

**Response to Questions 10, 11 and 13: Notification of *Pro Forma* Assignment
of International Section 214 Authorization**

Windstream Corporation (“Windstream”), pursuant to Section 63.24(f)(2) of the Commission’s rules, hereby notifies the Commission that on February 28, 2015, it changed its form of organization from a corporation to a limited liability company, and changed its name to Windstream Services, LLC (“Windstream Services”).¹ This conversion effectuated the assignment of Windstream’s International Section 214 authorization (ITC-214-19980925-00658) to Windstream Services. Because the ultimate ownership and control of the authorization did not change as a result of this transaction, the assignment was entirely *pro forma* in nature.

This transaction was undertaken in the ordinary course in order to improve the operational efficiencies of the company, and thus acceptance of this notification will serve the public interest, convenience and necessity. The parties therefore respectfully request that the Commission update its records to reflect the consummation of this *pro forma* assignment.

Responses to Questions 10 and 11, including information responsive to Sections 63.18(a) through (d) and (h) and Section 63.24(f)(2)(ii):

63.18(a)-(b)

Assignor:

Windstream Corporation
Attn: Cesar Caballero
4001 Rodney Parham Road
Little Rock, AR 72212
(501) 748-7000
Jurisdiction of Formation: U.S.A. (Delaware)

Assignee:

Windstream Services, LLC
Attn: Cesar Caballero
4001 Rodney Parham Road
Little Rock, AR 72212
(501) 748-7000
Jurisdiction of Formation: U.S.A. (Delaware)

¹ 47 C.F.R. § 63.24(f)(2)

63.18(c)

Contact Person for Assignor & Assignee:

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63.18(d)

Assignor:

Windstream, directly and indirectly through a wholly-owned subsidiary, holds global facilities-based and global resale authority under Section 214. *See* Windstream Corporation, ITC-214-19980925-00658 and Talk America Services, LLC, ITC- ITC-214-0141022-00280.²

Assignee:

Windstream Services did not hold any International Section 214 authorizations, directly or indirectly, prior to this transaction.

² A *pro forma* transfer of control is being filed concurrently herewith, under separate cover, for the Section 214 authorization held by Talk America Services, LLC.

Section 63.18(h): Answer to Question 11:

Owners of Ten Percent or Greater Equity in Assignee:

1. The name, principal business, address and citizenship of the Applicant are as follows:

Name:	Windstream Services, LLC
Principal Business:	Communications Services
Address:	4001 Rodney Parham Road Little Rock, AR 72212
Citizenship:	U.S. (Delaware)

2. The name, principal business, address, citizenship, and ownership of Windstream Holdings, Inc., the sole owner of Windstream Services, LLC, are as follows:

Name:	Windstream Holdings, Inc.
Principal Business:	Holding Company
Address:	4001 Rodney Parham Road Little Rock, AR 72212
Citizenship:	U.S. (Delaware)
Ownership Interest in Applicant:	100% Direct Interest

Windstream Holdings is a publicly-traded company in which no person or entity owns a ten percent or greater interest.

Section 63.24(f)(2)(ii)

The parties hereby certify that the assignment of authorization reported herein was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party.

* * *

Section 63.21(h):

Windstream's Wholly-Owned Subsidiaries Relying on the International Section 214 Authority Conveyed by ITC-214-19980925-00658:

Cavalier Telephone Mid-Atlantic, L.L.C.
Cavalier Telephone, L.L.C.
Intellifiber Networks, Inc.
LDMI Telecommunications, Inc.
McLeodUSA Telecommunications Services, L.L.C.
Network Telephone Corporation
PaeTec Communications, Inc.
PaeTec Communications of Virginia, Inc.

Talk America, Inc.
The Other Phone Company, Inc.
US LEC Communications LLC
US LEC of Alabama LLC
US LEC of Florida LLC
US LEC of Georgia LLC
US LEC of Maryland LLC
US LEC of North Carolina LLC
US LEC of Pennsylvania LLC
US LEC of South Carolina LLC
US LEC of Tennessee LLC
US LEC of Virginia LLC
Windstream Communications, Inc.
Windstream D&E Systems, Inc.
Windstream Iowa Communications, Inc.
Windstream KDL, Inc.
Windstream KDL-VA, Inc.
Windstream Kerrville Long Distance, LLC
Windstream Lexcom Long Distance, LLC
Windstream Norlight, Inc.
Windstream NTI, Inc.
Windstream NuVox Arkansas, Inc.
Windstream Southwest Long Distance, LP
Windstream Systems of the Midwest, Inc.