

**BEFORE THE
Federal Communications Commission
WASHINGTON, D.C. 20554**

In the Matter of)	
)	
Windstream Holdings, Inc.,)	WC Docket No. 20-__
Debtor-in-Possession.)	
Transferor)	ITC-T/C-2020____ - ____
)	
and)	
)	
Windstream Holdings, Inc.,)	
Transferee)	
)	
Application or Consent to Transfer of Control)	
of Domestic and International Section 214)	
Authorizations to Emerge from Federal)	
Bankruptcy Protection)	

To: Chief, Wireline Competition Bureau
Chief, International Bureau

CONSOLIDATED APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

Windstream Holdings, Inc., Debtor-in-Possession (“Holdings” or “Transferor”) and Windstream Holdings, Inc. (“New Windstream” or “Transferee”) (together the “Applicants”) hereby seek, pursuant to Section 214 of the Communications Act, as amended (the “Act”), and Sections 63.04 and 63.24 of the Rules of the Federal Communications Commission (the “Commission”), Commission approval for transfer of control of each of the subsidiaries of Holdings, identified below, that holds either a domestic or international Section 214 telecommunications license (collectively, “Windstream” or the “Windstream Companies”) for the purpose of emerging from federal bankruptcy protection.

I. DESCRIPTION OF THE PARTIES

See Section I of Attachment 1, “Description of Proposed Transaction and Public Interest Statement.”

II. DESCRIPTION OF THE TRANSACTION

See Section I.E. of Attachment 1, “Description of Proposed Transaction and Public Interest Statement.” As described therein, the Applicants seek FCC permission to accomplish this transaction in two steps, allowing the Windstream Companies to emerge more quickly from bankruptcy protection at Step One, and deferring consideration of the proposed final ownership structure to Step Two.

III. APPROVAL OF THE REQUESTED TRANSFER OF CONTROL WILL PROVIDE SUBSTANTIAL PUBLIC INTEREST BENEFITS WITH NO COMPETITIVE OR OTHER HARMS

See Section II of Attachment 1, “Description of Proposed Transaction and Public Interest Statement.”

IV. INFORMATION REQUIRED UNDER SECTIONS 63.04 AND 63.24 OF THE COMMISSION’S RULES RELATING TO THE TRANSFER OF CONTROL

In support of this Application, the Applicants submit the following information pursuant to Sections 63.04 and 63.24(e) of the Commission’s rules, which is the information requested in paragraphs (a)-(d), (h)-(k) and (m)-(p) of Section 63.18. Additional information required by Section 63.04 appears in Attachment 2, “Domestic 214 Addendum.”

(a) Name, Address and Telephone Number of Each Applicant

Contact information concerning the Transferor and the Transferee is provided in response to Questions 6 and 7 of FCC Form 214TC with which this narrative statement is associated.

(b) Jurisdictions under which Applicants are Organized

- Windstream Holdings, Inc., Debtor-In-Possession, is a Delaware corporation.
- Windstream Holdings, Inc is a Delaware corporation.

- Windstream Services, LLC, Debtor-In-Possession, is a Delaware limited liability company.
- American Telephone Company (Debtor-In-Possession) is a Delaware limited liability company.
- MassComm Inc, Debtor-In-Possession, is a New York limited liability company.

**(c) Correspondence concerning this Application should be sent to:
(Answer Question 10)**

For Transferor and Transferee

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**(d) 214 Authorizations
(Answer Question 10)**

The following Windstream Companies hold international Section 214 authorizations:

- American Telephone Company (Debtor-In-Possession) holds international Section 214 authorization under IB File No. ITC-214-20061201-00539 to provide global resale service between the United States and international points.
- MassComm Inc, Debtor-In-Possession holds international Section 214 authorization under IB File No. ITC-214-20080220-00084 to provide global resale service between the United States and international points.
- Windstream Services LLC, Debtor-In-Possession holds international Section 214 authorization under IB File No. ITC-214-19980925-00658 to provide global facilities-based and global resale service.

Other wholly owned Holdings subsidiaries provide international services under Windstream Services, LLC's section 214 authorization pursuant to Section 63.21(h) of the Commission's rules and are identified with an (*) in the listing of domestic Section 214 service providers included in Attachment 2, "Domestic 214 Addendum."

The entities listed in the Domestic 214 Addendum hold domestic Section 214 authorization.

None of the Transferees hold domestic or international Section 214 authorizations.¹

* * * * *

¹ See the Domestic 214 Addendum for additional discussion of pending applications through which Elliott Management Corporation and its advisory affiliates, including Elliott Investment Management, L.P., seek Commission approval to hold a disclosable interest in FCC licensees.

**(h) Ten Percent or Greater Interest Holders/Interlocking Directorates
(Answer to Question 11 and Question 12)**

After consummation of Step One of the Transaction, the following entities will own a ten percent (10%) or greater direct or indirect ownership interest in New Windstream:

Nexus Aggregator, L.P., an investment fund affiliated with Elliott Management Corporation and its advisory affiliates, including Elliott Investment Management, L.P. (collectively, "Elliott"), will hold an estimated **49.9%** share of the equity of New Windstream upon completion of Step One, and ultimately will hold an estimated **40.3%** once Step Two is complete.² Including Nexus Aggregator L.P., the following Elliott entities will hold a disclosable 10% or greater interest in New Windstream following Step One:

Name:	Nexus Aggregator L.P.
Address:	c/o Elliott Management Corporation 40 W. 57th Street
City, State, Zip:	New York, NY 10019
Citizenship:	Delaware
Principal Business:	Holding Company
Percentage of Ownership:	an estimated 49.9% voting and equity (indirectly in the Windstream Companies) via direct interest in New Windstream

Name:	Elliott Associates, L.P.
Address:	c/o Elliott Management Corporation 40 W. 57th Street
City, State, Zip:	New York, NY 10019
Citizenship:	Delaware
Principal Business:	Investment Activities
Percentage of Ownership:	an estimated 49.9% voting and 49.4% equity (indirectly in the Windstream Companies) as 99% equity-holding LP of Nexus Aggregator L.P. and as Managing Member of Nexus Aggregator GP LLC; equity interests in Elliott Associates, L.P. are held by insulated entities, none of whom hold a disclosable interest in the FCC licensees

² Anticipated Step Two percentages provided herein are subject to the rights offering set forth in note 3 of Attachment 1.

Name: Nexus Aggregator GP LLC
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: an estimated 49.9% voting (indirectly in the
Windstream Companies) as GP of Nexus
Aggregator L.P.

Name: Elliott Advisors GP LLC
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: an estimated 49.9% voting (indirectly in the
Windstream Companies) as GP of Elliott
Associates, L.P.

Name: Elliott Special GP, LLC
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: an estimated 49.9% voting (indirectly in the
Windstream Companies) as GP of Elliott
Associates, L.P.

Name: Elliott Capital Advisors, L.P.
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: an estimated 49.9% voting (indirectly in the
Windstream Companies) as GP of Elliott
Associates, L.P. and Managing Member of Elliott
Special GP, LLC

Name: Elliott Asset Management LLC
Address: c/o Elliott Management Corporation

City, State, Zip: 40 W. 57th Street
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: an estimated 49.9% voting (indirectly in the
Windstream Companies) as GP of Elliott Capital
Advisors, L.P.

Name: Braxton Associates, Inc.
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: an estimated 49.9% voting (indirectly in the
Windstream Companies) as GP of Elliott Capital
Advisors, L.P.

Name: Paul Singer
Address: c/o Elliott Management Corporation
40 W. 57th Street
City, State, Zip: New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Activities
Percentage of Ownership: an estimated 49.9% voting (indirectly in the
Windstream Companies) as Managing Member of
Elliott Advisors GP LLC, Managing Member of
Elliott Special GP, LLC, Managing Member of
Elliott Asset Management LLC, and a controlling
interest in Braxton Associates, Inc. (treated as
100% under FCC ownership calculations)

- Franklin Resources Inc. (NYSE: BEN), operating as Franklin Templeton (“Franklin”), will, through various investment funds, control an estimated **16.2%** share of the equity of New Windstream upon completion of Step One, but this share is expected to be reduced once Step Two is complete, such that it will ultimately control an estimated **7.7%**. Additional information regarding the

Franklin entities is provided at Section I.C. of Attachment 1, “Description of Proposed Transaction and Public Interest Statement.”

- Pacific Investment Management Company, LLC (“PIMCO”) will, through several investment funds, control a share of the equity of New Windstream of less than ten percent (10%) at the end of Step One, but upon completion of Step Two is expected to have an ownership interest exceeding ten percent. This increase would be subject to favorable action on a separately filed Petition for Declaratory Ruling, the filing of which is expected to be a condition of the approval of Step One.

No other entity or individual will own a ten percent (10%) or greater direct or indirect equity or voting interest in the company during Step One of the transaction.

Windstream Services, LLC has interlocking directorates with several foreign carriers, all of which are service providers in Canada and are further described in sections (i) through (k) below. Tony Thomas, who is President and Chief Executive Officer of Windstream, is also President and Chief Executive Officer of Intellifiber Networks, LLC, McLeodUSA Telecommunications Services, LLC, Windstream New Edge, LLC formerly known as EarthLink Business, LLC, and BridgeCom International, Inc., all of which are carriers authorized to provide service in Canada that are wholly-owned subsidiaries of Windstream Services, LLC.

**(i) Foreign Carrier Affiliations
(Answer to Question 14)**

The Applicants certify that, following consummation of the Transaction, the Windstream Companies will continue to be affiliated with four small carriers in Canada.

**(j) Foreign Carrier Control in Destination Countries
(Answer to Question 15)**

As referenced above, the Applicants certify that New Windstream will continue to provide international telecommunications services to Canada, where it will control four wholly owned subsidiaries. Each of these carriers has previously been identified to the Commission as an affiliated foreign carrier pursuant to a Foreign Carrier Affiliation Notification filing as detailed in the chart below:

Name of Affiliated Foreign Carrier	Country	FCN File No.
BridgeCom International, Inc.	Canada	FCN-NEW-20170828-00004
Windstream New Edge, LLC formerly known as EarthLink Business, LLC	Canada	FCN-NEW-20170828-00004
Intellifiber Networks, LLC	Canada	FCN-NEW-20120103-00001
McLeodUSA Telecommunications Services, LLC	Canada	FCN-NEW-20170828-00004

Each of the disclosable interest holders identified in response to Section IV(h) above is an investment holding company and does not operate as a telecommunications service provider in any U.S. state or foreign country.

**(k)&(m) Non-Dominant Carrier Status for Service to Non-U.S. Markets
(Answer to Question 16)**

Each of the affiliated foreign carriers identified above in the Answer to Question 15 is a non-dominant carrier providing telecommunications and Internet access services within Canada. After consummation of the Transaction, the Windstream Companies will be entitled to a presumption of non-dominant status regardless of their affiliation with the listed Canadian carriers because: (1) Canada is a member of the World Trade Organization; (2) none of the listed carriers is a monopoly provider of telecommunications services in Canada; (3) each of the listed carriers holds far less than fifty percent market share in the Canadian telecommunications

market; and (4) each of the listed carriers lacks market power in Canada to affect competition adversely in the U.S. market.³

* * * * *

(n) Certification with Respect to Special Concessions

This certification is provided in response to Question 21 in FCC Form 214TC to which this narrative is attached.

(o) Certification with Respect to Section 5301 of the Anti-Drug Abuse Act of 1988.

This certification is provided in response to Question 25 in FCC Form 214TC to which this narrative is attached.

(p) Streamlined Processing

Streamlined processing is not requested by the Applicants due to the non-routine nature of certain aspects of this Transaction as outlined in Attachment 1.

³ According to a report released by the Canadian Radio-Television and Telecommunications Commission (“CRTC”), the five largest providers of telecommunications services in Canada accounted for 87% of total revenues in 2017. These company groups are Bell, Quebecor, Rogers, Shaw and TELUS, and are a mix of incumbent telecommunications service providers and cable-based carriers that are facilities-based service providers. None of these service providers is affiliated with Windstream. *See* CRTC, *Communications Monitoring Report 2018* at 96, available at <https://crtc.gc.ca/pubs/cm2018-en.pdf>. *See* 47 C.F.R. § 63.10(a)(3) (“If the U.S. carrier demonstrates that the foreign affiliate lacks 50 percent market share in the international transport and the local access markets on the foreign end of the route, the U.S. carrier shall presumptively be classified as non-dominant”).

V. CONCLUSION

For all the foregoing reasons, Applicants respectfully request that the Commission grant all authority necessary for consummation of the transfer of control described herein.

Respectfully submitted,

By: _____ s/	By: _____ s/
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May 21, 2020

ATTACHMENT 2: Domestic 214 Addendum

Pursuant to Section 63.04(b)⁴ of the Commission's Rules, the Applicants provide the following cross-references and additional information requested under Section 63.04(a), paragraphs (6) through (12).

(a)(6) Description of the Transaction

This information is referenced in Section II in the main text of this application, and provided in Section I of the separate attachment to this application.

(a)(7) Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

As described above, the Transferor is a debtor in possession. The Transferee is a new holding company that will be formed to hold newly issued equity in the existing Windstream Services, LLC or its successor, a similar, newly formed entity, following its emergence from bankruptcy, with former first lienholders having acquired all the equity in New Windstream.

Transferor's subsidiaries provide voice and data services that enhance the communication capabilities of consumers and businesses across the U.S. In addition, its operating subsidiaries supply core transport solutions on a local and long-haul fiber network spanning approximately 150,000 route miles. Windstream's consumer and small business segment includes approximately 1.4 million residential and small business customers that receive voice, broadband, entertainment, and security solutions. Windstream's enterprise business segment offers services such as software-defined wide area networking ("SD-WAN") and unified communications as a service ("UcaaS") to businesses across the U.S., offers solutions to enable businesses to compete more effectively in the digital economy, and offers a

⁴ See 47 C.F.R. § 63.04(b).

variety of other data services, such as cloud computing. Windstream leverages its nationwide network to provide 100 Gbps bandwidth and transport services to wholesale customers, including telecommunications companies, content providers, and cable and other network operators.

Windstream's incumbent local exchange carrier ("ILEC") operating subsidiaries offer services to residential, business, and government customers in Alabama, Arkansas, Florida, Georgia, Iowa, Kentucky, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, and Texas. In addition, its competitive local exchange carrier ("CLEC") operating subsidiaries offer services, primarily to business and government customers, in all fifty states and the District of Columbia.

As described above, funds affiliated with Elliott will hold a disclosable interest in Windstream. While Elliott does not provide telecommunications services it will, pending FCC approval of several transactions,⁵ have a disclosable 49% interest in LogMeIn, Inc., which itself has wholly-owned subsidiaries that hold telecommunications authorizations: GetGo Communications, LLC, GetGo Communications Virginia LLC, Grasshopper Group, LLC, LogMeIn Audio LLC, and Jive Communications, Inc. Collectively these subsidiaries offer services including enterprise-grade hosted VoIP, unified communications, audio conferencing, integrated phone service solutions, voicemail processing, and other enhanced services. These subsidiaries, individually or together, are authorized to provide competitive telecommunications services pursuant to registration, public service commission order, or on a deregulated basis in the states of Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia,

⁵ See transaction description in WC Docket No. 19-396.

Hawaii, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Carolina, North Dakota, Oregon, Pennsylvania, South Carolina, Texas, Washington, and Wisconsin.⁶

(a)(8) Statement on Streamlined Treatment

Applicants do not request streamlined processing due to the non-routine nature of certain aspects of this Transaction as outlined in Attachment 1.

(a)(9) Identification of Other Commission Applications Related to This Transaction

This consolidated application for approval to transfer control of both domestic and international Section 214 authorizations covers three international Section 214 authorizations, and domestic Section 214 authorizations held by 126 entities.

In addition, multiple subsidiaries of Windstream hold various Title III wireless licenses that are subject to applications submitted to the FCC's Wireless Telecommunications Bureau requesting approval for the transfer of control of these licenses.

(a)(10) Statement whether the applicants are requesting special consideration because either party to the Transaction is facing imminent business failure.

The authorizations and licenses subject to the various transfer of control applications identified in the foregoing section are currently held by several entities operating as debtors in

⁶ In addition, four of these subsidiaries have received international Section 214 authority. GetGo Communications, LLC holds international Section 214 authority granted in FCC File No. ITC-214-20130118-00015 to provide facilities-based service and resale service. Grasshopper Group, LLC holds international Section 214 authority granted in FCC File No. ITC-214-20090916-00417 to provide resale service. LogMeIn Audio LLC holds international Section 214 authority granted in FCC File No. ITC-214-20090113-00015 to provide resale service. Jive Communications, Inc. holds international Section 214 authority granted in FCC File No. ITC-214-20130802-00209 to provide resale service.

possession. Applicants seek approval to allow Windstream to emerge from federal bankruptcy protection and operate on a firmer financial footing. To that end, expedited treatment is warranted: it will enable Windstream to emerge from bankruptcy, facilitate successful operation of the bankruptcy laws, and ensure that the company will remain as a provider of telecommunications services to the public throughout the United States.

(a)(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction

The Applicants seek a waiver, to the extent required, to allow a two-step processing approach that would permit the Windstream entities to emerge from bankruptcy quickly. Additional information is provided in Sections I.E.2. and III of Attachment 1, “Description of Proposed Transaction and Public Interest Statement.”

(a)(12) Public Interest Statement

This information is referenced in Section III in the main text of this application, and provided in Section II of Attachment 1, “Description of Proposed Transaction and Public Interest Statement.”

List of Windstream Companies Holding Domestic 214 Authority

Company	State of Organization
Windstream Services, LLC *	Delaware
American Telephone Company, LLC *	Delaware
A.R.C. Networks, Inc. *	New York
ATX Licensing, Inc. *	Delaware
ATX Telecommunications of Virginia, LLC	Delaware
BridgeCom International, Inc. *	Delaware
Broadview Networks of Virginia, Inc.	Virginia
Broadview Networks, Inc. *	New York
Broadview NP Acquisition Corp.	Delaware
Business Telecom of Virginia, Inc.	Virginia
Business Telecom, LLC*	North Carolina
Cavalier Telephone Mid-Atlantic, L.L.C. *	Delaware
Cavalier Telephone, L.L.C. *	Virginia
Choice One Communications of Connecticut Inc. *	Delaware
Choice One Communications of Maine Inc. *	Delaware
Choice One Communications of Massachusetts Inc. *	Delaware
Choice One Communications of New York Inc. *	Delaware
Choice One Communications of Ohio Inc. *	Delaware
Choice One Communications of Pennsylvania Inc. *	Delaware
Choice One Communications of Rhode Island Inc. *	Delaware
Choice One Communications of Vermont, Inc.	Delaware
Choice One Communications Resale L.L.C. *	Delaware
Choice One of New Hampshire Inc. *	Delaware
Connecticut Broadband, LLC *	Connecticut
Conversant Communications of Connecticut, LLC *	Connecticut
Conversant Communications of Maine, LLC *	Maine
Conversant Communications of Massachusetts, Inc. *	Massachusetts
Conversant Communications of New Hampshire, LLC *	New Hampshire
Conversant Communications of New Jersey, LLC *	New Jersey
Conversant Communications of New York, LLC *	New York
Conversant Communications of Rhode Island, LLC *	Rhode Island
Conversant Communications Resale L.L.C. *	Delaware
CTC Communications Corp. *	Massachusetts

CTC Communications of Virginia, Inc. *	Virginia
DeltaCom, LLC *	Alabama
Eureka Telecom of VA, Inc.	Virginia
Eureka Telecom, Inc. *	Delaware
Georgia Windstream, LLC	Delaware
InfoHighway of Virginia, Inc.	Virginia
Intellifiber Networks, LLC *	Virginia
LDMI Telecommunications, LLC *	Michigan
Lightship Telecom, LLC *	Delaware
MassComm LLC *	New York
McLeodUSA Telecommunications Services, L.L.C. *	Iowa
Network Telephone Corporation *	Florida
Oklahoma Windstream, LLC	Oklahoma
PaeTec Communications of Virginia, LLC *	Virginia
PaeTec Communications, LLC *	Delaware
Talk America of Virginia, LLC	Virginia
Talk America, LLC *	Delaware
Texas Windstream, LLC	Texas
The Other Phone Company, LLC *	Florida
TruCom Corporation *	New York
US LEC Communications LLC *	Florida
US LEC of Alabama LLC *	North Carolina
US LEC of Florida LLC *	North Carolina
US LEC of Georgia LLC *	Delaware
US LEC of Maryland LLC *	North Carolina
US LEC of North Carolina LLC *	North Carolina
US LEC of Pennsylvania LLC *	North Carolina
US LEC of South Carolina LLC *	Delaware
US LEC of Tennessee LLC *	Delaware
US LEC of Virginia LLC *	Delaware
US Xchange of Illinois, L.L.C. *	Delaware
US Xchange of Indiana, L.L.C. *	Delaware
US Xchange of Michigan, L.L.C. *	Delaware
US Xchange of Wisconsin, L.L.C. *	Delaware
US Xchange, Inc.	Delaware
Valor Telecommunications of Texas, LLC dba Windstream Communications Southwest	Delaware

Windstream Accucomm Telecommunications, LLC	Georgia
Windstream Alabama, LLC	Alabama
Windstream Arkansas, LLC	Delaware
Windstream Buffalo Valley, Inc.	Pennsylvania
Windstream Communications Kerrville, LLC	Texas
Windstream Communications Telecom, LLC	Texas
Windstream Communications, LLC *	Delaware
Windstream Concord Telephone, LLC	North Carolina
Windstream Conestoga, Inc.	Pennsylvania
Windstream D&E Systems, LLC *	Delaware
Windstream Direct, LLC	Minnesota
Windstream EN-TEL, LLC	Minnesota
Windstream FiberNet, LLC f/k/a Earthlink Carrier, LLC *	Delaware
Windstream Florida, LLC	Florida
Windstream Georgia Communications, LLC	Georgia
Windstream Georgia Telephone, LLC	Georgia
Windstream Georgia, LLC	Georgia
Windstream Iowa Communications, LLC *	Delaware
Windstream Iowa-Comm, LLC	Iowa
Windstream IT-Comm, LLC	Iowa
Windstream KDL, LLC *	Kentucky
Windstream KDL-VA, LLC *	Virginia
Windstream Kentucky East, LLC	Delaware
Windstream Kentucky West, LLC	Kentucky
Windstream Kerrville Long Distance, LLC *	Texas
Windstream Lakedale Link, Inc.	Minnesota
Windstream Lakedale, Inc.	Minnesota
Windstream Lexcom Communications, LLC	North Carolina
Windstream Lexcom Long Distance, LLC *	North Carolina
Windstream Mississippi, LLC	Delaware
Windstream Missouri, LLC	Delaware
Windstream Montezuma, LLC	Iowa
Windstream Nebraska, Inc.	Delaware
Windstream New Edge, LLC f/k/a EarthLink Business, LLC *	Delaware
Windstream New York, Inc.	New York
Windstream Norlight, LLC *	Kentucky

Windstream NorthStar, LLC	Minnesota
Windstream NTI, LLC *	Wisconsin
Windstream NuVox Arkansas, LLC *	Delaware
Windstream NuVox Illinois, LLC	Delaware
Windstream NuVox Indiana, LLC	Delaware
Windstream NuVox Kansas, LLC	Delaware
Windstream NuVox Missouri, LLC	Delaware
Windstream NuVox Ohio, LLC	Delaware
Windstream NuVox Oklahoma, LLC	Delaware
Windstream NuVox, LLC	Delaware
Windstream of the Midwest, Inc.	Nebraska
Windstream Ohio, LLC	Ohio
Windstream Oklahoma, LLC	Delaware
Windstream Pennsylvania, LLC	Delaware
Windstream South Carolina, LLC	South Carolina
Windstream Southwest Long Distance, LLC *	Delaware
Windstream Standard, LLC	Georgia
Windstream Sugar Land, LLC	Texas
Windstream Systems of the Midwest, Inc. *	Nebraska
Windstream Western Reserve, LLC	Ohio