

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

Talk America Services, LLC (“Talk America”), pursuant to Section 63.24(f)(2) of the Commission’s rules, hereby notifies the Commission that on February 28, 2015 it underwent a *pro forma* transfer of control when one of its indirect corporate parents, Windstream Corporation (“Windstream”), changed its form of organization (from a corporation to a limited liability company) and changed its name to Windstream Services, LLC (“Windstream Services”). This conversion effectuated the transfer of control of Talk America’s International Section 214 authorization (ITC-214-0141022-00280) from Windstream to Windstream Services.<sup>1</sup> Because the ultimate ownership and control of Talk America did not change as a result of this transaction, the transfer of control 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* 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)

*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)

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<sup>1</sup> 47 C.F.R. § 63.24(f)(2)

**63.18(c)**

*Contact Person for Transferor & Transferee:*

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Senior Vice President of Government Affairs & Strategy  
Windstream Communications  
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Washington, DC 20036  
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*With a copy to:*

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**63.18(d)**

*Transferor:*

Windstream, directly and indirectly through Talk America, 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.<sup>2</sup>

*Transferee:*

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

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<sup>2</sup> A *pro forma* assignment is being filed concurrently herewith, under separate cover, for the Section 214 authorization held by Windstream Corporation.

***Section 63.18(h): Answer to Question 11:***

*Owners of Ten Percent or Greater Equity in Transferee*

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

Name:	Talk America 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 CSL Services, LLC, the sole owner of Talk America Services, LLC, are as follows:

Name:	CSL Services, LLC
Principal Business:	Communications Services
Address:	4001 Rodney Parham Road Little Rock, AR 72212
Citizenship:	U.S. (Delaware)
Ownership Interest in Applicant:	100% Direct Interest

3. The name, principal business, address, citizenship, and ownership of Communications Sales & Leasing, Inc., the sole owner of CSL Services, LLC, are as follows:

Name:	Communications Sales & Leasing, Inc.
Principal Business:	Communications Services
Address:	4001 Rodney Parham Road Little Rock, AR 72212
Citizenship:	U.S. (Maryland)
Ownership Interest in Applicant:	100% Indirect Interest

4. The name, principal business, address, citizenship, and ownership of Windstream Services, LLC, the sole owner of Communications Sales & Leasing, Inc., are as follows:

Name:	Windstream Services, LLC
Principal Business:	Communications Services
Address:	4001 Rodney Parham Road Little Rock, AR 72212
Citizenship:	U.S. (Delaware)
Ownership Interest in Applicant:	100% Indirect Interest

5. 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% Indirect 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 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.