

**STATE OF NEW JERSEY
BOARD OF PUBLIC UTILITIES**

In the Matter of the Verified Petition of

Windstream Services, LLC; Windstream
Enterprise Holdings, LLC; Windstream NTI,
LLC; and Windstream NuVox, LLC

For Authority to Complete A Certain *Pro
Forma* Intra-Corporate Reorganization

Docket No. _____

**TO THE HONORABLE COMMISSIONERS OF THE NEW JERSEY BOARD OF
PUBLIC UTILITIES:**

VERIFIED JOINT PETITION

Windstream Services, LLC, Windstream Enterprise Holdings, LLC, and their subsidiaries, Windstream NTI, LLC and Windstream NuVox, LLC (the “Windstream Licensees”) (together with Windstream Services, LLC, and Windstream Enterprise Holdings, LLC, “Petitioners”), respectfully request that the Board of Public Utilities (“Board”) grant authority, to the extent it may be required pursuant to N.J.S.A. § 48:2-51.1 and N.J.A.C. § 14:1-5.14, of certain *pro forma* intra-company changes described in more detail below (the “Transaction”) that will result in a change of the direct parent company of the Windstream Licensees. The Petitioners are each direct and indirect subsidiaries of Windstream Holdings II, LLC (“Windstream”), and the Transaction described herein is being undertaken to realign the Windstream corporate structure to better align with Windstream’s operating units but no appreciable change in operations or customer service in New Jersey. To be clear, the Transaction does not involve a transfer of customers or any changes in the Windstream Licensees’ rates, terms, or conditions of service. Because the Transaction will

occur at the holding company level, this Petition does not seek authority for the direct assignment of any certificates or customers.¹

I. INTRODUCTION

Over the past several years, Windstream has acquired a number of telecommunications entities that, either directly or through one or more operating subsidiaries, held federal and state authorizations and certifications to provide interstate and intrastate telecommunications services. Due to the overly complex corporate organizational structure resulting from these acquisitions, Windstream proposes a series of pro forma intra-company transactions that, once complete, will result in a more streamlined and simplified corporate structure—the Transaction. This Transaction will simplify the Petitioners’ collective operations and will enable Windstream to function in a more efficient and nimble fashion. These changes will all occur at the holding company level and will not change the customer-facing operating entities, including their management, or adversely affect the Windstream Licensees’ ability to provide safe and adequate utility service at just and reasonable rates. In addition, the Transaction will have no adverse impacts on the Windstream Licensees’ employees.

A chart depicting the current corporate organization of the Petitioners and their parents is provided as **Exhibit A**. Windstream intends to realign its existing corporate structure in a way that better aligns it with its operating units. A chart depicting the corporate organizational structure of Windstream upon completion of the Transaction is provided as **Exhibit C**.

II. DESCRIPTION OF THE PARTIES TO THE TRANSACTION

Windstream Services, LLC, a Delaware limited liability company, which is headquartered at 4001 North Rodney Parham Road, Little Rock, Arkansas 72212. Windstream Enterprise

¹ See N.J.S.A. § 48:3-7.

Holdings, LLC, a Delaware limited liability company, also headquartered at 4001 North Rodney Parham Road, Little Rock, Arkansas 72212. Windstream Services, LLC and Windstream Enterprise Holdings, LLC, through their subsidiaries, are a leading provider of advanced network communications and technology solutions for consumers, small businesses, enterprise organizations and carrier partners across the U.S. Windstream offers bundled services, including broadband, security solutions, voice and digital TV to consumers. The company also provides data, cloud solutions, unified communications and managed services to business and enterprise clients.

Windstream's operating subsidiaries offer services in all fifty states and the District of Columbia. In New Jersey, the Windstream Licensees are authorized to operate pursuant to Certificates of Public Convenience issued and amended as follows:

- Windstream NTI, LLC is registered to provide resold toll services.
- Windstream NuVox, LLC is registered to provide resold local exchange service.

III. DESIGNATED CONTACTS

All communications and correspondence concerning this Petition should be directed to:

Sidney A. Sayovitz
Schenk, Price, Smith & King, LLP
220 Park Ave
Park Place
Florham Park, NJ 07932
(973) 540-7356
SAS@SPSK.com

with copies to:

Nicole Winters
Windstream
4001 North Rodney Parham Road
Little Rock, AR 72212
(501) 748-6313
Nicole.Winters@windstream.com

IV. DESCRIPTION OF THE *PRO FORMA* TRANSACTION

Windstream has determined that its business would be more efficient from a management, operations, regulatory, accounting, financial, and customer experience perspective by streamlining its organization as much as possible. The Transaction described below, which is the subject of this Petition, is part of Windstream's streamlining efforts.

Windstream NTI, LLC and Windstream NuVox, LLC, are both currently direct subsidiaries of Windstream Services, LLC. Windstream Services, LLC will contribute 100% of the equity of each company to its subsidiary Windstream Enterprise Holdings, LLC. (See **Exhibit B**)

V. PUBLIC INTEREST CONSIDERATIONS

The Board's approval of the Transaction described above is in the public interest. The Transaction will simplify Windstream's existing corporate structure and will reduce its reporting and accounting burdens thereby providing operational efficiencies that will allow Windstream to serve its customers in a more efficient and nimble fashion.

Additionally, because the Transaction will occur at the holding company level, it will be transparent to customers and there will be no change or impact to customers' rates, terms, or services as a result of the changes. Windstream subsidiaries, including the Petitioners, have the same corporate officers, therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the customer base.

The Transaction will not adversely affect market competition or customer choice in New Jersey (or elsewhere) because it will not result in a reduction of available service providers. The Transaction will not create any new combinations and is thus incapable of generating

anticompetitive horizontal or vertical concentration. New Jersey customers will continue to have access to the same number of competitive alternatives they have today.

Finally, the Transaction will not result in any adverse impact on the Windstream Licensees' employees in New Jersey.

VI INFORMATION REQUIRED BY N.J.A.C. 14:1-5.14

1. A copy of the agreement of merger, consolidation, acquisition and/or change in control (N.J.A.C. § 14:1-5.14(b)(1)):

Because this Transaction is an intra-company transfer, there is no documentation created ahead of time to reflect the change in control.

2. Copies of corporate resolutions of the stockholders of each of the corporations authorizing the transaction (N.J.A.C. § 14:1-5.14(b)(2)):

Because this Transaction is an intra-company transfer, there is no documentation created ahead of time to reflect the change in control.

3. Copies of recent balance sheets of each company and a pro forma balance sheet of the continuing company (N.J.A.C. § 14:1-5.14(b)(3)):

The Petitioners do not maintain separate balance sheets at the operating company level. All financial reporting is done at the ultimate parent company level.

4. Copies of recent income statements of the operation of each of the companies involved and a pro forma income statement of the continuing corporation, in sufficient detail (N.J.A.C. § 14:1-5.14(b)(4)):

See response to Question 3 above.

5. Copies of certificates of incorporation of each corporation to be merged, consolidated, acquired and/or changed and amendments thereto, if not heretofore filed with the Board (N.J.A.C. § 14:1-5.14(b)(5)):

Copies of the certificates of authority for the Windstream Licensees are attached as Exhibit D.

6. The total number of shares of each of the various classes of capital stock proposed to be issued, if any, by the surviving corporation; the par or stated value per share; and the total amount of new capital stock to be issued (N.J.A.C. § 14:1-5.14(b)(6)):

This is not applicable to this Transaction.

7. The percentage, and the manner in which, if any, the presently outstanding capital stock of the corporations involved will be exchanged for the new stock of the surviving corporation (N.J.A.C. § 14:1-5.14(b)(7)):

This is not applicable to this Transaction.

8. Whether any franchise cost is proposed to be capitalized on the books of the surviving corporation, and, if so, the reasons therefor, and in what manner and over what period the items are proposed to be amortized (N.J.A.C. § 14:1-5.14(b)(8)):

This is not applicable to this Transaction.

9. The names and addresses of the new officers, directors and principal stockholders and the number of shares to be held by each in the surviving corporation (N.J.A.C. § 14:1-5.14(b)(9)):

There will be no changes to the officers, directors or principal stockholders.

10. The various benefits to the public and the surviving corporation which will be realized as the result of the merger, consolidation, acquisition and/or change in control (N.J.A.C. § 14:1-5.14(b)(10)):

Petitioners refer the Board to Part V of the Petition.

11. Proposed changes, if any, by the surviving corporation, in company policies with respect to finances, operations, accounting, rates, depreciation, operating schedules, maintenance and management affecting the public interest (N.J.A.C. § 14:1-5.14(b)(11)):

There will be no changes.

12. Proof of service of notice of the proposed merger, consolidation, acquisition and/or change in control to the public, the municipalities being served by the companies to be merged, consolidated, acquired and/or changed, and the public utilities serving in the area, pursuant to N.J.A.C. §§ 14:1-4.5 (N.J.A.C. § 14:1-5.14(b)(12)):

Petitioners are providing public notice to the required parties pursuant to N.J.A.C. § 14:1-5.14(b)(12) and will provide the Board with proof of such notice once completed.

13. Proof of compliance with rules, regulations and statutes requiring approval from other State and Federal regulatory agencies having jurisdiction in the matter (N.J.A.C. § 14:1-5.14(b)(13)).

Under FCC rules, this Transaction is considered a *pro forma* transaction and doent require approval. The Petitioners are seeking approval from the state regulatory agencies where required. These states include: Colorado, District of Columbia, Minnesota, Nebraska, New York, Pennsylvania and South Carolina.

14. A statement of the fees and expenses to be incurred in connection with the merger, consolidation, acquisition and/or change in control and the accounting disposition to be made thereof on the books of the surviving corporation (N.J.A.C. § 14:1-5.14(b)(14)):

This is not applicable to this Transaction.

VII CONCLUSION

WHEREFORE, for the reason set forth above, Petitioners request the Board grant all authority necessary for the Petitioners to undertake the Transaction as described herein.

Respectfully submitted,



Sidney A. Sayovitz
Schenk, Price, Smith & King, LLP
220 Park Ave
Park Place
Florham Park, NJ 07932
973-540-7356
SAS@SPSK.com

EXHIBITS

- Exhibit A Current Windstream Organizational Chart
- Exhibit B Transaction Steps
- Exhibit C Post Transaction Organizational Chart
- Exhibit D Windstream Licensees Certificates of Incorporation

Exhibit A
Current Corporate Organizational Chart

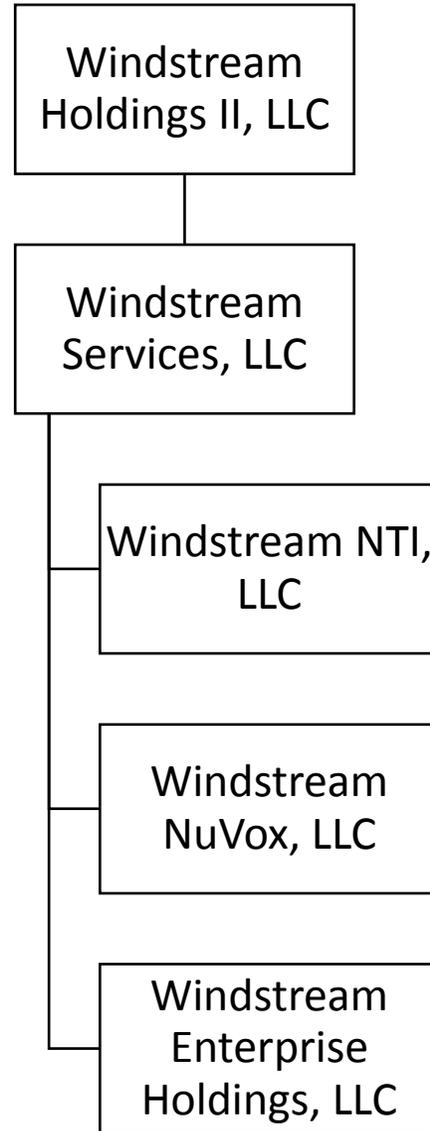


Exhibit B
Proposed Transaction Step

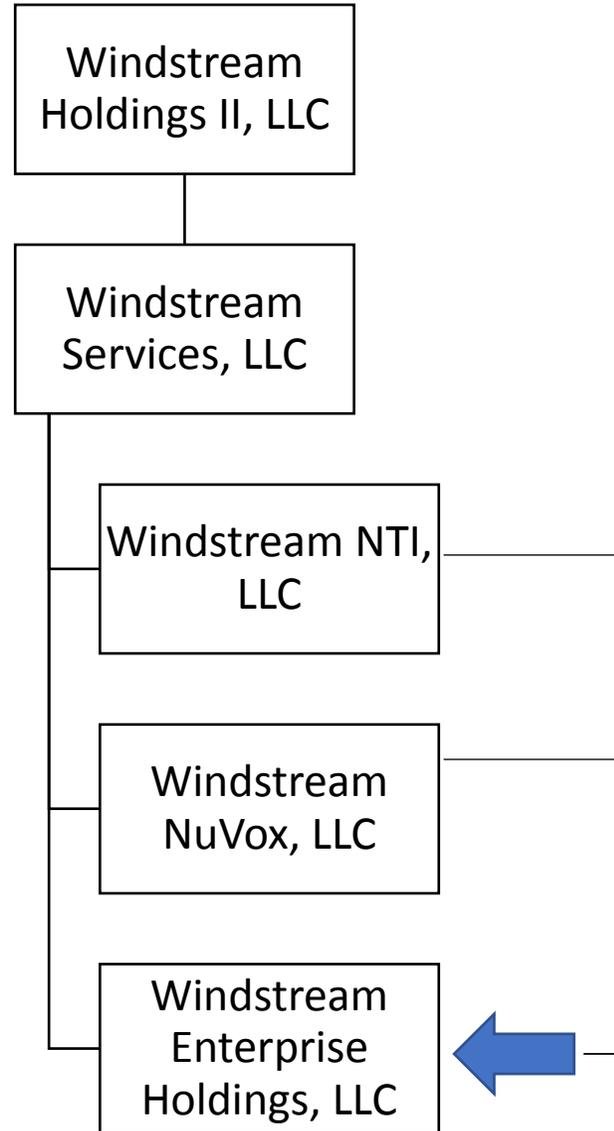
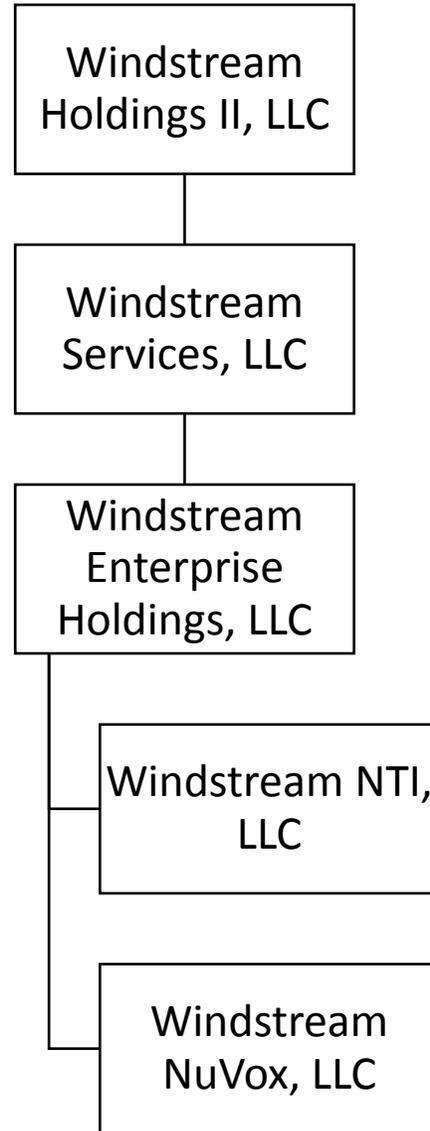


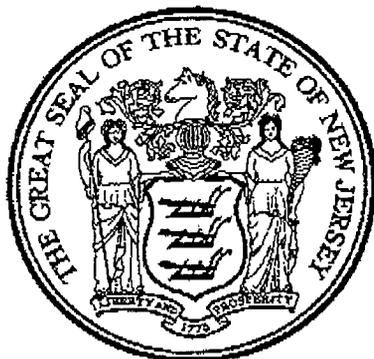
Exhibit C
Proposed New Corporate Organization



STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
CERTIFICATE OF AUTHORITY

WINDSTREAM NTI, LLC
0600420375

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named Foreign Limited Liability Company organized under the laws of Wisconsin, has complied with all the requirements of Title 42:2C of the New Jersey Statutes, and that the business or activity of said Foreign Limited Liability Company to be carried on within the State of New Jersey is such as may be lawfully carried on by Foreign Limited Liability Company filed under the laws of this State for similar business or activity. The Certificate of Authority was duly filed April 23rd, 2015.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this at Trenton, this 24th day of April, 2015

*Andrew P Sidamon-Eristoff
State Treasurer*

Certificate Number: 136054168

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/ISP/Verify_Cert.jsp

Mail to: TC, Box 308 Trenton, NJ 08646

STATE OF NEW JERSEY DIVISION OF REVENUE

Overnight to: 23 West State St. 5th Floor Trenton, NJ 08608-1314

"FEE REQUIRED" PUBLIC RECORDS FILING FOR NEW BUSINESS ENTITY

Fill out all information below INCLUDING INFORMATION FOR ITEM 11, and sign in the space provided. Please note that once filed, this form constitutes your original certificate of incorporation/formation/registration/authority, and the information contained in the filed form is considered public. Refer to the instructions for delivery/return options, filing fees and field-by-field requirements. Remember to remit the appropriate fee amount. Use attachments if more space is required for any field, or if you wish to add articles for the public record.

1. Business Name: Windsuzam NTI, LLC

2. Type of Business Entity: F L C (See instructions for Codes, Page 21, Item 2)

3. Business Purpose: Wired Telecommunications Carrier (See Instructions, Page 22, Item 3)

4. Stock (Domestic Corporations only; LLCs and Non-Profit leave blank):

5. Duration (If indefinite or Perpetual, leave blank):

FLC

6. State of Formation/Incorporation (Foreign Entities Only): Wisconsin

7. Date of Formation/Incorporation (Foreign Entities Only): October 8, 1991

FILED APR 23 2015 STATE TREASURER

8. Contact Information: Registered Agent Name: The Corporation Trust Company

Registered Office: (Must be a New Jersey street address)

Main Business or Principal Business Address:

Street: 820 Bear Tavern Road City: West Trenton, New Jersey Zip: 08628

Street: 4001 Rodney Parham Road City: Little Rock State: AR Zip: 72212

- 9. Management (Domestic Corporations and Limited Partnerships Only) For-Profit and Professional Corporations list Initial Board of Directors, minimum of 3; Domestic Non-Profits list Board of Trustees, minimum of 3; Limited Partnerships list all General Partners.

0600420375

Table with 6 columns: Name, Street Address, City, State, Zip

The signatories below certify that the business entity has complied with all applicable filing requirements pursuant to the laws of the State of New Jersey.

10. Incorporators (Domestic Corporations Only, minimum of 1)

Name Street Address City State Zip

Signature(s) for the Public Record (See Instructions for Information on Signature Requirements)

Signature Name Title Date John P. Fletcher Manager 4/17/15

WINDSTREAM CORPORATION

Mailstop B1F03-71A
4001 Rodney Parham Road
Little Rock, Arkansas 72212

Kristi M. Moody
Senior Vice President and Corporate Secretary

501.748.5890
Email: Kristi.Moody@windstream.com



April 17, 2015

State of New Jersey
33 West State Street, 5th Floor
Trenton, New Jersey 08608-1214

To Whom It May Concern:

The undersigned hereby consents to the use of the name Windstream NTI, LLC in the state of New Jersey.

Windstream NTI, Inc.

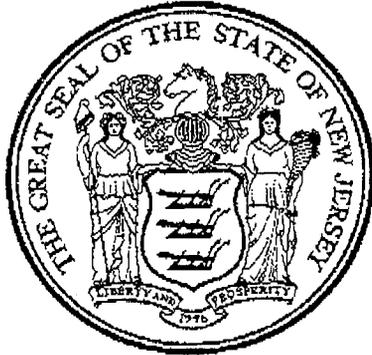
Sincerely,

Kristi Moody, Senior Vice President — Corporate Secretary
Windstream NTI, Inc.

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
CERTIFICATE OF AUTHORITY

WINDSTREAM NUVOX, LLC
0600420372

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named Foreign Limited Liability Company organized under the laws of Delaware, has complied with all the requirements of Title 42:2C of the New Jersey Statutes, and that the business or activity of said Foreign Limited Liability Company to be carried on within the State of New Jersey is such as may be lawfully carried on by Foreign Limited Liability Company filed under the laws of this State for similar business or activity. The Certificate of Authority was duly filed April 23rd, 2015.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this at Trenton, this 24th day of April, 2015

*Andrew P Sidamon-Eristoff
State Treasurer*

Certificate Number: 136053307

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

Mail to: PO Box 308
Trenton, NJ 08646

STATE OF NEW JERSEY
DIVISION OF REVENUE

Overnight to: 35 West State St.
5th Floor
Trenton, NJ 08600-3214

"FEE REQUIRED" PUBLIC RECORDS FILING FOR NEW BUSINESS ENTITY

Fill out all information below INCLUDING INFORMATION FOR ITEM 11, and sign in the space provided. Please note that once filed, this form constitutes your original certificate of incorporation/formation/registrations/authority, and the information contained in the filed form is considered public. Refer to the instructions for delivery/return options, filing fees and field-by-field requirements. Remember to remit the appropriate fee amount. Use attachments if more space is required for any field, or if you wish to add articles for the public record.

1. Business Name: Windstream NuVox, LLC

2. Type of Business Entity: FLC
(See Instructions for Codes, Page 21, Item 2)

3. Business Purpose: Wired Telecommunications Carrier
(See Instructions, Page 22, Item 3)

4. Stock (Domestic Corporations only; LLCs and Non-Profit leave blank):

5. Duration (If Indefinite or Perpetual, leave blank): FLC

6. State of Formation/Incorporation (Foreign Entities Only):
Delaware

7. Date of Formation/Incorporation (Foreign Entities Only):
June 16, 1998

8. Contact Information:
Registered Agent Name: The Corporation Trust Company

FILED
APR 23 2015
STATE TREASURER

Registered Office:
(Must be a New Jersey street address)

Main Business or Principal Business Address

Street 820 Bear Tavern Road

Street 4001 Rodney Perham Road

City West Trenton, New Jersey Zip 08628

City Little Rock State AR Zip 72212

9. Management (Domestic Corporations and Limited Partnerships Only)

- For-Profit and Professional Corporations list initial Board of Directors, minimum of 1;
- Domestic Non-Profit list Board of Trustees, minimum of 3;
- Limited Partnerships list all General Partners.

0600420372

Name	Street Address	City	State	Zip

The signatures below certify that the business entity has complied with all applicable filing requirements pursuant to the laws of the State of New Jersey.

10. Incorporators (Domestic Corporations Only, minimum of 1)

Name	Street Address	City	State	Zip

Signature(s) for the Public Record (See instructions for Information on Signature Requirements)

Signature	Name	Title	Date
	<u>John P. Fletcher</u>	<u>Manager</u>	<u>4/17/15</u>

WINDSTREAM CORPORATION

Mailstop B1F03-71A
4001 Rodney Parham Road
Little Rock, Arkansas 72212

Kristi M. Moody
Senior Vice President and Corporate Secretary

501.748.5890
Email: Kristi.Moody@windstream.com

windstream.



April 17, 2015

State of New Jersey
33 West State Street, 5th Floor
Trenton, New Jersey 08608-1214

To Whom It May Concern:

The undersigned hereby consents to the use of the name Windstream NuVox, LLC in the state of New Jersey.

Windstream NuVox, Inc.

Sincerely,

Kristi Moody, Senior Vice President — Corporate Secretary
Windstream NuVox, Inc.