



Federal Communications Commission  
Washington, D.C. 20554

January 19, 2024

DA 24-62

**Via E-mail**

Jeffrey Carlisle  
Lerman Senter PLLC  
2001 L Street NW, Suite 400  
Washington, DC 20036  
jcarlisle@lermansenter.com

**Re: Review of International Section 214 Authorizations to Assess Evolving National Security, Law Enforcement, Foreign Policy, and Trade Policy Risks, IB Docket No. 23-119, MD Docket No. 23-134**

Dear Mr. Carlisle:

Below, we respond to your letter, dated January 12, 2024, explaining that Windstream Holdings II, LLC (Windstream) qualifies for the exemption from the one-time collection of foreign ownership information (One-Time Information Collection) in IB Docket No. 23-119.<sup>1</sup> On April 20, 2023, the Commission adopted the *Evolving Risks Order and NPRM* that, among other things, requires all international section 214 authorization holders (Authorization Holders) to provide foreign ownership information in the One-Time Information Collection.<sup>2</sup> On August 22, 2023, the Office of International Affairs adopted an exemption (Exemption) for Authorization Holders whose applications were granted within three years prior to the deadline of the One-Time Information Collection.<sup>3</sup> To qualify for the Exemption:

(1) The Authorization Holder must have filed an application for an initial International Section 214 Authorization, modification, or *substantial* (not a *pro forma* filing) assignment or transfer of control of the authorization that was reviewed by the Executive Branch agencies and was granted by the Commission on or after January 22, 2021;<sup>4</sup> and

---

<sup>1</sup> Letter from Jeffrey Carlisle, David Keir, and Shannon Sylvester, Counsel to Windstream Holdings II, LLC, to Marlene H. Dortch, Secretary, FCC (Jan. 12, 2024) (on file in IB Docket No. 23-119, MD Docket No. 23-134) (Windstream Letter).

<sup>2</sup> *Review of International Section 214 Authorizations to Assess Evolving National Security, Law Enforcement, Foreign Policy, and Trade Policy Risks; Amendment of the Schedule of Application Fees Set Forth in Sections 1.1102 through 1.1109 of the Commission's Rules*, IB Docket No. 23-119, MD Docket No. 23-134, Order and Notice of Proposed Rulemaking, FCC 23-28 (Apr. 25, 2023).

<sup>3</sup> *Review of International Section 214 Authorizations to Assess Evolving National Security, Law Enforcement, Foreign Policy, and Trade Policy Risks; Amendment of the Schedule of Application Fees Set Forth in Sections 1.1102 through 1.1109 of the Commission's Rules*, IB Docket No. 23-119, MD Docket No. 23-134, Order, DA 23-745 (Aug. 22, 2023) (*Exemption Order*).

<sup>4</sup> *Id.* at para. 7; *The Office of International Affairs Announces the Opening of the One-Time Information Collection Filing Window for International Section 214 Authorization Holders to Provide Foreign Ownership Information*, IB

(2) There are no Reportable Foreign Interest Holders of the Authorization Holder other than those disclosed in the application (including any amendment), and there are no changes to the Reportable Foreign Interest Holders disclosed in the application (including any amendment) as of December 23, 2023.<sup>5</sup>

Windstream states that “[o]n August 28, 2020, the Wireline Competition Bureau, International Bureau, Wireless Telecommunications Bureau and Office of Economics and Analytics (the “Bureaus”) granted Windstream’s applications for transfer of control to facilitate the company’s emergence from bankruptcy.”<sup>6</sup> Windstream adds that “[t]he Bureaus conditioned the grant on Windstream filing a Petition [for] Declaratory Ruling [(Petition)] to review and approve its foreign ownership, following the grant of the transfer of control.”<sup>7</sup> Windstream indicates that the “Petition was granted on June 2, 2023”<sup>8</sup> and “while [Windstream’s] transfer of control application was granted before January 22, 2021, the substantive review of Windstream’s foreign ownership took place after that date pursuant to the two-step process, which included consideration of Windstream’s [Petition] by the Commission and the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector.”<sup>9</sup> Windstream states that “[g]iven that the substantive review of Windstream’s foreign ownership occurred within the three year exemption period, and fully consistent with the practical objectives underpinning this relief, we respectfully submit that the exemption applies to Windstream.”<sup>10</sup>

We agree with Windstream and interpret the first condition of the Exemption as covering Windstream. Windstream qualifies for the Exemption provided it certifies in response to the One-Time Information Collection, in accordance with the terms of the relevant certification, that there have been no new or changed Reportable Foreign Interest Holders. For further information, please contact Svantje Swider, Office of International Affairs, Telecommunications and Analysis Division, at Svantje.swider@fcc.gov or (202) 418-0772.

---

Docket No. 23-119, MD Docket No. 23-134, Public Notice, DA 23-1146, at 4 (OIA Dec. 13, 2023) (*Filing Window Public Notice*).

<sup>5</sup> *Exemption Order* at para. 7; *Filing Window Public Notice* at 4.

<sup>6</sup> Windstream Letter at 1.

<sup>7</sup> *Id.*; *see id.* (stating that “[t]he Bureaus had previously used this two-step approval process to allow a licenseholder to exit from bankruptcy quickly, while still providing for a full review of the licenseholder’s foreign ownership.”); *see also Applications Granted for the Transfer of Control of Windstream Holdings, Inc., Debtor-in-Possession, and Subsidiaries*, WC Docket No. 20-151, AU Docket No. 19-244, Public Notice, DA 20-985, at 8 (IB, WCB, WTB, OEA Aug. 28, 2020) (“We find, upon consideration of the record, that the proposed transfers of control and assignments under sections 214 and 310(d) of the Act will serve the public interest, convenience, and necessity, and we therefore grant the applications . . . , conditioned upon the filing, no later than 30 days after closing the transaction authorized by this grant, of (1) a petition for declaratory ruling to exceed the aggregate foreign ownership benchmark set forth in section 310(b)(4) of the Act . . . .”).

<sup>8</sup> Windstream Letter at 2; *see also Grant of Windstream Holdings II, LLC Petition for Declaratory Ruling*, IB Docket No. 22-129, File Nos. ISP-PDR-20201021-00010 and ISP-AMD-20230330-00005, DA 23-475, at 1 (OIA June 2, 2023).

<sup>9</sup> Windstream Letter at 2.

<sup>10</sup> *Id.* at 2.

Sincerely,

/Denise Coca/

Denise Coca, Chief

Telecommunications Analysis Division

Office of International Affairs

cc:

David Keir  
Lerman Senter PLLC  
2001 L Street NW, Suite 400  
Washington, DC 20036  
dkeir@lermansenter.com

Shannon Sylvester  
Lerman Senter PLLC  
2001 L Street NW, Suite 400  
Washington, DC 20036  
dkeir@lermansenter.com