Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of

Consolidated Communications of Ohio Company, LLC, Assignor, and Hanson Communication of Ohio, LLC, Assignee, Application under Section 214 of the Communications Act of 1934, as Amended for Consent to Assign Certain Assets of Consolidated Communications of Ohio Company, LLC, a provider of interstate interexchange and exchange access services in Ohio

To: The Wireline Competition Bureau

APPLICATION FOR CONSENT TO ASSIGN CERTAIN ASSETS OF AN INTERSTATE TELECOMMUNICATIONS CARRIER HOLDING DOMESTIC BLANKET SECTION 214 AUTHORITY

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”), and Sections 63.03 and 63.04 of the Commission’s rules, Consolidated Communications of Ohio Company, LLC (“Consolidated Ohio”), and Hanson Communications of Ohio, LLC (“Hanson”) (collectively, “Applicants”), request Commission consent to transfer substantially all of the assets of Consolidated Ohio to Hanson. Consolidated Ohio is a wholly owned, indirect subsidiary of Consolidated Communications Holdings, Inc. (“Consolidated Holdings”) and operates as an incumbent local exchange carrier (“ILEC”) serving three study areas: the Columbus Grove Telephone Company (SAC 300604); The Germantown Independent Telephone
Company (SAC 300168); and the Orwell Telephone Company (SAC 300649). A map of the areas served by the Applicants and their affiliates in Ohio is attached hereto as Exhibit A.

Immediately following consummation of the transaction described in greater detail herein (the “Transaction”), the assets of Consolidated Ohio will remain the same, but will be owned by Hanson. Similarly, in a seamless transition, Hanson will begin serving the current telecommunications and broadband service customers of Consolidated Ohio, with no immediate change to customers’ existing services as a result of the Transaction. Hanson’s management has seven decades of experience in providing telephone and related service in rural markets in the mid-western U.S. As shown in Exhibit A, there are no overlapping or adjacent local exchange service territories between Consolidated Ohio and any Hanson affiliate.

The assets being transferred do not include any international Section 214 authorizations. Consolidated Holdings offers international telecommunications services under an existing grant of Section 214 authority, ITC-214-20030808-00393, which it will retain so that it may continue to do so after the Transaction is complete. Hanson’s parent company, Hanson Communications, Inc. (“HCI”), likewise holds an existing grant of international Section 214 authority, under which Hanson will be able to offer international telecommunications services to its customers following the closing of the Transaction.¹

In support of this Application, Applicants provide the following information:

I. Streamlined Treatment Requested

Pursuant to Section 63.03(b) of the Commission’s rules, 47 C.F.R. §63.03(b), the Applicants respectfully request streamlined treatment of this Application. First, the Transaction is entitled to streamlined treatment pursuant to section 63.03(b)(1)(iii) because the Transaction

¹ See IBFS File Nos. ITC-214-19970903-00526 (granting Section 214 authority), ITC-T/C-20070502-00171 (Assignment to HCI).
involves “only the transfer of the local exchange assets of an incumbent LEC by means other than an acquisition of corporate control.” Applicants submit that this criterion met because this Transaction will be completed through an Asset Purchase Agreement, and not through a transfer of corporate control of Consolidated Ohio. Hanson is, in fact, a newly formed company created specifically to receive the local exchange assets being sold by Consolidated Ohio.

Second, the Transaction is entitled to streamlined treatment pursuant to section 63.03(b)(2)(i) because neither of the applicants is dominant with respect to any service. In the wake of the Commission’s 2016 decision that ILECs are no longer dominant in the provision of interstate switched access services, the Applicants submit that this criterion for streamlined treatment of this Application is similarly met.

Third, the Transaction is entitled to streamlined treatment pursuant to section 63.03(b)(2)(iii), which affords streamlined treatment where a proposed transaction would result in a Assignee having a market share in the interstate, interexchange market of less than 10 percent, and the Assignee would provide competitive telephone exchange services or exchange.

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2 47 C.F.R. § 63.03(b)(1)(iii). In parallel with this Transaction, Consolidated Communications Enterprise Services, Inc. (“CCES”), a different affiliate of Consolidated Holdings, will also sell to Hanson certain assets related to the provision of cable television services, including sixteen receive-only satellite earth stations used to receive programming content. That sale does not involve Consolidated Ohio and requires only post-closing notification to the Commission, 47 C.F.R. § 25.119(j), so is not implicated in this Application.

3 47 C.F.R. § 63.03(b)(2)(i).

4 See, e.g., Technology Transitions, GN Docket No. 13-5, Declaratory Ruling, Second Report and Order, and Order on Reconsideration, FCC 16-90, 31 FCC Rcd 8283 (2016), at ¶ 22 (finding that ILECs are non-dominant in the provision of interstate switched access services because, “[i]n today’s marketplace, incumbent LECs cannot control prices for, and thus lack market power over, interstate switched access”); Policy and Rules for the Interstate, Interexchange Marketplace, CC Docket No. 96-61, Second Report and Order, FCC 96-424, 11 FCC Rcd 20730 (1996) (“IXC Detariffing Order”), at ¶ 155 (adopting broad, mandatory detariffing for “all segments of the interstate, domestic, interexchange services market” without “differentiating among interstate, domestic, interexchange services, among nondominant interexchange carriers, or among types of information contained in tariffs for such services”), aff’d sub nom. MCI WorldCom, Inc. v. FCC, 209 F.3d 760 (D.C. Cir. 2000).
access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction” and “[t]he applicants are incumbent local exchange carriers . . . that have, in combination, fewer that two (2) percent of the nation’s subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas.”

Applicants also satisfy this criterion for streamlined treatment. Taken together, Consolidated Ohio and Hanson, including their respective incumbent and competitive LEC affiliates serve fewer than 2% of the nation’s aggregate subscriber lines. After consummation of the Transaction, Hanson and its affiliates will not provide either telephone exchange or exchange services in areas served by ILEC affiliates of Consolidated Holdings in any market. Furthermore, upon consummation of the proposed Transaction, Hanson and its affiliates will continue to have a market share in the interstate, interexchange market well below ten percent (10%).

Accordingly, streamlined treatment is warranted.

II. Description of the Applicants

a. Assignee (Hanson)

Hanson is a privately held Ohio limited liability company recently created for the purpose of acquiring and operating the three wholly-owned subsidiaries of Consolidated Holdings that are the subject of this Transaction. The principal offices of Hanson are at 2 Willipie Street, Wapakoneta, Ohio, 45895.

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5 47 C.F.R. § 63.03(b)(2)(iii).
Hanson is 100% owned by HCI, a Minnesota-based holding company whose principal offices are at 1104 19th Avenue SW, Suite B, Willmar, MN, 56201. The following entities are the only entities holding or controlling a 10% or more share in HCI:

1. **Name:** Bruce Hanson  
   **Address:** 909 Willmar Avenue SW  
   Willmar, MN 56201  
   **Citizenship:** U.S.  
   **Principal Business:** Telecom  
   **% Interest:** 22.04%

2. **Name:** Mark Hanson  
   **Address:** 168 Southmoor Shores  
   St. Marys, OH 45885  
   **Citizenship:** U.S.  
   **Principal Business:** Telecom  
   **% Interest:** 24.65%

3. **Name:** Susan Anderson  
   **Address:** 1335 121st Street West  
   Rosemount, MN 55068  
   **Citizenship:** U.S.  
   **Principal Business:** Telecom  
   **% Interest:** 22.04%

4. **Name:** Qualified Subchapter S Trust  
   **Address:** N/A  
   **Citizenship:** U.S.  
   **Principal Business:** Trust  
   **% Interest:** 31.23%

HCI, through its operating subsidiaries, provides an array of telecommunications services, broadband, and video programming services in Minnesota, Nebraska, South Dakota, and Ohio. HCI’s eight operating companies, listed along with their respective Study Area Codes (“SACs”) in Exhibit B, serve approximately 10,061 access lines and provide broadband connections to approximately 15,357 customers. HCI’s operating companies have deployed approximately 1,500 miles of fiber optic cable, which facilitate high speed internet access, high-
definition video services, and will be able to support wireless and wireline service for the delivery of 5G technology in rural America.

b. Consolidated Ohio (Assignor)

Consolidated Ohio was formed from the 2019 *pro forma* merger of individual Ohio operating company affiliates of Consolidated Holdings, including three ILECs: The Germantown Independent Telephone Company d/b/a Consolidated Communications/Germantown; The Orwell Telephone Company d/b/a Consolidated Communication/Orwell; and The Columbus Grove Telephone Company d/b/a Consolidated Communications/Columbus Grove. Consolidated Holdings acquired these ILECs as part of its 2017 merger with FairPoint Communications, Inc. Consolidated Ohio serves approximately 3,864 customer access lines in parts of Allen, Ashtabula, Butler, Geauga, Hancock, Henry, Montgomery, Putnam, Trumbull, and Warren Counties within the state. It offers local exchange and exchange access services, domestic and international long-distance voice service, broadband Internet access service, business data services, and others.

In 2015, Consolidated Ohio’s predecessors in interest accepted the Commission’s offer of Connect America Fund Phase II ("CAF Phase II") support. Under CAF Phase II, Consolidated Ohio was required to offer voice and broadband service meeting the Commission’s requirements to 1,247 locations in the state over a six-year term, in exchange for annual support of $420,997.00. On September 8, 2020, Consolidated Ohio elected to receive a seventh year of

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7 See Application of Consolidated Communications to Merge and Rename ILECs and IXCs, Case No. 18-1735-TP-AMT (Ohio PUC, filed Nov. 28, 2018), available at: http://dis.puc.state.oh.us/CaseRecord.aspx?Caseno=18-1735.


10 Id.
CAF Phase II support, extending the CAF Phase II term through December 31, 2021. To date, Consolidated Ohio has reported deployment to 1,248 qualifying locations, which exceeds its CAF Phase II commitment. Consolidated Ohio will not receive future support under the CAF Phase II Auction or Rural Digital Opportunity Fund mechanisms.

III. Description of the Transaction

Both Consolidated Ohio and HCI are parties to an Asset Purchase Agreement (“APA”) whereby Consolidated Ohio has agreed to sell and assign to HCI, and HCI has agreed to purchase, substantially all of the assets, property, and rights of Consolidated Ohio. Following the closing of the Transaction, the assets, property, and rights currently held by Consolidated Ohio will be owned and operated by Hanson, a subsidiary of HCI created for that purpose. A chart of the post-transaction ownership is attached as Exhibit C.

Upon completion of the Transaction, Hanson will continue to serve the former customers of Consolidated Ohio so as to ensure that the sale will be transparent and seamless. Like Consolidated Ohio, Hanson’s management has a long history of providing high quality, reliable, communications services in rural markets. Specifically, Hanson will continue to be a direct, wholly-owned subsidiary of HCI. Bruce Hanson, President of HCI, will continue to manage and control HCI and its operating subsidiaries, including Hanson. Other personnel from HCI’s ILEC operations will be called upon, as necessary, to run the acquired operations.

Consolidated Ohio operates three separate ILEC study areas in Ohio within National Exchange Carrier Association (“NECA”) FCC Tariff No. 5 for switched interstate access services. Upon acquisition, Hanson plans to maintain the existing former Consolidated Ohio study areas

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within NECA Tariff FCC No. 5, continuing its participation in NECA’s pooling and tariffing functions. Other aspects of the Transaction are discussed in the Public Interest section following.

IV. Public Interest

The proposed transaction satisfies the public interest standard. The Commission considers four questions in making its public interest assessment: (1) whether the transaction would result in the violation of the Act or any other applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission’s implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits.12

The proposed transaction satisfies all four elements of the Commission’s test. Elements (i) and (ii) are satisfied because, as demonstrated herein, the proposed transaction does not violate any provision of the Act or any Commission rule. In assessing elements (iii) and (iv), the Commission considers whether a proposed transaction “could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.”13 If so, the Commission then “employs a balancing test, weighing any potential public interest harms of the proposed transaction against the potential public interest benefits.”14 The proposed transaction in this Application does not frustrate or otherwise interfere with the objectives of the Act or other statutes. As discussed in detail below, the proposed transaction will yield substantial public interest benefits and will not result in any substantive harms.

12 SBC Communications Inc. and BellSouth Corp. for Consent to Transfer of Control or Assignment of Licenses and Authorizations, Memorandum Opinion and Order, 15 FCC Rcd. 25459, 25464 ¶ 13 (2000).
13 Applications Filed by Frontier Communications Corporation and Verizon Communications Inc. for the Partial Assignment or Transfer of Control of Certain Assets in California, Florida, and Texas, 30 FCC Rcd. 9812, 9815 ¶ 8 (2015).
14 Id.
a. History of Providing Service, Experience/Expertise

HCI, Hanson’s ultimate parent company, has a proven track record of acquiring, operating, and improving telephone companies. The Hanson family have been in the telecommunications business for 70 years, with its first acquisition of a telephone company being Hanska Telephone Company in Hanska, Minnesota, in 1957. This was followed by the acquisition and re-building of several farmer-owned systems into Clara City Telephone Exchange Company. Sacred Heart Telephone Company followed this acquisition, and then Starbuck Telephone Company was acquired in 1966.

HCI itself was formed in 1984 as a holding company. Not long after its formation, HCI acquired telephone systems in Springfield, Minnesota (Western Telephone Company), Sanborn, Minnesota (Sanborn Telephone Company), three communities in Colorado (Haxtun Telephone Company), Keystone, South Dakota (Mt. Rushmore Telephone Company), and an exchange in Zumbrota, Minnesota (Zumbrota Telephone Company).\textsuperscript{15}

In 1994, HCI purchased and integrated 4,100 access lines from USWEST, forming Ft. Randall Telephone Company. In 1997, HCI added 1,300 access lines to Ft. Randall through the purchase of lines also formerly held by US West. In 2002, the HCI purchased several cable television systems in South Dakota and Nebraska, adding 2,500 CATV customers. Throughout 2006 to 2009, HCI continued to acquire cable television systems in Minnesota, adding another 2,000 customers throughout the south-central part of the state. In 2007, HCI acquired Telephone Service Company (TSC). In 2013, through TSC, HCI acquired the Middle Point Home Telephone Company (Middle Point) in Middle Point, Ohio.

\textsuperscript{15} In 1987, HCI sold Western, Sanborn and Haxtun Telephone Companies.
Today, HCI is the 52nd largest telephone company in the United States, with over 10,000 access lines, 15,000 Internet connections, and 5,500 CATV connections in Minnesota, South Dakota, and Ohio.

b. Service Improvements and Synergies/Efficiencies

Hanson currently plans to spend approximately $11 million within in the first five years of acquisition to replace copper and coaxial plant with fiber, specifically Gigabit Passive Optical Network technology (G-PON). G-PON technology provides scalability to address customers’ needs up to gigabit-per-second speeds – a substantial improvement over the 10/1 and 25/3 speeds required by CAF Phase II. This initial plan approximately 30% of the capital expenditure for the HCI family of companies over that period. Accordingly, Hanson’s commitment to the Ohio ILEC service areas is significant. Due to the ongoing chip shortage and other supply chain issues, Hanson is unable to provide a specific construction schedule for its contemplated investment, but is prepared to act diligently in securing the necessary equipment as soon as possible.

Through partnerships with other ILECs in Ohio, HCI has access to extensive fiber optic facilities from Toledo to Dayton to Columbus from which Hanson will be able to benefit. Hanson also anticipates modest efficiencies from integrating the acquired properties with its corporate structure. Primarily, this will allow Hanson to spread its overhead over a larger customer base in Ohio. Hanson will also benefit from the expertise of HCI staff at its nearby affiliates in Ohio, TSC and Middle Point.

c. Competition

The proposed transaction will not adversely impact competition. Consolidated Ohio’s study areas do not overlap with any existing HCI study areas and, as a result HCI and Consolidated do not currently compete for customers (particularly local exchange customers) in
Consolidated Ohio’s study areas. Nor is Consolidated Ohio adjacent to any areas HCI currently serves. Because the Applicants do not compete for customers, the proposed transaction is “not likely to adversely affect competition” and there are thus no “potential public interest harms related to market concentration.”

d. Transition

Several processes are used to make sure the public is informed of the transition. The company plans to engage in the following activities: (i) community meetings to introduce Hanson to the community; (ii) meetings with key governmental authorities in the communities; (iii) direct mailings to customers introducing them to the company and what they can expect once the transition is complete; (iv) interactions with key businesses in the various communities as a way of introduction.

e. Assumption of CAF-II Obligations

As discussed above, Consolidated Ohio receives CAF Phase model-based support that is scheduled to end as of December 31, 2021. Hanson acknowledges and assumes the commitments made as recipients of such support, and certifies that the proposed transaction will not interfere with or otherwise interrupt the satisfaction thereof.

Price cap carriers that accepted Phase II model-based support are required to offer to the required number of locations voice and broadband services at speeds of 10/1 Mbps, with latency suitable for real-time applications, including VoIP, and with a usage capacity and at rates that are reasonably comparable to comparable offerings in urban areas. Recipients of Phase II model-

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17 47 C.F.R. 54.309(a); see also Connect America Fund et al., Report and Order, 29 FCC Rcd 15644, 15649-61, paras. 15-44 (2014) (December 2014 Connect America Order) (adopting 10/1 Mbps as the minimum broadband speed); Connect America Fund, Report and Order, 28 FCC Rcd 15060, 15062-76,
based support are required to serve 40 percent of the required number of locations by the end of 2017, 60 percent by the end of 2018, 80 percent by the end of 2019, and 100 percent by the end of 2020. At this time, Consolidated Ohio has complied with all CAF Phase II funding obligations.

The Commission further requires each recipient of CAF Phase II model-based support to conduct quarterly testing to verify that supported broadband services it offers meet the speed and latency performance standards applicable to CAF Phase II. Consolidated Ohio expects that all required testing will be complete before the closing of this Transaction. HCI and Hanson will assume responsibility for Consolidated Ohio’s CAF Phase II compliance obligations, including the reporting of the CAF Phase II test results to USAC on July 1, 2022.

f. The Parties Lack any Incentive for Cost Shifting

The Applicants respectfully submit that there should be no significant concern about cost shifting between the two companies in connection with this Transaction. Although Consolidated Holdings operates a portion of its ILEC affiliates under price cap regulation, Consolidated Ohio operates as a rate-of-return carrier for interstate switched access services, pursuant to an all-or-nothing waiver previously granted by the Bureau. Similarly, all HCI ILEC affiliates operate under rate-of-return regulation for interstate switched access services.

paras. 6-38 (WCB 2013) (adopting a roundtrip provider network latency requirement of 100 ms or less, standards for the minimum usage allowance, and options for demonstrating compliance with the reasonably comparable rates requirement).

18 47 C.F.R. § 54.310(c).
19 See, e.g., Connect America Fund, 34 FCC Rcd 10109 (2019).
21 Joint Application of Consolidated Communications Holdings, Inc., and FairPoint Communications, Inc., to Transfer Indirect Control of Authorization Holders to Consolidated Communications Holdings, Inc., 32 FCC Rcd 3820 ¶ 32 (2017) (finding that Consolidated Holdings and FairPoint have “have no incentive to shift costs to increase their CAF Phase II model support because the amount of support they receive was determined by the Connect America Cost Model and not by the accounting costs recorded in their books.”).
Moreover, none of the parties receive high-cost universal service support based on their actual costs of service. As previously discussed, Consolidated Ohio receives CAF Phase II model-based support, which is scheduled to end within a matter of months, on December 31, 2021. The ILEC subsidiaries of HCI are all Alternative Connect America Cost Model (A-CAM) recipients. Both Consolidated Ohio and HCI existing ILEC affiliates participate in the National Exchange Carrier Association (NECA) pooling and tariff mechanisms. Exhibit B hereto includes these operating companies’ pooling status as average schedule companies or cost prior to the election of A-CAM fixed model support. As the company list indicates, two of HCI’s ILECs are Ohio-based companies: Telephone Service Company (SAC 300659) (TSC) and the Middle Point Home Telephone Company (SAC 30063) (Middle Point). Each ILEC operates in its own study area. Hanson represents, however, that while TSC and Middle Point are not adjacent to the service areas of Consolidated Ohio, they are geographically positioned to support Hanson when needed.

V. Specific Information Required by Section 63.04(a)

a. Name, address and telephone number of each applicant:

Assignor:
Consolidated Communications of Ohio Company, LLC
dba Consolidated Communications
2116 South 17th Street
Mattoon, Illinois 61938
Tel: 724-449-2545

Assignee:
Hanson Communication of Ohio, LLC
2 Willipie Street
Wapakoneta, Ohio 45895
Tel: (320) 847-3993
b. Government, state or territory under the laws of which each corporate or partnership applicant is organized:

Hanson is a domestic limited liability company organized under the laws of the State of Ohio. Consolidated Ohio is a limited liability company organized under the laws of the State of Delaware.

c. Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

Assignor:
Michael Shultz  
Sr. Vice President, Regulatory & Public Policy  
Consolidated Communications  
4008 Gibsonia Rd.  
Gibsonia, PA 15044  
724-449-2545 (Tel)  
mike.shultz@consolidated.com

Legal Counsel for Assignor:  
Richard R. Cameron  
Richard R. Cameron PLLC  
2550 M Street N.W., Suite 300  
Washington, D.C. 20037  
202-230-4962 (Tel)  
richard@cameronlawpolicy.com

Assignee:  
Bruce Hanson  
Hanson Communications of Ohio, LLC  
2 Willipie Street  
Wapakoneta, Ohio 45895  
Tel: (320) 847-3993  
bruce@hcinet.net

Legal Counsel for Assignee:  
Ben Dickens  
2120 L Street NW, STE 300  
Washington, DC 20037  
Phone: (202) 659-0830  
Email: bhd@bloostonlaw.com
d. Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

The requested ownership information for Consolidated Ohio is set forth below:

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Ownership %</th>
<th>Citizenship</th>
<th>Principal Business</th>
</tr>
</thead>
<tbody>
<tr>
<td>Consolidated Communications, Inc. (“CCI”)</td>
<td>100% (direct)</td>
<td>United States</td>
<td>Holding Company</td>
</tr>
<tr>
<td>2116 South 17th Street</td>
<td></td>
<td>(Illinois)</td>
<td></td>
</tr>
<tr>
<td>Mattoon, IL 61938</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Consolidated Communications Holdings, Inc.</td>
<td>100% (indirect, as 100% direct owner of CCI)</td>
<td>United States</td>
<td>Holding Company</td>
</tr>
<tr>
<td>(“Consolidated Holdings”)</td>
<td></td>
<td>(Delaware)</td>
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</tr>
<tr>
<td>2116 South 17th Street</td>
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<td></td>
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</tr>
<tr>
<td>Mattoon, IL 61938</td>
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</tbody>
</table>

Additional persons and entities hold or control a 10% or greater ownership interest in Consolidated Holdings, and the identity of those persons and entities may change as a result a proposed investment in Consolidated Holdings by Searchlight III CVL, L.P. That investment is the subject of a Petition for Declaratory Ruling filed on January 5, 2021 and supplemented on March 25, 2021 by Consolidated Holdings, which is currently pending with the Commission.\(^{22}\)

That Petition and associated supplement, setting forth the current and proposed ownership of Consolidated Holdings, is attached as **Exhibit D**.

The ownership of Hanson is set forth below:

<table>
<thead>
<tr>
<th>Name &amp; Address</th>
<th>Ownership %</th>
<th>Citizenship</th>
<th>Principal Business</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hanson Communications, Inc.</td>
<td>100</td>
<td>U.S.</td>
<td>Telecommunications</td>
</tr>
<tr>
<td>1104 19th Avenue SW, Suite B</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Willmar, MN 56201</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

e. Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

The parties hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

f. Description of the transaction:

The parties seek consent to transfer substantially all of the assets of Consolidated Ohio to Hanson, as further described in Section III, above.

g. Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Assignor:

Consolidated Ohio is a wholly owned indirect subsidiary of Consolidated Holdings, a publicly traded Delaware corporation. Consolidated Holdings, through its operating subsidiaries (collectively “Consolidated Communications”), is a leading broadband and business communications provider serving consumers, enterprise customers, and wireless and wireline carriers across rural and urban communities in a 23-state service area. Leveraging an advanced fiber network spanning 46,000 fiber route miles, Consolidated Communications offers a wide range of communications solutions, including: high-speed Internet access service, voice service, security services, managed services, cloud-based services and wholesale, carrier solutions. Since its founding approximately 125 years ago, Consolidated Communications has been dedicated to turning technology into solutions, connecting people and enriching how they work and live, including in rural areas of the Nation.
Assignee:

Hanson is a newly formed entity that will provide the same services in the same geographic areas that Consolidated Ohio currently serves. A map of these areas is attached hereto as Exhibit A.

A list of Hanson’s affiliates, along with a list of the states in which they operate, is attached hereto as Exhibit A. As described above, Hanson’s affiliates offer voice service, broadband Internet access service, and cable television service.

h. Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment.

As indicated in Section I, above, the Transaction is entitled to streamlined treatment pursuant to section 63.03(b)(1)(iii) because the Transaction involves only the transfer of the local exchange assets of incumbent LECs by means other than an acquisition of corporate control; pursuant to section 63.03(b)(2)(i) because neither of the applicants is dominant with respect to any service; and section 63.03(b)(2)(iii), because the both Consolidated Holdings and HCI’s ILEC affiliates, in combination, fewer than two (2) percent of the subscriber lines installed in the aggregate nationwide with no overlapping or adjacent service areas.

i. Identification of all other Commission applications related to the same transaction:

There are no other applications related to the Transaction.

j. Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure at this time. Therefore, the Applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.
k. Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

1. A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in Section IV, above.
VI. Conclusion

In light of the foregoing facts and public interest considerations, pursuant to Section 214(a) of the Communications Act and Sections 63.03 and 63.04 of the Commission’s rules, the parties respectfully request that the Commission consent to the assignment of the assets of Consolidated Ohio and corresponding blanket domestic Section 214 authorization to Hanson. Consistent with precedent, the proposed transaction will serve the public interest, convenience, and necessity by ensuring that the assets of Consolidated Ohio will continue to be controlled and managed by individuals with extensive knowledge of local telephone operations and the needs of the communities it serves, thereby directly benefitting all area consumers.

Respectfully submitted,

Benjamin H. Dickens, Jr.
Salvatore Taillefer, Jr.
BLOOSTON, MORDKOFSKY, DICKENS, DUFFY & PRENDERGAST, LLP
2120 L Street NW Suite 300
Washington, DC 20037
(202) 659-0830

Counsel for Hanson Communications of Ohio, LLC

Richard Cameron
RICHARD R. CAMERON PLLC
2550 M Street N.W., Suite 300
Washington, D.C. 20037
(202) 230-4962
richard@cameronlawpolicy.com

Counsel for Consolidated Communications

Dated: October 14, 2021
DECLARATION OF BRUCE HANSON

I, Bruce Hanson, Treasurer of Hanson Communications, Inc., do hereby declare under penalty of perjury that the foregoing filing was prepared under my direction and supervision and that the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information and belief.

Executed on 8th day of October, 2021

Bruce Hanson, Treasurer
Hanson Communications, Inc.
DECLARATION OF MICHAEL SHULTZ

I, Michael Shultz, Sr. Vice President Regulatory & Public Policy of Consolidated Communications Holdings, Inc., do hereby declare under penalty of perjury that the foregoing filing was prepared under my direction and supervision and that the contents of the filing and the certifications contained therein are true and correct to the best of my knowledge, information, and belief.

Executed on 13th day of October, 2021

Michael Shultz
Sr. Vice President Regulatory & Public Policy
Consolidated Communications Holdings, Inc.
Exhibit A

Ohio Service Area Map
### Exhibit B

Hanson Communications, Inc. ILEC Affiliate Chart

<table>
<thead>
<tr>
<th>Company Name</th>
<th>Study Area Code</th>
<th>State of Operation</th>
<th>Access Line Count</th>
<th>Study Area Type (Prior to A-CAM)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Clara City Telephone Company</td>
<td>361370</td>
<td>MN</td>
<td>538</td>
<td>Cost</td>
</tr>
<tr>
<td>Sacred Heart Telephone Company</td>
<td>361476</td>
<td>MN</td>
<td>214</td>
<td>Average Schedule</td>
</tr>
<tr>
<td>Fort Randall Telephone Company d/b/a Mt. Rushmore Telephone Company</td>
<td>391660</td>
<td>SD</td>
<td>3,128</td>
<td>Average Schedule</td>
</tr>
<tr>
<td>Starbuck Telephone Company</td>
<td>361487</td>
<td>MN</td>
<td>661</td>
<td>Average Schedule</td>
</tr>
<tr>
<td>Telephone Service Company</td>
<td>300659</td>
<td>OH</td>
<td>4,587</td>
<td>Average Schedule</td>
</tr>
<tr>
<td>TSC Communications, Inc.</td>
<td>N/A</td>
<td>OH</td>
<td>*</td>
<td>N/A</td>
</tr>
<tr>
<td>The Middle Point Home Telephone Company</td>
<td>300633</td>
<td>OH</td>
<td>392</td>
<td>Average Schedule</td>
</tr>
<tr>
<td>Zumbrota Telephone Company</td>
<td>361515</td>
<td>MN</td>
<td>883</td>
<td>Average Schedule</td>
</tr>
</tbody>
</table>

* TSC Communications, Inc.’s Access Line Count is included in Telephone Service Company’s Access Line Count.
Exhibit C

Post-Transaction Ownership Chart

Hanson Communications, Inc.

Hanson Communications of Ohio, LLC
Exhibit D


Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of
Consolidated Communications Holdings, Inc. Docket No. ____________________
Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934, as Amended

AMENDED AND RESTATED PETITION FOR DECLARATORY RULING

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January 5, 2021
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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of
Consolidated Communications Holdings, Inc. ) Docket No. _________________

Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934, as Amended

AMENDED AND RESTATED PETITION FOR DECLARATORY RULING

I. INTRODUCTION AND SUMMARY

Pursuant to Section 1.5000(a)(1) of the Commission’s rules, Consolidated Communications Holdings, Inc. (Nasdaq: CNSL) (“Consolidated”) and Searchlight III CVL, L.P. (“Searchlight Aggregator”) (Consolidated and Searchlight Aggregator, collectively, “Petitioners”), by their attorneys, respectfully submit this petition (“Petition”) requesting that the Federal Communications Commission (the “FCC” or the “Commission”) issue a declaratory ruling to allow Consolidated to have foreign investment in excess of the 25% benchmark contained in Section 310(b)(4) of the Communications Act of 1934, as amended (the “Communications Act”).

Specifically, Petitioners seek a ruling permitting up to 100% aggregate foreign investment (voting and equity) in Consolidated, which is the indirect parent company of three licensee subsidiaries

1 47 C.F.R. § 1.5000(a)(1).
2 47 U.S.C. § 310(b)(4). Petitioners previously filed a petition for declaratory ruling on October 26, 2020. This filing is being submitted to update that initial filing and is intended to supersede and replace it.
that hold common carrier licenses subject to Section 310(b)(4).\(^3\) In addition, Petitioners request specific approval for (1) certain identified foreign entities and individuals to hold, directly or indirectly, equity and/or voting interests of more than 5% in Consolidated, (2) certain identified foreign entities insulated in accordance with the FCC’s rules to hold, directly or indirectly, equity and/or voting interests of more than 10% in Consolidated, and (3) advance approval for each identified foreign entity and individual to hold up to a 49.99% non-controlling voting interest, and up to a 49.99% non-controlling total equity interest, in Consolidated.\(^4\)

Grant of this Petition is consistent with Commission precedent and recent Executive Branch actions that seek to promote investment in communications companies while managing foreign investment in a risk-informed manner. The transaction for which Petitioners seek approval involves beneficial investment in the communications sector by sophisticated investors with experience in the telecommunications sector. This investment, in turn, will enable Consolidated to enhance its service offerings and customer experience while facilitating the build out of new facilities, all to the benefit of consumers and in furtherance of the public interest.

Specifically, the transaction will enhance Consolidated’s ability to invest in its business and capitalize on growth opportunities. Consolidated is a key provider in many markets but

\(^3\) See 47 C.F.R. § 1.5000(a)(1); see also id. § 1.5000(c)(2).

\(^4\) Each of the entities and individuals for which specific approval is sought will hold a non-controlling interest in Consolidated. In addition, certain entities will be insulated in accordance with the FCC’s foreign ownership rules. 47 C.F.R. § 1.5003. The Petition seeks specific approval for the foreign holders of indirect non-controlling insulated limited partnership and limited liability company interests of more than 10%. See id. §§ 1.5001(i)(1), 1.5001(i)(3). Although the insulated parties will not actually hold any voting rights because of their insulated status, Petitioners have treated these insulated entities as having a voting interest that is equivalent to their equity interest in the common voting stock of Consolidated for purposes of this Petition. See id. §§ 1.5002(b)(2)(ii)(B), 1.5002(b)(2)(iii)(B). Except as otherwise specifically disclosed herein, Petitioners confirm that no foreign individual or entity who is insulated will hold, directly or indirectly, an equity and/or voting interest of more than 10% in Consolidated.
critically needs to strengthen its balance sheet and obtain access to additional capital. The investment in Consolidated will increase liquidity and flexibility to support network build-out and upgrades. In particular, the investment will support Consolidated’s multi-year investment program to deploy Fiber-to-the-Home (“FTTH”) to as many as 1.4 million end-user locations, as well as accelerate its commercial fiber build. Consolidated’s long-standing objective has been and remains to provide superior service to customers and communities across its footprint, and this investment program will future-proof its success. Upon completion, Consolidated will be better positioned to deploy capital to significantly upgrade its consumer broadband network, simplify and enhance its customers’ experiences, and make important and strategic network extensions which are critical to bringing broadband service to more Americans.

As explained further below, granting this Petition is consistent with the Commission’s rules and precedent, and will serve the public interest by enabling beneficial investment in broadband communications infrastructure in Consolidated’s diverse service territory. Petitioners thus respectfully request that the Commission expeditiously grant this Petition.

II. BACKGROUND

A. Consolidated

Consolidated is a major broadband and business communications provider serving consumers, enterprise customers, and wireless and wireline carriers across rural and urban communities in a 23-state service area. Leveraging an advanced fiber network spanning 46,000 fiber route miles, Consolidated offers a wide range of communications solutions, including: high-speed Internet access service, voice service, security services, managed services, cloud-based services and wholesale, carrier solutions. Since its founding approximately 125 years ago, Consolidated has been dedicated to turning technology into solutions, connecting people and enriching how they work and live, including in rural areas of the Nation. Consolidated in recent
years has taken on significant debt to finance its operations. The Searchlight Aggregator investment injects capital into the business, enabling the retirement of a portion of that debt, and facilitating more FTTH deployment and improved services to customers and communities across the Consolidated footprint.5

B. Searchlight Aggregator

Searchlight Aggregator, a Delaware limited partnership, is a special purpose vehicle that, through Searchlight III CVL II, L.P. (“Searchlight Aggregator II”) (also a Delaware limited partnership), is acting as an aggregator of a group of investment funds affiliated with Searchlight Capital Partners, L.P. (“Searchlight”). Each of those funds is or will be an insulated limited partner in Searchlight Aggregator or Searchlight Aggregator II, and both Searchlight Aggregator and Searchlight Aggregator II are currently controlled by Eric Zinterhofer, a United States citizen. Searchlight, a Delaware limited partnership and registered investment adviser with the United States Securities and Exchange Commission (“SEC”), is a global private equity investment company whose funds invest in companies across various sectors, including communications, media, consumer and business services. Searchlight has more than $7 billion in assets under management, and has significant experience working with portfolio companies executing strategies that involve deploying broadband infrastructure, along with a proven track record of partnering with strong management teams to drive long-term value and shareholder returns.

C. Description of the Transaction

The circumstances prompting the filing of this Petition6 are described below and are collectively referred to herein as the “Transaction.” Pursuant to an Investment Agreement dated

5 See infra section IV.

6 See id. § 1.5001(h)(1).
September 14, 2020 (the “Investment Agreement”), the Petitioners agreed to a two-stage transaction that ultimately (upon receipt of necessary regulatory and shareholder approvals) is intended to result in Searchlight Aggregator owning 35% of Consolidated’s common voting stock and up to approximately 62.4%\(^7\) of its equity in exchange for a total investment of $425 million.

At the first stage of the Transaction, which closed on October 2, 2020, Searchlight Aggregator invested $350 million in return for (1) 8% of Consolidated’s outstanding common voting stock; (2) a Contingent Payment Right (“CPR”) representing the right to receive either cash or, upon the receipt of certain regulatory and shareholder approvals, up to an additional 16.9% of Consolidated’s outstanding common voting stock; and (3) the future right to receive a note with a

---

\(^7\) The figures provided herein for the total percentage equity and the percentage equity attributable to the non-voting Preferred Stock were calculated based on the following analysis. The face value of the Note at issuance was approximately $395 million, and that amount (plus the amount of interest that has accrued on the date of conversion) will represent the capital contribution made to acquire the non-voting Preferred Stock to be issued upon conversion of the Note. Assuming that conversion occurs nine months after the closing of the first stage of the Transaction, the value of the Note with accrued interest would be $418.6 million.

At the second closing, Consolidated will have 112,396,435 shares of its common stock outstanding, of which Searchlight Aggregator will own 35% (39,338,752), assuming receipt of regulatory and shareholder approvals. As of the close of business on October 22, 2020, Bloomberg reported a price of $5.13 per share of Consolidated’s common stock. Using this share price, the market cap of the common stock at the second closing would be $576,593,713.52. Adding the value of the Note at nine months from its issuance would result in a total market cap of $995,193,713.52. Searchlight Aggregator’s interest in the common stock would represent approximately 20.3% of Consolidated’s total equity, its interest in the non-voting Preferred Stock would represent approximately 42.1% of Consolidated’s total equity, and its combined interest in the common stock and the Preferred Stock would represent approximately 62.4% of Consolidated’s total equity.

The exact percentage of Consolidated’s total equity that Searchlight will hold at the second closing will vary based upon the aggregate principal amount of the Note on the date of its conversion into the non-voting Preferred Stock (taking into account interest that will have accrued on the Note between its issuance and conversion) and the value of Consolidated’s common voting stock on that date.
principal amount of approximately $395 million (the “Note”). The CPR entitles Searchlight Aggregator (1) upon exercise, to a cash payment, or (2) to specified amounts of Consolidated’s common voting stock based upon (a) receipt of approvals by various state public utility commissions, (b) receipt of shareholder approval, or (c) transfers of common voting shares by Searchlight Aggregator or its affiliates. The Note was not issued to Searchlight Aggregator at the closing of the first stage of the Transaction but is instead being held in escrow and, as discussed below, may become convertible into non-voting Series A Perpetual Preferred Stock (the “Preferred Stock”) following receipt of the FCC declaratory ruling and consummation of the second stage of the Transaction.

For purposes of evaluating Consolidated’s compliance with the FCC’s foreign ownership rules at the closing of the first stage of the Transaction, Petitioners, in an abundance of caution, considered that the CPR could be deemed to be equity, and ensured that, if so treated, Consolidated’s aggregate foreign ownership remained below the limit that Section 310(b) allows without a declaratory ruling. In particular, Eric Zinterhofer, a United States citizen, ultimately controls Searchlight Aggregator and, taking into account Consolidated’s existing foreign ownership (with the CPR treated as equity), foreign entities indirectly held less than 15.85% of

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8 Concurrently with the closing of the first stage of the Transaction, Consolidated also refinanced approximately $2 billion in debt.

9 The non-voting Preferred Stock to be received upon conversion of the Note also has certain investor protection rights that are customary in the context of preferred non-voting securities or that are consistent with the rights granted to holders of Consolidated’s debt, including the right to vote on: (1) dividends on or repurchases of shares of Consolidated’s capital stock in certain circumstances; (2) amendment of Consolidated’s certificate of incorporation in a manner that would adversely affect the holders of non-voting Preferred Stock or the Certificate of Designations governing the non-voting Preferred Stock; and (3) actions that would result in an increase in the number of authorized or issued shares of any class of securities that would rank senior to the non-voting Preferred Stock.
Consolidated’s equity, and less than 9% of its voting rights, following the initial Searchlight investment.\(^{10}\)

At the second stage of the Transaction, if the FCC grants a declaratory ruling that permits its consummation as described below and other required regulatory and shareholder approvals are obtained, Searchlight Aggregator will invest an additional $75 million in Consolidated in exchange for (1) shares of common voting stock and/or a CPR representing an additional 10.1% of Consolidated’s outstanding common voting stock,\(^{11}\) and (2) receipt of the Note, which will become convertible into shares of non-voting Preferred Stock representing up to approximately an additional 42.1% of Consolidated’s total equity.\(^{12}\) After the closing of the second stage of the Transaction and conversion of the CPR and the Note, Searchlight Aggregator will own 35% of Consolidated’s common voting stock and all of the non-voting Preferred Stock, which, together, will represent approximately 62.4% of the company’s total equity.\(^{13}\) The current executive officers

\(^{10}\) Exhibit A-1 depicts the ownership structure of Consolidated at the closing of the first stage of the Transaction. Exhibit B contains an estimate of aggregate foreign ownership and a description of the methods used to determine the percentages, as required by Section 1.5001(h)(1) of the Commission’s rules.

\(^{11}\) At the closing of the second stage of the Transaction following the grant of a declaratory ruling, the allocation between the common voting stock and the CPR to be issued will depend on the extent to which various state public utility commission and shareholder approvals have been received.

\(^{12}\) The Note may be issued before this time in the event of termination of or intent to terminate the investment agreement between the parties or certain defaults under Consolidated’s debt agreements, but will not become convertible into the non-voting Preferred Stock until after (1) the FCC grants a declaratory ruling permitting such conversion, and (2) Searchlight invests the additional $75 million at the closing of the second stage of the Transaction. The method used to calculate the equity percentage represented by the non-voting Preferred Stock herein is described in note 6, \textit{supra}.

\(^{13}\) The method used to calculate the total equity percentage that Searchlight Aggregator will hold after the closing of the second stage of the Transaction is described in note 6, \textit{supra}. As described further in Section II below, Searchlight also intends to make certain changes to the structure of Searchlight Aggregator prior to the closing of the second stage of the Transaction, and to
of Consolidated have remained the same since the closing of the first stage of the Transaction, and are expected to remain in executive and senior management roles through the second stage closing.

The Petitioners are also parties to a Governance Agreement dated September 14, 2020 (the “Governance Agreement”). At the closing of the first stage of the Transaction described above, the Governance Agreement provided Searchlight Aggregator with the right to designate one member of Consolidated’s board of directors, increasing the size of the board from eight to nine directors, and to appoint one non-voting board observer. At the closing of the second stage of the Transaction, Searchlight Aggregator will receive the right to designate an additional member of Consolidated’s board of directors, further increasing the board’s size from nine to ten directors, and Searchlight Aggregator will retain the right to appoint one non-voting board observer.\(^\text{14}\) The Governance Agreement also provides Searchlight Aggregator with certain minority investor protection rights, including the right to approve: (1) the amendment or modification of Consolidated’s certificate of incorporation or bylaws, or the certificate of designations governing the non-voting Preferred Stock, in a manner that materially and adversely affects Searchlight Aggregator or its affiliates; (2) the incurrence of certain indebtedness; (3) the issuance of additional

\(^\text{14}\) Following conversion of the Note into the non-voting Preferred Stock, Searchlight Aggregator will also have the right to designate two additional members of Consolidated’s board of directors in the event that Consolidated fails to make two semi-annual cash dividend payments on the non-voting Preferred Stock after the five-year anniversary of the initial closing. This would increase the size of Consolidated’s board from ten to twelve directors, with Searchlight having the right to designate, at most, four out of those twelve directors.

\[8\]
equity securities (or securities convertible into equity securities) or the amendment of any term of existing equity securities, in each case which would exceed 10% of Consolidated’s outstanding common voting stock; (4) any increase in the size of the board that results in there being more than eight directors aside from members designated by Searchlight Aggregator; and (5) the acquisition of assets or properties for an amount in excess of $75 million in the aggregate (other than acquisitions of inventory and equipment in the ordinary course of business).\(^{15}\)

III. PROPOSED FOREIGN OWNERSHIP AND REQUESTS FOR SPECIFIC APPROVAL

As explained above, Searchlight Aggregator and Searchlight Aggregator II are special purpose vehicles that are acting as aggregators of a group of investment funds affiliated with Searchlight, an SEC-registered investment adviser.\(^ {16}\)

\(^{15}\) The non-voting Preferred Stock to be received upon conversion of the Note also has certain investor protection rights that are customary in the context of preferred non-voting securities or that are consistent with the rights granted to holders of Consolidated’s debt, including the right to vote on: (1) dividends on or repurchases of shares of Consolidated’s capital stock in certain circumstances; (2) amendment of Consolidated’s certificate of incorporation in a manner that would adversely affect the holders of non-voting Preferred Stock or the Certificate of Designations governing the non-voting Preferred Stock; and (3) actions that would result in an increase in the number of authorized or issued shares of any class of securities that would rank senior to the non-voting Preferred Stock.

\(^{16}\) Searchlight provides management and other advisory services to the Searchlight-affiliated investment funds identified in this section, for which it receives a fee. Searchlight is controlled by its general partner, Searchlight Capital Partners, LLC, which, in turn, is controlled by its three members, Eric Zinterhofer, Erol Uzumeri, and Oliver Haarmann. Although Searchlight receives a fee for the services that it provides to the Searchlight investment funds, it has no economic or other ownership interest in them and has no decision-making authority with respect to their operations. Rather, all such authority, including the decision to make investments and to make capital calls from the limited partners of the investment funds, will rest with the general partner of the funds. See Exhibit A-2. Although Searchlight is deemed to be an affiliate of Searchlight Aggregator and the investment funds, it has no direct or indirect ownership interest in Searchlight Aggregator (and will not have any such interest in Consolidated), and has no authority to make any decisions on behalf of Searchlight Aggregator or the investment funds. Accordingly, Searchlight is not a party to this Petition.
At the closing of the first stage of the Transaction, the sole limited partner (100% equity/0% voting) of Searchlight Aggregator was Searchlight Aggregator II, a Delaware limited partnership, which has been insulated in accordance with the FCC’s rules. Searchlight Capital III CVL Co-Invest Partners, L.P. (“Co-Invest Partners”), also a Delaware limited partnership, subsequently became an additional insulated limited partner of Searchlight Aggregator and currently holds approximately 42 percent of its equity and no voting rights, reducing Searchlight Aggregator II’s equity percentage to approximately 58 percent. Currently, the general partner (0% equity/100% voting) of both Searchlight Aggregator and Searchlight Aggregator II is Searchlight III CVL GP, LLC, a Delaware limited liability company that is wholly owned by Eric Zinterhofer, a United States citizen. Accordingly, Mr. Zinterhofer currently controls both Searchlight Aggregator and Searchlight Aggregator II.

Upon receipt of this declaratory ruling and consummation of the second stage of the Transaction, the general partner (0% equity/100% voting) of both Searchlight Aggregator and Searchlight Aggregator II will become Searchlight Capital Partners III GP, L.P. (“Searchlight III GP”), a Cayman Islands exempted limited partnership. The limited partners (100% equity/0% voting) of Searchlight III GP are insulated in accordance with the FCC’s rules, and none will hold an indirect equity (or deemed voting) interest in Consolidated of more than 10%. Searchlight III GP is controlled by its general partner (0% equity/100% voting), Searchlight Capital Partners III GP, LLC (“Upper GP”), a Delaware limited liability company. Upper GP is currently controlled by Eric Zinterhofer (33.3% equity and voting), Erol Uzumeri (33.3% equity and voting), a Canadian citizen, and Oliver Haarmann (33.3% equity and voting), a German citizen.
The limited partners of Searchlight Aggregator II, all of which are insulated in accordance with the FCC’s rules,²⁷ are the following three Searchlight investment funds, all of which are Delaware limited partnerships and which collectively hold 100% of the equity in Searchlight Aggregator II: Searchlight Capital III OPT, L.P. (“Main Fund AIV”); Searchlight Capital III OPT PV A, L.P. (“PV Fund AIV A”); and SC III PV CVL, L.P. (“PV Splitter”).

The exact amounts of equity that each of these three funds and Co-Invest Partners will hold indirectly in Consolidated upon consummation of the second stage of the Transaction has not yet been determined, but will depend on the amount of the overall investment to be held by Co-Invest Partners at that time. It is anticipated that, upon consummation of the second stage of the Transaction, the total indirect voting and equity interests in Consolidated held by each fund will fall within the following ranges:¹⁸

<table>
<thead>
<tr>
<th>Fund</th>
<th>Voting Interest</th>
<th>Equity Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Main Fund AIV</td>
<td>10.9% voting</td>
<td>19.4-31.1% equity</td>
</tr>
<tr>
<td>PV Fund AIV A</td>
<td>3.4% voting</td>
<td>6.0-9.6% equity</td>
</tr>
<tr>
<td>PV Splitter</td>
<td>5.1% voting</td>
<td>9.1-14.5% equity</td>
</tr>
<tr>
<td>Co-Invest Partners</td>
<td>15.6% voting</td>
<td>27.9-44.7% equity</td>
</tr>
</tbody>
</table>

The limited partners of Main Fund AIV are insulated in accordance with the FCC’s rules and none will hold an indirect equity (or deemed voting) interest in Consolidated of more than 10%.¹⁹ Currently, the general partner (0% equity/100% voting) of Main Fund AIV is SC III OPT

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¹⁷ 47 C.F.R. § 1.5003.

¹⁸ The equity percentages provided in the table below and elsewhere this Petition have been calculated based upon the amount of total equity (including the non-voting Preferred Stock) that Searchlight Aggregator will hold in Consolidated (62.4%-100%). As noted above, although the insulated parties will not actually hold any voting rights because of their insulated status, Petitioners have treated these insulated entities as having a voting interest that is equivalent to their equity interest in the common voting stock of Consolidated (with Searchlight Aggregator holding 35% of the voting stock following the closing of the second stage of the Transaction).

¹⁹ The majority of the insulated limited partners of Main Fund AIV are U.S.-based. Below is a summary of the countries of citizenship of the non-U.S.-based insulated limited partners of Main
GP, LLC, a Delaware limited liability company wholly owned by Mr. Zinterhofer. Upon consummation of the second stage of the Transaction, the general partner (1.96% equity/100% voting) of Main Fund AIV will be Searchlight III GP, which has its ownership structure described above.\(^{20}\)

The limited partners of PV Fund AIV A are similarly insulated in accordance with the FCC’s rules, and it is not currently anticipated that any such limited partner will hold an indirect equity (or deemed voting) interest in Consolidated of more than 10\(^{\%}\).\(^{21}\) The general partner (1.961% equity/100% voting) of PV Fund AIV A is (and will remain) Searchlight III GP, which has its ownership structure described above.

The sole limited partner of PV Splitter is SC III PV Cavalier Holdings, LP (“SC III Cavalier”), a Cayman Islands exempted limited partnership.\(^{22}\) The sole limited partner of SC III Cavalier is Searchlight Capital III OPT PV B, L.P. (“PV Fund AIV B”), a Delaware limited partnership. The limited partners of PV Fund AIV B are also insulated in accordance with the

\(^{20}\) Searchlight III GP is also currently an insulated special limited partner of Main Fund AIV and holds an insulated equity interest therein of 1.96%. Searchlight III GP will cease to be an insulated limited partner of Main Fund AIV once it becomes the general partner of Main Fund AIV following consummation of the second stage of the Transaction.

\(^{21}\) All of the insulated limited partners of PV Fund AIV A are based in Canada.

\(^{22}\) This entity was formerly named “Searchlight III LTY, L.P.”

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Fund AIV and, for each country, the approximate ranges of indirect equity and deemed voting interests in Consolidated to be held by such limited partners:

- **The Bahamas**: 0.02% voting / 0.03-0.05% equity
- **Canada**: 0.08% voting / 0.15-0.24% equity
- **Germany**: 0.06% voting / 0.11-0.18% equity [note: U.S.-organized company ultimately owned by German company]
- **International Law**: 0.52% voting / 0.93-1.49% equity [note: treated as foreign for purposes of calculating foreign ownership percentages]
FCC’s rules and none will hold an indirect equity (or deemed voting) interest in Consolidated of more than 10%. The general partner of PV Splitter, SC III Cavalier, and PV Fund AIV B is (and will remain) Searchlight III GP, which has its ownership structure described above.

The limited partners of Co-Invest Partners will similarly be insulated in accordance with the FCC’s rules. One of the foreign insulated limited partners of Co-Invest Partners – IMCPE 2020 Inc. (“IMCPE 2020”), which is an indirect subsidiary of British Columbia Investment Management Corporation (“BCI”) – will have a 10% or greater indirect equity interest in Consolidated. Except for IMCPE 2020, no other foreign insulated limited partner of Co-Invest Partners will hold an indirect equity (or deemed voting) interest in Consolidated of more than 10%.

23 All of the insulated limited partners of PV Fund AIV B are non-U.S.-based. Below is a summary of the countries of citizenship or organization for the insulated limited partners of PV Fund AIV B and, for each country, the approximate ranges of indirect equity and deemed voting interests in Consolidated to be held by such limited partners:

<table>
<thead>
<tr>
<th>Country</th>
<th>Voting Interest</th>
<th>Equity Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Abu Dhabi</td>
<td>0.48% voting</td>
<td>0.83-1.34% equity</td>
</tr>
<tr>
<td>Bermuda</td>
<td>0.20% voting</td>
<td>0.34-0.55% equity</td>
</tr>
<tr>
<td>British Virgin Islands</td>
<td>0.06% voting</td>
<td>0.11-0.18% equity</td>
</tr>
<tr>
<td>Canada</td>
<td>0.44% voting</td>
<td>0.76-1.22% equity</td>
</tr>
<tr>
<td>Cayman Islands</td>
<td>0.47% voting</td>
<td>0.82-1.32% equity</td>
</tr>
<tr>
<td>Cyprus</td>
<td>0.32% voting</td>
<td>0.56-0.89% equity</td>
</tr>
<tr>
<td>England</td>
<td>0.17% voting</td>
<td>0.30-0.48% equity</td>
</tr>
<tr>
<td>Germany</td>
<td>1.52% voting</td>
<td>2.66-4.27% equity</td>
</tr>
<tr>
<td>Hong Kong</td>
<td>0.22% voting</td>
<td>0.39-0.62% equity</td>
</tr>
<tr>
<td>Liberia</td>
<td>0.013% voting</td>
<td>0.02-0.04% equity</td>
</tr>
<tr>
<td>Lichtenstein</td>
<td>0.13% voting</td>
<td>0.22-0.36% equity</td>
</tr>
<tr>
<td>Netherlands</td>
<td>0.16% voting</td>
<td>0.28-0.45% equity</td>
</tr>
<tr>
<td>Oman</td>
<td>0.45% voting</td>
<td>0.78-1.25% equity</td>
</tr>
<tr>
<td>Sweden</td>
<td>0.48% voting</td>
<td>0.83-1.34% equity</td>
</tr>
</tbody>
</table>

24 Searchlight III GP holds a 100% voting interest in each of these entities. It also holds a 1.96% equity interest in PV Splitter, and a 0% equity interest in both SC III Cavalier and PV Fund AIV B.

25 BCI is a statutory corporation created pursuant to the Public Sector Pension Plans Act (British Columbia) which invests on behalf of various pension funds and other public sector funds in British Columbia. IMCPE 2020 funded a portion of its commitment after the closing of the first
Currently, the general partner (0% equity/100% voting) of Co-Invest Partners is Searchlight III CVL GP, LLC, a Delaware limited liability company wholly owned by Mr. Zinterhofer. Upon consummation of the second stage of the Transaction, the general partner (0% equity/100% voting) of Co-Invest Partners (and, if added into the ownership structure, SC III Feeder) will be Searchlight III GP, which has its ownership structure described above.

In view of the ownership structure following consummation of the second stage of the Transaction described above, specific approval is sought for the foreign entities and individuals identified below to hold, directly or indirectly, equity and/or voting interests of more than 5%, or, with respect to certain insulated entities, 10% or more in Consolidated. Although the insulated entities will not actually hold any voting rights, Petitioners have treated these insulated entities as having a voting interest that is equivalent to their indirect equity interest in Consolidated’s common voting stock for purposes of this Petition.26

Specific approval is sought for the following entities and individuals:

- Searchlight Capital Partners III GP, L.P., a Cayman Islands exempted limited partnership;

________________________________________________________________________

stage of the Transaction. The 2020 Private Equity Fund (“2020 Pool”), which is wholly owned by BCI as its trustee, will hold a 93.4% voting and equity interest in IMCPE 2020. The unitholders of the 2020 Pool, which are entitled to certain payments based on the returns generated by the assets in the 2020 Pool, are a group of British Columbia public pension funds, none of which will have an indirect voting or equity interest of 10% or more in Consolidated. Another subsidiary of BCI will also hold an indirect equity (and deemed voting) interest in Consolidated of less than 10% as an insulated limited partner in another Searchlight fund involved in the Transaction. Three additional insulated limited partners of Co-Invest Partners have funded portions of their commitments since the closing of the first stage of the Transaction. These entities consist of (1) a Canadian corporation that will hold an indirect equity (and deemed voting) interest in Consolidated of less than 10%, taking into account its investment through Co-Invest Partners and as an insulated limited partner in another Searchlight fund involved in the Transaction, (2) a U.S. pension fund that will hold an indirect equity (and deemed voting) interest in Consolidated of more than 10% and is listed in Exhibit B hereto, and (3) an individual who is a U.S. citizen and will hold an indirect equity (and deemed voting) interest in Consolidated of less than 10%.

• Erol Uzumeri, a Canadian citizen;
• Oliver Haarmann, a German citizen;
• SC III PV Cavalier Holdings, LP, a Cayman Islands exempted limited partnership;
• IMCPE 2020 Inc.;
• 2020 Private Equity Fund; and
• British Columbia Investment Management Corporation.\textsuperscript{27}

Additional information concerning these entities, including the information required by Section 1.5001 of the Commission’s rules, is provided in Exhibit B hereto.

\section*{IV. GRANT OF THIS PETITION IS IN THE PUBLIC INTEREST}

The public interest will be served by the Commission approving the indirect foreign ownership investment in Consolidated that will result from the closing of the second stage of the Transaction. When the Commission implemented Section 310(b)(4) of the Communications Act, it stated that it would approve indirect foreign investments in common carrier licensees “unless the Commission finds that the public interest will be served by refusing to permit such foreign ownership.”\textsuperscript{28} To evaluate public interest concerns, the Commission coordinates with Executive Branch agencies to confirm that requests to exceed the statutory foreign ownership benchmark are consistent with national security, law enforcement, foreign policy, and trade policy priorities.\textsuperscript{29}

\textsuperscript{27} Petitioners acknowledge that the FCC’s grant of requested relief in this Petition would be subject to the requirement that Consolidated seek specific approval in the future for new foreign investment (or increases in foreign investment by existing investors) that would result in any foreign entity holding a direct or indirect voting or equity interest exceeding 5\% (above 10\% for passive or insulated investors).


\textsuperscript{29} Id. at 5742, 5745, 5757, 5759-63.
Moreover, the Commission has found that permitting indirect foreign investment in common carrier licensees “will continue to be an important source of financing for U.S. telecommunications companies, fostering technical innovation, economic growth, and job creation.” As a result, the Commission has routinely approved foreign entities and individuals to hold up to a 100% equity and voting interest in FCC common carrier licensees for more than a decade.

As demonstrated below, the Transaction will further the FCC’s relevant policy objectives by facilitating infrastructure investment, technological development, and economic expansion without presenting any national security, law enforcement, foreign policy, or trade concerns. After the closing of the second stage of the Transaction, Consolidated will continue to be U.S.-managed, as the investing foreign entities and individuals will not have day-to-day control of the company.

In addition to the current board members, David Fuller (Searchlight Aggregator’s initial board designee, who is otherwise not associated with Searchlight) and Searchlight’s Andrew Frey will serve on the Consolidated Board of Directors. Moreover, Searchlight’s Eric Zinterhofer, a United States citizen, will also ultimately have substantial (33.3%) control over the Searchlight Aggregator investment. Among other relevant investments, Mr. Frey and Mr. Zinterhofer have particular experience in the communications sector through their investments in Hemisphere

30 Id. at 5744, ¶ 3.

Media Group, Northwest Fiber, LLC (now Ziply), and Mitel Cloud Services, Inc. Mr. Fuller’s experience will also be a substantial asset to Consolidated, as he previously served as President and Executive Vice President of TELUS, a Canadian telecommunications and broadband provider. As a company, Searchlight is a known investor to U.S. national security agencies, including both the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector and the Committee on Foreign Investment in the United States.

From a technological and economic growth perspective, the proposed Transaction will allow Consolidated to expand and improve its fiber network, delivering higher broadband speeds and more advanced services to new and existing customers, including customers in areas that are underserved by high-speed broadband today. Specifically, the Transaction relieves Consolidated of $325 million in net debt, allowing the company to accelerate its robust fiber deployment plans, introduce new services, and deliver an improved customer experience. Consolidated intends to use the net proceeds of Searchlight Aggregator’s proposed $425 million net investment to upgrade


its fiber infrastructure and increase fiber investments in underserved areas. Consolidated plans to expand 1 Gbps (gigabit-per-second) broadband coverage in its current network topography and improve operational efficiency across its 46,000 fiber route miles and two million fiber strand miles. Moreover, Consolidated intends to expand its commercial services and carrier solutions by leveraging consumer fiber buildouts to expand its network to include more than 57,000 fiber route miles in the United States. As part of its Northern New England build-out plan, for example, Consolidated will invest $450 million in one million new and upgraded FTTH passings representing 64% of its total fiber passings.\textsuperscript{35} The second stage of the Transaction represents a cornerstone of a multi-year initiative that will enable Consolidated to expand its infrastructure deployment and upgrade its advanced, high-speed broadband service offerings to its customers across all classes. Accordingly, granting the Petition will benefit the public interest.

V. INFORMATION REQUIRED BY SECTION 1.5001 OF THE FCC’S RULES

The information required by Section 1.5001 of the Commission’s Rules is provided in Exhibits A, B, and C hereto.

\textsuperscript{35} The company expects that, as a result of the Searchlight Aggregator investment, it will be able to offer 1 Gbps capability to 1.6 million customer locations (an increase from the 1 million locations previously planned), with approximately 74 percent of all locations passed having FTTH within five years.
VI. CONCLUSION

Based on the foregoing, Petitioners respectfully request that the Commission grant the instant Petition and issue a declaratory ruling that the proposed foreign ownership of Consolidated is in the public interest.36

/S/ Karen Brinkman
Karen Brinkman
Karen Brinkmann PLLC
1800 M Street, NW
Suite 800-North
Washington, DC 20037
202.365.0325
kb@karenbrinkmann.com

Respectfully submitted,
/S/ Eve Klindera Reed
Megan L. Brown
Eve Klindera Reed
Wayne D. Johnsen
Stephen Conley
Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006
202.719.7000

Counsel for Consolidated Communications Holdings, Inc.

Counsel for Searchlight III CVL, L.P.

January 5, 2021

36 To the extent necessary, Petitioners respectfully request that the declaratory ruling requested herein be subject to the routine terms and conditions set forth in Section 1.5004 of the Commission’s Rules.
## Schedule of Exhibits

<table>
<thead>
<tr>
<th>Exhibit</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Exhibit A</td>
<td>Ownership and Control Structure (47 C.F.R. § 1.5001(h)(2))</td>
</tr>
<tr>
<td>Exhibit B</td>
<td>Information Required by Section 1.5001 of the Commission’s Rules (47 C.F.R. § 1.5001)</td>
</tr>
<tr>
<td>Exhibit C</td>
<td>Certifications (47 C.F.R. §§ 1.5000(c)(1), 1.5001(l))</td>
</tr>
</tbody>
</table>
Searchlight Investment in Consolidated Communications Holdings, Inc. – Initial Closing Structure Chart

Indicates ownership (unless otherwise stated)

- Indicates control, 0% equity (unless otherwise stated)

V=approximate voting or deemed voting percentage and E=approximate equity percentage. Percentages marked “V” and “E” are those held (directly or indirectly) in Consolidated Communications Holdings, Inc.

1 Unless otherwise stated, all limited partnership (“LP”) interests are insulated.

2 The percentage interests provided for Messrs. Zinterhofer, Uzumeri, and Haarmann represent voting interests held indirectly through Searchlight Capital Partners III GP, L.P. and equity interests held as LPs of Searchlight Capital Partners III GP, L.P. Given their active involvement in the operations of Searchlight Capital Partners III GP, L.P., Messrs. Zinterhofer, Uzumeri, and Haarmann, unlike the other LPs of this entity, are not subject to insulation.

EXHIBIT A-1
Searchlight Investment in Consolidated Communications Holdings, Inc. – Second Closing Structure Chart

**EXHIBIT A-2**

- **Consolidated Communications Holdings, Inc. (DE Corp) (CVL)**
  - **GP (1.96% equity)**

- **SC III PV Cavalier Holdings, LP (Cayman ELP) (SC III Cavalier)**
  - **5.1% V / 8.9%-14.3% E**

- **SC III PV CVL, L.P. (DE LP) (PV Splitter)**
  - **5.1% V / 8.9%-14.3% E**

- **Searchlight Capital Partners III GP, L.P. (Cayman ELP) (Searchlight III GP)**
  - **35.0% V / 62.4%-100.0% E**

- **Searchlight Capital Partners III OPT PV A, L.P. (DE LP) (PV Fund AIV A)**
  - **3.4% V / 6.0%-9.6% E**

- **Searchlight Capital Partners III OPT PV B, L.P. (DE LP) (PV Fund AIV B)**
  - **5.1% V / 8.9%-14.3% E**

- **Searchlight Capital Partners III OPT PV B, L.P. (Cayman ELP) (Searchlight III GP)**
  - **5.1% V / 8.9%-14.3% E**

- **Searchlight III CVL II, L.P. (DE LP) (Agregator II)**
  - **19.4% V / 34.5%-55.3% E**

- **Searchlight III CVL, L.P. (DE LP) (Agregator)**
  - **35.0% V / 62.4%-100.0% E**

- **Searchlight Capital Partners III GP, L.P. (Cayman ELP) (Searchlight III GP)**
  - **33.3% voting and equity**

- **Searchlight Capital Partners III GP, L.P. (Cayman ELP) (PV Fund AIV B)**
  - **35.0% V / 62.4%-100.0% E**

- **Searchlight Capital Partners III OPT PV B, L.P. (Cayman ELP) (Searchlight III GP)**
  - **5.1% V / 8.9%-14.3% E**

- **Searchlight Capital III Co-Invest Partners, L.P. (DE LP) (Co-Invest Partners)**
  - **13.3% V / 27.3%-44.7% E**

- **IMCEP 2020 Inc. (Canada) (IMCPE 2020)**
  - **8.2% V / 14.7%-23.5% E**

- **Other Public Shareholders**
  - **54.7% V / 0%-27.0% E**

**Indicates ownership (unless otherwise stated)**

**Indicates control, 0% equity (unless otherwise stated)**

V=approximate voting or deemed voting percentage and E= approximate equity percentage. Percentages marked “V” and “E” are those to be held (directly or indirectly) in Consolidated Communications Holdings, Inc.

1 Unless otherwise stated, all limited partnership (“LP”) interests are insulated.

2 The percentage interests provided for Messrs. Zinterhofer, Uzumeri, and Haarmann represent voting interests held indirectly through Searchlight Capital Partners III GP, LLC and equity interests held as LPs of Searchlight Capital Partners III GP, L.P. Given their active involvement in the operations of Searchlight Capital Partners III GP, LP, Messrs. Zinterhofer, Uzumeri, and Haarmann, unlike the other LPs of this entity, are not subject to insulation.

3 May be included in final structure depending on certain tax considerations and investment decisions of other LPs. If included, it is anticipated that all LPs will be insulated and none will require specific approval, with interests held through this entity having a potential dilutive effect on the percentage interests held by other entities in the ownership structure.

4 The percentage interests provided for these limited partners include interests held indirectly through Co-Invest Partners and another Searchlight fund in which they are insulated limited partners.

5 May be held by an entity controlled by an investor (e.g., a Searchlight fund).

6 May be held by a Searchlight fund in which the investor is insulated.

7 The percentage interests provided for these limited partners include interests held indirectly through Co-Invest Partners and another Searchlight fund.
EXHIBIT B

Pursuant to Section 1.5001 of the Commission’s Rules, Petitioners provide the following information in support of the Petition.

I. Section 1.5001(a) – Contact Information, FRN, Place of Organization, and Type of Business, and Certification Information

**Consolidated:**

<table>
<thead>
<tr>
<th>Name</th>
<th>Consolidated Communications Holdings, Inc.</th>
</tr>
</thead>
<tbody>
<tr>
<td>FRN</td>
<td>007494776</td>
</tr>
<tr>
<td>Address</td>
<td>350 S. Loop 336W Conroe, TX 77304</td>
</tr>
<tr>
<td>Citizenship</td>
<td>U.S. (Delaware)</td>
</tr>
<tr>
<td>Telephone</td>
<td>724-449-2545</td>
</tr>
<tr>
<td>Fax</td>
<td>936-788-1229</td>
</tr>
<tr>
<td>Email</td>
<td><a href="mailto:Michael.shultz@consolidated.com">Michael.shultz@consolidated.com</a></td>
</tr>
<tr>
<td>Entity Type</td>
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<tr>
<td>Type of Business</td>
<td>Telecommunications holding company</td>
</tr>
<tr>
<td>Certifying Officer</td>
<td>Michael J. Shultz Senior Vice President Regulatory &amp; Public Policy</td>
</tr>
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**Searchlight Aggregator:**

<table>
<thead>
<tr>
<th>Name</th>
<th>Searchlight III CVL, L.P.</th>
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<tbody>
<tr>
<td>FRN</td>
<td>0030061345</td>
</tr>
<tr>
<td>Address</td>
<td>c/o Searchlight Capital Partners, L.P.</td>
</tr>
<tr>
<td></td>
<td>745 5th Avenue 27th Floor New York, NY 10151</td>
</tr>
<tr>
<td>Citizenship</td>
<td>U.S. (Delaware)</td>
</tr>
<tr>
<td>Telephone</td>
<td>212-293-3730</td>
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<td>Entity Type</td>
<td>Limited Partnership</td>
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<td>Type of Business</td>
<td>Investment Activities</td>
</tr>
<tr>
<td>Certifying Officer</td>
<td>Nadir Nurmohamed Chief Compliance Officer and Senior Counsel</td>
</tr>
</tbody>
</table>
II. Section 1.5001(b) – Legal Counsel Contact Information

Counsel for Consolidated:

Name: Karen Brinkmann
Karen Brinkmann PLLC
Address: 1800 M Street, NW
Suite 800-North
Washington, D.C. 20036
Telephone: 202-365-0325
Email: kb@karenbrinkmann.com

Counsel for Searchlight Aggregator:

Name: Megan L. Brown, Eve Klindera Reed, Wayne Johnsen, Stephen Conley
Address: Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006
Telephone: 202-719-7000
Fax: 202-719-7010
Email: mbrown@wiley.law, ereed@wiley.law, wjohnsen@wiley.law, sconley@wiley.law

III. Section 1.5001(c)(1) – Licensees Covered by Declaratory Ruling

The declaratory ruling is requested for the Consolidated Licensees, which hold, among other things, the following authorizations subject to Section 310(b)(4):

<table>
<thead>
<tr>
<th>Consolidated Licensee</th>
<th>Call Sign</th>
<th>Radio Service</th>
</tr>
</thead>
<tbody>
<tr>
<td>Consolidated Communications of Northern New England Company, LLC (formerly Northern New England Telephone Operations LLC)</td>
<td>WQNC474</td>
<td>CF - Common Carrier Fixed Point to Point Microwave</td>
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<td>WHE285</td>
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### IV. Section 1.5001(c)(2) – Associated Applications

Pursuant to Section 1.948(b)(1) of the FCC’s rules, Petitioners have filed applications on FCC Form 603 seeking approval for the *de jure* transfer of control of the wireless licenses held by the Consolidated Licensees that will occur due to the net transfer of more than 50% of the total stock (voting and non-voting) of Consolidated Communications Holdings, Inc. as of the closing of the second stage of the Transaction.

### V. Section 1.5001(d) – Type of Declaratory Ruling

Petitioners seek a declaratory ruling under Section 1.5000(a)(1).

### VI. Section 1.5001(e) and (g) – Disclosable Interest Holders—Direct Ownership Information: Equity/Voting Interests of 10 Percent or More

Following consummation of the second stage of the Transaction, the following entities may directly hold ten percent or more of the equity interests and/or voting interests in Consolidated:

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<tr>
<th>Consolidated Licensee</th>
<th>Call Sign</th>
<th>Radio Service</th>
</tr>
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<tr>
<td>WRJMJ489</td>
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<td>CF - Common Carrier Fixed Point to Point Microwave</td>
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<tr>
<td>Consolidated Communications of Washington Company, LLC (formerly Ellensburg Telephone Company)</td>
<td>WRY422</td>
<td>MM – Millimeter Wave 70/80/90 GHz Service</td>
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<td>WRFV366</td>
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</table>

**Name:** Searchlight III CVL, L.P.  
**Address:** c/o Searchlight Capital Partners, L.P.  
745 5th Avenue

Exhibit B – Page 3
VII. Section 1.5001(f) and (g) – Disclosable Interest Holders—Indirect Ownership Information: Equity/Voting Interests of 10 Percent or More

Following consummation of the second stage of the Transaction, the following entities may indirectly hold ten percent or more of the equity interests and/or voting interests in Consolidated:¹

Name: Searchlight III CVL II, L.P.
Address: c/o Searchlight Capital Partners, L.P.
475 5th Avenue
27th Floor
New York, NY 10151
Citizenship: U.S. (Delaware)
Entity Type: Limited Partnership
Principal Business(es): Investment Activities
Percent to be Held: 34.5-55.3% equity/19.4% voting

Name: Searchlight Capital III CVL Co-Invest Partners, L.P.
Address: c/o Searchlight Capital Partners, L.P.
475 5th Avenue
27th Floor
New York, NY 10151
Citizenship: U.S. (Delaware)
Entity Type: Limited Partnership
Principal Business(es): Investment Activities
Percent to be Held: 27.9-44.7% equity/15.6% voting

¹ Percentage interests to be held are approximate.
Name: Searchlight Capital Partners III GP, L.P.  
Address: c/o Searchlight Capital Partners, L.P.  
745 5th Avenue  
27th Floor  
New York, NY 10151  
Citizenship: Cayman Islands  
Entity Type: Limited Partnership  
Principal Business(es): Investment Activities  
Percent to be Held: 1.2-1.96% equity/35.0% voting

Name: Erol Uzumeri  
Address: c/o Searchlight Capital Partners, L.P.  
22 Adelaide Street West  
35th Floor  
Toronto, ON M5H 4E3  
Canada  
Citizenship: Canada  
Entity Type: Individual  
Principal Business(es): N/A  
Percent to be Held: <1.0% equity/35.0% voting

Name: Eric Zinterhofer  
Address: c/o Searchlight Capital Partners, L.P.  
745 5th Avenue  
27th Floor  
New York, NY 10151  
Citizenship: U.S.  
Entity Type: Individual  
Principal Business(es): N/A  
Percent to be Held: <1.0% equity/35.0% voting

Name: Oliver Haarmann  
Address: c/o Searchlight Capital Partners, L.P.  
56 Conduit Street  
4th Floor  
London W1S 2YZ  
United Kingdom  
Citizenship: Germany  
Entity Type: Individual  
Principal Business(es): N/A  
Percent to be Held: <1.0% equity/35.0% voting
<table>
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<th>Name</th>
<th>Address</th>
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<th>Entity Type</th>
<th>Principal Business(es)</th>
<th>Percent to be Held</th>
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<tr>
<td>Searchlight Capital Partners III GP, LLC</td>
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<td>U.S. (Delaware)</td>
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<td>Cayman Islands</td>
<td>Limited Partnership</td>
<td>Investment Activities</td>
<td>8.9-14.3% equity/5.1% voting</td>
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<td>Investment Activities</td>
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<td></td>
<td>New York, NY 10151</td>
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<tr>
<td>Searchlight Capital III OPT PV A, L.P.</td>
<td>c/o Searchlight Capital Partners, L.P.</td>
<td>U.S. (Delaware)</td>
<td>Limited Partnership</td>
<td>Investment Activities</td>
<td>8.9-14.3% equity/5.1% voting</td>
</tr>
<tr>
<td></td>
<td>745 5&lt;sup&gt;th&lt;/sup&gt; Avenue</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>27&lt;sup&gt;th&lt;/sup&gt; Floor</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>New York, NY 10151</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Citizenship: U.S. (Delaware)  
Entity Type: Limited Partnership  
Principal Business(es): Investment Activities  
Percent to be Held: 6.0-9.6% equity/3.4% voting

Name: Searchlight Capital III OPT, L.P.  
Address: c/o Searchlight Capital Partners, L.P.  
745 5th Avenue  
27th Floor  
New York, NY 10151

Citizenship: U.S. (Delaware)  
Entity Type: Limited Partnership  
Principal Business(es): Investment Activities  
Percent to be Held: 19.4-31.1% equity/10.9% voting

Name: IMCPE 2020 Inc.  
Address: c/o British Columbia Investment Management Corporation  
750 Pandora Avenue  
Victoria BC  
V8W 0E4  
Canada

Citizenship: Canada  
Entity Type: Corporation  
Principal Business(es): Investments  
Percent to be Held: 14.7-23.5% equity/8.2% voting

Name: 2020 Private Equity Fund (“2020 Pool”)  
Address: c/o British Columbia Investment Management Corporation  
750 Pandora Avenue  
Victoria BC  
V8W 0E4  
Canada

Citizenship: British Columbia  
Entity Type: Pooled Investment Portfolio \(^2\)  
Principal Business(es): Investments  
Percent to be Held: 13.8-22.2% equity/7.8% voting

Name: British Columbia Investment Management Corporation  
Address: 750 Pandora Avenue

\(^2\) The unitholders of the 2020 Pool, which are entitled to certain payments based on the returns generated by the assets in the 2020 Pool, are a group of British Columbia public pension funds, none of which will have an indirect voting or equity interest of 10 percent or more in Consolidated.
Other than the interest holders identified in Sections VI and VII above, no other entity or individual will, upon consummation of the second stage of the Transaction, directly or indirectly hold 10 percent or more of the equity interests and/or voting interests in Consolidated.

VIII. Section 1.5001(h)(1) – Estimate of aggregate foreign ownership.

Prior to the First Stage of the Transaction: In Consolidated’s reasonable estimation, following due inquiry, the aggregate foreign ownership in Consolidated prior to the Transaction was less than five percent. Specifically, Consolidated, a publicly traded, widely held company, conducted a thorough review of publicly available investor information, including information provided through a “market intelligence” subscription service and direct inquiry of significant holders. Consolidated reviewed its most recent registered stockholder list based on its 2020 proxy record date and identified stockholders that it believes to be foreign with aggregate ownership of less than approximately 0.01 percent of Consolidated’s then-outstanding common stock. The Company also confirmed that no directors, officers or other known stockholders would be deemed foreign. To the Company’s knowledge, there are no non-registered voting shares held by beneficial owners required to make filings with the Securities and Exchange Commission (SEC) pursuant to the Securities Exchange Act of 1934, and no other non-U.S. stockholders known to the Company

3 The percentage interests provided for British Columbia Investment Management Corporation include interests held indirectly through both IMCPE 2020 Inc. and another subsidiary that is an insulated limited partner in another Searchlight fund involved in this Transaction.

4 The percentage interests provided for California State Teachers’ Retirement System include interests held indirectly as an insulated limited partner of both Co-Invest Partners and another Searchlight fund involved in this Transaction.
based on financing transactions, litigation, proxy votes or other ordinary course communications with investors.

Consolidated also subscribes to a NASDAQ market intelligence platform that provides detailed stockholder information based on public SEC filings (i.e., Mutual Fund (MF) and Schedule 13F filings). Based on reporting from NASDAQ, the Company calculates that non-U.S. persons or entities owned or controlled less than five percent of its total stockholdings (both direct and indirect) prior to the first stage of the Transaction. Consolidated viewed all Schedule 13G filings made with the SEC by, and made direct inquiries of, each of the Company’s five percent stockholders (BlackRock, Inc. (“BlackRock”)), The Vanguard Group, Inc. (“Vanguard”), Dimensional Fund Advisors and Private Management Group) in an attempt to further validate any indirect equity or voting interests by foreign holders.

Based on its review of all these sources, Consolidated identified fewer than 150 shareholders that it believes to be foreign, and determined that none of those by itself holds more than one-third of one percent of the company’s equity or voting equity. Consolidated further determined that in the aggregate these shareholders owned less than five percent of the company’s equity and voting equity prior to the Transaction. In addition, Consolidated made direct inquiry of BlackRock, the only shareholder to its knowledge that had ten percent or more of Consolidated’s equity or voting equity prior to the Transaction. BlackRock, the world’s largest asset manager, reports less than two percent foreign ownership. BlackRock has no shareholder with ten percent or more of its equity or voting equity. BlackRock reports that its only shareholder with five percent or more of its equity or voting equity is Vanguard, a U.S.-based investment company like BlackRock. Based on publicly available information, less than two-tenths of one percent of Vanguard shareholders are foreign. Through BlackRock’s estimated 16.5 percent ownership of Consolidated,5 that foreign ownership of Consolidated is de minimis. Thus, in the aggregate, Consolidated reasonably believes that less than 5 percent of its equity as well as its voting equity was foreign-owned prior to the first stage of the Transaction.

As of the closing of the First Stage of the Transaction: On October 2, 2020, Searchlight Aggregator acquired (i) newly-issued shares of common stock such that it owned 8 percent of the common stock (voting equity) of Consolidated post-issuance and (ii) a CPR that is convertible into up to an additional 16.9 percent of Consolidated’s common stock. This diluted Blackrock’s holding, and diluted Consolidated’s previous foreign owners (not including Searchlight Aggregator) to holding less than a 4.6 percent voting interest and less than a 3.75 percent total equity interest (treating the CPR as equity).

5 As reported on BlackRock’s Schedule 13-G filing submitted to the SEC reporting beneficial ownership as of December 31, 2019, BlackRock held an estimated 16.5 percent equity and voting interest in Consolidated. As of the closing of the first stage of the Transaction, BlackRock’s total equity ownership interest in Consolidated was approximately 12.2 percent, and its voting interest was approximately 15.9 percent.
Under the Commission’s foreign ownership rules, Consolidated’s foreign ownership must be evaluated for compliance with respect to both aggregate voting and equity interests. With regard to voting interests, because foreign ownership of common voting shares prior to the issuance of common stock to Aggregator was less than 5 percent and the existing foreign owners were diluted to holding less than 4.6 percent of the total common shares at the first closing, Searchlight Aggregator’s acquisition of 8 percent of the common voting shares was in compliance with the foreign ownership restrictions.6

For purposes of determining compliance with the limitation on foreign equity, Consolidated considered both the voting common stock and the CPR issued to Searchlight Aggregator, which together, would comprise 24.9 percent of Consolidated’s equity. As described more fully in the Petition, the sole limited partner of Searchlight Aggregator is Searchlight Aggregator II, a Delaware limited partnership.7 Searchlight Aggregator and Searchlight Aggregator II are controlled by Searchlight III CVL GP, LLC, a Delaware limited liability company wholly owned by Eric Zinterhofer, a U.S. citizen.

Searchlight Aggregator II, in turn, has three insulated limited partners, Main Fund AIV, PV Fund AIV A and PV Fund Splitter, each a Delaware limited partnership. Main Fund AIV holds an approximate 56.3 percent equity interest in Searchlight Aggregator II, PV Fund AIV A holds an approximate 17.4 percent equity interest in Searchlight Aggregator II, and PV Splitter holds an approximate 26.3 percent equity interest in Searchlight Aggregator II.

The limited partners of Main Fund AIV, all of which are insulated in accordance with the Commission’s rules, were approximately 91.4 percent U.S. and 8.6 percent non-U.S as of the first closing. Accordingly, the indirect foreign equity in Consolidated attributable to Main Fund AIV was approximately 1.2 percent (24.9% x 56.3% x 8.6% = 1.2%) as of the first closing.8

6 As explained in the Petition, the CPR issued to Searchlight Aggregator at the closing of the first stage of the Transaction is convertible into an additional 16.1 percent of Consolidated’s common stock upon receipt of various state public utility commission and shareholder approvals. If fully converted, Searchlight Aggregator would hold 24.9 percent of Consolidated’s common stock. Such conversion would further dilute Consolidated’s existing foreign owners below 4.6 percent and, based on the same methodology discussed below (and taking into account the addition of Co-Invest Partners as an insulated limited partner of Searchlight Aggregator and the partial funding of investor commitments therein), the foreign voting percentage attributable to Searchlight Aggregator would be, at most, approximately 12.7 percent. Thus, even putting aside the dilutive effect that conversion would have on Consolidated’s existing foreign shareholders, its aggregate foreign voting percentage would be less than 17.3 percent if the CPR issued at the closing of the first stage of the Transaction were fully converted to common stock.

7 Searchlight Aggregator II is insulated in accordance with Section 1.5003 of the Commission’s rules.

8 Following the first closing, one of the U.S. insulated limited partners in Main Fund AIV increased its equity commitment, causing the total foreign ownership of the Main Fund AIV’s limited
The limited partners of PV Fund AIV A and PV Splitter, all of which are insulated in accordance with the Commission’s rules, are all non-U.S. Accordingly, the foreign equity in Consolidated attributable to PV Fund AIV A is approximately 4.3 percent (24.9% x 17.4% = 4.33%) and the foreign equity attributable to PV Splitter is approximately 6.6 percent (24.9% x 26.3% = 6.55%). In total, therefore, the foreign equity attributable to Searchlight Aggregator is approximately 12.1 percent (1.2% + 4.3% + 6.6% = 12.1%). Added to the existing foreign ownership of Consolidated’s total equity, which as discussed above is believed to be at most 3.75 percent following the first closing, the parties estimate that aggregate foreign equity ownership in Consolidated after consummation of the first stage of the transaction was less than 15.85 percent.

Current foreign ownership: As discussed in the Petition, Co-Invest Partners became an additional insulated limited partner in Searchlight Aggregator after the closing of the first stage of the Transaction, and a portion of the additional indirect investment was made by non-U.S. entities.9 Using the methodology set forth above, Searchlight Aggregator (and Consolidated) have been monitoring compliance with the foreign ownership restrictions (on both a voting and equity basis) and have ensured that the Company’s aggregate foreign equity and voting interests have remained below 25 percent, and will continue to do so, until after the FCC issues a declaratory ruling authorizing greater foreign ownership.

Specifically, the addition of Co-Invest Partners as an insulated limited partner in Searchlight Aggregator (and the partial funding of commitments made by the insulated limited partners of Co-Invest Partners) diluted the indirect equity interests held by Main Fund AIV, PV Fund AIV A, and PV Fund Splitter. Following these changes, Co-Invest Partners holds approximately a 44.7 percent direct interest in Searchlight Aggregator, while Main Fund AIV holds approximately a 31.1 percent indirect equity interest, PV Fund AIV A holds approximately a 9.6 percent indirect interest, and PV Fund Splitter holds approximately a 14.5 percent indirect interest in Searchlight Aggregator.

partners to decrease to 8.3 percent. This change did not materially alter Consolidated’s aggregate foreign ownership. To the extent that other similar changes may occur within the Searchlight funds, Searchlight Aggregator (and Consolidated) will ensure that any additional foreign ownership attributable to such changes does not cause Consolidated’s aggregate foreign equity or voting ownership to exceed 25 percent prior to the grant of a declaratory ruling or require prior specific approval without obtaining such approval.

9 As noted in the Petition, IMCPE 2020, a subsidiary of Canadian British Columbia Investment Management Corporation, became an insulated member of Co-Invest Partners and funded a portion of its commitment after the closing of the first stage of the Transaction. Three additional insulated limited partners of Co-Invest Partners have also funded portions of their commitments since the closing of the first stage of the Transaction, one of which is non-U.S. These investments diluted the indirect equity interests currently held by Main Fund AIV, PV Fund AIV A, and PV Splitter (as well as the indirect foreign ownership in Consolidated attributable to each of the funds).
The limited partners of Co-Invest Partners, all of which are insulated in accordance with the Commission’s rules, are approximately 45.5 percent U.S. and 54.5 percent non-U.S. Accordingly, the indirect foreign equity in Consolidated attributable to Co-Invest Partners is approximately 6.1 percent (24.9% x 44.7% x 54.5% = 6.1%). As noted above, the insulated limited partners of Main Fund AIV are approximately 91.7 percent U.S. and 8.3 percent non-U.S. Accordingly, the indirect foreign equity in Consolidated attributable to Main Fund AIV is approximately 0.6 percent (24.9% x 31.1% x 8.3% = 0.6%). As also noted above, the insulated limited partners of both PV Fund AIV A and PV Fund Splitter are all non-U.S. Accordingly, the indirect foreign equity in Consolidated attributable to PV Fund AIV A is approximately 2.4 percent (24.9% x 9.6% = 2.4%) and the indirect foreign equity in Consolidated attributable to PV Fund Splitter is approximately 3.6 percent (24.9% x 14.5% = 3.6%).

In total, therefore, the foreign equity attributable to Searchlight Aggregator is approximately 14.4 percent (6.1% + 0.6% + 2.4% + 3.6% = 12.7%). Added to the existing foreign ownership of Consolidated’s total equity, which as discussed above is believed to be at most 3.75 percent following the first closing, the parties estimate that aggregate foreign equity ownership in Consolidated is less than 16.5 percent.

IX. Section 1.5001(h)(2) – Ownership and Control Structure Diagram

Exhibit A to the Petition contains diagrams depicting the ownership and control structure as required by Section 1.5001(h)(2). The percentages listed are calculated in accordance with the principles set forth in Sections 1.5002 and 1.5003 of the Commission’s rules and reflect the indirect equity and voting interests that each entity will hold in Consolidated and the Consolidated Licensees.

X. Section 1.5001(i), (j), (k) – Requests for Specific Approval and Advance Approval

Petitioners request specific approval for each of the following Non-U.S. entities and individuals to hold, directly and/or indirectly, more than five percent, or more than ten percent for insulated entities, of the equity and/or voting interests in Consolidated, and advance approval for each of the following entities and individuals to hold, directly and/or indirectly, the percentage interests set forth below:10

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10 As required by Section 1.5001(i) of the FCC’s Rules, Petitioners are requesting specific approval for any foreign individual, entity, or group of such individuals or entities that holds, or would hold, directly and/or indirectly, more than 5 percent of the equity and/or voting interests, or a controlling interest, in Consolidated, or a 10 percent or greater interest for individuals or entities exempt from the 5 percent approval requirement under Section 1.5001(i)(3). Equity and voting interests held indirectly have been calculated in accordance with the principles set forth in §§ 1.5002 and 1.5003 of the Commission’s Rules. Percentage interests to be held are approximate.
Name: Searchlight Capital Partners III GP, L.P.  
Citizenship: Cayman Islands  
Principal Business(es): Investment Activities  
Entity Type: Limited Partnership  
Percent to be Held: 1.2-1.96% equity/35.0% voting  
Advance Approval Request: 49.99% equity/49.99% voting

The following entities or individuals hold 10 percent or more of the equity interests and/or voting interests, or a controlling interest, in Searchlight Capital Partners III GP, L.P.:

<table>
<thead>
<tr>
<th>Name</th>
<th>Citizenship</th>
<th>Entity Type</th>
<th>Percent to be Held</th>
<th>Advance Approval Request</th>
</tr>
</thead>
<tbody>
<tr>
<td>Searchlight Capital Partners III GP, LLC</td>
<td>U.S. (Delaware)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Erol Uzumeri</td>
<td>Canada</td>
<td>Individual</td>
<td>&lt;1.0% equity/35.0% voting</td>
<td>49.99% equity/49.99% voting</td>
</tr>
<tr>
<td>Oliver Haarmann</td>
<td>Germany</td>
<td>Individual</td>
<td>&lt;1.0% equity/35.0% voting</td>
<td>49.99% equity/49.99% voting</td>
</tr>
<tr>
<td>SC III PV Cavalier Holdings, LP</td>
<td>Cayman Islands</td>
<td>Limited Partnership</td>
<td>8.9-14.3% equity/5.1% voting</td>
<td>49.99% equity/49.99% voting</td>
</tr>
</tbody>
</table>
The following entities or individuals hold 10 percent or more of the equity interests and/or voting interests, or a controlling interest, in SC III PV Cavalier Holdings, LP:

<table>
<thead>
<tr>
<th>Name</th>
<th>Citizenship</th>
</tr>
</thead>
<tbody>
<tr>
<td>Searchlight Capital III OPT PV B, L.P.</td>
<td>U.S. (Delaware)</td>
</tr>
<tr>
<td>Searchlight Capital Partners III GP, L.P.</td>
<td>Cayman Islands</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name</th>
<th>Citizenship</th>
<th>Principal Business(es)</th>
<th>Entity Type</th>
<th>Percent to be Held</th>
<th>Advance Approval Request</th>
</tr>
</thead>
<tbody>
<tr>
<td>IMCPE 2020 Inc.</td>
<td>Canada</td>
<td>Investment Activities</td>
<td>Corporation</td>
<td>14.7-23.5% equity/8.2% voting</td>
<td>49.99% equity/49.99% voting</td>
</tr>
</tbody>
</table>

The following entities or individuals will hold 10 percent or more of the equity interests and/or voting interests, or a controlling interest, in IMCPE 2020 Inc.:

<table>
<thead>
<tr>
<th>Name</th>
<th>Citizenship</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020 Private Equity Fund</td>
<td>British Columbia</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name</th>
<th>Citizenship</th>
<th>Principal Business(es)</th>
<th>Entity Type</th>
<th>Percent to be Held</th>
<th>Advance Approval Request</th>
</tr>
</thead>
<tbody>
<tr>
<td>2020 Private Equity Fund (“2020 Pool”)</td>
<td>British Columbia</td>
<td>Investments</td>
<td>Pooled Investment Portfolio(^{11})</td>
<td>13.8-22.2% equity/7.8% voting</td>
<td>49.99% equity/49.99% voting</td>
</tr>
</tbody>
</table>

The following entities or individuals will hold 10 percent or more of the equity interests and/or voting interests, or a controlling interest, in 2020 Private Equity Fund:

<table>
<thead>
<tr>
<th>Name</th>
<th>Citizenship</th>
</tr>
</thead>
<tbody>
<tr>
<td>British Columbia Investment Management Corporation</td>
<td>British Columbia</td>
</tr>
</tbody>
</table>

\(^{11}\) As explained above, the unitholders of the 2020 Pool, which are entitled to certain payments based on the returns generated by the assets in the 2020 Pool, are a group of British Columbia public pension funds, none of which have a 10 percent or greater interest in the 2020 Pool, and none of which will have an indirect voting or equity interest of 10 percent or more in Consolidated.
Other than the interest holders identified above, no other Non-U.S. entity or individual will, upon consummation of the second stage of the Transaction, directly or indirectly, hold more than five percent, or more than ten percent for insulated entities, of the equity and/or voting interests in Consolidated.

XI. **Section 1.5001(l) – Certifications**

The certifications required by Section 1.5001(l) are attached as Exhibit C to the Petition.

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12 The percentage interests provided for British Columbia Investment Management Corporation include interests held indirectly through both IMCPE 2020 Inc. and another subsidiary that is an insulated limited partner in another Searchlight fund involved in this transaction.
CERTIFICATION

I, Michael Shultz, am the Senior Vice President, Regulatory & Public Policy, of Consolidated Communications Holdings, Inc. ("Consolidated"), and am an authorized officer of Consolidated.

I hereby certify, to the best of my knowledge, information, and belief, that:

1. All information contained in the foregoing Amended and Restated Petition for Declaratory Ruling (the "Petition") related to Consolidated is true and correct.

2. The ownership interests disclosed in the Petition related to Consolidated have been calculated based upon a review of the Commission’s rules and the interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on January 5, 2021

[Signature]
CERTIFICATION

I, Nadir Nurmohamed, am the Chief Compliance Officer and Senior Counsel of Searchlight III CVL GP, LLC, which is the general partner of Searchlight III CVL, L.P. (“Searchlight Aggregator”), and am an authorized officer of Searchlight III CVL GP, LLC. I hereby certify, to the best of my knowledge, information, and belief, that:

1. All information contained in the foregoing Amended and Restated Petition for Declaratory Ruling (“Petition”) related to Searchlight Aggregator and entities affiliated with Searchlight Aggregator is true and correct.

2. The ownership interests disclosed in the Petition related to Searchlight Aggregator and entities affiliated with Searchlight Aggregator have been calculated based upon a review of the Commission’s rules and the interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on January 5, 2021
March 25, 2021

BY ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
45 L Street, NE
Washington, D.C. 20554

Re: Consolidated Communications Holdings, Inc.
Searchlight III CVL, L.P.
FCC File No. ISP-PDR-20210105-00001

Dear Ms. Dortch:

Through undersigned counsel, Consolidated Communications Holdings, Inc. (“Consolidated Communications”) respectfully requests that this filing be associated with the above-referenced Petition for Declaratory Ruling (“PDR”).¹

The PDR was filed on January 5, 2021. Included with the PDR was a chart showing the ownership of Searchlight III CVL, L.P. (“Searchlight Aggregator”) and the impact of the investment of Searchlight Aggregator in Consolidated Communications. The PDR noted that Consolidated Communications is the indirect parent company of three licensee subsidiaries that hold FCC common carrier licenses subject to Section 310(b)(4) of the Communications Act (the “Consolidated Licensees”).² Each of the Consolidated Licensees is (directly or indirectly) wholly owned by Consolidated Communications, Inc., an Illinois corporation (“CCI”), which is wholly owned by Consolidated Communications. At the request of Commission staff, the enclosed organizational chart shows the relationships among the Consolidated Licensees, CCI and Consolidated Communications.

¹ The PDR has not yet been assigned a docket number.
² PDR at 1-2.
Please direct any questions concerning this filing to me.

Very truly yours,

Karen Brinkmann
Counsel for Consolidated Communications

Enclosure:  CCHI Organizational Chart

cc:  Kim Cook
     Leah Kim
     David Krech
     Linda Ray