

January 4, 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 International Bureau staff, Windstream Holdings, Inc. (“Windstream”) and EarthLink Holdings Corp. (“EarthLink”) (collectively, “Applicants”) hereby supplement the pending Consolidated Applications for Transfer of Control of International and Domestic Section 214 Authority in the above-captioned proceeding.

First, to the best of Applicants’ knowledge, there are no ten percent or greater owners of The Vanguard Group, Inc. (“The Vanguard Group”). According to its website, The Vanguard Group does not have third-party private or public stockholders. Instead, it is owned by its funds, which are owned by the investors in the funds.¹

Second, in response to the International Bureau’s request regarding The Vanguard Group’s board members, the Applicants attach their supplement, filed on December 1, 2016, providing those details.² In addition, the Applicants attach their reply comments in support of

¹ *Why Ownership Matters*, VANGUARD, <https://about.vanguard.com/what-sets-vanguard-apart/why-ownership-matters/> (last visited Jan. 4, 2017).

² *See* Letter from Julie A. Veach, Counsel to Windstream Holdings, Inc., to Marlene H. Dortch, Secretary, FCC, WC Docket No. 16-393 (filed Dec. 1, 2016).

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the pending applications, which provide a further update on The Vanguard Group's ownership interest in Windstream.³

Sincerely,



Julie A. Veach
Counsel to Windstream Holdings, Inc.

Attachments

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

³ 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. 16-393 (filed Dec. 23, 2016).

Attachment A

December 1, 2016

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

Dear Ms. Dortch:

At the request of FCC staff, Windstream Holdings, Inc. (“Windstream”) and EarthLink Holdings Corp. (“EarthLink”) (collectively, “Applicants”) hereby supplement the pending Consolidated Applications for Transfer of Control of International and Domestic Section 214 Authority in the above-captioned proceeding.

As indicated in the application, The Vanguard Group currently holds approximately 13.4 percent of Windstream common stock and 13.9 percent of EarthLink common stock.¹ The Vanguard Group is a U.S. company. The Chairman of the Board, President, and Chief Executive Officer is F. William McNabb III. The remainder of the Board is made up of Emerson U. Fullwood, Rajiv L. Gupta, Amy Gutmann, JoAnn Heffernan Heisen, F. Joseph Loughrey, Mark Loughridge, Scott C. Malpass, André F. Perold, and Peter F. Volanakis. Based on publicly available sources it appears that at least a majority of the Board are likely U.S. citizens.

Sincerely,



Julie A. Veach
Counsel to Windstream Holdings, Inc.

cc: Jodie May
Dennis Johnson
David Krech

¹ See Consolidated Applications for Transfer of Control of International and Domestic Section 214 Authority at 8, WC Docket No. 16-393 (filed Nov. 17, 2016).

Attachment B

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

<i>In the Matter of</i>)	
)	
WINDSTREAM HOLDINGS, INC. and)	
)	WC Docket No. 16-393
EARTHLINK HOLDINGS CORP.)	
)	
Application for Consent to Transfer Control of)	
Authority to Provide Global Facilities-Based)	
and Global Resale International)	
Telecommunications Services and to Transfer)	
Control of Domestic Common Carrier)	
Transmission Lines, Pursuant to Section 214 of)	
the Communications Act of 1934, as Amended)	
_____)	

**APPLICANTS’ REPLY COMMENTS IN SUPPORT OF
CONSOLIDATED APPLICATIONS FOR TRANSFER OF CONTROL OF
INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORITY**

Windstream Holdings, Inc. (“Windstream”) and EarthLink Holdings Corp. (“EarthLink”) (collectively, “Applicants”) urge the Commission expeditiously to approve their pending applications for consent to transfer control of international and domestic Section 214 authorizations held by EarthLink wholly-owned subsidiaries to Windstream.

The record demonstrates the public interest benefits of the transaction, including offering a broader portfolio of services to current and future customers and bringing more customers on-net where possible. No party voiced any objection to the transaction (or even commented) in response to the Public Notice.¹ In addition, the thirty-day waiting period for the Department of

¹ *Applications Filed for the Transfer of Control of EarthLink Holdings Corp. to Windstream Holdings, Inc., Pleading Cycle Established*, Public Notice, DA 16-1341, 31 FCC Rcd. 12,799 (Wireline Comp. & Int’l Burs. 2016).

Justice and the Federal Trade Commission to review the Applicants' premerger notifications under the Hart-Scott-Rodino Act expired on December 19, 2016 without any request from either agency for further information. There is no reason to delay approval. To the contrary, the sooner the transactions are approved, the sooner the Applicants can bring about the public interest benefits identified in the applications.

The Applicants also take this opportunity to provide one minor update: According to the latest public filings, as of November 30, 2016, The Vanguard Group holds 15.9 percent of Windstream's common stock.² This change has no impact on The Vanguard Group's relationship to or influence over Windstream. The Applicants are not aware of any change in The Vanguard Group's holdings in EarthLink.

The Applicants respectfully request that the Commission consent to the transfers of control without delay.

Respectfully submitted,



Julie A. Veach
Harris, Wiltshire & Grannis LLP
1919 M Street NW, Suite 800
Washington, DC 20036
Counsel to Windstream Holdings, Inc.

/s/
Tamar E. Finn
Morgan, Lewis & Bockius LLP
2020 K Street NW
Washington, DC 20006
Counsel to EarthLink Holdings Corp.

December 23, 2016

² The Vanguard Grp., Statement of Acquisition of Beneficial Ownership by Individuals [Amend] (Form 13G/A) (Dec. 12, 2016).