

In the Matter of the Joint Application of

**Consolidated Communications of
Northern New England Company, LLC**
Assignor,

and

Terabyte Holdings, L.L.C.,
Assignee,

For Grant of Authority Pursuant to
Section 214 of the Communications Act of 1934,
as amended, and Sections 63.03 and 63.04 of the
Commission's Rules to Assign Certain Assets
of an Authorized Domestic Section 214 Carrier

Consolidated Communications of Northern New England Company, LLC (“CCNE” or “Assignor”) and Terabyte Holdings, L.L.C. (“Terabyte” or “Assignee”) Assignor and Assignee collectively, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.03 and 63.04 of the Commission’s Rules, 47 C.F.R. §§ 63.03, 63.04, request authority to assign certain interstate telecommunications assets of Assignor to Assignee (the “Transaction”).

In support, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Assignor

Assignor is a wholly owned subsidiary of Consolidated Communications Holdings, Inc. (“Consolidated Holdings”). Consolidated Holdings is a publicly traded Delaware corporation (NASDAQ: CNSL) and its principal offices at 121 South 17th Street, Mattoon, IL 61938.

Ownership of Assignor is provided in **Exhibit A**.

Consolidated Holdings, together with its various operating subsidiaries including Assignor (collectively “Consolidated Communications”), is a leading broadband and business communications provider serving consumers, businesses of all sizes and wireless companies and carriers across 23 states. Consolidated Communications offers a wide range of communications solutions, including: data, voice, video, managed services, cloud computing and wireless backhaul. Consolidated Communications serves business, wholesale and residential customers, offering services such as voice, data and broadband internet access services including Ethernet, Session Initiation Protocol Trunking (“SIP-Trunking”), hosted Primary Branch Exchange, and data center colocation; voice services including local calling, long distance, and 9-1-1 services; and exchange access services including network transport, switched access, and interstate and intrastate access charge services. Consolidated Communications has been providing services in many of its markets for more than a century.

B. Terabyte Holdings, L.L.C.

Terabyte is an independently owned and operated company doing business as Consolidated Call Center Services. Terabyte provides operator and director assistance services, as well as other outsourced call center services. Terabyte is headquartered at 1504 Broadway

Avenue, Mattoon, Illinois 61938. A chart depicting the ownership of Terabyte is provided as **Exhibit B**.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to an Asset Purchase Agreement dated May 17, 2019 by and between Terabyte and Consolidated Communications of Northern New England Company, LLC, on behalf of itself and its affiliated companies formerly operating as “FairPoint,”¹ Terabyte shall acquire certain assets of Assignor’s OS/DA Services business currently operated from a call center and related facilities in Portland Maine (the “Transaction”). The Transaction will include Terabyte’s purchase of specified end user and/or wholesale customer revenue streams, certain specified end user and/or wholesale customer contracts, and certain specified equipment.

III. PUBLIC INTEREST STATEMENT

Under Sections 214(a) and 310(d) of the Act, the Commission must determine whether the proposed transfer of indirect control of Commission licenses and authorizations is consistent with the public interest, convenience, and necessity.²

¹ FairPoint was acquired by Consolidated Holdings effective July 1, 2017. *See Applications Filed By Consolidated Communications Holdings, Inc. and Fairpoint Communications, Inc. For The Assignment or Transfer of Control Of Certain Domestic and International Authorizations*, 32 FCC Rcd 3820 (Wireline Comp. Bur. 2017). A current list of affiliated telecommunications carriers is included in this Application at **Exhibit D**.

² *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*, Memorandum Opinion and Order, 30 FCC Rcd 9812, 9815 ¶ 8 (“Frontier/Verizon Order”) (Wireline Comp. Bur. 2016); *See Applications Filed for the Transfer of Certain Spectrum Licenses and Section 214 Authorizations in the States of Maine, New Hampshire, and Vermont from Verizon Communications Inc. and its Subsidiaries to FairPoint Communications, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd 514, 519 ¶ 11 (2007) (“FairPoint/Verizon Order”).

The 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.³

The Transaction satisfies all four elements of the Commission's test. The Application demonstrates that the Transaction satisfies the first two elements because it does not violate any provision of the Act or any Commission rule. In assessing the remaining elements, 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."⁴ If the Commission finds in the affirmative, the Commission then "employs a balancing test, weighing any potential public interest harms of the proposed transaction against the potential public interest benefits."⁵

The proposed transaction in this Application does not frustrate or otherwise interfere with the objectives of the Act or other statutes. Instead, it will yield substantial public interest benefits and will not result in any substantive harms. Accordingly, the Commission should promptly approve this Application.

³ *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 (WTB/IB 2000).

⁴ *Frontier/Verizon Order*, 30 FCC Rcd at 9815 ¶ 8.

⁵ *Id.*

The Transaction will free Consolidated Holdings from managing this corollary business and allow it to continue to sharpen its focus on the core business of providing broadband, voice, video and data services to residential, business and wholesale customers in its markets.

Terabyte is managerially, technically, and financially well qualified to conduct the OS/DA business it will acquire from Consolidated Holdings. Terabyte provides service through its wholly-owned subsidiary, Consolidated Call Center Services (“CCCS”), a wholesale Directory Assistance and Operator Services company with substantial experience providing high quality, cost effective services to ILEC, CLEC, mobile, and cable-based voice providers in North America. In 2016, Terabyte merged with Intelis, an industry leading developer of premised-based Operator Services Software and switching equipment. The combination with Intelis provides Terabyte with access to the intellectual property and development resources for the Intelis OS and DA platform, which Terabyte uses to provide wholesale services OS/DA services to more than 110 LEC and MSO voice providers in the United States. The combination provides CCCS with an additional, sustainable competitive advantage in the US market as an OS and DA service provider.

Terabyte maintains two call centers, four platform locations, and three transport providers which allows Terabyte to offer the best of class call processing platforms as an outsourced OS provider with greater than 99.999% availability over 20 years. In addition, Terabyte offers premier Directory Assistance with choices of foreign or domestic call handling, and the most extensive phone number listings database available. Because Terabyte’s call agents have an average tenure of more than six years, it is able to provide high quality call experiences for voice provider subscribers. More information can be obtained by visiting Terabyte’s website at

<http://consolidatedccs.com>.

Further, with two exceptions, the Applicants intend that the Transaction will be seamless to CCNE's customers as they will not experience any immediate changes in services, or rates, terms and conditions of service other than two services that CCNE provides that Terabyte will no longer continue providing after closing. Two services offered by CCNE, Busy Line Verification and Busy Line Interrupt, are no longer available to Consolidated Communications customers effective June 17, 2019. These services incurred a charge only if the service was requested, there is no monthly recurring charge associated with these services.

Future changes, if any, in rates, terms and conditions of service will be made in accordance with applicable rules and notice requirements.⁶ Terabyte will continue providing the OS/DA Services to Assignor's and connecting carriers' applicable end users and will not discontinue or materially degrade the OS/DA Services that were provided by Assignor prior to closing. The rates charged by Terabyte will not increase from the rates previously charged to Assignor's customers. Assignor issued a notice to its customers regarding the Transaction as consistent with the sample notice provided in **Exhibit C**.

Further, the proposed Transaction should not affect customer proprietary network information ("CPNI") or any other related personal information. The Transaction will not include the sale of any of Assignor's directory databases or end user customer information,

⁶ The Transaction does not raise any slamming concerns or necessitate compliance with procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers as it does not involve a change in any customer's existing local service provider. The customers of each Licensee will remain with their carrier and will continue to be served under such Licensee's existing authorizations. Accordingly, there are no changes in customers' preferred carrier, and no further filings or authorizations are required under the FCC's carrier selection rules (47 C.F.R. §64.1120) or under analogous state rules.

however stored or organized.

In order to facilitate a seamless transition from CCNE provided OS/DA services to Terabyte's services, CCNE (on behalf of itself and certain FairPoint subsidiaries) and Terabyte have entered into a Transition Services Agreement ("Transition Agreement"). Pursuant to the Transition Agreement, Terabyte shall have exclusive operational control over the OS/DA Services business upon closing of the Transaction, however the parties agreed to cooperate in the transition of the OS/DA Services to Terabyte to minimize disruption to affected end users. Terabyte will continue providing the OS/DA Services to Assignor's and connecting carriers' applicable end users and will not discontinue or materially degrade the OS/DA Services that were provided by Assignor prior to closing. The rates charged by Terabyte will not increase from the rates previously charged to Assignor's customers. Assignor issued a notice to its customers regarding the Transaction as consistent with the sample notice provided in **Exhibit C**. The Transition Agreement further provides that Terabyte will provide the OS/DA Services in accordance with all applicable laws and regulations, including applicable regulations of the Commission.

Lastly, there is no diminution of competition likely to result from the proposed Transaction. The Commission has long recognized the diminished relevance of OS/DA services to communications subscribers, particularly with the development of the Internet and the World Wide Web.⁷ The Commission has also recognized the broad array of competitive choices available to consumers and business searching for substitutes for OS/DA services provide by their incumbent

⁷ See, e.g., *Connect America Fund et al.*, Report and Order and Further Notice of Proposed Rulemaking, 26 FCC Rcd 17663, 17692, ¶ 78, n.114 (2011), *aff'd sub nom.*, *In re: FCC 11-161*, 753 F.3d 1015 (10th Cir. 2014) (2011) (removing OS/DA services from the definition of voice service that eligible telecommunications carriers must provide).

LEC.⁸ The diminished relevance and the broad array of substitutes available diminish the likelihood of any consumer losing access to an important communications service and buttresses the Applicants belief that the Transaction is in the public interest.

IV. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(1)-(12), 47 C.F.R. § 63.04(a)(1)-(12):

(a)(1) Name, address and telephone number of each Applicant:

Assignor:

Consolidated Communications of
Northern New England Company, LLC
121 South 17th Street
Mattoon, IL 61938
Tel: 603-656-1535

FRN: 0016022618

Assignee:

Terabyte Holdings, L.L.C.
1504 Broadway Avenue
Mattoon, IL 61938
Tel: 888-859-7110

FRN: 0021182761

(a)(2) Jurisdiction of Organizations:

Assignor:

Consolidated Communications of Northern New England Company, LLC
is a Delaware limited liability company.

⁸ See *Implementation of the Local Competition Provisions of the Telecommunications Act of 1996*, Third Report and Order and Fourth Further Notice of Proposed Rulemaking, 15 FCC Rcd 3696, 3891-92, ¶ 441-442 (1999) (determining that there was “significant evidence of a wholesale market in the provision of OS/DA services and opportunities for self-provisioning OS/DA services” thus incumbent LECs need not provide access to OS/DA as an unbundled network element.)

Assignee:

Assignee is a Missouri limited liability company.

(a)(3) Correspondence concerning this Application should be sent to:

For Applicants:

Catherine Wang
Joshua M. Bobeck
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
202-739-3000 (Tel)
202-739-3001 (Fax)
catherine.wang@morganlewis.com
joshua.bobeck@morganlewis.com

With copies for Assignee to:

Gregory J. Hagerman
Terabyte Holdings, L.L.C.
1504 Broadway Avenue
Mattoon, IL 61938
636-578-2158 (Tel)

With copies for Assignor to:

Michael Shultz
Vice President, Regulatory & Public Policy
Consolidated Communications
770 Elm Street
Manchester, NH 03101
603-656-1535 (Tel)
mike.shultz@consolidated.com

(a)(4) Ownership

Ownership of Assignor is provided in **Exhibit A**.

The following individuals hold, directly or indirectly, a 10% or greater interest in Assignee as calculated pursuant to the Commission's ownership rules for wireline and international telecommunications carriers:

<u>Name:</u>	Gregory J. Hagerman
<u>Address:</u>	215 Ocean Grande Drive Ponte Vedra, FL 32082
<u>Citizenship:</u>	United States (Florida)
<u>Principal Business:</u>	Telecommunications
<u>Interest Held:</u>	100% Directly

(a)(5) Certification Pursuant to Rule Sections 1.2001-1.2003

Applicants certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information and belief, no party to this Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853.

(a)(6) Description of the Transaction

A description of the proposed Transaction is set forth in **Section III** above.

(a)(7) Description of Geographic Areas Served

Assignors' operating company affiliates, including incumbent LECs, competitive LECs and interexchange companies, provide services in 24 states. **Exhibit D** provides a list of the Consolidated Communications affiliates and where each affiliate provides service. The OS/DA assets that are the subject of the Transaction serve customers in the areas of Maine, Vermont and New Hampshire, where Consolidated Communications subsidiaries are incumbent LECs.

(a)(8) Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, as 47 C.F.R. §63.03. Section 63.03(b)(1)(iii) provides that "streamlined procedures ... shall be presumed to apply to all transfer of control applications in which ... (iii) [t]he proposed transaction involves only the transfer of the local exchange assets of an incumbent LEC by means other than an acquisition of corporate control." Applicants respectfully submit that this Application is eligible for streamlined processing under 63.03(b)(1)(iii) since the CCNE OS/DA business is being transferred through an asset sale and not through a transfer of corporate control.

Further, Section 63.03(b)(2)(iii) affords streamlined procedures where "a proposed transaction would result in a transferee having a market share in the interstate, interexchange

market of less than 10 percent, and the transferee would provide competitive telephone exchange services or exchange 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 than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas."⁹

Applicants also satisfy this criteria for streamlined treatment. Consolidated Holdings, through its incumbent and competitive LEC operating companies currently serves fewer than 2% of the nation's aggregate subscriber lines. After consummation of the Transaction, Terabyte will not provide either telephone exchange or exchange services in areas served by incumbent LEC affiliates of Consolidated Holdings and indeed does not provide such services in any market.¹⁰ Furthermore, upon consummation of the proposed transaction, Transferee and its affiliates will continue to have a market share in the interstate, interexchange market well less than ten percent (10%). Accordingly, streamlined treatment is warranted.

(a)(9) Other Commission Applications Related to this Transaction

⁹ 47 C.F.R. § 63.03(b)(2)(iii).

¹⁰ Applicants cannot identify any instance where the Commission has classified OS/DA services as either telephone exchange or exchange access services but concede that while classified as “adjunct to basic services” they are treated as telecommunications services. *See Implementation of the Non- Accounting Safeguards of Sections 271 and 272 of the Communications Act of 1934, as amended*, 11 FCC Rcd 21905, 21958 ¶ 107 (1996) and *Bell Operating Companies Petitions for Forbearance from the Application of Section 272 of the Communications Act of 1934, as amended, to Certain Activities*, 13 FCC Rcd 2627, 2638, ¶ 17; 2656-57, ¶ 60 (Com. Car. Bur. 1998) (“adjunct services facilitate the provision of basic services without altering their fundamental character, and are treated as basic services for purposes of the Computer II rules, even though they might fall within possible literal readings of the definition of enhanced services.”) (internal citations omitted).

There are no other applications being filed with the Commission with respect to this Transaction.

(a)(10) Special Consideration Requests

No party is requesting special consideration because it is facing imminent business failure. However, prompt completion of the proposed Transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed Transaction as soon as possible.

(a)(11) Waiver Requests

Not applicable. Applicants are not requesting any waivers.

(a)(12) Public Interest Statement

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

V. CONCLUSION

For these reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants therefore respectfully

request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed Transaction as soon as possible.

Respectfully submitted,

/s/ Joshua M. Bobeck

Catherine Wang
Joshua M. Bobeck
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
202-739-3000 (Tel)
202-739-3001 (Fax)
catherine.wang@morganlewis.com
joshua.bobek@morganlewis.com

Dated: July 18, 2019

EXHIBIT A

Ownership of Assignor

The following individuals hold, directly or indirectly, a 10% or greater interest in Assignor as calculated pursuant to the Commission's ownership rules for wireline and international telecommunications carriers:

- 1) Name: Consolidated Communications, Inc. ("CCI")
Address: 121 South 17th Street
Mattoon, IL 61938
Citizenship: United States (Illinois)
Principal Business: Holding Company
Interest Held: 100% (indirectly as 100% direct owner of FairPoint)

- 2) Name: Consolidated Communications Holdings, Inc. ("Consolidated Holdings")
Address: 121 South 17th Street
Mattoon, IL 61938
Citizenship: United States (Delaware)
Principal Business: Holding Company
Interest Held: 100% (indirectly as 100% direct owner of CCI)

Consolidated Holdings is a publicly-traded Delaware corporation (NASDAQ: CNSL). To Consolidated Holdings' knowledge, based upon filings made with the SEC, the following entities are the only persons or entities currently holding or controlling a 10% or greater ownership interest in Consolidated Holdings:

- 3) Name: BlackRock, Inc.¹¹
Address: 55 East 52nd Street
New York, NY 10055
Citizenship: United States (Delaware)
Principal Business: Investment Management

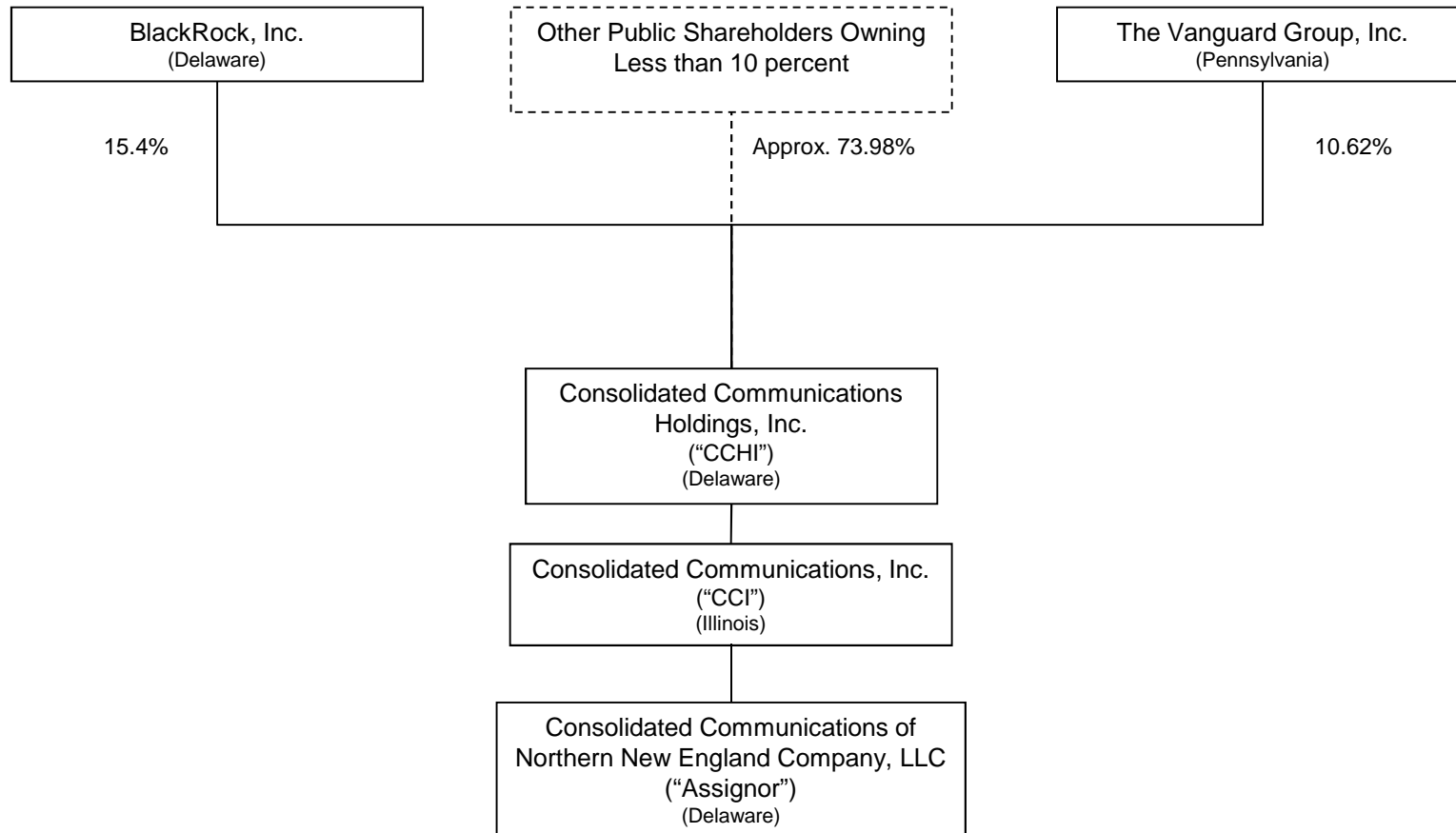
¹¹ BlackRock, Inc. is a publicly traded corporation. Consolidated Holdings is not aware of any person or entity currently holding a 10% or greater ownership interest in BlackRock, Inc.

Interest Held: 15.4% (indirectly through subsidiaries/funds BlackRock, Inc. owns and/or manages, none of which individually holds or controls greater than 10% ownership interest in Consolidated Holdings)

4) Name: The Vanguard Group, Inc.
Address: P.O. Box 2600
Valley Forge, PA 19482
Citizenship: United States (Pennsylvania)
Principal business: Investment Management
% Interest: 10.62%¹²

¹² To Transferor's knowledge, The Vanguard Group, Inc.'s shares in Consolidated Holdings are held through funds that The Vanguard Group, Inc. owns and/or manages.

Current Corporate Ownership Structure of Assignor*



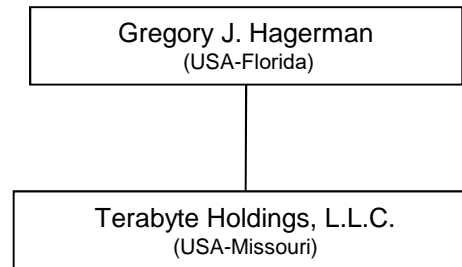
* The entities listed herein only Assignor and those entities that are in its current chain of ownership. The chart excludes all other subsidiaries and/or affiliates of Assignor.

Unless otherwise indicated all ownership percentages are 100%.

EXHIBIT B

Corporate Ownership Structure Chart of Terabyte Holdings, L.L.C.

Current Corporate Ownership Structure of Assignee*



* The entities listed herein only Assignor and those entities that are in its current chain of ownership. The chart excludes all other subsidiaries and/or affiliates of Assignee.

Unless otherwise indicated all ownership percentages are 100%.

EXHIBIT C

Sample Customer Notice

Important Company Message

Consolidated Communications recently sold its Operator and Directory Assistance Services business to Terabyte Holdings, LLC which is an independently owned and operated company doing business as Consolidated Call Center Services.

As a result, Consolidated Communications will no longer be offering Operator and Directory Assistance Services after June 17, 2019. Following this transition, you will continue to be able to access a Consolidated Call Center Services operator by dialing zero and directory assistance by dialing 411 or your area code followed by 555-1212.

The rates charged by Consolidated Call Center Services will not increase from what Consolidated Communications billed. To learn more, please contact Consolidated Call Center Services directly at 844.496.1617.

Two services offered by Consolidated Communications, Busy Line Verification and Busy Line Interrupt, were supported by the Operator and Directory Assistance Services business and will no longer be available to Consolidated Communications customers after June 17, 2019. These services incurred a charge only if the service was requested, there is no monthly recurring charge associated with these services.

If you have any questions, please contact us at 844.YOUR.CCI (844.968.7224).

EXHIBIT D

Assignor's Operating Company Affiliates

Entity Name	Type	States Serviced
Consolidated Communications of New York Company, LLC	ILEC	New York, Massachusetts
Consolidated Communications of Colorado Company	ILEC	Colorado
Consolidated Communications of Kansas Company	ILEC	Kansas, Colorado
Consolidated Communications of Maine Company	ILEC	Maine, New Hampshire
Consolidated Communications of Oklahoma Company	ILEC	Oklahoma
Consolidated Communications Enterprise Services, Inc. ¹³	CLEC, IXC, ISP, Video and VoIP provider	Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Colombia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina,

¹³ Consolidated Communications Enterprise Services, Inc. ("Consolidated Enterprise") is authorized to provide intrastate telecommunications services, but does not currently do so, in Alabama, Louisiana, Ohio, and Tennessee. Consolidated Enterprise also provides cable services in California, Kansas and Missouri and open video system services in California and Missouri.

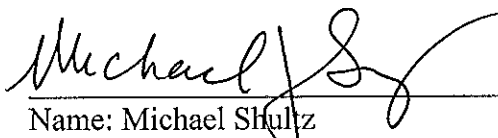
Entity Name	Type	States Serviced
		South Dakota, Tennessee, Texas, Utah, Vermont, Washington, Virginia, Washington, West Virginia, Wisconsin, and Wyoming
Consolidated Communications of California Company	ILEC CLEC	California
Consolidated Communications of Fort Bend Company	ILEC	Texas
Consolidated Communications of Illinois Company	ILEC	Illinois
Consolidated Communications of Central Illinois Company	ILEC	Illinois
Consolidated Communications of Minnesota Company	ILEC	Minnesota
Consolidated Communications of Pennsylvania Company, LLC	ILEC	Pennsylvania
Consolidated Communications of Texas Company	ILEC	Texas
Consolidated Communications of Washington Company, LLC	ILEC	Washington
Consolidated Communications of Missouri Company	ILEC	Kansas, Missouri
Consolidated Communications of Northland Company	ILEC	Vermont
Consolidated Communications of Florida Company	ILEC, IXC	Alabama, Florida, Georgia
Consolidated Communications of Northern New England Company, LLC	ILEC, IXC	Maine, New Hampshire
Consolidated Communications of Vermont Company, LLC	ILEC	Vermont
Consolidated Communications of Ohio Company, LLC	ILEC	Ohio

VERIFICATIONS

VERIFICATION

I, Michael Shultz, state that I am Vice President Regulatory & Public Policy, of Consolidated Communications, Inc.; that I am authorized to make this Verification on behalf of its subsidiary, Consolidated Communications of Northern New England Company, LLC ("the Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 16th day of July 2019.

A handwritten signature in black ink, appearing to read "Michael Shultz", is written over a horizontal line.

Name: Michael Shultz

Title: Vice President Regulatory & Public Policy
Consolidated Communications, Inc.

VERIFICATION

I, Gregory J. Hagerman, state that I am Principal of Terabyte Holdings, L.L.C. ("Terabyte"); that I am authorized to make this Verification on behalf of Terabyte; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Terabyte are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 17th day of July 2019.



Name: Gregory J. Hagerman
Title: Principal
Terabyte Holdings, L.L.C.