

Decision _____

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Joint Application of Windstream Holdings II, LLC, Uniti Group Inc., and Windstream Parent, Inc. for Approval Pursuant to Public Utilities Code Section 854 of the Indirect Transfer of Control of American Telephone Company LLC (U-7082-C); Broadview Networks, Inc. (U-6363-C); Business Telecom, LLC (U-5560-C); CTC Communications Corp. (U-5532-C); DeltaCom, LLC (U-5760-C); LDMI Telecommunications, LLC (U-5837-C); MassComm, LLC (U-7176-C); McLeodUSA Telecommunications Services, LLC (U-5712-C); PAETEC Communications, LLC (U-6097-C); Talk America, LLC (U-5535-C); Windstream Communications, LLC (U-6985-C, U-1559-C); Windstream New Edge, LLC (U-6226-C); Windstream Norlight, LLC (U-7079-C); and Windstream NuVox, LLC (U-7214-C)

Application 24-06-002

DECISION APPROVING TRANSFER OF INDIRECT CONTROL OF AMERICAN TELEPHONE COMPANY LLC (U-7082-C); BROADVIEW NETWORKS, INC. (U-6363-C); BUSINESS TELECOM, LLC (U-5560-C); CTC COMMUNICATIONS CORP. (U-5532-C); DELTACOM, LLC (U-5760-C); LDMI TELECOMMUNICATIONS, LLC (U-5837-C); MASSCOMM, LLC (U-7176-C); MCLEODUSA TELECOMMUNICATIONS SERVICES, LLC (U-5712-C); PAETEC COMMUNICATIONS, LLC (U-6097-C); TALK AMERICA, LLC (U-5535-C); WINDSTREAM COMMUNICATIONS, LLC (U-6985-C, U-1559-C); WINDSTREAM NEW EDGE, LLC (U-6226-C); WINDSTREAM NORLIGHT, LLC (U-7079-C); AND WINDSTREAM NUVOX, LLC (U-7214-C) to WINDSTREAM PARENT, INC.

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Summary

Pursuant to Public Utilities Code Section 854(a), this decision approves the unopposed joint application of Uniti Group Inc., Windstream Holdings II, LLC, and Windstream Parent, Inc. for transfer of indirect control of American Telephone Company LLC (U7082C); Broadview Networks, Inc. (U6363C); Business Telecom, LLC (U5560C); CTC Communications Corp. (U5532C); DeltaCom, LLC (U5760C); LDMI Telecommunications, LLC (U5837C); MassComm, LLC (U7176C); McLeodUSA Telecommunications Services, LLC (U5712C); PAETEC Communications, LLC (U6097C); Talk America, LLC (U5535C); Windstream Communications, LLC (U6985C, U1559C); Windstream New Edge, LLC (U6226C); Windstream Norlight, LLC (U7079C); and Windstream NuVox, LLC (U7214C) to Windstream Parent, Inc., subject to the terms and conditions set forth in the Ordering Paragraphs.

Application 24-06-002 is closed.

1. Background

Application (A.) 24-06-002, with its accompanying Exhibits A through E, was filed on June 5, 2024 by seventeen (17) Applicants including:

Non-Licensees¹

1. Uniti Group Inc., a Maryland corporation (Uniti Group);
2. Windstream Holdings II, LLC, a Delaware limited liability company (Windstream Holdings II); and
3. Windstream Parent, Inc., a Delaware corporation (Windstream Parent) (collectively Joint Applicants).

California Public Utilities Commission (Commission)
Licensees²

4. American Telephone Company LLC (U-7082-C), a New York limited liability company;³
5. Broadview Networks, Inc. (U-6363-C), a New York corporation;⁴
6. Business Telecom, LLC (U-5560-C), a North Carolina limited liability company;⁵
7. CTC Communications Corp. (U-5532-C), a Massachusetts limited liability company;⁶

¹ Application at 3-5.

² Application at 6-8.

³ U-7082-C: American Telephone Company, LLC is currently authorized to provide (1) resold local exchange services within the service territories of AT&T, Frontier, and Consolidated Communications pursuant to Commission Decision (D.) 08-05-009 and (2) interexchange telecommunication services statewide in California pursuant to D.08-04-046.

⁴ U-6363-C: Broadview Networks, Inc. is currently authorized to provide interexchange services statewide in California and local exchange services within the service territories of AT&T, Frontier, and Consolidated Communications pursuant to D.00-09-028.

⁵ U-5560-C: Business Telecom, LLC is currently authorized to provide resold interexchange services statewide in California pursuant to D.95-11-038.

⁶ U-5532-C: CTC Communications Corp. is currently authorized to provide resold interexchange services statewide in California pursuant to D.95-11-038.

8. DeltaCom, LLC (U-5760-C), an Alabama limited liability company;⁷
9. LDMI Telecommunications, LLC (U-5837-C), a Michigan limited liability company;⁸
10. MassComm, LLC (U-7176-C), a New York limited liability company;⁹
11. McLeodUSA Telecommunications Services, LLC (U-5712-C), an Iowa limited liability company;¹⁰
12. PAETEC Communications, LLC (U-6097-C), a Delaware limited liability company;¹¹
13. Talk America, LLC (U-5535-C), a Delaware limited liability company;¹²

⁷ U-5760-C: DeltaCom, LLC is currently authorized to provide resold interexchange services statewide in California pursuant to D.97-05-026.

⁸ U-5837-C: LDMI Telecommunications, LLC is currently authorized to provide interexchange services statewide in California pursuant to D.97-09-021.

⁹ U-7176-C: MassComm, LLC is currently authorized to provide to provide resold local exchange services within the service territories of AT&T and Frontier pursuant to D.10-02-022.

¹⁰ U-5712-C: McLeodUSA Telecommunications Services, LLC is currently authorized to provide (1) resold and limited facilities-based competitive local exchange services within the service territories of AT&T, Frontier, and Consolidated Communications pursuant to D.01-05-055 and (2) resold interexchange services statewide in California pursuant to D.96-12-021.

¹¹ U-6097-C: PAETEC Communications, LLC is currently authorized to provide (1) local exchange services within the service territories of AT&T, Frontier, and Consolidated Communications pursuant to D.98-12-083 as amended by D.99-02-004 and (2) interexchange services statewide in California pursuant to D.98-09-049.

¹² U-5535-C: Talk America, LLC is currently authorized to provide (1) interexchange services statewide in California pursuant to D.95-11-037 and (2) local exchange services within the service territories of AT&T and Frontier pursuant to D.98-07-020.

14. Windstream Communications, LLC (U-6985-C, U-1559-C), a Delaware limited liability company;¹³

15. Windstream New Edge, LLC (U-6226-C), a Delaware limited liability company;¹⁴

16. Windstream Norlight, LLC (U-7079-C), a Kentucky limited liability company;¹⁵ and

17. Windstream NuVox, LLC (U-7214-C), a Delaware limited liability company (collectively the Windstream Licensees).¹⁶

No party filed a protest or response to the Application. Commissioner Mathew Baker and Administrative Law Judge Andrea D. McGary were assigned to the proceeding on June 21, 2024.

On July 22, 2024, *Administrative Law Judge's Ruling Setting Remote Prehearing Conference & Prehearing Conference Statement Deadline* was issued, setting a prehearing conference (PHC) for August 2, 2024 and requesting supplemental corporate financial ability information for joint Applicants Uniti Group, Windstream Holdings II, and Windstream Parent (July 22nd Ruling). The July

¹³ U-6985-C, U-1559-C: Windstream Communications, LLC is currently authorized to provide (1) interexchange services statewide in California pursuant to D.06-02-038 under CPCN U-6985-C and (2) VoIP services in California under CPCN U-1559-C.

¹⁴ U-6226-C: Windstream New Edge, LLC is currently authorized to provide (1) resold and limited facilities-based local exchange services within the service territories of AT&T, Frontier, and Consolidated Communications and resold interexchange services statewide in California pursuant to D.99-12-048 and (2) facilities-based interexchange services in California pursuant to D.99-08-053.

¹⁵ U-7079-C: Windstream Norlight, LLC is currently authorized to provide interexchange services statewide in California pursuant to D.08-04-045.

¹⁶ U-7214-C: Windstream NuVox, LLC is currently authorized to provide local exchange services within the service territories of AT&T, Frontier, and Consolidated Communications pursuant to D.11-05-040.

22nd Ruling also requested Applicants supplement and clarify Exhibit D (*Organizational and Qualification Documentation*) to A.24-06-002. Joint Applicants responsive supplemental information was filed on July 30, 2024.¹⁷

A PHC was held on August 2, 2024, to address the issues of law and fact, determine the need for hearing, set the schedule for resolving the matter, and to address other matters as necessary. During the PHC, ALJ McGary ordered Applicants to provide supplemental information to clarify the record as to 1) the name of the current direct parent of the Windstream Licensees, 2) the name of the post-merger proposed direct parent of the Windstream Licensees, and 3) and the name of the post-merger indirect parent of the Windstream Licensees if the Commission granted the authorization requested in A.24-06-002.¹⁸

¹⁷ See *Prehearing Conference Statement of Joint Applicants* and its Attachment 1 (*Financial Documentation of Uniti Group, Inc.*), Attachment 2 (*Financial Documentation of Windstream Holdings II, LLC*), Attachment 3 (*Proforma Financial Information of the Combined Company*), Updated Exhibit A (*Pre-Closing Organization Structure Charts*), Updated Exhibit B (*Post-Closing Organization Chart*), and Supplement to Exhibit D (*Organization and Qualification Documents for Windstream Parent, Inc.*) (July 30, 2024) (July 30, 2024 Joint PHC Statement).

¹⁸ See *Reporter's Transcript* of August 2, 2024 Prehearing Conference Virtual Proceeding at 14:17-16:17 (August 12, 2024).

Applicants further supplemented the record on July 30, 2024,¹⁹ August 28, 2024,²⁰ and April 4, 2025,²¹ respectively to partially address errors or omissions, and amend its proposed holding company structuring to facilitate the proposed transaction.

On April 14, 2025, Applicants filed *Motion of Joint Applicants For Status Conference* (STC Motion). On May 1, 2025, ALJ McGary granted the STC Motion, in part,²² set a status for May 12, 2025, and ordered Joint Applicants to supplement the record with current direct and indirect ownership information, public purpose program surcharge fee status, and user fee status information for each of the Windstream Licensees (May 1st Ruling).²³ Joint Applicants responsive

¹⁹ See July 30, 2024 Joint PHC Statement at Attachment 1 (*Financial Documentation of Uniti Group, Inc.*), Attachment 2 (*Financial Documentation of Windstream Holdings II, LLC*), Attachment 3 (*Proforma Financial Information of the Combined Company*), Updated Exhibit A (*Pre-Closing Organization Structure Charts*), Updated Exhibit B (*Post-Closing Organization Chart*), and Supplement to Exhibit D (*Organization and Qualification Documents for Windstream Parent, Inc.*).

²⁰ See August 28, 2024 Compliance Filing of Windstream Holdings II, LLC, Windstream Parent, Inc., and The Windstream Licensees (August 28, 2024 Supplement).

²¹ See April 4, 2025 Amendment to Compliance Filing of Windstream Holdings II, LLC, Windstream Parent, Inc., and the Windstream Licensees (April 4, 2025 Amendment).

²² Applicants moving papers excluded significant portions of the A.24-06-002 record and procedural history, including but not limited to A) the suspension period and/or any historic information regarding 1) Windstream Communications, LLC (U-6985-C) Advice Letter 36 (May 28, 2024) and 2) Windstream Communications, LLC (U-6985-C) Advice Letter 36-A (June 28, 2024); B) Joint Applicants' March 20, 2025 (9:00 a.m.) ex parte meeting with assigned Commissioner Matthew Baker's Office and C) Applicants' April 7, 2025 amendments and supplements to the proceeding record.

²³ See *Administrative Law Judges Ruling on Motion of Joint Applicants for Status Conference & Setting Status Conference Statement Deadline* (May 1, 2025).

information was filed May 9, 2025 as part of their *Joint Status Conference Statement* (STC Statement).²⁴

1.1. The Proposed Transaction

The original June 5, 2024 Application proffered that the Windstream Licensees were held by ultimate parent Non-Licensee Applicant Windstream Holdings II, LLC. Non-Licensee Applicants Uniti Group, Inc. and Windstream Holdings II, LLC sought to enter into a merger agreement which provided, in part, for the merger of Applicants Uniti Group and Windstream Holdings, II, into newly formed Applicant Windstream Parent.²⁵ When fully consummated, Windstream Holdings II was to become a subsidiary of Windstream Parent and Windstream Parent would acquire indirect control of the 14 Windstream Licensees (Application).²⁶ Joint Applicants' subsequent amendments and supplements to the A.24-06-002 record, clarified that during the pendency of this proceeding, New Windstream, LLC replaced Windstream Holdings II as the current indirect parent of the 14 Windstream Licensees, effective January 13, 2025

²⁴ The STC Statement supplemented the A.24-06-002 record regarding:

- Direct Parent and Indirect Parent of each Windstream Licensee at the time of the original June 5, 2024 Application filing date.
- Direct Parent and Indirect Parent of each Windstream Licensee as of April 30, 2025.
- Status of Public Purpose Program Surcharges and User Fees assessed, collected, reported and remitted to the Commission for each Windstream Licensee as of April 30, 2025.
- Direct Parent and Indirect Parent of each Windstream Licensee following the proposed transfer of control after consummation of the merger of Applicants Uniti Group and Windstream Holdings II into Applicant Windstream Parent.

²⁵ Application at 2 and footnote 3.

²⁶ Application at 1-2.

following approvals obtained through the Commission's Tier II Advice Letter process.²⁷ Accordingly, as amended, the Applicants currently seek Commission authority to complete the proposed merger whereby New Windstream, LLC would become a subsidiary of Windstream Parent and Windstream Parent would acquire indirect control of the 14 Windstream Licensees. Applicants proposed transaction does not involve an assignment of licenses, certificates, assets, or customers by the Windstream Licensees.²⁸

Pursuant to Public Utilities (Pub. Util.) Code Section 854, Commission authorization is required for the proposed transfer of indirect ownership of the Windstream Licensees in this A.24-06-002 proceeding.

2. Submission Date

This matter was submitted on June 20, 2025 following the Commission's final review of the pleadings filed and the record of this A.24-06-002 proceeding.

3. Jurisdiction

As detailed above, each of the Windstream Licensees is a telephone corporation which holds a certificate of public convenience and necessity

²⁷ See April 4, 2025 Amendment. See also STC Statement at 3 and Attachment 1. See also Commission Advice Letter 55 (American Telephone Company, LLC (U-7082-C)); Advice Letter 69 (Broadview Networks Inc. (U-6363-C)); Advice Letter 103 (Business Telecom, LLC (U-5560-C)); Advice Letter 57 (CTC Communications Corp. (U-5532-C)); Advice Letter 99 (DeltaCom, LLC (U-5760-C)); Advice Letter 65 (LDMI Telecommunications, LLC (U-5837-C)); Advice Letter 67 (MassComm, LLC (U-7176-C)); Advice Letter 86 (McLeodUSA Telecommunications Services, LLC (U-5712-C)); Advice Letter 259 (PAETEC Communications, LLC (U-6097-C)); Advice Letter 228 (Talk America, LLC (U-5535-C)); Advice Letter 36-A (Windstream Communications, LLC (U-6985-C, U-1559-C)); Advice Letter 98 (Windstream New Edge, LLC (U-6226-C)); Advice Letter 39 (Windstream Norlight, LLC (U-7079-C)); and Advice Letter 57 (Windstream NuVox, LLC (U-7214-C)).

²⁸ Application at 2. See also Appendix A (*Pre- and Post Transfer Organizational Charts*) attached to the instant Decision.

(CPCN) authorizing it to provide the specific telecommunication services granted by its CPCN including competitive local exchange services in the service territories of AT&T, Frontier, and Consolidated Communications, interexchange services throughout California, and VoIP services throughout California.

After the proposed transfer of each of the Windstream Licensees to Windstream Parent is completed, control of the CPCN will effectively transfer to Windstream Parent and Windstream Parent agrees to be subject to the Commission's authority for indirectly controlling Windstream Licensees. Neither Windstream Holdings, Uniti Group, Windstream Parent, nor the Windstream Licensees have a gross annual California revenues of \$500 million.²⁹

Pursuant to Pub. Util. Code Section 854, Commission authorization is required for the proposed transfer of indirect ownership of the Windstream Licensees to Windstream Parent.

4. Issues Before the Commission

The issues to be determined or otherwise considered are:

1. Whether Joint Applicants' request for Windstream Parent, to acquire indirect control of the 14 Windstream Licensees is in compliance with all Commission and statutory requirements, including but not limited to compliance with Pub. Util. Code Section 854.

5. Standard of Review under Pub. Util. Code Section 854

Joint Applicants seek approval of the transaction pursuant to Pub Util. Code Section 854(a) which requires Commission authorization before a public

²⁹ *Id.* at 3, footnote 6.

utility may “merge, acquire, or control either directly or indirectly any public utility organized and doing business in this state.” The purpose of this and related code sections is to enable the Commission, before any transfer of public utility authority is consummated, to review the proposal and to take such action, as a condition of the transfer, as the public interest may require.³⁰

The Commission has broad discretion under Pub Util. Code Section 854 to approve or reject a proposed transaction. If necessary and appropriate, the Commission may attach conditions to approval of a transaction to protect and promote the public interest.³¹

5.1. The Public Interest

The primary question in a transfer of control proceeding under Pub Util. Code Section 854(a) is whether a transaction will be in the public interest.

As a result of the proposed transaction, the Windstream Licensees will continue to operate and contribute to California’s competitive telecommunications marketplace. The transaction will also not affect each of Windstream Licensees’ ability to meet its public utility obligations. Each of the Windstream Licensees’ operations will remain the same without interruption of services.³² Therefore, we find that the transfer of indirect control of each Windstream Licensee to Windstream Parent, Inc. is in the public interest.

³⁰ See *San Jose Water Co.* (1916) 10 CRC 56.

³¹ *Ibid.*

³² Application at 3 and 12-14.

5.2. CPCN Criteria

When a company that does not possess a CPCN desires to acquire control of a company or companies that do possess a CPCN, the Commission will apply the same requirements to the acquiring company as would be applied to an initial applicant seeking the type of CPCN held by the company being acquired. An applicant who desires to operate as a provider of competitive local exchange services, interexchange services, and fixed interconnected voice over internet protocol services must demonstrate that it has met the financial, technical qualifications, certification, and the California Environmental Quality Act of 1970, as amended under Public Resources Code Sections 21000, et seq. (CEQA) requirements of a CPCN holder discussed below.

5.2.1. Financial Qualifications

To be granted a CPCN, an applicant for authority to provide competitive local exchange services, interexchange services, and fixed interconnected voice over internet protocol services must demonstrate that it has minimum of \$100,000 cash equivalent, reasonably liquid and readily available to meet the firm's start-up expenses.³³ An applicant must also demonstrate that it has \$25,000 to cover all deposits required by local exchange carriers (LECs) and/or interexchange carriers (IECs) in order to provide the proposed service.³⁴

³³ D.24-11-003 at 54-56, Appendix F.

³⁴ *Id.* at 54, Appendix F.

Windstream Parent satisfies this requirement with audited balance sheets and income financial statements for the Joint Applicants.³⁵

5.2.2. Technical Qualifications

An acquiring entity must also make a reasonable showing of technical expertise in telecommunications or a related business.³⁶ Windstream Parent proposes to retain the existing longer-term “skilled” management of each Windstream Licensee. Joint Applicants also provided biographies of Uniti Group’s senior management and board of directors who are expected to become senior management and board members of newly formed Windstream Parent after the merger is completed³⁷ The disclosed personnel have extensive corporate experience and, in some instances, decades of expertise in the telecommunications industry, including but not limited to:

Name	Uniti Group Title
Daniel Heard	Executive Vice President, General Counsel and Secretary
Michael Friloux	Executive Vice President and Chief Technology Officer
Jennifer Ragsdale	Senior Vice President and Chief Administrative Officer
Rick Chura	Vice President and Chief Information Officer
Ronald J. Mudry	Chief Revenue Officer and President of Leasing
Cathy De La Garza	Senior Vice President and Chief Development Officer

Windstream Parent has demonstrated the requisite sufficient technical expertise and training to operate as a telecommunications provider.

³⁵ See July 30, 2024 Joint PHC Statement at 3-4 and Attachment 1 (*Financial Documentation of Uniti Group, Inc.*), Attachment 2 (*Financial Documentation Of Windstream Holdings II, LLC*), Attachment 3 (*Pro Forma Documentation of the Combined Company*).

³⁶ See Commission Rule 2.1(d) and D.95-12-056.

³⁷ Application at 10 and Exhibit E (*Biographies of Key Personnel*).

5.2.3. Certification Requirements

As required, Windstream Parent. attested that no affiliate, officer, director, partner, agent or owner (directly or indirectly) of more than 10 percent of acquiring company, or any person acting in management capacity for that company, has:

(a) held one of these positions with a company that filed for bankruptcy; (b) been personally found liable, or held one of these positions with a company that has been found liable, for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (c) been convicted of a felony; (d) been (to his/her knowledge) the subject of a criminal referral by judge or public agency; (e) had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction; (f) personally entered into a settlement, or held one of these positions with a company that has entered into settlement of criminal or civil claims involving violations of [Sections] 17000 *et seq.*, [Sections] 17200 *et seq.*, or [Sections] 17500 *et seq.* of the California Business & Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; or (g) been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; or (h) entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general.³⁸

Also, to the best of Windstream Parent's knowledge, neither Windstream Parent nor any affiliate, officer, director, partner, or owner of more than 10 percent of Windstream Parent, or any person acting in such capacity whether or

³⁸ D.13-05-056; D.24-11-003.

not formally appointed, is being, or has been investigated by the FCC, or any law enforcement or regulatory agency for failure to comply with any law, rule, or order. Therefore, Windstream Parent meets the certification requirements.

5.3. California Environmental Quality Act (CEQA)

In circumstances where telecommunications providers seek to construct or install facilities, CEQA requires the Commission to act as the designated lead agency, and to assess the potential environmental impact of the project³⁹ to ensure that adverse effects are avoided, alternatives are investigated, and environmental quality is restored or enhanced to the fullest extent possible.

The indirect transfer of control that is the subject of this application proposes no new construction and requests no authority for future construction; it is merely a 'paper transaction,' with no potential to have any significant impact on the environment.⁴⁰ Accordingly, the application is exempt from review under CEQA. Windstream Parent must submit a new application should it propose construction of facilities other than those within the specific competitive local exchange services, interexchange services, and interconnected voice over internet protocol services authority granted to each of the Windstream Licensees as specified in the under the below utility identification numbers:

U-7082-C: American Telephone Company, LLC

U-6363-C: Broadview Networks, Inc

³⁹ A project is defined as any "activity which may cause either a direct physical change in the environment, or a reasonably foreseeable indirect physical change in the environment." See California Public Resources Code, Section 21065.

⁴⁰ See Application at 12. See also Cal. Code Regs., Title 14 § 15061(b)(3) CEQA exemption provisions.

U-5560-C: Business Telecom, LLC

U-5532-C: CTC Communications Corp.

U-5760-C: DeltaCom, LLC

U-5837-C: LDMI Telecommunications, LLC

U-7176-C: MassComm, LLC

U-5712-C: McLeodUSA Telecommunications Services, LLC

U-6097-C: PAETEC Communications, LLC

U-5535-C: Talk America, LLC

U-6985-C & U-1559-C: Windstream Communications, LLC

U-6226-C: Windstream New Edge, LLC

U-7079-C: Windstream Norlight, LLC

U-7214-C: Windstream NuVox, LLC

5.4. Conclusion

As discussed above, the proposed transfer of indirect control of the Windstream Licensees to Windstream Parent is in the public interest, meets the requirements for the Commission to grant CPCN authority to provide competitive local exchange services, interexchange services, and fixed interconnected voice over internet protocol services in California, VoIP services in California, and is exempt from CEQA. We therefore grant the Application pursuant to Pub. Util. Code Section 854(a).

6. Summary of Public Comment

Rule 1.18 allows any member of the public to submit written comment in any Commission proceeding using the “Public Comment” tab of the online Docket Card for that proceeding on the Commission’s website. Rule 1.18(b) of

the Commission's Rules of Practice and Procedure requires that relevant written comment submitted in a proceeding be summarized in the final decision issued in that proceeding. No comments were received.

7. Procedural Matters

Pursuant to D.24-11-003 and General 66-D, all financial documents are granted three-years of confidential treatment. Applicants have not filed any non-public documents in this proceeding that require confidential treatment.

This decision affirms all rulings made by the Administrative Law Judge and assigned Commissioner in this proceeding. All motions not ruled on are deemed denied.

8. Comments on Proposed Decision

This is an uncontested matter in which the decision grants the relief requested. Accordingly, pursuant to Section 311(g)(2) of the Public Utilities Code and Rule 14.6(c)(2), the otherwise applicable 30-day period for public review and comment is waived.

9. Assignment of Proceeding

Matthew Baker is the assigned Commissioner and Andrea D. McGary is the assigned Administrative Law Judge in this proceeding.

Findings of Fact

1. Windstream Licensees are telephone corporations and holders of individual Commission CPCN(s), authorizing each to provide the telecommunication services granted in their specific licenses, including competitive local exchange services in the service territories of AT&T, Frontier, and Consolidated Communications, interexchange services throughout California, and VoIP services throughout California.

2. A.24-06-002 was filed on June 25, 2024 and seeks Commission authorization for Applicant Windstream Parent to acquire indirect control the Windstream Licensees by a proposed merger transaction between Joint Applicants Uniti Group, Windstream Holdings, and Windstream Parent.

3. At the time A.24-06-002 was jointly filed on June 5, 2024 by Uniti Group, Windstream Holdings II, Windstream Parent and the Windstream Licensees, Windstream Holdings II was the indirect parent of Windstream Licensees.

4. Effective January 13, 2025 and pursuant to fourteen separate Commission approved Tier II Advice Letters, New Windstream became the indirect of the Windstream licensees as part of a reorganization.

5. The proposed transaction will transfer indirect control of the Windstream Licensees from New Windstream to Windstream Parent.

6. Following the proposed transfer, the Windstream Licensees will continue to operate as public utilities providing telecommunications services pursuant to their CPCNs.

7. No protests were filed.

8. No party to the proposed transaction has gross annual California revenues in excess of \$500 million.

9. The proposed transfer of control is a parent-level transaction, therefore: (1) customers will experience no changes in day-to-day operations of the Windstream Licensees and (2) the transaction will be transparent to customers of the Windstream Licensees.

10. The proposed transaction will not result in any changes to the services provided by the Windstream Licensees; or to rates, terms, or conditions of service.

11. The proposed transaction will not have an adverse impact on competition in the marketplace.

12. The proposed transaction will not have an adverse impact on the public interest.

13. The proposed transaction will have no significant effect on the environment.

14. The proposed transaction will not have an adverse impact on safety.

15. Joint Applicants have filed financial documents showing they meet the Commission's financial requirements for a CPCN.

16. Joint Applicants have met the requirements for a transfer of a CPCN pursuant to Pub. Util. Code Section 854(a).

Conclusions of Law

1. Pub. Util. Code Section 854(a) provides that no person or corporation shall merge, acquire, or directly or indirectly control a public utility organized and doing business in California without first securing authorization from the Commission.

2. The proposed transaction constitutes a change of control within the meaning of Pub. Util. Code Section 854(a).

3. The standard to determine if a transfer of control should be granted under Pub. Util. Code Section 854(a) is whether the transaction would be adverse to the public interest.

4. In a request for a transfer of control, the prospective owner must satisfy the same requirements as those imposed on the CPCN holder. The two major criteria are financial resources and managerial and technical expertise.

5. Windstream Parent, Inc. meets the financial requirements for a CPCN.

6. Windstream Parent, Inc. meets the managerial and technical requirements for a CPCN.

7. Windstream Parent, Inc. meets the certification requirements for a CPCN.

8. Joint Applicants have met the Commission's requirements for approval of the transfer of control applicable to the proposed transaction.

9. Pub. Util. Code Section 854(b) and (c) do not apply to this transaction

10. This transfer of control application is not subject to CEQA.

11. The indirect transfer of control of American Telephone Company LLC (U7082C), Broadview Networks, Inc. (U6363C), Business Telecom, LLC (U5560C), CTC Communications Corp. (U5532C), DeltaCom, LLC (U5760C), LDMI Telecommunications, LLC (U5837C), MassComm, LLC (U7176C), McLeodUSA Telecommunications Services, LLC (U5712C), PAETEC Communications, LLC (U6097C), Talk America, LLC (U5535C), Windstream Communications, LLC (U6985C, U1559C), Windstream New Edge, LLC (U6226C), Windstream Norlight, LLC (U7079C) and Windstream NuVox, LLC (U7214C) to Windstream Parent, Inc. is not adverse to the public interest.

12. The indirect transfer of control of American Telephone Company LLC (U7082C), Broadview Networks, Inc. (U6363C), Business Telecom, LLC (U5560C), CTC Communications Corp. (U5532C), DeltaCom, LLC (U5760C), LDMI Telecommunications, LLC (U5837C), MassComm, LLC (U7176C),

McLeodUSA Telecommunications Services, LLC (U5712C), PAETEC Communications, LLC (U6097C), Talk America, LLC (U5535C), Windstream Communications, LLC (U6985C, U1559C), Windstream New Edge, LLC (U6226C), Windstream Norlight, LLC (U7079C) and Windstream NuVox, LLC (U7214C) to Windstream Parent, Inc. should be approved pursuant to Public Utilities Code Section 854(a).

13. All rulings made by the Administrative Law Judge and assigned Commissioner in this proceeding should be affirmed.

14. All motions not ruled on should be denied.

15. Application 24-06-002 should be closed.

O R D E R

IT IS ORDERED that:

1. The indirect transfer of control American Telephone Company LLC (U7082C), a New York limited liability company; Broadview Networks, Inc. (U6363C), a New York corporation; Business Telecom, LLC (U5560C), a North Carolina limited liability company; CTC Communications Corp. (U5532C), a Massachusetts limited liability company; DeltaCom, LLC (U5760C), an Alabama limited liability company; LDMI Telecommunications, LLC (U5837C), a Michigan limited liability company; MassComm, LLC (U7176C), a New York limited liability company; McLeodUSA Telecommunications Services, LLC (U5712C), an Iowa limited liability company; PAETEC Communications, LLC (U6097C), a Delaware limited liability company; Talk America, LLC (U5535C), a Delaware limited liability company; Windstream Communications, LLC (U6985C, U1559C), a Delaware limited liability company; Windstream New

Edge, LLC (U6226C), a Delaware limited liability company; Windstream Norlight, LLC (U7079C), a Kentucky limited liability company; and Windstream NuVox, LLC (U7214C), a Delaware limited liability company to Windstream Parent, Inc., a Delaware corporation, is approved pursuant to Public Utilities Code Section 854(a) and upon the terms and conditions set forth in this decision and its Appendix A (*Pre and Post Transfer Organizational Charts*).

2. American Telephone Company LLC (U7082C); Broadview Networks, Inc. (U6363C); Business Telecom, LLC (U5560C); CTC Communications Corp. (U5532C); DeltaCom, LLC (U5760C); LDMI Telecommunications, LLC (U5837C); MassComm, LLC (U7176C); McLeodUSA Telecommunications Services, LLC (U5712C); PAETEC Communications, LLC (U6097C); Talk America, LLC (U5535C); Windstream Communications, LLC (U6985C, U1559C); Windstream New Edge, LLC (U6226C); Windstream Norlight, LLC (U7079C); and Windstream NuVox, LLC (U7214C) shall continue to be bound by the terms and conditions imposed by each of their Certificates of Public Convenience and Necessity.

3. All rulings made by the Administrative Law Judge and assigned Commissioner in this proceeding are affirmed.

4. All motions not ruled on are denied.

5. Application 24-06-002 is closed.

This order is effective today.

Dated _____, 2025 at San Francisco, California

APPENDIX A