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May 16, 2017

VIA OVERNIGHT COURIER

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

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

Dear Mr. Derouen:

By this letter, Broadview Networks, Inc. ("Broadview Networks"); Broadview Networks Holdings, Inc. ("Broadview Holdings"); and Windstream Holdings, Inc. ("Windstream") (collectively, the "Parties") notify the Commission of a transaction between Broadview Holdings and Windstream through which Windstream will acquire indirect control of Broadview Networks. Pursuant to the Orders issued in Admin. Case No. 359 on June 21, 1996 and Admin. Case No. 370 on January 8, 1998 and 807 KAR 5:011, Section 11, prior action by the Commission is not required to complete the transaction described herein. 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 Kentucky, Windstream's regulated subsidiaries hold the following authorizations:

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
Washington, DC 20004-2541
United States

T +1.202.739.3000
F +1.202.739.3001

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PUBLIC SERVICE
COMMISSION

1. Network Telephone, LLC is authorized to provide local exchange services pursuant to Utility ID 5007600 and interexchange services pursuant to Utility ID 22250076.
2. Paetec Communications, LLC is authorized to provide local exchange services pursuant to Utility ID 22251445 and interexchange services pursuant to Utility ID 5144500.
3. Talk America, LLC is authorized to provide local exchange services pursuant to Utility ID 5051890, interexchange services pursuant to Utility ID 5100700, and operator services pursuant to Utility ID 22251007.
4. The Other Phone Company, LLC is authorized to provide local exchange services pursuant to Utility ID 5010600 and interexchange services pursuant to Utility ID 22250106.
5. US LEC of Tennessee, LLC is authorized to provide local exchange services pursuant to Utility ID 5050370, interexchange services pursuant to Utility ID 22205037, and operator services pursuant to Utility ID 33305037.
6. Windstream Communications, LLC is authorized to provide local exchange services pursuant to Utility ID 33351184, interexchange services pursuant to Utility ID 5118400, and operator services pursuant to Utility ID 22251184.
7. Windstream KDL, LLC is authorized to provide local exchange services pursuant to Utility ID 22251009 and interexchange services pursuant to Utility ID 5100900.
8. Windstream Kentucky East, LLC is authorized to provide incumbent local exchange services pursuant to Utility ID 5022700.
9. Windstream Kentucky West, LLC is authorized to provide incumbent local exchange services pursuant to Utility ID 11000.
10. Windstream Norlight, LLC is authorized to provide local exchange services pursuant to Utility ID 22213700, interexchange services pursuant to Utility ID 13700, and operator services pursuant to Utility ID 33313700.
11. Windstream NTI, LLC is authorized to provide local exchange services pursuant to Utility ID 5056180 and interexchange services pursuant to Utility ID 5177600.
12. Windstream NuVox, LLC is authorized to provide local exchange services pursuant to Utility ID 5005500 and interexchange services pursuant to Utility ID 22250055.
13. Business Telecom, LLC is authorized to provide competitive local exchange services pursuant to Utility ID 22251011 and long distance services pursuant to Utility ID 5101100.
14. CTC Communications Corp. is authorized to provide long distance services pursuant to Utility ID 5144700 and paging services pursuant to Utility ID 4001900.

15. DeltaCom, LLC is authorized to provide competitive local exchange services pursuant to Utility ID 22251072 and long distance services pursuant to Utility ID 5107200.
16. EarthLink Business, LLC, is authorized to provide competitive local exchange services pursuant to Utility ID 5050800 and long distance services pursuant to Utility ID 22250580.
17. EarthLink Carrier, LLC is authorized to provide long distance services pursuant to Utility ID 5108200 and operator services pursuant to Utility ID 22251082.

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

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 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 Kentucky, Broadview Networks, a New York corporation, is registered as a long distance carrier (Utility ID 5177100) and competitive local exchange carrier (Utility ID 5056480).

Contacts

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

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

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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, 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 the company 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 names.

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

* * * *

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

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An original and four (4) copies of this notification letter are enclosed. Please date-stamp the enclosed extra copy and return it in the envelope provided. Should you have any questions, please do not hesitate to contact us.

Respectfully submitted,

A handwritten signature in blue ink that reads "Russell Blau / CWB". The signature is written in a cursive style.

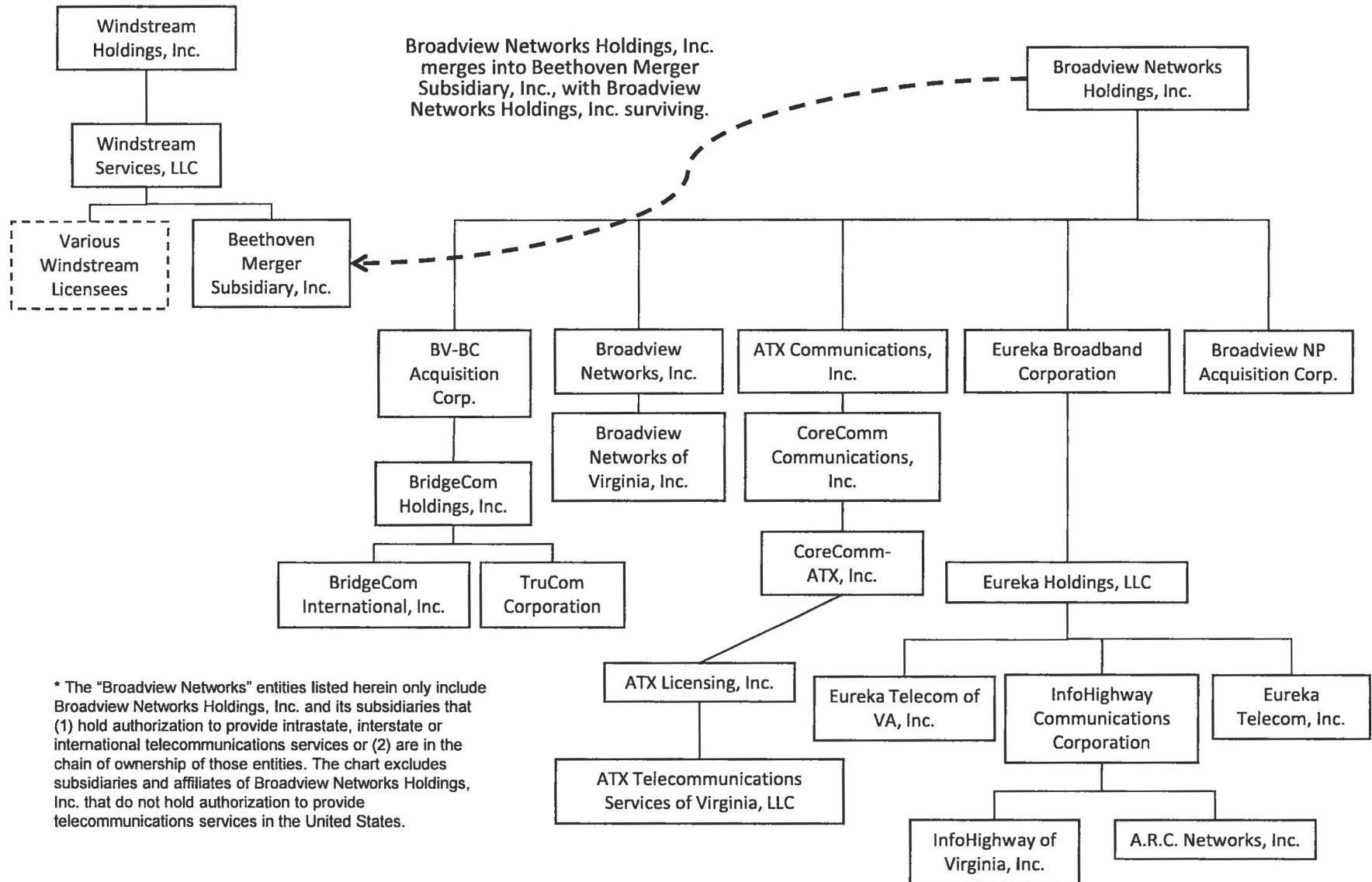
Russell M. Blau
Catherine Wang

Counsel for the Parties

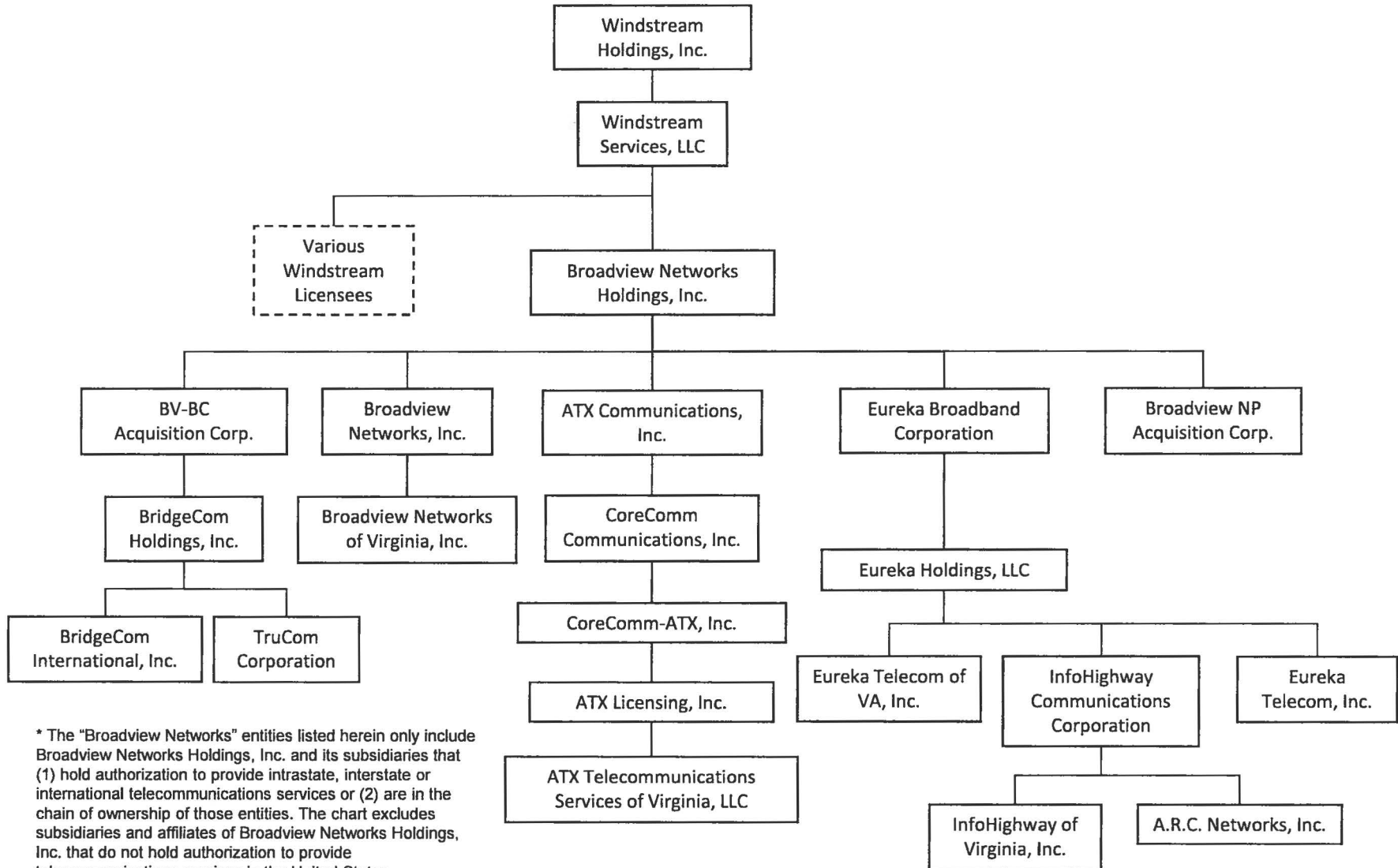
EXHIBIT A

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.

Verifications

STATE OF NEW YORK
COUNTY OF WESTCHESTER

§
§ SS:
§

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


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

