



# PUBLIC NOTICE

Federal Communications Commission  
445 12<sup>th</sup> St., S.W.  
Washington, D.C. 20554

News Media Information 202 / 418-0500  
Internet: <http://www.fcc.gov>  
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DA 18-29  
January 10, 2018

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF  
MASSCOMM, INC. D/B/A MASS COMMUNICATIONS TO  
WINDSTREAM SERVICES, LLC**

**NON-STREAMLINED PLEADING CYCLE ESTABLISHED**

**WC Docket No. 17-367**

**Comments Due: January 24, 2018**  
**Reply Comments Due: January 31, 2018**

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by MassComm, Inc. d/b/a MASS Communications (MassComm) and Windstream Services, LLC (Windstream) (collectively, Applicants), pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules, requesting consent to transfer control of MassComm to Windstream.<sup>1</sup>

MassComm, a New York corporation, provides competitive local exchange carrier (LEC) service and/or interexchange service, among other services, to mid-sized enterprise customers in California, Connecticut, the District of Columbia, Florida, Illinois, Massachusetts, Michigan, New York, Pennsylvania, and Texas.

Windstream, a Delaware limited liability company, is a wholly owned subsidiary of Windstream Holdings, Inc., a publicly traded Delaware corporation. Windstream, through its operating companies, provides telecommunications services to business and residential customers throughout the United States. As an incumbent LEC, Windstream provides telecommunications services to approximately 1.4 million residential customers primarily located in rural areas.<sup>2</sup> Windstream's competitive LEC subsidiaries offer

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<sup>1</sup> See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Applicants also filed applications for the transfer of authorizations associated with international services. On January 8, 2017 and January 10, 2017, Applicants filed supplements to their domestic section 214 application. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications.

<sup>2</sup> Applicants state that Windstream's incumbent LEC subsidiaries offer services in Alabama, Arkansas, Florida, Georgia, Iowa, Kentucky, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, and Texas.

services in portions of all states.<sup>3</sup> Windstream operates a local and long-haul fiber network spanning approximately 150,000 miles and provides services over fixed wireless infrastructure in 40 markets. Applicants state that Windstream currently has one 10 percent or greater interest holder, The Vanguard Group, Inc. (Vanguard Group) (13.4 percent), a U.S.-based investment management company.<sup>4</sup>

Pursuant to the terms of the proposed transaction, Windstream will purchase all the issued and outstanding capital stock of MassComm. Following the consummation of this transaction, MassComm will exist as a wholly owned subsidiary of Windstream.<sup>5</sup> Applicants assert that the grant of the transfer of control will serve the public interest. Applicants contend that the combination of MassComm's services and customer base with Windstream's operations and fiber network will enable the combined company to become a stronger competitor. They assert that the proposed transaction will not reduce competition or harm the market for medium-sized businesses and that there is no overlap of metropolitan service areas between Windstream's incumbent LEC operations and areas where MassComm is certified as a competitive LEC. Applicants do not request streamline treatment for the domestic section 214 application pursuant to section 63.03 of the Commission's rules.<sup>6</sup>

Domestic Section 214 Application Filed for the Transfer of Control of  
MassComm, Inc., d/b/a MASS Communications to Windstream Services, LLC,  
WC Docket No. 17-367 (filed Dec. 27, 2017).

## **GENERAL INFORMATION**

The application identified herein has been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies.

Interested parties may file comments and petitions **on or before January 24, 2018**, and reply comments or oppositions to petitions **on or before January 31, 2018**. Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by paper. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

- Electronic Filers: Comments may be filed electronically by accessing ECFS at <http://apps.fcc.gov/ecfs/>.

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<sup>3</sup> Applicants provide a list of Windstream's operating subsidiaries in their Application.

<sup>4</sup> Applicants state that the Chairman of the Board is F. William McNabb III and the President and Chief Executive Officer is Mortimer J. Buckley. The remainder of the Board is made up of Emerson U. Fullwood, Rajiv L. Gupta, Amy Gutmann, JoAnn Heffernan Heisen, F. Joseph Loughrey, Mark Loughridge, Scott C. Malpass, Deanna Mulligan, André F. Perold, Sarah Bloom Raskin, and Peter F. Volanakis. Applicants state that, based on publicly available sources, it appears that at least a majority of the Board are likely U.S. citizens. Applicants further state that no person or entity owns 10 percent or more of The Vanguard Group.

<sup>5</sup> Applicants provide in their application charts depicting the pre- and post-consummation ownership structure of the entities involved in the proposed transaction.

<sup>6</sup> 47 CFR § 63.03.

- Paper Filers: Parties who choose to file by paper must file an original and one copy of each filing. Paper filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail.
  - All hand-delivered or messenger-delivered paper filings for the Commission’s Secretary must be delivered to FCC Headquarters at 445 12<sup>th</sup> St., SW, Room TW-A325, Washington, DC 20554. The filing hours are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. All envelopes and boxes must be disposed of before entering the building.
  - Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701.
  - U.S. Postal Service first-class, Express, and Priority mail must be addressed to 445 12<sup>th</sup> Street, SW, Washington DC 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to [fcc504@fcc.gov](mailto:fcc504@fcc.gov) or call the Consumer and Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty).

**In addition, please provide one copy of each pleading to each of the following:**

- 1) Jim Bird, Office of General Counsel, [transactionteam@fcc.gov](mailto:transactionteam@fcc.gov);
- 2) Greg Kwan, Wireline Competition Bureau, [gregory.kwan@fcc.gov](mailto:gregory.kwan@fcc.gov);
- 3) Tracey Wilson, Wireline Competition Bureau, [tracey.wilson@fcc.gov](mailto:tracey.wilson@fcc.gov);
- 4) David Krech, International Bureau, [david.krech@fcc.gov](mailto:david.krech@fcc.gov);
- 5) Sumita Mukhoty, International Bureau, [sumita.mukhoty@fcc.gov](mailto:sumita.mukhoty@fcc.gov).

The proceeding in this Notice shall be treated as a permit-but-disclose proceeding in accordance with the Commission’s *ex parte* rules.<sup>7</sup> Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of data or arguments already reflected in the presenter’s written comments, memoranda, or other filings in the proceeding, then the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the Applications in as

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<sup>7</sup> 47 CFR § 1.1200 *et seq.*

timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.<sup>8</sup> A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Tracey Wilson at (202) 418-1394 or Greg Kwan at (202) 418-1191.

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<sup>8</sup> See 47 CFR § 1.45(c).