

**NEW YORK STATE
PUBLIC SERVICE COMMISSION**

**In the Matter of the Joint Application of
Windstream Holdings II, LLC; Windstream
Services, LLC; American Telephone
Company LLC; Broadview Networks, Inc.;
Business Telecom, LLC; Choice One
Communications of New York, Inc.;
Conversent Communications of New York,
LLC; CTC Communications Corp.;
DeltaCom, LLC; Eureka Telecom, Inc.;
Intellifiber Networks, LLC; LDMI
Telecommunications, LLC; Masscomm,
LLC; McLeodUSA Telecommunications
Services, LLC; PAETEC Communications,
LLC; Talk America, LLC; US LEC
Communications, LLC; Windstream
Communications, LLC; Windstream
FiberNet, LLC; Windstream New Edge,
LLC; Windstream New York, Inc.;
Windstream Norlight, LLC; Windstream
NTI, LLC; and

Uniti Group Inc.; Uniti National LLC; PEG
Bandwidth NY Telephone Corp.; and

Pacific Investment Management Company
LLC; and

Elliott Investment Management L.P.

for Approval to Transfer Indirect Control
of the Windstream Licensees and the Uniti
Licensees**

**Matter No. 24-01255 /
Case No. 24-C-0368**

SECOND SUPPLEMENT

The Applicants (as defined in the Application), by counsel, respectfully submit this Supplement¹ to update the description of the series of post-closing transactions that will result in a *pro forma* change in the direct and indirect ownership of the Windstream Licensees and the Uniti

¹ Capitalized terms not defined herein have the meaning ascribed in the Joint Application.

Licensees (the “*Pro Forma Change*”) that was described in the Supplement filed on March 7, 2025 (the “First Supplement”).

The First Supplement described a *Pro Forma Change* to the intermediate holding company structure between Parent and the Windstream and Uniti Licensees that will take place promptly after the Transaction described in the Application. Since submitting the First Supplement, Applicants have made certain updates to the form of the *Pro Forma Change* and resulting intermediate holding company structure.

As updated, the *Pro Forma Change* will occur promptly following closing of the Transaction through multiple steps including the contribution of the equity of New Windstream Holdings II, LLC (“New Windstream Holdings II”) and a series of mergers including (1) the merger of New Windstream Holdings II, LLC with and into Uniti Group LLC (currently known as Uniti Group Inc.), with Uniti Group LLC surviving the merger; (2) the merger of Uniti Group LP with and into Windstream Services, LLC, with Windstream Services, LLC surviving the merger;² followed by (3) the merger of Uniti Group LP LLC, the former limited partner of Uniti Group LP, into its parent company Uniti Group LLC.³ As a result, the Windstream Licensees will become indirect, wholly owned subsidiaries of Uniti Group LLC and “Holdco LP;” and the Uniti Licensees will become indirect, wholly owned subsidiaries of Windstream Services, LLC, and Uniti Group LP LLC will be removed from their ownership chain. Updated charts depicting the pre- and post-

² In the First Supplement, Uniti Group LP was expected to survive the merger with Windstream Services. Subsequently, the parties determined that Windstream Services would survive the merger.

³ As described in the First Supplement, prior to the mergers, certain subsidiaries of New Windstream Holdings II, LLC, including Broadview Networks, Inc., Choice One Communications of New York, Inc., CTC Communications Corp. and Windstream New York, Inc. may convert from a corporation to a limited liability company. Appropriate filing(s) regarding those conversions will be submitted separately to the Commission.

Pro Forma Change ownership of the Windstream Licensees and Uniti Licensees are attached as Exhibits A and B.

Importantly, these updates impact only the intermediate holding company structure and will not impact ultimate ownership or control of the Windstream Licensees or the Uniti Licensees. Parent will remain the ultimate, indirect parent of both the Windstream Licensees and Uniti Licensees, and Windstream Services, LLC will remain the direct parent of Windstream New York, Inc. The *Pro Forma Change* will not directly involve the Windstream Licensees or Uniti Licensees or their operations, making the *Pro Forma Change* seamless from the perspective of New York customers. The *Pro Forma Change* also will not affect the services, authorization, or assets of the Windstream Licensees or Uniti Licensees, which will remain with the respective Windstream Licensees or Uniti Licensees. Further, as described in the First Supplement, the *Pro Forma Change* will serve the public interest.

For the reasons stated herein and in the Joint Application, as supplemented, Applicants submit that the Transaction and *Pro Forma Change*, as described herein, further the public interest and convenience and pose no competitive risk, and provide benefits, thereby satisfying Section 99 and 100. Applicants respectfully request that the Commission approve the *Pro Forma Change* along with the Transaction and grant any other relief deemed necessary and appropriate by the Commission.

Respectfully submitted,

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DATED: April 14, 2025

LIST OF EXHIBITS

Exhibit A

Pre-Pro Forma Change Organizational Structure Chart

Exhibit B

Post-Pro Forma Change Organizational Structure Chart

EXHIBIT A

Pre-Pro Forma Change Organizational Structure Chart

Post-Windstream-Uniti Transaction (Pre-*Pro Forma Changes*)

Corporate Ownership Structure



NOTE 1: “E” = Equity; “V” = Voting

¹ As part of the Windstream-Uniti Transaction, Parent will change its name to “Uniti Group Inc.”

² Prior to the *Pro Forma Changes* Uniti Group LLC will have converted from a Maryland corporation known as Uniti Group Inc. to a Delaware limited liability company.

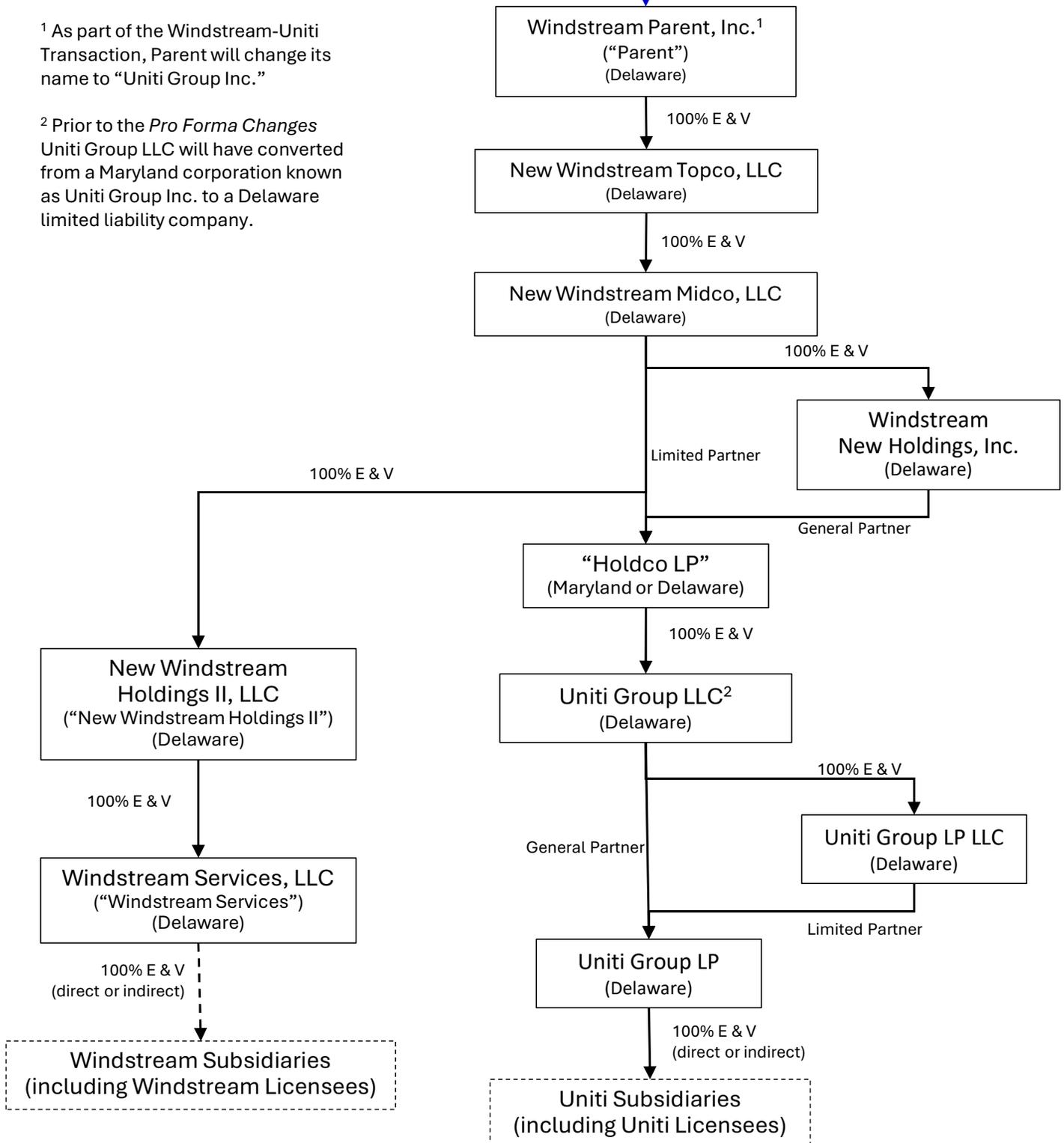


EXHIBIT B

Post-*Pro Forma Change* Organizational Structure Chart

Post-Pro Forma Changes Corporate Ownership Structure



NOTE 1: “E” = Equity; “V” = Voting

¹ As part of the Windstream-Uniti Transaction, Parent will change its name to “Uniti Group Inc.”

² Prior to the *Pro Forma Changes* Uniti Group LLC will have converted from a Maryland corporation known as Uniti Group Inc. to a Delaware limited liability company.

