

June 12, 2020

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

Re: *Windstream Holdings, Inc., Debtor-in-Possession, Transferor, and Windstream Holdings, Inc., Transferee, Application for Consent to Transfer Control of Domestic and International Section 214 Authorizations*, WC Docket No. 20-151, IB File Nos. ITC-T/C-20200522-00081, ITC-T/C-20200522-00082, ITC-T/C-20200522-00083

Dear Ms. Dortch:

The parties to the above-referenced transfer of control Applications, at the request of Commission staff, hereby supplement their Applications to provide additional information on overlap of certain operations between (1) Windstream Services, LLC and its subsidiaries (“Windstream”) and (2) companies in which the new disclosable interest holders hold a direct or indirect ownership interest of 10% or more. Specifically, staff requested information on overlaps of incumbent local exchange company (“ILEC”) or competitive local exchange company (“CLEC”) operations and any service providers delivering last mile fiber facilities to customers in metropolitan areas.

The new disclosable interest holders (collectively, the “New Owners”) in the proposed transaction are (1) Elliott Management Corporation and its advisory affiliates, including Elliott Investment Management, L.P. (collectively, “Elliott”) and (2) Franklin Management Advisers, LLC (“Franklin”).¹ Neither of these entities currently hold disclosable interests in a provider that overlaps with Windstream’s operations.² However, Elliott is currently seeking Commission

¹ Each of which will hold their respective interests as described in the Applications. See *Windstream Holdings, Inc., Debtor-in-Possession, and Windstream Services, LLC*, Description of Proposed Transaction and Public Interest Statement (filed May 21, 2020) at 4-6 (“Public Interest Statement”).

² The transaction is structured as a two-step process, with the Commission approving the proposed transfer of control to facilitate Windstream’s emergence from bankruptcy in the first step, and then approving a petition for declaratory ruling to allow aggregate foreign ownership to exceed 25% and approving specific foreign ownership interests in excess of 5% in the second step. After the second step, Franklin will no longer be a disclosable interest holder, but Pacific Investment Management Company LLC (“PIMCO”) will be. See Public Interest Statement at 10-

approval for a minority investment in LogMeIn, Inc. and its wholly-owned subsidiaries GetGo Communications, LLC, GetGo Communications Virginia LLC, Grasshopper Group, LLC, LogMeIn Audio LLC, and Jive Communications, Inc. (collectively “LogMeIn”), which has some minor potential overlaps with Windstream’s operations, as discussed below.³

LogMeIn owns limited physical facilities for providing CLEC services and relies almost exclusively on agreements with other carriers to provide equipment and facilities for CLEC services. GetGo Communications LLC (and its local Virginia subsidiary, GetGo Communications Virginia LLC), are LogMeIn’s only operating subsidiaries with facilities-based CLEC authorizations or designations. Both subsidiaries provide telephony services to LogMeIn and do not have any retail customers or retail operations.

Through equipment agreements, GetGo Communications LLC acts as a competitive local exchange and interexchange carrier authorized to provide intrastate local, intrastate interexchange, and switched access services in San Francisco, CA, Los Angeles, CA, San Diego, CA, Miami/Southeast Florida, Atlanta, GA, Chicago, IL, Baltimore, MD, Eastern Massachusetts, New York City Metro, Dallas, TX, Houston, TX, Washington DC, and Culpeper, VA.⁴ LogMeIn considers the preceding LATAs to be its local markets, based on the fact that it holds Operating Company Number authorizations for each of those regions.

The fiber networks and businesses of Windstream and the CLEC operations of LogMeIn are generally complementary and adjacent with minimal overlap, as described below.

- San Francisco, CA, Los Angeles, CA, San Diego, CA. Windstream does not operate as an ILEC in these areas. There is no overlap between LogMeIn’s CLEC operations and any Windstream-owned fiber or CLEC operations.

12, Exhibit B. For the Commission’s future reference, PIMCO does not hold 10% or more of any ILEC, CLEC or service provider that engages in fiber delivery, so neither step of the proposed transaction will result in any overlapping interests.

³ Applications currently pending before the Commission, if approved, would result in Elliott holding a non-controlling but disclosable 49% minority interest in LogMeIn, a provider of web conferencing and web event platforms and services that holds telecommunications authorizations issued by the Commission and various state regulators. See ECFS Docket No. 19-396; IB File Nos. ITC-T/C-20191230-00203, ITC-T/C-20191230-00204, ITC-T/C-20191230-00205, ITC-T/C-20191230-00206; *Joint Domestic and International Section 214 Application Filed for the Transfer of Control LogMeIn, Inc. from its current shareholders to Logan Parent LLC.*

⁴ Both Windstream and LogMeIn provide nationwide Unified Communications as a Service (“UCaaS”) but the UCaaS marketplace is in any event highly competitive and represents only a small portion of Windstream’s current business. Specifically, LogMeIn provides software-as-a-service products which are offered nationwide, including its GoToMeeting/GoToWebinar/GoToTraining, OpenVoice, and Call Me/Toll Free Audio products. LogMeIn utilizes its CLEC services to provide access to audio bridges via the PSTN to facilitate audio conferences for many of these products. A LogMeIn CLEC is only providing the numbers for dial-ins in the LATAs identified; LogMeIn utilizes tandem homing agreements with third-party carriers for phone-numbers for audio conferencing and bridging outside of those areas.

- Miami, FL/Southeast Florida. Windstream does not operate as an ILEC in this area. Windstream owns a limited amount of fiber supporting its CLEC operations in this area.
- Atlanta, GA. There is, potentially, some geographic overlap between LogMeIn's CLEC operations and Windstream ILEC operations and ILEC-supporting owned fiber in the Atlanta area; Windstream operates as an ILEC in a number of small communities and rural areas within LATA 438, in the area generally north and northeast of Atlanta, towards the Tennessee border. In addition, Windstream owns a limited amount of fiber supporting its long-haul transport network in the region.⁵
- Chicago, IL. Windstream does not operate as an ILEC in this area. Windstream owns a limited amount of fiber supporting its long-haul transport network and is used to support CLEC operations in this area.
- Eastern Massachusetts. Windstream does not operate as an ILEC in this area. There is no overlap between LogMeIn's CLEC operations and any Windstream-owned fiber or CLEC operations in this area.
- Baltimore, MD. Windstream does not operate as an ILEC in this area. Windstream owns a limited amount of fiber supporting its long-haul transport network in this area.
- New York, NY. Windstream does not operate as an ILEC in this area. Windstream owns a small amount of fiber supporting its long-haul transport network in the region.
- Dallas, TX. There is, potentially, some geographic overlap between LogMeIn's CLEC operations and Windstream ILEC operations and ILEC-supporting owned fiber in the Dallas area; Windstream operates as an ILEC in a number of small communities and rural areas within LATA 552 (Dallas) and some adjacent LATAs, generally to the south and east of Dallas. In addition, Windstream owns a limited amount of fiber supporting its long-haul transport network in the region.
- Houston, TX. There is, potentially, some geographic overlap between LogMeIn's CLEC operations and Windstream ILEC operations and ILEC-supporting owned fiber in the Houston area; Windstream operates as an ILEC in some smaller communities in the area. In addition, Windstream owns a small amount of fiber supporting its long-haul transport network in the region.

⁵ Such non-ILEC/CLEC fiber is in support of the Windstream transport network as well as supplying wave services, outgoing dark fiber IRUs, dedicated TDM or other high capacity circuits

Letter to Marlene H. Dortch

June 12, 2020

Page 4

- Washington, DC and Culpeper, VA. Windstream does not operate as an ILEC in this area. Windstream owns a small amount of fiber supporting its long-haul transport network in the region.

Please let us know if you would like any additional information.

Respectfully submitted,

/s/ Christopher W. Savage

Christopher W. Savage

Danielle Frappier

Davis Wright Tremaine LLP

1919 Pennsylvania Avenue, NW, Suite 800

Washington, D.C. 20006-3401

(202) 973-4200

Its Counsel

*Counsel to Windstream Holdings, Inc. and
Windstream Services, LLC*

/s/ Samuel L. Feder

Samuel L. Feder

Luke C. Platzer

David M. Didion

Jenner & Block LLP

1099 New York Avenue, NW, Suite 900

Washington, D.C. 20001-4412

(202) 639-6000

Counsel to Nexus Aggregator L.P.

/s/ Meredith S. Senter, Jr.

Meredith S. Senter, Jr.

David S. Keir

Jeffrey J. Carlisle

Lerman Senter PLLC

2001 L Street, NW, Suite 400

Washington, D.C. 20036

(202) 429-8970

Counsel to the First Lien Debtholders Group

cc: Pamela Arluk, FCC Wireline Competition Bureau
Dennis Johnson, FCC Wireline Competition Bureau
Mike Ray, FCC Wireline Competition Bureau