

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

Windstream Corporation (“Windstream”) and Windstream Holdings, Inc. (“Windstream Holdings”), pursuant to Section 63.24(f)(2) of the Commission’s rules, hereby notify the Commission that on August 30, 2013 they completed a *pro forma* transfer of control of PAETEC Corp. (“PAETEC”) and its International Section 214 authorization (ITC-214-19980925-00658).¹ This transfer involved a series of interrelated transactions closing in quick succession by which Windstream became the immediate subsidiary of Windstream Holdings, Inc. (“Windstream Holdings”), a newly-created, publicly-traded holding company. Inasmuch as the existing shareholders of Windstream became shareholders of Windstream Holdings in the same amounts and percentages as they held before the transaction, and given that PAETEC was and remains a wholly-owned subsidiary of Windstream, the transfer of control of PAETEC and its International Section 214 authorization as reported herein was entirely *pro forma* in nature.²

The structural changes effectuated by this transaction are intended to increase the company’s overall efficiency, making it more attractive to potential creditors, thereby improving its access to debt and equity capital. This, in turn, enables both the holding company and its operating subsidiaries to keep their cost of capital low. The parties therefore respectfully request that the Commission update its records to reflect the consummation of this *pro forma* transfer of control.

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)

Transferor:

Windstream Corporation
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)

² Immediately following this *pro forma* transfer of control, PAETEC assigned its International Section 214 authorization to Windstream. Windstream is filing a separate notification reporting this subsequent *pro forma* assignment.

Transferee:

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

63.18(c)

Contact Person for Transferor & Transferee:

Eric N. Einhorn
Senior Vice President of Government Affairs & Strategy
Windstream Communications
1101 17th Street, NW, Suite 802
Washington, DC 20036
(202) 223-7668
Email: eric.n.einhorn@windstream.com

With a copy to:

Kenneth D. Patrich
Brian W. Higgins
Wilkinson Barker Knauer, LLP
2300 N Street, NW, Suite 700
Washington, DC 20037-1128
202-783-4141
Email: kpatrich@wbklaw.com
bhiggins@wbklaw.com

63.18(d)

Transferor:

Windstream holds numerous, redundant International Section 214 authorizations through various of its wholly-owned subsidiaries.³ Windstream will surrender all of these authorizations effective August 30, 2013, except for the authorization held by PAETEC, in a forthcoming filing.

³ See e.g., Advanced Tel-Com Systems, L.P., Global Resale Service, ITC-214-19981110-00835; CT Communications, Inc., ITC-214-19930405-00054 (Old File No. ITC-93-148); D&E Systems, Inc., Global Resale Service, ITC-214-19970707-00382 (Old File No. ITC-97-384); EN-TEL Communications, LLC, Global or Limited Global Resale Service, ITC-214-20010501-00265;

Transferee:

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

Section 63.18(h): Answer to Question 11:

Owners of Ten Percent or Greater Equity in Transferee:

Windstream Holdings is a publicly-traded company in which no person or entity, to the best of its knowledge, owns a ten percent or greater interest.

Section 63.24(f)(2)(ii)

Intellifiber Networks, Inc., Global and Limited Global Facilities-Based and Resale Service, ITC-214-20020730-00389; Iowa Telecom Communications, Inc., Global or Limited Global Facilities-Based and Resale Service, ITC-214-20010823-00464; IT Communications, LLC, Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service, ITC-214-20050906-00360; LDMI Telecommunications, Inc., Global Resale Service, ITC-214-19940517-00169 (Old File No. ITC-94-330); Lakedale Link, Inc., Global Resale Service, ITC-214-19960725-00339 (Old FCC File No. ITC-96-416); Lexcom Long Distance, LLC, ITC-214-19930302-00003; McLeodUSA Telecommunications Services, L.L.C., Global Resale Service, ITC-214-19930827-00153 (Old FCC File No. ITC-93-311); Network Telephone Corp., Global or Limited Global Resold International Services, ITC-214-19981228-00911; Norlight, Inc. f/k/a Cinergy Communications Company, Global Facilities-Based Service, ITC-214-19960826-00406, Global Resale Service, ITC-214-19960826-00407, and ITC-214-19940224-00080 (Old File No. ITC-94-179); NUVOX, INC., Global or Limited Global Facilities-Based and Resale Service, ITC-214-19990323-00165; The Other Phone Company, Inc., Global or Limited Global Resold International Services, ITC-214-19980501-00289 (Old File No. ITC-98-336); Talk America, Inc., Individual Switched Resale Service, ITC-214-19960119-00025 (Old File No. ITC-96-053); US LEC LLC, Global or Limited Global Facilities-Based and Resale Services, ITC-214-19990303-00104; US LEC of Georgia LLC, US LEC of Tennessee LLC, US LEC of Virginia LLC, US LEC of Florida, LLC, and US LEC of South Carolina, LLC, Global Resale Service, ITC-214-19970929-00589 (Old File No. ITC-97-611); US LEC of North Carolina LLC, Global Resale Services, ITC-214-19970220-00101 (Old File No. ITC-97-115); Valor Telecommunications LD, LLC, Global or Limited Global Resale Service, ITC-214-20000719-00451; Windstream D&E Systems, Inc., Global Resale Service, ITC-214-19970707-00382 (Old File No. ITC-97-384); Windstream Iowa Communications, Inc., Global Facilities-Based and Global Resale Service, ITC-214-20000627-00408, Global or Limited Global Resale Service, ITC-214-20080709-00316 and ITC-214-20010501-00266, and Global Resale Service, ITC-214-19961219-00634.

The parties hereby certify that the transfer of control 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.