

# Morgan Lewis

**Russell M. Blau**  
**Danielle Burt**  
russell.blau@morganlewis.com  
danielle.burt@morganlewis.com

September 10, 2018

## ***VIA E-FILING***

Carlotta Stauffer, Commission Clerk  
Florida Public Utilities Commission  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0850

**Re: Notification Regarding the Transfer of Control of American Telephone Company LLC (Company Code TX920) to Windstream Services, LLC**

Dear Ms. Stauffer:

By this letter, American Telephone Company LLC ("ATC") and Windstream Services, LLC ("Windstream Services") (together, the "Parties") notify the Commission that effective August 31, 2018, Windstream Services acquired control of ATC. Commission approval or prior notice was not required to complete the transaction described herein. Accordingly, this letter is submitted for informational purposes.

### **Description of the Parties**

#### **A. Windstream Companies**

Windstream Services is a Delaware limited liability company and a wholly owned subsidiary of Windstream Holdings, Inc. ("Windstream"). Windstream is a Delaware corporation headquartered at 4001 Rodney Parham Road, Little Rock, Arkansas 72212, 501-748-7000. It is a publicly traded (NASDAQ: WIN) Fortune 500 leading provider of advanced network communications and technology solutions for consumers, businesses, enterprise organizations and wholesale customers. Windstream functions as a holding company and does not provide telecommunications services or hold any telecommunications licenses in its own right. Through its wholly owned subsidiary, Windstream Services, with addresses at the same location as Windstream, it owns and operates a number of licensed telecommunications providers in all states and the District of Columbia, many of which also hold authority from the Federal Communications Commission ("FCC") to provide domestic interstate and international telecommunications services. A list of authorizations to provide telecommunications services in Florida held by Windstream's regulated subsidiaries are identified in **Exhibit A**.

#### **Morgan, Lewis & Bockius LLP**

1111 Pennsylvania Avenue, NW  
Washington, DC 20004  
United States

**T** +1.202.739.3000  
**F** +1.202.739.3001

Windstream's combined operations currently have approximately 2.1 million access lines and approximately \$5.39 billion in annual revenues nationwide as of the year end FY2017.<sup>1</sup> Additional information regarding Windstream, including its most recent SEC Forms 10-K and 10-Q, as filed with the Securities and Exchange Commission, is available at <http://investor.windstream.com/investors/index.cfm>.

**B. American Telephone Company LLC**

ATC is a New York limited liability company with principal offices located at 1600 Calebs Path Extension, Suite 203, Hauppauge, NY 11788. Prior to the transaction described herein, ATC was owned by Telecom Consulting Services, Inc. (32%), Global Communication Group Inc. (32%), Corporate Edge Consulting Inc. (5%), Double D, LLC (26%), and Basil Stepanov (5%) (collectively, the "Sellers").

ATC provides a broad array of telecommunications solutions including voice, data, internet, VoIP and hosted PBX. In Florida, ATC is authorized to operate as a competitive local exchange carrier pursuant to authority granted in Docket No. 070120-TX.

**Description of the Transaction**

On May 30, 2018, Windstream Services, ATC, Sellers, and the individual owners of Sellers entered into a Membership Interest Purchase Agreement (the "Agreement") pursuant to which, among other things, Windstream Services would acquire all of the membership interests of ATC, and ATC would become a direct subsidiary of Windstream Services and an indirect subsidiary of Windstream (the "Transaction"). As a result of the Transaction, Windstream is the new ultimate parent company of ATC. This change in ultimate control to Windstream did not involve a transfer of operating authority, assets or customers, and the Transaction was virtually seamless to end user customers. The pre-Transaction customers of ATC remain customers of ATC following the Transaction. Accordingly, customers continue to enjoy the same rates, terms and conditions of service as they did prior to closing. Immediately following consummation of the Transaction, ATC has continued to offer the same services, rates, terms and conditions pursuant to its existing authorization, and the only material change resulting from the Transaction is that ATC is indirectly owned by Windstream, and subsequently may change its name to reflect the "Windstream" brand.

Diagrams demonstrating the Transaction are appended hereto as **Exhibit B**.

\* \* \* \*

---

<sup>1</sup> Windstream's most recent quarterly financial report is available at: <http://abea-43pyw.client.shareholder.com/investors/>.

Carlotta Stauffer, Commission Clerk  
September 10, 2018  
Page 3

Please acknowledge receipt and acceptance of this filing. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Russell M. Blau  
Danielle Burt

Counsel for Windstream Services, LLC

## **Exhibit A**

### **Windstream Subsidiaries' Authorizations in the State of Florida**

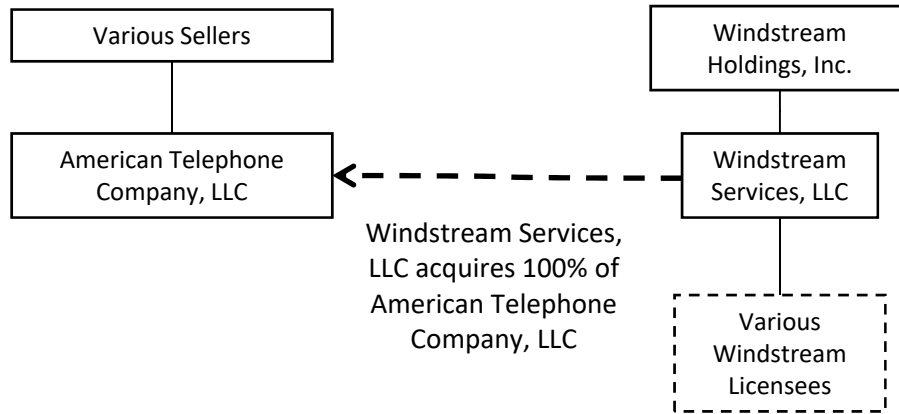
1. Broadview Networks, Inc. is authorized to provide local exchange telecommunications services pursuant to Certificate No. 8136 and interexchange telecommunications services pursuant to IXC Registration No. TJ650.
2. Business Telecom, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 5195 and interexchange telecommunications services pursuant to IXC Registration No. TI889.
3. CTC Communications Corp. is authorized to provide local exchange telecommunications services pursuant to Certificate No. 7787 and interexchange telecommunications services pursuant to IXC Registration No. TJ225.
4. DeltaCom, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 4764 and interexchange telecommunications services pursuant to IXC Registration No. TI889.
5. EarthLink Business, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 7281 and interexchange telecommunications services pursuant to IXC Registration No. TI022.
6. Intellifiber Networks, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 8012 and interexchange telecommunications services pursuant to IXC Registration No. TJ582.
7. LDMI Telecommunications, LLC is authorized to provide interexchange telecommunications services pursuant to IXC Registration No. TI425.
8. Masscomm, Inc. d/b/a MASS Communications is authorized to provide local exchange telecommunications services pursuant to Certificate No. 8790.
9. McLeodUSA Telecommunications Services, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 7715 and interexchange telecommunications services pursuant to IXC Registration No. TI604.
10. Network Telephone, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 5613 and interexchange telecommunications services pursuant to IXC Registration No. TJ119.
11. PAETEC Communications, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 5756 and interexchange telecommunications services pursuant to IXC Registration No. TJ132.
12. Talk America, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 4692 and interexchange telecommunications services pursuant to IXC Registration No. TI076.

13. The Other Phone Company, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 4099 and interexchange telecommunications services pursuant to IXC Registration No. TI619.
14. US LEC of Florida, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 5311 and interexchange Telecommunications services pursuant to IXC Registration No. TJ057.
15. Windstream Communications, LLC is authorized to provide interexchange telecommunications services pursuant to IXC Registration No. TK045.
16. Windstream Florida, LLC is an ILEC authorized to provide local exchange telecommunications services pursuant to Certificate No. 10 and pay telephone services pursuant to PATS Certificate No. 5942.
17. Windstream KDL, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 8717.
18. Windstream Norlight, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 8064 and interexchange telecommunications services pursuant to IXC Registration No. TJ756.
19. Windstream NuVox, LLC is authorized to provide local exchange telecommunications services pursuant to Certificate No. 5638 and interexchange telecommunications services pursuant to IXC Registration No. TJ975.

**EXHIBIT B**

**Pre- and Post-Transaction Charts**

# Pre-Transaction Structure Chart



# Post-Transaction Structure Chart

