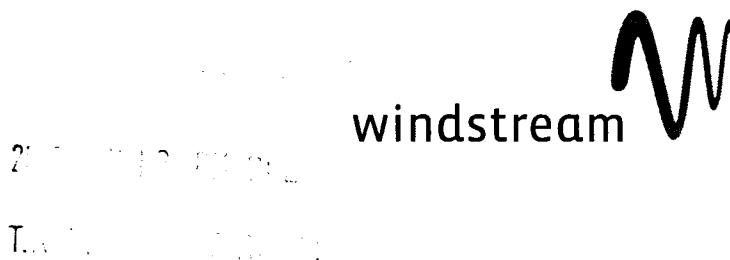


WINDSTREAM CORPORATION

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 Communications, 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 Communications, LLC
SANDRA BLADE
4001 N RODNEY PARHAM RD
LITTLE ROCK, AR 72212-2459

April 23, 2015

Control # 508766

Effective Date: 04/23/2015

Document Receipt

Receipt #: 2025051

Filing Fee: \$300.00

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

\$300.00

ACKNOWLEDGMENT OF CONVERSION

WINDSTREAM COMMUNICATIONS, INC. converted from a **DELAWARE For-profit Corporation** to
Windstream Communications, LLC
a **DELAWARE 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

Delaware

The First State

PAGE **FILED**

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "WINDSTREAM COMMUNICATIONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WINDSTREAM COMMUNICATIONS, INC." TO "WINDSTREAM COMMUNICATIONS, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2014, AT 12:34 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2015, AT 1:01 O'CLOCK A.M.



4055100 8100V

150543322

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2309638

DATE: 04-21-15

12
B0082-9344 04/23/2015 2:58 PM Received by Tennessee Secretary of State Tre Hargett

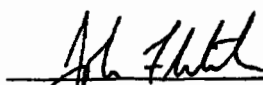
STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

December 17, 2014

- First. The jurisdiction where the Corporation first formed is Delaware.
- Second. The jurisdiction immediately prior to filing this Certificate is Delaware.
- Third. The date the Corporation first formed is November 02, 2005.
- Fourth. The name of the Corporation immediately prior to filing this Certificate is Windstream Communications, Inc.
- Fifth. The name of the Limited Liability Company as set forth in the Certificate of Formation is Windstream Communications, LLC.
- Sixth. The conversion is to become effective on January 1, 2015, at 1:01 a.m., Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first written above.

By: 
Name: John P. Fletcher
Title: Executive Vice President,
Secretary & General Counsel

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "WINDSTREAM COMMUNICATIONS, LLC" FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2014, AT 12:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF JANUARY, A.D. 2015, AT 1:01 O'CLOCK A.M.



4055100 8100V

150543322

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2309638

DATE: 04-21-15

B0082-9347 04/23/2015 2:58 PM Received by Tennessee Secretary of State Tre Hargett

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:34 PM 12/19/2014
FILED 12:34 PM 12/19/2014
SRV 141563249 - 4055100 FILE

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
WINDSTREAM COMMUNICATIONS, LLC

December 17, 2014

This Certificate of Formation of Windstream Communications, LLC is duly executed and filed pursuant to Section 18-201 of the Delaware Limited Liability Company Act.

First. The name of the limited liability company is Windstream Communications, LLC.

Second. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, Zip Code 19801. The name of its registered agent at such address is The Corporation Trust Company.

Third. The formation will become effective on January 1, 2015, at 1:01 a.m., Eastern Time.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the date first written above.

By: 

Name: John P. Fletcher

Title: Executive Vice President,
Secretary & General Counsel

B0082-9349 04/23/2015 2:58 PM Received by Tennessee Secretary of State Tre Hargett

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

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

For Office Use Only

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 Communications, 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: Delaware

and the date of its formation is: 11 / 2 / 2005 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 Communications, 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)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINDSTREAM COMMUNICATIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF APRIL, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4055100 8300

150484420

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2273635

DATE: 04-08-15

B0082-9352 04/23/2015 2:58 PM Received by Tennessee Secretary of State Tre Hargett