

WINDSTREAM SERVICES, LLC  
4001 Rodney Parham Road  
Little Rock, Arkansas 72212

Nicole Winters  
*Counsel II*

501-748-6313  
[Nicole.Winters@windstream.com](mailto:Nicole.Winters@windstream.com)



**VIA ELECTRONIC SUBMISSION**

December 18, 2019

Office of the Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

**RE: Talk America Services, LLC, Windstream Communications, LLC,  
Windstream D&E Systems, Inc., and Windstream NuVox, LLC  
Section 214 Assignment Application**

Dear Ms. Dortch:

The Parties filed the attached Application in Docket No. WC-19326 on October 28, 2019. The Parties have subsequently filed supplemental information on December 10, 2019, and December 16, 2019, in the same Docket. Through an accidental oversight the Parties failed to file the same Application with the International Bureau, this is being corrected with this filing. Attached please find the Application as filed on October 28, 2019 with the Wireline Bureau and each of the supplemental filings made with the Wireline Bureau.

This Application is being submitted under the 214 license for Windstream Services, LLC the parent company of Windstream Communications, LLC, Windstream D&E Systems, Inc., and Windstream NuVox, LLC, pursuant to 47 CFR § 63.12(h).

If you have any questions regarding this filing, please contact the undersigned counsel.

Respectfully submitted,

A handwritten signature in black ink that reads "Nicole Winters". The signature is written in a cursive, flowing style.

Nicole Winters  
Counsel II

Enclosures

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
	)	
Talk America Services, LLC., Assignor	)	
and	)	
Windstream Communications, LLC,	)	File No. ITC-ASG-2019 _____
Windstream D&E Systems, Inc., and	)	
Windstream NuVox, LLC, Assignee	)	
	)	
For Authority Pursuant to Section 214 of	)	
The Communications Act of 1934, as	)	
Amended, to Complete an Assignment of	)	
Assets of Authorized Domestic and	)	
International Section 214 Carriers	)	

**JOINT APPLICATION**

**I. INTRODUCTION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act") and Sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §63.04 and §63.24, Talk America Services, LLC ("Talk America Services" or "Assignor") together with Windstream Communications, LLC, Windstream D&E Systems, Inc., and Windstream NuVox, LLC (collectively "Assignee" or "Assignees") (collectively the "Applicants") hereby seek authority to assign certain assets, specifically a subset of Talk America Services' customer base, to Assignee. This Application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau. Applicants submit that the grant of this Application will serve the public interest.

In support of this Application, Applicants provide the following information:

## **II. DESCRIPTION OF THE APPLICANTS**

### **A. Assignor**

The Assignor is Talk America Services, LLC, a Delaware limited liability company. It is authorized pursuant to ITC-214-20141022-00280 to provide International Global or Limited Global Facilities-Based and Resale Service (DA No. 14-1645). In addition to its international services, it provides domestic resold local exchange and interexchange services in 31 states. It's underlying wholesale carrier for these services includes the Assignees in this transaction.

Talk America Services is a direct subsidiary of and 100% owned by Uniti Group Inc. ("Uniti Group"), a publicly traded real estate investment trust incorporated in Maryland, engaged in the acquisition and construction of communications industry infrastructure (NASDAQ: UNIT). Uniti Group is not a telecommunications carrier and does not provide telecommunications services, but it owns and manages several companies, including Talk America Services, that are licensed telecommunications providers in a number of states. A corporate organizational chart is provided as Exhibit 1.

### **B. Assignees**

The Assignees (Windstream Communications, LLC, Windstream D&E Systems, Inc., and Windstream NuVox, LLC) are each subsidiary companies of Windstream Services, LLC ("Windstream"), a Delaware limited liability company headquartered in Little Rock, Arkansas, which is a wholly-owned direct subsidiary of Windstream Holdings, Inc. ("Holdings"), a publicly traded Delaware corporation (WINMQ) holding company also headquartered in Little Rock, Arkansas. Windstream, through its operating subsidiaries, is a leading provider of advanced network communications and technology solutions for consumers, businesses, enterprise organizations, and wholesale customers across the United States.

Windstream's subsidiaries provide voice and data services, MPLS networking, and cloud communications and computing services to businesses, non-profits, and government agencies, both in areas in which it is the incumbent local exchange carrier ("ILEC") and outside of its ILEC service areas with its operations roughly balanced between its ILEC areas and all other areas. To carriers and network operators, the company provides special access services, Ethernet and Wave transport, fiber-to-the-tower connections, and wholesale voice and data services. Windstream operates a local and long-haul fiber network spanning approximately 150,000 route miles and provides services over fixed wireless infrastructure in 60 markets. As an ILEC, the company also delivers phone, broadband, Internet security services, and online backup to approximately 1.2 million residential customers primarily located in rural areas.

### **III. DESCRIPTION OF THE TRANSACTION**

Talk America Services provides local exchange, exchange access and interexchange (including interstate and international) services by reselling wholesale services provided by the Assignee and other subsidiaries of Windstream. The vast majority of customers served by Talk America Services through this resale arrangement were previously customers of Windstream subsidiaries who operate as Competitive Local Exchange Carriers ("CLECs"). These customers were transferred from the Windstream CLEC subsidiaries to Talk America Services in March 2015.<sup>1</sup> Due to the impending expiration of the wholesale agreement between the Windstream entities and Talk America Services, after April 24, 2020, Talk America Services will no longer be able to serve to this customer base. Talk America Services has filed and will continue to file Section 63.71 Applications to Discontinue Service<sup>2</sup> with respect to the majority of these

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<sup>1</sup> See March 3, 2015 Notification of Subscriber Transfer filed in CC Docket No. 00-257.

<sup>2</sup> See WC Docket Nos. 18-262, 18-305, 19-104, 19-211, 19-209, 19-231, 19-210, 19-236, 19-247, 19-258, 19-263 and 19-264.

customers. However, the Applicants have agreed that a subset of customers, including approximately 70 customers in Pennsylvania and 1,108 in North Carolina, will be transferred from Talk America Services back to the underlying Windstream CLEC subsidiaries, the Assignees in this Application.

The Pennsylvania customers to be transferred are a small group of residential customers who reside in a Multi-Dwelling Unit (“MDU”) assisted living facility that is served via facilities owned by Windstream D&E Systems, Inc. The customers in this MDU may not have a readily available option for a comparable service provider offering traditional landline services other than Windstream D&E Systems, Inc. once Talk America Services exits the market. Accordingly, the Applicants agreed that it would be in the public interest for this subset of Pennsylvania customers to be transferred back from Talk America Services to Windstream D&E Systems, Inc. The transition will be seamless for the customers, requiring no action on their part. There will be no change to the rates, terms or conditions of service provided to these customers. Other Pennsylvania customers served by Talk America Services will be subject to the Section 63.71 Application for Discontinuance of Service that Talk America Services will file in accordance with the Commissions rules and are not the subject of the instant Application.

The Applicants further propose that all of Talk America Services’ North Carolina customers, which include 954 local customers and 154 long-distance only customers be transferred to Windstream Communications, LLC. A majority of these North Carolina customers reside in residential developments in which Windstream Communications, LLC installed the telecommunications network to serve the development at the time it was built and the ILEC in that service territory does not have facilities installed to serve the development. While alternative service providers are not excluded from providing service in this area, there

may be few or no alternative providers who could readily serve all of the affected customers with comparable landline services within a reasonable timeframe. Accordingly, the Applicants agree that it would be in the public interest to transfer these customers from Talk America Services back to Windstream Communications, LLC. The Applicants further agree to transfer all of the Talk America Services' other North Carolina customers to Windstream NuVox, LLC. As with the Pennsylvania customers, the North Carolina customers subject to this transfer will experience a seamless transition, with no change to the rates, terms or conditions of their service. Any future changes in service will be undertaken pursuant to applicable contract, tariff, and regulatory requirements.

The Assignee will notify all affected customers of the proposed transfer at least thirty (30) days prior to consummation (see Exhibit 2 for a copy of the customer notice), and has filed a Notification of the customer base transfer with the FCC pursuant to Section 64.1120(e) of the FCC rules. The Joint Applicants propose to complete the transfer of the Pennsylvania customer base transfers proposed herein by December 18, 2019, pending required regulatory approvals, including that of the Federal Communications Commission.

#### **IV. PUBLIC INTEREST STATEMENT**

The proposed Transaction described above will serve the public interest by ensuring that the affected customers who might otherwise not have viable and readily available alternatives for comparable landline telephone services will have uninterrupted local and long distance telephone services with no change to the rate, terms and conditions of their service. Windstream will notify the customers of any future changes in rates, terms and/or conditions of service consistent with applicable regulatory requirements. Based upon its experience in successfully providing telecommunications services to retail customers in the U.S. and its current role as the underlying

wholesale service provider, Windstream is well qualified to serve the customers presently served by Talk America Services.

**V. INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) for both the Assignor and Assignee and (h)-(p) for the Assignee in support of this Application:

**(a) Name, address and telephone number of each Applicant:**

Assignor: Talk America Services, LLC

10802 Executive Center Drive  
Benton Building, Suite 300  
Little Rock, AR 72211  
Tel: 501-850-0820

Assignee:

Windstream Communications, LLC.  
Windstream D&E Systems, Inc.  
Windstream NuVox, LLC

4001 North Rodney Parham Road  
Little Rock, AR 72212  
Tel: 501-748-7000

**(b) Jurisdiction of Applicants:**

Assignor: Talk America Services, LLC is a Delaware limited liability company

Assignee: Windstream Communications, LLC is a Delaware limited liability company;  
Windstream D&E Systems, Inc. is a Pennsylvania corporation;  
Windstream NuVox, LLC is a Delaware limited liability company.

**(c) Correspondence concerning this Application should be sent to:**

Sharon Thomas  
Consultant  
Inteserra Consulting Group, Inc.  
151 Southhall Lane, Suite 450  
Maitland, FL 32751  
Tel: 407-740-3031  
Fax: 407-740-0613  
[sthomas@inteserra.com](mailto:sthomas@inteserra.com)

and

Nicole Winters, Esq.  
Windstream Services, LLC  
4001 Rodney Parham Road  
MS: B1F03-53A  
Little Rock, AR 72212  
Tel: 501-748-6313  
Fax: 330-486-3561  
[nicole.winters@windstream.com](mailto:nicole.winters@windstream.com)

**(d) Section 214 Authorizations**

Talk America Services, LLC holds international 214 authority under File No. ITC-214-20141022-00280 and also hold blanket domestic Section 214 authority pursuant to 47 C.F.R § 63.01.

Windstream Services, LLC holds international 214 authority under File No. ITC-214-19980925-00658 and Windstream NuVox, LLC holds a blanket domestic Section 214 authority pursuant to C.F.R. § 63.01.

**Information for Assignee**

- (h)** Each Assignee is either a direct or indirect wholly owned subsidiary of Windstream Services, LLC, which is a direct wholly owned subsidiary of Windstream Holdings, Inc. The address and telephone number of Windstream Holdings, Inc. is:

Windstream Holdings, Inc.  
4001 North Rodney Parham Road  
Little Rock, AR 72212  
Citizenship: United States  
Principal Business: Holding company



To its knowledge, no person or entity directly or indirectly owns or controls ten percent (10%) or more of Windstream Holdings as of October 1, 2019.

Windstream Services, LLC has interlocking directorates with foreign carriers. Tony Thomas, who is President and Chief Executive Officer of Windstream, is also President and Chief Executive Officer of Intellifiber Networks, Inc., McLeodUSA Telecommunications Services, LLC, EarthLink Business, LLC, and BridgeCom International, Inc., carriers authorized to provide service in Canada and wholly-owned subsidiaries of Windstream Services, LLC and affiliates of the Assignees.

(i) Assignee is not a foreign carrier, but as described above is affiliated with foreign carriers authorized to operate in Canada.

(j) Assignee does not seek to provide international telecommunications services to any destination country for which any of the conditions set forth in 47 C.F.R. §63.18(j)(1)-(4) apply.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Assignee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certifies that they are is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to §63.12(a)-(b), since neither of the Applicants is affiliated with a foreign carrier in a destination market and neither has an affiliation with a dominant U.S. carrier whose

international switched or private line services they seek authority to resell (either directly or indirectly through the resale of another reseller's services).

**VI. INFORMATION REQUIRED BY SECTION 63.04**

In lieu of an attachment, pursuant to §63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in 47 C.F.R. § 63.04(a)(6)-(12):

**(a)(6)** A description of the proposed Transaction is set forth in **Section III** above.

**(a)(7)** The Assignor, Talk America Services, LLC currently offers resold domestic local exchange, exchange access and intrastate and interstate interexchange services in the following states: Arkansas, Arizona, Colorado, Delaware, Florida, Georgia, Iowa, Idaho, Illinois, Indiana, Kentucky, Maryland, Michigan, Minnesota, Missouri, North Carolina, North Dakota, Nebraska, New Jersey, New Mexico, New York, Ohio, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, and Wisconsin.

The Assignee, Windstream Communications, LLC currently offers local exchange, exchange access and domestic intrastate and interstate interexchange services in the following states: Arkansas, Georgia, Kentucky, Missouri, North Carolina, Pennsylvania, and South Carolina. Windstream Communications, LLC offers domestic intrastate and interstate interexchange services only, in the following states: Alabama, Arizona, California, Colorado, Connecticut, Delaware, Florida, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Rhode Island, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

The Assignee, Windstream D&E Systems, Inc. currently offers local exchange, exchange access and domestic intrastate and interstate interexchange services in Pennsylvania.

The Assignee, Windstream NuVox, LLC currently offers local exchange, exchange access and domestic intrastate and interstate interexchange services in the following states: Alabama, Colorado, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee. The Assignee, Windstream NuVox, LLC currently offers local exchange only, in the following states: California, Idaho, Maine, Montana, Nevada, New Jersey, New Mexico, Oregon, Rhode Island, Utah, Vermont, and Wyoming.

**(a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Assignee will have a market share in the interstate, interexchange market of less than 10 percent and will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction and neither of the Applicants is dominant with respect to any service.

**(a)(9)** This Application (covering both the domestic and international transfer of control) is the only application being filed related to this transaction.

**(a)(10)** No party is requesting special consideration because it is facing imminent business failure.

**(a)(11)** There are no waiver requests being sought in conjunction with the Transaction.

**(a)(12)** A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

## **VII. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request that the Commission approve the proposed Transaction as soon as possible.

Respectfully submitted,

/s/ Sharon Thomas

Sharon Thomas  
Inteserra Consulting Group, Inc.  
151 Southhall Lane, Suite 450  
Maitland, FL 32751  
Tel: 407-740-3031  
Fax: 407-740-0613  
stthomas@inteserra.com  
Consultant to Assignor

/s/ Nicole Winters

Nicole Winters  
Windstream Communications, LLC  
Windstream D&E, Inc.  
Windstream NuVox, LLC  
4001 North Rodney Parham Road  
Little Rock, AR 72212  
Tel: 501-748-6313  
Fax: 330-486-3561  
nicole.winters@windstream.com  
Attorney for Assignee

Dated: October 28, 2019

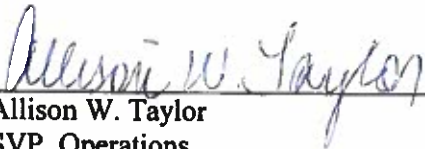
## VERIFICATION

I, Allison W. Taylor, hereby declare that:

- (1) I am SVP, Operations of Talk America Services, LLC;
- (2) I am authorized to make this declaration on behalf of Talk America Services, LLC; and
- (3) The statements in the foregoing Application are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury the foregoing is true and correct.

Executed this 28 day of October, 2019.

  
\_\_\_\_\_  
Allison W. Taylor  
SVP, Operations  
Talk America Services, LLC  
10802 Executive Center Drive  
Benton Building, Suite 300  
Little Rock, AR 72211  
Tel: 501-850-0850  
Allison.Taylor@uniti.com

## VERIFICATION

I, Tim Loken, hereby declare that:

- (1) I am Director – Regulatory Reporting of Windstream Communications, LLC, Windstream D&E Systems, Inc., and Windstream NuVox, LLC;
- (2) I am authorized to make this declaration on behalf of Windstream Communications, LLC, Windstream D&E Systems, Inc., and Windstream NuVox, LLC; and
- (3) The statements in the foregoing Application are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury the foregoing is true and correct.

Executed this 28<sup>th</sup> day of October, 2019.



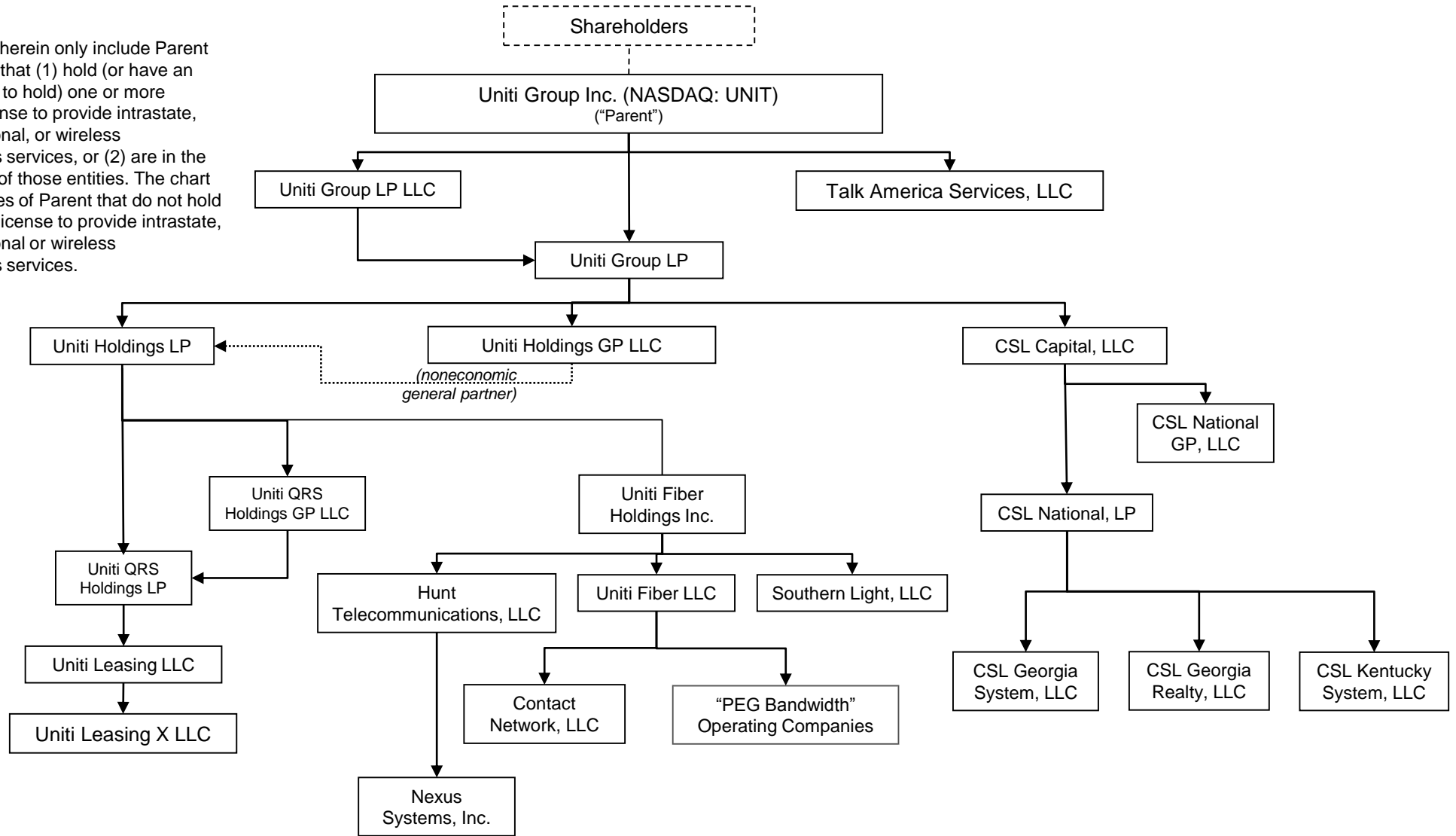
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Tim Loken  
Director – Regulatory Reporting  
Windstream Communications, LLC  
Windstream D&E Systems, Inc.  
Windstream NuVox, LLC  
4001 North Rodney Parham Road  
Little Rock, AR 72212  
Tel: 501-748-7442  
tim.p.loken@windstream.com

# **EXHIBIT 1**

# Current Uniti Corporate Structure\*

\* The entities listed herein only include Parent and its subsidiaries that (1) hold (or have an application pending to hold) one or more authorization or license to provide intrastate, interstate, international, or wireless telecommunications services, or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Parent that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.





## **EXHIBIT 2**

## **Windstream Communications, LLC's Notice to Talk America Services Customers**

November X, 2019

Dear Valued Customer,

Talk America Services, LLC is transferring certain of its local exchange residential customers to Windstream Communications, LLC. As a result of the transaction, your local and long distance service will transfer from Talk America Services to Windstream Communications, LLC on or about December 1, 2019.

As a customer of Windstream, you will continue to receive the high-quality service you have come to expect. There will be no change in your current plan, rates, features, terms and conditions of your service or customer service contracts. Also, there will be no charges associated with transferring your service to Windstream Communications and no action is required by you during this transfer.

As a customer, you have a choice in carriers for your communications services. If you choose to select another provider, you should contact that carrier immediately to ensure that your services are transferred before December 1, 2019. Keep in mind, if you change carriers, you may have to pay a transfer charge.

Under Federal Communications Commission rules, any restriction or "freezes" you may have placed on your account to block changes to your preferred local and/or long distance carrier will be removed as part of the transfer process. If you wish to reinstate such restrictions, please contact Windstream at 800-347-1991.

Customer service is the foundation of our business. Please let us know how we can work with you to meet your needs. If you have any questions before, during, and after the transition of your service to Windstream, do not hesitate to contact us at 800-347-1991.

We are excited about serving you and look forward to providing you with the same high-quality, innovative products and services in the future.

Sincerely,

Windstream

## **Windstream D&E Systems, Inc. Notice to Talk America Services Customers**

November X, 2019

Dear Valued Customer,

Talk America Services, LLC is transferring certain of its local exchange residential customers to Windstream D&E Systems, Inc. As a result of the transaction, your local and long distance service will transfer from Talk America Services to Windstream D&E Systems, Inc. on or about December 1, 2019.

As a customer of Windstream, you will continue to receive the high-quality service you have come to expect. There will be no change in your current plan, rates, features, terms and conditions of your service or customer service contracts. Also, there will be no charges associated with transferring your service to Windstream and no action is required by you during this transfer.

As a customer, you have a choice in carriers for your communications services. If you choose to select another provider, you should contact that carrier immediately to ensure that your services are transferred before December 1, 2019. Keep in mind, if you change carriers, you may have to pay a transfer charge.

Under Federal Communications Commission rules, any restriction or “freezes” you may have placed on your account to block changes to your preferred local and/or long distance carrier will be removed as part of the transfer process. If you wish to reinstate such restrictions, please contact Windstream at 800-347-1991.

Customer service is the foundation of our business. Please let us know how we can work with you to meet your needs. If you have any questions before, during, and after the transition of your service to Windstream, do not hesitate to contact us at 800-347-1991.

We are excited about serving you and look forward to providing you with the same high-quality, innovative products and services in the future.

Sincerely,

Windstream

## **Windstream NuVox, LLC's Notice to Talk America Services Customers**

November X, 2019

Dear Valued Customer,

Talk America Services, LLC is transferring certain of its local exchange residential customers to Windstream NuVox, LLC. As a result of the transaction, your local and long distance service will transfer from Talk America Services to Windstream NuVox, LLC on or about December 1, 2019.

As a customer of Windstream, you will continue to receive the high-quality service you have come to expect. There will be no change in your current plan, rates, features, terms and conditions of your service or customer service contracts. Also, there will be no charges associated with transferring your service to Windstream and no action is required by you during this transfer.

As a customer, you have a choice in carriers for your communications services. If you choose to select another provider, you should contact that carrier immediately to ensure that your services are transferred before December 1, 2019. Keep in mind, if you change carriers, you may have to pay a transfer charge.

Under Federal Communications Commission rules, any restriction or "freezes" you may have placed on your account to block changes to your preferred local and/or long distance carrier will be removed as part of the transfer process. If you wish to reinstate such restrictions, please contact Windstream at 800-347-1991.

Customer service is the foundation of our business. Please let us know how we can work with you to meet your needs. If you have any questions before, during, and after the transition of your service to Windstream, do not hesitate to contact us at 800-347-1991.

We are excited about serving you and look forward to providing you with the same high-quality, innovative products and services in the future.

Sincerely,

Windstream

WINDSTREAM SERVICES, LLC  
4001 Rodney Parham Road  
Little Rock, Arkansas 72212

Nicole Winters  
Counsel II

501-748-6313  
[Nicole.Winters@windstream.com](mailto:Nicole.Winters@windstream.com)



**VIA ELECTRONIC SUBMISSION**

December 10, 2019

Office of the Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

**RE: WC-19326 – Talk America Services, LLC, Windstream Communications, LLC,  
Windstream D&E Systems, Inc., and Windstream NuVox, LLC  
Customer Base Transfer Application Supplemental Information**

Dear Ms. Dortch:

The Parties in Docket No. WC-19326, hereby submit the information contained in this letter and its attachments to supplement their Application filed in the above referenced docket on October 28, 2019.

1. Post Transaction Ownership Chart for the Windstream entities.  
**Please see Attachment A.**
2. Service Area Maps for each Party including the ILEC and CLEC areas for the Windstream entities.  
**Please see Attachment B.**
3. A statement that the Windstream entities agree to cover the service areas in question.  
**Please see Attachment C.**
4. Identification of all markets where Windstream is an ILEC and a list of the markets impacted by the transfer.  
**Please see Attachment D.**
5. List of all of Windstream's telecom affiliates.  
**Please see Attachment E.**
6. Define where Talk America Services assets overlap with the Windstream assets.  
**Response: Talk America Services is a reseller telecommunications company which relies on Windstream's telecommunications network assets to serve its end users in North Carolina and Pennsylvania. The underlying network used by Talk America Services to provide service to the proposed customer transfer base will not change. In addition, the proposed customer transfer base does not overlap with the**

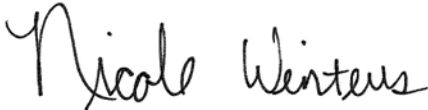
**Windstream ILEC service areas. The Windstream entities will rely on the incumbent ILEC in the transfer areas to provide service to these customers.**

7. Provide a list of other competitors offering similar service in the service territories impacted by the transfer.

**Please see Attachment D.**

If you have any questions regarding this filing, please contact the undersigned counsel.

Respectfully submitted,

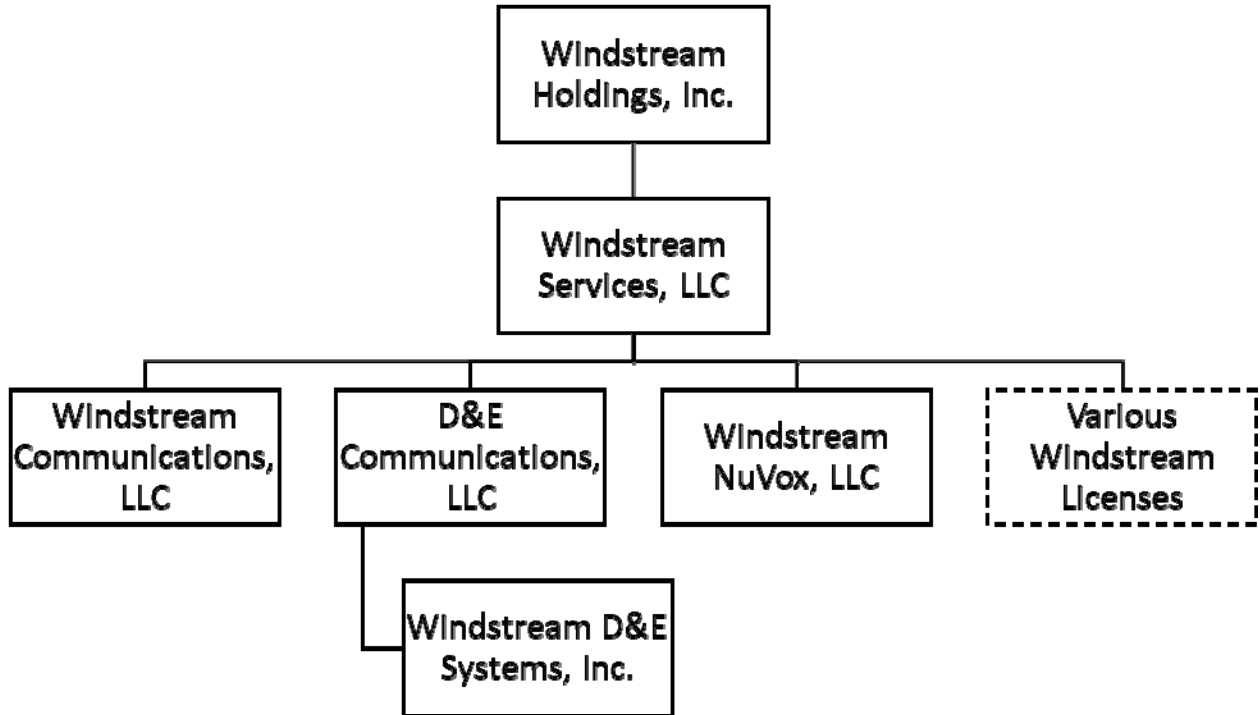
A handwritten signature in black ink that reads "Nicole Winters". The signature is written in a cursive, flowing style.

Nicole Winters  
Counsel II

Enclosures

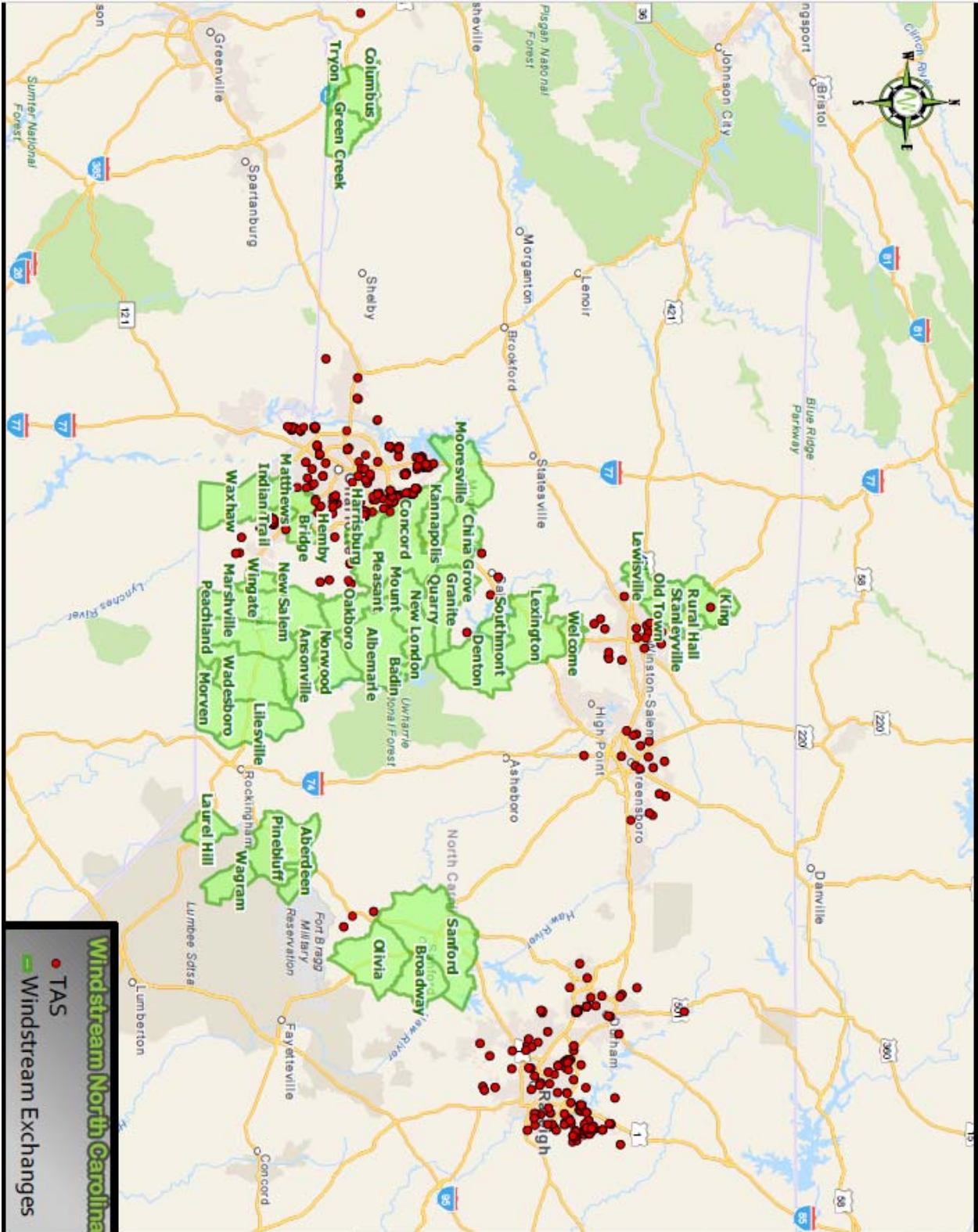
ATTACHMENT A

Post-Transaction Corporate Ownership Structure

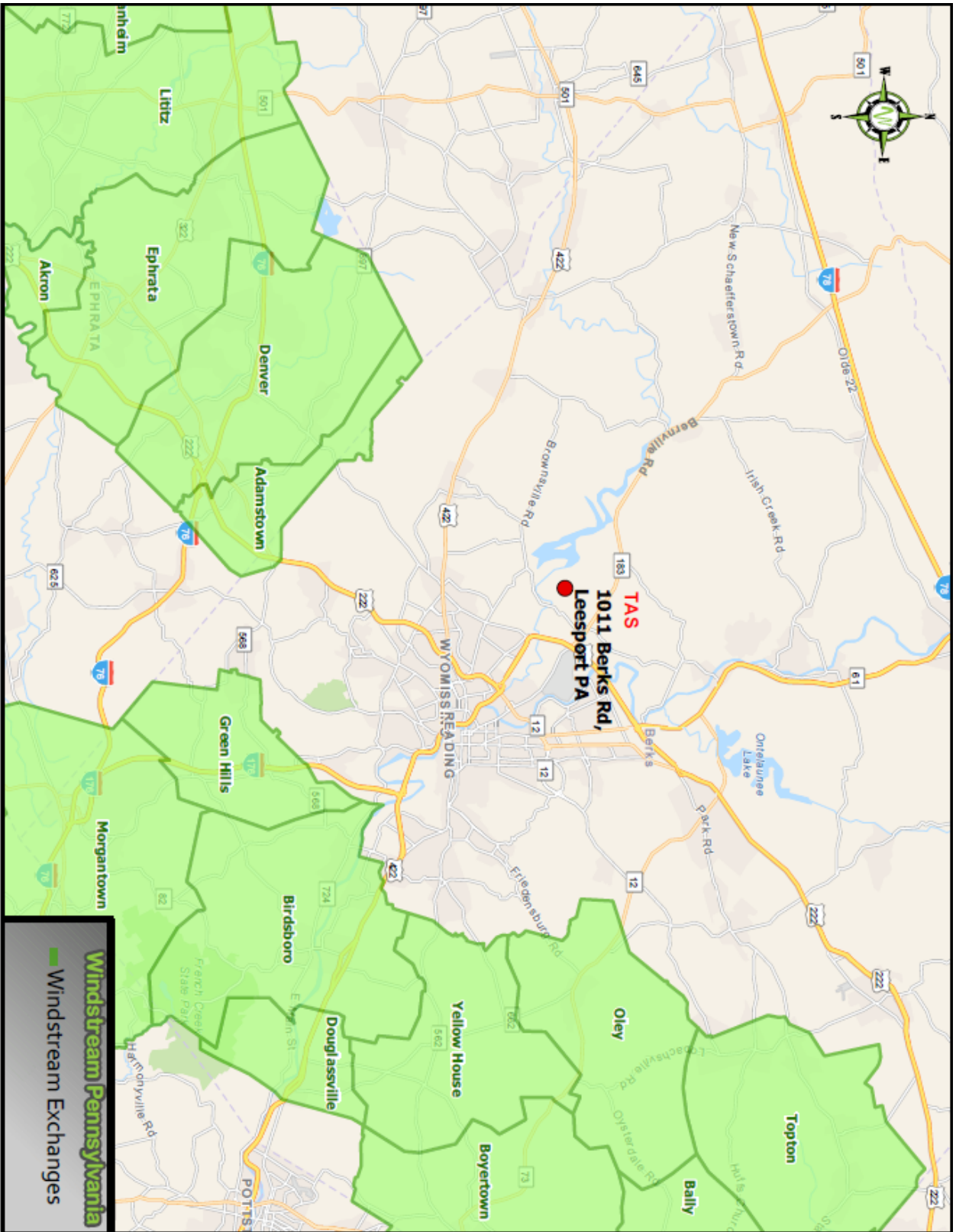


ATTACHMENT B

Service Area Maps







ATTACHMENT C

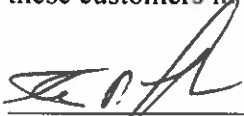
**Windstream's Service Coverage Statement**

In Pennsylvania, Windstream D&E Systems, Inc. will be taking over one specific service location from Talk America Services, LLC. This location is a multi-dwelling unit located in Leesport, PA. Talk America Services, LLC, is utilizing the Windstream D&E Systems, Inc. network to provide service to the end users at this location.

Windstream D&E Systems, Inc. will continue to offer service to these customers with no change in their rates or terms utilizing the same network Talk America Services, LLC utilizes today.

In North Carolina, Windstream Communications, LLC and Windstream NuVox, LLC will be transferring customers that are outside its affiliate's ILEC footprint. Today, the Windstream companies utilizes the incumbent network and then resells the service to Talk America Services. After the transfer, Windstream will continue to provide service to these customers using the incumbent local facility but will provide the service directly to the end user without a reseller in the middle.

Windstream Communications, LLC and Windstream NuVox, LLC agree to provide service to these customers in these service areas.



\_\_\_\_\_  
Tim P. Loken  
Director Regulatory Compliance

December 10, 2019  
Date

## ATTACHMENT D

**Windstream's ILEC Markets and Transfer Markets****Windstream ILEC Markets in North Carolina**

Company	Market/Exchange	State
Windstream Concord Telephone, LLC	Albemarle	NC
Windstream Concord Telephone, LLC	Badin	NC
Windstream Concord Telephone, LLC	Chngvrlns	NC
Windstream Concord Telephone, LLC	Concord	NC
Windstream Concord Telephone, LLC	Harrisburg	NC
Windstream Concord Telephone, LLC	Kannapolis	NC
Windstream Concord Telephone, LLC	Mt Pleasant	NC
Windstream Concord Telephone, LLC	New London	NC
Windstream Concord Telephone, LLC	Oakboro	NC
Windstream Concord Telephone, LLC	Unknown	NC
Windstream Lexcom Communications, LLC	Lexington	NC
Windstream Lexcom Communications, LLC	Southmont	NC
Windstream Lexcom Communications, LLC	Welcome	NC
Windstream North Carolina, LLC	Aberdeen	NC
Windstream North Carolina, LLC	Ansonville	NC
Windstream North Carolina, LLC	Broadway	NC
Windstream North Carolina, LLC	Columbus	NC
Windstream North Carolina, LLC	Denton	NC
Windstream North Carolina, LLC	Granite Quarry	NC
Windstream North Carolina, LLC	Green Creek	NC
Windstream North Carolina, LLC	Hemby Bridge	NC
Windstream North Carolina, LLC	Indian Trail	NC
Windstream North Carolina, LLC	King	NC
Windstream North Carolina, LLC	Laurel Hill	NC
Windstream North Carolina, LLC	Lewisville	NC
Windstream North Carolina, LLC	Lilesville	NC
Windstream North Carolina, LLC	Marshville	NC
Windstream North Carolina, LLC	Matthews	NC
Windstream North Carolina, LLC	Mooreville	NC
Windstream North Carolina, LLC	Morven	NC
Windstream North Carolina, LLC	New Salem	NC
Windstream North Carolina, LLC	Norwood	NC
Windstream North Carolina, LLC	Old Town	NC
Windstream North Carolina, LLC	Olivia	NC
Windstream North Carolina, LLC	Peachland	NC
Windstream North Carolina, LLC	Pinebluff	NC
Windstream North Carolina, LLC	Rural Hall	NC
Windstream North Carolina, LLC	Sanford	NC
Windstream North Carolina, LLC	Stanleyville	NC
Windstream North Carolina, LLC	Tryon	NC
Windstream North Carolina, LLC	Wadesboro	NC
Windstream North Carolina, LLC	Wagram	NC
Windstream North Carolina, LLC	Waxhaw	NC
Windstream North Carolina, LLC	Wingate	NC

**Listing of Markets that Talk America Services, LLC (TAS) Provides Service in North Carolina**

Company	Market/Exchange	State	Competitors
Talk America Services, LLC	BADIN LAKE	NC	Randolph Telephone
Talk America Services, LLC	CARY	NC	AT&T, Charter, Frontier
Talk America Services, LLC	CHAPELHILL	NC	AT&T, Charter, Frontier
Talk America Services, LLC	CHARLOTTE	NC	AT&T, Charter
Talk America Services, LLC	DAVIDSON	NC	AT&T, Charter
Talk America Services, LLC	DURHAM	NC	AT&T, Charter
Talk America Services, LLC	GASTONIA	NC	AT&T, Charter
Talk America Services, LLC	GREENSBORO	NC	AT&T, Charter
Talk America Services, LLC	HARRISBURG	NC	AT&T, Charter
Talk America Services, LLC	HENDERSNVL	NC	AT&T, US Cellular
Talk America Services, LLC	HUNTERSVL	NC	AT&T, Charter
Talk America Services, LLC	KNIGHTDALE	NC	AT&T, Charter
Talk America Services, LLC	LIBERTY	NC	AT&T
Talk America Services, LLC	LOCUST	NC	AT&T, Charter
Talk America Services, LLC	LOWELL	NC	AT&T, Charter
Talk America Services, LLC	MONROE	NC	Frontier, Charter
Talk America Services, LLC	MOUNTHOLLY	NC	AT&T, Charter
Talk America Services, LLC	RALEIGH	NC	AT&T, Charter
Talk America Services, LLC	SALISBURY	NC	AT&T, Charter
Talk America Services, LLC	VASS	NC	CenturyLink, Charter
Talk America Services, LLC	WAKEFOREST	NC	AT&T, Charter, CenturyLink
Talk America Services, LLC	WINSTN SAL	NC	AT&T, Charter

**Windstream ILEC Markets in Pennsylvania**

Company	Market/Exchange	State
Windstream Buffalo Valley, Inc.	Hartleton	PA
Windstream Buffalo Valley, Inc.	Lewisburg	PA
Windstream Buffalo Valley, Inc.	Mifflinburg	PA
Windstream Conestoga, Inc.	Bally	PA
Windstream Conestoga, Inc.	Birdsboro	PA
Windstream Conestoga, Inc.	Boyertown	PA
Windstream Conestoga, Inc.	Douglasville	PA
Windstream Conestoga, Inc.	Green Hills	PA
Windstream Conestoga, Inc.	Morgantown	PA
Windstream Conestoga, Inc.	Oley	PA
Windstream Conestoga, Inc.	Sassamansville	PA
Windstream Conestoga, Inc.	Topton	PA
Windstream Conestoga, Inc.	Yellow House	PA
Windstream D&E, Inc.	Adamstown	PA
Windstream D&E, Inc.	Akron	PA
Windstream D&E, Inc.	Denver	PA
Windstream D&E, Inc.	Ephrata	PA
Windstream D&E, Inc.	Lititz	PA
Windstream D&E, Inc.	Manheim	PA
Windstream Pennsylvania, LLC	Albion	PA
Windstream Pennsylvania, LLC	Apollo	PA
Windstream Pennsylvania, LLC	Bobtown	PA
Windstream Pennsylvania, LLC	Brave	PA
Windstream Pennsylvania, LLC	Brockway	PA
Windstream Pennsylvania, LLC	Brookville	PA
Windstream Pennsylvania, LLC	Callensburg	PA
Windstream Pennsylvania, LLC	Carmichaels	PA
Windstream Pennsylvania, LLC	Coalport	PA
Windstream Pennsylvania, LLC	Cochranton	PA
Windstream Pennsylvania, LLC	Colver	PA
Windstream Pennsylvania, LLC	Conneaut Lake	PA
Windstream Pennsylvania, LLC	Conneautville	PA
Windstream Pennsylvania, LLC	Corsica	PA
Windstream Pennsylvania, LLC	Darlington	PA
Windstream Pennsylvania, LLC	Dayton	PA
Windstream Pennsylvania, LLC	Delmont	PA
Windstream Pennsylvania, LLC	Driftwood	PA
Windstream Pennsylvania, LLC	East Brady	PA
Windstream Pennsylvania, LLC	Elderton	PA
Windstream Pennsylvania, LLC	Emporium	PA
Windstream Pennsylvania, LLC	Enon Valley	PA
Windstream Pennsylvania, LLC	Export	PA
Windstream Pennsylvania, LLC	Ford City	PA
Windstream Pennsylvania, LLC	Fredericktown	PA
Windstream Pennsylvania, LLC	Fredonia	PA

**Windstream ILEC Markets in Pennsylvania**

Company	Market/Exchange	State
Windstream Pennsylvania, LLC	Glasgow	PA
Windstream Pennsylvania, LLC	Graysville	PA
Windstream Pennsylvania, LLC	Greensboro	PA
Windstream Pennsylvania, LLC	Guys Mills	PA
Windstream Pennsylvania, LLC	Harrison City	PA
Windstream Pennsylvania, LLC	Hawthorn	PA
Windstream Pennsylvania, LLC	Hazen	PA
Windstream Pennsylvania, LLC	Hughesville	PA
Windstream Pennsylvania, LLC	Jamestown	PA
Windstream Pennsylvania, LLC	Jefferson	PA
Windstream Pennsylvania, LLC	Johnsonburg	PA
Windstream Pennsylvania, LLC	Kersey	PA
Windstream Pennsylvania, LLC	Kittanning	PA
Windstream Pennsylvania, LLC	Knox	PA
Windstream Pennsylvania, LLC	Lansford	PA
Windstream Pennsylvania, LLC	Leechburg	PA
Windstream Pennsylvania, LLC	Linesville	PA
Windstream Pennsylvania, LLC	Luthersburg	PA
Windstream Pennsylvania, LLC	Meadville	PA
Windstream Pennsylvania, LLC	Midway	PA
Windstream Pennsylvania, LLC	Montgomery	PA
Windstream Pennsylvania, LLC	Mt. Morris	PA
Windstream Pennsylvania, LLC	Muncy	PA
Windstream Pennsylvania, LLC	New Alexandria	PA
Windstream Pennsylvania, LLC	New Bethlehem	PA
Windstream Pennsylvania, LLC	New Freeport	PA
Windstream Pennsylvania, LLC	Penfield	PA
Windstream Pennsylvania, LLC	Port Matilda	PA
Windstream Pennsylvania, LLC	Rice's Landing	PA
Windstream Pennsylvania, LLC	Richeyville	PA
Windstream Pennsylvania, LLC	Ridgway	PA
Windstream Pennsylvania, LLC	Rimersburg	PA
Windstream Pennsylvania, LLC	Rockland	PA
Windstream Pennsylvania, LLC	Rogersville	PA
Windstream Pennsylvania, LLC	Rural Valley	PA
Windstream Pennsylvania, LLC	Saegertown	PA
Windstream Pennsylvania, LLC	Saint Marys	PA
Windstream Pennsylvania, LLC	Sandy Lake	PA
Windstream Pennsylvania, LLC	Sheakleyville	PA
Windstream Pennsylvania, LLC	Sheffield	PA
Windstream Pennsylvania, LLC	Shippenville	PA
Windstream Pennsylvania, LLC	Sigel	PA
Windstream Pennsylvania, LLC	Sligo	PA
Windstream Pennsylvania, LLC	Spraggs	PA
Windstream Pennsylvania, LLC	Strattanville	PA

**Windstream ILEC Markets in Pennsylvania**

Company	Market/Exchange	State
Windstream Pennsylvania, LLC	Summerville	PA
Windstream Pennsylvania, LLC	Templeton	PA
Windstream Pennsylvania, LLC	Timblin	PA
Windstream Pennsylvania, LLC	Townville	PA
Windstream Pennsylvania, LLC	Turbotville	PA
Windstream Pennsylvania, LLC	Warriors Mark	PA
Windstream Pennsylvania, LLC	Watsontown	PA
Windstream Pennsylvania, LLC	Waynesburg	PA
Windstream Pennsylvania, LLC	Weedville	PA
Windstream Pennsylvania, LLC	West Springfield	PA
Windstream Pennsylvania, LLC	Westford	PA
Windstream Pennsylvania, LLC	Wilcox	PA
Windstream Pennsylvania, LLC	Worthington	PA

**Listing of Markets that Talk America Services, LLC (TAS) Provides Service in Pennsylvania**

Company	Market/Exchange	State	Competitors
Talk America Services, LLC	READING	PA	Verizon, Comcast, Frontier

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**Windstream's Telecom Affiliates**

American Telephone Company LLC
A.R.C. Networks, Inc.
ATX Licensing, Inc.
ATX Telecommunications Services of Virginia, LLC
BridgeCom International, Inc.
Broadview Networks of Virginia, Inc.
Broadview Networks, Inc.
Broadview NP Acquisition Corp.
Business Only Broadband, LLC
Business Telecom of Virginia, Inc.
Business Telecom, LLC
Cavalier Telephone Mid-Atlantic, LLC
Cavalier Telephone, LLC
Choice One Communications of Connecticut, Inc.
Choice One Communications of Maine, Inc.
Choice One Communications of Massachusetts, Inc.
Choice One of New Hampshire, Inc.
Choice One Communications of New York, Inc.
Choice One Communications of Ohio, Inc.
Choice One Communications of Pennsylvania, Inc.
Choice One Communications of Rhode Island, Inc.
Choice One Communications of Vermont, Inc.
Choice One Communications Resale, L.L.C.
Connecticut Broadband, LLC
Connecticut Telephone & Communication Systems, Inc.
Conversent Communications of Connecticut, LLC
Conversent Communications of Maine, LLC
Conversent Communications of Massachusetts, Inc.
Conversent Communications of New Hampshire, LLC
Conversent Communications of New Jersey, LLC
Conversent Communications of New York, LLC
Conversent Communications of Rhode Island, LLC
Conversent Communications Resale, L.L.C.
CTC Communications Corp.
CTC Communications of Virginia, Inc.
DeltaCom, LLC
EarthLink Business, LLC



EarthLink Carrier, LLC
Eureka Telecom of VA, Inc.
Eureka Telecom, Inc.
Georgia Windstream, LLC
InfoHighway of Virginia, Inc.
Intellifiber Networks, LLC
LDMI Telecommunications, LLC
Lightship Telecom, LLC
Masscomm, LLC d/b/a MASS Communications
McLeodUSA Telecommunications Services, LLC
Network Telephone, LLC
Oklahoma Windstream, LLC
PAETEC Communications of Virginia, LLC
PAETEC Communications, LLC
PAETEC iTel, LLC
Talk America of Virginia, LLC
Talk America, LLC
Texas Windstream, LLC
The Other Phone Company, LLC
TruCom Corporation
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
US Xchange of Illinois, L.L.C.
US Xchange of Indiana, L.L.C.
US Xchange of Michigan, L.L.C.
US Xchange of Wisconsin, L.L.C.
Valor Telecommunications of Texas, LLC dba Windstream Communications Southwest
Windstream Accucomm Telecommunications, LLC
Windstream Alabama, LLC
Windstream Arkansas, LLC
Windstream Buffalo Valley, Inc.
Windstream Communications Kerrville, LLC

Windstream Communications Telecom, LLC
Windstream Concord Telephone, LLC
Windstream Conestoga, Inc.
Windstream D&E, Inc.
Windstream Direct, LLC
Windstream EN-TEL, LLC
Windstream Florida, LLC
Windstream Georgia Communications, LLC
Windstream Georgia Telephone, LLC
Windstream Georgia, LLC
Windstream Iowa Communications, LLC
Windstream Iowa-Comm, LLC
Windstream IT-Comm, LLC
Windstream KDL, LLC
Windstream KDL-VA, LLC
Windstream Kentucky East, LLC
Windstream Kentucky West, LLC
Windstream Kerrville Long Distance, LLC
Windstream Lakedale Link, Inc.
Windstream Lakedale, Inc.
Windstream Lexcom Communications, LLC
Windstream Lexcom Long Distance, LLC
Windstream Mississippi, LLC
Windstream Missouri, LLC
Windstream Montezuma, LLC
Windstream Nebraska, Inc.
Windstream New York, Inc.
Windstream Norlight, LLC
Windstream North Carolina, LLC
Windstream NorthStar, LLC
Windstream NTI, LLC
Windstream NuVox Arkansas, LLC
Windstream NuVox Illinois, LLC
Windstream NuVox Indiana, LLC
Windstream NuVox Kansas, LLC
Windstream NuVox Missouri, LLC
Windstream NuVox Ohio, LLC
Windstream NuVox Oklahoma, LLC
Windstream of the Midwest, Inc.
Windstream Ohio, LLC
Windstream Oklahoma, LLC

Windstream Pennsylvania, LLC
Windstream South Carolina, LLC
Windstream Southwest Long Distance, LLC
Windstream Standard, LLC
Windstream Sugar Land, LLC
Windstream Systems of the Midwest, Inc.
Windstream Western Reserve, LLC

WINDSTREAM SERVICES, LLC  
4001 Rodney Parham Road  
Little Rock, Arkansas 72212

Nicole Winters  
*Counsel II*

501-748-6313  
[Nicole.Winters@windstream.com](mailto:Nicole.Winters@windstream.com)



**VIA ELECTRONIC SUBMISSION**

December 16, 2019

Office of the Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

**RE: WC-19-326 – Talk America Services, LLC, Windstream Communications, LLC,  
Windstream D&E Systems, Inc., and Windstream NuVox, LLC  
Customer Base Transfer Application Supplemental Information**

Dear Ms. Dortch:

Windstream Communications, LLC, Windstream D&E Systems, Inc., and Windstream NuVox, LLC, hereby submit the information contained in this letter to supplement their Application filed in the above referenced docket on October 28, 2019.

On February 25, 2019, each of the Windstream parties (Windstream Communications, LLC, Windstream D&E Systems, Inc., and Windstream NuVox, LLC) and their parents and affiliates filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code. The cases are jointly administered under Case No. 19-22312 before the Honorable Robert D. Drain in the United States Bankruptcy Court for the Southern District of New York (“Bankruptcy Court”). More detailed information can be found here: <http://www.kccllc.net/windstream>

The Windstream parties; Windstream Communications, LLC, Windstream D&E Systems, Inc., and Windstream NuVox, LLC are all currently operating as Debtors-In-Possession.

The Bankruptcy matter is currently ongoing. On December 4, 2019, Windstream requested the Bankruptcy Court to allow it an additional 247 days to file its plan of reorganization and solicit votes from its creditor board. Windstream anticipates that this motion will be approved by the judge on December 18, 2019. This extension would give Windstream until August 25, 2020, to file its plan and through October 26, 2020, to solicit the needed votes from its creditor board. In addition, this transfer of customers does not trigger any approvals by the Bankruptcy Court because there is no consideration being exchanged. Talk America Services, LLC is exiting the market, Windstream is agreeing to take over servicing these customers.

If you have any questions regarding this filing, please contact the undersigned counsel.

Respectfully submitted,

Nicole Winters  
Counsel II