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FOCUS BANK FEB 17 2012
Date-Stamp and Return

February 16, 2012

Via Overnight Delivery

12-48

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau Applications
P.O. Box 979091
St. Louis, MO 63197-9000

**Re: In the Matter of SureWest Communications and Consolidated
Communications Holdings, Inc. Application for authority pursuant to
Section 214 of the Communications Act of 1934, as amended, for a Transfer
of Control of International and Domestic Carriers**

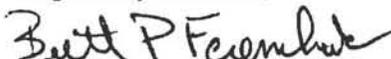
Dear Ms. Dortch:

On behalf of SureWest Communications ("Transferor") and Consolidated Communications Holdings, Inc. ("CCHI" or "Transferee") (together, "Applicants"), enclosed please find an original and six (6) copies of an application for approval to complete the transfer of control of SureWest Telephone, SureWest TeleVideo, SureWest Long Distance and SureWest Kansas Operations, LLC to CCHI. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 assignment application and international section 214 assignment application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$1,015.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's Rules. Applicants are simultaneously submitting for filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,


Andrew D. Lipman
Russell M. Blau
Brett P. Ferenchak

Counsel for Consolidated Communications Holdings, Inc.

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A73504741.1

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 2020 K Street, NW			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6530		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3539-00		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Consolidated Communications Holdings, Inc.			
(14) STREET ADDRESS LINE NO. 1 121 South 17th Street			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Mattoon		(17) STATE IL	(18) ZIP CODE 61938
(19) DAYTIME TELEPHONE NUMBER (include area code) (217) 235-3311		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0007-4947-76		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>2/16/2012</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA <input checked="" type="checkbox"/> AMEX _____ DISCOVER _____			
ACCOUNT NUMBER <u>[REDACTED]</u>		EXPIRATION DATE <u>06/2012</u>	
I hereby authorize the FCC to charge my credit card for the service(s) authorization hereby described.			
SIGNATURE <u>M. Renee Britt</u>		DATE <u>2/16/2012</u>	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C Page No 2 of 2		SPECIAL USE
		FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME SureWest Communications		
(14) STREET ADDRESS LINE NO. 1 8150 Industrial Avenue		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Roseville	(17) STATE CA	(18) ZIP CODE 95678
(19) DAYTIME TELEPHONE NUMBER (include area code) (916) 786-6141	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0004-3708-05	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
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(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
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(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

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

In the Matter of)	
)	
SUREWEST COMMUNICATIONS)	
)	
and)	
)	
CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.)	File No. ITC-T/C-2012 _____
)	WCB Docket No. 12- _____
)	
Application for authority pursuant)	
to Section 214 of the Communications)	
Act of 1934, as amended, for a Transfer of)	
Control of International and Domestic Carriers)	

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

SureWest Communications (“Transferor”) and Consolidated Communications Holdings, Inc. (“CCHI” or “Transferee”) (together, “Applicants”), by their undersigned attorneys and pursuant to Section 214 of the Communications Act of 1934, 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 and 63.24, hereby request approval for the transfer of control of SureWest Communications’ subsidiaries that hold domestic and/or international authority under Section 214 and their respective Section 214 authorizations from SureWest Communications to CCHI.¹ The Section

¹ The subsidiaries of SureWest Communications that hold domestic Section 214 authority are: SureWest Telephone, SureWest TeleVideo, SureWest Long Distance, and SureWest Kansas Operations, LLC (“SureWest KS Operations”) (collectively, the “214 Licensees”). Each of the 214 Licensees except SureWest Telephone, also holds international Section 214 authority.

214 authorizations currently held by the 214 Licensees will continue to be held by those entities following consummation of the proposed transaction.

I. DESCRIPTION OF THE PARTIES

A. SureWest Communications (Transferor)

SureWest Communications is a publicly-traded (NASDAQ: SURW) California holding corporation. SureWest Communications' operating subsidiaries, including the 214 Licensees, provide a wide range of telecommunications, digital video, Internet, data and other facilities-based communications services in Northern California, primarily in the greater Sacramento region, and in the greater Kansas City, Kansas and Missouri areas.

A chart depicting the current corporate structure of Transferor and its subsidiaries is included in Exhibit A.

B. The 214 Licensees

SureWest Telephone - SureWest Telephone is a corporation organized under the laws of California. SureWest Telephone is an incumbent local exchange carrier that provides local exchange telephone service in Sacramento and Placer Counties, California. SureWest Telephone also has competitive local exchange operations in California outside of its incumbent local exchange territories.

(footnote continued from previous page)

Certain subsidiaries of SureWest Communications also hold satellite earth station licenses -- SureWest TeleVideo and SureWest Kansas Licenses, LLC ("SureWest KS Licenses") or wireless licenses -- SureWest Telephone and SureWest Broadband. Certain subsidiaries of SureWest Communications hold cable registrations -- SureWest TeleVideo and SureWest KS Operations -- or Open Video System ("OVS") certifications -- SureWest TeleVideo and SureWest KS Licenses. In addition, SureWest TeleVideo holds an antenna structure registration.

SureWest TeleVideo - SureWest TeleVideo is a corporation organized under the laws of California. SureWest TeleVideo is a competitive local exchange and interexchange carrier in California, which provides service in portions of Sacramento and Placer Counties. SureWest TeleVideo also provides cable television services in California pursuant to a state video franchise.

SureWest Long Distance - SureWest Long Distance is a corporation organized under the laws of California. SureWest Long Distances provide intrastate and interstate telecommunications in California.

SureWest Kansas Operations, LLC - SureWest KS Operations is a limited liability company organized under the laws of Delaware. SureWest KS Operations provides intrastate, interstate and international telecommunications services in Kansas.

C. Consolidated Communications Holdings, Inc. (Transferee)

CCHI is a publicly traded (NASDAQ: CNSL) Delaware corporation founded in 1894, and headquartered in Mattoon, Illinois. Through its operating subsidiaries (collectively with CCHI, "Consolidated Communications"), CCHI provides a wide range of telecommunications services to residential and business customers in Illinois, Texas and Pennsylvania 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. CCHI's operating subsidiaries include both incumbent and competitive local exchange carriers.

While CCHI does not itself provide telecommunications services, CCHI holds an international Section 214 authorization, under which its indirect subsidiary, Consolidated

Communications Enterprise Services, Inc. (“CCES”), provides international telecommunications services. CCHI’s subsidiaries that provide interstate telecommunications services pursuant to blanket domestic Section 214 authority are: Illinois Consolidated Telephone Company, CCES, Consolidated Communications of Fort Bend Company, Consolidated Communications of Texas Company and Consolidated Communications of Pennsylvania Company, LLC.

A chart depicting the current corporate structure of Transferee and its subsidiaries is included in Exhibit A.

II. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)

In order to consummate the proposed transaction, Applicants have entered into an Agreement and Plan of Merger (“Agreement”) dated as of February 6, 2012. Pursuant to the Agreement, a newly formed wholly owned indirect subsidiary of CCHI, WH Acquisition Corp. (“Merger Sub I”), will merge with and into SureWest Communications, whereupon the separate existence of Merger Sub I will cease and SureWest Communications will be the surviving corporation. Immediately thereafter, SureWest Communications will merge with and into another newly formed wholly owned indirect subsidiary of CCHI, WH Acquisition II Corp. (“Merger Sub II”), whereupon the separate existence of SureWest Communications will cease and Merger Sub II will be the surviving corporation. As a result, the 214 Licensees will become wholly owned subsidiaries of Merger Sub II and therefore wholly owned indirect subsidiaries of CCHI.

For the Commission’s convenience, charts depicting the pre- and post-transaction corporate organizational and mergers are provided as Exhibit A attached hereto.

Consolidated will acquire SureWest Communications in a cash and stock merger valued at \$23 per share. Under the terms of the Agreement, the shareholders of SureWest Communications may elect to exchange each share of SureWest common stock for either \$23 in cash or shares of CCHI common stock having an equivalent value based on average trading prices for the 20-day period ending two days before the closing subject to a collar so that there will be a maximum and minimum exchange ratio of 1.40565 and 1.03896 shares, respectively, of CCHI common stock for each share of SureWest Communications common stock. Overall elections are subject to proration so that 50 percent of the SureWest Communications shares will be exchanged for cash and 50 percent for stock.

The transaction is expected to close in the second half of 2012, subject to approvals from federal and state regulators, and the shareholders of CCHI and SureWest Communications. Upon closing, CCHI intends to maintain each of the 214 Licensees as a separate operating entity after the acquisition for the foreseeable future.

III. PUBLIC INTEREST STATEMENT

Approval of the proposed Transaction will serve the public interest. Applicants anticipate that a number of benefits will ensue from the transaction for both consumers and the financial posture of the 214 Licensees as well as the other subsidiaries of SureWest Communications and CCHI. The 214 Licensees will enjoy enhanced access to capital on account of the transaction, which will be an immediately available benefit upon closing of the transaction. The long-term benefits to customers arise from the opportunity that access to such capital affords the 214 Licensees to upgrade, replace and expand infrastructure and to provide advanced telecommunications services to customers. In addition, the deployment of advanced telecommunications technologies such as SHDSL for copper based Metro Ethernet and copper

based pair bonding would drive affordable, higher bandwidth applications deeper into the network and close the speed gap between fiber and traditional copper solutions. These advanced telecommunications services include, but are not limited to: local and long-distance service; high-speed broadband Internet access; standard and high-definition digital television ("IPTV"); digital telephone service ("VOIP"); custom calling features; private line services; carrier access services; and network capacity services over regional fiber optic network.

In addition, the 214 Licensees' customers will enjoy long-term economic benefits from the sharing and application of best practices by Consolidated Communications with the 214 Licensees. Consolidated Communications' strategic approach to Internet peering and content caching has resulted in improved performance and a higher quality customer Internet experience which will extend to customers of the 214 Licensees upon integration of network management practices. Furthermore, the 214 Licensees expect to realize cost benefits from the scale efficiencies of provisioning Internet and telephony services across the enterprise, resulting in the ability to more effectively compete for customers on a price basis. Present and future customers of the 214 Licensees will also enjoy the benefit of Consolidated Communications' record of superior customer experience. These benefits will extend to installation and service appointment processes; consumer-friendly pricing and packaging choices; and the delivery of further advanced broadband services.

The Applicants believe that this transaction will result in a stronger combined company. For instance, the transaction is expected to generate annual operating synergies of approximately \$25 million and annual capital expenditure synergies of \$5 million to \$10 million, which are expected to be fully realized by the end of the first full year after close on a run-rate basis. This enhanced financial strength will allow the combined company to offer new

products and services and consumer choice for telecommunications and broadband services in the authorized service territories of the 214 Licensees. The Applicants anticipate that the quality of service provided by the 214 Licensees will improve not only as a result of enhanced access to capital, but also the sharing and application of best practices along with the availability of additional management expertise following the acquisition of the 214 Licensees by Consolidated Communications. The post-transaction management of the 214 Licensees will be able to draw upon the decades of combined experience of the current management teams of each of the Applicants to create an environment focused on operating excellence for employees and customers.

Consolidated Communications was founded in 1894 and has a long history of operating incumbent local exchange companies (ILEC). Beginning as a small incumbent local exchange company in Illinois, Consolidated Communications has expanded its service territories through the acquisitions of TXU Communications, a company with ILEC and competitive local exchange subsidiaries in Texas, in 2004 and North Pittsburgh Systems, Inc., a company with ILEC and competitive local exchange subsidiaries in Pennsylvania, in 2007. Consolidated Communications has successfully integrated these acquisitions into a family of companies providing advanced communications services to both residential and business customers in Illinois, Pennsylvania and Texas. Consolidated Communications will bring these experiences to its acquisition of the 214 Licensees, to the benefit of customers of both companies.

Over the past three years, Consolidated Communications has demonstrated its ability to confer the benefits described above through its investment in its existing markets of over \$42 million in network expansion, infrastructure and equipment upgrades, and deployment of new

and enhanced products and services, in order to make Consolidated Communications' full range of services available to over 325,000 households and businesses.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's rules, Applicants submit the following information from Section 63.18(a)–(d) for the Transferor and the Transferee, and from Section 63.18(h)–(p) for the Transferee:

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

Transferor:

SureWest Communications 8150 Industrial Avenue Roseville, California 95678 (916) 786-6141	FRN: 0004370805
--	------------------------

214 Licensees:

SureWest Telephone	FRN: 0004370789
SureWest Long Distance	FRN: 0004370797
SureWest TeleVideo	FRN: 0007287782
SureWest Kansas Operations, LLC 8150 Industrial Avenue Roseville, California 95678 (916) 786-6141	FRN: 0004069035

Transferee:

Consolidated Communications Holdings, Inc. 121 South 17th Street Mattoon, Illinois 61938-3987 (217) 235-3311	FRN: 0007494776
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(b) Jurisdiction of Organizations:

Transferor: SureWest Communications is a corporation organized under the laws of the state of California.

214 Licensees: SureWest Telephone, SureWest Long Distance and SureWest TeleVideo are each a corporation organized under the laws of the state of California. SureWest KS Operations is a limited liability company organized under the state of Delaware.

Transferee: CCHI is a corporation organized under the laws of the State of Delaware.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For CCH:

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202-373-6001 (fax)
andrew.lipman@bingham.com
russell.blau@bingham.com
brett.ferenchak@bingham.com

With copies to:

Michael J. Shultz
Vice President, Regulatory & Public Policy
Consolidated Communications
350 S. Loop 336 W
Conroe, TX 77304
michael.shultz@consolidated.com

For SureWest Communications:

Paul J. Feldman
Fletcher, Heald & Hildreth
1300 North 17th St., 11th Floor
Arlington, VA 22209
703-812-0403 (tel)
feldman@fhhlaw.com

With copies to:

Greg R. Gierczak
Executive Director – Public Policy and
Government Relations
SureWest Communications
8150 Industrial Avenue
Roseville, CA 95678
ggierczak@surewest.com

(d) Section 214 Authorizations

Transferor: SureWest Communications does not hold domestic or international Section 214 authority.

214 Licensees: SureWest Telephone is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. SureWest Telephone does not hold international Section 214 authority.

SureWest Long Distance is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. SureWest Long Distance is authorized to provide global resale services pursuant to international Section 214

authority granted in IB File No. ITC-214-19970130-00049 (Old File No. ITC-97-069).²

SureWest TeleVideo is authorized to provide interstate service by virtue of blanket domestic Section 214 authority, 47 C.F.R. § 63.01. SureWest TeleVideo is authorized to provide global or limited global facilities-based and resale services pursuant to international Section 214 authority granted in IB File No. ITC-214-20000807-00459.³

SureWest KS Operations is authorized to provide interstate service by virtue of blanket domestic Section 214 authority, 47 C.F.R. § 63.01. SureWest KS Operations is also authorized to provide global or limited global resale services pursuant to international Section 214 authority granted in IB File No. ITC-214-2006-0106-00007.⁴

Transferee:

CCHI does not hold blanket domestic Section 214 authority. CCHI does hold international Section 214 authorization to provide global and limited global facilities-based and resale services pursuant to authority granted in IB File No. ITC-214-TC-214-20030808-00393.⁵

In addition, the following subsidiaries of CCHI, provide interstate telecommunications service by virtue of blanket domestic Section 214 authority, 47 C.F.R. § 63.01: Illinois Consolidated Telephone Company, CCES, Consolidated Communications of Fort Bend Company, Consolidated Communications of Texas Company and Consolidated Communications of Pennsylvania Company, LLC.

(h) *(Answer to Questions 11 & 12)* The 214 Licensees are wholly owned indirect subsidiaries of SureWest Communications. (See Exhibit A for a complete corporate structure.)

² The international Section 214 authority was originally granted in the name of Roseville Long Distance, which changed its name to SureWest Long Distance.

³ This international Section 214 authorization was originally granted to Western Integrated Networks of California, LLC and was assigned to SureWest TeleVideo pursuant to IB File No. ITC-ASG-20020621-00379.

⁴ This international Section 214 authorization was originally granted in the name of Everest Midwest LLC, which changed its name to SureWest KS Operations.

⁵ This Authorization was assigned to CCHI in IB File No. ITC-ASG-20090130-00047. Also in that file, Consolidated Communications Enterprise Services, Inc. ("CCES") notified the Commission that it would provide international services under CCHI's Authorization.

SureWest Communications is a widely held publicly traded company (NASDAQ: SURW). To its knowledge, SureWest Communications does not currently have 10% or greater interest⁶ holders.

Upon completion of the proposed transaction the following entities will hold a 10% or greater interest in the 214 Licensees:

- 1) The following entities will hold post-transaction a ten percent (10%) or greater direct interest in **SureWest Kansas Operations, LLC**:

Name:	SureWest Kansas Holdings, Inc. ("SureWest KS Holdings")
Address:	8150 Industrial Avenue Roseville, CA 95678
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	100% (directly in SureWest KS Operations)
Name:	SureWest Kansas, Inc. ("SureWest Kansas")
Address:	8150 Industrial Avenue Roseville, CA 95678
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	100% (indirectly in SureWest KS Operations as the 100% direct owner of SureWest KS Holdings)
Name:	WH Acquisition II Corp.
Address:	121 South 17th Street Mattoon, Illinois 61938-3987
Citizenship:	U.S.
Principal Business:	Holding Company
% Interest:	100% (indirectly in SureWest KS Operations as the 100% direct owner of SureWest Kansas)

⁶ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

- 2) The following entities will hold post-transaction a ten percent (10%) or greater direct interest in **SureWest Telephone**, **SureWest Long Distance**, and **SureWest TeleVideo**:

Name: WH Acquisition II Corp. ("Merger Sub II")
Address: 121 South 17th Street
Mattoon, Illinois 61938-3987
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (directly)

- 3) The following entities hold a ten percent (10%) or greater interest in **WH Acquisition II Corp.**:

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

Name: Consolidated Communications Holdings, Inc. ("CCHI")
Address: 121 South 17th Street
Mattoon, Illinois 61938-3987
Citizenship: U.S.
Principal Business: Holding Company
% Interest: 100% (indirectly in Merger Sub II as 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 interest in CCHI. CCHI does not have any interlocking directorates with a foreign carrier.

(i) **(Answer to Question 14)** Transferee certifies that (a) it is not a foreign carrier within the meaning of 63.09(d) of the Commission's Rules and (b) it is not affiliated, within the meaning of 63.09 of the Commission's Rules, and will not become affiliated as a result of the proposed transaction, with any foreign carriers.

(j) **(Answer to Question 15)** Transferee does not seek to provide international telecommunications services to any destination country where: (1) Transferee is a foreign

carrier in that country; (2) Transferee controls a foreign carrier in that country; (3) any entity that owns more than 25 percent of Transferee, or that controls Transferee, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Transferee and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k)-(m) Not applicable because Transferee is not a foreign carrier and is not, and will not become as a result of the proposed transaction, affiliated with a foreign carrier.

(n) Applicants certify that they have not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a)), that no party to this Application, including the 214 Licensees, is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. ADDITIONAL INFORMATION REQUIRED UNDER SECTION 63.04(b)

In lieu of an attachment, pursuant to Section 63.04(b) of the Commission's Rules,⁷ Applicants submit the following information in support of their request for a transfer of control of the 214 Licensees in order to address the requirements set forth under paragraphs (a)(6) through (a)(12) of Section 63.04.

- (a)(6) A description of the proposed Transaction is set forth in **Section II** above.
- (a)(7) SureWest Telephone is an incumbent local exchange carrier that provides local exchange telephone service in Sacramento and Placer Counties, California and also operates as a competitive local exchange carrier in areas in California outside of its ILEC territories. SureWest Long Distance is a non-dominant interexchange carrier that provides resold long distance services throughout California. SureWest TeleVideo is a limited facilities-based and resale provider of interexchange and competitive local exchange services carrier that provides competitive local exchange telephone service in portions of Sacramento and Placer Counties, California.

CCHI, through several subsidiaries, provides domestic telecommunications services in Illinois, Pennsylvania and Texas as follows:

Consolidated Communications Enterprise Services, Inc. is a CLEC, IXC, ISP, Video and VoIP provider operating in Illinois, Pennsylvania and Texas;

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

Illinois Consolidated Telephone Company is an ILEC operating in central Illinois;

Consolidated Communications Public Services, Inc. is an inmate payphone services provider operating in Illinois, Missouri and Texas;

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

Consolidated Communications Transport Company is a CLEC operating in Texas; and

⁷ 47 C.F.R. § 63.04(b).

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

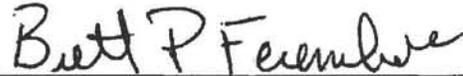
The subsidiaries of CCHI and SureWest Communications do not have any overlapping or adjacent service territories.

- (a)(8) This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules because SureWest Telephone and CCHI's ILEC subsidiaries providing local services are independent local exchange carriers (as defined in Section 64.1902 of the Commission's Rules) having, 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.
- (a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Section 63.04(b) of the Commission's rules). In addition, CCHI and subsidiaries of SureWest Communications will be making pre- and post-transaction filings in connection with the transfer of control of certain wireless licenses, satellite earth station licenses, OVS Certifications, and an Antenna Structure Registration held by SureWest Communications' subsidiaries.
- (a)(10) Not applicable.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of this Application will serve the public interest, convenience and necessity is provided in **Section III** above.

CONCLUSION

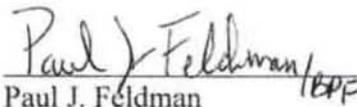
For the foregoing reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request streamlined and expedited treatment to permit the parties to consummate the proposed Transaction as soon as possible.

Respectfully submitted,



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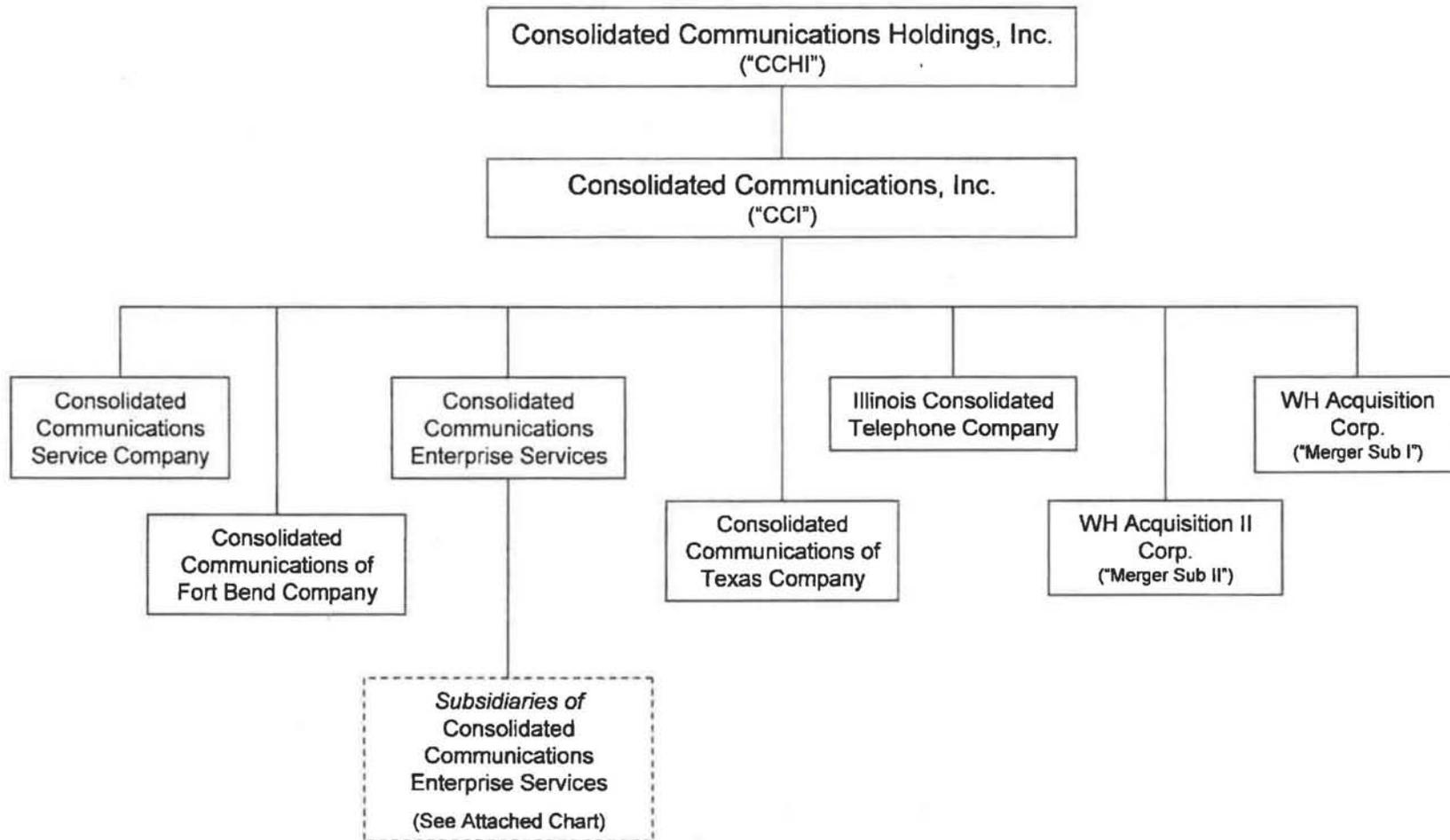
Counsel for SureWest Communications

Dated: February 16, 2012

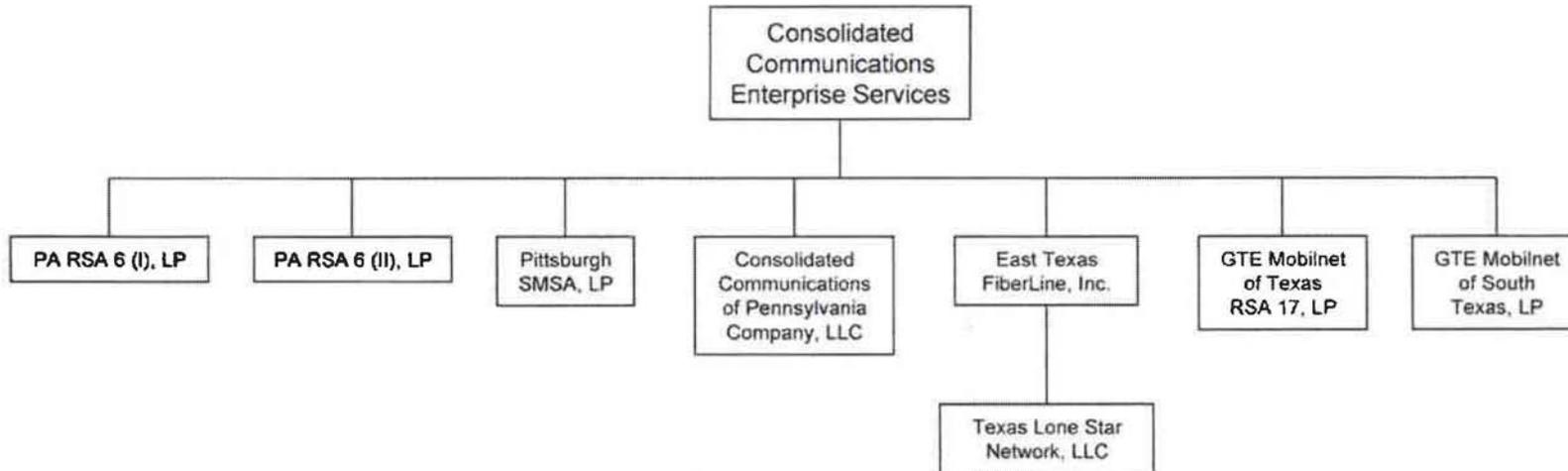
EXHIBIT A

Charts of Pre- and Post-Transaction Corporate Structure and the Mergers

Pre-Transaction Structure of Consolidated



Pre- and Post Transaction Structure of the Subsidiaries of Consolidated Communications Enterprise Services



Pre-Transaction Structure of SureWest

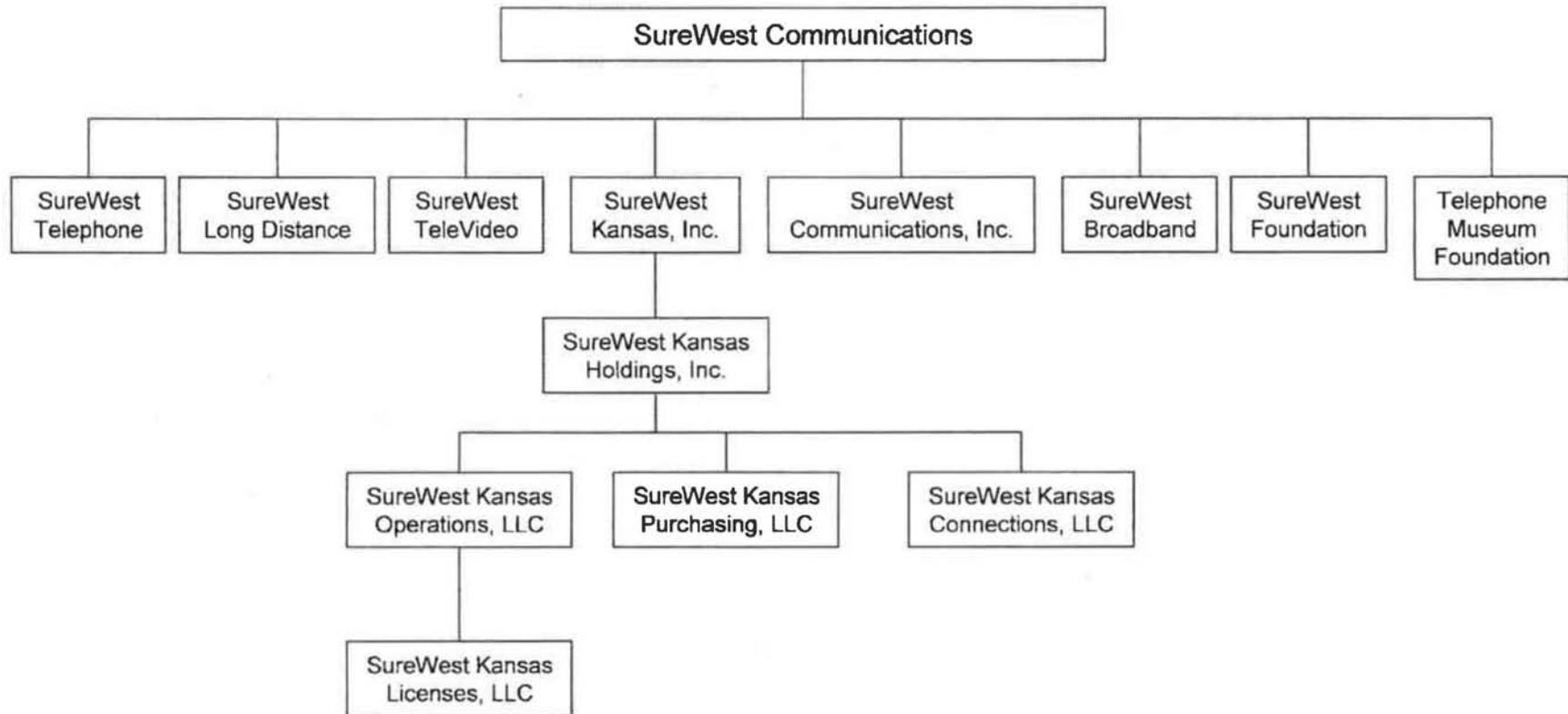
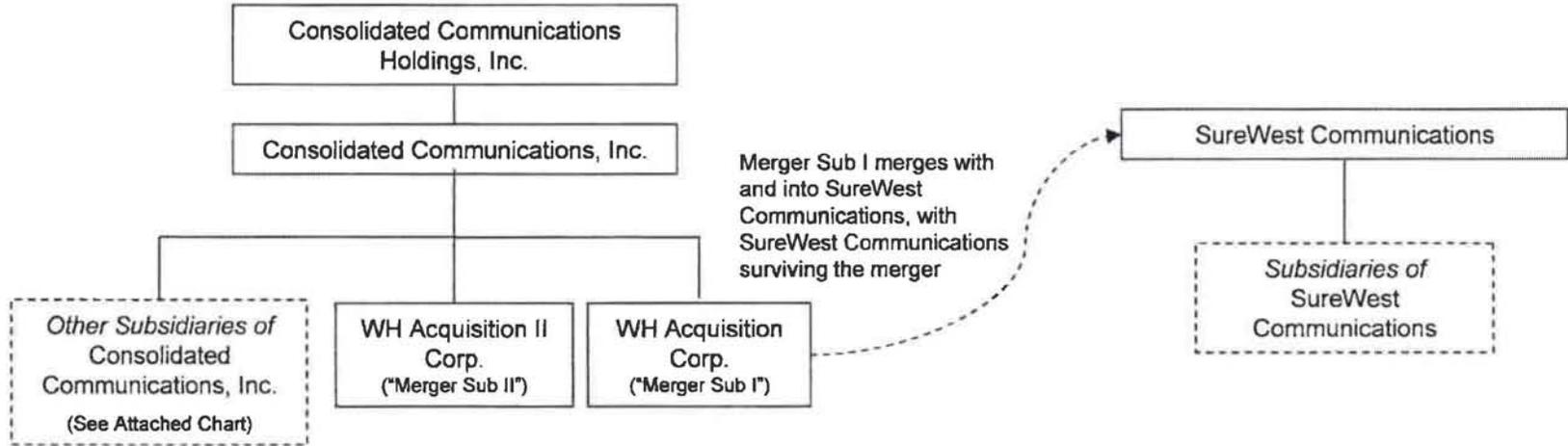


Illustration of 1st Merger



Post-1st Merger Corporate Structure

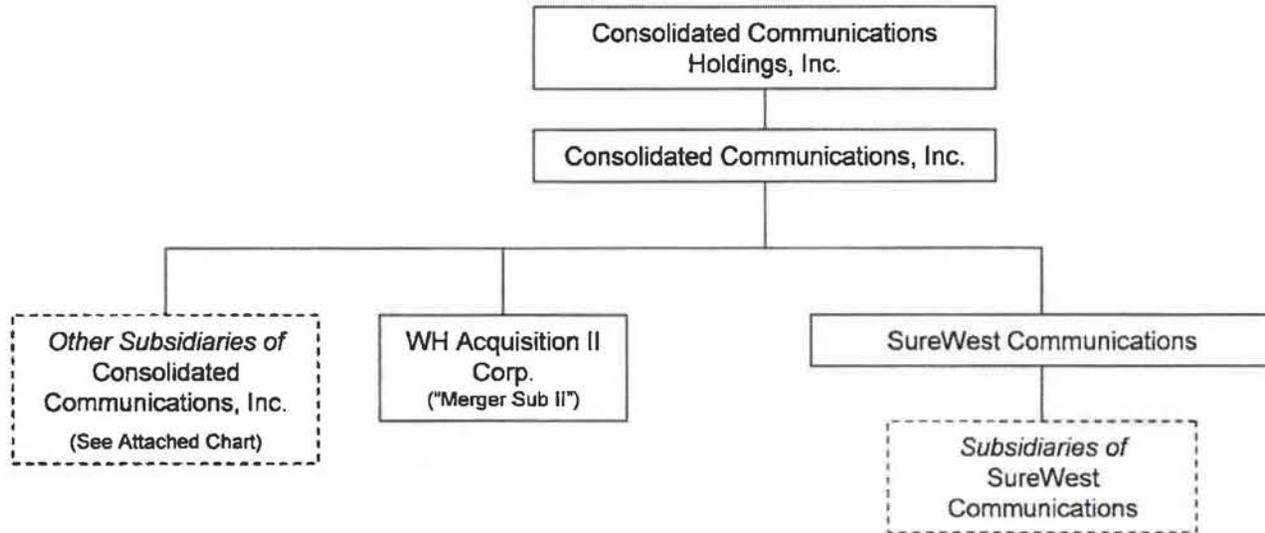
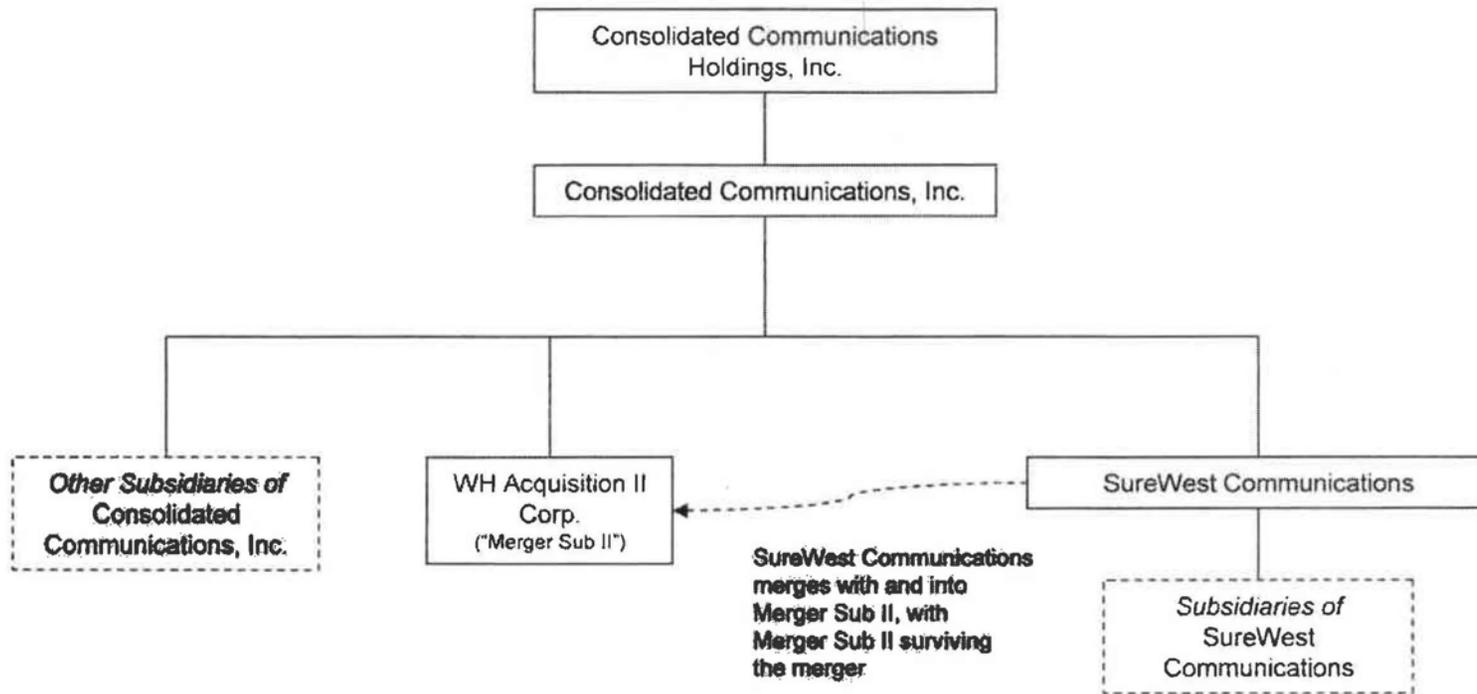
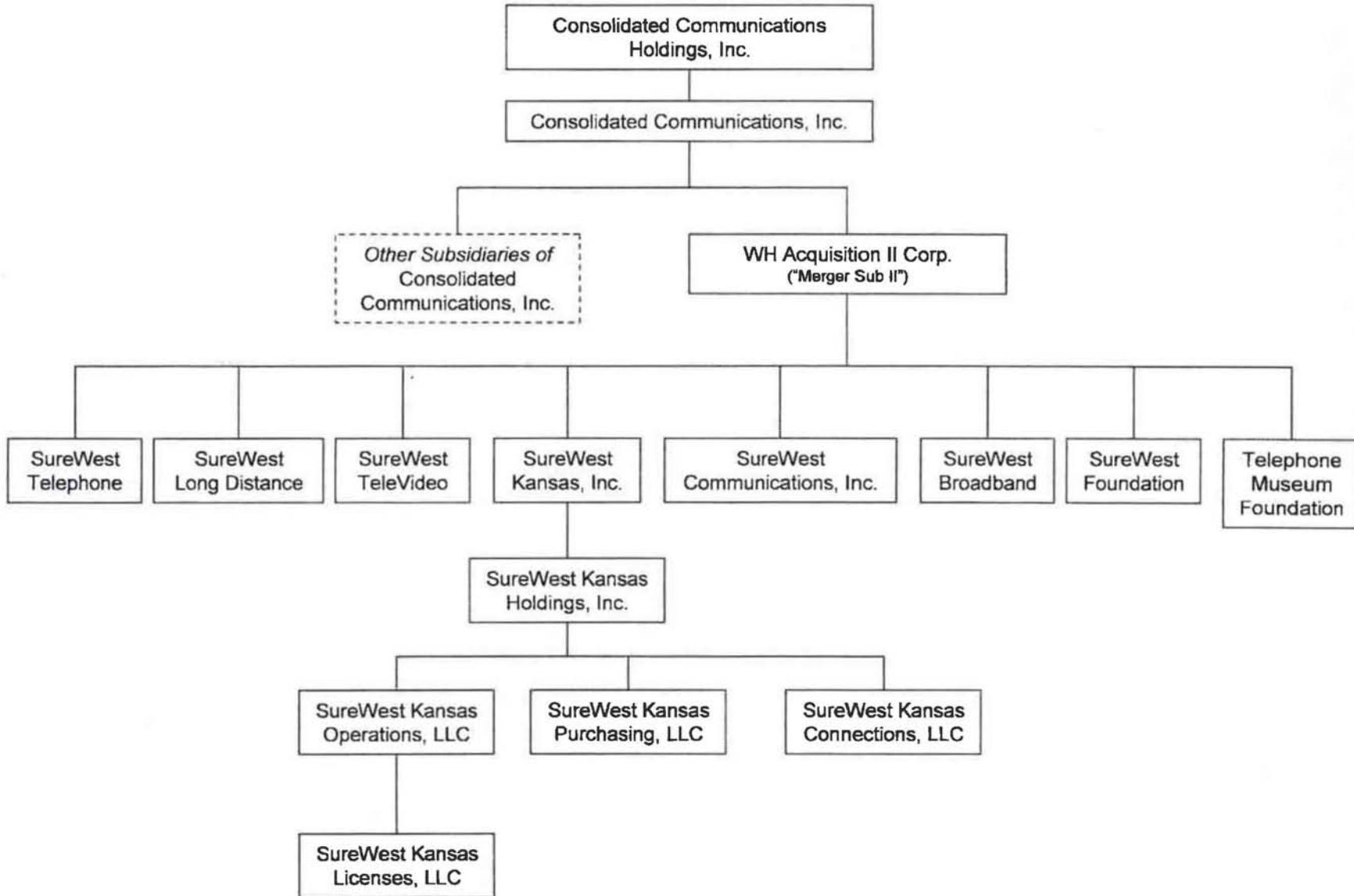


Illustration of 2nd Merger



Post-Transaction Structure of the SureWest Companies



CERTIFICATION

I, Scott Barber, Vice President and Chief Operating Officer of SureWest Communications, SureWest Telephone, SureWest Long Distance, and SureWest TeleVideo (the "Sure West Companies"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of the Transferor and 214 Licensees in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferor and the 214 Licensees is true and accurate to the best of my knowledge, and that neither the Transferor nor the 214 Licensees are subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 16 day of February, 2012.



Scott Barber
Vice President and Chief Operating Officer

CERTIFICATION

I, C. Robert Udell, Jr., Senior Vice President and Chief Operating Officer of Consolidated Communications Holdings, Inc. ("CCH"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Consolidated Communications Holdings, Inc., the Transferee, in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferee and its subsidiaries is true and accurate to the best of my knowledge, and that the Transferee is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 16 day of February, 2012.



C. Robert Udell, Jr.
Senior Vice President & Chief Operating Officer