

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint General Rule Application of Cavalier Telephone	:	Docket No. A-2014-2440493
Mid-Atlantic, LLC, Intellifiber Networks, Inc., LDMI	:	Docket No. A-2014-2440526
Telecommunications, Inc., McLeodUSA	:	Docket No. A-2014-2440527
Telecommunications Services, LLC, PAETEC	:	Docket No. A-2014-2440528
Communications, Inc., Talk America, Inc., US LEC of	:	Docket No. A-2014-2440529
Pennsylvania, LLC, Windstream Communications,	:	Docket No. A-2014-2440530
Inc., Windstream D&E Systems, Inc., Windstream	:	Docket No. A-2014-2440531
KDL, Inc., Windstream Norlight, Inc. and Windstream	:	Docket No. A-2014-2440532
NTI, Inc. for approval of the transfer of telephone	:	Docket No. A-2014-2440533
system assets of Transferors to Communications Sales	:	Docket No. A-2014-2440534
and Leasing, Inc.	:	Docket No. A-2014-2440535
	:	Docket No. A-2014-2440536
Joint General Rule Application of Cavalier Telephone	:	
Mid-Atlantic, LLC, Windstream Communications, Inc.	:	Docket No. A-2014-2441823
and Windstream D&E Systems, Inc., for approval of	:	Docket No. A-2014-2441825
the transfer of their residential customer base to Talk	:	Docket No. A-2014-2441826
America Services, LLC	:	

MOTION TO CONSOLIDATE
OF
COMMUNICATIONS WORKERS OF AMERICA

Pursuant to 52 Pa. Code §§ 5.81 and 5.103, Communications Workers of America ("CWA") hereby moves to consolidate the above-captioned proceedings. In support of this motion, CWA states as follows:

1. On August 29, 2014, 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 Communications, Inc., Windstream D&E Systems, Inc., Windstream KDL, Inc., Windstream Norlight, Inc. and Windstream NTI, Inc. (collectively "Windstream Companies")

submitted a Joint Application seeking approval of the transfer of certain unspecified assets to Communications Sales and Leasing, Inc. ("CSL").

2. On September 5, 2014, Cavalier Telephone Mid-Atlantic, LLC, Windstream Communications, Inc., and Windstream D&E Systems, Inc. (collectively "Windstream Residential Companies") submitted a Joint Application seeking approval of the transfer of their residential customers to a new company, Talk America Services, LLC ("TAS").

3. The applications are part of a series of inter-related, complex transactions that raise important issues of public policy and legal interpretation. In particular, the transactions are part of a restructuring of the Windstream Companies and their affiliates that they are proposing throughout the United States. The purposes of the proposed transactions are three-fold: (1) for Windstream Companies and their affiliates to transfer real estate and related assets to a new company (CSL) that will be organized as a Real Estate Investment Trust ("REIT") and then spun off to Windstream shareholders; (2) for Windstream Companies to lease back those same facilities from CSL; and (3) for Windstream Residential Companies to transfer Competitive Local Exchange Carrier ("CLEC") and Interexchange Carrier ("IXC") residential customers to a new company that will be a subsidiary of CSL, but that will not own any physical facilities.

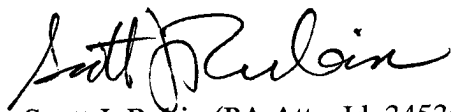
4. In Pennsylvania, Windstream Companies and their affiliates have chosen to file applications for approval of these actions in a piecemeal fashion. In other jurisdictions, however, Windstream has chosen to initiate a comprehensive, consolidated proceeding to address these issues for all Windstream companies at the same time. See, for example, Application of Windstream Subsidiaries for Approval, to the Extent Required by Law, of Certain Corporate Transactions and Grant of Certificate of Public Convenience and Necessity to Talk America Services, LLC, Alabama Public Service Commission Docket No. 32244 (filed July 31, 2014).

5. CWA anticipates that further proceedings may be initiated that involve the transfer of real estate and related assets by Windstream's four ILEC companies in Pennsylvania (Windstream Pennsylvania, Windstream D&E, Windstream Buffalo Valley, and Windstream Conestoga).

6. These cases will raise common issues of law and fact. These issues may include, but not be limited to, fully investigating and understanding the reasons, costs, and benefits of the transaction taken as a whole; the transaction's effect on the safety, quality, and reliability of service provided by Windstream Companies and their affiliates in Pennsylvania; any legal impediments to the transfer of certain types of property and/or customers; any restrictions or conditions that should be placed on the proposed transaction; among others.

WHEREFORE, Communications Workers of America respectfully requests that the Pennsylvania Public Utility Commission consolidate these proceedings to fully investigate the proposed restructuring of Windstream Companies.

Respectfully submitted,



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