

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

<i>In the Matter of</i>)	
)	
WINDSTREAM HOLDINGS, INC. and)	
)	WC Docket No. _____
BROADVIEW NETWORKS HOLDINGS, INC.)	
)	File Nos. ITC-T/C-_____
Application for Consent to Transfer Control of)	
Authorizations 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)	
_____)	

**CONSOLIDATED APPLICATIONS TO TRANSFER CONTROL OF
INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.04, 63.18, and 63.24 of the Commission’s Rules,² Windstream Holdings, Inc. (“Windstream”) and Broadview Networks Holdings, Inc. (“Broadview”) (collectively, “Applicants”) request Commission consent to transfer indirect control of certain international and domestic Section 214 authorizations held by various wholly-owned subsidiaries of Broadview listed on Exhibit 1 (the “Broadview Authorized Carriers”) to Windstream. Such authority is necessary to effectuate the transfer to Windstream of Broadview, whose authorized subsidiaries provide Unified Communications as a Service (“UCaaS”), data services (dedicated

¹ See 47 U.S.C. § 214.

² See 47 C.F.R. §§ 63.04, 63.18, 63.24.

internet, MPLS, Ethernet), voice services (local, long distance, POTS, voice over Internet Protocol (“VoIP”), toll free), and colocation services to small and medium-sized businesses, enterprise, wholesale, and residential customers.

The proposed transaction is an all-cash transaction in which Broadview shares of common stock—with some exceptions—will be converted to the right to receive \$6.98 per share. As described in more detail in Exhibit 2, a newly created subsidiary, Beethoven Merger Subsidiary, Inc., a wholly-owned, indirect subsidiary of Windstream created for the transaction, will be merged with and into Broadview, with Broadview continuing as the surviving company and an indirect, wholly-owned subsidiary of Windstream. Broadview’s subsidiaries will thereafter exist as indirect wholly-owned subsidiaries of Windstream. The Applicants seek consent to the following transfers of control:

Transfer of Control Applications:

1. Transfer of control of international Section 214 authority held by Broadview Networks, Inc. from Broadview to Windstream, International Section 214 Authorization (Global and Limited Global Resale Services), IB File No. ITC-214-20000128-00044;
2. Transfer of control of international Section 214 authority held by BridgeCom International, Inc. from Broadview to Windstream, International Section 214 Authorization (Global Resale Service), IB File No. ITC-214-19971020-00645;
3. Transfer of control of international Section 214 authority held by ATX Licensing, Inc. from Broadview to Windstream, International Section 214 Authorization, IB File No. ITC-214-19920330-00034;
4. Transfer of control of international Section 214 authority held by A.R.C. Networks, Inc. from Broadview to Windstream, International Section 214 Authorization (Individual Switched Resale Service), IB File No. ITC-214-19960116-00008;
5. Transfer of control of international Section 214 authority held by Eureka Telecom, Inc. from Broadview to Windstream, International Section 214 Authorization (Individual Switched Resale Service), IB File No. ITC-214-19951226-00060;

6. Transfer of control of international Section 214 authority held by TruCom Corporation from Broadview to Windstream, International Section 214 Authorization (Global Facilities-Based/Global Resale Service), IB File No. ITC-214-19971104-00683; and
7. Transfer of control of domestic Section 214 authority held by the Broadview Authorized Carriers from Broadview to Windstream.

This narrative provides the information required by Sections 63.04 and 63.18 of the Commission's Rules. Additionally, Exhibit 2 provides a statement demonstrating that the transaction is in the public interest, including a description of the parties and of the proposed transaction.

I. RESPONSE TO ITEMS ON IBFS ELECTRONIC FORM: INFORMATION REQUIRED BY 47 C.F.R. § 63.18

Broadview is a holding company that has a number of wholly-owned subsidiaries that provide communications services and hold FCC authorizations. Broadview is transferor³ for all Section 214 applications included in this transaction. Windstream is the transferee for all applications included in this transaction.

A. Answer to Question 10 – Section 63.18(a)-(d)

(a) Name, address, and telephone number of each applicant

Transferor:

Broadview Networks Holdings, Inc.
800 Westchester Avenue, Suite N501
Rye Brook, NY 10573
Tel: 914-922-7000

The Broadview Authorized Carriers:

A list of the authorized carriers that comprise the Broadview Authorized Carriers and their FRNs is attached as Exhibit 1. The current address and telephone number for the

³ No person or entity owns or controls 50 percent or more of Broadview.

Broadview Authorized Carriers is the same as Broadview's. The address and telephone number for all of the entities listed in Exhibit 1 post-transaction will be:

Windstream Holdings, Inc.
4001 Rodney Parham Road
Little Rock, AR 72212
Tel: 501-748-7000

Transferee:

Windstream Holdings, Inc.
4001 Rodney Parham Road
Little Rock, AR 72212
Tel: 501-748-7000

(b) Place of organization

Transferor:

Broadview is a Delaware corporation.

Transferee:

Windstream is a Delaware corporation.

(c) Name, title, post office address, and telephone number of official and any other contact point

Correspondence concerning these applications should be directed to:

For Broadview and the Broadview Authorized Carriers:

Charles Hunter
Broadview Networks Holdings, Inc.
800 Westchester Avenue, Suite N501
Rye Brook, NY 10573
Tel: 914-922-7589
Fax: 347-287-0223
chunter@broadviewnet.com

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JVeach@hwglaw.com

(d) Statement as to whether applicants have previously received authority under Section 214

Broadview does not hold international Section 214 authorizations, but it directly or indirectly controls subsidiaries, the Broadview Authorized Carriers, that hold international Section 214 authorizations as listed below:

Authorized Carriers	International Section 214 Authorizations
Broadview Networks, Inc.	International Section 214 Authorization (Global and Limited Global Resale Services) IB File No. ITC-214-20000128-00044

BridgeCom International, Inc.	International Section 214 Authorization (Global Resale Service) IB File No. ITC-214-19971020-00645
ATX Licensing, Inc.	International Section 214 Authorization IB File No. ITC-214-19920330-00034
A.R.C. Networks, Inc.	International Section 214 Authorization (Individual Switched Resale Service) IB File No. ITC-214-19960116-00008
Eureka Telecom, Inc.	International Section 214 Authorization (Individual Switched Resale Service) IB File No. ITC-214-19951226-00060
TruCom Corporation	International Section 214 Authorization (Global Facilities-Based/Global Resale Service) IB File No. ITC-214-19971104-00683

Windstream does not hold any international Section 214 authorizations, but directly or indirectly controls the following subsidiaries that hold international Section 214 authorizations:

Carriers	International Section 214 Authorization
<p>Windstream Services, LLC</p> <p>The following wholly-owned subsidiaries provide international service under its international section 214 authorization:</p> <ul style="list-style-type: none"> • Cavalier Telephone Mid-Atlantic, L.L.C. • Cavalier Telephone, L.L.C. • Intellifiber Networks, Inc. • LDMI Telecommunications, Inc. • McLeodUSA Telecommunications Services, L.L.C. • Network Telephone Corporation • PaeTec Communications, Inc. • PaeTec Communications of Virginia, Inc. • Talk America, Inc. • The Other Phone Company, Inc. • US LEC Communications LLC • US LEC of Alabama LLC • US LEC of Florida LLC • US LEC of Georgia LLC • US LEC of Maryland LLC • US LEC of North Carolina LLC • US LEC of Pennsylvania LLC • US LEC of South Carolina LLC • US LEC of Tennessee LLC • US LEC of Virginia LLC • Windstream Communications, Inc. • Windstream D&E Systems, Inc. • Windstream Iowa Communications, Inc. • Windstream KDL, Inc. • Windstream KDL-VA, Inc. • Windstream Kerrville Long Distance, LLC • Windstream Lexcom Long Distance, LLC • Windstream Norlight, Inc. • Windstream NTI, Inc. • Windstream NuVox Arkansas, Inc. • Windstream Southwest Long Distance, LP • Windstream Systems of the Midwest, Inc. 	<p>International Section 214 Authorization (Global Facilities-Based/Global Resale Service)</p> <p>ITC-214-19980925-00658</p>

<p>DeltaCom, LLC</p>	<p>International Section 214 Authorization (Global and Limited Global Facilities- Based and Resale Services)</p> <p>IB File No. ITC-214-20050325-00139</p>
<p>Business Telecom, LLC</p>	<p>International Section 214 Authorization (Global Facilities-Based and Resale Services)</p> <p>IB File No. ITC-214-20040708-00260</p>
<p>EarthLink Carrier, LLC</p>	<p>International Section 214 Authorization (Global and Limited Global Facilities- Based and Resale Services)</p> <p>IB File No. ITC-214-20070427-00165</p>
<p>EarthLink Business, LLC</p> <p>The following subsidiaries operate under this International Section 214 Authorization:</p> <ul style="list-style-type: none"> • CTC Communications Corp. • CTC Communications of Virginia, Inc. • Lightship Telecom, LLC • Connecticut Broadband, LLC • Connecticut Telephone & Communication Systems, Inc. • Choice One Communications of Connecticut Inc. • Choice One Communications of Maine Inc. • Choice One Communications of Massachusetts Inc. • Choice One Communications of New York Inc. • Choice One Communications of Ohio Inc. • Choice One Communications of Pennsylvania Inc. • Choice One Communications of Rhode Island Inc. • Choice One of New Hampshire Inc. 	<p>International Section 214 Authorization (Global and Limited Global Facilities- Based and Resale Services)</p> <p>IB File No. ITC-214-20020514-00229</p>

<ul style="list-style-type: none"> • Choice One Communications Resale L.L.C. • Conversent Communications of Connecticut, LLC • Conversent Communications of Maine, LLC • Conversent Communications of Massachusetts, Inc. • Conversent Communications of New Hampshire, LLC • Conversent Communications of New Jersey, LLC • Conversent Communications of New York, LLC • Conversent Communications of Pennsylvania, LLC • Conversent Communications of Rhode Island, LLC • Conversent Communications of Vermont, LLC • Conversent Communications Resale L.L.C. • US Xchange of Illinois, L.L.C. • US Xchange of Indiana, L.L.C. • US Xchange of Michigan, L.L.C. • US Xchange of Wisconsin, L.L.C. • US Xchange, Inc. 	
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B. Answer to Question 11 – Section 63.18(h)

Windstream is, and will remain post-closing, a publicly traded company. To its knowledge, Windstream has one 10 percent or greater interest holder, The Vanguard Group, Inc., a U.S.-based investment management company, which holds approximately 14.91 percent of

Windstream common stock.⁴ The percentage of The Vanguard Group’s holdings will not change as a result of the transaction, because the transaction will be cash-only.

The Vanguard Group, Inc.
P.O. Box 2600
Valley Forge, PA 19482

Citizenship: United States
Principal business: Investment management

C. Answer to Question 12 – Section 63.18(h)

Windstream has interlocking directorates with foreign carriers. Tony Thomas, who is President and Chief Executive Officer of Windstream, is also President and Chief Executive Officer of Intellifiber Networks, Inc. (“Intellifiber”), McLeodUSA Telecommunications Services, LLC, and EarthLink Business, LLC, carriers authorized to provide service in Canada and wholly-owned subsidiaries of Windstream.

D. Answer to Question 13 – Narrative of Transfer of Control and Public Interest Statement

A description of the transaction and demonstration of how the transaction is in the public interest are attached as Exhibit 2.

E. Answer to Question 14 – Foreign Carrier Affiliates

By its signature below, Windstream certifies that it is not a foreign carrier, but is affiliated with foreign carriers. Windstream is affiliated with Intellifiber, a foreign carrier

⁴ 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. To the best of Applicants’ knowledge, no person or entity owns 10 percent or more of The Vanguard Group.

pursuant to Section 63.09(d), authorized in Canada. As of the date of filing, although Intellifiber is authorized to provide service in Canada, it does not provide services outside the United States. Windstream is also affiliated with EarthLink Business, LLC and McLeodUSA Telecommunications Services, LLC, foreign carriers pursuant to 63.09(d). EarthLink Business, LLC and McLeodUSA Telecommunications Services, LLC hold Basic International Telecommunications Services and Reseller licenses in Canada.

Broadview is not a foreign carrier, but is affiliated with BridgeCom International, Inc., a foreign carrier pursuant to 63.09(d), which holds a Basic International Telecommunications Services License from Canada. BridgeCom International, Inc. is also one of Broadview's wholly-owned indirect subsidiaries and an international Section 214 holder. BridgeCom International, Inc. does not provide service within Canada and does not originate any international services from Canada.

Accordingly, upon consummation of the proposed transaction, one of the Broadview Section 214 holders will continue to be a foreign carrier, and the remaining Section 214 holders would be affiliated with additional foreign carriers in Canada.

F. Answer to Question 15

By its signature below, Windstream certifies that following the transaction, the Section 214 holders would provide international telecommunications services between the United States and Canada—the only country in which Windstream controls a foreign carrier. Specifically, following the transaction, Windstream will control Intellifiber, EarthLink Business, LLC, McLeodUSA Telecommunications Services, LLC, and BridgeCom International, Inc. Canada is a member of the World Trade Organization.

G. Answer to Question 16

Pursuant to Section 63.10(a)(3) of the Commission's Rules, the Applicants request non-dominant status for Windstream and its subsidiaries on all routes between the United States and Canada. None of the foreign carrier affiliates is a dominant provider in Canada, and each lacks a 50 percent market share in the international transport and local access markets on the foreign end of the route. Accordingly, each foreign carrier lacks sufficient market power on the foreign end of the international route to affect competition adversely in the U.S. market.

H. Answer to Question 20 – Section 63.12

The Applicants qualify for streamlined processing because, as stated above, none of the foreign carrier affiliates is a dominant provider in Canada, a member of the World Trade Organization, and each lacks a 50 percent market share in the international transport and local access markets on the foreign end of the route.⁵ Accordingly, the Applicants request streamlined processing treatment for the application to transfer control of the international Section 214 authorizations pursuant to Section 63.12 of the Commission's Rules.

I. Answer to Question 21 – Section 63.18(n)

Windstream certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.

⁵ None of the foreign carrier affiliates listed above is presumed by the Commission to hold market power in a foreign telecommunications market. *See International Bureau Reissues the Commission's List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, DA 07-233, 22 FCC Rcd. 945 (Int'l Bur. 2007).

J. Answer to Question 25 – Section 63.18(o)

Windstream certifies that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance.

II. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION’S RULES IN RELATION TO TRANSFER OF DOMESTIC 214 AUTHORIZATION

In support of the Applicants’ request for consent to transfer control to Windstream of the domestic Section 214 authorizations in the identified areas, the following information is submitted pursuant to Section 63.04 of the Commission’s Rules.

A. Section 63.04(a)(6) – Description of the transaction

A description of the transaction and demonstration of how the transaction is in the public interest is attached as Exhibit 2.

B. Section 63.04(a)(7) – Description of the geographic area in which the transferor and transferee (and affiliates) offer domestic telecommunications services, and what services are provided in each area

The Applicants’ wireline domestic interstate and international services are described in detail in Exhibit 2. Windstream’s subsidiaries provide voice and data services, Multiprotocol Label Switching (“MPLS”) networking, and cloud communications and computing services to businesses, non-profits, and government agencies, both in areas in which it is the incumbent local exchange carrier (“ILEC”) and outside of its ILEC service areas with its operations roughly balanced between its ILEC areas and all other areas. To carriers and network operators, the company provides special access services, Ethernet and Wave transport, fiber-to-the-tower connections, and wholesale voice and data services. As an ILEC, the company also delivers phone, broadband, Internet security services, and online backup to approximately 1.4 million residential customers primarily located in rural areas.

The Broadview Authorized Carriers offer domestic interstate and international telecommunications services⁶ in their service territories. The Broadview Authorized Carriers offer VoIP, UCaaS, data services (dedicated internet, MPLS, Ethernet), voice services (local, long distance, POTS, VoIP, toll free), and colocation. To the extent they operate as common carriers, the Broadview Authorized Carriers operate as CLECs and/or IXC. One or more of Broadview's subsidiaries is authorized to provide intrastate telecommunications service in the District of Columbia and every state except Alaska.

Windstream is affiliated with carriers as a result of Vanguard's ownership of 10 percent or more of Windstream's common stock. To the best of Applicants' knowledge, the following (or their subsidiaries) are either carrier affiliates, or it was not possible to determine whether they offer telecommunications services; in the latter case, the Applicants are disclosing them out of an abundance of caution:

- ADTRAN Inc. (in which Vanguard holds approximately 11.4 percent) is a global provider of networking and communications equipment, enabling voice, data, video and Internet communications across network infrastructure in the United States and other countries.⁷
- Cincinnati Bell Telephone (in which Vanguard holds approximately 13.5 percent) is an incumbent local exchange carrier serving parts of Indiana, Kentucky, and Ohio.⁸

⁶ To be clear, Eureka Telecom of VA, Inc. and InfoHighway of Virginia, Inc. neither provide nor are authorized to provide international telecommunications services.

⁷ ADTRAN, *About*, http://portal.adtran.com/web/page/portal/Adtran/wp_aboutus_landing (last visited Apr. 27, 2017).

⁸ FCC Form 499 Filer Database, Cincinnati Bell Telephone Company, LLC, <http://apps.fcc.gov/cgb/form499/499detail.cfm?FilerNum=805713> (last visited Apr. 27, 2017).

- Cogent Communications Holdings (in which Vanguard holds approximately 10.3 percent) is a provider of Internet access, IP transit, and related services in the United States and other countries.⁹
- Consolidated Communications Holdings Inc. (in which Vanguard holds approximately 10.3 percent) or its subsidiaries provide business and broadband communications to customers in California, Kansas, Missouri, Illinois, Texas, Pennsylvania, Minnesota, Iowa, North Dakota, South Dakota, and Wisconsin.¹⁰
- CSG Systems International, Inc. (in which Vanguard holds approximately 11.3 percent) provides business support solutions, primarily to the communications industry.¹¹
- CyrusOne Inc. (in which Vanguard holds approximately 11.6 percent) provides data center services, Ethernet, multi-protocol label switching, and colocation in 10 states and related services, also in at least two other countries.¹²
- Dupont Fabros Technology (in which Vanguard holds approximately 17.5 percent) provides outsourced data center management near Northern Virginia, Chicago, Illinois, and Santa Clara, California.¹³

⁹ Cogent, *About Cogent*, <http://cogentco.com/en/about-cogent> (last visited Apr. 27, 2017).

¹⁰ Consolidated Communications, *About Us*, <https://www.consolidated.com/about-us> (last visited Apr. 27, 2017).

¹¹ CSG International, *About CSG*, <http://www.csgi.com/about> (last visited Apr. 27, 2017).

¹² CyrusOne, *Company*, <http://www.cyrusone.com/about-enterprise-data-center-provider/> (last visited Apr. 27, 2017).

¹³ DuPont Fabros Technology, *Data Centers*, <https://www.dft.com/data-centers> (last visited Apr. 27, 2017).

- Equinix Inc. (in which Vanguard holds approximately 16.7 percent) operates data centers in approximately 12 U.S. markets and offers related services; it also provides services in other countries.¹⁴
- Harris Corporation (in which Vanguard holds approximately 10.4 percent) is a technology company that provides communication systems, space and intelligence systems, electronic systems, and critical networks in the United States and other countries.¹⁵
- Lumos Networks Corporation (in which Vanguard holds approximately 11.3 percent) or its subsidiaries provide enterprise network solutions, including data, voice, high speed Internet, and data center connectivity on the East Coast (Maryland, Pennsylvania, Virginia, West Virginia, North Carolina, Ohio, and Kentucky).¹⁶ Lumos also offers broadband Internet and phone for residential customers.¹⁷
- Pareteum Corp (in which Vanguard holds approximately 15.7 percent) is a provider of mobile networking software and services, providing Mobile Virtual Network Operators and Mobile Network Operators with cloud-based mobile communications infrastructure, operating software, and managed services in New York City, Seattle, and other countries.¹⁸

¹⁴ Equinix, *Locations – Americas Data Centers*, <http://www.equinix.com/locations/americas-colocation/americas-data-centers/> (last visited Apr. 27, 2017).

¹⁵ Harris, *2016 Annual Report*, https://www.harris.com/sites/default/files/annual_report_2016_final_web.pdf (last visited Apr. 27, 2017).

¹⁶ Lumos Networks, *Carrier*, <https://www.lumosnetworks.com/> (last visited Apr. 27, 2017).

¹⁷ Lumos Networks, *Residential*, <https://rsb.lumosnetworks.com/residential> (last visited Apr. 27, 2017).

¹⁸ Pareteum, *About*, <http://www.pareteum.com/about-us> (last visited Apr. 27, 2017).

- Spok Holdings, Inc. (in which Vanguard holds approximately 10.7 percent) provides communications for healthcare, government, public safety, and other industries.¹⁹
- Teradata Corporation (in which Vanguard holds approximately 11.2 percent) provides data warehousing and analytics, including cloud services.²⁰

C. Section 63.04(a)(8) – Statement as to how the Application qualifies for streamlined treatment

The Applicants do not request streamlined treatment of the domestic portion of the Application.

D. Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction

The only Commission applications being filed related to this application are the international and domestic Section 214 authorizations detailed in this application. Broadview intends to surrender/cancel its wireless license (Call Sign WQID897), which it does not currently use, in the near future and certainly prior to closing of the proposed transaction.

E. Section 63.04(a)(10) – Statement of whether the Applicants request special consideration because either party is facing imminent business failure

The Applicants do not request special consideration because no parties to this transaction are facing imminent business failure.

F. Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this Application

No separately filed waiver requests are sought in conjunction with this application.

¹⁹ Spok, *Meet Spok*, <http://www.spok.com/our-company> (last visited Apr. 27, 2017).

²⁰ Teradata, *About – Who is Teradata*, <http://www.teradata.com/about-us/?LangType=1033&LangSelect=true> (last visited Apr. 27, 2017).

G. Section 63.04(a)(12) – Statement showing how grant of the Application will serve the public interest, convenience and necessity

A demonstration of how the transaction will serve the public interest, convenience, and necessity is attached as Exhibit 2.

III. CONCLUSION

For the reasons stated above and in Exhibit 2 to this application, the Applicants respectfully request that the Commission grant these applications for consent to transfer control of international and domestic Section 214 authorizations of the Broadview Authorized Carriers to Windstream.

Respectfully submitted,

BY: WINDSTREAM HOLDINGS, INC.



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BY: BROADVIEW NETWORKS HOLDINGS, INC.

/s/ Charles C. Hunter
Charles C. Hunter
Executive Vice President and General
Counsel
BROADVIEW NETWORKS HOLDINGS, INC.
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Dated: April 27, 2017

EXHIBIT 1

The Broadview Authorized Carriers

<u>Authorized Carrier (international or domestic)</u>	<u>FRN</u>
Broadview Networks, Inc.	0003775285
Broadview NP Acquisition Corp.	0007388333
BridgeCom International, Inc.	0004971446
ATX Licensing, Inc.	0004936811
A.R.C. Networks, Inc.	0014864649
Eureka Telecom, Inc.	0003753852
Eureka Telecom of VA, Inc.	N/A
InfoHighway of Virginia, Inc.	N/A
TruCom Corporation	0004335956

EXHIBIT 2 – PUBLIC INTEREST STATEMENT

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ATTACHMENT A – CORPORATE STRUCTURE AND TRANSACTION DIAGRAMS

I. DESCRIPTION OF THE PARTIES

Windstream Holdings, Inc. (“Windstream”), a publicly traded Delaware corporation (NASDAQ: WIN) headquartered in Little Rock, Arkansas, is a communications and technology solutions provider with operations throughout the United States and approximately \$5.6 billion in annual service revenues.¹ Windstream’s subsidiaries provide voice and data services, MPLS networking, and cloud communications and computing services to businesses, non-profits, and government agencies, both in areas in which it is the incumbent local exchange carrier (“ILEC”) and outside of its ILEC service areas with its operations roughly balanced between its ILEC areas and all other areas. To carriers and network operators, the company provides special access services, Ethernet and Wave transport, fiber-to-the-tower connections, and wholesale

¹ Revenues reflect pro forma reporting in connection with Windstream’s recent merger with EarthLink Holdings Corp.

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voice and data services. Windstream operates a local and long-haul fiber network spanning approximately 150,000 route miles and provides services over fixed wireless infrastructure in 40 markets. As an ILEC, the company also delivers phone, broadband, Internet security services, and online backup to approximately 1.4 million residential customers primarily located in rural areas.² Windstream offers video services predominantly through a partnership with DISH Networks. In four markets, Windstream has launched an IP video entertainment platform called “Kinetic,” which is currently available to approximately 192,000 households.

Broadview Networks Holdings, Inc. (“Broadview”), a privately held Delaware corporation headquartered in Rye Brook, New York, is the holding company that is the ultimate and direct or indirect parent company of several subsidiaries with international and domestic Section 214 authority. Broadview (through its subsidiaries) is a network-based business communications provider serving customers with local and long-distance voice and data communications, patented hosted VoIP systems, data services, and a full suite of managed and professional services. It is a leading provider of cloud-based unified communications solutions primarily to small and medium-sized businesses, offering a broad suite of cloud-based services under the OfficeSuite UC brand. Broadview’s subsidiaries³ offer VoIP, Unified Communications as a Service (“UCaaS”), data services (dedicated internet, MPLS, Ethernet), voice services (local, long distance, POTS, VoIP, toll free), and colocation. Broadview had approximately \$289 million in revenues in 2016.⁴

² Through EarthLink subsidiaries, the company also offers broadband Internet access to approximately 400,000 residential customers over leased facilities.

³ Broadview’s subsidiaries that hold Section 214 authorizations (the “Broadview Authorized Carriers”) are identified in Exhibit 1 to the Consolidated Applications.

⁴ Revenue information is as of December 31, 2016.

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To the extent they operate as common carriers, the Broadview Authorized Carriers operate as CLECs and/or IXC. Though Broadview initially focused on markets across 10 states throughout the Northeast and Mid-Atlantic, it has evolved to a nationwide presence. One or more of Broadview's subsidiaries is authorized to provide intrastate telecommunications service in the District of Columbia and every state except Alaska. Broadview's network architecture leverages multiple data centers and hundreds of colocations. Broadview operates a multi-state fiber network consisting of local metropolitan fiber rings and interstate long-haul fiber systems. The fiber network consists of Broadview's owned fiber, dark fiber, Indefeasible Right of Use ("IRU"), and light-wave IRU from multiple providers. It has approximately 3,000 fiber route miles consisting of both owned fiber and dark fiber, primarily pursuant to IRUs and leased fiber. Broadview owns no last-mile facilities; it relies on leasing arrangements with facilities-based providers.

There is no question regarding the character or qualifications of Windstream⁵ or Broadview⁶ to hold Commission authorizations.

⁵ Cf. *Domestic and International Section 214 Applications Granted for the Transfer of Control of EarthLink Holdings Corp. to Windstream Holdings, Inc.*, Public Notice, DA 17-92, 32 FCC Rcd. 805 (Wireline Comp. & Int'l Burs. 2017) (approving transfer of control of EarthLink and its subsidiaries); *Applications Granted for the Transfer of Control of PAETEC Holding Corp. to Windstream Corp.*, Public Notice, DA 11-1934, 26 FCC Rcd. 16,078 (Wireline Comp. & Int'l Burs. 2011) (approving transfer of control of PAETEC and its subsidiaries to Windstream); *Applications Granted for the Transfer of Control of Q-Comm Corp. to Windstream Corp.*, Public Notice, DA 10-2210, 25 FCC Rcd. 16,099 (Wireline Comp., Wireless Telecomms. & Int'l Burs. 2010) (announcing approval of Windstream's acquisition of Q-Comm Corporation and its subsidiaries).

⁶ Cf. *International Authorizations Granted*, Public Notice, DA 12-1672, 27 FCC Rcd. 13,139 (Int'l Bur. 2012) (approving transfer of control of international section 214 authorizations held by A.R.C. Networks, Inc., ATX Licensing, Inc., Bridgecom International Inc., Eureka Telecom, Inc. d/b/a Eureka Networks, Broadview Networks, Inc., and TruCom Corporation to Broadview Networks Holdings, Inc.); *International Authorizations Granted*, Public Notice, DA 08-116, 23 FCC Rcd. 411 (Int'l Bur. 2008) (approving transfer of control of

II. DESCRIPTION OF THE TRANSACTION

On April 12, 2017, Windstream, Beethoven Merger Subsidiary Inc. (“Merger Sub” a Delaware corporation and an indirect, wholly-owned subsidiary of Windstream), and Broadview, entered into an Agreement and Plan of Merger (the “Merger Agreement”). Under the terms of the Merger Agreement, Merger Sub, which is a direct, wholly-owned subsidiary of Windstream Services, LLC, will be merged with and into Broadview (the “Merger”), with Broadview continuing as the surviving corporation (the “Surviving Corporation”). Immediately following the closing of the Merger, the Surviving Corporation will be a direct, wholly-owned subsidiary of Windstream Services, LLC, and an indirect, wholly-owned subsidiary of Windstream. Attachment A depicts the companies’ corporate structure before and after the transaction.

This will be an all-cash transaction valued at approximately \$227.5 million, including the assumption or satisfaction of Broadview debt. Under the terms of the Merger Agreement, shares of Broadview’s common stock held by Broadview’s treasury or any wholly-owned subsidiary of Broadview will be canceled and retired. Shares of Broadview’s common stock held by Windstream, Merger Sub, or any wholly-owned subsidiary of Windstream will also be canceled and retired. Each issued and outstanding share other than those that will be canceled will be

international section 214 authorizations held by TruCom Corporation to Broadview Networks Holdings, Inc.); *International Authorizations Granted*, Public Notice, DA 08-12, 23 FCC Rcd. 11 (Int’l Bur. 2008) (approving transfer of control of international section 214 authorizations held by A.R.C. Networks, Inc., ATX Licensing, Inc., Bridgecom International Inc., Eureka Telecom, Inc. d/b/a Eureka Networks, and Broadview Networks, Inc. to Broadview Networks Holdings, Inc.); *International Authorizations Granted*, Public Notice, DA 00-361 (Int’l Bur. 2000) (approving Broadview Networks, Inc. application for authority to provide service in accordance with the provisions of Section 63.18(e)(2) of the rules).

converted into the right to receive \$6.98 in cash. Ultimately, all shares of Broadview's common stock will be canceled.

Following the transaction, the only holder of 10 percent or more of Windstream's stock is expected to be The Vanguard Group, Inc. ("Vanguard"), a U.S.-based investment management company providing mutual funds and exchange-traded funds for individual and institutional investors. Vanguard's holdings, which are currently approximately 14.91 percent of Windstream, will not change as a result of the transaction, which is an all-cash transaction.

III. DEMONSTRATION THAT THE TRANSACTION IS IN THE PUBLIC INTEREST

Bringing Broadview within the Windstream family will create a stronger competitor and bring an enhanced portfolio of services to current customers of the two individual companies as well as to future customers. This combination raises no competitive or other public interest concerns and should be approved expeditiously.

A. The Transaction Will Create a Stronger Competitor

The combination of Broadview's assets, innovative services, and customer base with Windstream's larger CLEC operations and fiber network will enable the combined company to increase its competitiveness by expanding its portfolio of services, generating efficiencies that benefit customers, and serving more customers over its own facilities where it can.

The transaction will directly benefit business and wholesale customers by offering them services that today are only offered by either Windstream or Broadview. In particular, Broadview has developed an innovative UCaaS product, including internally developed pure cloud technology that will be highly complementary to Windstream's recently acquired cloud-based, software-defined wide area network management service ("SD-WAN"). Broadview's portfolio will provide significant opportunity to offer UCaaS to, in particular, small and medium-

sized business customers. At the same time, Broadview's customers will be able to gain advantage of a larger facilities-based network and a larger product set, with capabilities like SD-WAN and Ethernet services. The transaction also offers an opportunity for network efficiencies. The parties expect annual operating synergies of at least \$30 million within two years of the acquisition. These synergies will come largely from network access savings through consolidation of circuits and bringing Broadview's customers on-net when possible, and from reduced overhead and administrative expenses. These improvements and efficiencies will persist over time and can grow as the combined company offers facilities-based services to *new* customers that would have been served over leased facilities.

B. The Transaction Will Not Reduce Competition or Harm Retail or Wholesale Customers

The transaction poses no risk to competition or the public interest. Because Broadview does not own any last-mile facilities, there is no concern that there will be a reduction in competition based on overlapping last-mile facilities. Instead, this transaction will enhance competition in the market for small and medium-sized business and wholesale services.

Broadview does not own its own last-mile facilities; its services are offered by leasing last-mile capacity from other providers.

The transaction ultimately benefits consumers. By combining Broadview's customer base with Windstream's presence and fiber network, the combined company will have the opportunity to serve more of Broadview's current customers on its own last-mile facilities. In the small number of instances in which Broadview leases circuits from Windstream, the customers ultimately will experience better service as Broadview's systems are integrated into Windstream's.

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Finally, the addition of Broadview's fiber network will be largely accretive and thus will benefit the public interest. Windstream has approximately 150,000 route miles of fiber. Broadview operates a much smaller network of approximately 3,000 route miles in the Northeast. Of those 3,000 route miles, Broadview only owns 19 miles of fiber, with the remainder being IRUs and leased fiber. Broadview's owned fiber is used to close fiber-centric loops in Norwalk, CT and Boston, MA; of that, less than 3 miles overlap with Windstream's fiber network. Broadview does not sell dark fiber or transport, but simply uses it to enable UCaaS services for its customer base. Accordingly, Broadview and Windstream do not have meaningful overlap in their owned networks, and there will be no diminution in competition.

At the same time, the combination of Windstream and Broadview's networks will improve efficiencies for both companies. Broadview has three IRUs for fiber in the Northeast and leases the remainder of its fiber (other than the handful of miles it owns outright). One of Broadview's IRU's is through Windstream, but except for some last-mile facilities mentioned above Broadview does not lease any of its fiber through Windstream. Where Broadview's IRUs do not overlap with Windstream's network, Windstream can leverage that additional capacity to enhance service to customers in those areas. Where Broadview's IRUs are with Windstream or cover areas that overlap with Windstream's fiber network, this will allow for the synergies discussed above—particularly allowing Broadview's customers to benefit from lower costs by utilizing the existing Windstream network.

The parties also do not meaningfully overlap in the residential market. Broadview's residential portfolio is small, with fewer than 3,000 residential customers in 14 states in the Northeast, the Mid-Atlantic, and Texas, and it no longer actively markets service to new residential customers.

But for a potential brand name change, the transaction will largely be seamless to Broadview customers, all of whom will continue to receive their Broadview services pursuant to their current contracts. Post-transaction, the parties will continue to honor all contracts with their retail and wholesale customers. The transaction itself is not expected to adversely affect the rates or other terms of service that customers currently experience, nor is it expected to have any adverse effect on the already high quality of service that Broadview's customers currently receive. As the parties integrate their operations, they expect to be able to offer each other's unique services to all the customers of the combined company, thus increasing the competitive strength of the combined company and benefitting competition by creating a stronger challenger to the ILEC, to cable operators, and to other CLECs.

IV. ADMINISTRATIVE MATTERS

The authorizations referenced in the application are intended to be a complete list that includes all of the authorizations held by Broadview that are subject to the transaction. Broadview, however, may now have on file, or may hereafter file, additional requests for authorizations for new or modified facilities, which may be granted before the Commission takes action on this application. Accordingly, the Applicants request that any Commission approval of the applications filed for this transaction include authority for Windstream to acquire control of:

1. Any license or authorization issued to Broadview during the Commission's consideration of the applications and the period required for consummation of the transaction following approval;
2. Any construction permits held by Broadview that mature into licenses after closing; and
3. Applications that are filed after the date of these applications and that are pending at the time of consummation.

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Such authorization would be consistent with Commission precedent.⁷ The parties also request that the Commission's approval of the applications include any authorizations or facilities that may have been inadvertently omitted.⁸

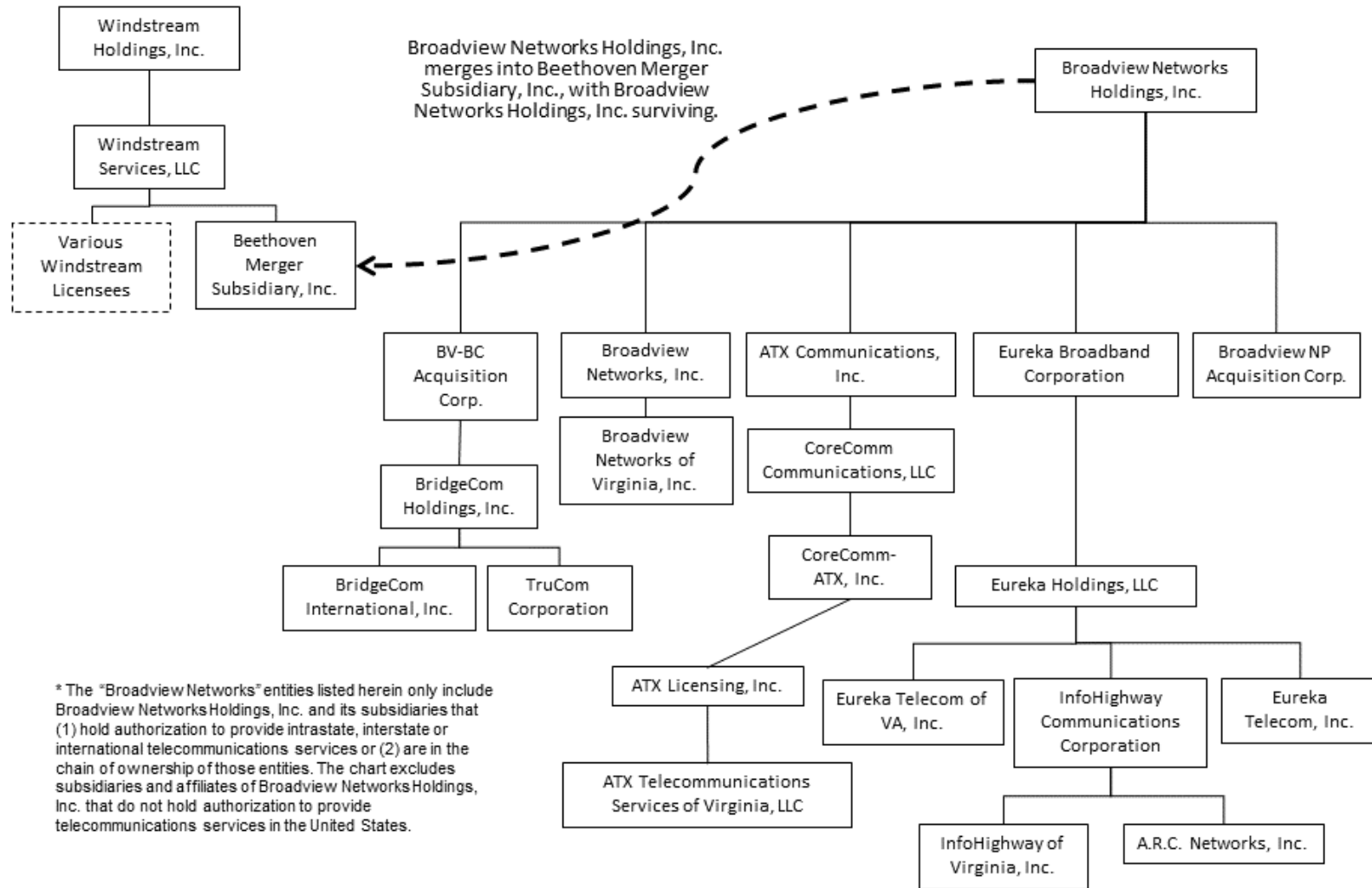
⁷ See *Applications filed by Qwest Commc'ns Int'l Inc. and Centurytel, Inc. d/b/a CenturyLink for Consent to Transfer Control*, Memorandum Opinion and Order, FCC 11-47, 26 FCC Rcd. 4194, 4214-15 ¶ 46 (2011); *Applications Filed by Frontier Commc'ns Corp. & Verizon Commc'ns Inc. for Assignment or Transfer of Control*, Memorandum Opinion and Order, FCC 10-87, 25 FCC Rcd. 5972, 5996 ¶ 64 (2010); *Applications of AT&T Wireless Servs., Inc. & Cingular Wireless Corp. for Consent to Transfer Control of Licenses & Authorizations, et al.*, Memorandum Opinion and Order, FCC 04-255, 19 FCC Rcd. 21,522, 21,626 ¶ 275 (2004); *Application of WorldCom, Inc., & MCI Commc'ns Corp. for Transfer of Control of MCI Commc'ns Corp. to WorldCom, Inc.*, Memorandum Opinion and Order, FCC 98-225, 13 FCC Rcd. 18,025, 18,153 ¶ 226 (1998); *Applications of NYNEX Corp., Transferor, & Bell Atl. Corp., Transferee, for Consent to Transfer Control of NYNEX Corp. & Its Subsidiaries*, Memorandum Opinion and Order, FCC 97-286, 12 FCC Rcd. 19,985, 20,097 ¶ 247 (1997); *Applications of Craig O. McCaw, Transferor, & Am. Tel. & Tel. Co., Transferee, for Consent to the Transfer of Control of McCaw Cellular Commc'ns, Inc. & Its Subsidiaries*, Memorandum Opinion and Order, FCC 94-238, 9 FCC Rcd 5836, 5909 ¶ 137 n.300 (1994).

⁸ Broadview intends to surrender/cancel its wireless license (Call Sign WQID897), which it does not currently use, in the near future and certainly prior to closing of the proposed transaction.

ATTACHMENT A

Corporate Structure and Transaction Diagrams

Pre-Transaction Corporate Ownership Structure Charts



Post-Transaction Corporate Ownership Structure Charts

