

From: [John Adams](#)
To: [David Krech](#);
cc: [Sumita Mukhoty](#); [JoAnn Sutton](#);
[Janeese Parker](#);
Subject: RE: Consolidated Communications 214
Date: Friday, March 13, 2009 12:58:29 PM
Attachments: [Consol rule 63-21h Ltr.pdf](#)

Based upon discussions with Sumita Mukhoty, I am providing some additional information.

Consolidated understands that the Commission considers this transaction to be a pro forma assignment rather than a pro forma transfer of control. Consolidated therefore clarifies that this transaction involves three elements: (1) the assignment of the 214 authority held by CCOS from CCOS to CCI by virtue of the merger of CCOS with and into CCI, its parent, with CCI being the surviving company and CCOS ceasing to exist; (2) transfer of the assets of CCOS from CCI to CCES (f/k/a CCNS), a wholly-owned subsidiary of CCI; and (3) assignment of the 214 authority from CCI to CCHI, its parent and the ultimate holding company controlling all parties to these transactions. The 214 operating authority that is being assigned is ITC-214-20030808-00393; global or limited global facilities-based service, global or limited global resale; granted September 5, 2003.

Also, please find attached a scanned copy of a letter regarding the provision of services by CCES pursuant to 47 CFR 63.21(h). The letter is being mailed for filing today.

Thanks,

John B. Adams
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From: David Krech [<mailto:David.Krech@fcc.gov>]
Sent: Thursday, March 12, 2009 9:22 AM
To: John Adams
Cc: Sumita Mukhoty
Subject: RE: Consolidated Communications 214

This email will be fine.

To: Sumita Mukhoty
Sent: Mon Mar 09 16:13:30 2009
Subject: Consolidated Communications 214
Sumita,

Following up on our telephone conversation today, I am providing additional information regarding the relationship between the transferee and transferor.

As we discussed, this pro forma transaction is part of a larger internal reorganization that affected several subsidiary companies. A number of companies were merged and/or assets were transferred in order to rationalize the internal corporate structure and to reduce the overall number of subsidiaries.

Per your request, I am providing the attached organizational chart to show the relationship between the transferor and transferee. For the sake of clarity, it includes only those companies that are affected by the 214 transfer at issue.

As shown on the chart, Consolidated Communications Holding Company, Inc. ("CCHI") is the parent company at the very top of the organizational chart. It has a number of wholly-owned subsidiaries, including Consolidated Communications, Inc. ("CCI"). CCI, in turn, has a number of wholly-owned subsidiaries, including Consolidated Communications Operator Services ("CCOS") and Consolidated Communications Network Services ("CCNS").

As was described in response to question 13 of the 214 filing, the following events occurred effective January 1, 2009: **CCOS was merged with and into CCI**, with CCI being the surviving entity. CCI then transferred the assets of CCOS to CCNS. CCNS immediately changed its name to Consolidated Communications Enterprise Services ("CCES"). CCES f/k/a CCNS began providing the services that previously were provided by CCOS. For your convenience, an electronic copy of the 214 filing also is attached.

The reorganization resulted in no change of ultimate control: both before and after the reorganization, the subject 214 authorization was and is under the ultimate control of CCHI. Further, the 214 authorization is to be vested in CCHI.

Please let me know if you have any further questions or need additional information.

Thanks,

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March 13, 2009

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

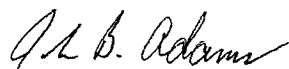
RE: ITC-214-20030808-00393

Dear Ms. Dortch:

In accordance with 47 C.F.R. § 63.21(h), Consolidated Communications Holdings, Inc., by counsel, notifies the Commission that its indirect, wholly-owned subsidiary Consolidated Communications Enterprise Services, Inc., a Delaware corporation, began providing services pursuant to the above-referenced operating authority effective January 1, 2009.

Prior notice was provided on January 30, 2009 in a notice of a *pro forma* transfer of the above-referenced operating authority. As was explained in the prior filing, an internal restructuring resulted in the above-referenced operating authority being transferred from Consolidated Communications Operator Services, Inc. to Consolidated Communications Holdings, Inc., and in the assets of Consolidated Communications Operator Services, Inc. being transferred to Consolidated Communications Enterprise Services, Inc. The Commission has not yet issued a Public Notice regarding this *pro forma* assignment. This letter is being provided separately, however, at the request of Commission Staff.

Sincerely,


John B. Adams