

WINDSTREAM SERVICES, LLC

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VIA ELECTRONIC FILING

Mr. Reece McAlister, Secretary
Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 30334

Re: Notification Regarding a *Pro Forma* Intra-Corporate Transaction

Dear Secretary McAlister:

The purpose of this letter is to notify the Georgia Public Service Commission (“Commission”) of various upcoming *pro forma* intra-company transactions involving Windstream Services, LLC (“Windstream Services”), Windstream Enterprise Holdings, LLC (“Windstream Enterprise”) along with Windstream KDL, LLC, Windstream Norlight, LLC, Windstream NTI, LLC, and Windstream NuVox, LLC (the “Windstream Licensees” and, along with Windstream Services and Windstream Enterprise, “Windstream”). A list of authorizations held by the Windstream Licenses is included as Exhibit A. While it is Windstream’s understanding that Commission approval for the transactions is not required, we are providing this notification to enable the Commission to maintain the accuracy of its records.

Over the past several years, Windstream has acquired a number of telecommunications entities that, either directly or through one or more operating subsidiaries, held federal and state authorizations and certifications to provide interstate and intrastate telecommunications services. Due to the overly complex corporate organizational structure resulting from these acquisitions, Windstream proposes a series of *pro forma* intra-company transactions that, once complete, will result in a more streamlined and simplified corporate structure. As detailed in “Public Interest Considerations,” below, this simplification will enable Windstream to function in a more efficient and nimble fashion. The changes will result in changes to the direct parent company of the customer-facing operating entities but will not change the ultimate ownership of the entities. The proposed organizational changes will be transparent to customers.

Windstream Services and Windstream Enterprise are both Delaware limited liability companies headquartered at 4001 North Rodney Parham Road, Little Rock, Arkansas 72212. Windstream Services, through its subsidiaries, is a leading provider of advanced network

communications and technology solutions for consumers, businesses, enterprise organizations, and wholesale customers across the United States.

I. DESCRIPTION OF THE PROPOSED TRANSACTION

Windstream KDL, LLC, Windstream Norlight, LLC, Windstream NTI, LLC, and Windstream NuVox, LLC are all currently direct subsidiaries of Windstream Services, LLC. Windstream Services, LLC will contribute 100% of the membership interests of each company to its subsidiary Windstream Enterprise Holdings, LLC. See Exhibit B for a current and post organizational chart.

II. PUBLIC INTEREST CONSIDERATIONS


The pro forma intra-company changes described herein are in the public interest and will simplify Windstream's existing corporate structure, reduce its reporting and accounting burdens, and provide beneficial operational efficiencies that will allow Windstream to serve its customers in a more efficient and nimble fashion.

Because the pro forma changes will occur at the holding company level, there will be no change or impact to customers' rates, terms, or services as a result of the changes. Moreover, as previously stated, the changes will be transparent to customers.

Finally, all Windstream subsidiaries, including the Parties, have the same corporate officers. Therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the customer base.

If there are any questions regarding this notice, please do not hesitate to contact the undersigned.

Respectfully submitted,



Nicole Winters
Counsel II

Exhibit A

Windstream Licensees

- Windstream KDL, LLC is authorized to provide local exchange services pursuant to Certificate L-0384 and interexchange services pursuant to Certificate X-1069.
- Windstream Norlight, LLC is authorized to provide local exchange services pursuant to Certificate L-0344 and resold services pursuant to Certificate R-0628.
- Windstream NTI, LLC is authorized to provide resold services pursuant to Certificate R-0433.
- Windstream NuVox, LLC is authorized to provide local exchange services pursuant to Certificate L-0377, resold services pursuant to Certificate R-0972, and operator services pursuant to Certificate A-0231.