

Morgan Lewis

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May 16, 2017

VIA ELECTRONIC FILING

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
Capital Building, 1st Floor
500 East Capital Avenue
Pierre, South Dakota 57501-5070

Re: Notification Regarding the Proposed Indirect Transfer of Control of Broadview Networks, Inc.

Dear Ms. Van Gerpen:

By this letter, Broadview Networks Holdings, Inc. ("Broadview Holdings"); Broadview Networks, Inc. ("Broadview Networks"); and Windstream Holdings, Inc. ("Windstream") (collectively, the "Parties") notify the Commission of a proposed transaction whereby Windstream will acquire indirect control of Broadview Networks. Pursuant to S.D. Codified Laws § 49-31-20, Commission approval is not required for the Transaction (as defined below). Accordingly, the Parties submit this letter for informational purposes.

Description of the Parties

A. Windstream

Windstream is a Delaware corporation headquartered at 4001 Rodney Par-ham Road, Little Rock, Arkansas 72212, 501-748-7000. It is a publicly traded (NASDAQ: WIN) Fortune 500 leading provider of advanced network communications and technology solutions for consumers, businesses, enterprise organizations and wholesale customers. Windstream functions as a holding company and does not provide telecommunications services or hold any telecommunications licenses in its own right. Through its wholly owned subsidiary, Windstream Services, a Delaware limited liability company with addresses at the same location as Windstream, it owns and operates a number of licensed telecommunications providers in all states and the District of Columbia, many of which also hold authority from the Federal Communications Commission ("FCC") to provide domestic interstate and international telecommunications services.

In South Dakota, Windstream's regulated subsidiaries hold the following authorizations:

1. McLeodUSA Telecommunications Services, LLC is authorized to provide local

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Washington, DC 20004
United States

📞 +1.202.739.3000
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exchange and interexchange services pursuant to Commission authority in Docket TC96-054.

2. PAETEC Communications, LLC is authorized to provide interexchange service pursuant to Commission authority in Docket TC98-177.
3. Windstream Communications, LLC is authorized to provide interexchange service pursuant to Commission authority in Docket TC05-222.
4. Windstream KDL, LLC is authorized to provide local exchange and interexchange services pursuant to Commission authority in Docket TC08-039.
5. Windstream Norlight, LLC is authorized to provide interexchange service pursuant to Commission authority in Docket TC09-008.
6. Windstream NTI, LLC is authorized to provide local exchange and interexchange services pursuant to Commission authority in Docket TC08-095.
7. Business Telecom, LLC is authorized to provide long distance services pursuant to Commission authority in Docket TC95-108.
8. CTC Communications Corp. is authorized to provide long distance services pursuant to Commission authority in Docket TC98-198.
9. DeltaCom, LLC is authorized to provide long distance services pursuant to Commission authority in Docket TC95-108.
10. EarthLink Business, LLC is authorized to provide local exchange and long distance services pursuant to Commission authority in Docket TC99-100.

Windstream's combined operations currently have approximately 2.1 million access lines and approximately \$5.39 billion in annual revenues nationwide as of the year end FY2016.¹ Additional information regarding Windstream, including its most recent SEC Forms 10-K and 10-Q, as filed with the Securities and Exchange Commission, is available at <http://investor.windstream.com/investors/index.cfm>.

B. Broadview Holdings and Broadview Networks

Broadview Holdings is a privately held Delaware corporation with its headquarters located at 800 Westchester Avenue, Suite N501, Rye Brook, New York 10573. Broadview Holdings does not provide telecommunications services in its own right. It owns and operates a number of telecommunications providers in the District of Columbia and all states, except Alaska, many of which also hold authority from the FCC to provide domestic interstate and international

¹ Windstream's most recent quarterly financial report is available at: <http://abea-43pvyw.client.shareholder.com/investors/>.

telecommunications services. Broadview Holdings, together with its subsidiaries (collectively, "Broadview"), is a network-based business communications provider serving customers with local and long-distance voice and data communications, patented hosted VoIP systems, data services, and a full suite of managed and professional services. It is a leading provider of cloud-based unified communications solutions primarily to small and medium-sized businesses, offering a broad suite of cloud-based services under the OfficeSuite UC brand. Broadview's subsidiaries offer VoIP, Unified Communications as a Service ("UCaaS"), data services (dedicated internet, MPLS, Ethernet), voice services (local, long distance, POTS, VoIP, toll free), and colocation. In South Dakota, Broadview Networks, a New York corporation, is to authorized to provide local exchange and interexchange telecommunications services pursuant to authority granted by the Commission in Docket No. TC10-003 on March 1, 2010.

Contacts

For the purposes of this filing, contacts are as follows:

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with a copy to:

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Mailstop: 1170-B1F03-53A
Little Rock, AR 72212
501-748-7142 (Tel)
501-748-7996 (Fax)
cesar.caballero@windstream.com

And:

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800 Westchester Avenue
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Rye Brook, NY 10573
914-922-7589 (Tel)
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chunter@broadviewnet.com

Description of the Transaction

On April 12, 2017, Windstream and Broadview Holdings entered into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which, among other things, an indirect subsidiary of Windstream created for the purpose of effectuating the transaction ("MergerSub") will be merged with and into Broadview Holdings, with Broadview Holdings continuing as the surviving corporation (the "Transaction"). As a result of the Transaction, Windstream will be the new ultimate parent company of Broadview Holdings and Broadview Networks. This change in ultimate control does not involve a transfer of operating authority,

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assets or customers, and the Transaction is expected to be virtually seamless to end user customers. The current customers of Broadview Networks will remain customers of Broadview Networks following the Transaction. Accordingly, customers will continue to enjoy the same rates, terms and conditions of service as they do prior to closing.² Immediately following consummation of the Transaction, Broadview Networks will continue to offer the same services, rates, terms and conditions pursuant to its existing authorizations, and the only material change resulting from the Transaction will be that Broadview Networks ultimately will be indirectly owned by Windstream, and subsequently may change its name to reflect the "Windstream" brand in its name.

Diagrams demonstrating the Transaction are appended hereto as **Exhibit A**.

* * * *

We would appreciate acknowledgement of receipt and acceptance of this filing, which is being submitted electronically. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,



Russell M. Blau
Catherine Wang

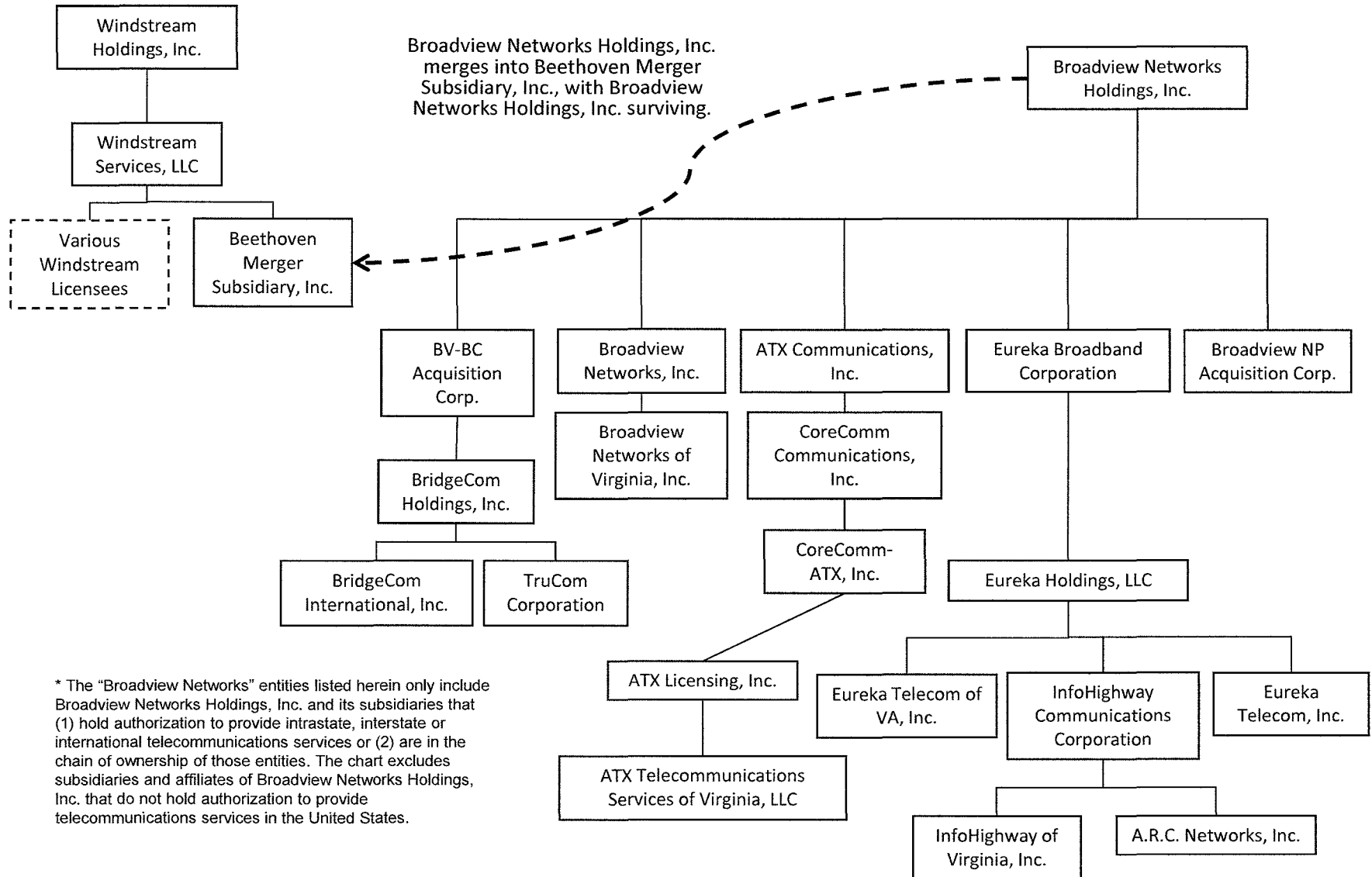
Counsel for the Parties

² Any subsequent changes made through the ordinary course of business will be made pursuant to applicable regulatory approval, tariffing, or similar processes.

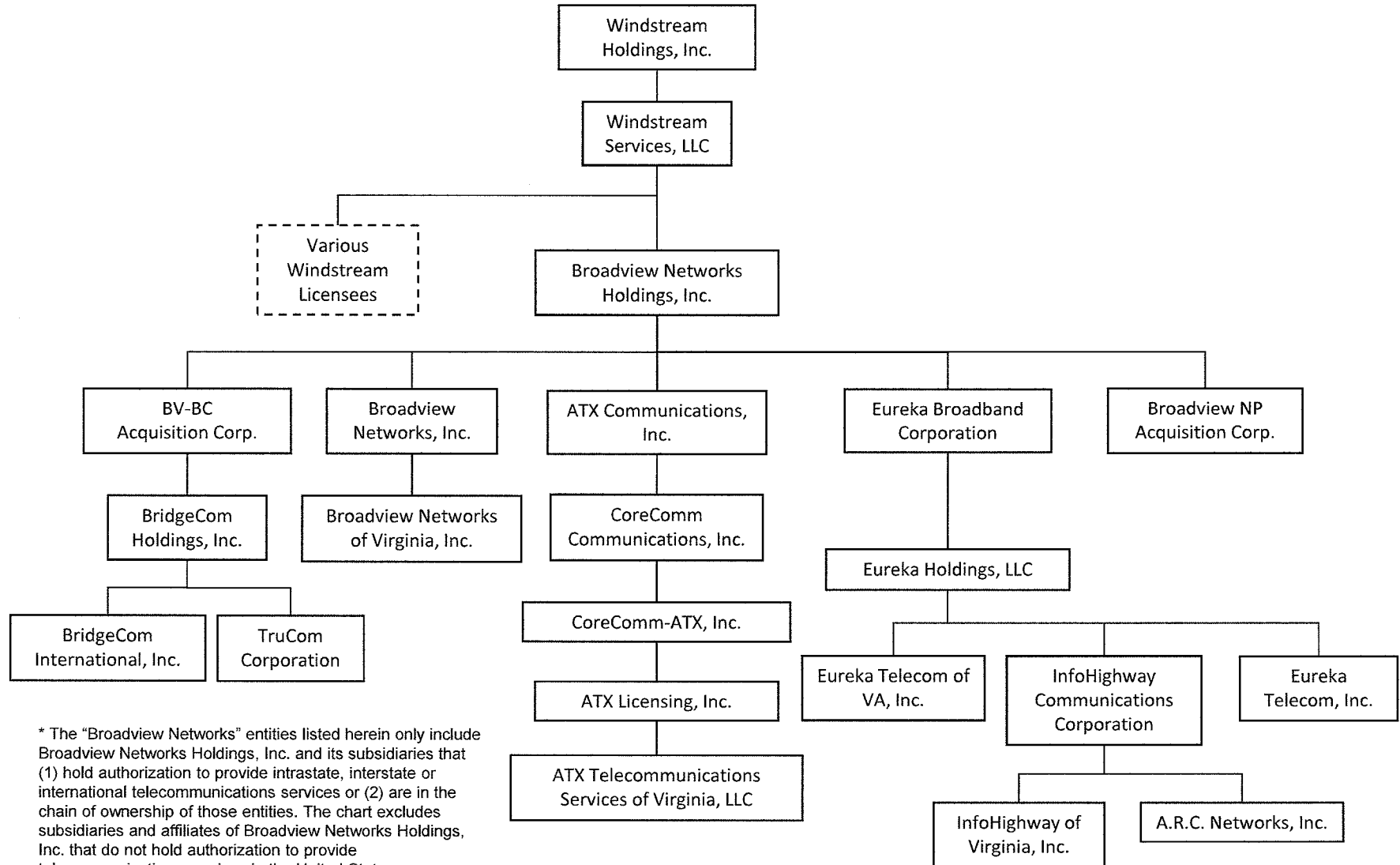
Exhibit A

Pre- and Post-Transaction Corporate Ownership Charts

Pre-Transaction Corporate Ownership Structure Charts



Post-Transaction Corporate Ownership Structure Charts



* The "Broadview Networks" entities listed herein only include Broadview Networks Holdings, Inc. and its subsidiaries that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries and affiliates of Broadview Networks Holdings, Inc. that do not hold authorization to provide telecommunications services in the United States.

STATE OF NEW YORK
COUNTY OF WESTCHESTER

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§ ss:
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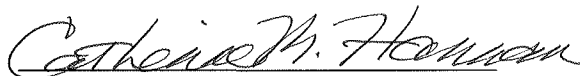
VERIFICATION

I, Charles C. Hunter, state that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc.; that I am authorized to make this Verification on behalf of Broadview Networks Holdings, Inc. and its operating subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Charles C. Hunter
Executive Vice President and General Counsel
Broadview Networks Holdings, Inc.

Sworn and subscribed before me this 21st day of April, 2017.



Notary Public

My commission expires August 31, 2019

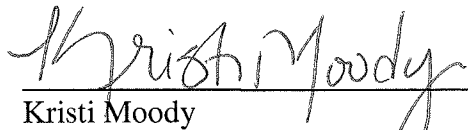
CATHERINE M. HANNAN
Notary Public, State of New York
No. 02HA6329739
Qualified in Ostego County
Commission Expires August 31, 2019

STATE OF ARKANSAS
COUNTY OF PULASKI

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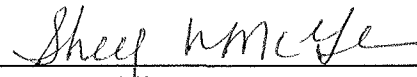
VERIFICATION

I, Kristi Moody, state that I am Senior Vice President, Corporate Secretary and General Counsel of Windstream Holdings, Inc., that I am authorized to make this Verification on behalf of Windstream Holdings, Inc. and its subsidiaries, that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Windstream Holdings, Inc. and its subsidiaries are true and correct to the best of my knowledge, information, and belief.



Kristi Moody
Senior Vice President, Corporate Secretary and
General Counsel
Windstream Holdings, Inc.

Sworn and subscribed before me this 13 day of April, 2017.



Notary Public

My commission expires 7-27-2023

