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March 25, 2025

**Via Electronic Filing**

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

Re: Joint Application of A.R.C. Networks, Inc.; American Telephone Company LLC; ATX Licensing, Inc.; Broadview Networks, Inc.; Broadview NP Acquisition Corp.; Business Telecom LLC; Cavalier Telephone Mid-Atlantic, LLC; Choice One Communications of Pennsylvania, Inc.; CTC Communications Corp.; DeltaCom, LLC; Intellifiber Networks, LLC; LDMI Telecommunications, LLC; Lightship Telcom, LLC; MassComm, LLC; McLeodUSA Telecommunications Services, LLC; PAETEC Communications, LLC; Talk America, LLC; US LEC of Pennsylvania, LLC; Windstream Buffalo Valley, Inc.; Windstream Communications, LLC; Windstream Conestoga, Inc.; Windstream D&E Systems, Inc.; Windstream D&E Inc.; Windstream KDL, LLC; Windstream New Edge, LLC; Windstream Norlight, LLC; and Windstream Pennsylvania, LLC; and PEG Bandwidth PA, LLC; and Southern Light, LLC for Approval of Proposed *Pro Forma Changes* in Indirect Ownership and Request for Expedited Treatment  
Docket No. A-2025-XXXXXXX

Dear Secretary Chiavetta:

Enclosed for electronic filing please find the **Joint General Rule Application for Approval of Proposed *Pro Forma Changes* in Indirect Ownership and Request for Expedited Treatment** of A.R.C. Networks, Inc.; American Telephone Company LLC; ATX Licensing, Inc.; Broadview Networks, Inc.; Broadview NP Acquisition Corp.; Business Telecom LLC; Cavalier Telephone Mid-Atlantic, LLC; Choice One Communications of Pennsylvania, Inc.; CTC Communications Corp.; DeltaCom, LLC; Intellifiber Networks, LLC; LDMI Telecommunications, LLC; Lightship Telcom, LLC; MassComm, LLC; McLeodUSA Telecommunications Services, LLC; PAETEC Communications, LLC; Talk America, LLC; US LEC of Pennsylvania, LLC; Windstream Buffalo Valley, Inc.; Windstream Communications, LLC; Windstream Conestoga, Inc.; Windstream D&E Systems, Inc.; Windstream D&E Inc.; Windstream KDL, LLC; Windstream New Edge, LLC; Windstream Norlight, LLC; and Windstream Pennsylvania, LLC; and PEG Bandwidth PA, LLC; and Southern Light, LLC (collectively, the “Applicants”).

***Please note that the Applicants respectfully request that the Commission grant the Application no later than May 30, 2025.***

The \$350.00 filing fee for the application will be paid electronically. Copies to be served in accordance with the attached Certificate of Service.

If you have any questions regarding this filing, please contact me at 717.237.6026 or at [sstoner@eckertseamans.com](mailto:sstoner@eckertseamans.com).

Sincerely,

*Sarah C. Stoner*

Sarah C. Stoner

SCS/lww  
Enclosure

cc: Cert. of Service w/enc.

**CERTIFICATE OF SERVICE**

I hereby certify that this day I served a copy of the Joint Application for Approval of Proposed *Pro Forma* Changes in Indirect Ownership and Request for Expedited Treatment, upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54.

**Via Email**

Allison Kaster, Esq.  
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*Sarah C. Stoner*

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Sarah C. Stoner, Esq.

Date: March 25, 2025

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of A.R.C. Networks, Inc.; American Telephone Company LLC; ATX Licensing, Inc.; Broadview Networks, Inc.; Broadview NP Acquisition Corp.; Business Telecom LLC; Cavalier Telephone Mid-Atlantic, LLC; Choice One Communications of Pennsylvania, Inc.; CTC Communications Corp.; DeltaCom, LLC; Intellifiber Networks, LLC; LDMI Telecommunications, LLC; Lightship Telecom, LLC; MassComm, LLC; McLeodUSA Telecommunications Services, LLC; PAETEC Communications, LLC; Talk America, LLC; US LEC of Pennsylvania, LLC; Windstream Buffalo Valley, Inc.; Windstream Communications, LLC; Windstream Conestoga, Inc.; Windstream D&E Systems, Inc.; Windstream D&E Inc.; Windstream KDL, LLC; Windstream New Edge, LLC; Windstream Norlight, LLC; and Windstream Pennsylvania, LLC; and

Docket Nos. A-2025-\_\_\_\_\_

PEG Bandwidth PA, LLC; and Southern Light, LLC

for Approval of Proposed *Pro Forma* Changes in Indirect Ownership and Request for Expedited Treatment

**TO THE PENNSYLVANIA PUBLIC UTILITY COMMISSION:**

**JOINT GENERAL RULE APPLICATION FOR APPROVAL OF  
PROPOSED *PRO FORMA* CHANGES IN INDIRECT OWNERSHIP AND REQUEST  
FOR EXPEDITED TREATMENT**

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*Counsel for Applicants*

March 25, 2025

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of A.R.C. Networks, Inc.; American Telephone Company LLC; ATX Licensing, Inc.; Broadview Networks, Inc.; Broadview NP Acquisition Corp.; Business Telecom LLC; Cavalier Telephone Mid-Atlantic, LLC; Choice One Communications of Pennsylvania, Inc.; CTC Communications Corp.; DeltaCom, LLC; Intellifiber Networks, LLC; LDMI Telecommunications, LLC; Lightship Telecom, LLC; MassComm, LLC; McLeodUSA Telecommunications Services, LLC; PAETEC Communications, LLC; Talk America, LLC; US LEC of Pennsylvania, LLC; Windstream Buffalo Valley, Inc.; Windstream Communications, LLC; Windstream Conestoga, Inc.; Windstream D&E Systems, Inc.; Windstream D&E Inc.; Windstream KDL, LLC; Windstream New Edge, LLC; Windstream Norlight, LLC; and Windstream Pennsylvania, LLC; and

Docket Nos. A-2025-\_\_\_\_\_

PEG Bandwidth PA, LLC; and Southern Light, LLC

for Approval of Proposed *Pro Forma* Changes in Indirect Ownership and Request for Expedited Treatment

**TO THE PENNSYLVANIA PUBLIC UTILITY COMMISSION:**

**JOINT GENERAL RULE APPLICATION FOR APPROVAL OF  
PROPOSED *PRO FORMA* CHANGES IN INDIRECT OWNERSHIP AND REQUEST  
FOR EXPEDITED TREATMENT**

A.R.C. Networks, Inc.; American Telephone Company LLC; ATX Licensing, Inc.; Broadview Networks, Inc.; Broadview NP Acquisition Corp.; Business Telecom LLC; Cavalier Telephone Mid-Atlantic, LLC; Choice One Communications of Pennsylvania, Inc.; CTC Communications Corp.; DeltaCom, LLC; Intellifiber Networks, LLC; LDMI Telecommunications, LLC; Lightship Telecom, LLC; MassComm, LLC; McLeodUSA Telecommunications Services, LLC; PAETEC Communications, LLC; Talk America, LLC; US LEC of Pennsylvania, LLC; Windstream Buffalo Valley, Inc.; Windstream Communications, LLC; Windstream Conestoga, Inc.; Windstream D&E Systems, Inc.; Windstream D&E Inc.; Windstream KDL, LLC;

Windstream New Edge, LLC; Windstream Norlight, LLC; and Windstream Pennsylvania, LLC (collectively, the “Windstream Licensees”) and PEG Bandwidth PA, LLC and Southern Light, LLC (together, the “Uniti Licensees”) (the Windstream Licensees and Uniti Licensees collectively, the “Applicants”),<sup>1</sup> by their counsel, respectfully request that the Pennsylvania Public Utility Commission (the “Commission”) grant authority, to the extent it may be required pursuant to 66 Pennsylvania Consolidated Statutes §§ 1102-1103, to complete a series of transactions that will result in *pro forma* changes in the indirect ownership of the Windstream Licensees and the Uniti Licensees (the “*Pro Forma Changes*”). The *Pro Forma Changes* are planned, subject to receipt of required federal and state regulatory approvals, to take place promptly following the closing of the transaction approved in Docket Nos. A-2024-3049708 *et al.* (the “Windstream-Uniti Transaction”),<sup>2</sup> 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 Applicants after the Windstream-Uniti Transaction, Windstream Parent, Inc. (“Parent”).<sup>3</sup> The *Pro Forma Changes* will not directly involve the Applicants or their operations, making the *Pro Forma Changes* seamless from the perspective of Pennsylvania customers. The *Pro Forma Changes* also will not affect the services, authorization, or assets of the Applicants, which will

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<sup>1</sup> “Windstream” refers to Windstream Holdings II, 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.

<sup>2</sup> See *Joint Application of Windstream Parent, Inc., et al. for Approval of an Indirect Transfer of Control*, Docket Nos. A-2024-3049708 *et al.*, Secretarial Letter (Oct. 7, 2024). As a result of the Windstream-Uniti Transaction, the Applicants will become indirect subsidiaries of Windstream Parent, Inc. (“Parent”). See Docket No. A-2024-3049708 for additional details.

<sup>3</sup> As part of the Windstream-Uniti Transaction, Parent’s name will be changed to “Uniti Group Inc.”

remain with the respective Applicants. Therefore, this Application does not seek authority for the assignment of any authorizations, assets or customers.

## **I. REQUEST FOR EXPEDITED TREATMENT**

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 the second quarter of 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 as detailed below to allow the companies to operate as a combined company rather than separately—Applicants respectfully request that the Commission grant this Application **no later than May 30, 2025.**

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. The Windstream Licensees**

The Windstream Licensees and their affiliates offer services in all fifty states and the District of Columbia. In Pennsylvania, Windstream’s ILEC subsidiaries act as incumbent local exchange carriers offering residential and business services. Its CLEC subsidiaries offer enterprise services statewide. Specifically, in the Commonwealth of Pennsylvania, the Windstream Licensees operate under the following authorizations:

- A.R.C. Networks, Inc. is a New York corporation. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange services pursuant to certificates granted in Docket Nos. A-310448 and A-310448F0003.
- American Telephone Company LLC is a New York limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange and resold interexchange services pursuant to Commission authority in Docket Nos. A-2009-2093403, A-2009-2093404, and A-2009-2093405.
- ATX Licensing, Inc. is a Delaware corporation. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the

Commonwealth of Pennsylvania to provide local exchange and resold interexchange services pursuant to Commission authority in Docket Nos. A-310992 and A-310992F0002.

- Broadview Networks, Inc. is a New York corporation. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide resold toll, interexchange, competitive access, and competitive local exchange services pursuant to Commission authority in Docket Nos. A-310932, A-310932F0002, A-310932F0003, and A-310932F0004.
- Broadview NP Acquisition Corp. is a Delaware corporation. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide resold toll, competitive access, and competitive local exchange services pursuant to Commission authority in Docket Nos. A-311188, A-311188F0002, and A-311188F0003.
- Business Telecom, LLC is a North Carolina limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange and interexchange services pursuant to Commission authority in Docket Nos. A-310092, A-310092F0002, A-310092F0004, and A-2015-2478267.
- Cavalier Telephone Mid-Atlantic, LLC is a Delaware limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange and switched access services, interexchange services, and competitive access services pursuant to Commission authority in Docket No. A-310838.
- Choice One Communications of Pennsylvania, Inc. is a Delaware corporation. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange, interexchange, and competitive access services pursuant to certificates granted in Docket Nos. A-310781, and A-310781F0002.
- CTC Communications Corp. is a Massachusetts corporation. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange, interexchange, and competitive access services pursuant to Commission authority in Docket Nos. A-310295, A-310295F0002, and A-310295F0003.
- DeltaCom, LLC is an Alabama limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide resold interexchange services pursuant to Commission authority in Docket Nos. A-310467 and A-2012-2326256.
- Intellifiber Networks, LLC is a Virginia limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange,

interexchange, and competitive access services pursuant to Commission authority in Docket No. A-311102.

- LDMI Telecommunications, LLC is a Michigan limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 347-1991, and it is authorized in the Commonwealth of Pennsylvania to provide interexchange services pursuant to Commission authority in Docket Nos. A-310538 and A-310538F0002.
- Lightship Telecom, LLC is a Delaware limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange, interexchange, and competitive access services pursuant to Commission authority in Docket Nos. A-310943, A-310943F0002, A-310943F0003, A-310943F0004.
- MassComm LLC is a New York limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange and resold interexchange services pursuant to Commission authority in Docket Nos. A-2008-2046390, A-2008-2046392, and A-2008-2046394.
- McLeodUSA Telecommunications Services, LLC is an Iowa limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide interexchange services pursuant to Commission authority in Docket No. A-310456.
- PAETEC Communications, LLC is a Delaware limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange, interexchange, and competitive access services pursuant to Commission authority in Docket No. A-310743.
- Talk America, LLC is a Delaware limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 347-1991, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange and interexchange services pursuant to Commission authority in Docket No. A-310018.
- US LEC of Pennsylvania, LLC is a North Carolina limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange and interexchange services pursuant to Commission authority in Docket No. A-310814.
- Windstream Buffalo Valley, Inc. is a Pennsylvania corporation. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 347-1991, and it is an incumbent local exchange carrier authorized to provide services in the Commonwealth of Pennsylvania pursuant to Commission authority in Docket No. A-310369.

- Windstream Communications, LLC is a Delaware limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 347-1991, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange and interexchange services pursuant to Commission authority in Docket No. A-311402.
- Windstream Conestoga, Inc. is a Pennsylvania corporation. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 347-1991, and it is an incumbent local exchange carrier authorized to provide services in the Commonwealth of Pennsylvania pursuant to Commission authority in Docket No. A-310850.
- Windstream D&E Systems, Inc. is a Delaware corporation. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 347-1991, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange and competitive access services pursuant to Commission authority in Docket No. A-310738.
- Windstream D&E Inc. is a Pennsylvania corporation. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 347-1991, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange and competitive access services pursuant to Commission authority in Docket No. A-311050.
- Windstream KDL, LLC is a Kentucky limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange, interexchange, and competitive access services pursuant to Commission authority in Docket No. A-311413.
- Windstream New Edge, LLC is a Delaware limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange, interexchange, and competitive provider services, pursuant to Commission authority in Docket Nos. A-310884, A-310884F0002, A-310884F0003, A-310884F0004, and A-2012-2326259.
- Windstream Norlight, LLC is a Kentucky limited liability company. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 600-5050, and it is authorized in the Commonwealth of Pennsylvania to provide interexchange services pursuant to Commission authority in Docket No. A-2008-2043652.
- Windstream Pennsylvania, LLC is a Delaware limited liability corporation. Its principal address is 4005 North Rodney Parham Road, Little Rock, AR 72212, (800) 347-1991, and it is authorized in the Commonwealth of Pennsylvania to provide incumbent local exchange carrier services pursuant to Commission authority in Docket No. A-312050.

Windstream Pennsylvania, LLC is authorized for support in the Rural Digital Opportunity

Fund Phase I Auction and is a Capital Projects Fund recipient in Pennsylvania. Windstream

Pennsylvania, LLC and Windstream Services, LLC both received American Rescue Plan Act funding to complete broadband buildouts in the Commonwealth. These awards will not be impacted by the parent company-level *Pro Forma Changes*.

Immediately upon completion of the Windstream-Uniti Transaction, the Windstream Licensees will remain direct and indirect subsidiaries of Windstream Services, LLC (“Windstream Services”), which, in turn, will be a direct wholly owned subsidiary of New Windstream Holdings II, LLC (“New Windstream Holdings II”). New Windstream Holdings II will be ultimately wholly owned by Parent.

**B. The Uniti Licensees**

Uniti currently is an internally managed 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. Its largest customer is Windstream. Uniti Fiber is a provider of lit and dark fiber solutions for wireless operators, carriers, enterprises, schools, and governments. Its business includes cell-site backhaul, small cells, internet services, and wavelengths. Uniti Fiber’s primary service area is in the Southeastern United States. The Uniti Licensees are part of the Uniti Fiber business.

In the Commonwealth of Pennsylvania, the Uniti Licensees hold the following authorizations:

- Southern Light, LLC is an Alabama limited liability company. Its principal address is 2101 Riverfront Drive, Suite A, Little Rock, AR 72202, and it is authorized in the Commonwealth of Pennsylvania to provide local exchange, interexchange, and competitive access services pursuant to Certificates granted in Docket Nos. A-2018-3001076, A-2018-3001077, A-2018-3001078, and A-2018-3001079.
- PEG Bandwidth PA, LLC is a Delaware limited liability company. Its principal address is 2101 Riverfront Drive, Suite A, Little Rock, AR 72202, and it is authorized in the

Commonwealth of Pennsylvania to provide competitive access services pursuant to a Certificate granted in Docket A-2012-2301870.

Immediately upon completion of the Windstream-Uniti Transaction, the Uniti Licensees will be indirectly, wholly owned subsidiaries of Uniti Group LLC, a Delaware limited liability company (which is currently a Maryland corporation known as Uniti Group Inc.),<sup>4</sup> and its subsidiary Uniti Group LP. Uniti Group LLC will be ultimately owned by Parent

For additional information about the Windstream Licensees, New Windstream Holdings II, Windstream Services, Parent, Uniti Group LLC (currently known as Uniti Group Inc.), Uniti Group LP, the Uniti Licensees and their affiliates, please see Docket No. A-2024-3049708.

### **III. DESIGNATED CONTACTS**

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

Norman J. Kennard  
Sarah C. Stoner  
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**with copies to:**

For Windstream II, LLC, the Windstream Licensees, and Parent:

Ronald W. Del Sesto  
Brett P. Ferenchak  
Cooley LLP  
1299 Pennsylvania Ave., N.W.  
Suite 700

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<sup>4</sup> As discussed in Docket Nos. A-2024-3049708 *et al.*, Uniti Group Inc. will convert from a Maryland corporation to a Delaware limited liability company named "Uniti Group LLC."

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#### **IV. DESCRIPTION OF THE *PRO FORMA CHANGES***

The *Pro Forma Changes* will occur through a series of steps including the contribution of equity and multiple mergers.<sup>5</sup> As a result, the Windstream Licensees will become indirect, wholly owned subsidiaries of Uniti Group LLC and “Holdco LP;” and the Uniti Licensees will become indirect, wholly owned subsidiaries of Windstream Services and Uniti Group LP LLC will be removed from their ownership chain. Importantly, Parent will remain the ultimate, indirect parent of Applicants. Charts depicting the pre- and post-*Pro Forma Changes* ownership of the Applicants are attached as Exhibits A and B.

As stated previously, the *Pro Forma Changes* will only occur following the consummation of the Windstream-Uniti Transaction, which was approved by the Commission on October 7, 2024, in Docket Nos. A-2024-3049708 *et al.*

#### **V. PUBLIC INTEREST CONSIDERATIONS**

The *Pro Forma Changes* are consistent with and will serve the public interest, and will not impact service, accommodation, convenience, or the safety of the public. The transactions

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<sup>5</sup> In connection with the *Pro Forma Changes*, certain subsidiaries of New Windstream Holdings II, including A.R.C. Networks, Inc., ATX Licensing, Inc., Broadview Networks, Inc., Broadview NP Acquisition Corp., Choice One Communications of Pennsylvania, Inc., CTC Communications Corp., Windstream Buffalo Valley, Inc., Windstream Conestoga, Inc., Windstream D&E Systems, Inc., and Windstream D&E Inc., may convert from a corporation to a limited liability company. Appropriate filing(s) regarding the conversion(s) will be submitted separately to the Commission.

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 and highly competitive 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 Windstream Licensees and the Uniti Licensees, the *Pro Forma Changes* will not affect the operations of Applicants. 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 *Pro Forma Changes* will be imperceptible to Pennsylvania employees of Parent and its subsidiaries as it will cause no operational changes. Any future changes—which Applicants expect would only be beneficial to Pennsylvania customers—will result from the normal course of business. Further, the Applicants will continue to have the managerial, technical, financial, and customer care qualifications to provide high quality telecommunications services to consumers in Pennsylvania. The *Pro Forma Changes* will be seamless for Applicants' customers and accords with the public interest.

**VI. REQUIRED INFORMATION PURSUANT TO 52 PA. CODE § 63.324(d)**

1. Description of Applicants. Please see Section II above.
2. Location where Applicants are Organized. Please see Section II above.
3. Points of Contact. Please see Section III above.
4. Information on Owners of More than 20% of the Equity of the Applicant. Except as described in Section III with regard to the intermediate ownership of the Applicants, the post-Uniti-Windstream Transaction direct and indirect owners of more than 20% of the equity of the Applicants will be the same as described in Docket Nos. A-2024-3049708 *et al.*
5. Description of the Transaction. Please see Section IV above.
6. Service Territories Affected. No service territories will be affected by the *Pro Forma Changes*, and the Windstream Licensees and Uniti Licensees will continue to provide the same services in the same locations before and after the *Pro Forma Changes*.
7. Categorization of Transaction. Based on the Commission's recent application of 52 Pa. Code § 63.324 *et seq.*, Applicants verify that the proposed *Pro Forma Changes* fall into the general rule transaction category under 52 Pa. Code § 63.324(a)(2) and (a)(4).
8. Identification of Related Transactions. There are no jurisdictional transactions other than the changes described in this Application. As noted above, the *Pro Forma Changes* are contingent on the closing of the Uniti-Windstream Transaction.
9. Special Considerations. Applicants do not request special consideration because Applicants are not facing imminent business failure.
10. Waiver Request. No waiver request is being made with respect to the *Pro Forma Changes*.

11. Facts Supporting the Public Interest. Applicants verify the facts and allegations set forth in Section V above, demonstrating the beneficial impact of the *Pro Forma Changes* on the efficiencies of Windstream's and Uniti's operations, including in Pennsylvania.

12. Compliance with Commission Obligations and Listing of all State and Federal Proceedings over 3-Year Period Prior to Filing. Within the three-year period preceding the filing of this Application, to their knowledge, the Windstream Licensees and Uniti Licensees have been in compliance with Commission obligations and filings, and have not violated any state or federal requirements through their Pennsylvania operations.

13. Customer Notice. Customer notice is not warranted or necessary for this type of change because it does not involve a change in conditions of service or rates, and the *Pro Forma Changes* will be entirely transparent to Pennsylvania customers. Further, no transfer of customers will result from the *Pro Forma Changes*.

14. Utility Certifications. Please see Section II, in which Applicants verify the authority they hold in Pennsylvania.

15. Effect on Tariffs. Applicants verify that the Transaction will have no effect on their Pennsylvania tariffs or their rates, terms, and conditions of service.

16. Effect on Affiliate Interest Agreements. Applicants verify that the *Pro Forma Changes* will have no effect on their affiliate interest agreements.

17. Federal or State Regulatory Agency Proceedings. Applicants verify that the *Pro Forma Changes* will not require an informal or formal investigation, complaint, or proceeding except for FCC and public utility commission reviews typically required for such transactions. In addition to the Commission, Applicants or their affiliates currently anticipate seeking approval from the following state public utility regulators:

- 1) California Public Utilities Commission
  - 2) Indiana Utility Regulatory Commission
  - 3) Kentucky Public Service Commission
  - 4) Louisiana Public Service Commission
  - 5) New Jersey Board of Public Utilities
  - 6) New York Public Service Commission
  - 7) Texas Public Utility Commission
18. Organization Charts – Before and After. See Exhibits A and B attached hereto.
19. FCC Application or U.S. DOJ Notice. Not applicable. As noted above, the *Pro Forma Changes* are considered *pro forma* rather than substantive under FCC rules because they will not result in a change of actual control and, therefore, do not require advance approval with respect to the indirect transfer of domestic and international Section 214 authorizations of Windstream or Uniti.
20. Public Effect on Capital Structure. Except as stated herein, Applicants verify that the *Pro Forma Changes* are not expected to have any public effect of the capital structure of the Applicants over the next five years. Importantly, no new debt will be incurred as part of the *Pro Forma Changes*. As stated above, the transactions resulting in the *Pro Forma Changes* will allow Parent to consolidate the Windstream and Uniti credit groups. Upon completion of such consolidation, each of Uniti's and Windstream's legacy indebtedness will benefit from cross-guarantees or credit support from the legacy Uniti or Windstream credit groups. Only those Windstream entities that are guarantors under, or have pledged their assets as security for, Windstream's existing indebtedness, will provide a cross-guaranty or pledge of assets for the existing Uniti indebtedness. For clarity, the Windstream Licensees do not currently participate in Windstream's existing indebtedness and, therefore, will not participate in Uniti's existing indebtedness following the consolidation of the credit groups. In connection with that consolidation, however, the Uniti Licensees intend to submit abbreviated securities certificates to the Commission.

21. Broadband Deployment Commitment. Windstream is subject to broadband deployment commitments in Pennsylvania under (a) the FCC's Rural Digital Opportunity Fund; (b) the American Rescue Plan Act; and (c) its Network Modernization Plan. Windstream verifies that Windstream is currently in compliance with all such commitments. Uniti Licensee is not subject to any broadband deployment commitments in Pennsylvania.

22. ETC Status. Windstream verifies that the Windstream Licensees designated as ETCs are in compliance with state and federal law related to ETCs, and will continue to be in compliance with the law. Uniti does not have ETC status in Pennsylvania.

23. Cross Subsidization. Applicants verify that the proposed transaction does not violate any Federal or State laws prohibiting cross-subsidization.

Pursuant to 52 Pa. Code §§ 5.14 and 63.324, Applicants are providing copies of this Application to the following parties and will provide these parties with copies of all procedural motions, public responses to discovery, and orders or other actions addressing or terminating the proceeding:

Bureau of Investigation and Enforcement  
PA Public Utility Commission  
400 North Street  
Harrisburg, PA 17120

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

Office of Small Business Advocate  
555 Walnut Street, 1st Floor, Forum Place  
Harrisburg, PA 17101

## **VII. CONCLUSION**

For the foregoing reasons, Applicants respectfully submit that the *Pro Forma Changes* further the public interest, pose no competitive risks, and will not impact the service, accommodation, convenience, or safety of the public. Applicants respectfully request that the

Commission expeditiously approve the *Pro Forma Changes* described herein and grant any other relief deemed necessary and appropriate by the Commission.

Respectfully submitted,

*Sarah C. Stoner*

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Sarah C. Stoner, Esq. (I.D. No. 313793)  
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*Counsel for the Applicants*

DATED: March 25, 2025

## VERIFICATIONS

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of A.R.C. Networks, Inc.; American Telephone Company LLC; ATX Licensing, Inc.; Broadview Networks, Inc.; Broadview NP Acquisition Corp.; Business Telecom LLC; Cavalier Telephone Mid-Atlantic, LLC; Choice One Communications of Pennsylvania, Inc.; CTC Communications Corp.; DeltaCom, LLC; Intellifiber Networks, LLC; LDMI Telecommunications, LLC; Lightship Telecom, LLC; MassComm, LLC; McLeodUSA Telecommunications Services, LLC; PAETEC Communications, LLC; Talk America, LLC; US LEC of Pennsylvania, LLC; Windstream Buffalo Valley, Inc.; Windstream Communications, LLC; Windstream Conestoga, Inc.; Windstream D&E Systems, Inc.; Windstream D&E Inc.; Windstream KDL, LLC; Windstream New Edge, LLC; Windstream Norlight, LLC; and Windstream Pennsylvania, LLC; and

Docket Nos. A-2025-\_\_\_\_\_

PEG Bandwidth PA, LLC; and Southern Light, LLC

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

**JOINT GENERAL RULE APPLICATION FOR  
APPROVAL OF PROPOSED *PRO FORMA* CHANGES IN INDIRECT OWNERSHIP**

**VERIFICATION**

I, Kristi Moody, do hereby depose, say, and affirm the following:

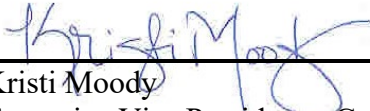
1. I am the Executive Vice President – General Counsel & Chief Compliance Officer of Windstream Parent, Inc. and I am authorized to make this Verification on behalf of A.R.C. Networks, Inc.; American Telephone Company LLC; ATX Licensing, Inc.; Broadview Networks, Inc.; Broadview NP Acquisition Corp.; Business Telecom LLC; Cavalier Telephone Mid-Atlantic, LLC; Choice One Communications of Pennsylvania, Inc.; CTC Communications Corp.; DeltaCom, LLC; Intellifiber Networks, LLC; LDMI Telecommunications, LLC; Lightship Telecom, LLC; MassComm, LLC; McLeodUSA Telecommunications Services, LLC; PAETEC

Communications, LLC; Talk America, LLC; US LEC of Pennsylvania, LLC; Windstream Buffalo Valley, Inc.; Windstream Communications, LLC; Windstream Conestoga, Inc.; Windstream D&E Systems, Inc.; Windstream D&E Inc.; Windstream KDL, LLC; Windstream New Edge, LLC; Windstream Norlight, LLC; and Windstream Pennsylvania, LLC;

2. The facts set forth in the foregoing application are true and correct to the best of my knowledge, information, and belief, and Applicants expect to be able to prove the same at any hearing hereof;

3. I understand that the statements herein made are subject to the penalties of 18. Pa. Cons. Stat. § 4904 (relating to unsworn falsification to authorities).

Dated this 25<sup>th</sup> day of March, 2025 in Pulaski County, Arkansas.

  
\_\_\_\_\_  
Kristi Moody  
Executive Vice President – General Counsel &  
Chief Compliance Officer  
Windstream Parent, Inc.  
4005 N. Rodney Parham Road  
Little Rock, AR 72212

## VERIFICATION

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, including PEG Bandwidth PA, LLC and Southern Light, LLC (collectively, the “Company”); that the foregoing filing was prepared under my direction and supervision; and that the facts set forth herein regarding the Company are true and correct to the best of my knowledge, information, and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to un-sworn falsification to authorities).

I declare under penalty of perjury that the foregoing is true and correct. Executed this 24th day of March 2025.

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

**EXHIBIT A**

***Pre-Pro Forma Changes Organizational Structure Chart***

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

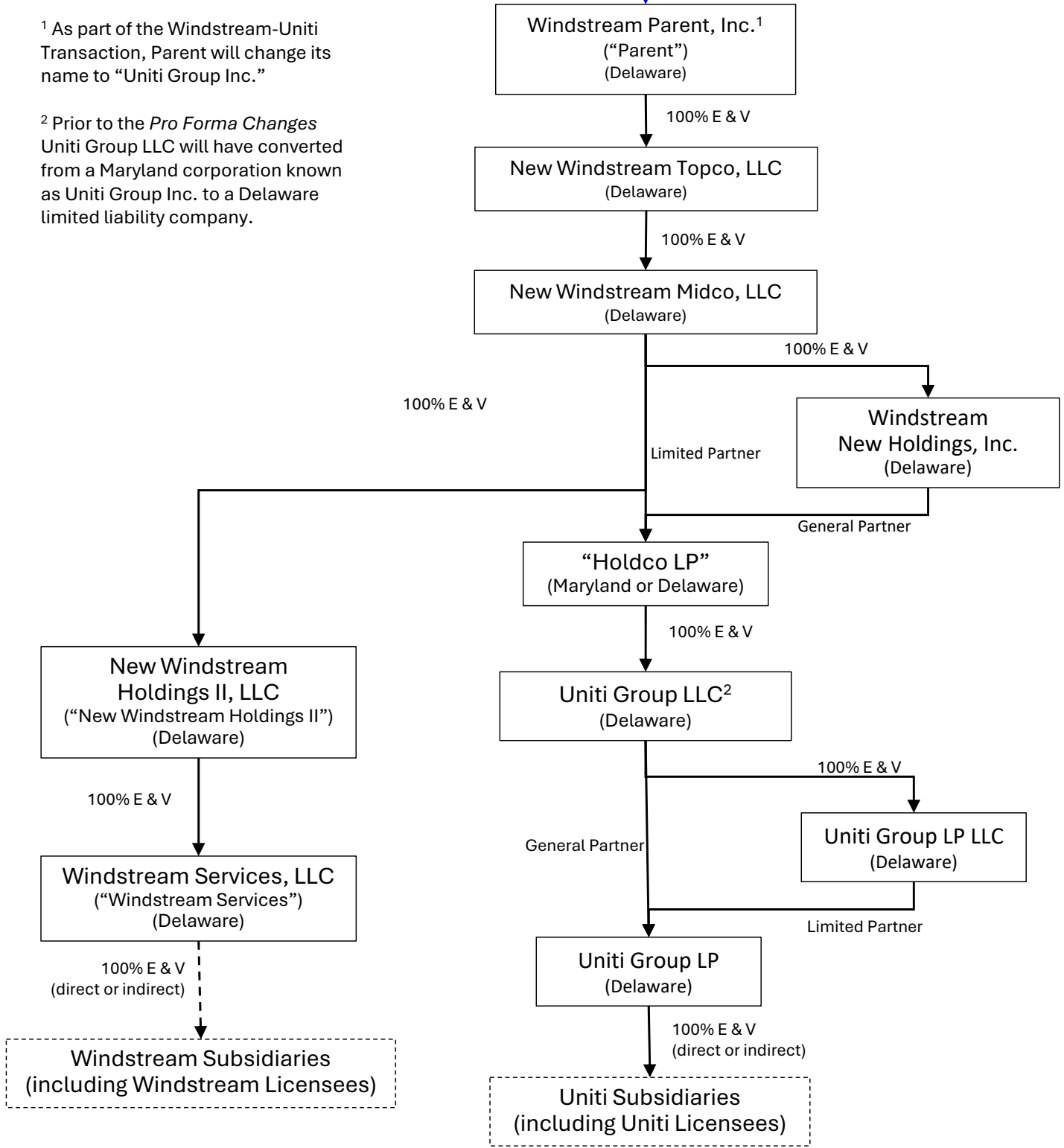
## Corporate Ownership Structure



**NOTE 1:** “E” = Equity; “V” = Voting

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

<sup>2</sup> 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 B**

**Post-*Pro Forma* Changes Organizational Structure Chart**

# Post-Pro Forma Changes Corporate Ownership Structure



**NOTE 1:** “E” = Equity; “V” = Voting

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

<sup>2</sup> 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.

