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**BEFORE THE
PUBLIC SERVICE COMMISSION OF UTAH**

In the Matter of the Joint Application of

**Broadview Networks Holdings, Inc., and
Broadview Networks, Inc.**

and

Windstream Holdings, Inc.

for Approval to Transfer Indirect Control
of Broadview Networks, Inc.

JOINT APPLICATION FOR APPROVAL
TO
TRANSFER INDIRECT CONTROL

Docket No. _____

JOINT APPLICATION FOR APPROVAL TO TRANSFER INDIRECT CONTROL

Broadview Networks Holdings, Inc. (“Broadview Holdings”); Broadview Networks, Inc. (“Broadview Networks”); and Windstream Holdings, Inc. (“Windstream”) (collectively, the “Applicants”), through their undersigned counsel, submit this Application pursuant to Utah Code Ann. §§ 54-4-28 and 54-4-29 and the rules of the Public Service Commission of Utah (the “Commission”), including R746-349-7. Applicants request Commission approval to complete a transaction whereby Windstream will acquire indirect control of the Broadview Networks. In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Windstream

Windstream is a Delaware corporation headquartered at 4001 Rodney Par-ham 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, a Delaware limited liability company 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.

In Utah, Windstream’s regulated subsidiaries hold the following authorizations:

1. McLeodUSA Telecommunications Services, LLC is authorized to provide local exchange and interexchange telecommunications services pursuant to authority issued in Docket No. 98-2249-01 on May 19, 1998.
2. PAETEC Communications, LLC is authorized to provide local exchange and interexchange telecommunications services pursuant to authority issued in Docket No. 04-2441-01 on March 30, 2005.
3. Windstream Communications, LLC is authorized to provide interexchange telecommunications services pursuant to notice dated December 23, 2005.
4. Windstream NTI, LLC is authorized to provide interexchange telecommunications services pursuant to notice dated November 3, 1995.
5. Windstream NuVox, LLC is authorized to provide local exchange telecommunications services pursuant to authority issued in Docket No. 11-2538-01 on March 29, 2011.
6. EarthLink Business, LLC, a Delaware limited liability company, is authorized to provide local exchange and interexchange services pursuant to authority granted by the Commission in 99-2287-01.

7. DeltaCom, LLC, an Alabama limited liability company, is authorized to provide: long distance services pursuant to a Registration.
8. Business Telecom, LLC, a North Carolina limited liability company, is authorized to provide: long distance services pursuant to a Registration.
9. CTC Communications Corp., a Massachusetts corporation, is authorized to provide: long distance services pursuant to a Registration.

The combined operations of Windstream's subsidiaries currently have approximately 2.1 million access lines and approximately \$5.39 billion in annual revenues nationwide as of the year end FY2016.¹ 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. Broadview

Broadview Holdings is a privately held Delaware corporation with principal offices located at 800 Westchester Avenue, Suite N501, Rye Brook, New York 10573. Broadview Holdings does not provide telecommunications services in its own right. It owns and operates a number of telecommunications providers in the District of Columbia and all states, except Alaska, many of which also hold authority from the FCC to provide domestic interstate and international telecommunications services. Broadview Holdings, together with its subsidiaries (collectively, "Broadview"), is a network-based electronically integrated communications provider which serves small and medium-sized businesses. In Utah, a subsidiary of Broadview, [?] Broadview Networks, Inc., a New York corporation, is authorized to provide interexchange and local exchange services pursuant to Commission authority granted in Docket No. 09-2514-01 on November 25, 2009.

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

II. DESIGNATED CONTACTS

Questions, correspondence or other communications concerning this Application should

be directed to:

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III. DESCRIPTION OF THE TRANSACTION

On April 13, 2017, Windstream and Broadview Holdings entered into an Agreement and Plan of Merger (the “Merger Agreement”) pursuant to which, among other things, an indirect subsidiary of Windstream created for the purpose of effectuating the transaction (“MergerSub”) will

be merged with and into Broadview Holdings, with Broadview Holdings continuing as the surviving corporation (the “Transaction”). As a result of the Transaction, Windstream will be the new ultimate parent company of Broadview Holdings and Broadview Networks. This change in ultimate control does not involve a transfer of operating authority, assets or customers, and the Transaction is expected to be virtually seamless to end user customers. The current customers of the Broadview Networks will remain customers of Broadview Networks following the Transaction. Accordingly, customers will continue to enjoy the same rates, terms and conditions of service as they do prior to closing. Immediately following consummation of the Transaction, Broadview Networks will continue to offer the same services, rates, terms and conditions pursuant to its existing authorization, and the only material change resulting from the Transaction will be that Broadview Networks will ultimately will be indirectly owned by Windstream, and subsequently may change its name to reflect the “Windstream” brand in its name.

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

IV. INFORMATION REQUIRED BY R746-349-7

Pursuant to R746-349-7, Applicants provide the following information:

a. identification that it is not an ILEC,

Applicants confirm that none of the Applicants or their affiliates serve as an ILEC in Utah.

b. identification that it seeks approval of the Application pursuant to this rule,

Applicants confirm that they seek approval of the Application pursuant to the informal adjudication process set forth in this rule.

c. a reasonably detailed description of the transaction for which approval is sought,

A reasonably detailed description of the transaction is provided in Section III, above.

d. a copy of any filings required by the Federal Communications Commission or

any other state utility regulatory agency in connection with the transaction, and

Applicants will file a Domestic and International Section 214 Application with the FCC. A copy of the Domestic Section 214 Application will be provided to the Utah Commission when it has been filed with the FCC. In connection with this transaction, Applicants also expect to request approval from the utility regulatory agencies (“PUCs”) in the following jurisdictions: California, Colorado, Delaware, the District of Columbia, Georgia, Hawaii, Indiana, Louisiana, Maryland, Minnesota, Mississippi, New Jersey, New York, Ohio, Pennsylvania, Texas, Utah, and West Virginia. Due to the voluminous nature of the state filings, most of which contain the same information, Applicants have only attached as **Exhibit B** a copy of the New York filing requesting approval. Applicants will also provide notice to the PUCs in the following jurisdictions: Connecticut, Idaho, Kentucky, Massachusetts, Montana, Nevada, New Mexico, North Carolina, Rhode Island, South Dakota, and Washington. Due to the voluminous and repetitive nature of the notices to be sent to the PUCs, Applicants have not included copies of the notice filings. Applicants will provide any additional filings or notices at the request of the Commission or the parties to this docket.

- e. **copies of any notices, correspondence or orders from any federal agency or any other state utility regulatory agency reviewing the transaction which is the subject of the Application.**

Applicants have not yet received any notices, correspondence or orders from any federal agency or PUC reviewing the transaction. To the extent requested by the Commission, Applicants will forward any orders or similar actions granting or denying the request for transfer of control.

V. PUBLIC INTEREST CONSIDERATIONS

A. The Transaction is in the Public Interest

Commission approval of the Transaction will serve the public interest. The telecommunications industry has been and continues to be subject to rapid technological advances, evolving consumer preferences and dynamic changes. The creation of Windstream in 2006 established an

independent, stand-alone, wireline-centric corporation that serves the public interest by focusing squarely on enhancing local broadband services primarily in rural areas. Since its creation, Windstream has expanded its product offering to include IP-based voice and data services, MPLS networking and wave services to enterprise and government agencies. Combining Broadview with Windstream will enable the Broadview Networks to continue to offer and expand a broad range of high quality services, including hosted cloud voice and variety of other cloud services, to small and medium sized business customers. Windstream will help ensure and improve the continuation of the Broadview Networks' ability to deploy and maintain innovative and advanced telecommunications offerings, benefiting Utah consumers and serving the public interest, convenience and necessity.

The efficiencies and economies of scale resulting from the Transaction will improve the combined enterprise's economic position and, thus, its ability to continue to attract financing to invest in and offer new and innovative services. Enabling small and medium-sized carriers to achieve such efficiencies is beneficial since economically stable competitors enhance competition which serves the public interest. The Transaction also will provide each of the Applicants access to the others' advanced network capabilities, technical and financial strengths, and complementary services, which together are expected to strengthen Applicants' ability to provide quality competitive services in the State of Utah. The combined enterprise will have greater economies of scale and scope than the Broadview Holdings subsidiaries would have had operating independently.

Windstream is technically, managerially and financially well-qualified to become the new ultimate owner of Broadview Networks. As noted above, subsidiaries of Windstream currently provide local and/or interexchange telecommunications services throughout the United States, including Utah. For additional detail on the financial, technical and managerial qualifications of Windstream, please see www.windstream.com.

B. The Transaction Will be Seamless to Customers

The Transaction generally will be transparent to customers and, at the time of the Transaction, customers will not experience any immediate changes in services, or rates, terms and conditions of service. Broadview Networks' existing tariffs will not be affected by the Transaction, and will remain in effect (subject to change in the ordinary course of business). Any future changes in rates, terms and conditions of service will be made in accordance with applicable Commission requirements and any future consolidation of the operations into or with other Windstream processes, such that customers would see a change in their service, would be undertaken pursuant to applicable rules and notice requirements.²

C. The Transaction Poses No Competitive Risks

Given the increasingly competitive nature of the communications market, Applicants are seeking to complete the Transaction as soon as possible in order to ensure that customers and Applicants promptly realize the benefits of operating as a combined entity. This Transaction will enhance competition because it will strengthen the Broadview and Windstream certificated entities. Applicants emphasize that the Transaction will not have a negative impact on current Windstream customers or customers of the Broadview Networks.

VI. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience, and necessity would be furthered by the Transaction described above, and respectfully request that the

² The contemplated transfer of control does not raise any slamming concerns or necessitate compliance with FCC or state procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers as it does not involve a change in any customer's existing service provider. Customers will remain with their current telecommunications service provider and will continue to be served under its existing authorization. Accordingly, there are no changes in customers' preferred carrier, and no further filings or authorizations are required under the FCC's carrier selection rules (47 CFR §64.1120) or under similar state rules.

Commission, through an informal adjudication, grant the relief requested in this Application without undue delay.

Respectfully submitted,

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Dated: April 27, 2017

LIST OF EXHIBITS

EXHIBIT A Diagrams of the Pre- and Post-Transactions Corporate Organization Structures

EXHIBIT B New York Application

VERIFICATIONS