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May 1, 2025

VIA ELECTRONIC FILING

Ms. Sallie Tanner
Executive Secretary
Georgia Public Service Commission
244 Washington Street, SW
Atlanta, GA 30334

Re: Notice Regarding the Upcoming Transfer of Control of Windstream and Uniti Georgia Licensees

Dear Ms. Tanner:

New Windstream, LLC ("Windstream"), with its subsidiaries holding Georgia certificates (the "Windstream Licensees");[1] Uniti Group Inc. ("Uniti"), with its subsidiaries holding Georgia certificates (the "Uniti Licensees");[2] and Windstream Parent, Inc. ("Parent") (together, the "Parties to the Transaction" or "Parties") hereby notify the Georgia Public Service Commission ("Commission") of a multi-step transaction that will result in the transfer of control and ownership of the Windstream Licensees and the Uniti Licensees to Parent described below. The transfer of control and ownership will take place at the holding company level among parent and intermediate holding companies headquartered and domiciled in other states and will not involve the issuance by the Windstream Licensees or Uniti Licensees of any stocks, bonds, notes, or other evidences of debt payable more than 12 months after the date of issuance that would require formal approval

[1] "Windstream Licensees" refers to Broadview Networks, Inc.; Business Telecom, LLC; CTC Communications Corp.; DeltaCom, LLC; Georgia Windstream, LLC; Intellifiber Networks, LLC; McLeodUSA Telecommunications Services, LLC; Network Telephone, LLC; PAETEC Communications, LLC; Talk America, LLC; US LEC of Georgia, LLC; Windstream Accucomm Telecommunications, LLC; Windstream Communications, LLC; Windstream FiberNet, LLC; Windstream Georgia Communications, LLC; Windstream Georgia, LLC; Windstream Georgia Telephone, LLC; Windstream KDL, LLC; Windstream New Edge, LLC; Windstream Norlight, LLC; Windstream NTI, LLC; Windstream NuVox, LLC; and Windstream Standard, LLC. A list of authorizations held by the Windstream Licensees is included as **Exhibit A**.

[2] "Uniti Licensees" refers to ANS Connect, LLC, CSL Georgia Realty, LLC, CSL Georgia System, LLC, Southern Light, LLC, and Uniti National LLC. A list of authorizations held by the Uniti Licensees is included as **Exhibit A.**

by the Commission under O.C.G.A. § 46-2-28(g). In the event the Commission determines that formal approval is required, Commission approval is requested.

On May 3, 2024, Windstream[3] and Uniti entered into an Agreement and Plan of Merger[4] under which Uniti and Windstream will become subsidiaries of Parent, a newly formed Delaware corporation (the "Uniti-Windstream Transaction").[5] The Parties expect to complete the Uniti-Windstream Transaction promptly upon receipt of all required regulatory approvals, which may be as soon as June of 2025.

Promptly upon closing the Uniti-Windstream Transaction, the Parties also intend to make certain *pro forma* changes to the intermediate holding company structure between Parent and the Windstream Licensees and the Uniti Licensees, respectively, to consolidate certain administrative, tax, financial, and reporting functions so that the Parties can fully realize the benefits of the Uniti-Windstream Transaction (the "*Pro Forma Changes*" and together with the Windstream-Uniti Transaction, the "Transactions"). The *Pro Forma Changes* are planned promptly following the closing of the Uniti-Windstream Transaction and receipt of all required regulatory approvals.

The Parties understand that formal Commission approval of the Uniti-Windstream Transaction and subsequent *Pro Forma Changes* is not required.[6] The Parties, therefore, submit this letter for information purposes to ensure the continuing accuracy of the Commission's records.

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[3] The Agreement and Plan of Merger was entered into by Windstream Holdings II, LLC, the ultimate parent company of the Windstream Licensees at the time. New Windstream, LLC subsequently became the ultimate parent company of the Windstream Licensees pursuant to a *pro forma* reorganization of which the Commission was notified on March 3, 2025, in Docket Nos. 3, 4242, 5891, 6328, 6937, 6643, 7539, 7559, 9471, 11472, 11575, 15374, 13674, 19763, and 19921. The Commission acknowledged the notice on March 6, 2025, and indicated that no further action by the Commission is required.

[4] The agreement is publicly available through Uniti's filing with the Securities and Exchange Commission. *See* Uniti Group Inc., Current Report (Form 8-K) Exhibit 2.1 (May 3, 2024), https://www.sec.gov/Archives/edgar/data/1620280/000095010324006323/dp210423_ex0201.htm ("*2024 Merger Agreement Exhibit 2.1*").

[5] At closing of or shortly after the Transaction, Parent's legal name is expected to be changed to Uniti Group Inc. and it will be traded under the ticker symbol UNIT. The Parties to the Transaction are using the designation "Parent" for purposes of this Notice to avoid confusion with the entity currently named Uniti Group Inc.

[6] The Transactions are taking place at the holding company level among parent and intermediate holding companies headquartered and domiciled in other states. The Windstream Licensees and the Uniti Licensees authorized in Georgia are each maintaining their existing assets, authorizations, and operations, and no transfer of their assets, systems, or customers is involved. The Transactions therefore do not implicate O.C.G.A. § 46-5-41. Further, the Transactions do not involve the issuance by the Windstream Licensees or Uniti Licensees of any stocks, bonds, notes, or other evidences of debt payable more than 12 months after the date of issuance that would require formal approval by the Commission under O.C.G.A. § 46-2-28. In addition, the Windstream Licensees and the Uniti Licensees are each wholly owned subsidiaries of parent companies (Windstream and Uniti, respectively) that are headquartered in Arkansas, and the Transactions would be exempt from review under O.C.G.A. § 46-2-28(g) even if such provision were applicable.

DESCRIPTION OF THE PARTIES

Windstream is a Delaware limited liability company which, through operating subsidiaries, provides fiber-based broadband to residential and small business customers in 18 states, managed cloud communications, networking and security services for mid-to-large enterprises and government entities across the United States, and customized wavelength and dark fiber solutions for carriers, content providers, and hyperscalers in the United States. Windstream's operating subsidiaries offer services in all 50 states and the District of Columbia. The Windstream Licensees and their authorizations to provide intrastate telecommunications services are listed in **Exhibit A**.

Parent is a Delaware corporation and currently a subsidiary of Windstream. As a result of the proposed Uniti-Windstream Transaction, it will be the ultimate parent company of the Windstream Licensees and the Uniti Licensee.

Uniti is a publicly traded (NASDAQ: UNIT), internally managed real estate investment trust, organized under the laws of the State of Maryland. It 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 Licensee and their authorizations to provide intrastate telecommunications services are listed in **Exhibit A**.

DESCRIPTION OF THE TRANSACTIONS

On May 3, 2024, Windstream Holdings II, LLC and Uniti entered into an Agreement and Plan of Merger[7] under which Uniti and Windstream will become subsidiaries of Parent, a newly formed Delaware corporation. Parent, as the new ultimate parent of both Uniti and Windstream, will indirectly own and control the Windstream Licensees and the Uniti Licensees.

The Uniti-Windstream Transaction will combine Uniti and Windstream's network assets, experience, and competencies to best leverage each other's resources. The Windstream Licensees' and the Uniti Licensees' customers are not expected to experience any disruption of, or diminishment to, their existing services. On the contrary, the Uniti-Windstream Transaction will help ensure continuity of high-quality communications services to Georgia customers at competitive rates. Indeed, the Parties do not presently anticipate any change in service rates as a result of the Transaction.

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[7] *Supra* n.3.

A. Structure of Uniti-Windstream Transaction

The Uniti-Windstream Transaction involves multiple steps, including (1) Windstream merging into Parent, with Parent surviving, followed by (2) Uniti merging into a newly formed subsidiary of Parent, with Uniti Group Inc. surviving. As a result, each of the Windstream Licensees and the Uniti Licensees will become indirect subsidiaries of Parent. No assignment of licenses, certificates, assets, or customers by the Windstream Licensees or the Uniti Licensees will occur as a consequence of the proposed Transaction, which will occur at the parent holding company level. Before-and-after organization charts are attached to this Notice as **Exhibits B and C**.

B. Ownership of Parent

Upon completion of the Uniti-Windstream Transaction, Parent will be a publicly traded corporation with dispersed shareholding. Both Uniti's pre-closing shareholders and Windstream's equity holders will receive common equity in Parent, with Windstream's equity holders also receiving consideration in the form of cash and warrants for common stock in Parent. After the proposed Uniti-Windstream Transaction, Uniti's pre-closing shareholders will hold, in aggregate, approximately 62 percent, and Windstream's pre-closing equity holders approximately 38 percent, of the common equity in Parent. No investor or group of investors will hold a controlling interest in Parent.

C. Pro Forma Changes

Promptly after closing the Uniti-Windstream Transaction and upon receipt of all required regulatory approvals, the Parties will conduct the *Pro Forma Changes*, which will change the intermediate holding company structure between Parent and the Windstream Licensees and the Uniti Licensees, respectively. The *Pro Forma Changes* will not alter ultimate ownership and control of the Windstream Licensees or the Uniti Licensees by Parent, nor will they involve any changes to the Windstream Licensees and Uniti Licensees themselves. Rather, the *Pro Forma Changes* will (through a series of steps including the contribution of equity and internal mergers) combine portions of the Parties' intermediate holding company structure to enable 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 merger, thus strengthening the combined company's position. These *Pro Forma Changes* will not affect the operations of the Parties and customers will continue to have the same service providers. The *Pro Forma Changes* will be transparent to customers and will not result in any change in rates, terms or conditions of service to them.

An organization chart depicting the ownership structure of the Parties after the *Pro Forma Changes* are attached as **Exhibit D**.

If there are any questions regarding this Notice, please do not hesitate to contact:

Windstream, the Windstream Licensees, and Parent:

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CONCLUSION

The Parties to the Transactions respectfully advise the Commission of the planned Transactions as set forth above. If there are any questions concerning this submission, please do not hesitate to contact the undersigned directly.

Respectfully submitted on this 1st of May, 2025.

Counsel for Uniti and the Uniti Licensees

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EXHIBIT A

WINDSTREAM LICENSEES' AUTHORIZATIONS

- Windstream:
  - Broadview Networks, Inc. is authorized to provide local exchange services pursuant to Certificate L-0300 (Docket # 15125) and interexchange services pursuant to Certificate X-1052 (Docket # 15124).
  - Business Telecom, LLC is authorized to provide local exchange services pursuant to Certificate L-007 (Docket # 6328), interexchange services pursuant to Certificate X-0992 (Docket # 10588) and resold services pursuant to Certificate R-0058 (No Docket).
  - CTC Communications Corp. is authorized to provide resold services pursuant to Certificate R-0334 (Docket #5891).
  - DeltaCom, LLC is authorized to provide local exchange services pursuant to Certificate L-024 (Docket #6937) and resold services pursuant to Certificate R-0069 (No Docket)
  - Georgia Windstream, LLC is an incumbent local exchange service provider pursuant to Certificate IL-034.
  - Intellifiber Networks, LLC is authorized to provide local exchange services pursuant to Certificate L-0308 (Docket #15374) and interexchange services pursuant to Certificate X-1051 (Docket #15375).
  - McLeodUSA Telecommunications Services, LLC is authorized to provide interexchange services pursuant to Certificate X-1031 (Docket #13674) and resold services pursuant to Certificate R-0417 (Docket #2982).
  - Network Telephone, LLC is authorized to provide local exchange services pursuant to Certificate L-0107 (Docket #9471) and resold services pursuant to Certificate R-0574 (Docket #9763).
  - PAETEC Communications, LLC is authorized to provide local exchange services pursuant to Certificate L-0182 (Docket #11575) and resold services pursuant to Certificate R-0580 (Docket #9720).
  - Talk America, LLC is authorized to provide local exchange services pursuant to Certificate L-042 (Docket #7559) and resold services pursuant to Certificate R-0109 (Docket #5675).
  - US LEC of Georgia, LLC is authorized to provide local exchange services pursuant to Certificate L-045 (Docket #7539) and resold services pursuant to Certificate R-0479 (Docket #7540).
  - Windstream Accucomm Telecommunications, LLC is an incumbent local exchange service provider pursuant to Certificate IL-036
  - Windstream Communications, LLC is authorized to provide local exchange services pursuant to Certificate L-0237 (Docket # 12815) and resold services pursuant to Certificate R-1004 (Docket #22084).
  - Windstream FiberNet, LLC is authorized to provide interexchange services pursuant to Certificate X-950 (Docket #4242) and resold services pursuant to Certificate R-0145 (Docket #4517).

- Windstream Georgia Communications, LLC is an incumbent local exchange service provider pursuant to Certificate IL-033.
- Windstream Georgia, LLC is an incumbent local exchange service provider pursuant to Certificate IL-032.
- Windstream Georgia Telephone, LLC is an incumbent local exchange service provider pursuant to Certificate IL-035
- Windstream KDL, LLC is authorized to provide local exchange services pursuant to Certificate L-0384 (Docket #19763) and interexchange services pursuant to Certificate X-1069 (Docket # 19759).
- Windstream New Edge, LLC is authorized to provide local exchange services pursuant to Certificate L-0168 (Docket #11472) and interexchange services pursuant to Certificate X-0995 (Docket #11449).
- Windstream Norlight, LLC is authorized to provide local exchange services pursuant to Certificate L-0344 (Docket #17657).
- Windstream NTI, LLC is authorized to provide resold services pursuant to Certificate R-0433 (Docket #6643).
- Windstream NuVox, LLC is authorized to provide local exchange services pursuant to Certificate L-0377 (Docket #19921) and resold services pursuant to Certificate R-0972 (Docket # 19922).
- Windstream Standard, LLC is an incumbent local exchange service provider pursuant to Certificate IL-027.

EXHIBIT A

UNITI LICENSEES' AUTHORIZATIONS

- ANS Connect, LLC is authorized to provide competitive local exchange service pursuant to Certificate L-0366 ((Docket #18819)
- CSL Georgia Realty, LLC is authorized to construct or operate telephone line, plant, or system (facilities-based interexchange) pursuant to Certificate X-1118. CSL Realty does not provide telecommunications services to end users in Georgia but is certificated in order to hold certain telecommunications assets ((Docket #38999).
- CSL Georgia System, LLC is authorized to construct or operate telephone line, plant, or system (facilities-based interexchange) pursuant to Certificate X-1119. CSL System does not provide telecommunications services to end users in Georgia but is certificated in order to hold certain telecommunications assets (Docket #38898).
- Southern Light, LLC is authorized to provide competitive local exchange service pursuant to Certificate L-0454, and to construct or operate telephone line, plant, or system (facilities-based interexchange) pursuant to Certificate X-1125 ((Docket #27881).
- Uniti National LLC is authorized to construct or operate telephone line, plant, or system (facilities-based interexchange) pursuant to Certificate X-7771 (Docket #43215)

EXHIBIT B

CURRENT WINDSTREAM ORGANIZATION STRUCTURE CHART

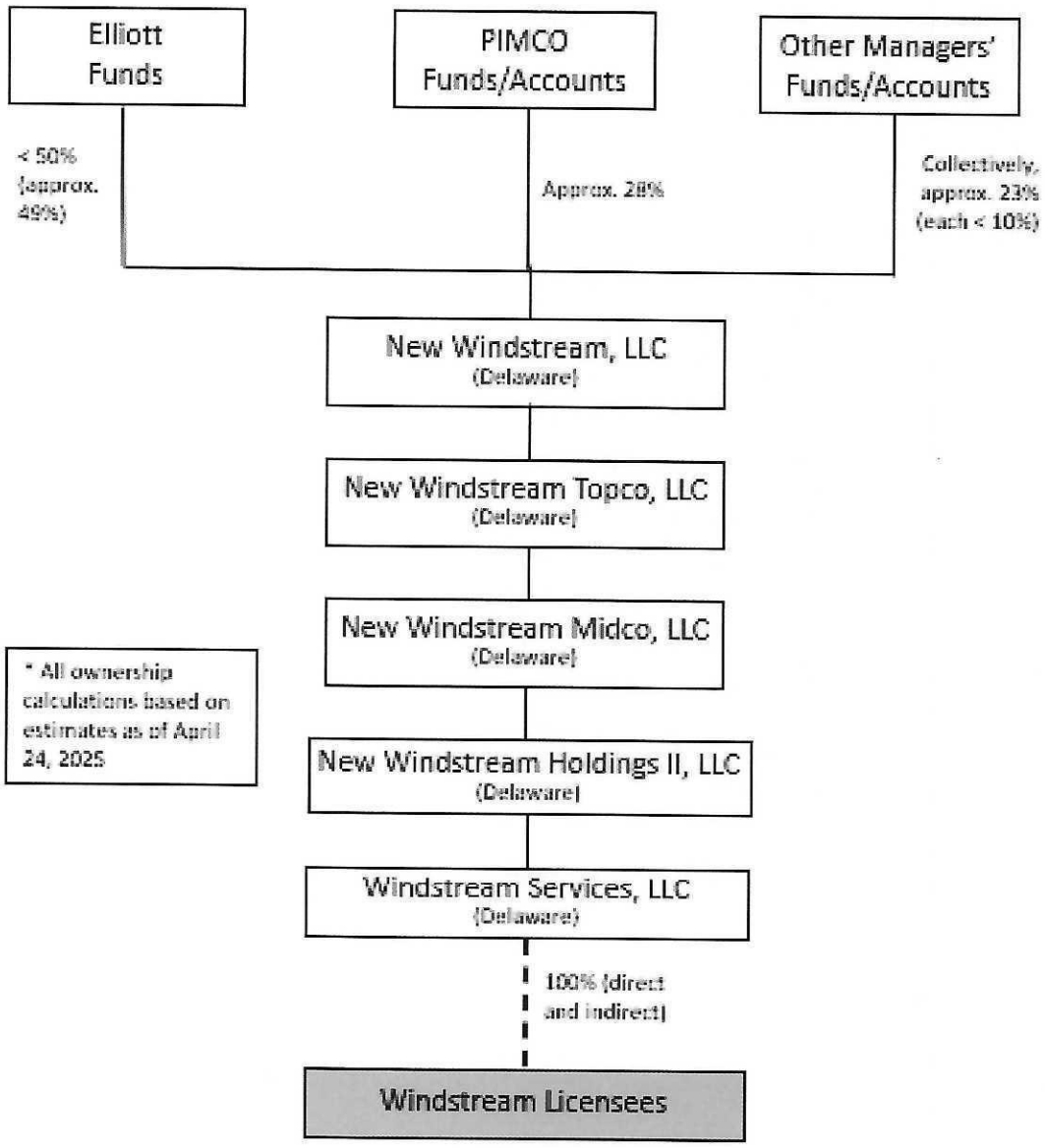
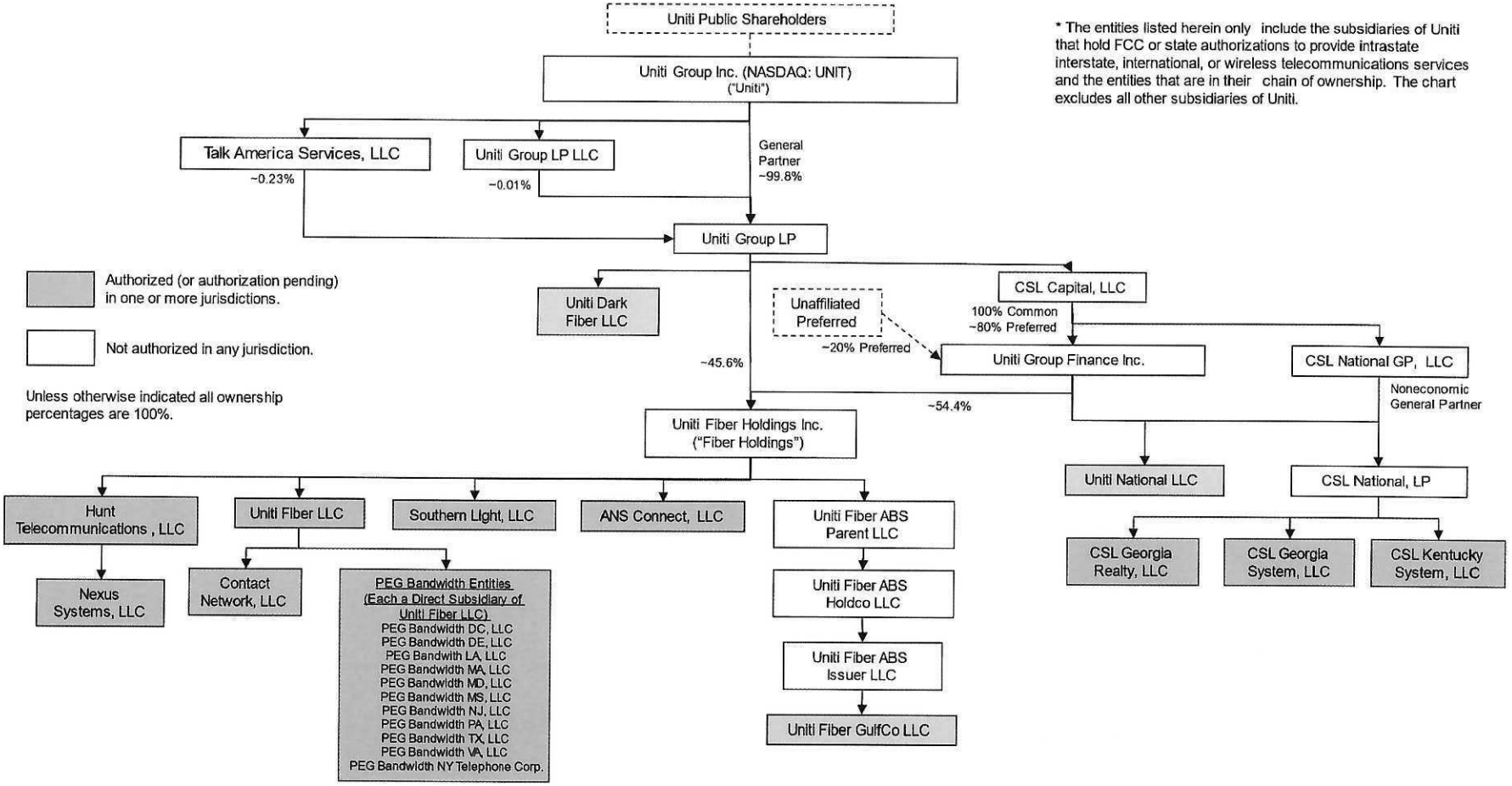


EXHIBIT B

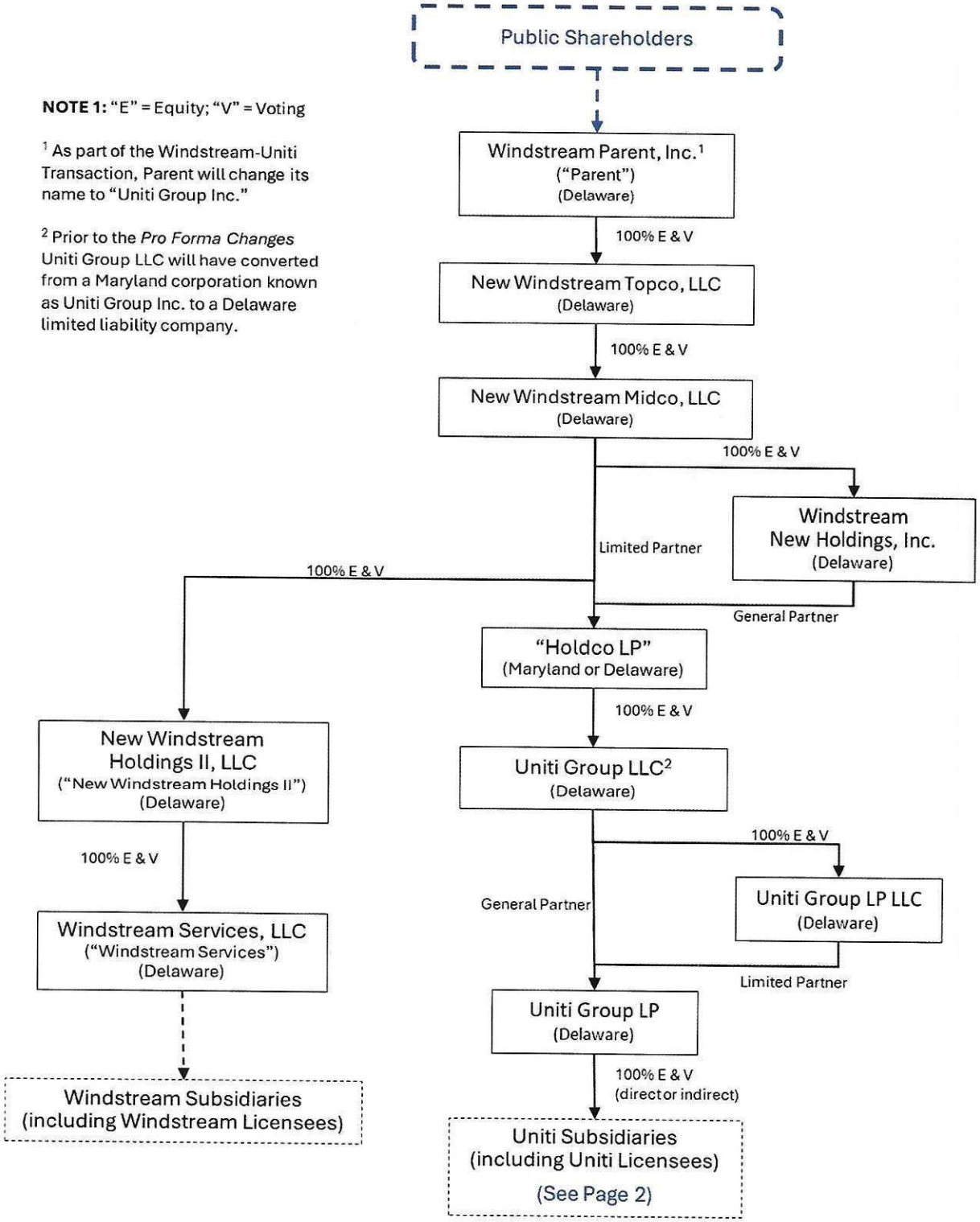
Current Corporate Organization Chart of Uniti Group Inc. Regulated Subsidiaries*



* The entities listed herein only include the subsidiaries of Uniti that hold FCC or state authorizations to provide intrastate interstate, international, or wireless telecommunications services and the entities that are in their chain of ownership. The chart excludes all other subsidiaries of Uniti.

EXHIBIT C

ORGANIZATION STRUCTURE CHARTS
IMMEDIATELY FOLLOWING UNITI-WINDSTREAM TRANSACTION



NOTE 1: "E" = Equity; "V" = Voting

[1] As part of the Windstream-Uniti Transaction, Parent will change its name to "Uniti Group Inc."

[2] 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.

Post-Uniti-Windstream Transaction Organization Structure Chart of Uniti Licensees*

* The entities listed herein only include the regulated subsidiaries of Uniti and the entities that are in their chain of ownership. The chart excludes all other subsidiaries of Uniti.

(see Page 1 for Ownership of Uniti Group LP)

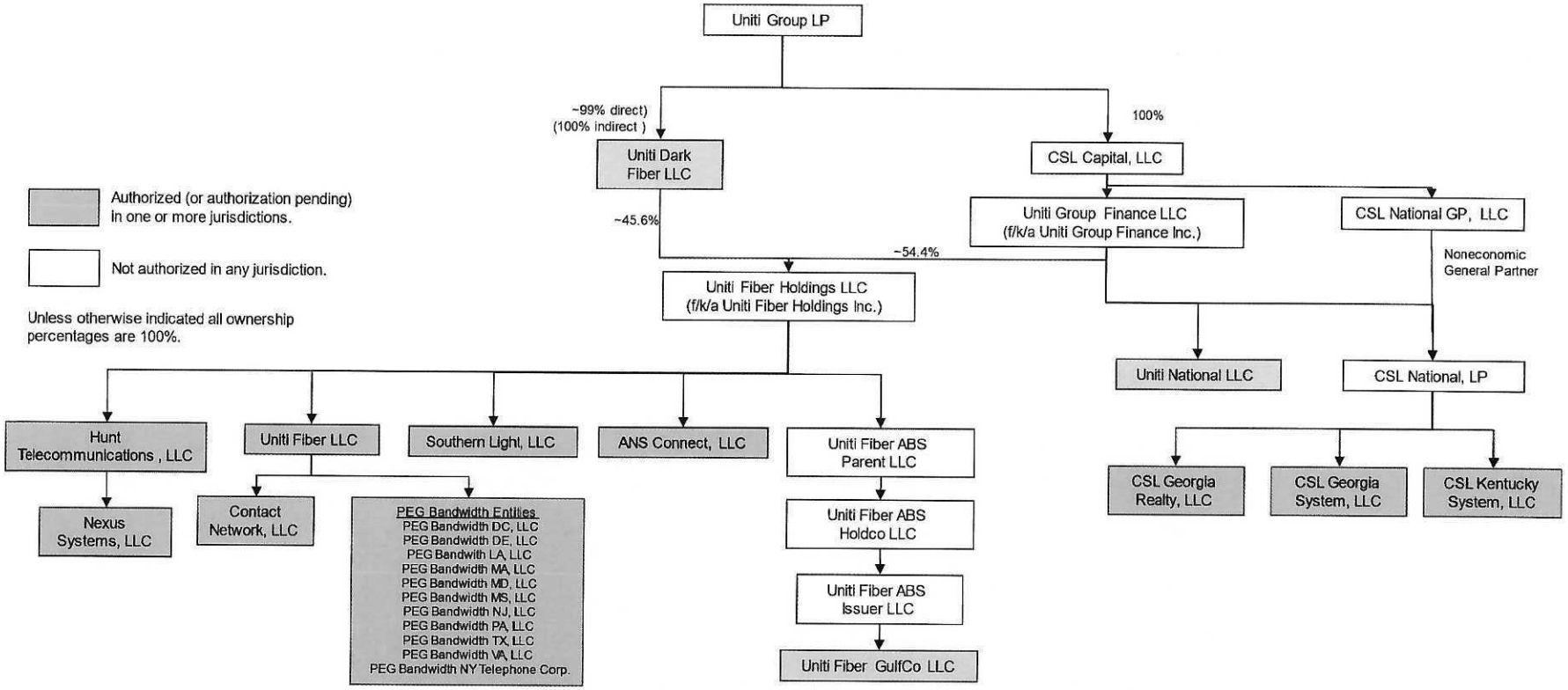


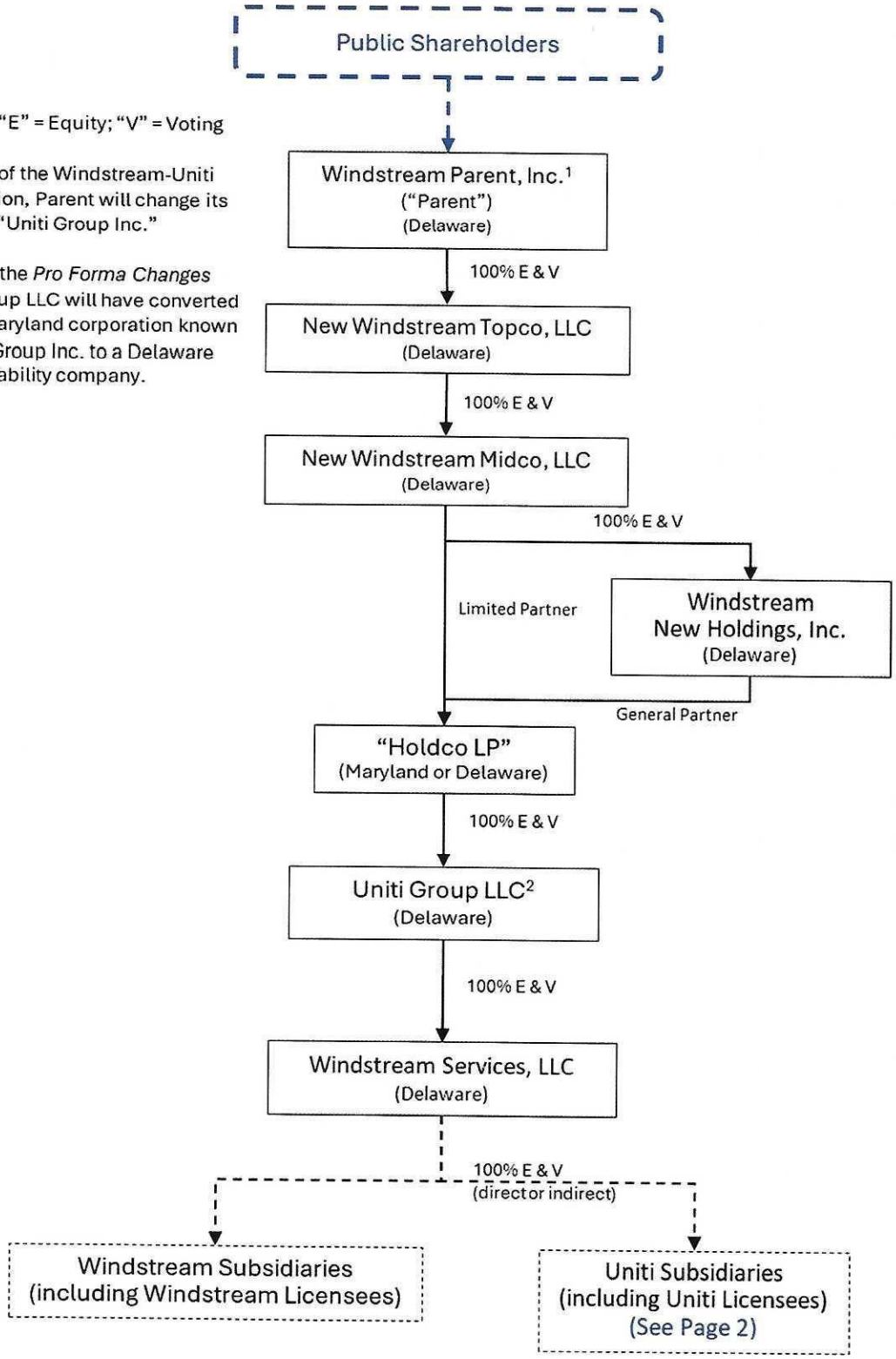
EXHIBIT D

FINAL ORGANIZATION STRUCTURE CHARTS AFTER COMPLETION OF *PRO FORMA CHANGES*

NOTE 1: "E" = Equity; "V" = Voting

[1] As part of the Windstream-Uniti Transaction, Parent will change its name to "Uniti Group Inc."

[2] 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.



Post-*Pro Forma Changes* Organization Structure Chart of Uniti Licensees*

* The entities listed herein only include the regulated subsidiaries of Uniti and the entities that are in their chain of ownership. The chart excludes all other subsidiaries of Uniti.

