

**WINDSTREAM SERVICES, LLC**

4001 N. Rodney Parham Road  
Little Rock, Arkansas 72212

Paul St. Clair  
*Director – Fed Government Affairs*

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February 1, 2021

**VIA E-DOCKET**

Ms. Brinda Westbrook-Sedgwick, Commission Secretary  
Public Service Commission of District of Columbia  
1325 G ST NW, Suite 800  
Washington, DC 20005

**Re: Application of Windstream Services, LLC, Windstream Enterprise Holdings, LLC, Masscomm, LLC and Windstream KDL, LLC for Authority to Complete a *Pro Forma* Intra-Corporate Transaction  
Docket Nos.: TA 10-2 & TA 08-4**

Dear Ms. Westbrook-Sedgwick:

Enclosed for filing with the Commission is the Application of Windstream Services, LLC, Windstream Enterprise Holdings, LLC, Masscomm, LLC, and Windstream KDL, LLC, for Authority to Complete a *Pro Forma* Intra-Corporate Transaction.

Should you have any questions concerning this filing, please do not hesitate to contact Nicole Winters, Counsel II, at 501-748-6313 or [nicole.winters@windstream.com](mailto:nicole.winters@windstream.com) or myself.

Sincerely,

/s/ Paul St. Clair  
Paul St. Clair  
Director – Fed Government Affairs

Enclosures

**BEFORE THE  
DISTRICT OF COLUMBIA PUBLIC SERVICE COMMISSION**

Application of

**Windstream Services, LLC  
Windstream Enterprise Holdings, LLC  
Masscomm, LLC and  
Windstream KDL, LLC**

for Authority to Complete A *Pro Forma*  
Intra-Corporate Transaction

Docket No. \_\_\_\_\_

**APPLICATION**

Windstream Services, LLC, Windstream Enterprise Holdings, LLC, and their subsidiaries Masscomm, LLC and Windstream KDL, LLC (the “Windstream Licensees”) (collectively, “Applicants”), respectfully request approval by the District of Columbia Public Service Commission (“Commission”), to the extent required under D.C. Code § 34-1001 and 15 D.C.M.R. § 2511.2, for certain *pro forma* intra-company changes described in more detail below (the “Transaction”).<sup>1</sup> The Applicants are each an indirect subsidiary of Windstream Holdings II, LLC (“Windstream”), and the Transaction described herein is being undertaken to realign the Windstream corporate structure to better align with Windstream’s operating units.

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<sup>1</sup> It is Applicants’ understanding that the Commission exercises approval authority over transfers of control involving communications providers only insofar as they own or operate communications facilities located within the District of Columbia. *See* Formal Case No. 990, Order No. 13139 (Mar. 25, 2004). Of the Windstream Licensees, only Windstream KDL, LLC is a facilities-based carrier in the District of Columbia. Applicants seek approval for the Transaction only insofar as required and understand that approval may not be required for remaining Windstream Licensees.

## **I. Introduction**

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—the Transaction. This Transaction will simplify the Applicants’ collective operations and will enable Windstream to function in a more efficient and nimble fashion. These changes will all occur at the holding company level and will not change the customer-facing operating entities. A chart depicting the current corporate organization of the Applicants and their parents is provided as **Exhibit A**. Windstream intends to realign its existing corporate structure in a way that better aligns it with its operating units. A chart depicting the corporate organizational structure of Windstream upon completion of the Transaction is provided as **Exhibit C**.

The Transaction is demonstrably in the public interest and consistent with the five public interest factors the Commission considers under 15 D.C.M.R. § 2511.2(d). The Transaction will have no effect on universal service, public safety and welfare, the quality of local telecommunications services, or consumer rights. Windstream’s customers in the District of Columbia will continue to enjoy uninterrupted access to high-quality communications services at the same rates, and under the same terms and conditions of service, as exist today, with any future changes arising in the normal course of business operations. Accordingly, the Applicants urge the Commission to grant the Application without delay.

**I. The Applicants**

***Windstream Services, LLC***, a Delaware limited liability company, which is headquartered at 4001 North Rodney Parham Road, Little Rock, Arkansas 72212. ***Windstream Enterprise Holdings, LLC***, a Delaware limited liability company, also headquartered at 4001 North Rodney Parham Road, Little Rock, Arkansas 72212. Windstream Services, LLC and Windstream Enterprise Holdings, LLC, through their subsidiaries, are a leading provider of advanced network communications and technology solutions for consumers, small businesses, enterprise organizations and carrier partners across the U.S. Windstream offers bundled services, including broadband, security solutions, voice and digital TV to consumers. The company also provides data, cloud solutions, unified communications and managed services to business and enterprise clients.

***The Windstream Licensees.*** Windstream Services, LLC controls two certificated local exchange carriers that provide service in the District of Columbia. Each of Windstream's certified local exchange carriers operating in the District of Columbia is listed below, along with the numbers and dates of the Commission orders authorizing them to provide service in the District of Columbia:

<b>Windstream Licensee</b>	<b>Commission Order</b>
Masscomm, LLC	No. 15888 (July 20, 2010)
Windstream KDL, LLC	No. 14757 (Mar. 10, 2008)

## **II. Contact Information**

The contact information for the Applicants is as follows<sup>2</sup>:

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Nicole Winters  
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[Paul.Stclair@windstream.com](mailto:Paul.Stclair@windstream.com)  
[Nicole.Winters@windstream.com](mailto:Nicole.Winters@windstream.com)

## **III. Description of the *Pro Forma* Intra-Corporate Transaction**

Windstream has determined that its business would be more efficient from a management, operations, regulatory, accounting, financial, and customer experience perspective by streamlining its organization as much as possible. The Transaction described below, which is the subject of this Application, is part of Windstream's streamlining efforts.

Masscomm, LLC and Windstream KDL, 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**)

Customers of the Windstream Licensees will continue to receive services from the Windstream Licensees under the same rates, terms and conditions of service as provided before the Transaction.

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<sup>2</sup> *Id.* § 2511.2(a).

#### **IV. Public Interest Considerations**

The Transaction is demonstrably in the public interest and consistent with the five public interest factors the Commission considers under 15 D.C.M.R. § 2511.2(d): public safety and welfare, quality of local telecommunications services, competition, consumer rights, and universal service. The Transaction will generate substantial benefits and result in no countervailing harms.

Primarily, the Transaction will simplify Windstream's existing corporate structure and will reduce its reporting and accounting burdens thereby providing operational efficiencies that will allow Windstream to serve its customers in a more efficient and nimble fashion. Efficient corporate organization will allow Windstream's customers to continue to enjoy uninterrupted access to the same safe, reliable, and high-quality telecommunications and information services from the same service providers at the same competitive rates and under the same terms and conditions as before. Any future changes will result from the normal course of business operations, as was the case prior to the Transaction. In addition, the Transaction will have no effect on the operations or the managerial or technical qualifications of Windstream or the Windstream Licensees. The Transaction will therefore have no adverse effect on the quality of local telecommunications service or on the public safety and welfare of District of Columbia residents.

In addition, the Transaction will not adversely affect competition or customer choice in the District of Columbia—or elsewhere—because it will not result in a reduction of available service providers. The Transaction will not create any new combinations and is thus incapable of generating anticompetitive horizontal or vertical concentration. District of Columbia customers will continue to have access to the same number of competitive alternatives they have today.

The Transaction will also have no effect on consumer rights. The transaction will not change the Windstream Licensees' policies with respect to its consumers or customer-facing

operations, such as ordering, service installation, customer service, and billing, all of which will continue to be provided as before. The Transaction will occur at the holding company level, and therefore will be transparent to Windstream's customers.

Finally, the Transaction will have no effect on universal service in the District of Columbia. Windstream and the Windstream Licensees do not offer universal service fund-supported services in the District of Columbia.

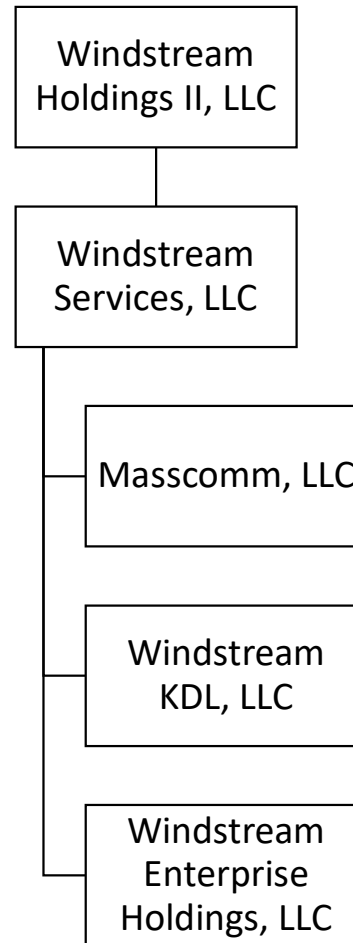
**V. Conclusion**

WHEREFORE, for the reasons set forth above, Applicants request the Commission approve this Application and grant all authority necessary for the Applicants to undertake the Transaction as described above.

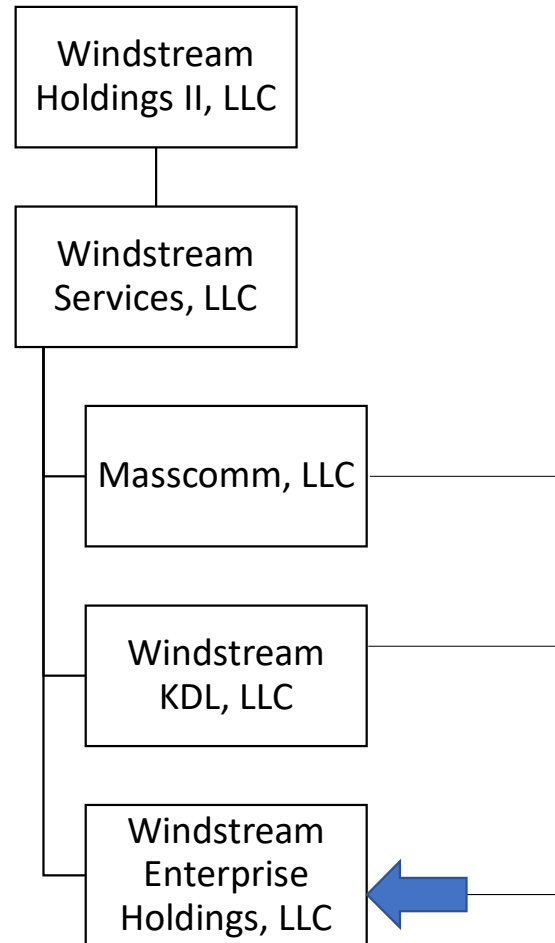
Respectfully Submitted,

/s/ Paul St. Clair  
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**Exhibit A**  
**Current Corporate Organizational Chart**



**Exhibit B**  
**Proposed Transaction Step**



**Exhibit C**  
**Proposed New Corporate Organization**

