

April 24, 2025

Via Electronic Filing

Matt Homsher, Secretary
Pennsylvania Public Utility Commission
400 North Street
Harrisburg, PA 17120

Re: Amended 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; 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 Nos. A-2025-3054226; A-2025-3054227; A-2025-3054228; A-2025-3054229; A-2025-3054232; A-2025-3054234; A-2025-3054240; A-2025-3054244; A-2025-3054246; A-2025-3054247; A-2025-3054248; A-2025-3054250; A-2025-3054251; A-2025-3054253; A-2025-3054256; A-2025-3054257; A-2025-3054258; A-2025-3054259; A-2025-3054261; A-2025-3054262; A-2025-3054263; A-2025-3054264; A-2025-3054265; A-2025-3054266; A-2025-3054267; A-2025-3054268; A-2025-3054269; A-2025-3054270

Dear Secretary Homsher:

Enclosed for electronic filing is the **public** version of A.R.C. Networks, Inc. *et al*, Responses to the Bureau of Technical Utility Services Data Requests, Set I, with regard to the above-referenced matter. A confidential version of these Responses is being delivered via overnight mail to the Commission. Copies to be served in accordance with the attached Certificate of Service.

Sincerely
Sarah C. Stoner
Sarah C. Stoner

SCS/red
Enclosure

cc: Cert. of Service w/enc. (public version only)
Bambi Reese, BTUS (bamreese@pa.gov) (confidential version only)

CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of the PUBLIC Applicants Responses to BTUS 1, upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54.

Via Email

Steve Gray, Esq.
Office of Small Business Advocate
Forum Place
555 Walnut Street, 1st Floor
Harrisburg, PA 17101
sgray@pa.gov

/s/ Sarah C. Stoner
Sarah C. Stoner, Esq

Date: April 24, 2025

Response of A.R.C. Networks, Inc. et al.
To Data Request TUS 1
Docket Nos. A-2025-3054226; et al.

Request: TUS-1-1 Identify the ultimate parent of each party to the transaction and the valuation of each.

Response:

Upon completion of the Transaction, Windstream Parent, Inc. (“Parent”) will be the ultimate parent of the Windstream Licensees and the Uniti Licensees (as each is defined in the Application). Parent will be a publicly traded company whose market capitalization will change daily and its market capitalization at closing of the Transaction cannot be estimated at this time. Therefore, Applicants provide the valuation of the current (pre-Transaction) ultimate parents of the Windstream Licensees and the Uniti Licensees.

The market capitalization of Uniti Group Inc. as of April 23, 2025 is approximately \$1.15 billion.

New Windstream, LLC,¹ the current ultimate parent of the Windstream Licensees, is privately held and, therefore, does not have a valuation based upon a publicly traded stock price. However, in this Transaction between Windstream and Uniti Group Inc., Windstream’s pre-closing equity holders will be receiving consideration for their equity in Windstream consisting of (1) \$425 million of cash; (2) preferred equity in the combined company that will result from the Transaction with an initial liquidation preference of \$575 million; (3) approximately 35.42% of the common equity in the combined company; and (4) warrants to acquire up to 6.9% of the common shares in the combined company.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

¹ Until April 23, 2025, Windstream Holdings II, LLC was the ultimate parent of the Windstream Licensees. The Commission approved on October 7, 2024 an internal reorganization under which Windstream Holdings II, LLC’s then subsidiary, New Windstream, LLC, would replace Windstream Holdings II, LLC as the ultimate parent of the Windstream Licensees. See Pa. Pub. Util. Comm’n Docket Nos. A-2024-3049628; A-2024-3049631; A-2024-3049632; A-2024-3049633; A-2024-3049634; A-2024-3049635; A-2024-3049636; A-2024-3049637; A-2024-3049638; A-2024-3049639; A-2024-3049640; A-2024-3049641; A-2024-3049642; A-2024-3049643; A-2024-3049648; A-2024-3049649; A-2024-3049650; A-2024-3049651; A-2024-3049652; A-2024-3049653; A-2024-3049654; A-2024-3049655; A-2024-3049656; A-2024-3049657; A-2024-3049658; A-2024-3049659; and A-2024-3049660. Windstream Holdings II, LLC, New Windstream, LLC, and the Windstream Licensees completed this reorganization on April 23, 2025, and will notify the Commission of the consummation of this reorganization shortly.

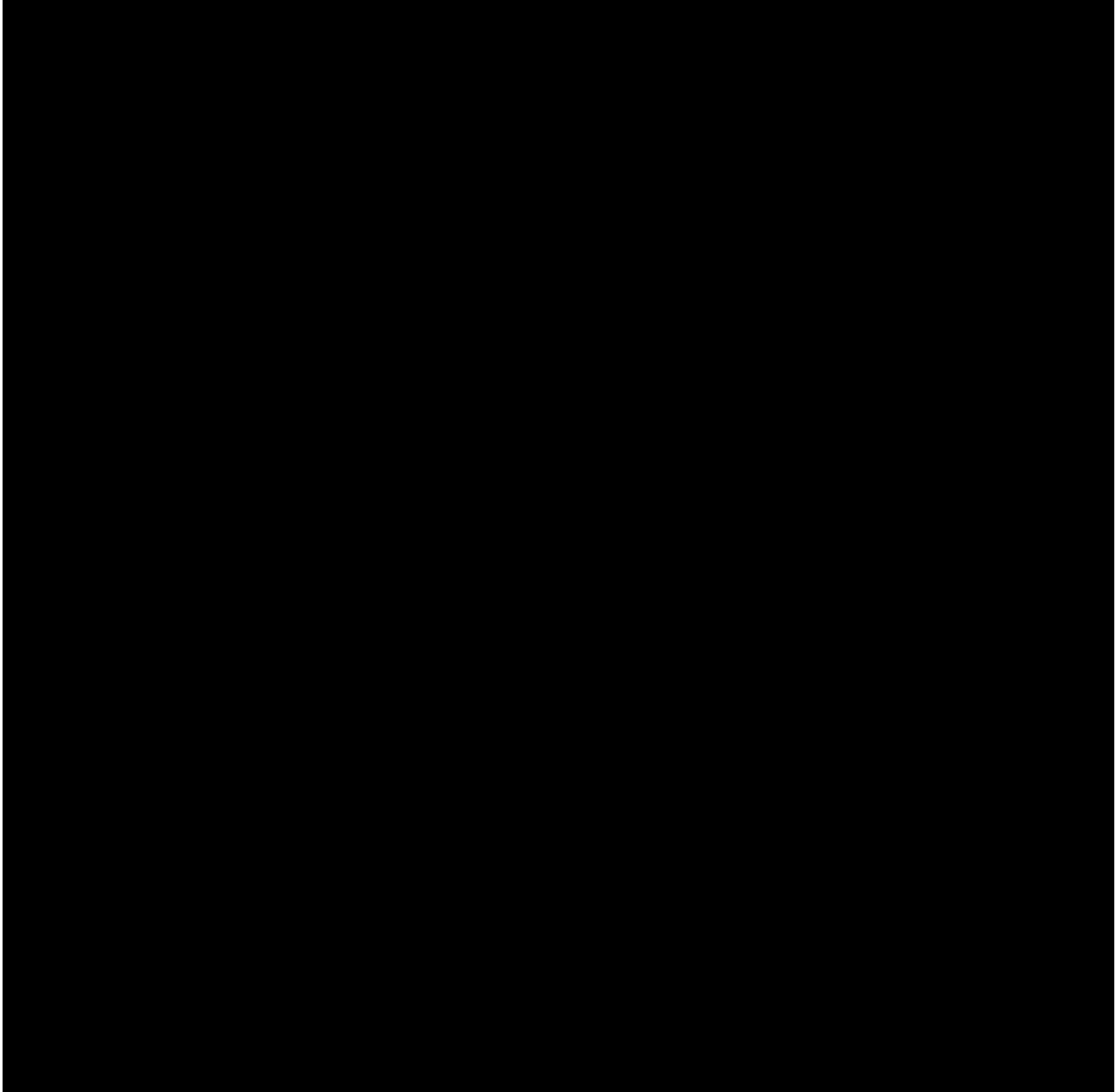
Response of A.R.C. Networks, Inc. *et al.*
To Data Request TUS 1
Docket Nos. A-2025-3054226; *et al.*

Request: TUS-1-2 Identify the Pennsylvania jurisdictional revenue of each party to the transaction and its Pennsylvania proportion of total revenue.

Response: The Uniti Licensees currently have no Pennsylvania jurisdictional revenue.

The Pennsylvania jurisdictional revenue, and Pennsylvania portion of total revenue, for the Windstream Licensees are detailed in the table below:

[BEGIN CONFIDENTIAL]



[END CONFIDENTIAL]

Response of A.R.C. Networks, Inc. *et al.*
To Data Request TUS 1
Docket Nos. A-2025-3054226; *et al.*

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. et al.
To Data Request TUS 1
Docket Nos. A-2025-3054226; et al.

Request: TUS-1-3

Affirm that the transaction has not already taken place (i.e. is not *Nunc Pro Tunc* in nature) and that the transaction will not be consummated prior to receiving Commission approval. If not included in the filing, provide the known or anticipated transaction closing date.

Response: Applicants affirm that the *Pro Forma Changes* have not already taken place and that the *Pro Forma Changes* will not be completed prior to receiving Commission approval. The *Pro Forma Changes* will be completed promptly after closing of the Transaction, which Applicants anticipate will occur in the second or third quarter of 2025.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. et al.
To Data Request TUS 1
Docket Nos. A-2025-3054226; et al.

Request: TUS-1-4 Identify all jurisdictions where this or a related transaction has been filed and where approval is being sought. Provide the status of each filing. While pending in Pennsylvania, identify any jurisdiction that acts on the transaction and describe the action taken. Provide updates as necessary.

Response: Applicants expect that the *Pro Forma Changes* will be approved as part of the applications filed for the Transaction with the California Public Utilities Commission and New York Public Service Commission. In addition to approval from this Commission, Applicants are seeking separate approval for the *Pro Forma Changes* from the Federal Communications Commission (only with respect to certain wireless licenses) and the following state jurisdictions: Indiana Utility Regulatory Commission, Kentucky Public Service Commission, Louisiana Public Service Commission, New Jersey Board of Public Utilities (filed March 25, 2025), and Texas Public Utility Commission.

Applicants will submit updates to this response as application approvals are received.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. et al.
To Data Request TUS 1
Docket Nos. A-2025-3054226; et al.

Request: TUS-1-5

If any conditions are under consideration, imposed, or agreed to in any jurisdiction in which this or a related transaction is pending, please update the filing to include that information as it occurs.

Response: While Applicants do not expect any conditions to be imposed on the *Pro Forma Changes* itself, Applicants agree to update the Commission if any such conditions are imposed or agreed to in the future.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. *et al.*
To Data Request TUS 1
Docket Nos. A-2025-3054226; *et al.*

Request: TUS-1-6 Identify all Pennsylvania-specific impacts known, anticipated, or considered that will or may result in any fashion from the transaction.

Response: The proposed *Pro Forma Changes* will occur at the holding company level and will not directly involve the Windstream Licensees or Uniti Licensees. Applicants do not expect any Pennsylvania-specific impacts. The general benefits of the *Pro Forma Changes* are described in Section V of the Application.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. et al.
To Data Request TUS 1
Docket Nos. A-2025-3054226; et al.

Request: TUS-1-7

If synergies as to scope or scale, or merger savings, are posed as a substantial public benefit overall, identify each anticipated synergy and/or savings. Identify the financial or other value of those synergies and/or savings and explain how such value was calculated.

Response: The *Pro Forma Changes* will occur at the intermediate holding company level that does not directly affect the Windstream Licensees or Uniti Licensees. Because this is an internal reorganization, no synergies or merger savings are included in the public benefit analysis. However, as explained in Section V of the Application, the transactions 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.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. et al.
To Data Request TUS 1
Docket Nos. A-2025-3054226; et al.

Request: TUS-1-8 Identify whether any of the anticipated benefits of the transaction are expected to arise from the loss or potential loss of Pennsylvania jobs, tax revenues, facilities, or downsizing, or consolidation that affects Pennsylvania, or any other impact in Pennsylvania.

Response: The anticipated benefits of the *Pro Forma Changes* are not expected to arise from a loss or potential loss of Pennsylvania jobs, tax revenues, facilities, or downsizing, or consolidation that affects Pennsylvania. Additionally, Applicants do not anticipate any other negative impacts to Pennsylvania resulting from the *Pro Forma Changes*.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. et al.
To Data Request TUS 1
Docket Nos. A-2025-3054226; et al.

Request: TUS-1-9 Identify the location and number of any employees, offices, or facilities of each party to the transaction that are located in Pennsylvania.

Response: Uniti has [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] employees in Pennsylvania. Uniti has one office in Pennsylvania at 1055 Westlakes Dr., Suite 300, Berwyn, PA 19312. [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] of its employees work at the Berwyn office while the other [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] work remotely from Collegeville, Harrisburg, Mifflintown Philadelphia, Pittsburgh, and Tannersville. In addition, Uniti has facilities at the following locations in Pennsylvania:

- 324 Chestnut St., Erie, PA - Colocation Space at AT&T Erie PA POP
- 4970 Sunset Pike, Chambersburg, PA – ILA (in-line amplification) Shelter.
- 63 N Ridge Road, Mifflintown, PA – Warehouse

Windstream has [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] employees in the Commonwealth. The Windstream Licensees have corporate office locations in 14 cities across the Commonwealth: Brookville, Brownstown, Ephrata, Essington, Harrisburg, Kittanning, Knox, Lewisburg, Meadville, Muncy, Pittsburgh, Swoyersville, Waynesburg, and Williamsport. In addition, Windstream Licensees have network facility locations in 129 cities across the Commonwealth.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. et al.
To Data Request TUS 1
Docket Nos. A-2025-3054226; et al.

Request: TUS-1-10

Identify any functions, operations, or activities of any nature currently performed in or affecting Pennsylvania that may be impacted as a result of the transaction. Specifically, identify any operations that will be eliminated and any impact on Pennsylvania employment.

Response: The *Pro Forma Changes* are not expected to result in the elimination of any Pennsylvania operations or any negative impacts on Pennsylvania employment. To the contrary, the transactions 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.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

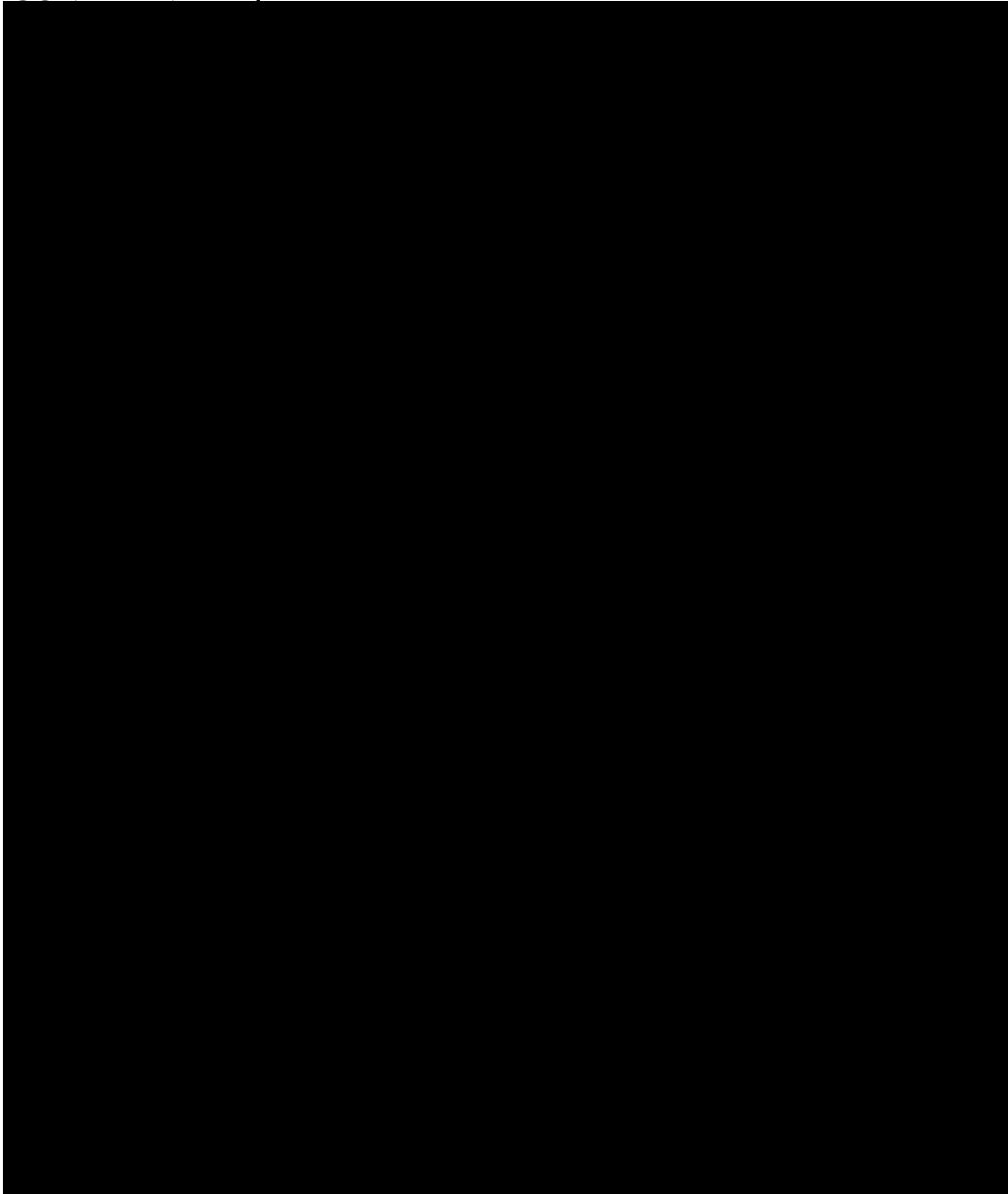
Response of A.R.C. Networks, Inc. *et al.*
To Data Request TUS 1
Docket Nos. A-2025-3054226; *et al.*

Request: TUS-1-11 Identify the number of Pennsylvania customers served by each of party to the transaction.

Response: Uniti has [BEGIN CONFIDENTIAL] [REDACTED] [END CONFIDENTIAL] customers in Pennsylvania, however, none of these customers receive jurisdictional services.

The Windstream Licensees operating in Pennsylvania (as described in the Application), serve the following number of Pennsylvania customers:

[BEGIN CONFIDENTIAL]



[END CONFIDENTIAL]

**Response of A.R.C. Networks, Inc. *et al.*
To Data Request TUS 1
Docket Nos. A-2025-3054226; *et al.***

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. *et al.*
To Data Request TUS 1
Docket Nos. A-2025-3054226; *et al.*

Request: TUS-1-12 Identify all service markets (e.g., local exchange market, special access market) in Pennsylvania in which each party to the transaction or any affiliates participate.

Response: Uniti participates in the broadband and special access market, providing point-to-point private line Ethernet services, dark fiber leases, and wavelength services in Pennsylvania. Most services rendered by Uniti in Pennsylvania are constructed and put into service on behalf of customers upon a customer's request.

The Windstream Licensees operating in Pennsylvania (as described in the Joint Application), participate in the following service markets under the jurisdiction of the Commission: local exchange, intrastate long distance, broadband, switched access, and special access.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. *et al.*
To Data Request TUS 1
Docket Nos. A-2025-3054226; *et al.*

Request: TUS-1-13 Identify all geographic areas in Pennsylvania in which the Applicant(s), affiliates, or any other entities affected by the transaction offer services.

Response: The Uniti Licensees are authorized to provide competitive access services statewide. The network through which these entities provide services in Pennsylvania runs throughout the Commonwealth, including Altoona, Erie, Lancaster, Pittsburgh, Philadelphia, Reading, Scranton, State College, Williamsport and other locations in between. Attached as Exhibit 1 is a map of Uniti's owned and leased network in Pennsylvania.

Windstream Licensees offer services in all counties of the Commonwealth.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. *et al.*
To Data Request TUS 1
Docket Nos. A-2025-3054226; *et al.*

Request: TUS-1-14 Identify any and all unaffiliated providers offering the same or competitive services as those of the Applicant(s) in the same geographic locales within Pennsylvania. Reference to all certificated carriers on file at the Commission will not be considered an acceptable or complete response.

Response: Uniti Licensees regularly compete with a number of other facilities-based providers in Pennsylvania in the service segments in which they operate, including Verizon, Crown Castle, DQE, Everstream, FirstLight, Segra, Zayo, Breezeline (f/b/a Atlantic Broadband), and Zito Business.

The ILEC Windstream Licensees face competition from various industries including traditional telecommunications providers, cable providers, and mobile wireless providers. Competitors include, e.g., Charter, Comcast, Starlink, T-Mobile, US Cellular, and Verizon.

In CLEC markets, Windstream primarily competes with ILECs and cable providers, including Verizon, Brightspeed, Frontier, Fairpoint, Charter, and Comcast.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. et al.
To Data Request TUS 1
Docket Nos. A-2025-3054226; et al.

Request: TUS-1-15

If the transaction is pending before the Federal Communications Commission (FCC), the U.S. Department of Justice (DOJ), or any other federal agency, please provide unexpurgated copies of responses provided to the FCC, DOJ, or other staff inquiries and data requests.

Response: Because the FCC does not consider the *Pro Forma Changes* as substantive change in ownership, the *Pro Forma Changes* do not require FCC approval with respect to domestic and international section 214 authorizations or common carrier wireless licenses. The *Pro Forma Changes* require FCC approval with respect to certain other wireless licenses. However, the parties currently expect the FCC to consider and approve the applications for the *pro forma* transfer of control of certain wireless licenses around the same time as the approvals for the Transaction.

As described in the Joint Application, no filing with the Federal Trade Commission and the Department of Justice under the Hart-Scott-Rodino (“HSR”) Act pre-merger is required for the *Pro Forma Changes*.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. et al.
To Data Request TUS 1
Docket Nos. A-2025-3054226; et al.

Request: TUS-1-16 While the transaction remains pending before the Commission, provide updates to the status of the transaction or of any changes to the application at the federal level as soon as they occur.

Response: Applicants confirm that they will provide updates to the status of the *Pro Forma Changes* or of any changes to any application at the federal level as soon as they occur.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream

Dated: April 24, 2025

Response of A.R.C. Networks, Inc. et al.
To Data Request TUS 1
Docket Nos. A-2025-3054226; et al.

Request: TUS-1-17

If the proposed transaction involves a foreign interest, describe in detail why state regulatory action on the proposed transaction would not be adverse to national security while DOJ approval remains pending.

Response: The *Pro Forma Changes* do not involve any foreign interest holder that will not have already been reviewed and evaluated by the Team Telecom agencies in connection with the Transaction. State regulatory action on the *Pro Forma Changes* will therefore not adversely impact national security, as the pertinent federal agencies will have already reviewed foreign interest holders in Parent.

Response provided by:

For Uniti: Kelly McGriff, Vice President – Deputy General Counsel, Uniti Group Inc.

For Windstream: Kristi Moody, Executive Vice President – General Counsel & Chief Compliance Officer, Windstream


Dated: April 24, 2025

VERIFICATION

STATE OF ARKANSAS §
 §
COUNTY OF PULASKI §

I, Kristi Moody, hereby state that the facts set forth above 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 unsworn falsification to authorities).

Date: April 23, 2025




Kristi Moody
Executive Vice President – General Counsel
& Chief Compliance Officer
Windstream

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 23rd day of April 2025.



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