

EXHIBIT B

New York Application

**NEW YORK STATE
PUBLIC SERVICE COMMISSION**

In the Matter of the Joint Application of)
)
Broadview Networks Holdings, Inc., and)
)
Broadview Networks, Inc.,)
Broadview NP Acquisition Corp.,)
BridgeCom International, Inc.,)
ATX Licensing, Inc.,)
A.R.C. Networks, Inc.,)
Eureka Telecom, Inc., and)
TruCom Corporation) **Case No. _____**
and)
)
Windstream Holdings, Inc.)
)
for Approval to Transfer Control of)
the Broadview Licensees)

JOINT APPLICATION FOR APPROVAL TO TRANSFER CONTROL

Broadview Networks, Inc. (“Broadview Networks”); Broadview NP Acquisition Corp. (“Broadview NP”); BridgeCom International, Inc. (“BridgeCom”); ATX Licensing, Inc. (“ATX”); A.R.C. Networks, Inc. (“A.R.C.”); Eureka Telecom, Inc. (“Eureka”); and TruCom Corporation (“TruCom”) (together, “Broadview Licensees”); Broadview Networks Holdings, Inc. (“Broadview Holdings”); and Windstream Holdings, Inc. (“Windstream”) (together with Broadview Holdings and Broadview Licensees, “Applicants”), by their counsel and pursuant to Sections 99 and 100 of the New York State Public Service Law, hereby respectfully request authority from the New York Public Service Commission (“Commission”) to complete a transaction whereby Windstream will acquire indirect control of the Broadview Licensees.

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

I. APPLICANTS

A. Windstream

Windstream Holdings, Inc. 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, 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 New York, Windstream’s regulated subsidiaries hold the following authorizations:

1. Intellifiber Networks, Inc. is authorized to provide local exchange and interexchange services pursuant to Commission authority in Case 01-C-0721 (and transfer of control Case 04-C-0360).
2. LDMI Telecommunications, Inc. is authorized to provide interexchange services pursuant to Commission authority in Case 97-C-0018.
3. McLeodUSA Telecommunications, LLC is authorized to provide local exchange and interexchange services pursuant to Commission authority in Case 97-C-0158.
4. Norlight, Inc. is authorized to provide interexchange services pursuant to Commission authority in Case 08-C-0805.
5. Norlight Telecommunications, Inc. is authorized to provide local exchange and interexchange services pursuant to Commission authority in 96-C-0051.

6. Paetec Communications, Inc. is authorized to provide local exchange and interexchange services pursuant to Commission authority in Case 98-C-1136.
7. Talk America, Inc. is authorized to provide local exchange and interexchange services pursuant to Commission authority in Case 92-C-0222.
8. US LEC Communications, LLC is authorized to provide local exchange and interexchange services pursuant to Commission authority in Case 99-C-1442.
9. Windstream Communications, Inc. is authorized to provide interexchange services pursuant to Commission authority in Case 05-C-1631.
10. Windstream New York, Inc. is an incumbent local exchange provider authorized to provide local exchange services within the state of New York (*see* Case No. 05-C-1631 transferring control of Alltel New York, Inc. and changing its name to Windstream New York, Inc.).
11. EarthLink Business, LLC, a Delaware limited liability company, is authorized as a facilities-based common carrier and reseller of telephone service, including local exchange services pursuant to certification granted in Case No. 99-C-1268, as amended to reflect a corporate conversion and name change in Matter No. 12-02253.
12. DeltaCom, LLC, an Alabama limited liability company, is authorized as a reseller of long distance services pursuant to certification in Case No. 94-C-0473, as amended to reflect a corporate conversion and name change in Matter No. 12-02593.
13. Business Telecom, LLC, a North Carolina limited liability company, is authorized as a facilities-based common carrier and reseller of telephone service, including local exchange services pursuant to certification granted in Case Nos. 92-C-0415 and 97-C-0624, as amended to reflect a corporate conversion and name change in Matter No. 15-01254.
14. EarthLink Carrier, LLC, a Delaware limited liability company, is authorized as a reseller of long distance service and as an operator service provider pursuant to certification granted in Case Nos. 07-C-1104 and 07-C-1103, as amended to reflect a corporate conversion and name change in Matter No. 12-02347.
15. CTC Communications Corp., a Massachusetts corporation, is authorized as a facilities-based common carrier and reseller of telephone services, including local exchange services pursuant to certification granted in Case No. 94-C-0970.
16. Lightship Telecom, LLC, a limited liability company, is authorized as a facilities-based common carrier of telephone service, including local exchange service pursuant to certification granted in 00-C-0450.

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 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. The Broadview Licensees hold the following New York authorizations:

1. Broadview Networks, Inc., a New York corporation, is authorized to provide interexchange and local exchange services pursuant to authority granted in Case No. 96-C-0302 on June 19, 1996;
2. Broadview NP Acquisition Corp., a Delaware corporation, is authorized to provide interexchange and local exchange services pursuant to authority granted in Case No. 02-C-0450;
3. BridgeCom International, Inc., a Delaware corporation, is authorized to provide competitive interexchange and local exchange services pursuant to authority granted in Case No. 97-C-1312 on August 19, 1999;

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

4. ATX Licensing, Inc., a Delaware corporation, is authorized to provide competitive telecommunications services pursuant to authority granted in Case No. 92-C-0796;
5. A.R.C. Networks, Inc., a New York corporation, is authorized to provide local exchange and interexchange services pursuant to authority granted in Case No. 96-C-0149 on May 25, 1996;
6. Eureka Telecom, Inc., a Delaware corporation, is authorized to provide local exchange telecommunications services pursuant to authority granted in Case No. 95-C-1100; and
7. TruCom Corporation, a New York corporation, is authorized to provide facilities based competitive interexchange and local exchange services pursuant to authority granted in Case No. 97-C-2028 on November 16, 1997, as amended in Case No. 00-C-1583 on October 2, 2000.

II. 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 the Broadview Licensees. 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 Licensees will remain customers of those entities following the Transaction. Accordingly, customers will continue to enjoy the same rates, terms and conditions of service as they do prior to closing.² Immediately following consummation of the Transaction, the Broadview Licensees will continue to offer the same services, rates, terms and conditions pursuant to

² Any subsequent changes made through the ordinary course of business will be made pursuant to applicable regulatory approval, tariffing, or similar processes.

their existing authorizations, and the only material change resulting from the Transaction will be that these certificated entities ultimately will be indirectly owned by Windstream, and subsequently may change their names to reflect the “Windstream” brand in their names.

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

III. DESIGNATED CONTACTS

The designated contacts for questions concerning this filing are:

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IV. REQUEST FOR APPROVAL

Applicants respectfully request the Commission's approval pursuant to PSL §99(2), which requires approval for a telephone corporation to assign, transfer or lease its operating authority, works or system or any part thereto to another person or corporation, and pursuant to PSL §100, which requires approval for a stock corporation to purchase or acquire, take or hold more than 10 percent (10%) of the voting capital stock issued by any telephone corporation in New York. The Commission has stated that since PSL §99(2) provides no specific approval criteria, approval requires only establishment for a rational basis for the merger³. Under PSL §100, the criterion for approval is whether the "acquisition in in the public interest" and an important factor in that determination is the impact the acquisition will have on competition.

As a result of the Transaction, Windstream will be the new ultimate parent company of Broadview Holdings and the Broadview Licensees. As stated above, 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. Other than the indirect transfer of control of 100% of the Broadview Licensees to Windstream, the Broadview Licensees themselves will not be directly affected by the Transaction and will continue to provide high quality telecommunications service. As demonstrated in this Joint Application, the Transaction satisfies all applicable criteria. The Transaction will enhance competition and will be in the public interest for the reasons set forth herein.

³ See Proceeding on Motion of the Commission as to the Joint Petition of New York Telephone Company, NYNEX Corporation and Bell Atlantic Corporation, NYPSC Opinion 97-8, issued and effective May 30, 1997.

V. PUBLIC INTEREST STATEMENT

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 Licensees 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 Licensees' ability to deploy and maintain innovative and advanced telecommunications offerings, benefitting New York 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 New York. The combined enterprise will have greater

economies of scale and scope than the Broadview Holdings subsidiaries would have had operating independently.

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. The Broadview Licensees' 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.⁴

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 Licensees.

⁴ 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.

VI. QUALITY OF SERVICE

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

The Broadview Licensees will continue to have the managerial, technical, financial, and customer care qualifications to provide high quality telecommunications services to consumers in New York, with enhanced support of experienced managerial, financial and technical resources of Windstream.

VII. FINANCIAL INFORMATION

Upon completion of the Transaction, each of the Broadview Licensees will continue to be financially capable of fulfilling all the requirements as a competitive, non-dominant telecommunications carrier in New York. Windstream is financially well-qualified to become their new ultimate owner and to provide the financial stability for them to succeed in the ever-increasing competitive telecommunications marketplace.


VIII. REQUEST FOR EXPEDITED REVIEW

In order to consummate the Transaction as soon as possible, Applicants request that the Commission grant all relief sought herein as expeditiously as possible, thus allowing Applicants to close the Transaction as soon as practicable and meet critical business objectives. Accordingly, the Applicants respectfully ask the Commission to approve this Application within 90 days of filing or allow approval by operation of law.

IX. CONCLUSION

Based on the foregoing, Applicants respectfully submit that they have demonstrated that the indirect transfer of control of the Broadview Licensees to Windstream satisfy PSL §§99 and 100, pose no competitive risks, and the public interest and convenience will be furthered by Commission approval of the Transaction. Applicants respectfully request that the Commission expeditiously approve the Transaction described herein and grant any other relief deemed necessary and appropriate to affect the indirect transfer of the Broadview Licensees to Windstream.

Respectfully submitted,

By: 

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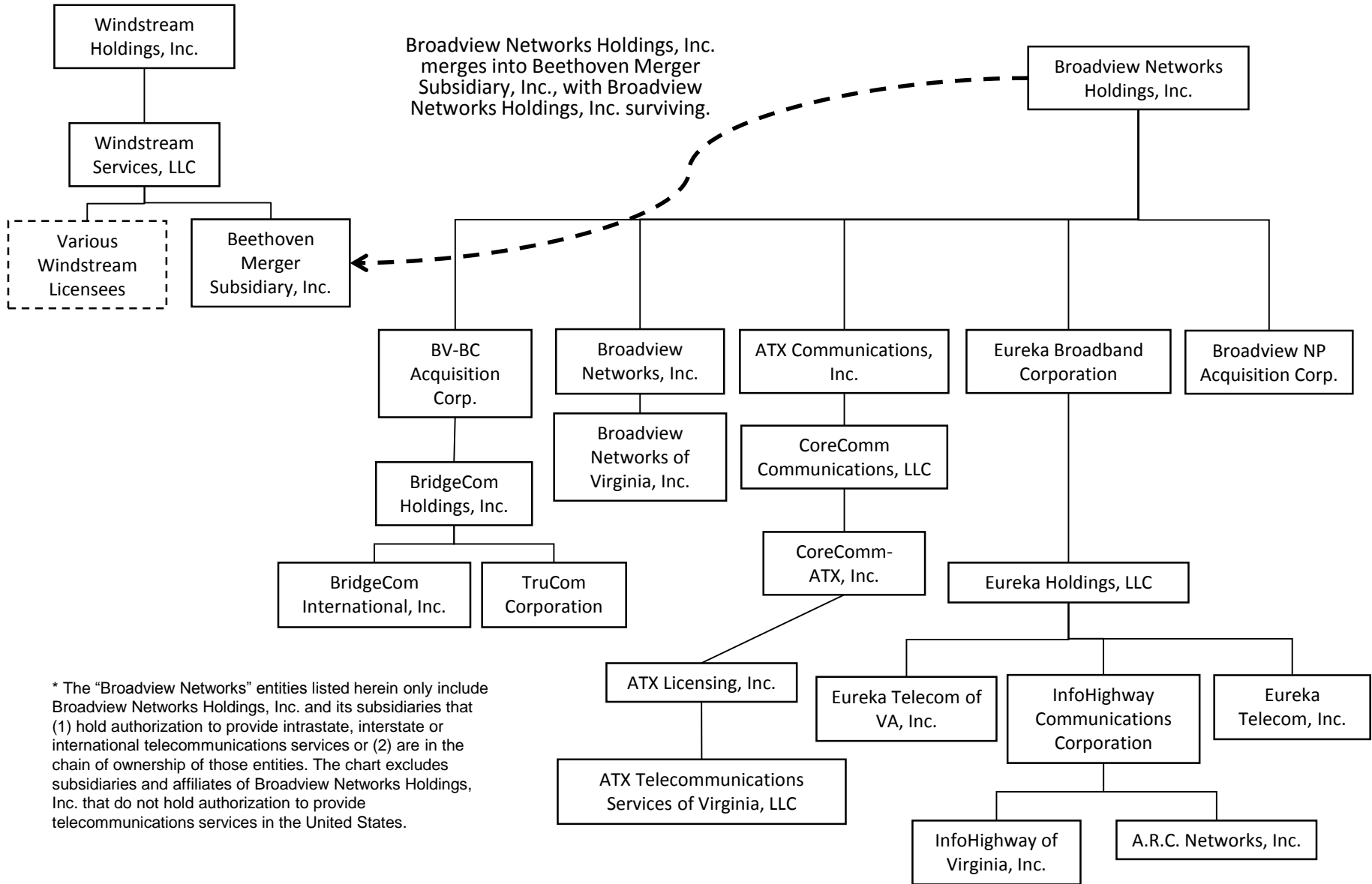
Counsel to the Applicants

Dated: April 26, 2017

EXHIBIT A

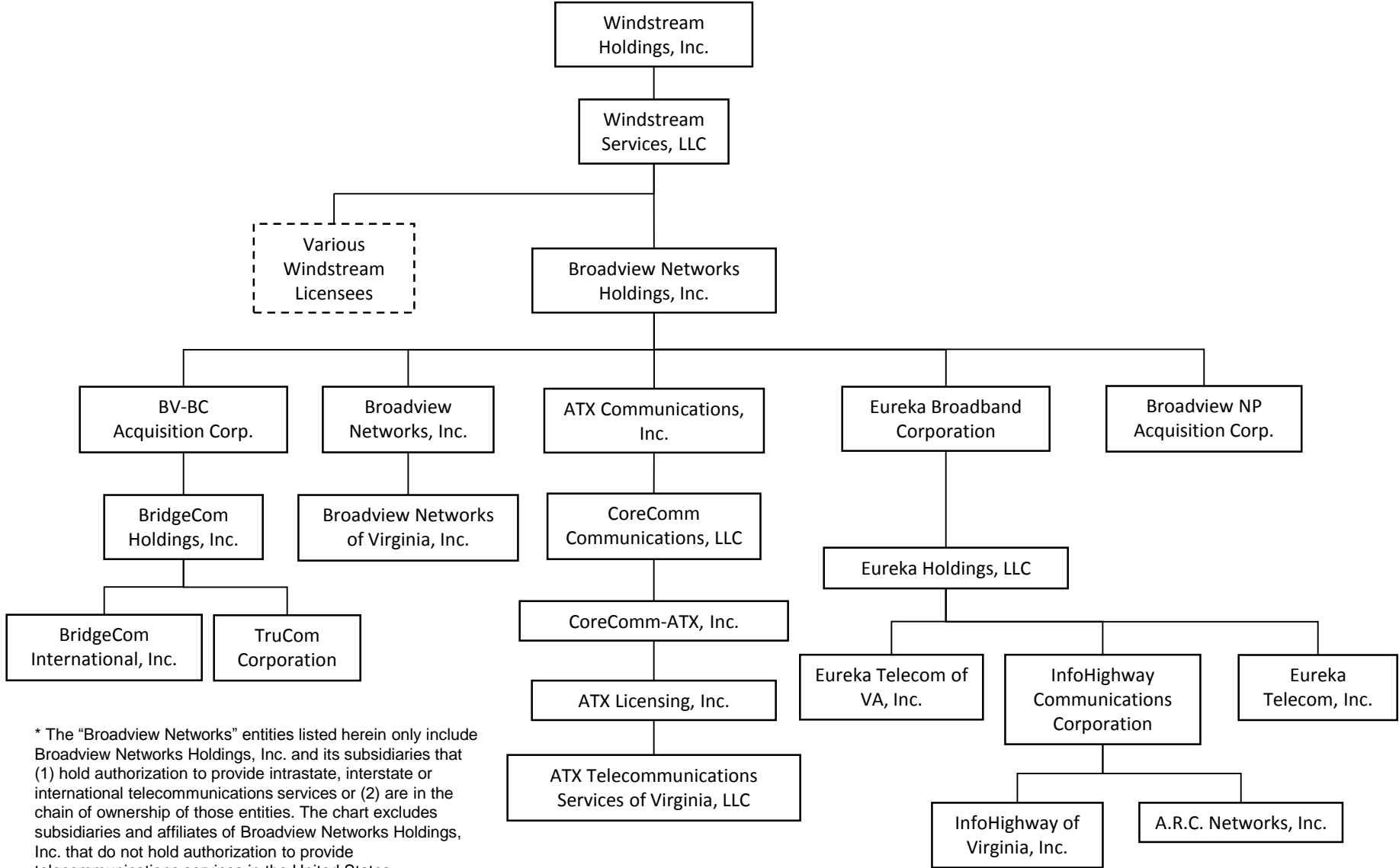
Transaction Charts

Pre-Transaction Corporate Ownership Structure Charts



* The "Broadview Networks" entities listed herein only include Broadview Networks Holdings, Inc. and its subsidiaries that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries and affiliates of Broadview Networks Holdings, Inc. that do not hold authorization to provide telecommunications services in the United States.

Post-Transaction Corporate Ownership Structure Charts



* The "Broadview Networks" entities listed herein only include Broadview Networks Holdings, Inc. and its subsidiaries that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries and affiliates of Broadview Networks Holdings, Inc. that do not hold authorization to provide telecommunications services in the United States.

VERIFICATIONS

STATE OF ARKANSAS
COUNTY OF PULASKI

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§
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VERIFICATION

I, Kristi Moody, state that I am Senior Vice President, Corporate Secretary 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.

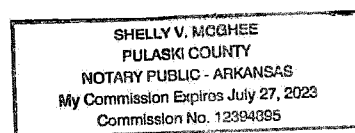


Kristi Moody
Senior Vice President, Corporate Secretary and
General Counsel
Windstream Holdings, Inc.

Sworn and subscribed before me this 13 day of April, 2017.


Notary Public

My commission expires 7-27-2023

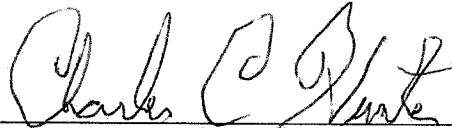


STATE OF NEW YORK
COUNTY OF WESTCHESTER

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§ SS:
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VERIFICATION

I, Charles C. Hunter, state that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc.; that I am authorized to make this Verification on behalf of Broadview Networks Holdings, Inc. and its operating subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Charles C. Hunter
Executive Vice President and General Counsel
Broadview Networks Holdings, Inc.

Sworn and subscribed before me this 21st day of April, 2017.


Notary Public

My commission expires August 31, 2019

CATHERINE M. HANNAN
Notary Public, State of New York
No. 02HA6329739
Qualified in Ostego County
Commission Expires August 31, 2019