The Public Utilities Commission of Ohio

TELECOMMUNICATIONS FILING FORM

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application for Approval of a Transfer of) Control of Enventis Telecom, Inc. to Consolidated) Communications Holdings, Inc.)	TRF Docket No. 90 Case No. 14-1323-TP- (NOTE: Unless you have reserved a G BLANK.	
Name of Registrant(s) Enventis Telecom, Inc.		
DBA(s) of Registrant(s)		
Address of Registrant(s) 221 East Hickory Street, Mankato, Minne	esota 56001-3248	
Company Web Address www.enventis.com		
Regulatory Contact Person(s) Bill VanderSluis, Director - Regulator	Phone <u>507-387-1886</u>	Fax 507-387-6813
Regulatory Contact Person's Email Address Bill.VanderSluis@enve	ntis.com_	
Contact Person for Annual Report Bill VanderSluis, Director - Regu	ılatory	Phone <u>507-387-1886</u>
Address (if different from above) Same as above		
Consumer Contact Information Bill VanderSluis, Director - Regular	tory	Phone <u>507-387-1886</u>
Address (if different from above) Same as above		
Motion for protective order included with filing? ☐ Yes ☒ No Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note	: Waivers may toll any automatic	timeframe.]
Notes:		
Section I and II are Pursuant to Chapter 4901:1-6 OAC.		

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

Section III - Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

- (2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.
- (3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.
- (4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) N/A No tariff changes
	are anticipated.
В	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the
	right margin. N/A No tariff changes are anticipated.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. See
	Exhibit A for a description of the transaction.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to
	the applicable rule(s). N/A Applicants will continue to provide service without immediate change in
	rates, terms or conditions.

Section IV – Attestation.

Section I – Part I - Common Filings

Carrier Type Other (explain below)	For Prof	fit ILEC	Not For I	Profit ILEC		CL	EC
Change terms & conditions existing BLES		ATA <u>1-0</u> (Auto 30 day		ATA <u>1-6</u> (Auto 30 day		(A		A <u>1-6-14(H)</u> 0 days)
Introduce non-recurring ch surcharge, or fee to BLES	arge,							A <u>1-6-14(H)</u> 0 days)
Introduce or Increase Late	Payment	ATA <u>1</u> - (Auto 30 day	ys)	ATA <u>1-0</u> (Auto 30 day		(A		A <u>1-6-14(I)</u> 0 days)
Revisions to BLES Cap.		(0 day Notice	e)					
Introduce BLES or expand service area (calling area)	local	ZTA <u>1-0</u> (0 day Notic		TTA <u>1-6-6</u> (0 day Notice		(0		A <u>1-6-14(H)</u> Notice)
Notice of no obligation to facilities and provide BLE		ZTA <u>1-0</u> (0 day Notic		TTA <u>1-6-</u> (0 day Notice				
Change BLES Rates		TRF <u>1-6</u> (0 day Notic		TRF <u>1-6-</u> (0 day Notice				F <u>1-6-14(G)</u> Notice)
To obtain BLES pricing flo	exibility	BLS <u>1-6-6</u> (C)(1)(c) (Auto 30 da						
Change in boundary		ACB <u>1-</u> (Auto 14 day		ACB <u>1-6</u> (Auto 14 day				
Expand service operation a	ırea							F <u>1-6-08(G)</u> (0 day)
BLES withdrawal						(0		A <u>1-6-25(B)</u> Notice)
Other* (explain)								
Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC								
Type of Notice	Direc	t Mail	Bill	Insert	Bill Nota	tio	n	Electronic Mail
☐ 15-day Notice	[
☐ 30-day Notice								
Date Notice Sent:								
Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC								
IOS	Introdu	ice New	Tariff Change		Price Change		e	Withdraw
☐ IOS								

Section II - Part I - Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

	ILEC	CLEC	Telecommunications	CESTC	CETC
Certification	(Out of Territory)		Service Provider		
			Not Offering Local		
* See Supplemental	ACE <u>1-6-08</u>	ACE <u>1-6-08</u>	☐ ACE <u>1-6-</u> 08	ACE <u>1-6-</u> 10	UNC <u>1-6-</u> 09
form	* (Auto 30- day)	*(Auto 30 day)	*(Auto 30 day)	(Auto 30 day)	*(Non-Auto)

^{*}Supplemental Certification forms can be found on the Commission Web Page.

Section II - Part II - Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		ABN <u>1-6-26</u> (Auto 30 days)	ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	ACN <u>1-6-29(B)</u> (Auto 30 days)	ACN <u>1-6-29(B)</u> (Auto 30 days)	CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	ACO <u>1-6-29(E)</u> (Auto 30 days)	ACO <u>1-6-29(E)</u> (Auto 30 days)	☐ CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	AMT <u>1-6-29(E)</u> (Auto 30 days)	AMT <u>1-6-29(E)</u> (Auto 30 days)	CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	ATC <u>1-6-29(B)</u> (Auto 30 days)	ATC <u>1-6-29(B)</u> (Auto 30 days)	CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	ATR <u>1-6-29(B)</u> (Auto 30 days)	ATR <u>1-6-29(B)</u> (Auto 30 days)	CIO <u>1-6-29(C)</u> (0 day Notice)

^{*} Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC	
Interconnection agreement, or amendment to	☐ NAG <u>1-7-07</u>	☐ NAG <u>1-7-07</u>	
an approved agreement	(Auto 90 day)	(Auto 90 day)	
Request for Arbitration	ARB <u>1-7-09</u>	☐ ARB <u>1-7-09</u>	
Request for Arbitration	(Non-Auto)	(Non-Auto)	
Introduce or change at a complete teriffe	☐ ATA <u>1-7-14</u>	☐ ATA <u>1-7-14</u>	
Introduce or change c-t-c service tariffs,	(Auto 30 day)	(Auto 30 day)	
Request rural carrier exemption, rural carrier	UNC <u>1-7-04</u> or 05		
suspension or modification	(Non-Auto)		
Changes in rates, terms & conditions to Pole	\square UNC 1-7-23(B)		
Attachment, Conduit Occupancy and Rights-	(Non-Auto)		
of-Way.			
	RCC	□NAG	
Wireless Providers See 4901:1-6-24	[Registration &	[Interconnection	
	Change in Operations]	Agreement or	

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT Compliance with Commission Rules I am an officer/agent of the applicants, ______, and am authorized to make this statement on its behalf. (Name) Please Check ALL that apply: I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio. ☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code. I declare under penalty of perjury that the foregoing is true and correct. Executed on (Date) at (Location) *(Signature and Title) (Date) This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant. VERIFICATION I, Brett P. Ferenchak verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge. *(Signature and Title) /s/ Brett P. Ferenchak, Counsel to Applicants *Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

applicant.

Public Utilities Commission of Ohio Attention: Docketing Division 180 East Broad Street, Columbus, OH 43215-3793 Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

§ § 8

COUNTY OF BLUE EARTH

VERIFICATION

I, Bill VanderSluis, am Director – Regulatory of Enventis Corporation; that I am authorized to make this Verification on behalf of Enventis Corporation and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

Bill VanderSluis

Director - Regulatory

Enventis Corporation

Sworn and subscribed before me this 30 day of July, 2014.

Notary Public

My commission expires 1-3/-15



STATE OF TEXAS	Š
	Š
COUNTY OF MONTGOMERY	ć

VERIFICATION

I, Michael J Shultz, am Vice President, Regulatory & Public Policy of Consolidated Communications Holdings, Inc. ("CCHI"); that I am authorized to make this Verification on behalf of CCHI and its subsidiaries; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

Michael J. Shultz

Vice President, Regulatory & Public Policy Consolidated Communications Holdings, Inc.

Sworn and subscribed before me this <u>28</u> day of July, 2014.

GLORIA EAKER

Notary Public, State of Texas

My Commission Expires

March 27, 2017

Notary Public

My commission expires March 27, 2017

LIST OF EXHIBITS

Exhibit A Description of Transaction

Exhibit B Pre- and Post-Transaction Organizational Charts

LIST OF ATTACHMENTS

Attachment 1 Certificate of Good Standing from Ohio Secretary of State

Attachment 2 List of Officers and Directors

EXHIBIT A

Description of Transaction

Consolidated Communications Holdings, Inc. ("CCHI") and Enventis Telecom, Inc. ("Enventis Telecom") (together, the "Applicants") request Commission approval, to the extent necessary, for CCHI to acquire indirect control of the Enventis Telecom, through a merger of Enventis Telecom's parent company, Enventis Corporation ("Enventis Corp.") with CCHI's direct subsidiary, Sky Merger Sub Inc. ("Merger Sub") (the "Transaction").

In support of this filing, Applicants provide the following information:

Description of the Applicants

A. Consolidated Communications Holdings, Inc.

CCHI is a publicly traded (NASDAQ: CNSL) Delaware corporation, and headquartered in Mattoon, Illinois. Through its operating subsidiaries, CCHI provides a wide range of telecommunications services to residential and business customers in California, Illinois, Kansas, Missouri, Pennsylvania, and Texas, 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. CCHI does not itself provide telecommunications services, and none of CCHI's subsidiaries currently operate in Iowa. In support of its financial qualifications to acquire control of Enventis Telecom, CCHI's most recent SEC Forms 10-Q and 10-K are available at http://ir.consolidated.com under "Financial Information."

CCHI was founded in 1894 and has a long history of operating both incumbent local exchange and competitive local exchange companies. Beginning as a small ILEC in Illinois, CCHI has expanded its service territories through the acquisitions of TXU Communications, a company with ILEC and CLEC subsidiaries in Texas, in 2004; North Pittsburgh Systems, Inc., a company with ILEC and CLEC subsidiaries in Pennsylvania, in 2007; and most recently SureWest, a company with ILEC and CLEC subsidiaries in California, Kansas and Missouri, in 2012. CCHI has successfully integrated these acquisitions into a family of companies providing advanced

communications services to both residential and business customers in California, Illinois, Kansas, Missouri, Pennsylvania, and Texas. CCHI will bring this expertise to its acquisition of Enventis Corp. and its subsidiaries, including Enventis Telecom. In Ohio, CCHI's subsidiary, Consolidated Communications Enterprise Services, Inc., is authorized to provide competitive telecommunications services pursuant to Certificate No. 90-6117 issued in Case No. 08-1246-TP-CIO.

Sky Merger Sub Inc., a Minnesota corporation, is a newly formed, wholly owned subsidiary of CCHI that was created in order to effectuate the proposed Acquisition.

B. Enventis Corp. and Enventis Telecom, Inc.

Enventis Corp. is a publicly traded (NASDAQ: ENVE) Minnesota corporation previously known as HickoryTech (HickoryTech's shareholders approved a corporate name change to Enventis Corporation on May 6, 2014). Through its various operating incumbent and competitive local exchange carrier subsidiaries, Enventis Corp. is a leading provider of advanced communication solutions including data, cloud and IT services to businesses throughout the upper Midwest.

Enventis Telecom, a Minnesota corporation, is a wholly owned direct subsidiary of Enventis Corp. Enventis Telecom is an integrated communications services provider that offers private line and advanced data service to businesses and communities primarily in Minnesota (and also certain communities in Iowa, North Dakota South Dakota and Wisconsin). In addition to the states above, Enventis Telecom is also authorized to provide interexchange services in California, Florida, Georgia, Illinois, Indiana, Kentucky, Maryland, Montana, New York, Ohio, and Washington and local exchange and interexchange services in South Dakota and Wisconsin. In Ohio, Enventis Telecom is authorized to provide competitive telecommunications services pursuant to Certificate No. 90-6400 issued in Case No. 09-1082-TP-ACE. Enventis Telecom is also authorized by the FCC to provide interstate and international telecommunications services. Additional information concerning Enventis Telecom has been submitted with various prior filings with respect to its certification and various transactions and is therefore already a matter of public record. Applicants request that the Commission take official notice of these existing descriptions of Enventis Telecom and incorporate them by reference herein.

¹ See Enventis, Press Release, *HickoryTech is Now Enventis Corporation* (May 6, 2014), available at: http://www.enventis.com/One-Name.aspx.

Contacts

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following:

Jean L. Kiddoo Brett P. Ferenchak Bingham McCutchen LLP 2020 K Street, N.W. Washington, DC 20006-1806

Tel: 202-373-6000 Fax: 202-373-6001 jean.kiddoo@bingham.com brett.ferenchak@bingham.com

For CCHI:

For Enventis Telecom:

Michael Shultz

Vice President Regulatory and Public Policy

Consolidated Communications

350 South Loop 336 West

Conroe, TX 77304

Tel: 936-788-7414

Bill VanderSluis

Director – Regulatory

Enventis Corporation

221 East Hickory Street

Mankato, MN 56002-3248

Tel: 507-387-1886

Tel: 936-788-7414 Tel: 507-387-1886 Fax: 936-788-1229 Fax: 507-387-6813

michael.shultz@consolidated.com

Bill.VanderSluis@enventis.com

Description of the Transaction

On June 29, 2014, CCHI, Enventis Corp. and Merger Sub entered into an Agreement and Plan of Merger ("Agreement") whereby Merger Sub will be merged with Enventis Corp.² As a result, Enventis Corp. and Enventis Telecom will become a wholly owned indirect subsidiaries of CCHI. For the Commission's convenience, pre- and post-transaction organizational charts are provided as Exhibit B hereto.

No authority held by Enventis Telecom will be cancelled as a result of the Enventis Transaction. And immediately following the Enventis Transaction, Enventis Telecom will continue to use its current name in the provision of service. Following consummation of the Enventis Transaction, Enventis Telecom will continue to provide service to its customers under the same name and at the same rates, terms, and conditions, ensuring a seamless transition of ownership

A copy of the Agreement is an exhibit to the SEC Form 8-K filed by CCHI that is available at: http://www.sec.gov/Archives/edgar/data/1304421/000117184314003076/exh 21.htm.

without confusion or adverse impact to consumers. Any future tariff changes, name changes, or other modifications will be undertaken pursuant to applicable federal and state laws and regulations.

Public Interest Considerations

Applicants submit that the Transaction is consistent with the public interest. The Transaction will bring together two successful enterprises that have demonstrated a long-standing commitment to excellence in a highly competitive marketplace. Applicants expect that the Transaction will enable the companies to better meet the local, national and global needs of enterprises, wholesale buyers, and other customers. Customers of the combined company will benefit from the extensive telecommunications experience and expertise of the combined company and also from a combined product portfolio.

The Applicants believe that the Transaction will result in a stronger combined company and allow the combined company to offer new products and services and consumer choice for telecommunications and broadband services. The Applicants anticipate that customers will benefit from the enhanced access of Enventis Telecom to the capital and financial strengths of CCHI and the Consolidated Companies, but also the sharing and application of best practices along with the availability of additional management expertise following the acquisition by CCHI. The post-Transaction management of Enventis Telecom 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 and a combination of the best practices of both existing organizations.

Applicants also expect to realize cost benefits from the scale efficiencies of providing Internet and telephone services across the enterprise, resulting in the ability to more effectively compete for customers on a price basis. Current and future customers will also enjoy the benefit of the Consolidated Companies' 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.

Moreover, the Transaction will be conducted in a manner that will be transparent to Enventis Telecom customers and any future name change or service changes will be preceded by appropriate notices to customers as well as any required regulatory filings. The Transaction will not result in any immediate change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

Following consummation of the Transaction, Enventis Telecom will continue to provide highquality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

The public interest will also be served by expeditious consideration and approval of the Transaction. For various important business, tax and financial reasons, Applicants require that the transaction be closed as quickly as possible. Delay in the regulatory approval process – and therefore in the ability of the Applicants to move forward promptly with the integration process – risks creating employee and customer uncertainty and competitive harm. In particular, the telecommunications marketplace continues to be a very challenging business environment. The proposed Acquisition is aimed at strengthening the competitive position of the combined entities and, therefore, delay in the regulatory approval process prevents the parties from realizing the economic benefits of integration of the carriers' networks or offering the expanded combined network footprint to customers as quickly as the parties otherwise could. Accordingly, Applicants request that the Commission commence its examination of the proposed Transaction as soon as possible and complete its review no later than September 24, 2014.

Conclusion

Tor the reasons set forth above, Applicants submit that the public interest, convenience, and necessity would be furthered by grant of this Application, authorizing Applicants to complete the Transaction described herein.

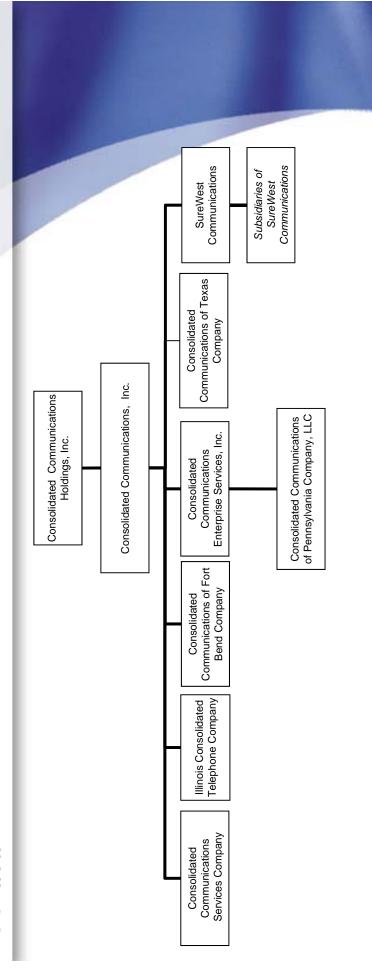
EXHIBIT B

Pre- and Post-Transaction Organizational Charts



Consolidated Communications Holdings, Inc & Subsidiaries Organizational Chart (Page 1 of 3)

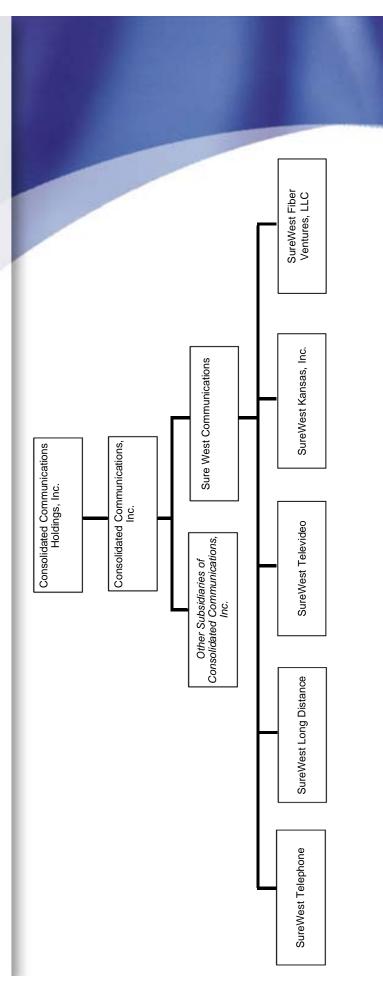
As of 6/30/14





Consolidated Communications Holdings, Inc & Subsidiaries Organizational Chart (Page 2 of 3)

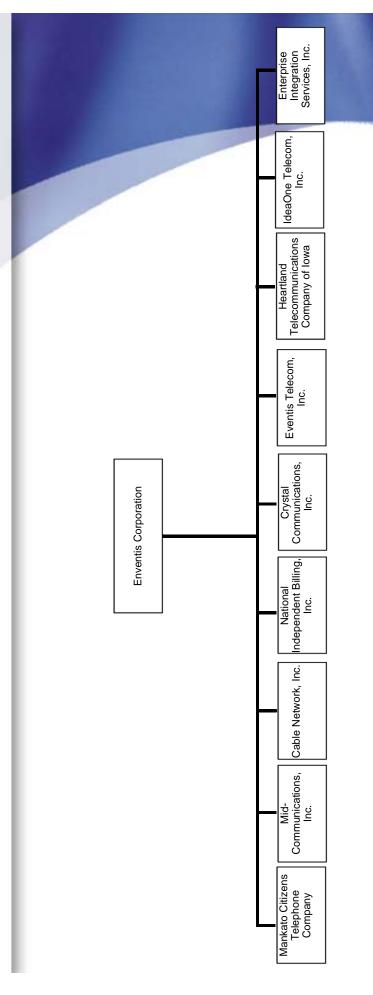
As of 6/30/14





Enventis Corporation & Subsidiaries Organizational Chart (Page 3 of 4)

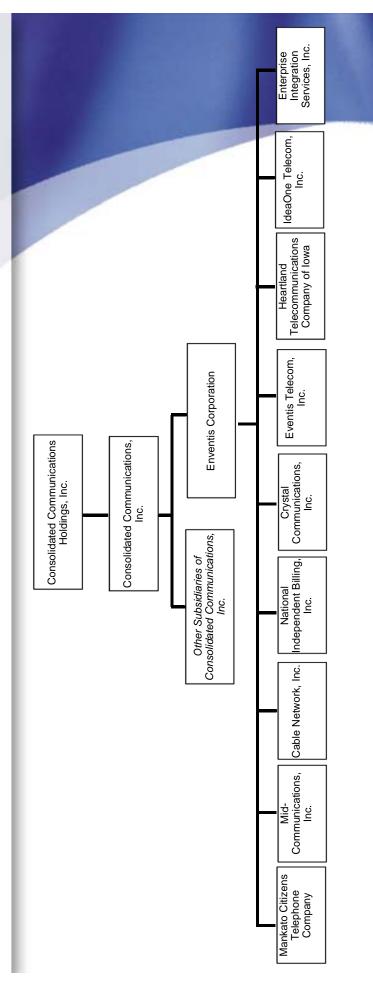
As of 6/30/14





Consolidated Communications Holdings, Inc & Subsidiaries Organizational Chart (Page 4 of 4)

Effective Post Close



ATTACHMENT 1

Certificate of Good Standing from Ohio Secretary of State

UNITED STATES OF AMERICA STATE OF OHIO OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show ENVENTIS TELECOM, INC., a Minnesota corporation, having qualified to do business within the State of Ohio on November 3, 2008 under License No. 1816348 is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 30th day of July, A.D. 2014.

Ohio Secretary of State

an Husted

Validation Number: 201421101761

ATTACHMENT 2

List of Officers and Directors

The current officers and directors of Consolidated Communications Holdings, Inc. include:

Officers

Robert J. Currey - Chairman and CEO

Steven L. Childers - Senior Vice President and Chief Financial Officer

C. Robert Udell Jr. - President, COO and Director

Steven J. Shirar - Senior Vice President

Christopher A. Young - Chief Information Officer

Directors

Robert J. Currey, Chairman

C. Robert Udell Jr.

Richard A. Lumpkin

Thomas A. Gerke

Roger H. Moore

Maribeth S. Rahe

Timothy D. Taron

The current officers and directors of Enventis Telecom, Inc. include:

Officers

John Finke - President and Chief Executive Officer

David Christensen - Chief Financial Officer

Carol Wirsbinski - Chief Operating Officer

Lane Nordquist - President of Information Solutions/CIO

Mary Jacobs - Vice President of Human Resources

Directors

Diane Dewbrey, Chair

Myrita Craig

Robert Alton

Lyle Bosacker

James Bracke

John Finke

R. Wynn Kearney, Jr.

Dale Parker

This foregoing document was electronically filed with the Public Utilities

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in

Case No(s). 14-1323-TP-CIO

Summary: Application Application for Approval of a Transfer of Control of Enventis Telecom, Inc. to Consolidated Communications Holdings, Inc. electronically filed by Mr. Brett P Ferenchak on behalf of Consolidated Communications Holdings, Inc. and Enventis Telecom, Inc.