

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

IN THE MATTER OF TALK AMERICA)
SERVICES, LLC’S APPLICATION FOR A) CASE NO. TAL-T-14-01
CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY TO PROVIDE RESOLD)
LOCAL EXCHANGE AND) ORDER NO. 33296
INTEREXCHANGE SERVICES)
)

On September 19, 2014, Talk America Services, LLC (Talk America) applied to the Commission for a Certificate of Public Convenience and Necessity (CPCN) authorizing it to provide resold local exchange and interexchange telecommunications services to residential customers in Idaho. The Commission issued a Notice of Application and Notice of Modified Procedure with a 21-day comment period. Order No. 33268. Commission Staff was the only party to file written comments. Having reviewed the record, we grant the Company’s Application for a CPCN as set forth below.

THE APPLICATION

Talk America is a Delaware limited liability company, authorized to do business in Idaho. Application at 5, Exhibit C. Its principal place of business is in Little Rock, Arkansas. *Id.* at 5. Talk America is a subsidiary of Communications Sales & Leasing, Inc. (CSL), a Maryland corporation, which is also Talk America’s sole member. *Id.* In its Application, Talk America proposes to “provide resold local exchange, resold interexchange and broadband telecommunications services to residential customers” currently subscribed to Windstream Holdings, Inc. (Windstream). *Id.* at 1-2.

Talk America’s Application is part of or related to a corporate transaction involving Windstream and CSL. *Id.* at 1-2. In that transaction, Windstream will divide into an operating unit (providing telecommunications and related services) and a real estate investment trust (holding title to distribution plant assets). *Id.* at 2. The investment trust’s assets, which include copper, fiber, and real estate assets, will be transferred to CSL which will then lease the assets back to Windstream on a long-term basis. *Id.* at 2. If the Commission approves Talk America’s Application, Windstream intends to “transfer all of [its operating unit’s] residential local exchange and long distance customers to [Talk America].” *Id.* at 2.

Talk America seeks authority to provide local exchange services, and intends to provide interexchange services, to and from all points in the State of Idaho. *Id.* at 6. Talk America “will initially only resell the services [offered by Windstream], and in the future will amend its certification if it decides to offer services as a facilities based provider.” *Id.* at 3. Talk America does not intend to construct any new facilities in Idaho at this time. *Id.* Its network “will consist of leased facilities provided by other carriers.” *Id.* Talk America intends to “provide services at the same rates and under the same terms and conditions” as they are currently provided by Windstream. *Id.* at 7, Exhibit E.

Exhibit A to the Application describes Talk America’s management team’s background and experience. Talk America also provided its formation documents. Exhibit B. Talk America asserts that its financial information provided in Exhibit D is exempt from public disclosure per Commission Rule 67. IDAPA 31.01.01.067. Talk America “agrees to comply with all applicable Idaho laws and Commission rules and regulations.” Application at 8, Exhibit F.

THE STAFF COMMENTS

Staff reviewed Talk America’s Application and supplemental filings for compliance with applicable legal requirements for obtaining a CPCN. Based on its review, Staff does not oppose the transfer of the Windstream customers to Talk America. Staff believes the Company understands and agrees to comply with the Commission’s rules and requirements. Staff believes Talk America has fulfilled all requirements for a CPCN and recommended approval of the Company’s Application.

DISCUSSION AND FINDINGS

Based on our review of the record, including the Company’s Application and Staff’s comments, we find that the Company’s Application complies with the requirements for a CPCN. Rule 114 sets forth the requirements that competitive local exchange carriers – such as Talk America – must satisfy to obtain a CPCN. IDAPA 31.01.01.114. We find that Talk America has provided all needed information in its Application, including financial information. We also find that the Company is aware of and has agreed to comply with this Commission’s rules. We further find that Talk America’s acquisition of Windstream customers under existing rates, terms and conditions is reasonable. For these reasons, we approve Talk America’s Application for a

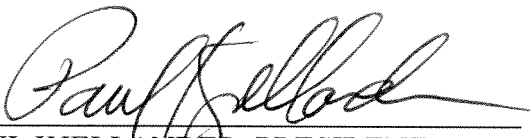
CPCN to provide resold local exchange and interexchange, and broadband telecommunications services to residential customers in Idaho.

ORDER

IT IS HEREBY ORDERED that Talk America Services, LLC's Application for a Certificate of Public Convenience and Necessity is granted.

THIS IS A FINAL ORDER. Any person interested in this Order may petition for reconsideration within twenty-one (21) days of the service date of this Order. Within seven (7) days after any person has petitioned for reconsideration, any other person may cross-petition for reconsideration. See *Idaho Code* § 62-619.

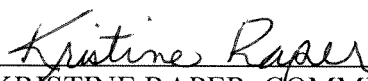
DONE by Order of the Idaho Public Utilities Commission at Boise, Idaho this 8th day of May 2015.



PAUL KJELLANDER, PRESIDENT

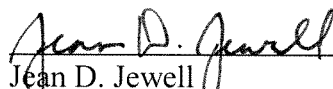


MACK A. REDFORD, COMMISSIONER



KRISTINE RAPER, COMMISSIONER

ATTEST:



Jean D. Jewell
Commission Secretary

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