From: John Adams
To: JoAnn Sutton;
Subject: FW: Consolidated Communications 214
Date: Thursday, March 26, 2009 2:12:08 PM
Attachments: Consol rule 63-21h Ltr.pdf
Consol rule 63-21h Ltr confirm.pdf

JoAnn:

Following up on our conversation, I have uploaded the March 13, 2009 letter to MyIBFS. A copy of the letter and the filing confirmation are attached.

Also, per your request for clarification, the name of the ultimate parent company involved in this transaction is Consolidated Communications Holdings, Inc. There have been some name changes associated with acquisitions and prior restructurings, but this is the correct current name. I have verified that this name is reflected in CORES.

Please let me know if you need anything further.

Thanks,

John B. Adams
The Adams Legal Firm, LLC
626C Admiral Drive #312
Annapolis, MD 21401
tel 202-448-9033
fax 202-448-9040

From: David Krech [mailto:David.Krech@fcc.gov]
Sent: Wednesday, March 25, 2009 3:35 PM
To: John Adams; JoAnn Sutton
Cc: Janeese Parker
Subject: RE: Consolidated Communications 214

Thank you.

Unfortunately, we have already processed the PN. We will be able to grant the notification tomorrow when JoAnn is back, and it will appear on the next PN.

David

From: John Adams [mailto:jbadams@adamslegalfirm.com]

Sent: Wednesday, March 25, 2009 3:23 PM
To: JoAnn Sutton
Cc: Janeese Parker; David Krech
Subject: RE: Consolidated Communications 214

The FRN for Consolidated Communications, Inc. is 0018633321.

Thanks,

John B. Adams
The Adams Legal Firm, LLC
626C Admiral Drive #312
Annapolis, MD 21401
tel 202-448-9033
fax 202-448-9040

From: John Adams [mailto:jbadams@adamslegalfirm.com]
Sent: Wednesday, March 25, 2009 12:05 PM
To: 'JoAnn Sutton'
Cc: 'Janeese Parker'; 'David Krech'
Subject: RE: Consolidated Communications 214

JoAnn,

I am working on it. Unfortunately, some folks were let go as part of the restructuring that necessitated this 214 filing, inlcuidng the regulatory person who was the keeper of FRNs. It therefore is taking a little while to confirm the FRN. I'll get it to you as soon as possible.

Thanks,

John B. Adams
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626C Admiral Drive #312
Annapolis, MD 21401
tel 202-448-9033
fax 202-448-9040

From: JoAnn Sutton [mailto:JoAnn.Sutton@fcc.gov]
Sent: Tuesday, March 24, 2009 6:11 PM
To: John Adams
Cc: Janeese Parker; David Krech
Subject: RE: Consolidated Communications 214

John,

To follow-up my phone message I left you earlier this afternoon, we'd like to include Consolidated Communications' pro forma ASG application on Thursday's PN, but we need an FRN for Consolidated Communications, Inc. in order to do so. If you can provide Janeese Parker with the FRN before noon tomorrow (Wednesday, 3/25), we will include it on the PN.

Also, if you have a copy of the attached letter with the Secretary's stamp, could you forward it to us so we can act on it. We will upload it into IBFS so it'll be available to the public.

I'll be out of the office tomorrow, so please contact David Krech at (202) 418-7443 if you have any questions.

Thanks!

JoAnn

From: John Adams [mailto:jbadams@adamslegalfirm.com]
Sent: Friday, March 13, 2009 12:58 PM
To: David Krech
Cc: Sumita Mukhoty; JoAnn Sutton; Janeese Parker
Subject: RE: Consolidated Communications 214

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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626C Admiral Drive #312
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tel 202-448-9033
fax 202-448-9040

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.

The notification will be on the next Actions Taken Public Notice, March 26.

From: John Adams [mailto:jbadams@adamslegalfirm.com]
Sent: Thursday, March 12, 2009 9:16 AM
To: David Krech
Cc: Sumita Mukhoty
Subject: RE: Consolidated Communications 214

David,

(a) is correct. It looks like the filing contains a typo. Do you want an amendment, or is this correction by email sufficient?

Thanks,

John B. Adams
The Adams Legal Firm, LLC
626C Admiral Drive #312
Annapolis, MD 21401
tel 202-448-9033
fax 202-448-9040

From: David Krech [mailto:David.Krech@fcc.gov]
Sent: Wednesday, March 11, 2009 3:34 PM

To: John Adams
Cc: Sumita Mukhoty
Subject: RE: Consolidated Communications 214

John,

Please clarify.

Was (a) CCOS merged into CCI, as stated in the email below, or (b) was CCHI merged into CCI, as stated in the application. (The application identifies CCHI as the transferee and states that the transferee was merged into CCI.)

Thanks.

David

From: John Adams <jbadams@adamslegalfirm.com>
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,

John B. Adams
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