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VIA ECFS - NON-DOCKETED FILING

May 3, 2016

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Attention: Wireline Competition Bureau

Re: In the Matter of the Joint Application of Consolidated Communications, Inc., Consolidated Communications of Iowa Company f/k/a Heartland Telecommunications Company of Iowa, Crystal Communications, Inc. and Mutual Telephone Company of Sioux Center, Iowa d/b/a Premier Communications, Winnebago Cooperative Telecom Association and Premier Communications, Inc. for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, (1) to Transfer Control of Consolidated Communications of Iowa Company, an Authorized Domestic Section 214 Carrier, to Mutual Telephone Company of Sioux Center, Iowa; (2) to Assign Certain Assets of Consolidated Communications of Iowa Company to Winnebago Cooperative Telecom Association; and (3) to Assign Certain Customers of Crystal Communications, Inc. to Premier Communications, Inc. and Winnebago Cooperative Telecom Association

Dear Ms. Dortch:

Please find enclosed the above-referenced Joint Application for approval to transfer control of an authorized domestic Section 214 carrier and assignment of assets filed pursuant to Section 63.04 of the Commission's rules. The FCC Form 159 and requisite filing fee are being submitted this date via the Commission's Fee Filer system.

Inquiries may be directed to the undersigned.

Sincerely,

John Kuykendall
Vice President
jkuykendall@jsitel.com

Enclosures

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9430 Research Blvd., Austin, TX 78759
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Eagandale Corporate Center, Suite 310
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6849 Peachtree Dunwoody Road
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phone: 770-569-2105, fax: 770-410-1608

547 South Oakview Lane
Bountiful, UT 84010
phone: 801-294-4576, fax: 801-294-5124

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

In the Matter of Joint Application)
)
Consolidated Communications, Inc.)
Transferor)
)
Consolidated Communications of Iowa)
Company f/k/a Heartland)
Telecommunications Company of Iowa)
Licensee)
)
Crystal Communications, Inc.)
Licensee)
)
and)
)
Mutual Telephone Company)
of Sioux Center, Iowa d/b/a Premier)
Communications)
Transferee)
)
Winnebago Cooperative Telecom)
Association)
Assignee)
)
Premier Communications, Inc.)
Assignee)
)
For Authority Pursuant to Section 214 of the)
Communications Act of 1934, as Amended,)
(1) to Transfer Control of Consolidated)
Communications of Iowa Company, an)
Authorized Domestic Section 214 Carrier,)
to Mutual Telephone Company of Sioux)
Center, Iowa; (2) to Assign Certain)
Assets of Consolidated Communications)
of Iowa Company to Winnebago Cooperative)
Telecom Association; and (3) to Assign Certain)
Customers of Crystal Communications, Inc.)
to Premier Communications, Inc. and Winnebago)
Cooperative Telecom Association)

WC Docket No. 16-_____

DOMESTIC SECTION 214 JOINT APPLICATION

Consolidated Communications, Inc. (“CCI” or “Transferor”); Consolidated Communications of Iowa Company (formerly known as Heartland Telecommunications Company of Iowa) (“Heartland”); Heartland’s current affiliate, Crystal Communications, Inc. (“Crystal”); Mutual Telephone Company of Sioux Center, Iowa d/b/a Premier Communications (“Mutual” or “Transferee”); Mutual’s subsidiary, Premier Communications, Inc. (“Premier”), and Winnebago Cooperative Telecom Association (“Winnebago”) (collectively, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.04 of the rules and regulations of the Federal Communications Commission (“Commission” or “FCC”) request approval (1) to transfer control of Heartland from Transferor to Transferee, (2) for Heartland to assign certain of its assets to Winnebago, and (3) for Crystal to assign to Premier and Winnebago that portion of Crystal’s long distance customer base whose local exchange carrier is Heartland. Heartland, Transferee, Winnebago, Crystal and Premier are each holders of blanket domestic Section 214 authorizations pursuant to 47 C.F.R. § 63.01. The blanket domestic Section 214 authorization held by each of these entities will continue to be held by each respective entity following consummation of the proposed transactions.

Heartland does not hold an international Section 214 authorization. Crystal currently provides interstate and international long distance services to Heartland’s local exchange customers.¹ Upon completion of the transactions, such interstate and international services will be provided by (1) Mutual’s wholly owned subsidiary, Premier, or (2) Winnebago. Premier is

¹ Crystal holds international Section 214 authority to provide global resale services granted in IB File No. ITC-214-19971029-00668 (old File No. ITC-97-676).

authorized to provide international global switched resale services pursuant to File No. ITC-214-19970905-00537. Winnebago is authorized to provide international global switched resale services pursuant to File No. ITC-214-20080521-00228. The international Section 214 authorizations currently held will continue to be held by those same entities and there is no transfer of control or assignment of an international Section 214 authorization as a result of the proposed transactions. Pursuant to 47 C.F.R. § 63.24(b), international Section 214 applications are being separately filed with the International Bureau for assignment of authorization for the portions of Crystal's long distance customer base to be acquired by Premier and Winnebago.

This transaction has two components. First, pursuant to a Stock Purchase Agreement whereby Mutual will purchase the capital stock of Heartland, Mutual proposes to acquire all or substantially all of the operations and assets of Heartland's business,² which includes one study area comprised of eleven (11) Iowa exchanges, with overflow into two (2) South Dakota exchanges, and one (1) Minnesota exchange.³ Second, pursuant to an Asset Purchase Agreement, Winnebago will purchase from Mutual the operations and assets of two (2) Heartland Iowa exchanges (Bancroft and Lakota).

All but three of the Heartland exchanges located in Iowa that will be owned by Mutual at the conclusion of the transaction are adjacent to Mutual's Sioux Center, Iowa exchange and to portions of Mutual's affiliated incumbent local exchange carrier ("ILEC"), Northern Iowa Telephone Co. exchanges.⁴ Accordingly, due to the proximity of the exchanges to Mutual's current operations, at the conclusion of the transaction, Mutual will be able to serve the

² Heartland's business includes the Crystal long distance customers within the Heartland territory.

³ Applicants clarify that the South Dakota and Minnesota exchanges represent areas within the Heartland Iowa study area that infringe on the states of South Dakota and Minnesota for a minimal number of customers.

⁴ Rock Rapids, Doon and Akron are not physically adjacent to Mutual's Sioux Center exchange or Northern Iowa Telephone Co.'s exchanges, but are contiguous to the other Heartland exchanges that will be owned by Mutual.

Heartland exchanges in an efficient and cost effective manner and ensure that buildout obligations are met through receipt of CAF Phase II funding associated with these exchanges.⁵ The Bancroft and Lakota exchanges which will be acquired by Winnebago are geographically separate from the other Heartland exchanges and adjacent to one another as well as adjacent to portions of the Winnebago exchanges. Similar to Mutual, due to the proximity of the exchanges to Winnebago's current operations, at the conclusion of the transaction, Winnebago will be able to serve these two Heartland exchanges in an efficient and cost effective manner and ensure that buildout obligations are met through receipt of CAF Phase II funding associated with these exchanges.⁶

Mutual's affiliated competitive local exchange carrier ("CLEC"), Premier Communications, Inc., is a cable operator, providing cable television service in small, rural communities located within certain of Heartland's telephone exchange areas. Premier Communications' cable systems overlap with certain communities where Heartland operates ILEC facilities; however, Heartland does not provide cable television service in any of the affected communities. To the extent the proposed transaction involves the geographic overlap of certain local franchise areas and telephone exchange service areas, the transaction is covered by a statutory exemption to the cable-telecom buy out prohibition contained in Section 652(b) of the Communications Act of 1934, as amended.⁷

⁵ As explained in more detail in the Study Area Waiver Petition filed concurrently herewith, Mutual will acquire the existing Heartland study area which will be modified to exclude the two exchanges which are being acquired by Winnebago. The CAF Phase II funding associated with the locations in the exchanges that remain in the study area as well as the buildout obligations associated with the funded locations in those exchanges will continue to apply and be fulfilled by Mutual.

⁶ As explained in more detail in the Study Area Waiver Petition filed concurrently herewith, a new study area will be created for the two Heartland exchanges acquired by Winnebago. The CAF Phase II funding associated with the locations in these two exchanges as well as the buildout obligations associated with the funded locations for those two exchanges will continue to apply and be fulfilled by Winnebago.

⁷ 47 U.S.C. § 572; *see also* 47 C.F.R. § 76.505.

Section 652(b) generally prohibits a cable operator from acquiring any ILEC providing telephone exchange service within the cable operator's local franchise area.⁸ Section 652(d)(1)(A) provides a statutory exception to this restriction, permitting a cable operator to acquire control of ILEC facilities operating within overlapping rural service areas. Specifically, the statutory exemption applies where the ILEC facilities to be acquired by the cable operator serve only incorporated or unincorporated (a) places or territories that have fewer than 35,000 inhabitants and (b) are outside any urbanized area, as defined by the Bureau of the Census.⁹

The immediate transaction qualifies for this statutory exception. Both the ILEC facilities operated by Heartland and the cable systems operated by Mutual's affiliate, Premier Communications, serve only incorporated places or territories having fewer than 35,000 inhabitants and which are located entirely outside of any urbanized area, as defined by the Bureau of Census. The small, rural communities where LEC/cable operator overlap exists are located in Heartland exchange areas, some of which are adjacent to Mutual's Sioux Center Iowa exchange areas (Ireton, Rock Valley, Hull and Boyden) and others that are non-adjacent to Mutual's Sioux Center Iowa exchange areas (Doon, Akron, and Rock Rapids).¹⁰ The total population of these communities in the aggregate is approximately, 11,583,¹¹ falling well below

⁸ The Commission currently forbears from applying Section 652(b) in the context of cable operator acquisitions of competitive LECs. *See In The Matter of Petition for Declaratory Ruling to Clarify 47 U.S.C. § 572 in the Context of Transactions Between Competitive Local Exchange Carriers and Cable Operators, Conditional Petition for Forbearance from Section 652 of the Communications Act for Transactions Between Competitive Local Exchange Carriers and Cable Operators*, WC Docket No. 11-118, Order, 27 FCC Rcd 11532 (Rel. Sept. 17, 2012).

⁹ In the case of an ILEC acquiring control of a cable system, Section 652(d)(1)(B) further requires that the acquired cable system must, in the aggregate with any other cable system in which the ILEC holds an interest, serve less than 10 percent of the households in the telephone service area of such carrier. As the immediate transaction does not involve the acquisition of control of a cable system, this section is not applicable.

¹⁰ There is no cable-telecom overlap in the Bancroft or Lakota local exchange areas proposed to be acquired by Winnebago.

¹¹ See U.S. Census Bureau Population Estimate for 2014 (as of 2010 Census), available at http://factfinder.census.gov/faces/nav/jsf/pages/community_facts.xhtml.

the statutory threshold of 35,000. In addition, these communities are each entirely outside of any urbanized area. Heartland offers local exchange telephone service to approximately 14,091¹² locations within its ILEC serving territory. Premier Communications provides cable television service to approximately 2,833 households within Heartland's overlapping telephone exchange service area.¹³

I. Information Required by Section 63.04

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

1. Name, address and telephone number of each Applicant and Licensee:

Transferor:

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

FRN: 0014640999

Domestic 214 Licensees:

Consolidated Communications of Iowa Company
f/k/a Heartland Telecommunications Company of Iowa
Crystal Communications, Inc.
121 South 17th Street
Mattoon, IL 61938
(217) 235-3311

FRN: 0003713963

FRN: 0003713997

¹² Utilized total locations provided in final CAF Phase II offer of model support (CAM 4.3) released on April 29, 2015, available at http://www.fcc.gov/wcb/CAM_4.3_Results_Final_042915.xlsx.

¹³ Because Section 652(b) applies to acquisitions by cable operators, the restrictions set forth in Sections 652(a) (applying to acquisitions by LECs) and 652(c) (applying to joint ventures between cable operators and LECs) are not implicated by the immediate transaction. If the transaction were reversed (such that Heartland were acquiring the cable systems operated by Mutual's affiliate, Premier Communications) such transaction would similarly qualify for an exemption from the cross-ownership restriction set forth in Section 652(a), including due to Premier Communications' qualification as an "exempt cable system" under Section 652(d)(4).

Transferee and Premier:

Mutual Telephone Company of Sioux Center, Iowa
d/b/a Premier Communications
Premier Communications, Inc.
339 First Avenue NE, PO Box 200
Sioux Center, IA 51250
(712) 722-3451

FRN: 0002594190

FRN: 0004338315

Winnebago:

Winnebago Cooperative Telecom Association
704 East Main Street
Lake Mills, IA 50450
(641) 592-6105

FRN: 0002590057

2. Jurisdiction of Organizations:

CCI is a corporation organized under the laws of the state of Illinois.

Heartland is a corporation organized under the laws of the state of Minnesota.

Crystal is a corporation organized under the laws of the state of Minnesota.

Mutual is a corporation organized under the laws of the state of Iowa.

Premier is a corporation organized under the laws of the state of Iowa.

Winnebago is a cooperative association organized under the laws of the state of Iowa.

3. Contact Information:

Correspondence concerning this Application should be sent to:

Counsel for CCI, Heartland and Crystal:

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Consultant for Transferee, Premier and Winnebago:

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With copies for CCI and Heartland to:

Michael Shultz, Vice President, Regulatory & Public Policy
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Conroe, TX 77304
936-788-7414
Email: mike.shultz@consolidated.com

With copies for Mutual and Premier to:

Doug Boone, CEO
Ryan Boone, Regulatory Manager
Premier Communications
339 First Avenue NE, PO Box 200
Sioux Center, IA 51250
712-722-3451
dboone@mypremieronline.com
rboone@mypremieronline.com

With copies for Winnebago to:

Mark Thoma, General Manager
Winnebago Cooperative Telecom Association
704 East Main Street
Lake Mills, IA 50450
641-592-6105
markthoma@wctatel.com

4. Ownership Information:

Current Ownership of Heartland

The following entities currently own or control a 10% or greater, direct or indirect interest in Heartland:¹⁴

Name and Address	Percent Equity	Citizenship	Principal Business
Consolidated Communications, Inc. 121 South 17th Street Mattoon, IL 61938	100% Direct Ownership	U.S.	Holding Company
Consolidated Communications Holdings, Inc. (“CCHI”) 121 South 17th Street Mattoon, IL 61938	100% Indirect Ownership as Parent	U.S.	Holding Company

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.

Post-Transaction Ownership of Heartland¹⁵

Upon completion of the transaction, the following entities will hold a ten percent (10%) or greater interest in Heartland.

Name and Address	Percent Equity	Citizenship	Principal Business
Mutual Telephone Company of Sioux Center, Iowa d/b/a Premier Communications 339 First Avenue NE, PO Box 200 Sioux Center, IA 51250	100% Direct Ownership	U.S.	Telecommunications

No single individual or entity owns ten percent (10%) or more of Mutual.

Officers and Directors and Key Management Personnel

The following officers and directors and key management of Mutual are each U.S. citizens:

Howard Beernink, Board President

¹⁴ Crystal is currently, and will remain upon completion of the transactions, a wholly owned direct subsidiary of CCI.

¹⁵ Premier is currently, and will remain upon completion of the transactions, a wholly owned direct subsidiary of Mutual.

David Krahlung, Board Vice President
Glen Vermeer, Board Secretary
James Mouw, Board Treasurer
Douglas Boone, CEO
Chad Feenstra, Director
Owen Dykshorn, Director
Mike McAlpine, Director
John Koerselman, Director
Ted Hengeveld, Director

Ownership of Winnebago

Winnebago is a cooperative association of which no member owns or controls a ten percent or greater interest.

Officers and Directors and Key Management Personnel

The following officers and directors and key management of Winnebago are each U.S. citizens:

Mark Johnson, President
Steve Thorland, Vice President
Mike Stensrud, Secretary/Treasurer
Larry Foley, Director
Dale Meinders, Director
Jerry Ouverson, Director
Curt Helland, Director
Mark Thoma, General Manager/Executive Vice President

The direct and indirect ownership interests as set forth in this Section I.4 include all ten (10%) percent or greater, direct or indirect, interest holders.

5. Certification Pursuant to Rule Sections 1.2001-1.2003

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 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.

6. Description of the Transaction

Pursuant to a Stock Purchase Agreement between CCI and Mutual, Mutual will acquire the stock of Heartland and thus all or substantially all of the operations and assets of Heartland in the Akron, Bancroft, Boyden, Doon, Hawarden, Hull, Ireton, Lakota, Rock Rapids, Rock Valley

and Sibley local exchange areas in the State of Iowa, the North Rock Rapids exchange area in the State of Minnesota and the West Akron and West Hawarden local exchange areas in the State of South Dakota. Immediately following the foregoing stock purchase, Heartland will assign to Winnebago pursuant to an Asset Purchase Agreement all or substantially all of its operations and assets relating to the Lakota, Iowa and Bancroft, Iowa local exchange areas. Since Heartland's customers currently receive long distance services from Crystal, those customers' long distance services will be assigned to a provider in the same corporate family as their post-closing local exchange provider concurrently with the transactions. Therefore, Crystal's customers in the Bancroft and Lakota exchanges will be assigned to Winnebago and Crystal's customers in the other Heartland exchanges will be assigned to Premier.

Charts depicting the pre- and post-transaction ownership of Heartland are provided at Exhibit A.

Following the foregoing transactions, Mutual, Premier, Winnebago, Heartland and Crystal will continue to hold domestic Section 214 authority in their respective serving areas.

Pursuant to the Commission's grant of the Petition for Waiver of the "all or nothing" rule filed by CCHI, Heartland remains under rate-of-return regulation for all regulatory purposes, including for CAF-ICC; however, it receives CAF Phase II funding for high-cost universal service.¹⁶ Per the Parent Trap Rule¹⁷ and recently revised 47 C.F.R. §54.902(b),¹⁸ petitioners

¹⁶ See *In the Matter of Consolidated Communications Holdings, Inc. Petition for Waiver of Section 61.41(c) of the Commission's Rules*, WC Docket No. 15-74, DA 15-1138 rel. Oct. 6, 2015.

¹⁷ 47 C.F.R. § 54.305(b)

¹⁸ See revised 47 C.F.R. § 54.902(b) ("In the event that a rate-of-return carrier acquires exchanges from a price-cap carrier, absent further action by the Commission, the exchanges shall receive the same amount of support and be subject to the same public interest obligations as specified in §54.310 or §54.312, as applicable"). See *In the Matter of Connect America Fund, ETC Annual Reports and Certifications, Developing a Unified Intercarrier Compensation Regime*, WC Docket Nos. 10-90 and 14-58, CC Docket No. 01-92, Report and Order, Order and Order on Reconsideration, and Further Notice of Proposed Rulemaking, FCC 16-33, rel. March 30, 2016.

understand that the CAF Phase II funding as accepted by CCI, as well as the build-out obligations associated with that funding, continue to apply to the Heartland exchanges as a result of the rate-of-return company purchase from a price cap regulated company. At the conclusion of the foregoing transactions and grant of the pending study area waiver filed concurrently herewith,¹⁹ Mutual will maintain the modified Heartland study area which is designated for price cap CAF Phase II funding, distinct from the existing Mutual rate-of-return study area and will maintain separate books of accounts. The existing Mutual study area will continue under rate-of-return regulation.²⁰ Winnebago will maintain the newly created Winnebago study area, comprised of the former Heartland Bancroft and Lakota exchanges and which are designated for price cap CAF Phase II funding, distinct from the existing Winnebago rate-of-return study area and will maintain separate books of accounts. The existing Winnebago study area will continue under rate-of-return regulation. Mutual and Winnebago intend to honor the committed buildout obligations for the established CAF Phase II funding eligible locations in their respective modified Heartland and new Winnebago study areas.²¹ Accordingly, in total, the same level of CAF Phase II funding and the same buildout obligations will continue to apply to the Heartland exchanges; however the support and buildout obligations will be apportioned between the exchanges that remain in the Heartland study area which will be owned by Mutual and the two exchanges which will be owned by Winnebago.²²

¹⁹ See Mutual Telephone Company of Sioux Center, Iowa d/b/a Premier Communications and Winnebago Cooperative Telecom Association Joint Petition for Waiver of the Definition of Study Area, 47 C.F.R. Part 36 (filed May 3, 2016).

²⁰ Mutual's subsidiaries (Northern Iowa Telephone Company and Webb-Dickens Telephone Corporation) will also continue under rate-of-return regulation.

²¹ See Wireline Competition Bureau Authorizes Additional Price Cap Carriers to Receive Almost \$950 Million in Phase II Connect American Support, WC Docket No. 10-90, DA 15-968, rel. Aug. 28, 2015; see also 47 C.F.R. § 54.310.

²² As noted above, the CAF Phase II funding associated with the locations in the exchanges that remain in the study area as well as the buildout obligations associated with the funded locations in those exchanges will continue to apply for the exchanges that remain in the study area being acquired by Mutual.

7. Description of Geographic Service Area and Services in Each Area

Heartland is a rural ILEC that provides local telecommunications services, high speed Internet access services, and access services to residential and business customers in the Akron, Bancroft, Boyden, Doon, Hawarden, Hull, Ireton, Lakota, Rock Rapids, Rock Valley and Sibley local exchange areas in the State of Iowa, the North Rock Rapids exchange area in the State of Minnesota and the West Akron and West Hawarden local exchange areas in the State of South Dakota.²³

The affected customers of Crystal that will be assigned to Premier and Winnebago receive local exchange services from Heartland and are located in Heartland's local exchange areas in Iowa, Minnesota and South Dakota. Crystal provides or is authorized to provide competitive local exchange and interexchange services in Iowa, Minnesota and South Dakota.

CCI does not itself provide telecommunications services in any geographic area. CCI's ILEC operating subsidiaries, other than Heartland, provide a wide range of communications services to residential and business customers primarily in the states of California, Illinois, Minnesota, Pennsylvania and Texas, including local and long distance telephone service, high speed broadband Internet access service, digital telephone service, custom calling features, private line services, carrier access services, network capacity services over regional fiber optic networks, and directory publishing. CCI's CLEC and long distance subsidiaries are authorized to provide telecommunications services in Alabama, California, Illinois, Indiana, Iowa, Kansas,

Similarly, the CAF Phase II funding associated with the locations in the two exchanges being acquired by Winnebago as well as the buildout obligations associated with the funded locations in those exchanges will continue to apply for the exchanges being acquired by Winnebago.

²³ As noted above, interstate and international long distance services for Heartland's customers are provided by its affiliate, Crystal Communications, Inc. Upon completion of the transactions, those services will be provided by (1) Mutual's wholly owned subsidiary, Premier, or (2) Winnebago.

Kentucky, Louisiana, Minnesota, Missouri, Montana, North Dakota, Ohio, South Dakota, Tennessee, Texas, Washington and Wisconsin.

Mutual is a rural ILEC that currently provides local exchange telecommunications service, exchange access, Internet and advanced telecommunications services to approximately 3,600 access lines in the Sioux Center, Iowa exchange.

Mutual wholly owns the following ILEC and CLEC affiliate providers of local exchange service in the state of Iowa:

Northern Iowa Telephone Company, ILEC, serves the Iowa exchanges of Hinton, Matlock, Maurice, Sanborn, Little Rock and Granville.

Premier Communications, Inc., CLEC, serves the Iowa exchanges of Akron, Boyden, Doon, Hull, Ireton, Rock Valley, Rock Rapids, LeMars, Orange City, George, Merrill, Arnolds Park, Lake Park, Milford and Spirit Lake.

Webb-Dickens Telephone Corporation, ILEC, serves the Iowa exchanges of Dickens and Webb.

Winnebago is a rural ILEC that currently provides local exchange telecommunications service, long distance exchange access, Internet, television, wireless services, computer and data back-up services over 5,200 access lines to 17 exchanges in northern Iowa and 4 exchanges in southern Minnesota, comprised of the following exchanges:

Iowa Exchanges: Rake, Buffalo Center Rural, Buffalo Center Urban, Woden, Crystal Lake, Thompson, Scarville, Leland, Forest City Rural, Miller, Fertile, Joice, Lake Mills, South Emmons, Hanlontown, Kensett, Grafton

Minnesota Exchanges: Conger, Emmons, North Rake, Twin Lakes

Winnebago wholly owns the following CLEC operations in the following exchanges:

Winnebago Cooperative Telecom Association, CLEC, serves the Iowa exchanges of Forest City Urban, Northwood, Manly, Garner, Britt, Mason City, and the Minnesota exchanges of Albert Lea and Glenville.

As stated above, while the service territories of Heartland and those of Mutual and Winnebago do not overlap, they are adjacent. A map of the existing exchanges for Heartland, Mutual, Mutual ILEC affiliates and Winnebago is provided at Exhibit B.

8. Qualification for Streamlining

This Joint Application does not qualify for streamlined processing as the proposed transaction involves ILECs with adjacent service areas as demonstrated at Exhibit B. Applicants respectfully request that the Commission act on this Application as close to the 31 day streamlined period as possible.

9. Related Commission Applications

International Section 214 applications are being separately filed with the International Bureau in connection with the assignment of the long distance services provided by Crystal to Heartland's customers to Premier and Winnebago. Premier and Winnebago will also file a certification in compliance with the Commission's procedures set forth in 47 C.F.R. § 64.1120(e) regarding the assignments of customers, along with the sample customer notification letter.

10. Special Consideration

None.

11. Waiver Requests:

Mutual and Winnebago are separately filing a Joint Petition for Waiver of Study Area Boundary with the Wireline Competition Bureau.

12. Public Interest Statement

Approval of the transactions will serve the public interest, convenience and necessity. Transferee and Winnebago submit that competition will not be substantially harmed by the proposed transactions in that competitors have a strong presence in the subject service areas through nationwide carriers, whether mobile wireless, satellite TV, or IP voice providers

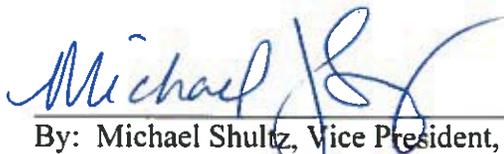
utilizing the broadband network. Further, Mutual and Winnebago are geographically in strategic locations by virtue of their proximity to their respective acquired Heartland exchanges which will allow for operational efficiencies. The Bancroft and Lakota exchanges are isolated from the other Heartland exchanges and are located adjacent to Winnebago's Iowa study area, allowing Winnebago to efficiently and effectively serve customers in these locations.

Both Mutual and Winnebago have a history of investing heavily in their existing service areas and strong traditions of local community involvement, all of which will benefit Heartland customers. Heartland customers will not experience any immediate change to rates, terms or conditions of service, and in no event will the transaction result in the interruption, reduction, loss or impairment of service to customers. Any future name change or service changes will be preceded by appropriate notices to customers and required regulatory filings.

II. Conclusion

The Applicants respectfully submit that the transfer of control of Heartland from CCI to Mutual and Winnebago's subsequent asset purchase of the Bancroft and Lakota, Iowa exchanges will not harm competition in the Iowa, Minnesota or South Dakota telecommunications market and that the public interest, convenience and necessity would be furthered through telecommunications services which will be continued without interruption to Heartland customers.

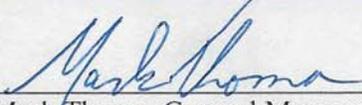
Respectfully Submitted,



By: Michael Shultz, Vice President, Regulatory & Public Policy
CONSOLIDATED COMMUNICATIONS, INC.
CONSOLIDATED COMMUNICATIONS OF IOWA COMPANY
CRYSTAL COMMUNICATIONS, INC.
350 S. Loop 336 W.
Conroe, TX 77304
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By: Doug Boone, CEO
MUTUAL TELEPHONE COMPANY OF SIOUX CENTER, IOWA
D/B/A PREMIER COMMUNICATIONS
339 First Avenue NE, PO Box 200
Sioux Center, IA 51250
Email: dboone@mypremieronline.com



By: Mark Thoma, General Manager
WINNEBAGO COOPERATIVE TELECOM ASSOCIATION
704 East Main Street
Lake Mills, IA 50450
markthoma@wctatel.com

May 3, 2016

DECLARATION OF MICHAEL SHULTZ
CONSOLIDATED COMMUNICATIONS, INC.

I, Michael Shultz, Vice President, Regulatory & Public Policy of Consolidated Communications, Inc., do hereby declare under penalty of perjury that the statements made in this Joint Application for Domestic Section 214 Transfer of Control with respect to Consolidated Communications, Inc., Consolidated Communications of Iowa Company and Crystal Communications, Inc. are true and accurate to the best of my knowledge, information and belief.

Dated this 3rd day of May, 2016.

Consolidated Communications, Inc.



By: Michael Shultz, Vice President, Regulatory & Public Policy

DECLARATION OF DOUG BOONE
PREMIER COMMUNICATIONS

I, Doug Boone, CEO of Mutual Telephone Company of Sioux Center, Iowa d/b/a Premier Communications, do hereby declare under penalty of perjury that the statements made in this Joint Application for Domestic Section 214 Transfer of Control are true and accurate to the best of my knowledge, information and belief.

Dated this 3rd day of May, 2016.

Mutual Telephone Company of Sioux Center, Iowa d/b/a Premier
Communications



By: Doug Boone, CEO

DECLARATION OF MARK THOMA
WINNEBAGO COOPERATIVE TELECOM ASSOCIATION

I, Mark Thoma, General Manager of Winnebago Cooperative Telecom Association, do hereby declare under penalty of perjury that the statements made in this Joint Application for Domestic Section 214 Transfer of Control are true and accurate to the best of my knowledge, information and belief.

Dated this 3 day of May, 2016.

Winnebago Cooperative Telecom Association

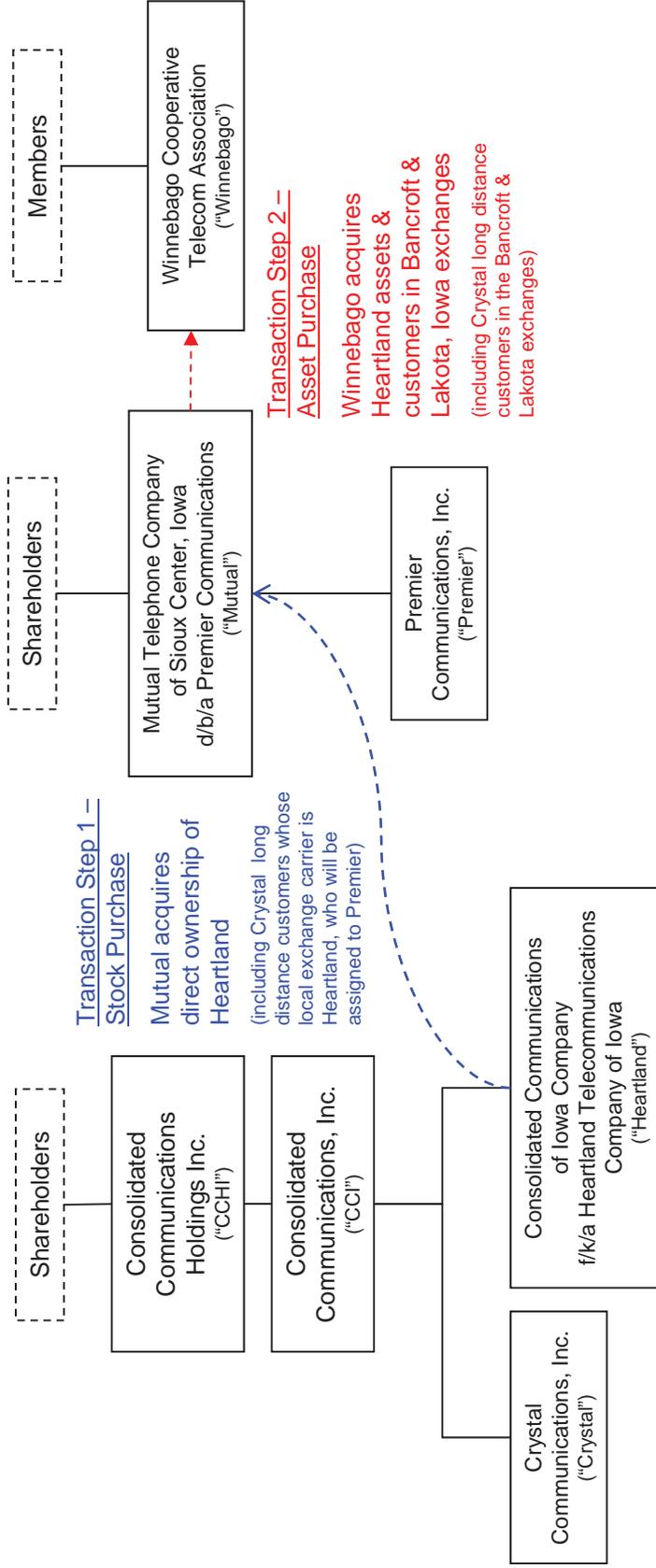
Mark Thoma
By: Mark Thoma, General Manager

EXHIBIT A

PRE AND POST-TRANSACTION

OWNERSHIP OF HEARTLAND

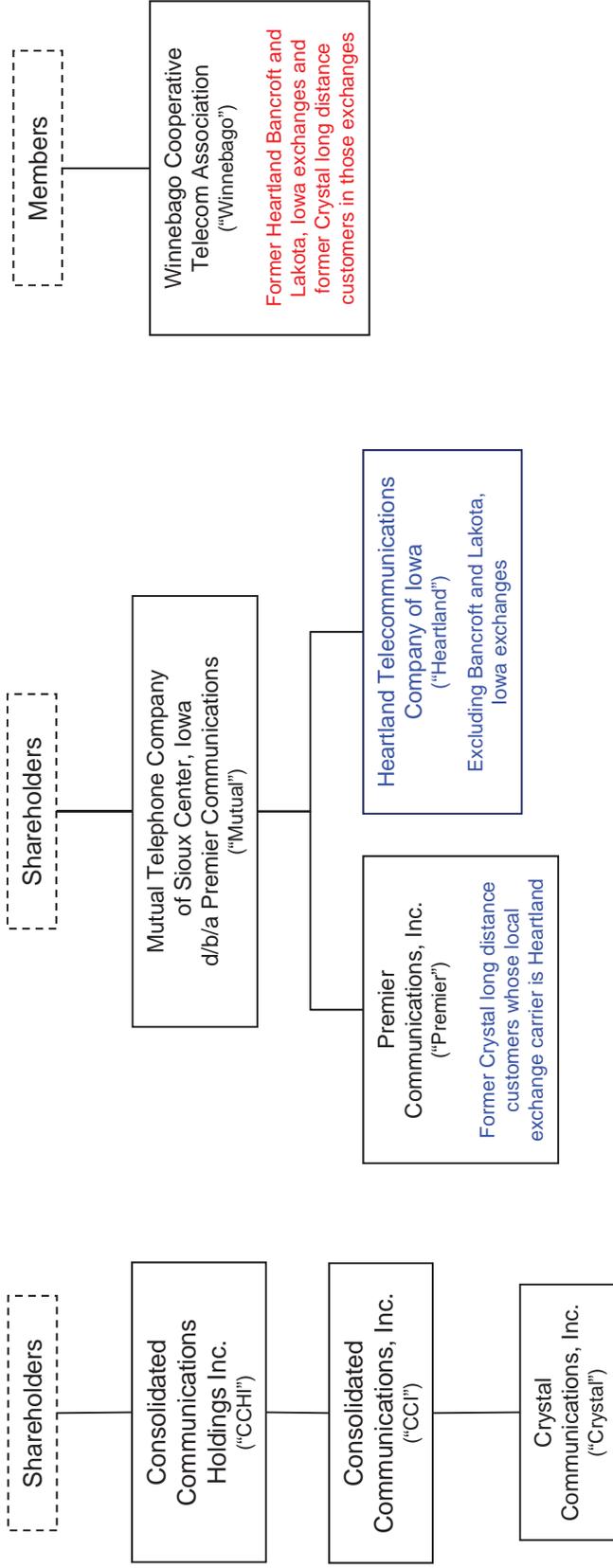
Pre-Transactions & Assignments Corporate Ownership of the Applicants*



* The entities listed herein only include the Applicants and those entities in the chain of ownership of the Applicants. The chart excludes all other subsidiaries of Applicants including those that hold authorizations or licenses from the FCC or state regulators.

All ownership percentages are 100%.

Post-Transactions Corporate Ownership of the Applicants*



* The entities listed herein only include the Applicants and those entities in the chain of ownership of the Applicants. The chart excludes all other subsidiaries of Applicants including those that hold authorizations or licenses from the FCC or state regulators.

All ownership percentages are 100%.

EXHIBIT B

SERVICE AREA MAPS

