals Arkansas and on the University of Arkansas at Little Rock's Management Information Systems Advisory Board.

Chris Nicolini
Senior Vice President - Data Center Operations

Chris Nicolini is senior vice president for data center operations for Windstream. Nicolini oversees the company's data center, managed hosting and cloud computing properties. Before

joining Windstream, he was senior director of data center operations for Sungard Availability Services. He previously served as an officer in the U.S. Army.

Nicolini holds a Bachelor of Science from West Point and a Master of Business Administration from Emory University.

Don Perkins

Senior Vice President - Business Marketing

Don Perkins is senior vice president of business marketing for Windstream. In his role, Perkins has responsibility for business pricing, product development and marketing, strategic marketing, advertising and channel marketing, as well as Pinnacle software sales and operations.

Prior to joining Windstream in 2006, Don served as vice president of marketing for Valor Telecom. He is a 22-year telecom veteran and started his career as a customer service supervisor with Contel in June 1990.

Perkins holds a bachelor of business administration degree with an emphasis in marketing from the University of Texas at Austin.

STATE OF ARKANSAS
COUNTY OF PULASKI

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§ ss:
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VERIFICATION

I, John Fletcher, state that I am Executive Vice President & General Counsel of Windstream Corporation and its applicant subsidiaries (the “Windstream Companies”); that I am authorized to make this Verification on behalf of the Windstream Companies, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

John Fletcher
Executive Vice President & General Counsel
Windstream Corporation

Sworn and subscribed before me this _____ day of April, 2013.

Notary Public

My commission expires _____

STATE OF ARKANSAS

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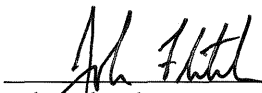
SS:

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COUNTY OF PULASKI

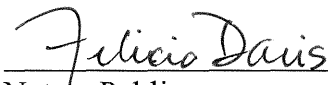
VERIFICATION

I, John Fletcher, state that I am Executive Vice President, General Counsel and Secretary of Windstream Corporation and its applicant subsidiaries (the “Windstream Companies”); that I am authorized to make this Verification on behalf of the Windstream Companies, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



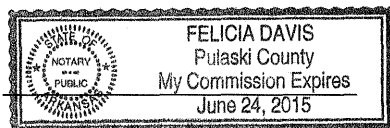
John Fletcher
Executive Vice President & General Counsel
Windstream Corporation

Sworn and subscribed before me this 30 day of April, 2013.



Notary Public

My commission expires



CERTIFICATE OF SERVICE

I hereby certify that I have this 1st day of May, 2013, served a true and correct copy of the foregoing upon the persons and in the manner listed below:

FIRST CLASS MAIL

Bureau of Investigation & Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17105-3265

Consumer Advocate
Office of Consumer Advocate
555 Walnut Street
Forum Place, 5th Floor
Harrisburg, PA 17101-1923

Acting Small Business Advocate
Office of Small Business Advocate
Suite 1102, Commerce Building
300 North Second Street
Harrisburg, PA 17101



Norman J. Kennard
PA Attorney I.D. No. 22921