



Agenda Date: 7/16/25

Agenda Item: IVA

**STATE OF NEW JERSEY**  
**Board of Public Utilities**  
44 South Clinton Avenue, 1<sup>st</sup> Floor  
Post Office Box 350  
Trenton, New Jersey 08625-0350  
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OFFICE OF CABLE  
TELEVISION AND  
TELECOMMUNICATIONS

IN THE MATTER OF THE VERIFIED JOINT PETITION )  
OF BROADVIEW NETWORKS, INC.; BUSINESS )  
TELECOM, LLC; CAVALIER TELEPHONE MID- )  
ATLANTIC, LLC; CONVERSENT COMMUNICATIONS )  
OF NEW JERSEY, LLC; CTC COMMUNICATIONS )  
CORP.; INTELLIFIBER NETWORKS, LLC; PAETEC )  
COMMUNICATIONS, LLC; TALK AMERICA, LLC; US )  
LEC OF PENNSYLVANIA, LLC; AND WINDSTREAM )  
NEW EDGE, LLC, THE WINDSTREAM LICENSEES, )  
AND PEG BANDWIDTH NJ, LLC; AND UNITI NATIONAL )  
LLC, THE UNITI LICENSEES FOR APPROVAL FOR )  
PROPOSED PRO FORMA CHANGES IN INDIRECT )  
OWNERSHIP )

ORDER

DOCKET NO. TM25030173

**Parties of Record:**

**Brian O. Lipman, Esq., Director**, New Jersey Division of Rate Counsel  
**James Laskey, Esq., Norris McLaughlin, P.A.**, on behalf of the Joint Petitioners

**BY THE BOARD:**

On March 25, 2025, Broadview Networks, Inc.; Business Telecom, LLC; Cavalier Telephone Mid-Atlantic, LLC; Conversent Communications of New Jersey, LLC; CTC Communications Corp.; Intellifiber Networks, LLC; PAETEC Communications, LLC; Talk America, LLC; US LEC of Pennsylvania, LLC; and Windstream New Edge, LLC (collectively, "Windstream Licensees") and PEG Bandwidth NJ, LLC ("PEG NJ") and Uniti National LLC ("Uniti National") (together, "Uniti Licensees") (Windstream Licensees and Uniti Licensees collectively, "Joint Petitioners") filed a petition with the New Jersey Board of Public Utilities ("Board") ("Petition").<sup>1</sup> By the Petition, the Joint Petitioners requested a grant of authority, to the extent it may be required pursuant to N.J.S.A. 48:2-51.1 and N.J.A.C. 14:1-5.14, to complete a series of transactions that will result in

<sup>1</sup> The Joint Petitioners also notify the Board of the indirect transfer of control of DeltaCom, LLC; LDML Telecommunications, LLC; Windstream Communications, LLC; Windstream NTI, LLC; and Windstream NuVox, LLC, all entities without facilities-based authority. See In re Filings by New Jersey Bell Telephone Co. Under N.J.A.C. 14:1-6.15 of a Revision of Tariff P.U.C. N.J. No. 1, Docket Nos. 8112-1051 & 823-242 (N.J. Bd. Pub. Utils. Dec. 27, 1982).

pro forma changes in the indirect ownership of the Windstream Licensees and the Uniti Licensees ("Pro Forma Changes"). By this Decision and Order, the Board considers the Petition.

## **BACKGROUND**

Windstream Holdings II, LLC ("Windstream") is the current ultimate parent of the Windstream Licensees. The Windstream Licensees and their affiliates offer communications services in all fifty (50) states and the District of Columbia. There are currently ten (10) authorized Windstream Licensees that offer business and enterprise services in New Jersey and hold facilities-based authorizations issued by the Board: Broadview Networks, Inc.,<sup>2</sup> Business Telecom, LLC,<sup>3</sup> Cavalier Telephone Mid-Atlantic, LLC,<sup>4</sup> Conversent Communications of New Jersey, LLC,<sup>5</sup> CTC Communications Corp.,<sup>6</sup> Intellifiber Networks, LLC,<sup>7</sup> PAETEC Communications, LLC,<sup>8</sup> Talk America, LLC,<sup>9</sup> US LEC of Pennsylvania, LLC,<sup>10</sup> and Windstream New Edge, LLC.<sup>11</sup>

Uniti Group Inc. ("Uniti") currently is a real estate investment trust that operates two (2) primary businesses, Uniti Leasing and Uniti Fiber. Uniti Leasing owns, acquires, and leases mission-

<sup>2</sup> In re the Petition for an Order Authorizing Broadview Networks, Inc. to Provide Local Exchange and Interexchange Telecommunications Services throughout the State of New Jersey, BPU Docket No. TE99120912, Order dated August 22, 2000.

<sup>3</sup> In re the Petition for an Order Authorizing Business Telecom, Inc. d/b/a BTI to Provide Local Exchange and Interexchange Telecommunications Services throughout New Jersey, BPU Docket No. TE01070416, Order dated February 6, 2002.

<sup>4</sup> In re the Petition for an Order Authorizing Cavalier Telephone Mid-Atlantic, L.L.C. to Provide Local Exchange and Interexchange and Exchange Access Telecommunications Services throughout New Jersey, BPU Docket No. TE01060370, Order dated September 27, 2001.

<sup>5</sup> In re the Petition for an Order Authorizing Conversent Communications of New Jersey, LLC to Provide Facilities-Based Local Exchange and Interexchange Telecommunications Services, BPU Docket No. TE00020073, Order dated September 12, 2000.

<sup>6</sup> In re the Petition for Order Authorizing CTC Communications Corp. d/b/a CT Communications Corp. to Provide Local Exchange and Interexchange Telecommunications Services throughout New Jersey, BPU Docket No. TE99100808, Order dated September 22, 2000.

<sup>7</sup> Intellifiber Networks, Inc. (f/k/a Elantic) operates in New Jersey pursuant to Board authority originally granted to Dominion Telecom, Inc. In re the Petition for an Order Authorizing Dominion Telecom, Inc. to Provide Local Exchange and Interexchange Telecommunications Services throughout New Jersey, BPU Docket No. TE01090594, Order dated October 31, 2002. This authority was later transferred to Elantic on May 12, 2004. In re the Joint Petition of Dominion Telecom, Inc., Dominion Fiber Ventures, LLC and Elantic Networks, Inc. for Approval of a Change of Control, BPU Docket No. TM04030191, Order dated May 12, 2004.

<sup>8</sup> In re the Petition for an Order Authorizing PAETEC Communications, Inc. to Provide Local Exchange and Interexchange Telecommunications Services throughout the State of New Jersey, BPU Docket No. TE02060319, Order dated February 6, 2003.

<sup>9</sup> In re the Petition for an Order Authorizing Talk.com Holding Corp., d/b/a the Phone Company to Provide Local Exchange and Interexchange Telecommunications Services throughout New Jersey, BPU Docket No. TE00100767, Order dated January 10, 2002.

<sup>10</sup> In re the Petition of US LEC Pennsylvania Inc. for Authorization to Provide Resold and Facilities-Based, Local Exchange and Interexchange Telecommunications Services throughout New Jersey, BPU Docket No. TE99030180, Order dated August 18, 1999.

<sup>11</sup> Windstream New Edge, LLC (f/k/a New Edge Network, Inc.) obtained authorization to provide facilities based local exchange and interexchange telecommunications services when it assumed the operating authority of New Edge Network, Inc. In re the Petition for an Order Authorizing New Edge Network, Inc. d/b/a New Edge Networks to Provide Switched and Dedicated Resold and Facilities-Based, Interexchange and Local Exchange Telecommunications Services throughout New Jersey, BPU Docket No. TE99100774, Order dated March 27, 2000.

critical communications assets nationwide to wholesale customers on both exclusive and shared-tenant bases. Uniti National is part of the Uniti Leasing business and is authorized by the Board to provide competitive local exchange and interexchange telecommunications services throughout the State of New Jersey.<sup>12</sup>

Uniti Fiber provides lit and dark fiber solutions for wireless operators, carriers, enterprises, schools, and governments and its business includes cell-site backhaul, small cells, internet services, and wavelengths. Uniti Fiber's primary service area is in the southeastern United States. PEG NJ is part of the Uniti Fiber business and is authorized by the Board to provide facilities-based and resold telephone service with local exchange and interexchange service.<sup>13</sup>

By Order dated October 9, 2024, the Board approved a transaction whereby Windstream Parent Inc. ("Parent"), a newly formed Delaware corporation, would become the ultimate parent company of the Joint Petitioners ("Windstream-Uniti Transaction").<sup>14</sup> Immediately upon completion of the Windstream-Uniti Transaction, the Windstream Licensees will remain indirect subsidiaries of Windstream Services, LLC ("Windstream Services"), which, in turn, will be a direct wholly owned subsidiary of New Windstream Holdings II, LLC. The Uniti Licensees will be indirectly, wholly owned subsidiaries of Uniti Group LLC<sup>15</sup> and its subsidiary Uniti Group LP.

According to the Petition, the Pro Forma Changes are planned to take place immediately following the closing of the Windstream-Uniti Transaction, which could occur "as soon as the second quarter of 2025." The Joint Petitioners stated that the Pro Forma Changes consist solely of transactions involving intermediate holding companies and will not result in any changes to Parent. Specifically, the Windstream Licensees will become indirect, wholly owned subsidiaries of Uniti Group LLC and the Uniti Licensees will become indirect, wholly owned subsidiaries of Windstream Services. Parent will remain the ultimate, indirect parent of the Joint Petitioners.

The Joint Petitioners submitted that the Pro Forma Changes would not implicate the Board's approval authority under N.J.S.A. 48:2-51.1(a), as ultimate control of the Joint Petitioners by Parent would remain unchanged, and no entity will therefore "acquire control" of the Joint Petitioners. Because the Pro Forma Changes would occur entirely at the intermediate holding company level, the Pro Forma Changes would not change the identity or composition of Parent's shareholders, board of directors, or any other indicia of Parent's governance.

The Joint Petitioners stated that the transactions resulting in the Pro Forma Changes would allow Parent to consolidate the Windstream and Uniti credit groups, reduce administrative burdens and expenses, and simplify certain federal, state, and local tax reporting following the Windstream-Uniti Transaction, thus strengthening the combined company's position in the robust telecommunications marketplace. The Joint Petitioners stated that, without undertaking the Pro

<sup>12</sup> In re the Verified Petition of Uniti National LLC for Authorization to Provide Competitive Local Exchange and Interexchange Telecommunications Services in the State of New Jersey, BPU Docket No. TE20100663, Order dated January 27, 2021.

<sup>13</sup> In re the Petition of PEG Bandwidth NJ, LLC for Approval to Provide Local Exchange and Interexchange Telecommunications Services throughout the State of New Jersey, BPU Docket No. TE12040317, Order dated August 15, 2012.

<sup>14</sup> In re the Verified Petition of Windstream Parent, Inc.; Windstream Holdings II, LLC; and Uniti Group Inc. for Approval of the Indirect Transfer of Control of Authorized Telecommunications Providers, BPU Docket No. TM24060411, Order dated October 9, 2024.

<sup>15</sup> Uniti Group LLC is currently Uniti Group Inc., a Maryland corporation, which will become a Delaware limited liability company as part of the Windstream-Uniti Transaction.

Forma Changes, they would not be able to realize all the synergies expected from the Windstream-Uniti Transaction because the existing debt covenants of the two (2) companies require Windstream and Uniti to continue to operate separately. The Joint Petitioners stated that restrictive covenants within the legacy Uniti and Windstream indebtedness impose significant restrictions on the ability of Uniti and Windstream to operate together, other than on an arm's-length basis. Upon completion of the cross-guarantees or credit support, those restrictive covenants will no longer apply and the combined company will be able to operate more efficiently.

Additionally, the Joint Petitioners stated that the Pro Forma Changes would only change certain intermediate parent companies of the Windstream Licensees and the Uniti Licensees and will not directly involve the Joint Petitioners or their operations. According to the Joint Petitioners, the Pro Forma Changes would be seamless from the perspective of New Jersey customers, and therefore in accord with the public interest, as customers would continue to have the same service providers and will continue to receive substantially the same services and the same rates, terms, and conditions of service as before the Pro Forma Changes. Any future changes—which Joint Petitioners expect would only be beneficial to New Jersey customers—would result from the normal course of business.

Further, the Joint Petitioners stated that the Pro Forma Changes would not affect the services, authorization, or assets of the Joint Petitioners, which would remain with the respective Joint Petitioners. The Joint Petitioners also stated that they would continue to have managerial, technical, financial, and customer care qualifications to provide high quality telecommunications services to consumers in New Jersey. Finally, the Joint Petitioners stated that the Pro Forma Changes would be imperceptible to New Jersey employees of Parent and its subsidiaries, as it will cause no operational changes.

By letter dated May 14, 2025, the Joint Petitioners indicated that the completion of the Pro Forma Changes would not negatively affect Parent's ability to satisfy the pension benefits of Windstream's employees.

On May 28, 2025, the New Jersey Division of Rate Counsel ("Rate Counsel") submitted comments on the Petition. Rate Counsel stated that it did not oppose Board approval of the Petition.

## **DISCUSSION AND FINDINGS**

Pursuant to N.J.S.A. 48:2-51.1(a), the Board shall evaluate the impact of an acquisition of direct or indirect control of a public utility on competition, the rates of ratepayers affected by the acquisition of control, the employees of the affected public utility or utilities, and the provision of safe and adequate utility service at just and reasonable rates. The Board must be satisfied that positive benefit will flow to customers and the State of New Jersey and, at a minimum, that there are no adverse impacts on any of the criteria delineated in N.J.S.A. 48:2-51.1, as set forth above. N.J.A.C. 14:1-5.14(c).

After investigation, and having considered the record in this proceeding, the Board **FINDS** that the Pro Forma Changes are consistent with applicable law and are not contrary to the public interest. The Board also **FINDS** that the Pro Forma Changes will have no material adverse impact on the provision of safe, adequate, and proper service at just and reasonable rates, and is likely to provide positive benefits to customers. The Board **FINDS** that the Pro Forma Changes will have no material impact on Joint Petitioners' employees, or their pensions.

The Board further **FINDS** that the Pro Forma Changes will have no material adverse impact on competition or rates. Therefore, the Board **HEREBY AUTHORIZES** Petitioners to complete the Pro Forma Changes.

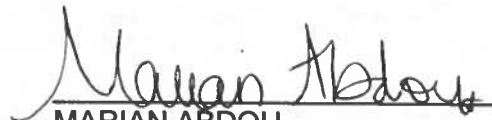
This Order shall be effective on July 23, 2025.

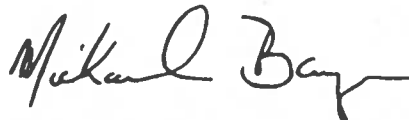
DATED: July 16, 2025

BOARD OF PUBLIC UTILITIES  
BY:

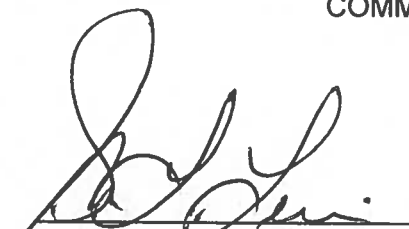
  
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COMMISSIONER

ATTEST:

  
SHERRI L. LEWIS  
BOARD SECRETARY

I HEREBY CERTIFY that the within  
document is a true copy of the original  
in the files of the Board of Public Utilities.

IN THE MATTER OF VERIFIED JOINT PETITION OF BROADVIEW NETWORKS, INC.;  
BUSINESS TELECOM, LLC; CAVALIER TELEPHONE MID-ATLANTIC, LLC; CONVERSAENT  
COMMUNUNICATIONS OF NEW JERSEY LLC; CTC COMMUNICATIONS CORP.,  
INTELLIFIBER NETWORKS, LLC; PAETEC COMMUNICATIONS, LLC, TALK AMERICA, LLC;  
US LEC OF PENNSYLVANIA, LLC; AND WINDSTREAM NEW EDGE, LLC, THE  
WINDSTREAM LICENSEES, AND PEG BANDWIDTH NJ, LLC; AND UNITI NATIONAL LLC;  
THE UNITI LICENSEES FOR APPROVAL FOR PRO FORMA CHANGES IN INDIRECT  
OWNERSHIP

DOCKET NO. TM25030173

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