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PUBLIC SERVICE
COMMISSION

November 23, 2016

VIA OVERNIGHT COURIER

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

**Re: Notification Regarding the Proposed Transfer of Control of Authorized
Telecommunications Providers**

Dear Mr. Derouen:

By this letter, Business Telecom, LLC ("BT"), CTC Communications Corp. ("CTC"), DeltaCom, LLC ("DeltaCom"), EarthLink Business, LLC ("EarthLink Business"), and EarthLink Carrier, LLC ("EarthLink Carrier") (the "EarthLink Licensees"); EarthLink Holdings Corp. ("EarthLink Parent"); and Windstream Holdings, Inc. ("Windstream Parent") (collectively, the "Parties") notify the Commission of a transaction between EarthLink Parent and Windstream Parent through which Windstream Parent will acquire indirect control of the EarthLink Licensees. Additionally, EarthLink Business will transfer its equity interests in the other EarthLink licensees to a to-be-formed intermediate holding company (the "Pro Forma Change"), which will constitute a "pro forma" transfer of control of BT, CTC, DeltaCom, and EarthLink Carrier, but will otherwise have no effect on those entities or their operations. (The Pro Forma Change and the indirect transfer of control of all EarthLink Licensees to Windstream Parent, collectively, the "Transaction.") Pursuant to the Orders issued in Admin. Case No. 359 on June 21, 1996 and Admin. Case No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, prior action by the Commission is not required for the transactions described herein. Accordingly, the Parties submit this letter for informational purposes.

Description of the Parties

A. Windstream Companies

Windstream Parent 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

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500 leading provider of advanced network communications and technology solutions for consumers, businesses, enterprise organizations and wholesale customers. Windstream Parent 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, a Delaware limited liability company with addresses at the same location as Windstream Parent, it owns and operates a number of licensed telecommunications providers in all states and the District of Columbia, except Alaska, many of which also hold authority from the Federal Communications Commission ("FCC") to provide domestic interstate and international telecommunications services. In Kentucky, Windstream's regulated subsidiaries hold the following authorizations:

1. Network Telephone, LLC is authorized to provide local exchange services pursuant to Utility ID 5007600 and interexchange services pursuant to Utility ID 22250076.
2. Paetec Communications, LLC is authorized to provide local exchange services pursuant to Utility ID 22251445 and interexchange services pursuant to Utility ID 5144500.
3. Talk America, LLC is authorized to provide local exchange services pursuant to Utility ID 5051890, interexchange services pursuant to Utility ID 5100700, and operator services pursuant to Utility ID 22251007.
4. The Other Phone Company, LLC is authorized to provide local exchange services pursuant to Utility ID 5010600 and interexchange services pursuant to Utility ID 22250106.
5. US LEC of Tennessee, LLC is authorized to provide local exchange services pursuant to Utility ID 5050370, interexchange services pursuant to Utility ID 22205037, and operator services pursuant to Utility ID 33305037.
6. Windstream Communications, LLC is authorized to provide local exchange services pursuant to Utility ID 33351184, interexchange services pursuant to Utility ID 5118400, and operator services pursuant to Utility ID 22251184.
7. Windstream KDL, LLC is authorized to provide local exchange services pursuant to Utility ID 22251009 and interexchange services pursuant to Utility ID 5100900.
8. Windstream Kentucky East, LLC is authorized to provide incumbent local exchange services pursuant to Utility ID 5022700.
9. Windstream Kentucky West, LLC is authorized to provide incumbent local exchange services pursuant to Utility ID 11000.
10. Windstream Norlight, LLC is authorized to provide local exchange services pursuant to Utility ID 22213700, interexchange services pursuant to Utility ID 13700, and operator services pursuant to Utility ID 33313700.
11. Windstream NTI, LLC is authorized to provide local exchange services pursuant to Utility ID 5056180 and interexchange services pursuant to Utility ID 5177600.

12. Windstream NuVox, LLC is authorized to provide local exchange services pursuant to Utility ID 5005500 and interexchange services pursuant to Utility ID 22250055.

Windstream's combined operations currently have approximately 2.1 million access lines and approximately \$5.7 billion in annual revenues nationwide as of the year end FY2015.¹ 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. EarthLink Companies

EarthLink Holdings Corp. is a publicly traded Delaware corporation (NASDAQ: ELNK) with principal offices located at 1170 Peachtree Street, Suite 900, Atlanta, GA 30309, 404-815-0770. EarthLink Parent functions as a holding company and does not provide telecommunications services or hold any telecommunications licenses in its own right. It owns and operates a number of telecommunications providers in all states and the District of Columbia, many of which also hold authority from the FCC to provide domestic interstate and international telecommunications services. EarthLink Parent together with its subsidiaries (collectively, "EarthLink"), provides a broad range of data, voice and managed network services to business customers in the United States. EarthLink operates an extensive network including more than 29,000 route fiber miles and 90 metro fiber rings. Through its owned and leased facilities, EarthLink's data and voice IP services can reach more than 90 percent of the United States. EarthLink also provides nationwide Internet access and related value-added services to residential customers. In Kentucky, the EarthLink Licensees hold the following authorizations:

1. Business Telecom, LLC, a North Carolina limited liability company, is authorized to provide competitive local exchange services pursuant to Utility ID 22251011 and long distance services pursuant to Utility ID 5101100.
2. CTC Communications Corp., a Massachusetts corporation, is authorized to provide long distance services pursuant to Utility ID 5144700 and paging services pursuant to Utility ID 4001900.
3. DeltaCom, LLC, an Alabama limited liability company, is authorized to provide competitive local exchange services pursuant to Utility ID 22251072 and long distance services pursuant to Utility ID 5107200.
4. EarthLink Business, LLC, a Delaware limited liability company, is authorized to provide competitive local exchange services pursuant to Utility ID 5050800 and long distance services pursuant to Utility ID 22250580.

¹ Windstream's most recent 10-Q quarterly financial report (for the quarter ended September 30, 2016) is available at: <http://files.shareholder.com/downloads/ABEA-43PVYW/2663146252x0xS1282266-16-102/1282266/filing.pdf>.

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5. EarthLink Carrier, LLC, a Delaware limited liability company, is authorized to provide long distance services pursuant to Utility ID 5108200 and operator services pursuant to Utility ID 22251082.

Additional information regarding EarthLink, including its most recent SEC Forms 10-K and 10-Q, as filed with the Securities and Exchange Commission, is available at <http://www.earthlink.net/about/investor/>.

Contacts

For the purposes of this filing, contacts are as follows:

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And:

Samuel R. DeSimone, Jr.
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Description of the Transaction

On November 5, 2016, Windstream Parent, EarthLink Parent, Europa Merger Sub, Inc. ("Merger Sub 1"), a Delaware corporation and an indirect, wholly-owned subsidiary of Windstream Services, LLC², and Europa Merger Sub, LLC ("Merger Sub 2"), a Delaware limited liability company and an indirect, wholly-owned subsidiary of Windstream Services, LLC, entered into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which, among other things, (i) Merger Sub 1 will be merged with and into EarthLink Parent

² Windstream Services does not provide telecommunications services in its own right, but rather is a holding company within the Windstream group of companies.

(the "Initial Merger") with EarthLink Parent continuing as the surviving corporation (the "Surviving Corporation") and (ii) immediately following the Initial Merger, the Surviving Corporation will be merged with and into Merger Sub 2 (the "Subsequent Merger" and, together with the Initial Merger, the "EarthLink Transaction"), with Merger Sub 2 continuing as the surviving company known as EarthLink Holdings, LLC (the "Surviving Company") and an indirect, wholly-owned subsidiary of Windstream Parent, in each case subject to the terms and conditions of the Merger Agreement. As part of the EarthLink Transaction, EarthLink Parent stock will be exchanged for Windstream Parent stock. As a result of the EarthLink Transaction, Windstream Parent will be the new ultimate parent company of the EarthLink Licensees. This change in ultimate control does not involve a transfer of operating authority, assets or customers, and the EarthLink Transaction is expected to be virtually seamless to end user customers. The current customers of the EarthLink Licensees will remain customers of those entities following the EarthLink Transaction. Accordingly, customers will continue to enjoy the same rates, terms and conditions of service as they do prior to closing.³ Immediately following consummation of the EarthLink Transaction, the EarthLink Licensees will continue to offer the same services, rates, terms and conditions pursuant to their existing authorizations, and the only material change resulting from the EarthLink Transaction will be that these certificated entities ultimately will be indirectly owned by Windstream Parent, and subsequently may change their names to reflect the "Windstream" brand in their names.

Additionally, and only as part of the EarthLink Transaction, The Parties request authority for EarthLink Business to transfer its equity interests in the other EarthLink Licensees (currently subsidiaries of EarthLink Business) to a to-be-formed subsidiary company.⁴ This change would constitute a pro forma transfer of control of BT, CTC, DeltaCom, and EarthLink Carrier. The Parties believe that adding an intermediate holding company could provide the companies more flexibility with respect to future credit arrangements with their lenders.

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

* * * *

³ Any subsequent changes made through the ordinary course of business will be made pursuant to applicable regulatory approval, tariffing, or similar processes.

⁴ The Parties will notify the Commission of the final structure, including the identity and corporate form of the subsidiary company, with their consummation notice following closing of the EarthLink Transaction.

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An original and four (4) copies of this notification letter are enclosed. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Russell M. Blau". The signature is written in a cursive style with a large initial "R".

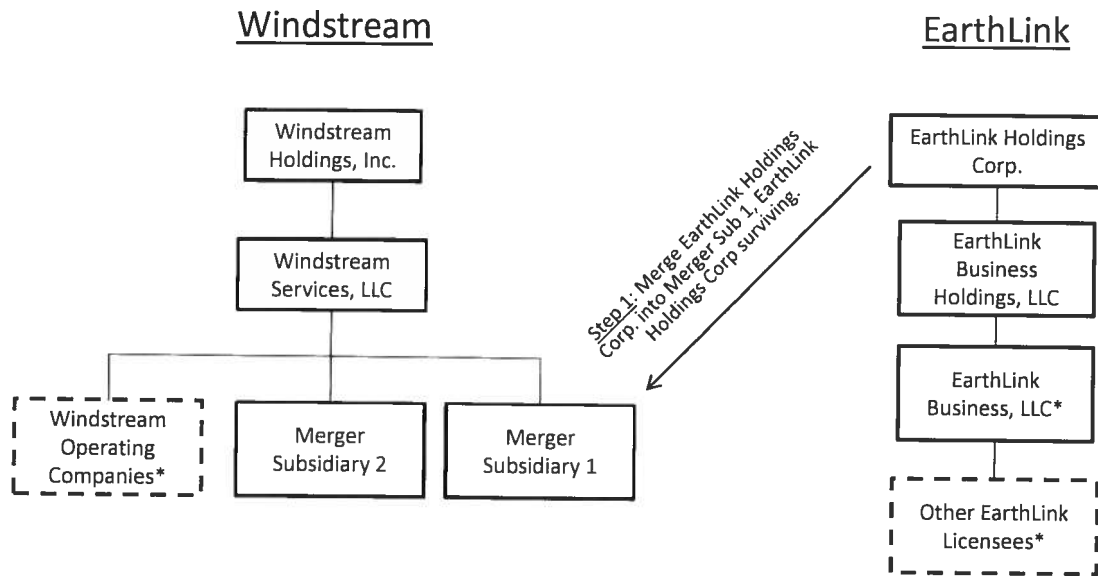
Russell M. Blau
Ronald W. Del Sesto, Jr.
Jeffrey Strenkowski
Brett P. Ferenchak

Counsel for the Parties

EXHIBIT A

Diagrams of the Pre- and Post-Transaction Corporate Ownership Structures

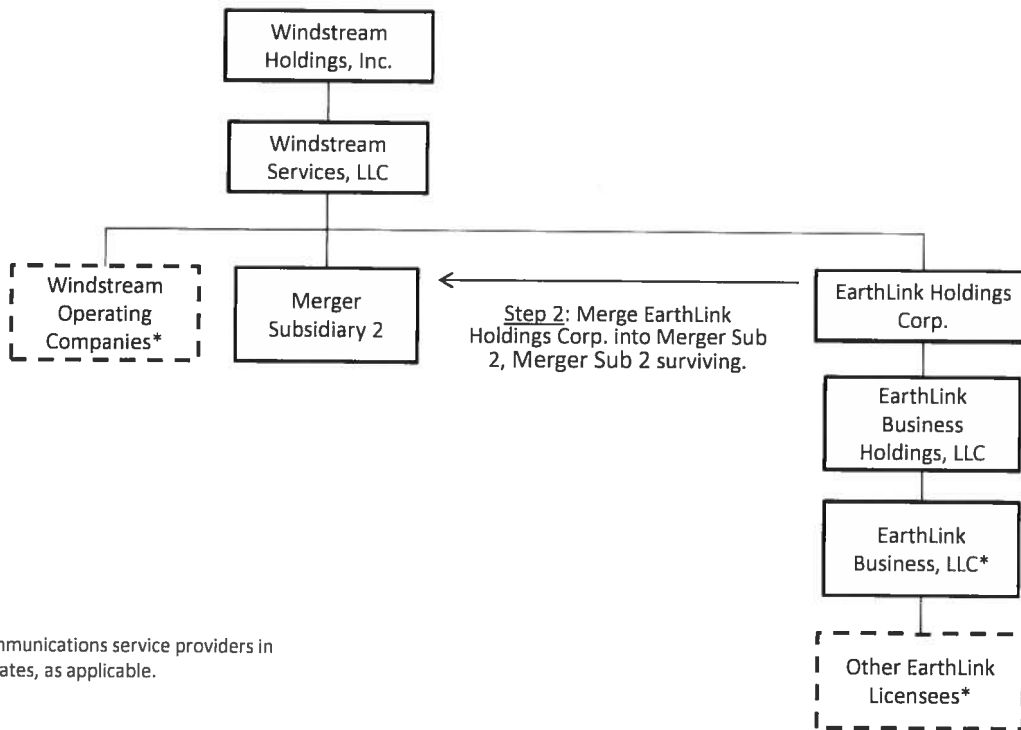
Transaction Structure Charts Pre-Transaction and Step 1



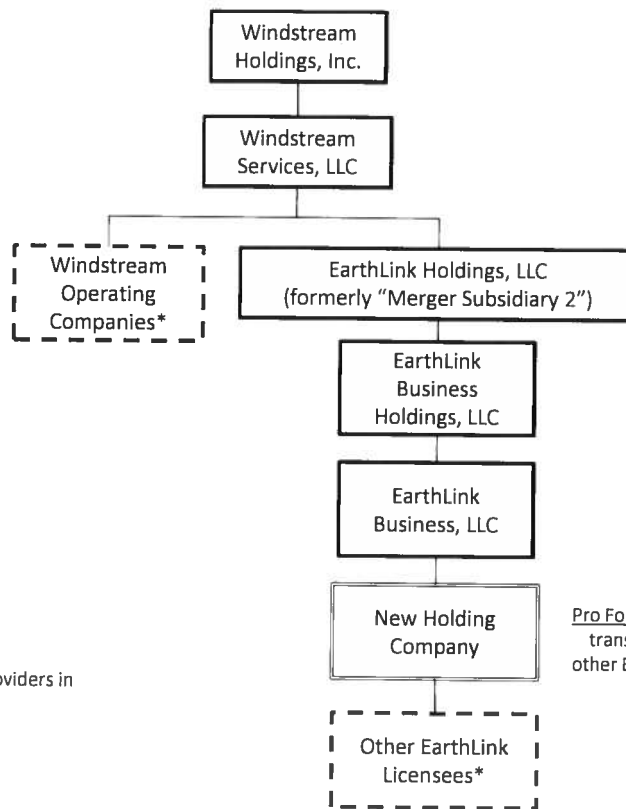
* Telecommunications service providers in various states, as applicable.

Transaction Structure Charts

Step 2



Transaction Structure Charts Pro Forma Change and Resulting Structure



* Telecommunications service providers in various states, as applicable.

Pro Forma Change: EarthLink Business, LLC transfers its ownership interests in the other EarthLink Licensees to a new holding company.

Verifications

STATE OF GEORGIA
COUNTY OF FULTON

VERIFICATION

I, Samuel R. DeSimone, Jr., state that I am the Executive Vice President, General Counsel and Secretary of EarthLink Holdings Corp., that I am authorized to make this Verification on behalf of EarthLink Holdings Corp. and its subsidiaries, that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to EarthLink Holdings Corp. and its subsidiaries are true and correct to the best of my knowledge, information, and belief.



Samuel R. DeSimone, Jr.
Executive Vice President, General Counsel and
Secretary
EarthLink Holdings Corp.

Sworn and subscribed before me this 7 day of November, 2016.


Notary Public

My commission expires 12/01/2018




STATE OF ARKANSAS
COUNTY OF PULASKI

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VERIFICATION

I, John Fletcher, state that I am the Executive Vice President, Chief Human Resources Officer and General Counsel of Windstream Holdings, Inc., that I am authorized to make this Verification on behalf of Windstream Holdings, Inc. and its subsidiaries, that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Windstream Holdings, Inc. and its subsidiaries are true and correct to the best of my knowledge, information, and belief.



John Fletcher
Executive Vice President, Chief Human Resources
Officer and General Counsel
Windstream Holdings, Inc.

Sworn and subscribed before me this 17th day of November, 2016.



Notary Public

My commission expires 11/8/21

