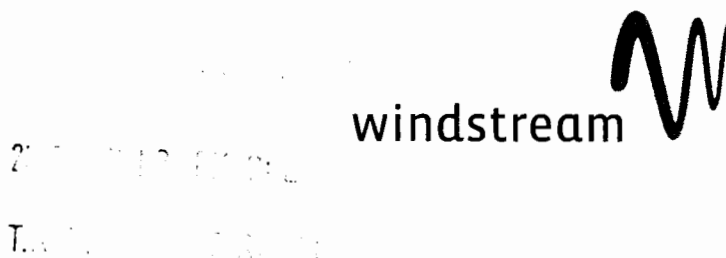


WINDSTREAM CORPORATION

4001 Rodney Parham Road
Little Rock, Arkansas 72212

Cesar Caballero
Senior Regulatory Counsel

501.748.7142
cesar.caballero@windstream.com



May 15, 2015

Ms. Sharla Dillon
Dockets and Records Manager
Tennessee Regulatory Authority
502 Deaderick Street, 4th Floor
Nashville, TN 37243
Sharla.Dillon@tn.gov

Re: Notice of Entity Conversions

Dear Ms. Dillon:

Network Telephone Corporation, PAETEC Communications, Inc., The Other Phone Company, Windstream Communications, Inc., Windstream KDL, Inc., Windstream Norlight, Inc., Windstream NTI, Inc., and Windstream NuVox, Inc. hereby notify the Tennessee Regulatory Authority ("Commission") of the following name changes.

Network Telephone Corporation, authorized to provide local exchange telecommunications services pursuant to authority issued in Docket No.128160 on May 20, 1998, hereby notifies the Commission of its conversion to a limited liability company and its name change to Network Telephone, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

PAETEC Communications, Inc., authorized to provide resold interexchange telecommunications services pursuant to authority issued in Docket No.128247 on December 1, 1998, hereby notifies the Commission of its conversion to a limited liability company and its name change to PAETEC Communications, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

The Other Phone Company, authorized to provide local exchange and resold local exchange telecommunications services pursuant to authority issued in Docket No.128161 on May 20, 1998, hereby notifies the Commission of its conversion to a limited liability company and its name change to The Other Phone Company, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

Windstream Communications, Inc., authorized to provide resold interexchange telecommunications services pursuant to authority issued in Docket No.128979 on September

21, 1999, hereby notifies the Commission of its conversion to a limited liability company and its name change to Windstream Communications, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

Windstream KDL, Inc., authorized to provide local exchange and resold interexchange telecommunications services pursuant to authority issued in Docket No.128367 on June 9, 1999, hereby notifies the Commission of its conversion to a limited liability company and its name change to Windstream KDL, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

Windstream Norlight, Inc., authorized to provide local exchange telecommunications services, operator services, and resold interexchange telecommunications services pursuant to authority issued in Docket No.115897 on September 12, 2005, hereby notifies the Commission of its conversion to a limited liability company and its name change to Windstream Norlight, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

Windstream NTI, Inc., authorized to provide resold interexchange telecommunications services pursuant to authority issued in Docket No.121900 on August 31, 1996, hereby notifies the Commission of its conversion to a limited liability company and its name change to Windstream NTI, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

Windstream NuVox, Inc., authorized to provide local exchange and resold local and interexchange telecommunications services pursuant to authority issued in Docket No.111500 on June 16, 1995, hereby notifies the Commission of its conversion to a limited liability company and its name change to Windstream NuVox, LLC. Attached hereto is a copy of the Amended Application filed with the Tennessee Secretary of State's Office.

Each entity will file an amended tariff to reflect this change in name upon receipt of the Commission's approval.

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

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Cesar Caballero", with a stylized flourish at the end.

Cesar Caballero

Exhibits

Windstream KDL, Inc.



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Windstream KDL, LLC
ATTN SANDRA BLADE
4001 N RODNEY PARHAM RD
LITTLE ROCK, AR 72212-2459

April 23, 2015

Control # 371193

Effective Date: 04/23/2015

Document Receipt

Receipt #: 2025065

Filing Fee: \$300.00

Payment-Account - #23391 CFS-1, NASHVILLE, TN

\$300.00

ACKNOWLEDGMENT OF CONVERSION

Windstream KDL, Inc. converted from a KENTUCKY For-profit Corporation to
Windstream KDL, LLC
a KENTUCKY Limited Liability Company

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett
Secretary of State

Processed By: Cynthia Dunn



12
FILED

Alison Lundergan Grimes
Secretary of State

Certificate

I, Alison Lundergan Grimes, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF ORGANIZATION OF

WINDSTREAM KDL, INC. CONVERTING TO WINDSTREAM KDL, LLC FILED
DECEMBER 23, 2014, WITH AN EFFECTIVE DATE OF JANUARY 1, 2015.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
Official Seal at Frankfort, Kentucky, this 10th day of April, 2015.



Alison Lundergan Grimes

Alison Lundergan Grimes
Secretary of State
Commonwealth of Kentucky
dwilliams/0271651 - Certificate ID: 162567

B0082-9353 04/23/2015 2:58 PM Received by Tennessee Secretary of State Tre Hargett

B0082-9354 04/23/2015 2:58 PM Received by Tennessee Secretary of State Tre Hargett

0271651.06

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ADD

Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
12/23/2014 2:48 PM
Fee Receipt: \$40.00

**ARTICLES OF
ORGANIZATION
OF
WINDSTREAM KDL, LLC**

Pursuant to KRS 14A and KRS 275, the undersigned applies to qualify and for that purpose submits the following statements:

- ARTICLE I:** The name of the limited liability company is Windstream KDL, LLC.
- ARTICLE II:** The street address of the limited liability company's initial registered office in Kentucky is 306 West Main Street, Suite 512, Frankfort, Kentucky 40601, and the name of the initial registered agent at that office is CT Corporation System.
- ARTICLE III:** The mailing address of the limited liability company's initial principal office is 4001 Rodney Parham Road, Little Rock, Arkansas 72212.
- ARTICLE IV:** The limited liability company is to be managed by managers.
- ARTICLE V:** The previous name of this limited liability company was Windstream KDL, Inc., a Kentucky corporation (the "Corporation"). The Corporation was converted into the limited liability company pursuant to Chapter 275 of the Kentucky Limited Liability Company Act. Upon conversion the Corporation had 1,000 shares of common stock outstanding, all of which were entitled to vote, as a single voting group, on the plan of conversion, and all of which were voted in favor of the plan of conversion. The number of votes cast in favor of the plan of conversion was sufficient for approval.
- ARTICLE VI:** This application shall become effective on the 1st day of January, 2015, at 1:01 a.m., Eastern Time.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the Corporation has caused these articles of organization to be signed by a duly authorized officer thereof as of the date first written above.

WINDSTREAM KDL, INC.

By: 

Name: John P. Fletcher

Title: Executive Vice President, Secretary &
General Counsel

SIGNATURE PAGE TO ARTICLES OF ORGANIZATION
OF WINDSTREAM KDL, LLC

B0082-9355 04/23/2015 2:58 PM Received by Tennessee Secretary of State Tre Hargett

THE UNDERSIGNED, as the registered agent identified in Article II of the Articles of Organization of Windstream KDL, LLC (the "Company"), hereby consents to serve the Company in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Limited Liability Company Act.

CT CORPORATION SYSTEM

By: _____

Name: _____

Title: _____

**Kentucky Secretary of State
TREY GRAYSON**

Division of Corporations
BUSINESS FILINGS

P.O. Box 718
Frankfort, KY 40602
(502) 564-2848
<http://www.sos.ky.gov/>

Statement of Consent of
Registered Agent

CRA

Pursuant to the provisions of KRS Chapter 271B, 273, 275, 362 or 386, the undersigned hereby consents to act as registered agent on behalf of the business entity named below and for that purpose submits the following statements:

The business entity is ☐ a corporation (KRS 271B or KRS 273)
☒ a limited liability company (KRS 275)
☐ a limited partnership (KRS 362)
☐ a limited liability partnership (KRS 362)
☐ a business trust (KRS 386)

The name of the business entity is
Windstream KDL. LLC

The state or country of incorporation, organization or formation is Kentucky

The name of the initial registered agent is

C T Corporation System

The street address of the registered office address in Kentucky is

306 W. Main Street, Suite 512

Frankfort

KY

40601

Street

City

State

Zip Code

Katherine Lackey
Signature of registered agent

Katherine Lackey, Asst. Secy.

Type or Print Name & Title, if applicable

Date: December 23rd, 20 14

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 1 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

For Office Use Only

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

To The Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Windstream KDL, LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

2. The state or country under whose law it is formed is: Kentucky

and the date of its formation is: 4 / 13 / 1990 and the date it commenced doing business in Tennessee is: 1 / 1 / 2015
Month Day Year Month Day Year

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-913(d) and T.C.A. §48-249-905(c)

3. This company has the additional designation of: _____

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: C T Corporation System

Address: 800 S. Gay Street, Suite 2021,

City: Knoxville State: TN Zip Code: 37929 County: Knox

5. Fiscal Year Close Month: 12/31

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: _____ / _____ / _____ Time: _____
Month Day Year

7. The LLC will be: ☐ Member Managed ☒ Manager Managed ☐ Director Managed ☐ Board Managed ☐ Other

8. Number of Members at the date of filing: 1

9. Period of Duration: ☒ Perpetual ☐ Other _____ / _____ / _____
Month Day Year

10. The complete address of its principal executive office is:

Address: 4001 Rodney Parham Road

City: Little Rock State: AR Zip Code: 72212

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 2 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE. 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

The name of the Limited Liability Company is: Windstream KDL, LLC

11. The complete mailing address of the entity (if different from the principal office) is:

Address: _____

City: _____ State: _____ Zip Code: _____

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.

☐ I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)

Licensed Profession: _____

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____
Month Day Year

☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: _____

April 17, 2015

Signature Date

Manager

Signer's Capacity (if other than individual capacity)

Signature

John P. Fletcher

Name (printed or typed)