

**Attachment 1**

**Notification of *Pro Forma* Transfer of Control of International Section 214 Authorization  
And *Pro Forma* Assignment of Customers**

Response to Questions 9 and 13

Talk America Services, LLC (“Applicant”), pursuant to Section 63.24(f)(2) of the Commission’s rules, hereby notifies the Commission of a *pro forma* transaction that occurred on April 24, 2015, in which (i) residential customer accounts of the competitive local exchange carrier (“CLEC”) subsidiaries of Windstream Services, LLC, (“Windstream Services”) were assigned to Applicant, and (ii) control of Applicant was transferred from Windstream Holdings, Inc. (“Windstream Holdings”), to Communications Sales & Leasing, Inc. (“CSL”).

Prior to the transaction, Applicant was a wholly-owned, indirect subsidiary of CSL, which was a wholly-owned, direct subsidiary of Windstream Services. Windstream Services, in turn, is a wholly-owned direct subsidiary of Windstream Holdings. In the transaction, the majority of the shares of CSL were spun off to the shareholders of Windstream Holdings, and Windstream Services retains 19.9 percent of CSL.

Immediately prior to the spin-off of CSL, the customers of the CLEC subsidiaries of Windstream Services were assigned to Applicant.<sup>1</sup> International service was provided to these customers pursuant to the International Section 214 authorization held by Windstream Services, File No. ITC-214-19980925-00658. After the transaction, these customers are being served by Applicant, which operates under its own International Section 214 authorization, File No. ITC-214-20141022-00280.<sup>2</sup>

Because the ultimate ownership and control of the Applicant did not change as a result of this transaction, the assignment of customers and transfer of control of Applicant were entirely *pro forma* in nature.

This transaction restructures the operations of Windstream to spin off select telecommunications network assets into a real estate investment trust, which will reduce the debt and increase capacity to invest in Windstream’s network to improve the operational efficiencies of the company and provide more advanced communications services to customers. Therefore, acceptance of this notification will serve the public interest, convenience and necessity. The

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<sup>1</sup> A *de minimis* number of CLEC customers (~1%) remain with the Windstream Services CLEC subsidiaries while certain state approvals are pending. The parties expect these customers to be assigned to Applicant in the second quarter of 2015.

<sup>2</sup> All affected customers were notified of the change in carrier in accordance with the requirements of Section 64.1120(e)(3) of the Commission’s rules. 47 C.F.R. § 64.1120(e)(3).

parties respectfully request that the Commission update its records to reflect the consummation of this *pro forma* transaction.

Response to Question 10

Section 63.18(c):

The points of contact for this application are as follows:

*Assignor*

Windstream Services, LLC  
Attn: Cesar Caballero, Senior Regulatory Counsel  
4001 Rodney Parham Road  
Little Rock, AR 72212  
Tel: (501) 748-7000

*Transferor*

Windstream Holdings, Inc.  
Attn: Cesar Caballero, Senior Regulatory Counsel  
4001 Rodney Parham Road  
Little Rock, AR 72212  
Tel: (501) 748-7000

*With a copy to:*

Matthew A. Brill  
Elizabeth R. Park  
Latham & Watkins LLP  
555 Eleventh Street, NW  
Suite 1000  
Washington, DC 20004  
(202) 637-2200

*Assignee*

Talk America Services, LLC  
Attn: Jeffery W. Small, Senior VP – Operations  
10802 Executive Center Drive  
Benton Building, Suite 300  
Little Rock, AR 72211  
Tel: (501) 748-5870

*Transferee*

Communications Sales & Leasing, Inc.  
Attn: Jeffery W. Small, Senior VP – Operations  
10802 Executive Center Drive  
Benton Building, Suite 300  
Little Rock, AR 72211  
Tel: (501) 748-5870

Section 63.18(d):

Applicant holds global facilities-based and global resale authority under Sections 63.18(e)(1) and 63.18(e)(2). *See* Talk America Services, LLC, File No. ITC-214-20141022-00280. In addition, Windstream Services holds global facilities-based and resale authority under Sections 63.18(e)(1) and 63.18(e)(2). *See* Windstream Services, LLC, File No. ITC-214-19980925-00658. Neither the Transferor, Windstream Holdings, nor Transferee, CSL, directly holds any Section 214 authorization.

Response to Question 11

The following is submitted pursuant to Section 63.18(h) of the Commission’s rules:

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

Name:	Talk America Services, LLC
Principal Business:	Communications Services
Address:	10802 Executive Center Drive Benton Building, Suite 300 Little Rock, AR 72211
Citizenship:	U.S. (Delaware)

2. The name, principal business, address, citizenship, and ownership interest of CSL Services, LLC, the sole owner of Talk America Services, LLC, are as follows:

Name:	CSL Services, LLC
Principal Business:	Communications Services
Address:	10802 Executive Center Drive Benton Building, Suite 300 Little Rock, AR 72211
Citizenship:	U.S. (Delaware)
Ownership Interest in Applicant:	100% Direct Interest

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

Name: Communications Sales & Leasing, Inc.  
Principal Business: Real Estate Investment Trust  
Address: 10802 Executive Center Drive Benton  
Building, Suite 300  
Little Rock, AR 72211  
Citizenship: U.S. (Delaware)  
Ownership Interest in Applicant: 100% Indirect Interest

4. The name, principal business, address, citizenship, and ownership interest of Windstream Services, LLC, the owner of 19.9 percent of Communications Sales & Leasing, Inc., are as follows:

Name: Windstream Services, LLC  
Principal Business: Communications Services  
Address: 4001 Rodney Parham Rd.  
Little Rock, AR 72212  
Citizenship: U.S. (Delaware)  
Ownership Interest in Applicant: 19.9% Indirect Interest

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

Name: Windstream Holdings, Inc.  
Principal Business: Communications Services  
Address: 4001 Rodney Parham Rd.  
Little Rock, AR 72212  
Citizenship: U.S. (Delaware)  
Ownership Interest in Applicant: 19.9% Indirect Interest

As a publicly traded company, the stock of Communications Sales & Leasing, Inc. is widely held. Other than Windstream Services and Windstream Holdings, no entity or individual owns 10 percent or more of the equity of Communications Sales & Leasing, Inc.