

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

|   |   |                    |
|---|---|--------------------|
| In the Matter of                                  | ) |                    |
|   | ) |                    |
| Consolidated Communications Holdings, Inc.,       | ) |                    |
| Transferor,                                       | ) |                    |
|   | ) |                    |
| and   | ) | WC Docket No. ____ |
|   | ) | IB File No. ____   |
| RiverStreet Management Services, LLC,             | ) |                    |
| Transferee,                                       | ) |                    |
|   | ) |                    |
| For Consent pursuant to Section 214               | ) |                    |
| of the Communications Act of 1934, as amended, to | ) |                    |
| Transfer Control of                               | ) |                    |
| Peoples Mutual Telephone Company and              | ) |                    |
| Peoples Mutual Long Distance Company              | ) |                    |

**JOINT APPLICATION FOR TRANSFER OF CONTROL  
OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Consolidated Communications Holdings, Inc. ("CCHI" or "Transferor") and RiverStreet Management Services, LLC ("RiverStreet" or "Transferee") (and jointly, "Applicants") hereby respectfully request authorization to transfer control of the Section 214 authorizations held by CCHI's indirect subsidiaries, Peoples Mutual Telephone Company ("PMTc") and its wholly-owned subsidiary, Peoples Mutual Long Distance Company ("PMLDC") (together, the "Peoples Companies" or "Licensees") to RiverStreet. Applicants request processing of these requests pursuant to the Commission's streamlined procedures.

RiverStreet proposes to acquire all of the stock of PMTC, thereby acquiring control of that company and its subsidiary, PMLDC. After consummation of this transaction, the Peoples Companies will continue to exist and operate in their existing

corporate formats and under existing corporate names, but it is anticipated that their existing d/b/a will be cancelled and the Peoples Companies will announce their intent to do business under the name "RiverStreet Communications." The Peoples Companies will continue to provide service pursuant to then-existing rates, terms and conditions for the near term. No carrier change charges will result from this transaction and no customer service or billing contact information will change as a result of this transaction. Furthermore, this transaction will not affect customers' preferred carrier freezes. Accordingly, this transaction will be transparent to consumers. Moreover, RiverStreet does not seek any modification in the federal regulatory status of the Peoples Companies, facilitating post-transaction administration and administrative efficiency.

Applicants are also seeking state approval of this transaction through appropriate filings with the Virginia Corporation Commission.

In support of this Application, the following information is provided:

**I. Transfer of Control of International Section 214 Authorization Holder**

Applicant PMLDC holds an international Section 214 authorization to provide global or limited global resale services granted by the Commission under File No. ITC-214-20001207-00717. In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following information:

**(1) Name, address and telephone number of each applicant:**

**Transferor:**

Consolidated Communications Holdings, Inc.  
121 South 17th Street  
Mattoon, IL 61938  
Phone: (217) 235-3311

FRN 0007494776

**Licensees:**

Peoples Mutual Telephone Company

FRNs 000207116 and  
0005005871

Peoples Mutual Long Distance Company

FRNs 0006781835 and  
0024896383

121 South 17th Street  
Mattoon, IL 61938  
Phone: (217) 235-3311

**Transferee:**

RiverStreet Management Services, LLC  
1400 River Street  
Wilkesboro NC 28697  
Phone: (336) 973-6112

FRN 0024212839

- (2) **Government, state or territory under the laws of which each corporate or partnership applicant is organized:**

PMTC and PMLDC are each organized under the laws of the Commonwealth of Virginia. CCHI is organized under the laws of the State of Delaware. RiverStreet is organized under the laws of the State of North Carolina.

- (3) **Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed (*and response to Question 10, International Application*):**

**For Transferor and the Peoples Companies:**

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Vice President, Regulatory  
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Consolidated Communications  
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*With copies to:*

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**For Transferee:**

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*With a copy to:*

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- (4) **Statement as to whether the applicants have previously received authority under Section 214 of the Act (and response to *Question 10, International Application*).**

**Transferor:**

A. CCHI holds international Section 214 authority to provide global or limited global facilities-based service and global or limited global resale service, granted in IB File No. ITC-214-200308080-00393.<sup>1</sup>

B. The following wholly owned subsidiaries of CCHI provide interstate service by virtue of blanket domestic Section 214 authority, 47 C.F.R. § 63.01, and to the extent they provide international service do so pursuant to the international Section 214 authorization of CCHI:

- (1) Consolidated Communications Enterprise Services, Inc. a Delaware corporation.
- (2) Consolidated Communications of California Company, a California corporation
- (3) Consolidated Communications of Pennsylvania Company, LLC, a Delaware limited liability company.
- (4) Consolidated Communications of Illinois Company, an Illinois corporation.
- (5) Consolidated Communications of Minnesota Company, a Minnesota corporation.
- (6) Consolidated Communications of Mid-Comm. Company, a Minnesota corporation.
- (7) Consolidated Communications of Fort Bend Company, a Texas corporation.
- (8) Consolidated Communications of Texas Company, a Texas corporation.

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<sup>1</sup> This Authorization was assigned to CCHI in IB File No. ITC-ASG-20090130-00047. Also in that file, Consolidated Communications Enterprise Services, Inc. notified the Commission that it would provide international services under CCHI's Authorization.

C. The following wholly owned subsidiaries of CCHI provide interstate service by virtue of blanket domestic Section 214 authority, 47 C.F.R. § 63.01, and provide international services pursuant to the International Section 214 authorizations listed below:

| Entity  | Type of Authorization                             | IB File Number(s)                                   |
|---|---|---|
| BE Mobile Communications, Incorporated                | Global Resale Service                             | ITC-214-19970710-00391<br>(Old File No. ITC-97-489) |
| Berkshire Cable Corp.                                 | Global Resale Service                             | ITC-214-19970416-00213<br>(Old File No. ITC-97-223) |
| Chautauqua & Erie Communications, Inc.                | Global or Limited Global Resale Service           | ITC-214-19940509-00155<br>(Old File No. ITC-94-312) |
| Comerco, Inc.   | Global Resale Service                             | ITC-214-20030521-00254                              |
| C-R Long Distance, Inc.                               | Individual Facilities-Based Service               | ITC-214-19960404-00139<br>(Old File No. ITC-96-166) |
|   | Global or Limited Global Resale Service           | ITC-214-20000320-00156                              |
| Elltel Long Distance Corp.                            | Global or Limited Global Resale Service           | ITC-214-19981228-00891                              |
| Enhanced Communications of Northern New England, Inc. | Global Facilities-Based & Resale Service          | ITC-214-20070206-00437                              |
| FairPoint Carrier Services, Inc.                      | Global Resale Service                             | ITC-214-19980610-00403<br>(Old File No. ITC-98-439) |
| Germantown Long Distance Company                      | Global Resale Service                             | ITC-214-19970113-00018<br>(Old File No. ITC-97-030) |
| GTC, Inc.   | Global or Limited Global Resale Service           | ITC-214-20011019-00531                              |
| Marianna Tel., Inc.                                   | Global or Limited Global Resale Service           | ITC-214-20011025-00599                              |
| Northern New England Telephone Operations LLC         | Global or Limited Global Facilities-Based Service | ITC-214-20030516-00243                              |
| Orwell Communications, Inc.                           | Global or Limited Global Resale Service           | ITC-214-20001019-00628                              |
| Quality One Technologies, Inc.                        | Global or Limited Global Resale Service           | ITC-214-19990713-00464                              |
| ST Long Distance, Inc.                                | Global Resale Service                             | ITC-214-19961118-00578<br>(Old File No. ITC-96-636) |
| St. Joe Communications, Inc.                          | Global or Limited Global Resale Service           | ITC-214-19950920-00045                              |
| Taconic TelCom Corp.                                  | Global Resale Service                             | ITC-214-19970219-00095<br>(Old File No. ITC-97-114) |



| Entity                            | Type of Authorization                   | IB File Number(s)                                   |
|-----------------------------------|---|---|
| The El Paso Long Distance Company | Individual Resale Service               | ITC-214-19960626-00271<br>(Old File No. ITC-96-351) |
| UI Long Distance, Inc.            | Global or Limited Global Resale Service | ITC-214-20030206-00049                              |

**Licensees:**

The Peoples Companies provide interstate service by virtue of blanket domestic Section 214 authority, 47 C.F.R. § 63.01. PMLDC provides international service pursuant to its international Section 214 authorization to provide global or limited global resale services granted in IB File No. ITC-214-20001207-00717.

**Transferee:**

RiverStreet's parent, Wilkes Telephone Membership Corporation ("WTMC"), owns 100% of the equity interests of Wilkes Communications, Inc. ("WCI"), which holds international Section 214 authorization pursuant to IB File No. ITC-214-20110826-00284. WCI is also authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01.

- (5) **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 (*and response to Question 11, International Application*):**

**Transferors:**

Applicant PMLC is a direct, wholly-owned subsidiary of Applicant PMTC. PMTC is a wholly-owned subsidiary of MJD Ventures, Inc., a Delaware corporation, which, in turn, is wholly-owned by FairPoint Communications, Inc., a Delaware corporation. FairPoint Communications, Inc. is a direct, wholly-owned subsidiary of

Consolidated Communications, Inc., an Illinois corporation, which in turn is a direct, wholly-owned subsidiary of CCHI, the ultimate parent of the Peoples Companies.

CCHI is a publicly-traded Delaware corporation (NASDAQ: CNSL). To the knowledge of CCHI, 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 CCHI:

- |     |                     |   |
|-----|---------------------|---|
| (1) | Name:               | BlackRock Institutional Trust Company, N.A. <sup>2</sup>  |
|     | Address:            | 400 Howard Street<br>San Francisco, CA 94105  |
|     | Citizenship:        | United States (California)  |
|     | Principal Business: | Investment Management   |
|     | % Interest:         | 12.0%   |
| (2) | Name:               | BlackRock, Inc. <sup>3</sup>  |
|     | Address:            | 55 East 52nd Street<br>New York, NY 10055   |
|     | Citizenship:        | United States (Delaware)  |
|     | Principal Business: | Investment Management   |
|     | % Interest:         | 12.0% (indirectly through BlackRock Trust and other subsidiaries/funds BlackRock, Inc. owns and/or manages) |
| (3) | Name:               | The Vanguard Group, Inc.  |
|     | Address:            | P.O. Box 2600<br>Valley Forge, PA 19482   |
|     | Citizenship:        | United States (Pennsylvania)  |
|     | Principal business: | Investment Management   |
|     | % Interest:         | 11.6% <sup>4</sup>  |

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<sup>2</sup> BlackRock Trust is chartered as a national bank that does not accept client deposits and whose powers are limited to trust and other fiduciary activities. BlackRock Trust provides investment management services, including investment advisory and securities lending agency services, to institutional investors and other clients.

<sup>3</sup> BlackRock, Inc. is a publicly traded corporation. CCHI is not aware of any person or entity currently holding a 10% or greater ownership interest in BlackRock, Inc.

<sup>4</sup> To Transferor's knowledge, The Vanguard Group, Inc.'s shares in CCHI are held through funds that The Vanguard Group, Inc. owns and/or manages.



**Transferee:**

RiverStreet, a North Carolina limited liability company, is a wholly-owned subsidiary of WTMC, a North Carolina cooperative association. WTMC is owned by its member/subscribers; no single member/subscriber owns or controls more than 5% of WTMC's equity. The address for both RiverStreet and WTMC is 1400 River Street, Wilkesboro, North Carolina 28697. The principal business of both RiverStreet and WTMC is telecommunications.

**(6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier.**

RiverStreet certifies that neither it nor any affiliate or successor is or will be foreign carriers, and that neither it nor any affiliate or successor is or will be affiliated with any foreign carrier.

**(7) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true.**

RiverStreet certifies that neither it nor any affiliate or successor will provide international telecommunications to any destination country for which WTMC or an affiliate or successor (1) is a foreign carrier in that country; (2) controls a foreign carrier in that country; (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

**(8) Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.**

N/A

**(9) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.**

N/A

- (10) **Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.**

RiverStreet and its affiliates and the Peoples Companies certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any US international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- (11) **Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 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, 21 U.S.C. § 583**

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

- (12) **Qualification for streamlined processing (*and response to Question 20, International Application*).**

This Application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No party is a foreign carrier or affiliated with any foreign carrier in any destination market. No party has an affiliation with a dominant US carrier whose international switched or private line services the Applicants seek authority to resell, and none is anticipated as a result of the public offering which likely will result in widely held interests. No party to this application seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought to complete a transaction in such a manner that would continue

the current operations as a non-dominant carrier providing international services of one or more unaffiliated US carriers.

## **II. Transfer of Control of Domestic Section 214 Authorization**

Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit the following information:

**(1) Name, address and telephone number of each applicant:**

Please see Section I(1).

**(2) The government, state, or territory under the laws of which each corporate or partnership applicant is organized.**

Please see Section I(2).

**(3) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.**

Please see Section I(3).

**(4) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent).**

Please see Section I(5).

**(5) Certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. 853.**

Please see Section I(11).

**(6) Description of the transaction (*and response to Question 13, International Application*)**

The Applicants propose the consummation of a transaction whereby RiverStreet will purchase 100% of the shares of PMTC. PMTC will continue to exist, providing incumbent local exchange and exchange access service in southwestern rural Virginia.



PMTC's wholly-owned subsidiary, PMLDC will maintain its separate existence, providing interexchange service to subscribers in the PMTC service territory.

Charts depicting the pre- and post-transaction ownership structure of the Peoples Companies are provided as Exhibit C.

- (7) **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**

**Licensees:**

PMTC provides local exchange and exchange access service to rural communities in Pittsylvania County, Virginia. As of September 30, 2017, the Gretna exchange served 4,287 loops in and around the Town of Gretna, Virginia. In addition, high-speed Internet access is available in 92% of the PMTC service territory. PMLDC provides domestic and international interexchange services in and around PMTC's incumbent service territory.

The Peoples Companies hold no wireless licenses and own no interest in any wireless telecommunications service provider.

**Transferor:**

The ultimate parent of the Peoples Companies, CCHI, currently owns multiple operating subsidiaries (collectively, "Consolidated") in 24 states, including incumbent local exchange companies, competitive local exchange companies and interexchange companies. Exhibit A provides a list of the Consolidated entities. The Virginia retail operations of Consolidated are conducted through the Peoples Companies<sup>5</sup> and

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<sup>5</sup> FairPoint Carrier Services, Inc. ("FCPS") provides wholesale interstate services in Virginia. FCPS is not part of this transaction and will remain a subsidiary of CCHI.

Consolidated has no retail operations in North Carolina,<sup>6</sup> where Transferee's current operations are located.

**Transferee:**

Applicant RiverStreet<sup>7</sup> is a holding company with no current operations. Its parent WTMC, provides incumbent local exchange, exchange access and broadband services to approximately 8,853 subscribers in the exchanges of Boomer, Champion, Clingman, and Lomax in western North Carolina, in and around Wilkes County.

RiverStreet owns 100% of the issued and outstanding stock of three other rural North Carolina incumbent local exchange carriers ("ILEC"): Barnardsville Telephone Company, Inc. ("Barnardsville"), Saluda Mountain Telephone Company, Inc. ("Saluda Mountain"), and Service Telephone Company, Inc. ("Service"). Barnardsville serves 614 loops in and around Barnardsville, North Carolina; Saluda Mountain serves 1,169 loops in and around Saluda Mountain, North Carolina, and Service serves 510 loops in and around Fair Bluff, North Carolina. RiverStreet separately has entered into a Stock Purchase Agreement whereby it will acquire the outstanding stock of Ellerbe Telephone Company, an ILEC that serves the Ellerbe, North Carolina exchange.<sup>8</sup>

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<sup>6</sup> FCPS provides wholesale interstate services in North Carolina. As stated above, FCPS is not part of this transaction and will remain a subsidiary of CCHI.

<sup>7</sup> Applicant RiverStreet Management Services LLC was formerly known as "RiverStreet Networks, LLC and, under that name, purchased Barnardsville Telephone Company, Inc., Saluda Mountain Telephone Company, Inc. and Service Telephone Company, Inc. (*see Notice of Non-Streamlined Domestic 214 Application Granted*, WC Docket No. 15-5, DA 15-242 (Feb. 23, 2015). RiverStreet Networks LLC changed its name to RiverStreet Management Services LLC in September, 2015.

<sup>8</sup> That acquisition is targeted to close after January 1, 2018; requests for consent to transfer FCC authorizations will be filed shortly.

A direct, wholly owned subsidiary of RiverSteet, RiverSteet Communications of North Carolina, Inc. ("RSNC"), a North Carolina corporation, provides competitive local exchange, exchange access and broadband service to approximately 500 loops in areas outside of the Wilkes CLEC and other ILEC service areas in the region. Another direct, wholly owned subsidiary of RiverStreet, RiverStreet Communications of Virginia, Inc., a Virginia corporation, is authorized to provide competitive local exchange services in Virginia but does not currently provide such services.

A wholly-owned subsidiary of WTMC, WCI, a North Carolina corporation, provides competitive local exchange, exchange access and broadband service to approximately 2,435 subscribers in areas bordering WTMC's ILEC operations.<sup>9</sup> In addition, WCI also offers long distance and video services within the ILEC and CLEC footprint of the Wilkes company affiliates (WTMC, WCI, Barnardsville, Saluda Mountain, and Service). As an interexchange carrier, WCI currently serves approximately 11,115 customers.

WTMC holds minority interests in two wireless companies holding licenses in western North Carolina. WTMC holds 20.77% of Carolina West Wireless, Inc., which provides competitive wireless services in and around Buncombe County (where Barnardsville operates) and in Polk County (where Saluda Mountain operates), as well as areas adjacent to the Barnardsville and Saluda Mountain operating territories. WTMC also owns 19.65% of WSS, L.L.C., which holds a license with service territory adjacent to the Barnardsville service area. WTMC also owns 23.05% in Visions West, L.L.C., a company owning video distribution facilities, and also holds 18.99% of Access/On

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<sup>9</sup> See map attached as Exhibit B showing Transferee (and affiliates) and Transferor (and affiliate) service areas.



Multimedia Inc. L.L.C., a regional fiber transport network serving north-central and north-western North Carolina.

**(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment**

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."<sup>10</sup>

Applicants, together with their affiliates, currently serve fewer than 2% of the nation's aggregate subscriber lines. The Peoples Companies and Transferee, along with its affiliates, have no overlapping or adjacent service areas, as demonstrated by the map attached as Exhibit B. 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%). Finally, to the extent Transferee and its affiliates provide competitive telephone exchange services or competitive exchange access services, upon consummation of the transaction, they will do so exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. Accordingly, streamlined treatment is warranted.

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<sup>10</sup> 47 C.F.R. § 63.03(b)(2)(iii).

**(9) Identification of all other Commission applications related to the same transaction**

Aside from this combined application for the transfer of control of the Domestic and International Section 214 Authorizations held by the Peoples Companies, there are no other Commission applications related to this transaction.

**(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure**

Neither party to the transaction is facing imminent business failure. Therefore, Applicants are not requesting special consideration for this reason.

**(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction**

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

**(12) 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**

Grant of this Application will serve the public interest, because it (1) will not result in any violation of the Communications Act of 1934, as amended (the "Act"), or any other applicable statutory provision; (2) will not result in a violation of the Commission's Rules; (3) will not substantially frustrate or impair the Commission's enforcement of the Act or interfere with the objective of the Act or other statutes; and (4) does promise to yield affirmative public interest benefits.<sup>11</sup>

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<sup>11</sup> See, e.g., *SBC Communications, Inc. and BellSouth Corp. for Consent to Transfer of Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Red. 25459, 25464 (Wireline Telecommunications Bureau and International Bureau 2000).



The Application itself indicates that its grant will result in no violation of the Act, Commission Rules or other statutory provisions. Moreover, the grant will not in any way frustrate or impair the Commission's enforcement of the Act or interfere with the objectives of the Act inasmuch as RiverStreet seeks no change of the current regulatory treatment of the Peoples Companies. Specifically, RiverStreet does not seek to change the regulatory *status quo* regarding PMTC's obligations or broadband deployment commitment as a recipient of Connect America Fund ("CAF") support.<sup>12</sup>

Finally, the proposed transaction will yield affirmative public interest benefits by allowing for the continued provision of high-quality communications services to customers of the Peoples Companies. Transferee and its affiliates are experienced in the provision of rural telecommunications services, and will efficiently integrate management of the Peoples Companies into ongoing operations. Further, Transferee is geographically in a strategic location by virtue of its proximity to the acquired PMTC exchanges which will allow for operational efficiencies. Local repair and maintenance personnel will be maintained, enabling customers to enjoy a seamless transition in ownership, without

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<sup>12</sup> PMTC, a rate-of-return company, is treated as a price-cap company for CAF purposes because, at the time of adoption of the *Transformation Order*, it was affiliated with a price-cap company, FairPoint. See *Connect America Fund, Universal Service-Intercarrier Compensation Transformation Order*, Report and Order and Further Notice of Proposed Rulemaking, 26 FCC Rcd 17663 ¶128 (2011) ("Transformation Order"). RiverStreet confirms that this transaction will not disrupt current commitments made by PMTC, including receipt of support based upon deployment commitments, nor should grant of this Application interfere with the prosecution or subsequent implementation of the Commission's final decision in a currently-pending waiver petition filed by FairPoint on behalf of PMTC (*In the Matter of FairPoint Communications, Inc., Petition for Limited Waiver of Section 54.312(c) of the Commission's Rules*, 47 C.F.R. §54.31(c), *Notice Requirements of the Connect America Fund, Phase I, Round 2*, WT Docket No. 10-90 (filed Mar.30, 2017)).



disruption or interruptions in service. The transaction will not adversely affect subscribers, competitors or the market for the provision of telecommunications services.

After consummation of the proposed transaction, the Peoples Companies will continue to exist and operate under the Section 214 authorizations each currently holds, and each of the Peoples Companies will, post-consummation, continue to provide the same services at the same rates for the near term. It is anticipated that long distance services will eventually be branded utilizing the "RiverStreet" tradename, but any change will be preceded by appropriate notice to customers. Accordingly, the proposed transaction will be wholly transparent to current customers.

#### **Conclusion**

For the foregoing reasons, the Applicants respectfully request the expeditious grant of this Application.

Respectfully submitted,

**Consolidated Communications  
Holdings, Inc.,  
Peoples Mutual Telephone  
Company, and  
Peoples Mutual Long Distance  
Company**

By: Russell M Blau (sl)

Russell M Blau  
Brett P. Ferenczak

*Their Counsel*

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1111 Pennsylvania Ave, N.W.  
Washington, DC 20004  
(202) 739-3000

Date: December 21, 2017

**RiverStreet Management Services, LLC**

By: Sylvia Lesse  
Sylvia Lesse

*Its Counsel*

Communications Advisory Counsel, LLC  
5151 Wisconsin Avenue NW, Suite 311  
Washington DC 20016  
(202) 333-5273

## **EXHIBIT A**

### **Consolidated Entities**

| <b>Entity Name</b>  | <b>Type</b>                             | <b>States Serviced</b>  |
|---|---|---|
| BE Mobile Communications, Incorporated                              | IXC                                     | Pennsylvania  |
| Bentleyville Communications Corporation                             | ILEC                                    | Pennsylvania  |
| Berkshire Cable Corp.   | IXC                                     | New York  |
| Berkshire Telephone Corporation                                     | ILEC                                    | New York  |
| Big Sandy Telecom, Inc.   | ILEC                                    | Colorado  |
| Bluestem Telephone Company  | ILEC                                    | Kansas  |
| Chautauqua and Erie Telephone Corporation                           | ILEC                                    | New York  |
| Chautauqua and Erie Communications, Inc.                            | IXC                                     | New York  |
| China Telephone Company   | ILEC                                    | Maine   |
| Chouteau Telephone Company  | ILEC                                    | Oklahoma  |
| Columbine Telecom Company   | ILEC                                    | Colorado  |
| Comerco, Inc.   | IXC                                     | Washington  |
| Community Service Telephone Co.                                     | ILEC                                    | Maine   |
| Consolidated Communications Enterprise Services, Inc. <sup>13</sup> | CLEC, IXC, ISP, Video and VoIP provider | California, Illinois, Indiana, Iowa, Kansas, Kentucky, Minnesota, Missouri, Montana, North Dakota, Ohio, Pennsylvania, South Dakota, Texas, Washington, and Wisconsin |
| Consolidated Communications of California Company                   | ILEC<br>CLEC                            | California  |
| Consolidated Communications of Fort Bend Company                    | ILEC                                    | Texas   |
| Consolidated Communications of Illinois Company                     | ILEC                                    | Illinois  |
| Consolidated Communications of Mid-Comm. Company                    | ILEC                                    | Minnesota   |

<sup>13</sup> 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   |
|--|-----------|---|
| Consolidated Communications of Minnesota Company         | ILEC      | Minnesota   |
| Consolidated Communications of Pennsylvania Company, LLC | ILEC      | Pennsylvania  |
| Consolidated Communications of Texas Company             | ILEC      | Texas   |
| C-R Long Distance, Inc.                                  | IXC       | Illinois  |
| C-R Telephone Company                                    | ILEC      | Illinois  |
| El Paso Long Distance Company                            | IXC       | Illinois  |
| Ellensburg Telephone Company                             | ILEC      | Washington  |
| Elltel Long Distance Corp.                               | IXC       | Washington  |
| Enhanced Communications of Northern New England, Inc.    | IXC       | Florida, Maine, Massachusetts, New Hampshire, New York, Vermont,  |
| ExOp of Missouri, Inc.                                   | IXC, CLEC | Missouri  |
| FairPoint Business Services, LLC                         | CLEC      | New York, Oklahoma, Pennsylvania, Washington,   |
| FairPoint Carrier Services, Inc.                         | IXC       | Colorado, Florida, Illinois, Kansas, Maine, Minnesota, Missouri, North Carolina, New Hampshire, New York, Ohio, Oklahoma, Pennsylvania, Utah, Virginia, Vermont, Washington |
| FairPoint Communications Missouri, Inc.                  | ILEC      | Kansas, Missouri  |
| FairPoint Vermont, Inc.                                  | ILEC      | Vermont   |
| Germantown Long Distance Company                         | IXC       | Ohio  |
| GTC, Inc.  | ILEC, IXC | Alabama, Florida, Georgia   |
| Maine Telephone Company                                  | ILEC      | Maine   |
| Marianna and Scenery Hill Telephone Company              | ILEC      | Pennsylvania  |
| Marianna Tel., Inc.                                      | IXC       | Pennsylvania  |
| Northern New England Telephone Operations, LLC           | ILEC, IXC | Maine, New Hampshire  |
| Northland Telephone Company of Maine, Inc.               | ILEC      | Maine, New Hampshire  |
| Odin Telephone Exchange, Inc.                            | ILEC      | Illinois  |



| Entity Name                                     | Type | States Serviced                                      |
|---|------|--|
| Orwell Communications, Inc.                     | IXC  | Ohio   |
| Quality One Technologies, Inc.                  | IXC  | Ohio   |
| Sidney Telephone Company                        | ILEC | Maine  |
| ST Long Distance, Inc.                          | IXC  | Colorado, Illinois,<br>Kansas, Missouri,<br>Oklahoma |
| St. Joe Communications, Inc.                    | IXC  | Alabama, Florida,<br>Georgia                         |
| Standish Telephone Company                      | ILEC | Maine  |
| Sunflower Telephone Company, Inc.               | ILEC | Colorado,<br>Kansas                                  |
| Taconic TelCom Corp.                            | IXC  | New York   |
| Taconic Telephone Corp.                         | ILEC | Massachusetts,<br>New York                           |
| Telephone Operating Company of Vermont,<br>LLC  | ILEC | Vermont  |
| The Columbus Grove Telephone Company            | ILEC | Ohio   |
| The El Paso Telephone Company                   | ILEC | Illinois   |
| The Germantown Independent Telephone<br>Company | ILEC | Ohio   |
| The Orwell Telephone Company                    | ILEC | Ohio   |
| UI Long Distance, Inc.                          | IXC  | Maine, New Hampshire,<br>Vermont                     |
| YCOM Networks, Inc.                             | ILEC | Washington   |

**EXHIBIT B**

**Map**

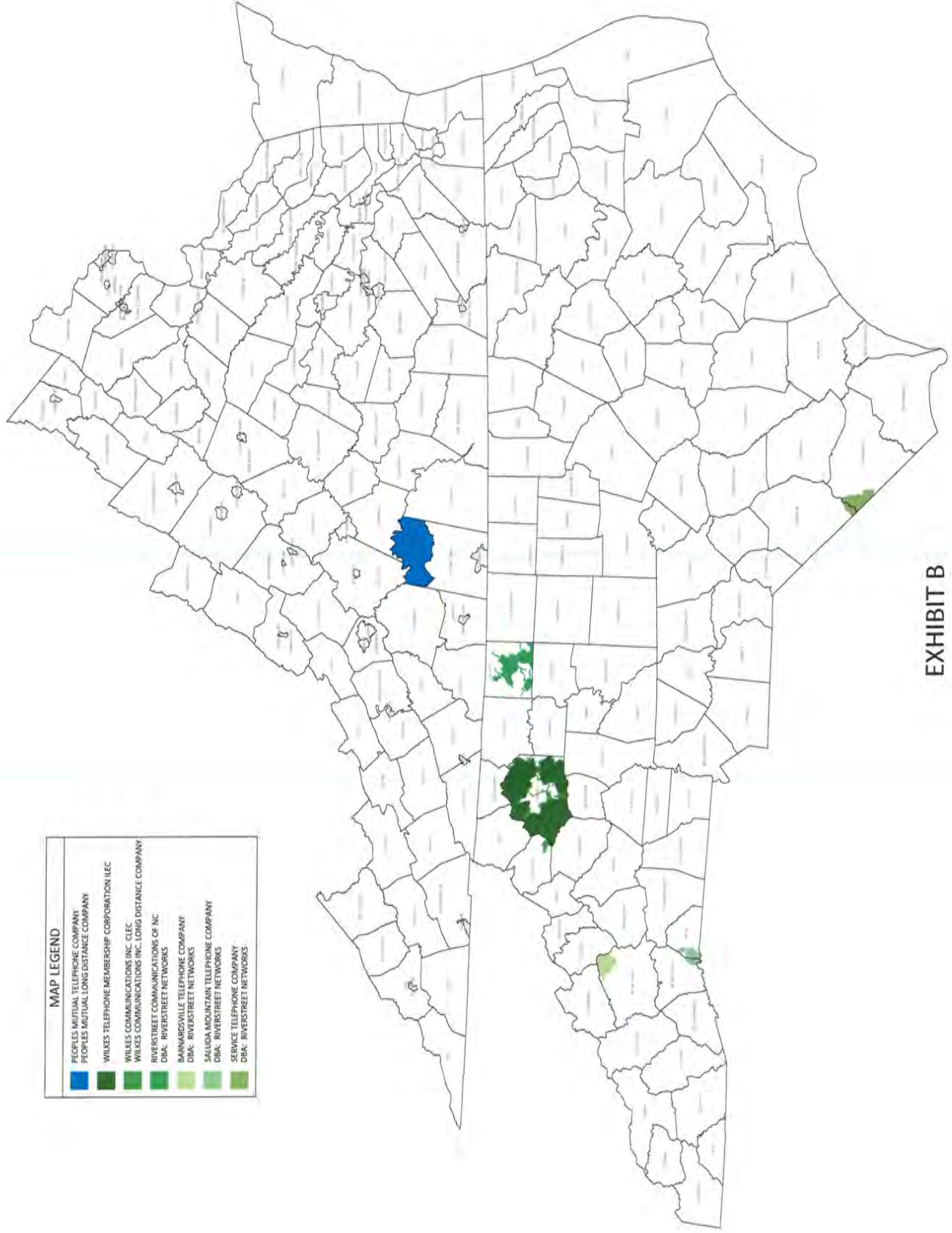


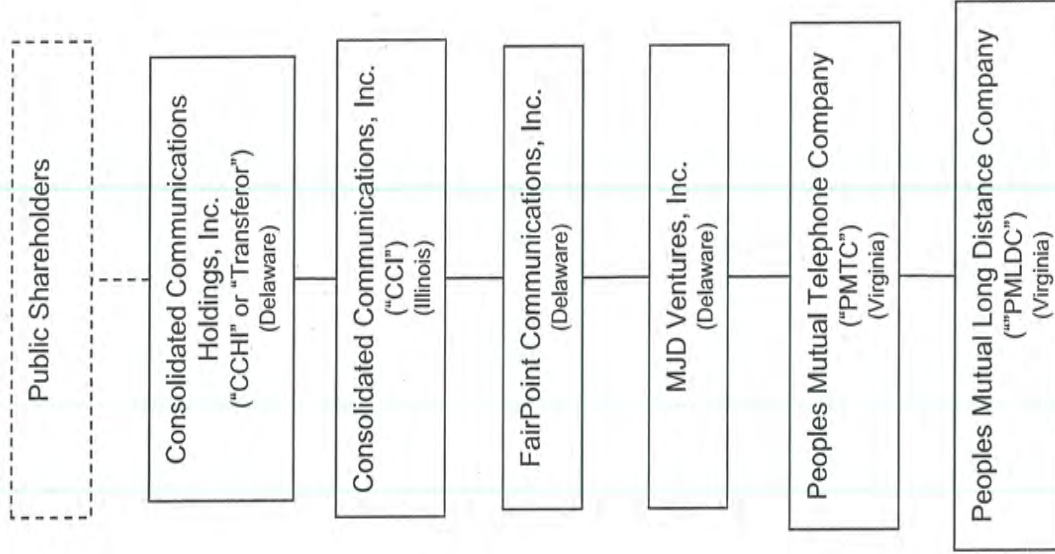
EXHIBIT B



**EXHIBIT C**

**Pre- and Post-Transaction Ownership Structure of the Peoples Companies**

# Current Corporate Ownership Structure of the Peoples Companies\*

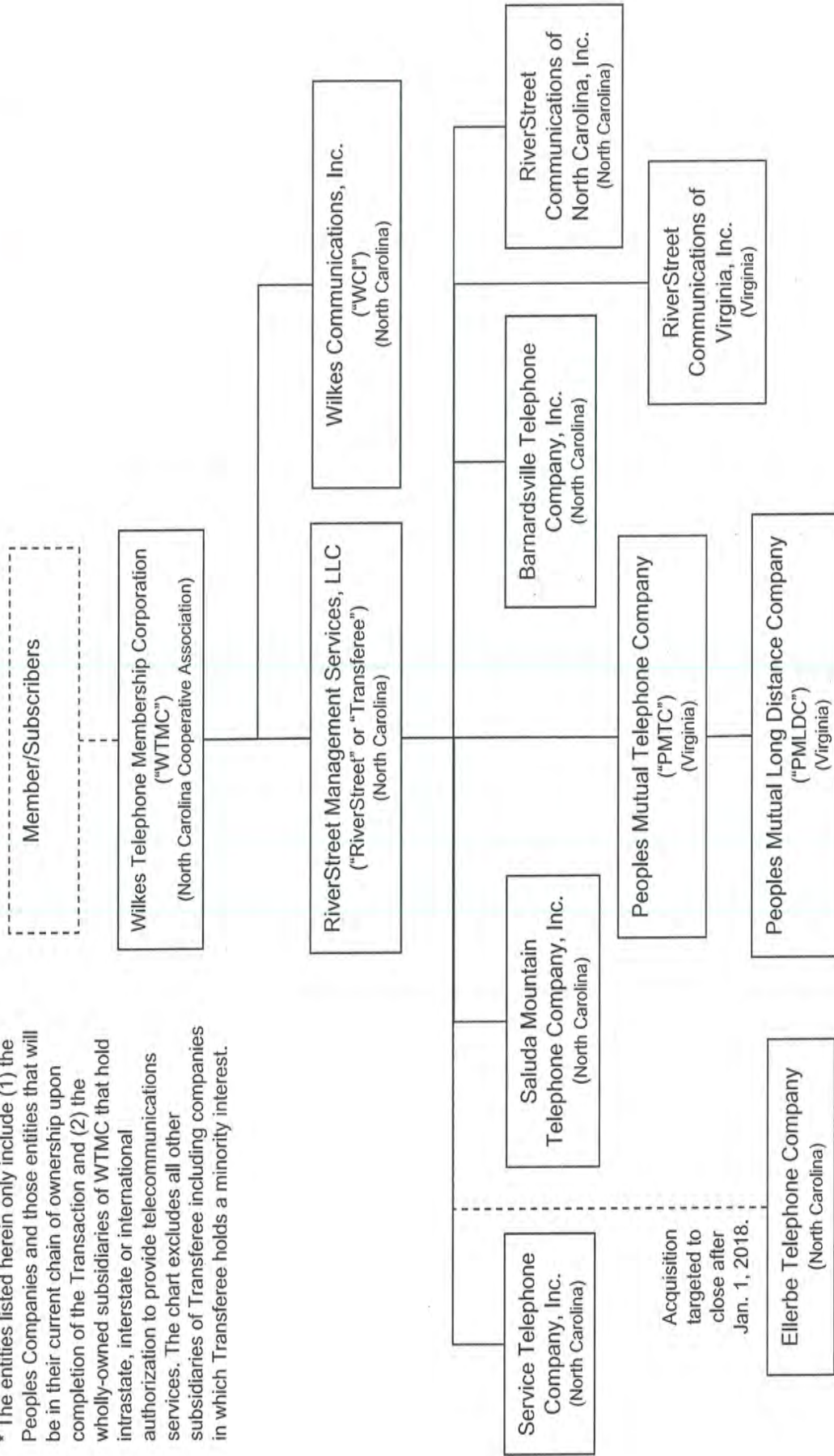


\* The entities listed herein only include the Peoples Companies and those entities that are in their current chain of ownership. The chart excludes all other subsidiaries of Transferor.

Unless otherwise indicated all ownership percentages are 100%.

# Post-Transaction Corporate Ownership Structure of the Peoples Companies\*

\* The entities listed herein only include (1) the Peoples Companies and those entities that will be in their current chain of ownership upon completion of the Transaction and (2) the wholly-owned subsidiaries of WTMC that hold intrastate, interstate or international authorization to provide telecommunications services. The chart excludes all other subsidiaries of Transferee including companies in which Transferee holds a minority interest.



Unless otherwise indicated all ownership percentages are 100%.

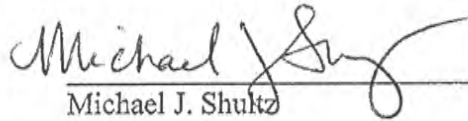


## DECLARATION OF MICHAEL J. SHULTZ

I, MICHAEL J. SHULTZ, Vice President, Regulatory & Public Policy of Consolidated Communications Holdings, Inc. ("CCHI"), do hereby declare under penalty of perjury that (1) I am authorized to make this Declaration on behalf of CCHI and its subsidiaries (collectively, the "Company"), including Peoples Mutual Telephone Company and Peoples Mutual Long Distance Company; (2) the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS" was prepared under my direction and supervision; and (3) the information contained therein regarding the Company is true and accurate to the best of my knowledge, information, and belief.

12/20/17


Date

  
Michael J. Shultz

# DECLARATION OF ERIC S. CRAMER

I, ERIC S. CRAMER, Manager of RiverStreet Management Services, LLC ("RiverStreet"), do hereby declare under penalty of perjury that (1) I am authorized to make this Declaration on behalf of RiverStreet and its affiliates; (2) the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS" was prepared under my direction and supervision; and (3) the information contained therein regarding RiverStreet and each of its affiliates is true and accurate to the best of my knowledge, information, and belief.

12/20/2017  
Date

  
Eric S. Cramer

## CERTIFICATE OF SERVICE

I, Sylvia Lesse, of Communications Advisory Counsel, LLC, do hereby verify that on this 21st day of December, 2017, I caused to be sent via First Class US Mail, postage prepaid, the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS" to the following:

The Hon. Terry McAuliffe  
Office of the Governor  
P.O. Box 1475  
Henrico, VA 23233

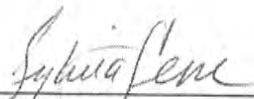
US Department of Defense  
Assistant Secretary for Network Information and Integration (NII)  
6000 Defense Pentagon  
Washington, DC 20301-6000

US Department of State  
EB/CIP/SCA  
Room 4826  
2001 C Street, NW  
Washington, DC 20520

\*Jodie May  
\*Dennis Johnson  
\*Tracey Wilson  
Wireline Competition Bureau  
Federal Communications Commission  
445 12th Street SW  
Washington DC 20554

\*Sumita Mukhoty  
\*David Krech  
\*Adrienne McNeil  
International Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street SW  
Washington DC 20554

\* via e-mail

  
Sylvia Lesse