



PUBLIC NOTICE

**Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554**

**News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322**

**DA 18-631
June 15, 2018**

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL
OF AMERICAN TELEPHONE COMPANY LLC TO WINDSTREAM SERVICES, LLC**

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 18-186

**Comments Due: June 29, 2018
Reply Comments Due: July 6, 2018**

By this Public Notice, the Wireline Competition Bureau seeks comment from interested parties on an application filed by American Telephone Company LLC (ATC) 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 ATC to Windstream.¹

ATC, a privately-held Delaware limited liability company, holds authority to offer competitive local exchange service and/or interexchange service in California, Florida, Illinois, Kentucky, Massachusetts, New York, Pennsylvania and Vermont.

Windstream Services, LLC, a Delaware limited liability company, is a wholly owned subsidiary of Windstream Holdings, Inc. (Windstream Holdings), a publicly traded Delaware corporation holding company. Windstream's incumbent local exchange carrier (LEC) operating 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. As an incumbent LEC, the company provides services to approximately 1.4 million residential customers primarily located in rural areas. Windstream operates a local and long-haul fiber network spanning approximately 150,000 route miles and provides services over fixed wireless infrastructure in 40 markets.² The Applicants state that The

¹ See 47 U.S.C. § 214; 47 CFR §§ 63.03-04. Applicants also filed applications for the transfer of authorizations associated with international services. Any action on the domestic section 214 applications is without prejudice to Commission action on other related, pending applications. American Telephone Company LLC and Windstream Services, LL, Consolidated Applications to Transfer Control of Section 214 Authorizations, WC Docket No. 18-186 (filed June 4, 2018) (Application).

² Applicants provided a list of Windstream's affiliates that provide telecommunications services in their Application. Application at 13-16.

Vanguard Group, Inc. (Vanguard), a U.S. based investment management company, is the only entity that holds a greater than ten percent interest (10.99 percent) in Windstream Holding's stock.³

Pursuant to the terms of the proposed transaction, Windstream and ATC entered into a Membership Interest Purchase Agreement (Agreement), wherein Windstream proposed an all cash transaction to purchase all the issued and outstanding membership interests of ATC. Under the terms of the Agreement, ATC will become a direct, wholly owned subsidiary of Windstream, and an indirect, wholly owned subsidiary of Windstream Holdings.

Applicants assert that a grant of the application will serve the public interest, convenience, and necessity. Applicants maintain that the transaction will "enable the combined company to increase its competitiveness by expanding its portfolio of services, generating efficiencies that benefit customers, and serving more customers over its own facilities where it can."⁴ Applicants state that ATC currently serves one customer in Windstream's incumbent LEC service area in Lexington, Kentucky. Applicants further state that ATC does not own any last-mile facilities. Applicants do not request streamline treatment for the domestic section 214 application pursuant to section 63.03 of the Commission's rules.⁵

Domestic Section 214 Application Filed for the Transfer of Control of
American Telephone Company LLC to Windstream Services, LLC,
WC Docket No. 18-186, (filed June 4, 2018).

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 June 29, 2018**, and reply comments or oppositions to petitions **on or before July 6, 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/>.
- 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.

³ The President and Chief Executive Officer of Vanguard is Mortimer J. (Tim) Buckley. The Chairman is F. William McNabb III. The remaining board members are: Emerson U. Fullwood, Amy Gutmann, JoAnn Hefferman Heisen, F. Joseph Loughery, Mark Loughridge, Scott C. Malpass, Deanna Mulligan, André F. Perold, Sarah Bloom Raskin, and Peter F. Volanakis. Applicants state that all of the member of the Board of Directors of Vanguard are U.S. citizens, with the exception of André F. Perold, a citizen of South Africa.

⁴ Application at 3.

⁵ 47 CFR § 63.03.

- All hand-delivered or messenger-delivered paper filings for the Commission's Secretary must be delivered to FCC Headquarters at 445 12th 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 12th 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 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;
- 2) Dennis Johnson, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 3) Tracey Wilson, Wireline Competition Bureau, tracey.wilson@fcc.gov;
- 4) David Krech, International Bureau, david.krech@fcc.gov;
- 5) Sumita Mukhoty, International Bureau, 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.⁶ 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 timely and efficient a manner as possible, petitioners and commenters should raise all issues in

⁶ 47 CFR § 1.1200 *et seq.*

their initial filings. New issues may not be raised in responses or replies.⁷ 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 Dennis Johnson at (202) 418-0809.

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⁷ See 47 CFR § 1.45(c).