

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

\_\_\_\_\_ )  
In the Matter of the Joint Application of )  
 )  
**SPOC, LLC** and )  
Assignor, )  
 )  
and ) WC Docket No. 16-\_\_\_\_\_  
 )  
**Consolidated Communications** )  
**Enterprise Services, Inc.,** )  
Assignee, )  
 )  
For Grant of Authority Pursuant to )  
Section 214 of the Communications Act of 1934, )  
as amended, and Sections 63.04, and 63.24 of the )  
Commission’s Rules to Complete the )  
Transfer of Assets of an Authorized )  
Domestic Section 214 Carrier )  
\_\_\_\_\_ )

**JOINT APPLICATION**

SPOC, LLC (“SPOC” or “Assignor”), and Consolidated Communications Enterprise Services, Inc. (“CCES” or “Assignee”) (together, the “Applicants”), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Commission approval to complete a transaction whereby CCES will acquire from Assignor certain assets, including Assignor’s customer base and other assets associated with its telecommunications services operations.<sup>1</sup> The Applicants seek streamlined processing of this Joint Application pursuant to

<sup>1</sup> Because Assignee already holds blanket domestic Section 214 authority, the acquired assets will not include Assignor’s domestic Section 214 authorization.

Section 63.03 of the Commission's Rules as there are no overlapping or adjacent local exchange service territories between the Assignor and CCES or its affiliates.

In support of this Joint Application, the Applicants respectfully submit the following information:

**I. DESCRIPTION OF THE APPLICANTS**

**A. SPOC, LLC**

SPOC is wholly owned by Champaign Telephone Company, Inc. (“Seller” and together with SPOC, “CTC”), an Illinois corporation. Seller is wholly owned by Michael Hosier. CTC designs, develops, distributes, services, sells and markets competitive local exchange services, high speed Internet, hosted Voice of Internet Protocol services, and network and inside wiring facilities. SPOC is a competitive local exchange and interexchange carrier in Illinois. While SPOC provides interstate telecommunications services pursuant to blanket domestic Section 214 authority, SPOC does not hold international Section 214 authority.

**B. Consolidated Communications Enterprise Services, Inc.**

CCES is part of the “Consolidated Communications” group of companies whose ultimate parent is Consolidated Communications Holdings, Inc. (“CCHI”). CCHI is a publicly traded (NASDAQ: CNSL) Delaware corporation headquartered in Mattoon, Illinois. CCHI’s various operating subsidiaries (the “Consolidated Companies” and together with CCHI, “Consolidated Communications”) provide a wide range of telecommunications services to residential and business customers in primarily in California, Illinois, Iowa, Kansas, Minnesota, Missouri, North Dakota, Pennsylvania, South Dakota, Texas and Wisconsin including local and long-distance telephone service, high-speed broadband Internet access, standard and high-definition digital television, and digital telephone service, custom calling features, private line services, carrier access services, network capacity services over regional fiber optic networks, directory

publishing. The Consolidated Companies include both ILECs and CLECs. CCES is a competitive local exchange carrier, interexchange carrier, Internet Service Provider, Video provider and VoIP provider in California, Illinois, Kansas, Missouri, Pennsylvania and Texas. CCES provides interstate telecommunications services pursuant to blanket domestic Section 214 authority and international telecommunications services pursuant to the international Section 214 authorization of CCHI granted in IB File No. ITC-214-20030808-00393.<sup>2</sup>

## **II. DESCRIPTION OF THE TRANSACTION**

On April 18, 2016, Seller, Michael Hosier and CCES signed an Asset Purchase Agreement whereby CCES will acquire substantially all of the assets of Seller, including the customer base and other assets associated with Assignor's telecommunications services operations. As a result, CCES will replace Assignor as the telecommunications service provider for Assignor's current customers and Assignor will cease providing telecommunications services. Immediately following the transfer of customers from Assignor to CCES, those customers will continue to receive service pursuant to the same rates, terms, and conditions of service as the services those customers currently receive. All of the affected customers will receive notice of their assignment to CCES in compliance with the Commission's Rules.<sup>3</sup>

CCES is well-qualified to provide service to Assignor's customers. CCES's operations are overseen by a highly-qualified and experienced management team. CCES will acquire

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<sup>2</sup> This authorization was assigned to CCHI in IB File No. ITC-ASG-20090130-00047. Also in that file, CCES notified the Commission that it would provide international services under CCHI's authorization.

CCES also holds international Section 214 authorizations granted in IB File Nos. ITC-214-20000807-00459 and ITC-214-2006-0106-00007, which were recently assigned to CCES as a result of *pro forma* intracompany mergers. See IB File Nos. ITC-ASG-20160126-00039 & ITC-ASG-20160419-00142. CCES expects to surrender these authorizations in the near future.

<sup>3</sup> CCES will file the required certificate of compliance under separate cover.

substantially all of the communications assets of Assignor and therefore will own all of the assets and facilities, and be the successor in interest to any agreements for underlying services and facilities, currently used to provide service to customers. Accordingly, CCES will be well qualified to provide the same services at the same rates, terms and conditions as currently provided to Assignor's customers.

**III. INFORMATION REQUIRED BY SECTION 63.04**

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

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

Assignor

SPOC, LLC  
1300 South Neil Street  
Champaign, IL 61820  
217-344-4444

Assignee

Consolidated Communications Enterprise Services, Inc.  
121 South 17th Street  
Mattoon, IL 61938  
217-235-3311

**63.04(a)(2): Jurisdiction of Organizations:**

Assignor

SPOC is an Illinois limited liability company.

Assignee

CCES is a Delaware corporation.

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

For Assignee:

Russell M. Blau  
Brett P. Ferenchak  
Morgan, Lewis & Bockius LLP  
2020 K Street, N.W., Suite 1100  
Washington, DC 20006-1806  
202-373-6000 (tel)  
[russell.blau@morganlewis.com](mailto:russell.blau@morganlewis.com)  
[brett.ferenchak@morganlewis.com](mailto:brett.ferenchak@morganlewis.com)

For Assignor:

Joseph D. Murphy  
Meyer Capel, a Professional Corporation  
306 West Church Street  
Champaign, IL 61820  
217-352-0030 (tel)  
[jmurphy@meyercafel.com](mailto:jmurphy@meyercafel.com)

With a copy for Crystal to:

Michael Shultz  
Vice President, Regulatory and  
Public Policy  
Consolidated Communications  
350 South Loop 336 West  
Conroe, TX 77304  
936-788-7414 (tel)  
[mike.shultz@consolidated.com](mailto:mike.shultz@consolidated.com)

With a copy for Premier to:

Mike Hosier  
President  
Champaign Telephone Company, Inc.  
1300 South Neil Street  
Champaign, IL 61820  
217-531-1000 (tel)  
[mike@ctc.biz](mailto:mike@ctc.biz)

**63.04(a)(4): Ownership Information**

The ownership of the Assignee will not change as a result of the proposed asset transfer transaction. The following persons or entities directly or indirectly own 10% or greater of

Assignee:

Name: Consolidated Communications, Inc. ("CCI")  
Address: 121 South 17th Street  
Mattoon, Illinois 61938-3987  
Citizenship: U.S. (Illinois)  
Principal Business: Holding Company  
% Interest: 100% (directly in CCES)

Name: Consolidated Communications Holdings, Inc.  
Address: 121 South 17th Street  
Mattoon, Illinois 61938-3987  
Citizenship: U.S. (Delaware)  
Principal Business: Holding Company  
% Interest: 100% (indirectly in CCES as the 100% direct owner of CCI)

CCHI is a widely held publicly traded company (NASDAQ: CNSL). To its knowledge, no person or entity currently has a 10% or greater ownership interest in CCHI.

**63.04(a)(5): Anti-Drug Abuse Act Certification**

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 this Joint 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.

**63.04(a)(6): Description of the Transaction**

A description of the proposed transaction is set forth in **Section II** above.

**63.04(a)(7): Geographic Areas Served**

Assignor provides telecommunications services in the greater Champaign, Illinois metropolitan area including Champaign, Urbana and Savoy. Assignor is not authorized to provide intrastate telecommunications services in any other state.

CCES provides telecommunications services in California, Illinois, Iowa, Kansas, Missouri, Pennsylvania and Texas. CCES is authorized to provide intrastate telecommunications services, but does not currently do so, in Alabama, Kentucky, Louisiana, Ohio, and Tennessee. CCES also provides cable services in California, Kansas and Missouri and open video system services in California and Missouri.

Currently, CCES is affiliated with the following telecommunications providers:

Consolidated Communications of California Company is an ILEC that provides local exchange telephone service in Sacramento and Placer Counties, California and also operates as a CLEC in certain areas in California outside of its ILEC service areas.

Consolidated Communications of Fort Bend Company is an ILEC operating in the Fort Bend, Texas, area.

Consolidated Communications of Illinois (“CC-IL”) is an ILEC operating in central Illinois.

Consolidated Communications of Iowa Company is an ILEC operating Akron, Bancroft, Boyden, Doon, Hawarden, Hull, Ireton, Lakota, Rock Rapids, Rock Valley, Sibley, Iowa; West Hawarden and West Akron, South Dakota; and North Rock Rapids, Minnesota.

Consolidated Communications of Minnesota Company is an ILEC operating in Mankato, Minnesota.

Consolidated Communications of Mid-Comm. Company is an ILEC operating service in Amboy, Cambria, Eagle Lake, Garden City, Good Thunder, Lake Crystal, Madison Lake, Mapleton, Pemberton, St. Clair and Vernon Center, Minnesota.

Consolidated Communications of Pennsylvania Company, LLC is an ILEC operating in western Pennsylvania.

Consolidated Communications of Texas Company is an ILEC operating in East Texas.

Crystal Communications, Inc. is a CLEC operating in south central Minnesota and the Des Moines, Iowa, area.

Enventis Telecom, Inc. is a competitive provider operating primarily in Minnesota and also certain communities in Iowa, North Dakota, South Dakota and Wisconsin. Enventis Telecom, Inc. is also authorized to provide intrastate interexchange services in California, Illinois, Indiana, Kentucky, Montana, Ohio, and Washington and local exchange and interexchange services in Wisconsin.

IdeaOne Telecom, Inc. is a CLEC operating in and around Dilworth and Moorhead, Minnesota, and Fargo and West Fargo, North Dakota.

While CCES and CC-IL both operate in Illinois, neither company’s service areas overlap or are adjacent to the services areas (Champaign, Urbana and Savoy) of Assignor.

**63.04(a)(8): Streamlining Categorization**

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission’s Rules, 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii) because (1) immediately following the transaction, the Consolidated Companies collectively will hold less

than a ten percent (10%) share of the interstate, interexchange market; and (2) Assignor, a non-dominant carrier, provides services exclusively outside the local exchange services areas of the Consolidated Companies, which include dominant carriers, and, therefore, Assignor and the Consolidated Companies have no overlapping or adjacent local exchange service areas.

**63.04(a)(9): Additional FCC Applications**

No other applications are being filed with the Commission with respect to this transaction.

**63.04(a)(10): Special Consideration Requests**

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.

**63.04(a)(11): Waiver Requests**

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

**63.04(a)(12): Public Interest Statement**

Assignors' customers will continue to enjoy high quality telecommunications service following the transaction. CCES is well-qualified to replace Assignors as the service provider for the affected customers and will be able to bring its experienced management and technical expertise to the Assignor's operations. In addition, the transaction is structured to assure an orderly transition of customers from Assignor to CCES. In accordance with the terms of their service contracts and the rules and procedures of the Commission and Illinois Commerce Commission, affected customers will be properly notified of the transaction and the change in their telecommunications services provider from Assignor to CCES. CCES will separately file a certification in compliance with the Commission's procedures set forth in Section 64.1120(e) of

the Commission's Rules regarding the acquisition of customers, along with the sample customer notification letter. In addition, immediately following consummation of the transaction, CCES will continue to provide service to Assignor's customers pursuant to its existing authorizations with no immediate change in their rates or terms and conditions of service. The transaction, therefore, will be virtually transparent and seamless to the affected customers in terms of the services they currently receive.

V. **CONCLUSION**

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application by the Commission would serve the public interest, convenience and necessity.

Respectfully submitted,

By: /s/ Joseph D. Murphy

Joseph D. Murphy  
Meyer Capel, a Professional Corporation  
306 West Church Street  
Champaign, IL 61820  
217-352-0030 (tel)  
[jmurphy@meyercafel.com](mailto:jmurphy@meyercafel.com)

COUNSEL FOR ASSIGNOR

By: /s/ Brett P. Ferenchak

Russell M. Blau  
Brett P. Ferenchak  
Morgan, Lewis & Bockius LLP  
2020 K Street, N.W., Suite 1100  
Washington, DC 20006-1806  
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[brett.ferenchak@morganlewis.com](mailto:brett.ferenchak@morganlewis.com)

COUNSEL FOR ASSIGNEE

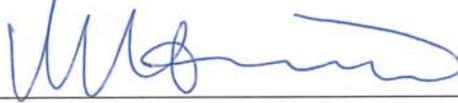
Dated: April 22, 2016

## Verifications

**VERIFICATION**

I, Mike Hosier, declare that I am Manager of SPOC, LLC ( the "Assignor"); that I am authorized to make this verification on behalf of Assignor; that the foregoing application was prepared under my direction and supervision; and that the contents of that application with respect to the Assignor 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 22 day of April, 2016.



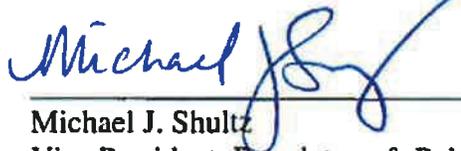
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Mike Hosier  
Manager of SPOC, LLC  
President of Champaign Telephone Company, Inc.

**VERIFICATION**

I, Michael J Shultz, am Vice President, Regulatory & Public Policy of Consolidated Communications Holdings, Inc. ("CCHI"); that I am authorized to make this Verification on behalf of CCHI and its subsidiary, Consolidate Communications Enterprise Services, Inc. (together, the "Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

22<sup>nd</sup> I declare under penalty of perjury that the foregoing is true and correct. Executed this day of April 2016.



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Michael J. Shultz  
Vice President, Regulatory & Public Policy  
Consolidated Communications Holdings, Inc.