

Approved by OMB  
3060-0686

**INTERNATIONAL SECTION 214 AUTHORIZATIONS  
FOR ASSIGNMENT OR  
TRANSFER OF CONTROL  
FCC 214 MAIN FORM FOR OFFICIAL USE ONLY**

FCC Use Only

**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:

CCOS pro forma

1. Legal Name of Applicant	
Name: Consolidated Communications Operator Services, Inc.	Phone Number: 936-788-7421
DBA Name:	Fax Number:
Street: 121 S. 17th Street	E-Mail: bill.terry@consolidated.com
City: Mattoon	State: IL
Country: USA	Zipcode: 61938 -3915
Attention: Mr Bill Terry	
2. Name of Contact Representative	
Name: John B. Adams	Phone Number: 2024489033
Company: The Adams Legal Firm LLC	Fax Number: 2024489040
Street: 626C Admiral Drive #312	E-Mail: jbadams@adamslegalfirm.com
City: Annapolis	State: MD
Country: USA	Zipcode: 21401-
Attention:	Relationship: Legal Counsel

## CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.
<input type="radio"/> a. Assignment of Section 214 Authority
<b>An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)</b>
<input type="radio"/> b. Transfer of Control of Section 214 Authority
<b>A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)</b>
<input type="radio"/> c. Notification of Pro Forma Assignment of Section 214 Authority ( No fee required )
<input checked="" type="radio"/> d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( No fee required )
Date of Consummation: 01/01/2009 <b>Must be completed if you select c or d.</b>

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: ITC2142003080800393	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
<b>5. Name of Section 214 Authorization Holder</b>							
Name:	Consolidated Communications Operator Services, Inc.			Phone Number:	936-788-7421		
DBA Name:				Fax Number:			
Street:	121 S. 17th Street			E-Mail:	bill.terry@consolidated.com		
City:	Mattoon			State:	IL		
Country:	USA			Zipcode:	61938 -3915		
Attention:							
<b>6. Name of Assignor / Transferor</b>							
Name:	Consolidated Communications Operator Services, Inc.			Phone Number:	936-788-7421		
DBA Name:				Fax Number:			
Street:	121 S. 17th Street			E-Mail:	bill.terry@consolidated.com		
City:	Mattoon			State:	IL		
Country:	USA			Zipcode:	61938 -3915		
Attention:							
<b>7. Name of Assignee / Transferee</b>							
Name:	Consolidated Communications Holdings, Inc.			Phone Number:	936-788-7421		
DBA Name:				Fax Number:	936-788-1229		
Street:	121 S. 17th Street			E-Mail:	bill.terry@consolidated.com		
City:	Mattoon			State:	IL		
Country:	USA			Zipcode:	61938 -		
Attention:	Bill Terry						
<b>8a. Is a fee submitted with this application?</b>							
<input checked="" type="radio"/> If Yes, complete and attach FCC Form 159.							
If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).							
<input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee <input checked="" type="radio"/> Notification of Pro Forma (No fee required.)							
<input type="radio"/> Other (please explain):							
<b>8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.</b>							
Fee Classification CUT - Section 214 Authority							
<b>9. Description (Summarize the nature of the application.)</b>							
Pro forma assignment related to reorganization of corporate structure							
<b>10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".</b>							
<b>11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?</b> <input checked="" type="radio"/> Yes <input type="radio"/> No							
If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship,							

and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?  Yes  No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.  Yes  No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?  Yes  No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules.  Yes  No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

- Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):
- No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

- Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61( c ) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

**Applicant certifies that its responses to questions 21 through 25 are true:**

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.  Yes  No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)  Yes  No

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.  Yes  No  
 Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.  Yes  No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See  Yes  No Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

### CERTIFICATION

26. Printed Name of Assignor / Transferor Consolidate Communications Operator Services, Inc.	29. Printed Name of Assignee / Transferee Consolidated Communications Holdings, Inc.
27. Title (Office Held by Person Signing) Vice President	30. Title (Office Held by Person Signing) Vice President
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Michael Shultz	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Michael Shultz
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT</b> <b>(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION</b> <b>(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>	

### FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

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Remember - You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0686.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

Question 10

c) Contact:

Bill Terry  
Consolidated Communications  
350 South Loop 336 West  
Conroe, TX 77304  
936-788-7421

With a copy to:

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

d) Applicant authorizations:

ITC-214-20030808-00393  
global or limited global facilities-based service, global or limited-global resale  
Granted September 5, 2003

Question 11

The transferee is a publicly-traded company. Consolidated Illinois Telephone, LLC (“CIT”), a Delaware limited liability company, owns 19% of the issued capital stock of transferee. CIT is controlled by Richard Lumpkin, a United States citizen. Mr. Lumpkin therefore controls 19% of transferee. The contact information for CIT and Mr. Lumpkin is:

Consolidated Illinois Telephone, LLC  
121 South 17<sup>th</sup> Street  
Mattoon, IL 61938

Richard Lumpkin  
121 South 17<sup>th</sup> Street  
Mattoon, IL 61938

### Question 13

Effective January 1, 2009, transferee was merged with and into Consolidated Communications, Inc. (“CCI”), a wholly-owned subsidiary of transferee. On that same date, CCI transferred to Consolidated Communications Network Services, Inc. (“CCNS”), a wholly-owned subsidiary of CCI, the assets of transferee. CCNS immediately changed its name to Consolidated Communications Enterprise Services, Inc. (“CCES”). CCES will provide the international services formerly provided by transferee. CCES already holds global or limited global facilities-based service, global or limited-global resale authority under authorization number ITC-214-20030529-00262.

All of the entities involved in this transaction are direct or indirect wholly-owned subsidiaries of transferee.