

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

In the Matter of the Joint Application of)
)
Talk America Services, LLC., Assignor)
and)
Windstream Communications, LLC,) File No. ITC-ASG-2019 _____
Windstream D&E Systems, Inc., and)
Windstream NuVox, LLC, Assignee)
)
For Authority Pursuant to Section 214 of)
The Communications Act of 1934, as)
Amended, to Complete an Assignment of)
Assets of Authorized Domestic and)
International Section 214 Carriers)

JOINT APPLICATION

I. INTRODUCTION

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act") and Sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §63.04 and §63.24, Talk America Services, LLC ("Talk America Services" or "Assignor") together with Windstream Communications, LLC, Windstream D&E Systems, Inc., and Windstream NuVox, LLC (collectively "Assignee" or "Assignees") (collectively the "Applicants") hereby seek authority to assign certain assets, specifically a subset of Talk America Services' customer base, to Assignee. This Application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau. Applicants submit that the grant of this Application will serve the public interest.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Assignor

The Assignor is Talk America Services, LLC, a Delaware limited liability company. It is authorized pursuant to ITC-214-20141022-00280 to provide International Global or Limited Global Facilities-Based and Resale Service (DA No. 14-1645). In addition to its international services, it provides domestic resold local exchange and interexchange services in 31 states. It's underlying wholesale carrier for these services includes the Assignees in this transaction.

Talk America Services is a direct subsidiary of and 100% owned by Uniti Group Inc. ("Uniti Group"), a publicly traded real estate investment trust incorporated in Maryland, engaged in the acquisition and construction of communications industry infrastructure (NASDAQ: UNIT). Uniti Group is not a telecommunications carrier and does not provide telecommunications services, but it owns and manages several companies, including Talk America Services, that are licensed telecommunications providers in a number of states. A corporate organizational chart is provided as Exhibit 1.

B. Assignees

The Assignees (Windstream Communications, LLC, Windstream D&E Systems, Inc., and Windstream NuVox, LLC) are each subsidiary companies of Windstream Services, LLC ("Windstream"), a Delaware limited liability company headquartered in Little Rock, Arkansas, which is a wholly-owned direct subsidiary of Windstream Holdings, Inc. ("Holdings"), a publicly traded Delaware corporation (WINMQ) holding company also headquartered in Little Rock, Arkansas. Windstream, through its operating subsidiaries, is a leading provider of advanced network communications and technology solutions for consumers, businesses, enterprise organizations, and wholesale customers across the United States.

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 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 60 markets. As an ILEC, the company also delivers phone, broadband, Internet security services, and online backup to approximately 1.2 million residential customers primarily located in rural areas.

III. DESCRIPTION OF THE TRANSACTION

Talk America Services provides local exchange, exchange access and interexchange (including interstate and international) services by reselling wholesale services provided by the Assignee and other subsidiaries of Windstream. The vast majority of customers served by Talk America Services through this resale arrangement were previously customers of Windstream subsidiaries who operate as Competitive Local Exchange Carriers ("CLECs"). These customers were transferred from the Windstream CLEC subsidiaries to Talk America Services in March 2015.¹ Due to the impending expiration of the wholesale agreement between the Windstream entities and Talk America Services, after April 24, 2020, Talk America Services will no longer be able to serve to this customer base. Talk America Services has filed and will continue to file Section 63.71 Applications to Discontinue Service² with respect to the majority of these

¹ See March 3, 2015 Notification of Subscriber Transfer filed in CC Docket No. 00-257.

² See WC Docket Nos. 18-262, 18-305, 19-104, 19-211, 19-209, 19-231, 19-210, 19-236, 19-247, 19-258, 19-263 and 19-264.

customers. However, the Applicants have agreed that a subset of customers, including approximately 70 customers in Pennsylvania and 1,108 in North Carolina, will be transferred from Talk America Services back to the underlying Windstream CLEC subsidiaries, the Assignees in this Application.

The Pennsylvania customers to be transferred are a small group of residential customers who reside in a Multi-Dwelling Unit (“MDU”) assisted living facility that is served via facilities owned by Windstream D&E Systems, Inc. The customers in this MDU may not have a readily available option for a comparable service provider offering traditional landline services other than Windstream D&E Systems, Inc. once Talk America Services exits the market. Accordingly, the Applicants agreed that it would be in the public interest for this subset of Pennsylvania customers to be transferred back from Talk America Services to Windstream D&E Systems, Inc. The transition will be seamless for the customers, requiring no action on their part. There will be no change to the rates, terms or conditions of service provided to these customers. Other Pennsylvania customers served by Talk America Services will be subject to the Section 63.71 Application for Discontinuance of Service that Talk America Services will file in accordance with the Commissions rules and are not the subject of the instant Application.

The Applicants further propose that all of Talk America Services’ North Carolina customers, which include 954 local customers and 154 long-distance only customers be transferred to Windstream Communications, LLC. A majority of these North Carolina customers reside in residential developments in which Windstream Communications, LLC installed the telecommunications network to serve the development at the time it was built and the ILEC in that service territory does not have facilities installed to serve the development. While alternative service providers are not excluded from providing service in this area, there

may be few or no alternative providers who could readily serve all of the affected customers with comparable landline services within a reasonable timeframe. Accordingly, the Applicants agree that it would be in the public interest to transfer these customers from Talk America Services back to Windstream Communications, LLC. The Applicants further agree to transfer all of the Talk America Services' other North Carolina customers to Windstream NuVox, LLC. As with the Pennsylvania customers, the North Carolina customers subject to this transfer will experience a seamless transition, with no change to the rates, terms or conditions of their service. Any future changes in service will be undertaken pursuant to applicable contract, tariff, and regulatory requirements.

The Assignee will notify all affected customers of the proposed transfer at least thirty (30) days prior to consummation (see Exhibit 2 for a copy of the customer notice), and has filed a Notification of the customer base transfer with the FCC pursuant to Section 64.1120(e) of the FCC rules. The Joint Applicants propose to complete the transfer of the Pennsylvania customer base transfers proposed herein by December 18, 2019, pending required regulatory approvals, including that of the Federal Communications Commission.

IV. PUBLIC INTEREST STATEMENT

The proposed Transaction described above will serve the public interest by ensuring that the affected customers who might otherwise not have viable and readily available alternatives for comparable landline telephone services will have uninterrupted local and long distance telephone services with no change to the rate, terms and conditions of their service. Windstream will notify the customers of any future changes in rates, terms and/or conditions of service consistent with applicable regulatory requirements. Based upon its experience in successfully providing telecommunications services to retail customers in the U.S. and its current role as the underlying

wholesale service provider, Windstream is well qualified to serve the customers presently served by Talk America Services.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) for both the Assignor and Assignee and (h)-(p) for the Assignee in support of this Application:

(a) Name, address and telephone number of each Applicant:

Assignor: Talk America Services, LLC

10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, AR 72211
Tel: 501-850-0820

Assignee:

Windstream Communications, LLC.
Windstream D&E Systems, Inc.
Windstream NuVox, LLC

4001 North Rodney Parham Road
Little Rock, AR 72212
Tel: 501-748-7000

(b) Jurisdiction of Applicants:

Assignor: Talk America Services, LLC is a Delaware limited liability company

Assignee: Windstream Communications, LLC is a Delaware limited liability company;
Windstream D&E Systems, Inc. is a Pennsylvania corporation;
Windstream NuVox, LLC is a Delaware limited liability company.

(c) Correspondence concerning this Application should be sent to:

Sharon Thomas
Consultant
Inteserra Consulting Group, Inc.
151 Southhall Lane, Suite 450
Maitland, FL 32751
Tel: 407-740-3031
Fax: 407-740-0613
sthomas@inteserra.com

and

Nicole Winters, Esq.
Windstream Services, LLC
4001 Rodney Parham Road
MS: B1F03-53A
Little Rock, AR 72212
Tel: 501-748-6313
Fax: 330-486-3561
nicole.winters@windstream.com

(d) Section 214 Authorizations

Talk America Services, LLC holds international 214 authority under File No. ITC-214-20141022-00280 and also hold blanket domestic Section 214 authority pursuant to 47 C.F.R § 63.01.

Windstream Services, LLC holds international 214 authority under File No. ITC-214-19980925-00658 and Windstream NuVox, LLC holds a blanket domestic Section 214 authority pursuant to C.F.R. § 63.01.

Information for Assignee

- (h)** Each Assignee is either a direct or indirect wholly owned subsidiary of Windstream Services, LLC, which is a direct wholly owned subsidiary of Windstream Holdings, Inc. The address and telephone number of Windstream Holdings, Inc. is:

Windstream Holdings, Inc.
4001 North Rodney Parham Road
Little Rock, AR 72212
Citizenship: United States
Principal Business: Holding company

To its knowledge, no person or entity directly or indirectly owns or controls ten percent (10%) or more of Windstream Holdings as of October 1, 2019.

Windstream Services, LLC 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., McLeodUSA Telecommunications Services, LLC, EarthLink Business, LLC, and BridgeCom International, Inc., carriers authorized to provide service in Canada and wholly-owned subsidiaries of Windstream Services, LLC and affiliates of the Assignees.

(i) Assignee is not a foreign carrier, but as described above is affiliated with foreign carriers authorized to operate in Canada.

(j) Assignee does not seek to provide international telecommunications services to any destination country for which any of the conditions set forth in 47 C.F.R. §63.18(j)(1)-(4) apply.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

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

(o) Applicants certifies that they are is not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to §63.12(a)-(b), since neither of the Applicants is affiliated with a foreign carrier in a destination market and neither has an affiliation with a dominant U.S. carrier whose

international switched or private line services they seek authority to resell (either directly or indirectly through the resale of another reseller's services).

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to §63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in 47 C.F.R. § 63.04(a)(6)-(12):

(a)(6) A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) The Assignor, Talk America Services, LLC currently offers resold domestic local exchange, exchange access and intrastate and interstate interexchange services in the following states: Arkansas, Arizona, Colorado, Delaware, Florida, Georgia, Iowa, Idaho, Illinois, Indiana, Kentucky, Maryland, Michigan, Minnesota, Missouri, North Carolina, North Dakota, Nebraska, New Jersey, New Mexico, New York, Ohio, Pennsylvania, South Carolina, South Dakota, Tennessee, Texas, Utah, Virginia, Washington, and Wisconsin.

The Assignee, Windstream Communications, LLC currently offers local exchange, exchange access and domestic intrastate and interstate interexchange services in the following states: Arkansas, Georgia, Kentucky, Missouri, North Carolina, Pennsylvania, and South Carolina. Windstream Communications, LLC offers domestic intrastate and interstate interexchange services only, in the following states: Alabama, Arizona, California, Colorado, Connecticut, Delaware, Florida, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Rhode Island, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

The Assignee, Windstream D&E Systems, Inc. currently offers local exchange, exchange access and domestic intrastate and interstate interexchange services in Pennsylvania.

The Assignee, Windstream NuVox, LLC currently offers local exchange, exchange access and domestic intrastate and interstate interexchange services in the following states: Alabama, Colorado, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee. The Assignee, Windstream NuVox, LLC currently offers local exchange only, in the following states: California, Idaho, Maine, Montana, Nevada, New Jersey, New Mexico, Oregon, Rhode Island, Utah, Vermont, and Wyoming.

(a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Assignee will have a market share in the interstate, interexchange market of less than 10 percent and will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction and neither of the Applicants is dominant with respect to any service.

(a)(9) This Application (covering both the domestic and international transfer of control) is the only application being filed related to this transaction.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) There are no waiver requests being sought in conjunction with the Transaction.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request that the Commission approve the proposed Transaction as soon as possible.

Respectfully submitted,

/s/ Sharon Thomas

Sharon Thomas
Inteserra Consulting Group, Inc.
151 Southhall Lane, Suite 450
Maitland, FL 32751
Tel: 407-740-3031
Fax: 407-740-0613
stthomas@inteserra.com
Consultant to Assignor

/s/ Nicole Winters

Nicole Winters
Windstream Communications, LLC
Windstream D&E, Inc.
Windstream NuVox, LLC
4001 North Rodney Parham Road
Little Rock, AR 72212
Tel: 501-748-6313
Fax: 330-486-3561
nicole.winters@windstream.com
Attorney for Assignee

Dated: October 28, 2019

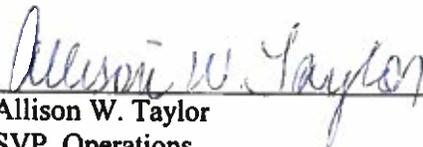
VERIFICATION

I, Allison W. Taylor, hereby declare that:

- (1) I am SVP, Operations of Talk America Services, LLC;
- (2) I am authorized to make this declaration on behalf of Talk America Services, LLC; and
- (3) The statements in the foregoing Application are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury the foregoing is true and correct.

Executed this 28 day of October, 2019.



Allison W. Taylor
SVP, Operations
Talk America Services, LLC
10802 Executive Center Drive
Benton Building, Suite 300
Little Rock, AR 72211
Tel: 501-850-0850
Allison.Taylor@uniti.com

VERIFICATION

I, Tim Loken, hereby declare that:

- (1) I am Director – Regulatory Reporting of Windstream Communications, LLC, Windstream D&E Systems, Inc., and Windstream NuVox, LLC;
- (2) I am authorized to make this declaration on behalf of Windstream Communications, LLC, Windstream D&E Systems, Inc., and Windstream NuVox, LLC; and
- (3) The statements in the foregoing Application are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury the foregoing is true and correct.

Executed this 28th day of October, 2019.



Tim Loken
Director – Regulatory Reporting
Windstream Communications, LLC
Windstream D&E Systems, Inc.
Windstream NuVox, LLC
4001 North Rodney Parham Road
Little Rock, AR 72212
Tel: 501-748-7442
tim.p.loken@windstream.com

EXHIBIT 1

Current Uniti Corporate Structure*

* The entities listed herein only include Parent and its subsidiaries that (1) hold (or have an application pending to hold) one or more authorization or license to provide intrastate, interstate, international, or wireless telecommunications services, or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries of Parent that do not hold an authorization or license to provide intrastate, interstate, international or wireless telecommunications services.

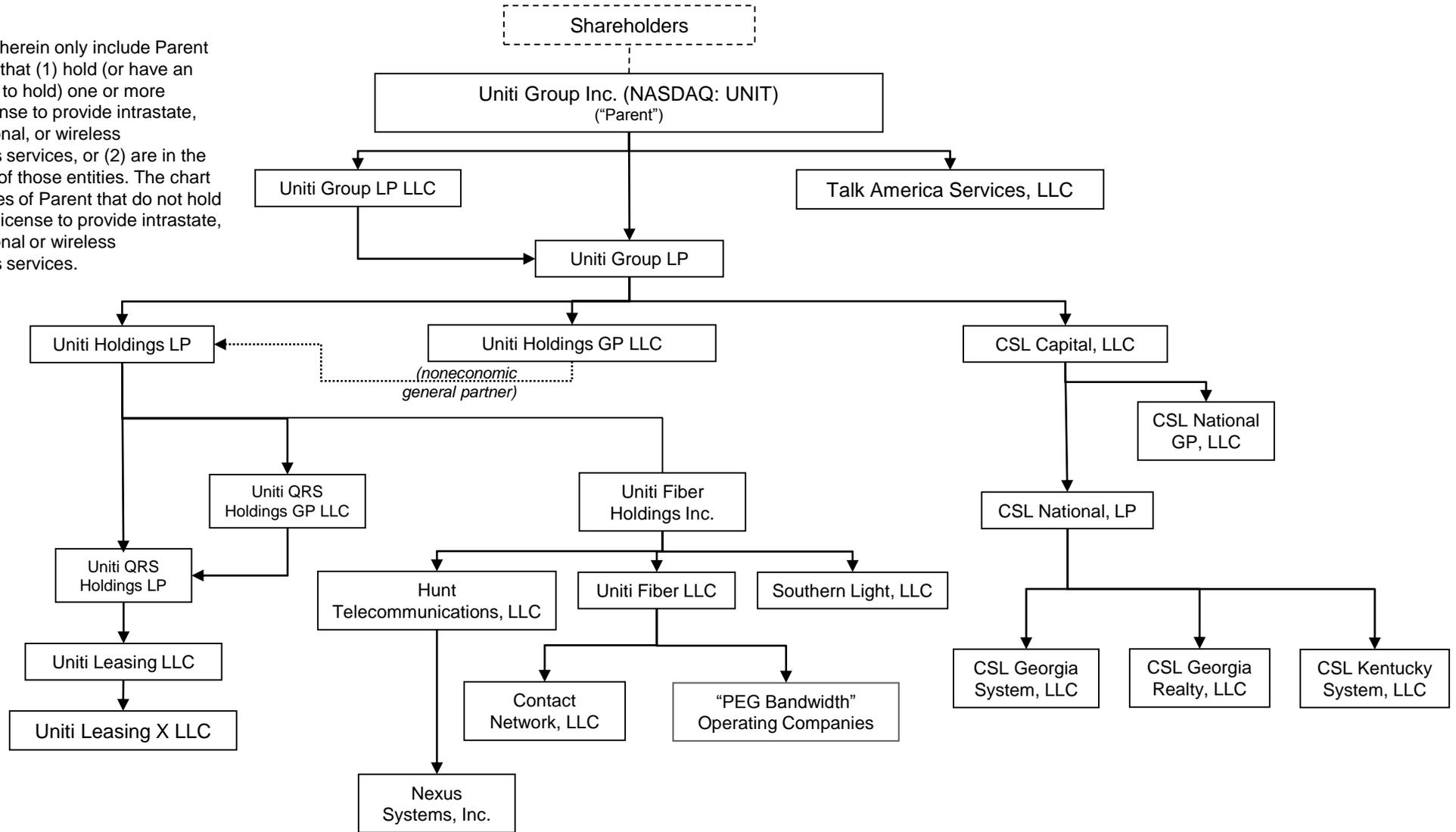


EXHIBIT 2

Windstream Communications, LLC's Notice to Talk America Services Customers

November X, 2019

Dear Valued Customer,

Talk America Services, LLC is transferring certain of its local exchange residential customers to Windstream Communications, LLC. As a result of the transaction, your local and long distance service will transfer from Talk America Services to Windstream Communications, LLC on or about December 1, 2019.

As a customer of Windstream, you will continue to receive the high-quality service you have come to expect. There will be no change in your current plan, rates, features, terms and conditions of your service or customer service contracts. Also, there will be no charges associated with transferring your service to Windstream Communications and no action is required by you during this transfer.

As a customer, you have a choice in carriers for your communications services. If you choose to select another provider, you should contact that carrier immediately to ensure that your services are transferred before December 1, 2019. Keep in mind, if you change carriers, you may have to pay a transfer charge.

Under Federal Communications Commission rules, any restriction or "freezes" you may have placed on your account to block changes to your preferred local and/or long distance carrier will be removed as part of the transfer process. If you wish to reinstate such restrictions, please contact Windstream at 800-347-1991.

Customer service is the foundation of our business. Please let us know how we can work with you to meet your needs. If you have any questions before, during, and after the transition of your service to Windstream, do not hesitate to contact us at 800-347-1991.

We are excited about serving you and look forward to providing you with the same high-quality, innovative products and services in the future.

Sincerely,

Windstream

Windstream D&E Systems, Inc. Notice to Talk America Services Customers

November X, 2019

Dear Valued Customer,

Talk America Services, LLC is transferring certain of its local exchange residential customers to Windstream D&E Systems, Inc. As a result of the transaction, your local and long distance service will transfer from Talk America Services to Windstream D&E Systems, Inc. on or about December 1, 2019.

As a customer of Windstream, you will continue to receive the high-quality service you have come to expect. There will be no change in your current plan, rates, features, terms and conditions of your service or customer service contracts. Also, there will be no charges associated with transferring your service to Windstream and no action is required by you during this transfer.

As a customer, you have a choice in carriers for your communications services. If you choose to select another provider, you should contact that carrier immediately to ensure that your services are transferred before December 1, 2019. Keep in mind, if you change carriers, you may have to pay a transfer charge.

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We are excited about serving you and look forward to providing you with the same high-quality, innovative products and services in the future.

Sincerely,

Windstream

Windstream NuVox, LLC's Notice to Talk America Services Customers

November X, 2019

Dear Valued Customer,

Talk America Services, LLC is transferring certain of its local exchange residential customers to Windstream NuVox, LLC. As a result of the transaction, your local and long distance service will transfer from Talk America Services to Windstream NuVox, LLC on or about December 1, 2019.

As a customer of Windstream, you will continue to receive the high-quality service you have come to expect. There will be no change in your current plan, rates, features, terms and conditions of your service or customer service contracts. Also, there will be no charges associated with transferring your service to Windstream and no action is required by you during this transfer.

As a customer, you have a choice in carriers for your communications services. If you choose to select another provider, you should contact that carrier immediately to ensure that your services are transferred before December 1, 2019. Keep in mind, if you change carriers, you may have to pay a transfer charge.

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We are excited about serving you and look forward to providing you with the same high-quality, innovative products and services in the future.

Sincerely,

Windstream