

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

PROCEEDING NO. 21A-0064T

IN THE MATTER OF THE JOINT APPLICATION OF WINDSTREAM SERVICES, LLC, WINDSTREAM ENTERPRISE HOLDINGS, LLC, MASSCOMM, LLC, WINDSTREAM NORLIGHT, LLC AND WINDSTREAM NUVOX, LLC FOR AUTHORITY TO COMPLETE A PRO FORMA INTRA-CORPORATE TRANSFER OF CONTROL.

COMMISSION DECISION APPROVING TRANSFER

Mailed Date: March 12, 2021
Adopted Date: March 10, 2021

I. BY THE COMMISSION

A. Statement

1. This matter comes before the Commission for consideration of a transfer application filed on February 1, 2021, by Windstream Services, LLC, Windstream Enterprise Holdings, LLC, and its subsidiaries Masscomm, LLC, Windstream Norlight, LLC, and Windstream NuVox, LLC (Windstream Licensees) active in Colorado (Windstream Licensees). The Applicants are each direct and indirect subsidiaries of Windstream Holdings II, LLC (Windstream Holdings).

2. The applicants request Commission authorization to complete a series of pro forma intra-company transactions, that once completed, will result in a more efficient, streamline corporate structure and better align with its operating units. The transaction changes will all occur at the holding company level and will not have any appreciable change in operations or directly impact any of its customer services in Colorado.

3. On February 23, 2021, Windstream filed a supplemental filing, Statement of Change Changing the True Name of MASSCOMM, INC to MassComm, LLC.

4. The application requests Commission authorization to complete a *pro forma* intra-company transaction, which will result in a streamlined and simplified corporate structure. Following consummation of the Transaction, which will occur entirely at the holding company level. There will be no assignment of the licenses or customers of the Windstream Licensees in Colorado as a result of the Transaction. The Windstream Licensees will continue to provide service under the same terms, conditions, rates, and brand names as today.

5. MassComm, LLC, Windstream Norlight, LLC, and Windstream NuVox, LLC, are all currently direct subsidiaries of Windstream Services, LLC. Windstream Services, LLC will contribute 100 percent of the equity of each company to its subsidiary Windstream Enterprise Holdings.

6. We will construe this filing as an application for approval of the transfer of control of the Commission issued telecommunications authorities held by Windstream Licensees, pursuant to 4 *Code of Colorado Regulations* (CCR) 723-2-2110 of the Commission's Rules Regulating Telecommunications Services and Providers of Telecommunications Services.

7. Windstream Holdings II, LLC is the parent company of the Windstream Licensees and along with Windstream Services, are parent companies in the Windstream corporate structure. Neither Windstream Services, LLC nor Windstream Holdings, LLC hold any Commission issued telecommunications authorities.

8. Windstream NuVox, LLC holds a Certificate of Public Convenience and Necessity (CPCN) and a Letter of Registration (LOR) authorizing it to provide local exchange and emerging competitive telecommunications services. These were granted by the Commission in Proceeding

No. 11A-204T, Decision No. C11-0424, effective on April 22, 2011. It is also a registered interexchange carrier.

9. MassComm, LLC is a VoIP provider and is registered with the Colorado Telecommunications Relay Services (TRS) program.

10. Windstream Norlight is a registered interexchange services provider pursuant to the applicable form filed with the Commission on December 16, 2008.

11. On February 3, 2021, notice of Application to transfer was provided to all persons, firms, or corporations interested in or affected by the grant or denial of the requested relief. Interventions were due on or before March 5, 2021. No interventions were filed.

B. Discussion

12. The Commission has jurisdiction over this Joint Application pursuant to §§ 40-5-105, 40-15-204, and 40-15-303, C.R.S.

13. The application contains all the information required by the applicable Commission Rules and is therefore deemed complete.

14. The application is unopposed and, therefore, may be considered without a formal hearing, pursuant to § 40-6-109(5), C.R.S.

15. Transaction will simplify Windstream's existing corporate structure and will reduce its reporting and accounting burdens providing operational efficiencies that will allow Windstream to serve its customers in a more efficient and nimble fashion. Windstream's customers continue to enjoy uninterrupted access to the services Windstream customers currently enjoy at the same competitive rates and under the same terms and conditions as before.

16. One of the Windstream Licensees (Windstream NuVox, LLC) is a competitive local exchange provider, also holding a LOR (Letter of Registration), Commission issued authorities. Except for limited circumstances (such as for providers that are recipients of state high cost support and for the provision of basic emergency services), certifications to provide basic local exchange services are no longer regulated by the Commission. *See* § 40-15-401(1)(b), C.R.S. Similarly, the provision of any other emerging competitive services such as advanced features, premium services, intraLATA toll, non-optional operator services, and private line services, except switched access services and basic emergency services, are no longer regulated by the Commission. *See* §§ 40-15-401(1)(e), (k), (n), (o), (s), (t), C.R.S. Consequently, the Commission does not have the authority to approve the transfers of the CPCNs or those parts of the Letters of Registration addressing advanced features, premium services, intraLATA toll, non-optional operator services, and private line services.

17. Switched access services and the provision of basic emergency services have not been deregulated. As a result, we have the authority to review and approve/deny the transfers and encumbrances of the part of authorities held by providers that address those services.

18. We remind applicants that public utilities remain subject to Commission oversight that includes, but is not limited to, reporting and payment obligations to the Colorado High Cost Support Mechanism and the Telecommunications Relay Services Program.

19. We find that the proposed pro forma intra-company transaction of any telecommunications authorities held by Windstream Licensees is not contrary to the public interest and therefore grants the transfer to that extent. The Application recognizes the Commission's jurisdiction as it now exists. Entities that hold Commission issued authorities remain obligated to comply with any applicable requirements or regulations as stated in Article 15 of Title 40.

II. ORDER

A. The Commission Orders That:

1. The Application to transfer filed by Windstream Enterprise Holdings, LLC. and Windstream Services, LLC is deemed complete. The requested transfer of control of the Commission issued authorities held by Windstream NuVox, LLC identified in the application above is granted.

2. Windstream Enterprise Holdings, LLC and Windstream Services, LLC, or their authorized representatives shall jointly notify the Commission if the transfer of control has been terminated or is not completed within 60 days of the proposed effective date stated in the application or if the proposed transfer terms are changed prior to the consummation date. The notice shall include the proceeding and decision numbers which granted the authority to execute the transfer.

3. The 20-day period provided for in § 40-6-114, C.R.S., within which to file applications for rehearing, reargument, or reconsideration begins on the first day following the effective date of this Decision.

4. This Decision is effective on its Mailed Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING
March 10, 2021**

(S E A L)



ATTEST: A TRUE COPY

A handwritten signature in cursive script that reads "Doug Dean".

Doug Dean,
Director

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

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JOHN GAVAN

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Commissioners