Before the
Federal Communications Commission
Washington DC 20554

In the Matter of the Joint Application of Boulevard Digital LLC, Assignee, and **Consolidated Communications Holdings, Inc. and Consolidated Communications Enterprise Services Inc.**, Assignors, for authority pursuant to Section 214 of the Communications Act of 1934, as amended, to Partially Assign Domestic and International Section 214 Authorizations and its Kansas City Customer Base to Boulevard Digital LLC	))	WC Docket No. 22-______________ IB File Nos. ITC-ASG-2022________

JOINT APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended ("the Act"),[1] and Sections 63.04, 63.18, and 63.24 of the Commission's Rules,[2] Boulevard Digital LLC ("Boulevard Digital"), Consolidated Communications Holdings, Inc. ("Consolidated") and Consolidated Communications Enterprise Services Inc. ("CCES") (collectively the "Applicants"), by their undersigned representatives, request Commission authorization for CCES to: i) assign to Boulevard Digital its customer base and other assets associated with its telecommunications

1 47 U.S.C. § 214.

2 47 C.F.R. §§ 63.04, 63.18 and 63.24.

services provided in the states of Kansas and Missouri within the Kansas City metropolitan area and surrounding counties and municipalities (the "Kansas City Market"), ii) to partially assign the CCES domestic Section 214 authorization(s) to Boulevard Digital, and iii) to partially assign the Consolidated international Section 214 authorization(s) to Boulevard Digital. Such authority is necessary to complete the Transaction (defined in Section II below), in which Boulevard Digital and CCES have entered into an Asset Purchase Agreement (the "Agreement") for Boulevard Digital to acquire CCES' Kansas City business. Because CCES will retain its domestic section 214 authority and Consolidated will retain its international section 214 authorization to serve customers in other markets, Boulevard Digital is further requesting its own international Section 214 authority to operate.

The Transaction will not result in a reduction or impairment of voice or broadband service to CCES' customers in the Kansas City Market and will be virtually transparent to the assigned customers with respect to the broadband, voice, and video services that they currently receive.

As discussed in the public interest statement below, the Transaction will serve the public interest and will not harm competition.

Applicants provide the following information in support of this Application:

I. Description of Applicants

A. Assignee – Boulevard Digital LLC ("Boulevard Digital")

Boulevard Digital is a Delaware limited liability company formed for the specific purpose of acquiring the assets from Consolidated and to conduct the Kansas City Business in the Kansas City Market after the closing date. Boulevard Digital intends to continue to conduct the Kansas City Business in the Kansas City Market and provide the same services to the Kansas City Business's customers.

Boulevard Digital is owned by various limited partnerships managed by and controlled by Alinda Holdings, LLC. Alinda is an independent, infrastructure-focused, private equity firm that operates as "Alinda Capital Partners." Founded in 2005, Alinda Capital Partners, and its managed funds, invest equity in infrastructure and has grown into one of the world's most experienced infrastructure investment firms. Alinda Capital Partners' investment experience spans infrastructure businesses that operate in all the 50 states in the United States as well as in Canada, the United Kingdom, and continental Europe. These businesses serve over 100 million customers annually, in more than 550 cities globally, and are run by a workforce of over 80,000 people. Alinda Capital Partners' investments include a controlling interest in Glide Group, the United Kingdom's leading provider of broadband, networks and utilities for student accommodation, house-sharers and small and medium enterprises, reaching approximately 100,000 premises and approximately 250,000 customers and Emitel S.A., which distributes television and radio signals throughout Poland to television and radio broadcasters and provides independent tower operations for mobile phone operators in Poland, using approximately 520 broadcast towers. Alinda Holdings, LLC is owned directly and indirectly by three individuals, two of whom are United States citizens and one of whom is a citizen of the United Kingdom. The individual limited partnerships that indirectly own the equity of Boulevard Digital are managed by Alinda through an investment commitment of five individuals, four of whom are United States citizens and one of whom is a citizen of the United Kingdom.

Exhibit A to the Joint Application is a chart which describes how Alinda managed limited partnerships own Boulevard Digital. **Exhibit B** describes the investors in the various funds shown in **Exhibit A** in compliance with rule 63.18(h).

As shown in **Exhibit B**, certain Scottish and Netherlands pension funds hold limited partnership interests in those limited partnerships that own Boulevard Digital's equity such that those pension funds can be considered to own ten percent or more of the "applicant" within the meaning of Section 63.18(h) of the Commission's rules. The Lothian (Scotland) Pension Fund, and the Fife (Scotland) Council Pension Fund will invest 50 percent, and 30 percent respectively in Boulevard Digital Co-Investment A LP, a Delaware limited partnership,[3] whose ownership interests in Boulevard Digital are shown in both **Exhibits A and B**.

- The Lothian Pension Fund administers the Local Government Pension Scheme (LGPS) in Edinburgh, Scotland and the Lothians, Scotland. Lothian is multi-employer scheme with over £8 billion in assets. It is the second largest LGPS in Scotland managing pensions for 84,000 members and 67 employers. Lothian invests in low risk, long term asset classes and focuses on the infrastructure, timber, and renewable sectors.
- Fife Pension Fund is also a LGPS based in Scotland. Fife Pension Fund is run by the Fife Council and manages approximately £3 billion in assets for participating employees. Fife invests low risk, long term asset classes and focuses on the infrastructure, timber, and renewable sectors.

The Stichting Pensioenfonds, PGB (Tranche IV-1) and Stichting Pensioenfonds PGB (Tranche IV-2), which are affiliated Dutch pension funds, will invest 62.38 percent and 20.79 percent respectfully in Alinda Infrastructure Fund IV (EURO) SCSp, a Luxembourg special limited

[3] No other passive limited partner investor in Boulevard Digital Co-Investment A LP will hold a ten percent or greater indirect equity interest in Boulevard Digital LLC.

partnership, whose ownership interests in Boulevard Digital are also shown in **Exhibits A and B**.[4] Stichting Pensioenfonds PGB ("PGB") is a Corporate Pension Fund, with its official seat (*zetel*) located in Amsterdam, the Netherlands, Europe. PGB was established in 1953 by employers and employees in the graphic arts industry. Since that inception, PGB has added several other business sectors. As a Dutch pension fund, PGB invests in bonds, credits, equities, alternative fixed income assets (including bank loans, high yield and emerging market credits), real estate, private equity and infrastructure. PGB currently manages approximately €37.2 billion (as of December 31, 2021), making it one of the ten largest pension funds in the Netherlands.

All of these pension funds are organized under the laws of European and WTO member countries. Their indirect investments in Boulevard Digital are entirely passive in nature. The partnerships in which these passive investors have committed capital are controlled by general partners that are wholly owned by Alinda Holdings LLC, a Delaware Limited Liability Company that Alinda controls. Alinda, controlled by US persons, will manage the assets acquired from Consolidated and anticipates employing many of the present employees of Consolidated in the Kansas City Market to do so.

Neither Alinda Capital Partners nor the limited partners identified above hold a 10% or greater interest in any Commission regulated telecommunications carrier.[5]

---

[4] No other passive limited partner investor in Alinda Infrastructure Fund IV (EURO) SCSp will hold a ten percent or greater indirect equity interest in Boulevard Digital LLC.

[5] Accordingly, neither Alinda Capital Partners, Boulevard Digital or any affiliates receives any support from any of the Commission's universal service support programs.

B. Assignors/Licensees -- Consolidated Communications Enterprise Services ("CCES") and Consolidated Communications Holdings, Inc. ("Consolidated")

CCES is part of the "Consolidated Communications" group of companies whose ultimate parent is Consolidated. Consolidated is a publicly traded (NASDAQ: CNSL), Delaware corporation headquartered in Mattoon, Illinois. Consolidated's various operating subsidiaries (the "Consolidated Companies") provide a wide range of telecommunications services to residential and business customers across a 23-state service area. Leveraging an advanced fiber network spanning 50,000 fiber route miles, Consolidated offers a wide range of communications solutions, including: high-speed Internet access service, voice service, security services, managed services, cloud-based services and wholesale, carrier solutions.

The Kansas City Business services approximately 19,000 consumer voice subscribers, 13,000 consumer broadband subscribers and 1,900 commercial subscribers, utilizing approximately 1,230 fiber route miles located in the Kansas City Market. The Kansas City Business provides consumer services such as high-speed internet, cable television, internet security, VoIP, and WiFi over a network that combines fiber to the home and hybrid fiber/coax (HFC) networks in the southwest region of the Kansas City metro area. Measured in sheath miles, the network includes approximately 7 million feet of fiber (excluding drops); 9.8 million feet of HFC, and 17,500 feet of copper. The Kansas City Business also provides commercial customers with Ethernet, SD-WAN, and voice services provisioned over VoIP and TDM as well as serving some E-rate customers in Kansas and Missouri. The Kansas City Business does not participate in, or receive support from any other Universal Service Fund program.[6]

[6] Consolidated's other operating companies, who are not parties to this Application, participate in other Universal Service Fund programs including, among others, CAF Phase II, E-Rate, Rural Health Care, and RDOF.

The Kansas City Business serves the following municipalities in the Kanas City area: Fairway, Kansas City, Leawood, Lenexa, Merriam, Mission Hills, Mission Woods, Olathe, Overland Park, Prairie Village, Roeland Park, Shawnee, Westwood, and Westwood Hills. In Missouri, the KC Business serves Kansas City, Lee's Summit, and North Kansas City.

II. Description of the Transaction

On March 2, 2022, CCES, a wholly owned subsidiary of Consolidated, and Boulevard Digital entered into an Asset Purchase Agreement the ("Agreement"). Pursuant to the Agreement, Boulevard Digital agreed to purchase, and Consolidated agreed to sell, all of the property and assets (including all customer contracts and customer relationships) used in or necessary for the business of providing, for consumer and commercial use, internet bandwidth, voice and video services, including high-speed internet services, transport network services, network access, hosted voice, and cable television infrastructure services (the "Kansas City Business") in the Kansas City Market via a fiber/hybrid coaxial network infrastructure spanning approximately 3,083 route miles (the "Transaction").

III. Assignments.

As part of the Transaction, Consolidated is only partially assigning its international Section 214 authorization to Boulevard Digital and will retain its International Section 214 File Number after consummation of the Transaction (File Number ITC-214-20030808-00393; ITC-ASG-20090130-00047). Accordingly, this application seeks Commission consent to this partial assignment of Section 214 authority. Effective as of the date the Transaction is completed, CCES requests that the Commission generate a new ITC-214 file number in the name of Boulevard Digital.

As a result of the Transaction, Boulevard Digital will become the telecommunications service provider to the transferred customers. Transferred customers will continue to receive their services over the same network and under the same terms and conditions after the assets transfer is complete. Transferred customers will also be notified of the Transaction at the required time. There will be no disruption to the services customers currently receive from CCES. Further, Applicants expect the existing management of the Kansas City Business to largely remain with the business post-transaction. Applicants anticipate that the transfer of the Kansas City Business will have no effect on Consolidated's customers in the Kansas City Market. A more detailed public interest statement is included in response to Section 63.04(a)(12).

IV. Information Required by 47 C.F.R. § 63.24(e) and 63.18

In accordance with the specific provisions of Section 63.18(a)-(d) and (h)-(p) and Section 63.24(e)(3) of the Commission's Rules, the parties respectfully submit the following information.

(a) Name, Address and Telephone Number of Each Applicant

Assignors

Consolidated Communications Holdings, Inc. FRN: 0007494776
Consolidated Communications Enterprise Services, Inc. FRN: 0008301434
121 S. 17th
Mattoon, IL 61938
Telephone: (936) 521-7736
Contact: Michael Shultz, Vice President Regulatory
Email: Mike.shultz@consolidated.com

Assignee

Boulevard Digital LLC FRN: 0032168924
c/o Alinda Holdings LLC
33 Benedict Place
Greenwich, CT 06830
Contact: Jim Metcalfe
Telephone: (917) 825-2319
Email: jim.metcalfe@alinda.com

(b) Jurisdiction

Assignors:

CCES is a Delaware corporation.

Consolidated is a Delaware corporation.

Assignee:

Boulevard Digital is a Delaware limited liability company.

(c) Correspondence concerning this Application (Answer to Question 10)

Assignors

Andrew D. Lipman
Joshua M. Bobeck
Niki Wasserman
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
andrew.lipman@morganlewis.com
joshua.bobeck@morganlewis.com
niki.wasserman@morganlewis.com

with a copy to

Michael Shultz
Vice President Regulatory
Consolidated Communications, Inc.
770 Elm Street
Manchester, NH 03101
Tel: 936-788-7414
Mike.shultz@consolidated.com

Assignee

Jim Metcalfe
c/o Alinda Holdings LLC
33 Benedict Place
Greenwich, CT 06830
jim.metcalfe@alinda.com

with a copy to

Peter M. Connolly
Holland & Knight LLP
800 17th Street, N.W.
Suite 1000
Washington, DC 20006
Tel: 202-862-5989
peter.connolly@hklaw.com

(d) Statement of previously received Section 214 Authority (Answer to Question 10)

Assignors:

CCES is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Consolidated holds the following international Section 214 authorizations to provide Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service: ITC-214-20030808-00393, ITC-ASG-20090130-00047.

Assignee:

Neither Boulevard Digital nor any of its controlling parties now holds or has held International Section 214 authority.

(h) Name, Address, Citizenship, Principal Business and Ownership Interests of Owners of Ten Percent or More of Each Applicant (Answer to Question 11)

Please see **Exhibit B** for the name, address, citizenship, principal business and ownership interests of the entities and persons holding a ten percent or greater interest in Boulevard Digital LLC.

(i) Foreign Carrier Affiliation

Assignee certifies that it is not itself a foreign carrier and is not affiliated with a foreign carrier.

(j) Foreign Destination Certification

Assignee certifies that it does not seek to provide telecommunications services to any country in which it is either a foreign carrier, or controls 25% of a foreign carrier. Further, no foreign carrier owns more than 25% of the Assignee.

(k) Not applicable, see Section (j) above.

(m) Not applicable, see Section (i) above.

(n) Not applicable, see Section (i) above.

(o) **Special Concessions Certification**

Assignee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route. Assignee further certifies it will not enter into such agreements in the future.

(p) **Anti-Drug Abuse Act Certification**

Assignee certifies that neither Assignee nor any party to this 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. § 853a.

(q) **No Applicant Requests Streamlined Processing**

No Applicant seeks streamlined processing of the Joint Application. While this application qualifies for streamlined processing, pursuant to Section 63.12(c) of the Commission's Rules in that the Assignee is not affiliated with a foreign carrier or a dominant U.S. carrier, Applicants anticipate, as explained below, that the Application will be referred to the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (the "Committee") and that accordingly the Application will be processed on the timelines set forth in section 1.40004 of the Commission's rules.

V. Information Required by Section 63.24(a)(6) to (a)(12) of the Commission's Rules

Section 63.04(b) of the Commission's Rules requires an applicant, seeking assignment of both domestic and international 214 authority, in the same application also to supply information responsive to Sections 63.04(a)(6)-(a)(12) of the Commission's Rules. That information is supplied below.

(a)(6) <u>Description of Transaction (Answer to Question 13)</u>

Please see Section II above.

(a)(7) <u>Description of Affected Geographic Area</u>

Please see the description of the Kansas City Business in Section I.B above at pages 6-7.

(a)(8) <u>Streamlined Processing</u>

See response to Section 63.18(p).

(a)(9) <u>Other Applications Related to Transaction</u>

No other applications are being filed. Post-closing notices, however, will be filed for assignment of certain other Commission authorizations that are part of the Kansas City Business, including:

- Notice of Assignment of an Open Video License held by CCES.
- Notice of Assignment of Receive Only Earth Station licenses held by CCES with the following call signs:
    - E190177 (File Number: SES-REG-20180810-03846)
    - E190178 (File Number: SES-REG-20180810-03847)
    - E190194 (File Number: SES-REG-20180812-03863)

(a)(10) <u>Special Treatment Because of Business Failure</u>

Not applicable. The Applicants are not requesting special consideration because no parties to this transaction are facing imminent business failure.

(a)(11) <u>Waiver Requests</u>

Not applicable. No waiver requests are sought in conjunction with the Application.

(a)(12) <u>Public Interest Statement</u>

Assignors' customers will continue to enjoy high quality telecommunications service following the transaction. Boulevard Digital is well-qualified to replace CCES as the service provider in the Kansas City Market and will complement the experienced management team that is expected to transition to Boulevard Digital.

In addition, the transaction is structured to assure an orderly transition of customers from CCES to Boulevard Digital. The Transaction will be virtually transparent and seamless to the affected customers in terms of the services they currently receive since following consummation of the transaction, Boulevard Digital will continue to provide service to these customers with no immediate change in their rates or terms and conditions of service. In accordance with the terms of their service contracts and the rules and procedures of the Commission, affected customers will be properly notified of the transaction and the change in their telecommunications services provider from CCES to Boulevard Digital. Applicants will comply with the Commission's procedures set forth in Section 64.1120(e) of the Commission's Rules regarding the acquisition of customers and will submit the required certification and customer notice at the required time.

VI. National Security Review

Pursuant to section 1.40001(a)(1) of the Commission's rules,[7] the Applicants expect the Commission to refer this Application to the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (the "Committee") for review of any national security, law enforcement, foreign policy, and/or trade policy concerns.

---

[7] 47 C.F.R. § 1.40001(a)(1).

Consolidated currently operates under a Letter of Agreement ("LOA") entered into in connection with the investment in Consolidated by Searchlight Capital Partners and the Petition for Declaratory Ruling ("PDR") filed in connection with that investment and will continue to comply with that LOA which is not impacted by this Transaction.[8] By their signatures, Applicants certify that after the closing of the Transaction, and to the extent applicable, they will abide by any commitments made to the Committee, or any of the agencies that comprise the Committee as part of the approval process for this Transaction.

VII. Conclusion

For the foregoing reasons, Applicants respectfully submit that the present and future public convenience and necessity will be served by the grant of this partial assignment application.

---

[8] *See* File No. 0009396563, DA No. 21-1468 rel. Nov. 23, 2021, IB Docket No. IB 21-172; IBFS File No. ISP-PDR-20210105-00001 (grant of Petition for Declaratory Ruling). The LOA, signed on October 5, 2021, was filed by the Committee in the PDR Docket on October 25, 2021.

Respectfully submitted,

/s/ *Peter M. Connolly*

Peter M. Connolly
Holland & Knight LLP
800 17th Street, N.W.
Suite 1000
Washington, DC 20006
Tel: 202-862-5989
peter.connolly@hklaw.com

Counsel to Boulevard Digital LLC

/s/ *Joshua M. Bobeck*

Andrew D. Lipman
Joshua M. Bobeck
Niki Wasserman
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Ave., N.W.
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
andrew.lipman@morganlewis.com
joshua.bobeck@morganlewis.com
niki.wasserman@morganlewis.com

Counsel to Consolidated Communications Enterprise Services Inc. and Consolidated Communications Holdings, Inc.

Dated: March 29, 2022

EXHIBIT A
Ownership Chart of Boulevard Digital LLC

Boulevard Digital LLC

Exhibit A to Joint Application

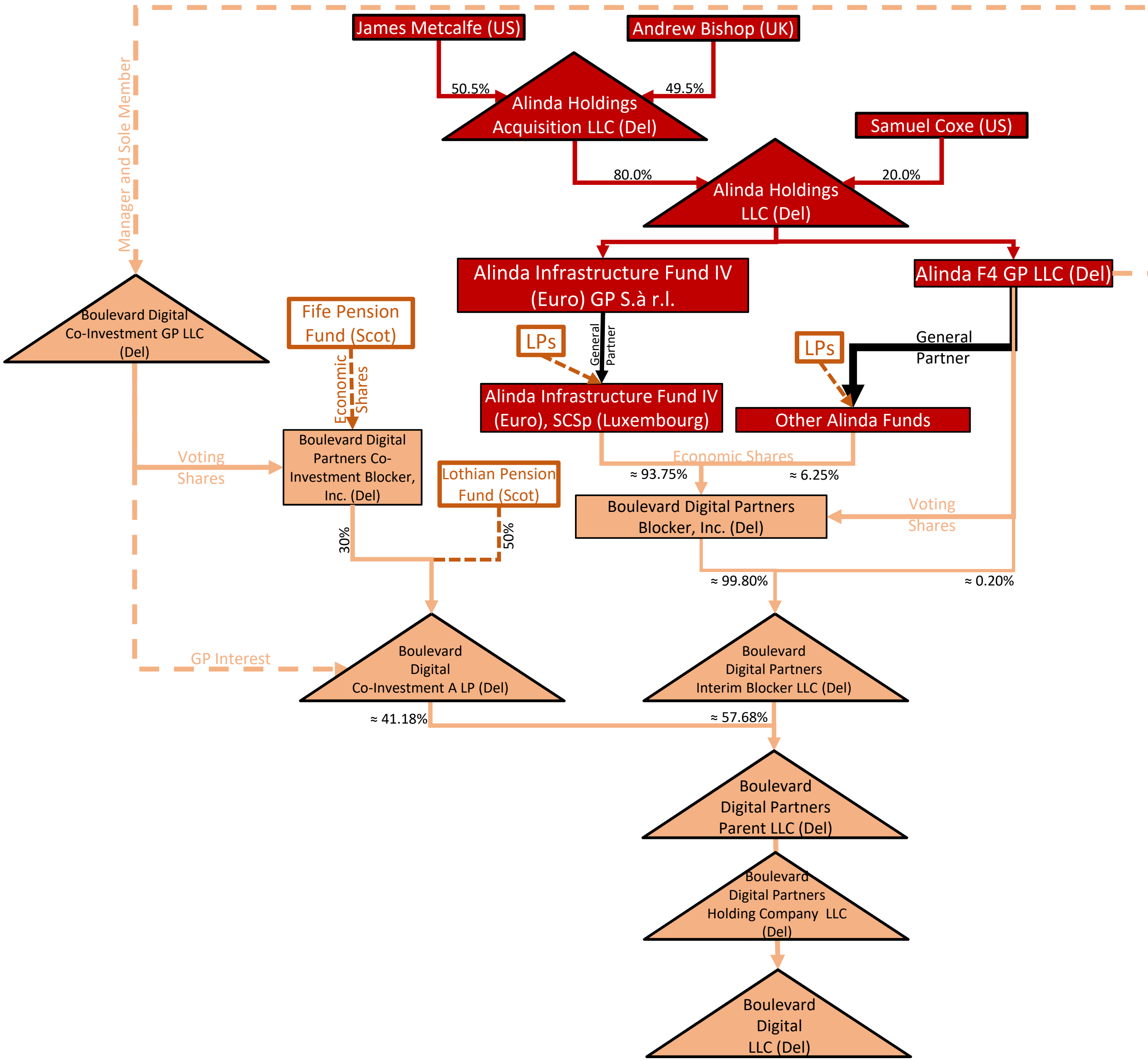

EXHIBIT B

Ten Percent or Greater Interest Holders in Boulevard Digital LLC Pursuant to 63.18(h)

(h) Post-Closing Ownership of Licensees (Answer to Question 11)

Upon closing the Transaction, the Kansas City Business will be owned by:

1. Name: Boulevard Digital LLC
   a. Jurisdiction of Formation: USA (Delaware)
   b. Address: 33 Benedict Place, Greenwich, CT 06830
   c. Principal Business: Telecommunications
   d. Interest Held: 100.00% equity/voting

Upon closing the Transaction, the sole member of **Boulevard Digital LLC** will be:

2. Name: Boulevard Digital Partners Holding Company LLC
   a. Jurisdiction of Formation: USA (Delaware)
   b. Address: 33 Benedict Place, Greenwich, CT 06830
   c. Principal Business: Holding Company
   d. Interest Held: 100.00% indirect (as sole member of Boulevard Digital LLC)

Upon closing the Transaction, the sole member of **Boulevard Digital Partners Holding Company LLC** will be:

3. Name: Boulevard Digital Partners Parent LLC
   a. Jurisdiction of Formation: USA (Delaware)
   b. Address: 33 Benedict Place, Greenwich, CT 06830
   c. Principal Business: Holding Company
   d. Interest Held: 100.00% indirect (as sole member of Boulevard Digital Partners Holding Company LLC)

Upon closing the Transaction, the members of **Boulevard Digital Partners Parent LLC** holding a 10% or greater indirect interest in Boulevard Digital LLC will be:

4. Name: Boulevard Digital Partners Interim Blocker LLC
   a. Jurisdiction of Formation: USA (Delaware)
   b. Address: 33 Benedict Place, Greenwich, CT 06830
   c. Principal Business: Holding Company
   d. Interest Held: effectively 100.00% indirect (as 57.68% member of Boulevard Digital Partners Holding Company LLC)

5. Name: Boulevard Digital Co-Investment A LP
   a. Jurisdiction of Formation: USA (Delaware)
   b. Address: 33 Benedict Place, Greenwich, CT 06830
   c. Principal Business: Investments
   d. Interest Held: 41.18% indirect (as 41.18% member of Boulevard Digital Partners Holding Company LLC)

Upon closing the Transaction, the only member of **Boulevard Digital Partners Interim Blocker LLC** holding a 10% or greater indirect interest in Boulevard Digital LLC will be:

6. Name: Boulevard Digital Partners Blocker LLC
    a. Jurisdiction of Formation: USA (Delaware)
    b. Address: 33 Benedict Place, Greenwich, CT 06830
    c. Principal Business: Investments
    d. Interest Held: effectively 100.00% indirect[1] (as 99.80% member of Boulevard Digital Partners Interim Blocker LLC)

Upon closing the Transaction, the partners of **Boulevard Digital Co-Investment A LP** holding a 10% or greater indirect interest in Boulevard Digital LLC will be:

7. Name: The Lothian Pension Fund
    a. Jurisdiction of Formation: Scotland
    b. Address: Lothian Pension Fund, PO Box 24158, EDINBURGH, Scotland EH3 1GY
    c. Principal Business: Pension Fund
    d. Interest Held: 41.18% indirect (as 50.00% limited partner of Boulevard Digital Co-Investment A LP)

8. Name: Boulevard Digital Partners Co-Investment Blocker, Inc.
    a. Jurisdiction of Formation: USA (Delaware)
    b. Address: 33 Benedict Place, Greenwich, CT 06830
    c. Principal Business: Investments
    d. Interest Held: 12.53% indirect (as 30% limited partner of Boulevard Digital Co-Investment A LP)

9. Name: Boulevard Digital Co-Investment GP LLC
    a. Jurisdiction of Formation: USA (Delaware)
    b. Address: 33 Benedict Place, Greenwich, CT 06830
    c. Principal Business: General Partner
    d. Interest Held: 41.18% indirect[2] (as general partner of Boulevard Digital Co-Investment A LP and as the sole voting shareholder of Boulevard Digital Partners Co-Investment Blocker, Inc.)

Upon closing the Transaction, the sole equity owner of **Boulevard Digital Co-Investment GP LLC** holding a 10% or greater indirect interest in Boulevard Digital LLC will be:

10. Name: Alinda F4 GP LLC
    a. Jurisdiction of Formation: USA (Delaware)
    b. Address: 33 Benedict Place, Greenwich, CT 06830
    c. Principal Business: General Partner
    d. Interest Held: 41.18% indirect[3] (as the sole equity owner and manager of Boulevard Digital Co-Investment GP LLC)

---

[1] Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.
[2] Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.
[3] Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.

Upon closing the Transaction, the sole voting shareholder of **Boulevard Digital Partners Blocker, Inc.** will be:

11. Name: Alinda F4 GP LLC
    a. Jurisdiction of Formation: USA (Delaware)
    b. Address: 33 Benedict Place, Greenwich, CT 06830
    c. Principal Business: General Partner
    d. Interest Held: effectively 100.00% indirect [4] (as the sole voting shareholder of Boulevard Digital Partners Blocker, Inc.)

and the sole equity shareholder of **Boulevard Digital Partners Blocker, Inc.** holding a 10% or greater indirect interest in Boulevard Digital LLC will be:

12. Name: Alinda Infrastructure Fund IV (Euro) SCSp
    a. Jurisdiction of Formation: Luxembourg
    b. Address: 33 Benedict Place, Greenwich, CT 06830
    c. Principal Business: Investments
    d. Interest Held: effectively 100.00% indirect[5] (as 93.75% shareholder of Boulevard Digital Partners Blocker, Inc.)

Upon closing the Transaction, the partners of **Alinda Infrastructure Fund IV (Euro) SCSp** holding a 10% or greater indirect interest in Boulevard Digital LLC will be:

13. Name: Stitchting Pensioenfonds PGB (Tranche IV-1)
    a. Citizenship: Netherlands
    b. Address: Postbus 2311, 1180 EH Amstelveen, the Netherlands
    c. Principal Business: Pension Fund
    d. Interest Held: effectively 100.00% indirect equity[6] (as 62.38% limited partner in Alinda Infrastructure Fund IV (Euro) SCSp)

14. Name: Stitchting Pensioenfonds PGB (Tranche IV-2)
    a. Citizenship: Netherlands
    b. Address: Postbus 2311, 1180 EH Amstelveen, the Netherlands
    c. Principal Business: Pension Fund
    d. Interest Held: 11.99% indirect equity[7] (as 20.79% limited partner in Alinda Infrastructure Fund IV (Euro) SCSp)

15. Name: Alinda Infrastructure Fund IV (Euro) S.à r.l.
    a. Jurisdiction of Formation: Luxembourg
    b. Address: 33 Benedict Place, Greenwich, CT 06830
    c. Principal Business: General Partner

---

[4] Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.
[5] Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.
[6] Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.
[7] Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.

d. Interest Held: effectively 100.00% indirect[8] (as general partner of Alinda Infrastructure Fund IV (Euro) SCSp)

Upon closing the Transaction, the sole voting shareholder of **Boulevard Digital Partners Co-Investment Blocker, Inc.** will be:

16. Name: Boulevard Digital Co-Investment GP LLC
    a. Jurisdiction of Formation: USA (Delaware)
    b. Address: 33 Benedict Place, Greenwich, CT 06830
    c. Principal Business: Investments
    d. Interest Held: 12.53% indirect[9] (as the sole voting shareholder of Boulevard Digital Partners Co-Investment Blocker, Inc.)

and the sole equity shareholder of **Boulevard Digital Partners Co-Investment Blocker, Inc**. holding a 10% or greater indirect interest in Boulevard Digital LLC will be:

17. Name: The Fife Pension Fund
    a. Jurisdiction of Formation: Scotland
    b. Address: Katy Bush, Legal Counsel, Lothian Pension Fund, P.O Box 2418, Edinburgh, Scotland, EH3, IG4, Bus38K33@lpf.org.uk.
    c. Principal Business: Pension Fund
    d. Interest Held: 12.53% indirect (as the sole equity shareholder of Boulevard Digital Partners Co-Investment Blocker, Inc.)

Upon closing the Transaction, the sole member of **Alinda Infrastructure Fund IV (Euro) GP S.à r.l.**, and **Boulevard Digital Co-Investment GP LLC**, holding a 10% or greater indirect interest in Boulevard Digital LLC will be:

18. Name: Alinda Holdings LLC
    a. Jurisdiction of Formation: USA (Delaware)
    b. Address: 33 Benedict Place, Greenwich, CT 06830
    c. Principal Business: Investments
    d. Interest Held: effectively 100.00% indirect[10] (as sole member of Alinda Infrastructure Fund IV (Euro) GP S.à r.l., and Boulevard Digital Co-Investment GP LLC)

Upon closing the Transaction, the members of **Alinda Holdings LLC**, holding a 10% or greater indirect interest in Boulevard Digital LLC will be:

19. Name: Alinda Holdings Acquisition LLC
    a. Jurisdiction of Formation: Delaware
    b. Address: 33 Benedict Place, Greenwich, CT 06830
    c. Principal Business: Investments

---

8 Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.
9 Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.
10 Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.

d. Interest Held: effectively 100.00% indirect[11] (as 80.00% equity interest owner of Alinda Holdings LLC)

20. Name: Samuel Coxe
    a. Citizenship: United States
    b. Address: Augustine House, 6A Austin Friars, London EC2N 2HA, United Kingdom
    c. Principal Business: Investments
    d. Interest Held: 20.00% indirect[12] (as 20.00% equity interest owner of Alinda Holdings LLC)

Upon closing the Transaction, the members of **Alinda Holdings Acquisition LLC**, holding a 10% or greater indirect interest in Boulevard Digital LLC will be:

21. Name: James Metcalfe
    a. Citizenship: United States
    b. Address: 33 Benedict Place, Greenwich, CT 06830
    c. Principal Business: Investments
    d. Interest Held: effectively 100.00% indirect[13] (as 50.50% equity interest owner of Alinda Holdings Acquisition LLC)

22. Name: Andrew Bishop
    a. Citizenship: United States
    b. Address: Augustine House, 6A Austin Friars, London EC2N 2HA, United Kingdom
    c. Principal Business: Investments
    d. Interest Held: 49.50% indirect[14] (as 49.50% equity interest owner of Alinda Holdings Acquisition LLC)

To the best of its knowledge no other person or entity has a ten percent or greater direct or indirect interest in Boulevard Digital LLC.

[11] Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.
[12] Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.
[13] Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.
[14] Ownership percentages calculated as required under 47 C.F.R. § 63.18(h) n.2.

VERIFICATIONS

VERIFICATION

I, James Metcalfe, state that I am the Vice President of Boulevard Digital LLC; that I am authorized to make this Verification on behalf of Boulevard Digital LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 29th day of March 2022.

Name: James Metcalfe
Title: Vice President
Boulevard Digital LLC

VERIFICATION

I, James Garrett Van Osdell, state that I am Chief Legal Officer of Consolidated Communications Holdings, Inc. ("Consolidated"); that I am authorized to make this Verification on behalf of Consolidated and its wholly-owned subsidiary, Consolidated Communications Enterprise Solutions (CCES and together with Consolidated "the Company"); that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: March 28, 2022

____

Name: James Garrett Van Osdell
Title: Chief Legal Officer
Consolidated Communications Holdings, Inc.