

January 13, 2017

Ex Parte

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: *Joint Section 214 Application for Transfer of Control of EarthLink Wholly-Owned Subsidiaries to Windstream Holdings, Inc.*, WC Docket No. 16-393; FCC File Nos. ITC-T/C-20161117-00328, ITC-T/C-20161117-00329, ITC-T/C-20161117-00330, and ITC-T/C-20161117-00331

Dear Ms. Dortch:

At the request of staff, Windstream Holdings, Inc. (“Windstream”) and EarthLink Holdings Corp. (“EarthLink”) (collectively, “Applicants”) provide the following additional information regarding The Vanguard Group’s (“Vanguard”) holdings in the Applicants.

As indicated in the Applicants’ Consolidated Applications and updated in their Reply Comments, Vanguard’s most recent public filings reflect that it holds approximately 15.9 percent of Windstream common stock and 13.9 percent of EarthLink common stock.¹ If at the time of closing Vanguard’s holdings are at those levels, after consummation of the transactions Vanguard would hold approximately 14.9 percent of the combined entity. This figure reflects that under the terms of the Applicants’ Merger Agreement, stockholders of EarthLink (including

¹ See Applicants’ Reply Comments in Support of Consolidated Applications for Transfer of Control of International and Domestic Section 214 Authority at 2, WC Docket No. 16-363 (filed Dec. 23, 2016) (noting Vanguard’s holdings in Windstream per Vanguard’s Form 13G/A filed December 12, 2016); Consolidated Applications for Transfer of Control of International and Domestic Section 214 Authority at 8, WC Docket No. 16-393 (filed Nov. 17, 2016) (“Consolidated Applications”) (noting Vanguard’s holdings in EarthLink); *see also* The Vanguard Grp., Quarterly Report Filed by Institutional Managers, Holdings (Form 13F) (Nov. 14, 2016) (same).

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Vanguard) will receive 0.818 shares of common stock of Windstream for each share of common stock of EarthLink upon closing.²

Please contact me if you have any questions.

Sincerely,

A handwritten signature in blue ink that reads "J. Veach". The signature is fluid and cursive, with the first letter of each name being capitalized and prominent.

Julie A. Veach
Counsel to Windstream Holdings, Inc.

cc: Jodie May
Dennis Johnson
David Krech
Sumita Mukhoty
Veronica Garcia-Ulloa

² See Consolidated Applications at 2; *see also* Windstream Holdings, Inc., Quarterly Report (Form 10-Q) (Nov. 7, 2016) (noting number of outstanding shares of Windstream common stock); EarthLink Holdings Corp., Quarterly Report (Form 10-Q) (Nov. 7, 2016) (noting number of outstanding shares of EarthLink common stock).