

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 9-2-2015)

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 of _____

to _____

) TRF Docket No. 90 -
) Case No. - **TP** -
) **NOTE: Unless you have reserved a Case #, leave the**
) **“Case No” fields BLANK.**

Name of Registrant(s) _____
DBA(s) of Registrant(s) _____
Address of Registrant(s) _____
Company Web Address _____
Regulatory Contact Person(s) _____ Phone _____ Fax _____
Regulatory Contact Person's Email Address _____
Contact Person for Annual Report _____ Phone _____
Address (if different from above) _____
Consumer Contact Information _____ Phone _____
Address (if different from 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.

Section III – Carrier to Carrier is Pursuant to [4901:1-7](#) OAC, and Wireless is Pursuant to [4901:1-6-24](#) OAC.

Section IV – Attestation.

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

(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)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section I – Part I - Common Filings

Carrier Type Other (explain below)	For Profit ILEC	Not For Profit ILEC	CLEC
Change terms & conditions of existing BLES	ATA 1-6-14(H) (Auto 30 days)	ATA 1-6-14(H) (Auto 30 days)	ATA 1-6-14(H) (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			ATA 1-6-14(H) (Auto 30 days)
Introduce or Increase Late Payment	ATA 1-6-14(I) (Auto 30 days)	ATA 1-6-14(I) (Auto 30 days)	ATA 1-6-14(I) (Auto 30 days)
Revisions to BLES Cap.	ZTA 1-6-14(F) (0 day Notice)		
Introduce BLES or expand local service area (calling area)	ZTA 1-6-14(H) (0 day Notice)	ZTA 1-6-14(H) (0 day Notice)	ZTA 1-6-14(H) (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	ZTA 1-6-27(C) (0 day Notice)	ZTA 1-6-27(C) (0 day Notice)	
Change BLES Rates	TRF 1-6-14(F) (0 day Notice)	TRF 1-6-14(F)(4) (0 day Notice)	TRF 1-6-14(G) (0 day Notice)
To obtain BLES pricing flexibility	BLS 1-6-14(C)(1)(c) (Auto 30 days)		
Change in boundary	ACB 1-6-32 (Auto 14 days)	ACB 1-6-32 (Auto 14 days)	
Expand service operation area			TRF 1-6-08(G) (0 day)
BLES withdrawal			ZTA 1-6-25(B) (0 day Notice)
Other* (explain)			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	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	Introduce New	Tariff Change	Price Change	Withdraw
IOS				

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

Certification	ILEC (Out of territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	ACE 1-6-08 * (Auto 30- day)	ACE 1-6-08 *(Auto 30 day)	ACE 1-6-08 *(Auto 30 day)	ACE 1-6-10 (Auto 30 day)	UNC 1-6-09 *(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 1-6-26 (Auto 30 days)	ABN 1-6-26 (Auto 30 days)
Change of Official Name *	ACN 1-6-29(B) (Auto 30 days)	ACN 1-6-29(B) (Auto 30 days)	CIO 1-6-29(C) (0 day Notice)
Change in Ownership *	ACO 1-6-29(E) (Auto 30 days)	ACO 1-6-29(E) (Auto 30 days)	CIO 1-6-29(C) (0 day Notice)
Merger *	AMT 1-6-29(E) (Auto 30 days)	AMT 1-6-29(E) (Auto 30 days)	CIO 1-6-29(C) (0 day Notice)
Transfer a Certificate *	ATC 1-6-29(B) (Auto 30 days)	ATC 1-6-29(B) (Auto 30 days)	CIO 1-6-29(C) (0 day Notice)
Transaction for transfer or lease of property, plant or business *	ATR 1-6-29(B) (Auto 30 days)	ATR 1-6-29(B) (Auto 30 days)	CIO 1-6-29(C) (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 an approved agreement	NAG 1-7-07 (Auto 90 day)	NAG 1-7-07 (Auto 90 day)
Request for Arbitration	ARB 1-7-09 (Non-Auto)	ARB 1-7-09 (Non-Auto)
Introduce or change c-t-c service tariffs,	ATA 1-7-14 (Auto 30 days)	ATA 1-7-14 (Auto 30 days)
Request rural carrier exemption, rural carrier suspension or modification	UNC 1-7-04 or 05 (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	ATA 1-3-04 (Auto 30 days)	
Wireless Providers See 4901:1-6-24	RCC [Registration & Change in Operations] (0 day)	NAG [Interconnection Agreement or Amendment] (Auto 90 days)

Section IV. – Attestation

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 applicant corporation, , 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, , 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

_____ Date _____

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

File document electronically as directed in case number 06-900-AU-WVR

or

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

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

LIST OF EXHIBITS

EXHIBIT A:	Existing Tariff Sheets
EXHIBIT B:	Proposed Revised Tariff Sheets
EXHIBIT C:	Description of the Nature of the Change
EXHIBIT D:	Customer Notice
EXHIBIT E:	Ohio Secretary of State Certificates of Good Standing
EXHIBIT F:	Listing of Officers and Directors
EXHIBIT G:	Description of and Rationale for the Transaction, including Public Interest Considerations
EXHIBIT H:	Contacts and Verifications

EXHIBIT A
Existing Tariff Sheets

This application does not require any tariff changes, and there are no superseded tariff sheets. See Exhibit G for more information.

EXHIBIT B
Proposed Revised Tariff Sheets

This application does not require any tariff changes and there are no revised tariff sheets.

See Exhibit G for more information.

EXHIBIT C
Description of the Nature of the Change

This application does not require any tariff changes and there are no revised tariff sheets.

See Exhibit G for more details.

EXHIBIT D

Customer Notice

The Transaction (as defined in Exhibit G) will be transparent to the customers of the FairPoint Regulated Entities (also as defined in Exhibit G). There are no direct ownership changes to any of the FairPoint Regulated Entities, no customer transfers, and no changes to rates, terms or conditions of any customer services. Any future changes will be made in accordance with applicable Commission rules and requirements. Consequently, no customer notice is required. See Exhibit G for more details.

Nevertheless, the Applicants have provided notice to the customers of FairPoint Regulated Entities as follows: (1) the attached letter was mailed to all business customers on or around December 15, 2016, and (2) the attached bill message is being sent to all residential customers beginning with the December 15, 2016 billing cycle and concluding in mid-January 2017.



December 16, 2016

Dear FairPoint Customer:

We recently announced that Consolidated Communications, a publicly traded telecommunications provider (NASDAQ: CNSL), has signed an agreement to acquire FairPoint Communications. Consolidated is a leading business communications and broadband provider, and combined, we will operate in 24 states and be the ninth largest fiber provider in the country.

We expect to close on the transaction in mid-2017 following completion of the customary regulatory approval process. Please rest assured that we are committed to providing you with the same great service you have come to expect from FairPoint, and you can continue to order services through and work with the same FairPoint personnel. Any agreements you have with us remain in place.

We hope you share our excitement about this planned business combination. If you have any questions, you may visit www.fairpoint.com/consolidated to learn more.

Sincerely,

A handwritten signature in black ink, appearing to read "Paul Sunu".

Paul Sunu
Chief Executive Officer
FairPoint Communications



Safe Harbor

The Securities and Exchange Commission ("SEC") encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. Certain statements in this filing are forward-looking statements and are made pursuant to the safe harbor provisions of the Securities Litigation Reform Act of 1995. These forward-looking statements reflect, among other things, current expectations, plans, strategies, and anticipated financial results of the Consolidated Communications Holdings, Inc. ("Consolidated") and FairPoint Communications, Inc. ("FairPoint"), both separately and as a combined entity. There are a number of risks, uncertainties, and conditions that may cause the actual results of Consolidated and FairPoint, both separately and as a combined entity, to differ materially from those expressed or implied by these forward-looking statements. These risks and uncertainties include the timing and ability to complete the proposed acquisition of FairPoint by Consolidated, the expected benefits of the integration of the two companies and successful integration of FairPoint's operations with those of Consolidated and realization of the synergies from the integration, as well as a number of factors related to the respective businesses of Consolidated and FairPoint, including economic and financial market conditions generally and economic conditions in Consolidated's and FairPoint's service areas; various risks to stockholders of not receiving dividends and risks to Consolidated's ability to pursue growth opportunities if Consolidated continues to pay dividends according to the current dividend policy; various risks to the price and volatility of Consolidated's common stock; changes in the valuation of pension plan assets; the substantial amount of debt and Consolidated's ability to repay or refinance it or incur additional debt in the future; Consolidated's need for a significant amount of cash to service and repay the debt and to pay dividends on the common stock; restrictions contained in the debt agreements that limit the discretion of management in operating the business; legal or regulatory proceedings or other matters that impact the timing or ability to complete the acquisition as contemplated, regulatory changes, including changes to subsidies, rapid development and introduction of new technologies and intense competition in the telecommunications industry; risks associated with Consolidated's possible pursuit of acquisitions; system failures; losses of large customers or government contracts; risks associated with the rights-of-way for the network; disruptions in the relationship with third party vendors; losses of key management personnel and the inability to attract and retain highly qualified management and personnel in the future; changes in the extensive governmental legislation and regulations governing telecommunications providers and the provision of telecommunications services; telecommunications carriers disputing and/or avoiding their obligations to pay network access charges for use of Consolidated's and FairPoint's network; high costs of regulatory compliance; the competitive impact of legislation and regulatory changes in the telecommunications industry; liability and compliance costs regarding environmental regulations; the possibility of disruption from the integration of the two companies making it more difficult to maintain business and operational relationships; the possibility that the acquisition is not consummated, including, but not limited to, due to the failure to satisfy the closing conditions; the possibility that the merger may be more expensive to complete than anticipated, including as a result of unexpected factors or events; and diversion of management's attention from ongoing business operations and opportunities. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements are discussed in more detail in Consolidated's and FairPoint's respective filings with the SEC, including the Annual Report on Form 10-K of Consolidated for the year ended December 31, 2015, which was filed with the SEC on February 29, 2016, under the heading "Item 1A—Risk Factors," and the Annual Report



on Form 10-K of FairPoint for the year ended December 31, 2015, which was filed with the SEC on March 2, 2016, under the heading "Item 1A—Risk Factors," and in subsequent reports on Forms 10-Q and 8-K and other filings made with the SEC by each of Consolidated and FairPoint. Many of these circumstances are beyond the ability of Consolidated and FairPoint to control or predict. Moreover, forward-looking statements necessarily involve assumptions on the part of Consolidated and FairPoint. These forward-looking statements generally are identified by the words "believe", "expect", "anticipate", "estimate", "project", "intend", "plan", "should", "may", "will", "would", "will be", "will continue" or similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of Consolidated and FairPoint, and their respective subsidiaries, both separately and as a combined entity to be different from those expressed or implied in the forward-looking statements. All forward-looking statements attributable to us or persons acting on the respective behalf of Consolidated or FairPoint are expressly qualified in their entirety by the cautionary statements that appear throughout this filing. Furthermore, forward-looking statements speak only as of the date they are made. Except as required under the federal securities laws or the rules and regulations of the SEC, each of Consolidated and FairPoint disclaim any intention or obligation to update or revise publicly any forward-looking statements. You should not place undue reliance on forward-looking statements.

Important Merger Information and Additional Information

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. In connection with the proposed transaction, Consolidated and FairPoint will file relevant materials with the SEC. Consolidated will file a Registration Statement on Form S-4 that includes a joint proxy statement of Consolidated and FairPoint and which also constitutes a prospectus of Consolidated. Consolidated and FairPoint will mail the final joint proxy statement/prospectus to their respective stockholders. **Investors are urged to read the joint proxy statement/prospectus regarding the proposed transaction when it becomes available, because it will contain important information.** The joint proxy statement/prospectus and other relevant documents that have been or will be filed by Consolidated and FairPoint with the SEC are or will be available free of charge at the SEC's website, www.sec.gov, or by directing a request when such a filing is made to Consolidated Communications Holdings, Inc., 121 South 17th Street, Mattoon, IL 61938, Attention: Investor Relations or to FairPoint Communications, Inc., 521 East Morehead Street, Suite 500, Charlotte, North Carolina 28202, Attention: Secretary.

Consolidated, FairPoint and certain of their respective directors, executive officers and other members of management and employees may be considered participants in the solicitation of proxies in connection with the proposed transaction. **Information about the directors and executive officers of Consolidated is set forth in its definitive proxy statement, which was filed with the SEC on March 28, 2016. Information about the directors and executive officers of FairPoint is set forth in its definitive proxy statement, which was filed with the SEC on March 25, 2016.** These documents can be obtained free of charge from the sources listed above. Investors may obtain additional information regarding the interests of such participants by reading the joint proxy statement/prospectus Consolidated and FairPoint will file with the SEC when it becomes available.

Residential Bill Message:

FairPoint Communications recently announced it has entered into a definitive agreement to be acquired by Consolidated Communications with an anticipated transaction closing in mid-2017. Please rest assured that we are committed to delivering outstanding service to you and you can continue to contact us as you do today. We will share additional information when it becomes available.

For additional information about the acquisition, please visit www.FairPoint.com/Consolidated.

In the Matter of the Application to Transfer Indirect
Control of FairPoint Regulated Entities
Case No. 17-0069-TP-ACO

EXHIBIT E
Ohio Secretary of State Certificates of Good Standing

See attached.

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 FAIRPOINT CARRIER SERVICES, INC., a Delaware corporation, having qualified to do business within the State of Ohio on November 15, 1999 under License No. 1118049 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 9th day of January, A.D. 2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201700903120

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 CONSOLIDATED COMMUNICATIONS ENTERPRISE SERVICES, INC., a Delaware corporation, having qualified to do business within the State of Ohio on March 14, 2003 under License No. 1375515 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 9th day of January, A.D. 2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201700903386

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 GERMANTOWN LONG DISTANCE COMPANY, an Ohio corporation, Charter No. 955259, having its principal location in Germantown, County of Montgomery, was incorporated on October 8, 1996 and 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 9th day of January, A.D. 2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201700903394

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 ORWELL COMMUNICATIONS, INC., an Ohio corporation, Charter No. 710465, having its principal location in Orwell, County of Ashtabula, was incorporated on October 14, 1987 and 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 9th day of January, A.D. 2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201700903486

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 **QUALITY ONE TECHNOLOGIES, INC.**, an Ohio corporation, Charter No. 964702, having its principal location in Columbus Grove, County of Putnam, was incorporated on January 3, 1997 and 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 9th day of January, A.D. 2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201700903492

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 THE COLUMBUS GROVE TELEPHONE COMPANY, an Ohio corporation, Charter No. 124753, having its principal location in Columbus Grove, County of Putnam, was incorporated on January 25, 1927 and 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 9th day of January, A.D. 2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201700903494

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 THE GERMANTOWN INDEPENDENT TELEPHONE COMPANY, an Ohio corporation, Charter No. 14644, having its principal location in Germantown, County of Montgomery, was incorporated on March 13, 1900 and 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 9th day of January, A.D. 2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201700903498

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 THE ORWELL TELEPHONE COMPANY., an Ohio corporation, Charter No. 235295, having its principal location in Orwell, County of Ashtabula, was incorporated on September 13, 1953 and 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 9th day of January, A.D. 2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201700903504

EXHIBIT F

Listing of Officers and Directors

The officers and directors of Consolidated Communications Holdings, Inc. are listed below. Their address is 121 South 17th Street, Mattoon, Illinois 61938, and phone number is (217) 235-3311.

C. Robert Udell, Jr., President, CEO, and Director

Seven L. Childers, Chief Financial Officer

Steven J. Shirar, Chief Information Officer and Corporate Secretary

Robert J. Currey, Executive Chairman

Richard A. Lumpkin, Founding Director

Thomas A. Gerke, Director

Roger H. Moore, Director

Dale E. Parker, Director

Maribeth S. Rahe, Director

Timothy D. Taron, Director

Biographical information on these individuals is available at:

<http://ir.consolidated.com/management.cfm> and <http://ir.consolidated.com/directors.cfm>

EXHIBIT G
Description of and Rationale for the Transaction, including
Public Interest Considerations

This is a joint application by Consolidated Communications Holdings, Inc. (“CCHI”) and FairPoint Communications, Inc. (“FairPoint”) (the “Applicants”), two public companies in good standing, and their applicable subsidiaries, to allow them to merge at a national level in order to pursue the opportunities presented by the more significant scale of the merged companies, while continuing to provide excellent service at the local level in the states they serve. The merger does not involve a technical cutover of any kind or a transfer of certificates, will not reduce competition in any market in Ohio or elsewhere, will create a more financially strong entity with improved access to capital, and will pool the management resources and talents of two longstanding providers of wireline and data services.

This application is filed for the approval of an indirect transfer of control of all FairPoint regulated subsidiaries operating in Ohio (“FairPoint Regulated Entities”), including: FairPoint Carrier Services, Inc., Germantown Long Distance Company dba FairPoint Long Distance, Orwell Communications, Inc. dba FairPoint Long Distance, Quality One Technologies, Inc. dba FairPoint Long Distance, The Columbus Grove Telephone Company, The Germantown Independent Telephone Company, and The Orwell Telephone Company. The indirect transfer of control of the FairPoint Regulated Entities to CCHI is collectively referred to herein as the “Transaction.” Given the increasingly competitive nature of the communications market, the Applicants are seeking to complete the Transaction by mid-2017 in order to ensure that customers and Applicants promptly realize the benefits of operating as a combined entity.

The Applicants

CCHI (Nasdaq: CNSL) is a Delaware corporation headquartered in Mattoon, Illinois. Through its wholly-owned subsidiary, Consolidated Communications, Inc. (“CCI”), an Illinois corporation also headquartered in Mattoon, Illinois, it owns and operates a number of licensed telecommunications providers across its 11 state footprint and a fiber network spanning 14,100 miles. These leading broadband and business communications providers leverage the advanced fiber optic network and multiple data centers to offer a wide range of communications solutions, including data, voice, video, managed services, cloud computing and wireless backhaul throughout its 11 state footprint. CCHI’s ILEC subsidiaries have been providing services in many of its markets for more than a century. In Ohio, CCHI’s indirect subsidiary is Consolidated Communications Enterprise Services, Inc. (PUCO Certificate Number 90-6117).

CCHI and its subsidiaries have approximately 1,800 employees. Its combined operations have approximately \$755 million in annual revenues nationwide for the trailing twelve months ended September 30, 2016. Additional information regarding CCHI, including its most recent Forms 10-K and 10-Q, as filed with the Securities and Exchange Commission (“SEC”), is available at <http://ir.consolidated.com/>.

FairPoint (Nasdaq: FRP) is a Delaware corporation headquartered in Charlotte, North Carolina. FairPoint functions as a holding company and does not provide any telecommunications services in its own right. Through its subsidiaries, FairPoint provides advance data, voice, and video technologies to single and multi-site businesses, public and private institutions, consumers, wireless companies, and wholesale resellers in 17 states. It owns and operates a robust fiber network with more than 21,000 route miles of fiber. Its network coverage, scalable bandwidth, and transport capacity support enhanced applications, including next generation mobile and cloud-

based communications, such as small cell wireless backhaul technology, voice over IP, data center colocation services, managed services, and disaster recovery.

FairPoint and its subsidiaries have approximately 2,600 employees. Its combined operations have approximately \$830 million in annual revenues nationwide for the trailing twelve months ended September 30, 2016. Additional information regarding FairPoint, including its most recent Forms 10-K and 10-Q, as filed with the SEC, is available at <http://phx.corporate-ir.net/phoenix.zhtml?c=122010&p=irol-irhome>.

The Transaction

On December 3, 2016, CCHI, FairPoint, and Falcon Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of CCHI (“Merger Sub”), entered into an Agreement and Plan of Merger (“Merger Agreement”)¹ which, among other things, provides for a business combination by reverse triangular merger (“Merger”) whereby Merger Sub will merge with and into FairPoint. As a result of the Merger, the separate corporate existence of Merger Sub will cease, and FairPoint will continue as the surviving corporation owned by CCHI. Upon completion of the Transaction, CCHI will contribute all of the equity interest in FairPoint to its direct, wholly owned-subsiidiary, CCI, so that FairPoint will be a direct, wholly owned subsidiary of CCI.

Pursuant to the terms of the Merger Agreement, FairPoint stock will be exchanged for CCHI stock. As a result of the Merger, CCHI will become the new ultimate parent company of the FairPoint Regulated Entities. However, this change in ultimate control does not involve a transfer of operating authority or tariffs held or published by the FairPoint Regulated Entities or a transfer of assets or customers, and the Transaction will be transparent to end user customers. The

¹ The Merger Agreement is available at <http://ir.consolidated.com/common/download/sec.cfm?CompanyID=ABEA-3FO4FR&FID=1171843-16-13502&CIK=1304421>.

current customers of the FairPoint Regulated Entities will remain customers of those entities following the Merger. Accordingly, customers will continue to enjoy the same rates, terms, and conditions of service as they do prior to closing.² Immediately following consummation of the Transaction, the FairPoint Regulated Entities will continue to offer the same services, and rates, terms and conditions of service pursuant to their existing authorizations, and the only material change resulting from the Transaction will be that these certificated entities ultimately will be indirectly owned by CCHI.

The Merger is valued at approximately \$1.5 billion, including debt. CCHI intends to finance the Merger with debt, in addition to cash on hand and other sources of liquidity and has secured a commitment for the financing necessary to complete the Merger. Before and after organizational charts demonstrating the Merger are attached at the end of this Exhibit.

The Public Interest

Applicants submit that the Transaction will affirmatively promote the service, accommodation, convenience, and safety of the public in a substantial way and serve the public interest. The Transaction will combine two companies with extensive fiber networks that have demonstrated a long-standing commitment to serving customers in rural markets where deployment and maintenance of telecommunications networks and services is challenging. It will create a stronger combined business and broadband provider to better serve and meet the local and national needs of its customers. The Transaction also will better position CCHI to expand broadband coverage, increase broadband speeds, and leverage its extensive product suite and

² Any subsequent changes made through the ordinary course of business will be made pursuant to applicable regulatory approval, tariffing, or similar processes.

consultative sales approach across 24 states, bringing advanced solutions and better service to customers.

The FairPoint Regulated Entities in particular will benefit from CCHI's extensive telecommunications experience, expertise and financial strength. The Transaction will allow the FairPoint Regulated Entities to leverage CCHI's enhanced product and service portfolio and consultative sales approach across their markets. The combined company will enable the offering of additional advanced products and services and consumer choice for telecommunications and broadband services in the areas served by the FairPoint Regulated Entities.

In addition, the Transaction will allow customers to benefit from the increased economies of scale and scope of the combined enterprise as well as the increased operating synergies (estimated at \$55 million annually within two years of closing) and reduced leverage (*i.e.*, the pro forma balance sheet capital structure of the combined company will provide significantly improved financial and strategic flexibility). The network efficiencies and economies resulting from the Transaction will strengthen the combined enterprise's economic position, improve growth opportunities and enhance the scale of a fiber rich network that will expand to 35,100 fiber route miles across 24 states with 8,500 fiber-connected buildings and 2,400 fiber-connected towers. Applicants will enjoy access to each other's advanced network capabilities, technical and financial strengths, and complementary services, which together are expected to enhance Applicants' ability to provide quality competitive services in the State of Ohio.

From a financial standpoint, CCHI's securing of \$935 million in debt financing to be used, among other things, to refinance FairPoint's existing approximately \$916 million debt brings greater certainty and reduced risk to the Transaction and for Ohio consumers and thus promises to yield affirmative public interest benefits. The terms of CCHI's new credit facility are more

favorable than the terms of FairPoint's existing debt facilities. In particular, CCHI was able to leverage its favorable credit rating and credit market profile (vis-à-vis FairPoint)³ to obtain financing for the Transaction at an interest rate of 4%, whereas FairPoint's existing credit facilities bear a blended interest rate of approximately 7.9%. In addition, the term loan financing the Transaction matures no earlier than March 2022, whereas the existing FairPoint term loan facility matures in February 2019 and the existing FairPoint note facility matures in August 2019. This substantial savings in interest expense and extended maturity dates will lower risk and improve financial and strategic flexibility going forward for the combined company. It will allow CCHI to proceed through its stated transition and integration on a measured and methodical pace without the pressures that could have arisen from less favorable credit terms. It also reduces risk and financial pressure on FairPoint and the FairPoint Regulated Entities, as it was unlikely that FairPoint could have achieved terms and rates comparable to those obtained by CCHI if it had to access the credit market outside of this Transaction on a stand-alone basis. Refinancing FairPoint's debt effectively eliminates capital market risk and uncertainty for FairPoint and the FairPoint Regulated Entities for another five years.

The Transaction will be transparent to customers and will not result in any changes to the services received by customers of the FairPoint Regulated Entities or to the rates, terms, and conditions of their services. The FairPoint Regulated Entities' existing tariffs will not be affected by the Transaction and will remain in effect (subject to change in the ordinary course of business).

³ Applicants submit that CCHI has a more favorable reputation and profile than FairPoint in credit markets generally allowing for better access to capital. For example, CCHI has a Moody's rating of Ba3 versus FairPoint's rating of B2, a two level or "notch" difference. Similarly, CCHI has an S&P rating of B+ versus FairPoint's rating of B, a one level or "notch" difference.

Any future changes in rates, terms, and conditions of service will be made in accordance with applicable Commission rules and requirements.

Furthermore, the Transaction involves no technical cutover of any kind, as there will be no immediate change made to FairPoint's well-established back-office systems for billing or operations support following the Transaction. CCHI expects that in the ordinary course of business operations following the closing, the combined company's management will evaluate the unification of certain systems, including the legacy systems of CCHI's subsidiaries, to determine which ones best suit the needs of the larger company. CCHI anticipates this process will take between 12-24 months once initiated and is confident any such process can be managed with minimal disruption.

The Transaction, moreover, does not raise any slamming concerns or necessitate compliance with Federal Communications Commission ("FCC") or state procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers because it does not involve a change in any customer's existing service provider. Customers will remain with their current telecommunications service provider and will continue to be served under their existing arrangements. Accordingly, there are no changes in customers' preferred carrier, and no further filings or authorizations are required under the FCC's carrier selection rules (47 C.F.R. §64.1120) or under similar state rules.

There will be no diminution of competition. The FairPoint and Consolidated enterprises do not compete with each other in Ohio. Because Applicants do not compete for customers, particularly local exchange customers, the Transaction will not adversely affect competition and there are thus no potential public interest harms related to market concentration. To the contrary, the Transaction will enhance competition because it will strengthen the combined company's

ability to compete with wireline, cable, and wireless providers in the marketplace. The combined company, moreover, will be better positioned in the increasingly competitive and technology-driven communications marketplace to deliver best in class service for the benefit of customers, employees, shareholders, and the communities it serves.

EXHIBIT H

Contacts and Verifications

The contacts for this application follow and the verifications are attached.

Counsel for FairPoint and CCHI:

William A. Adams, Esq.
Bailey Cavalieri LLC
10 West Broad Street, Suite 2100
Columbus, OH 43215
wadams@baileycav.com
614.229.3278 (office)

FairPoint:

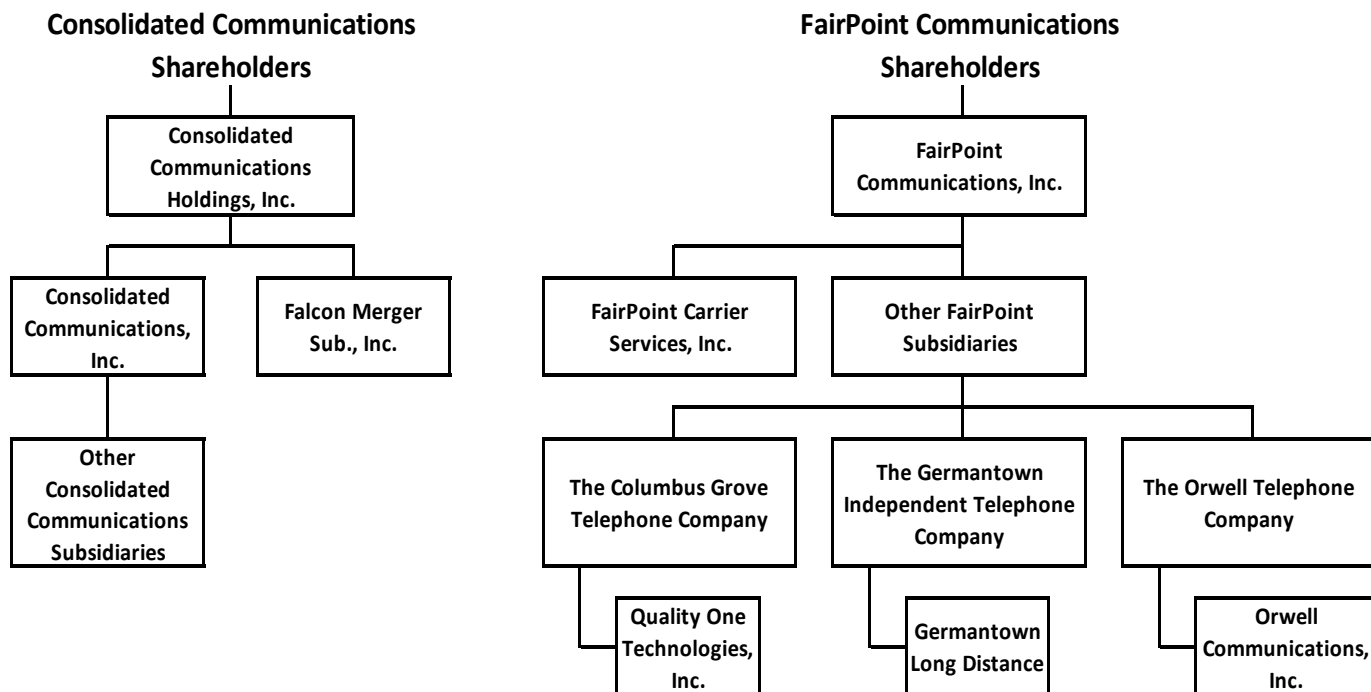
M. Beth Fastiggi, State President – Vermont
FairPoint Communications
800 Hinesburg Road
South Burlington, VT 05403
beth.fastiggi@fairpoint.com
802.951.8006 (office)

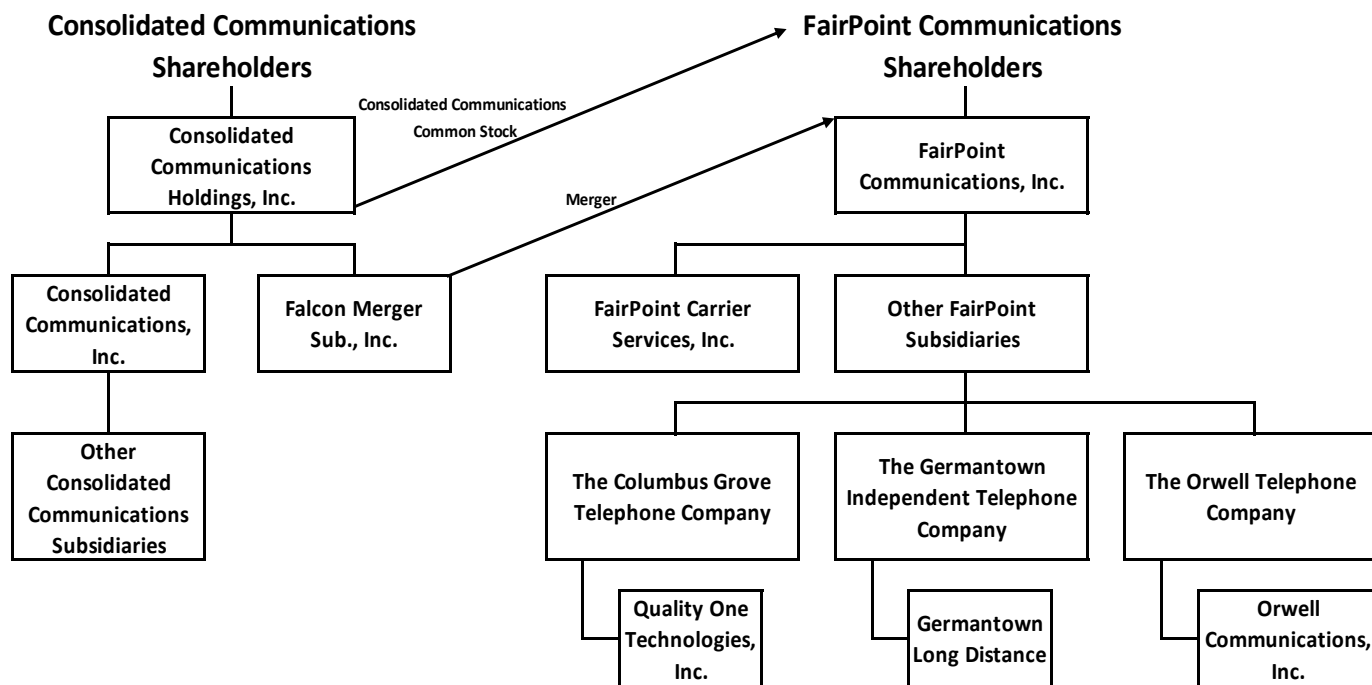
J. Garrett Van Osdell
Vice President and Deputy General Counsel
FairPoint Communications
521 E. Morehead Street, Suite 500
Charlotte, NC 28202
gvanosdell@fairpoint.com
704.227.3641 (office)

CCHI:

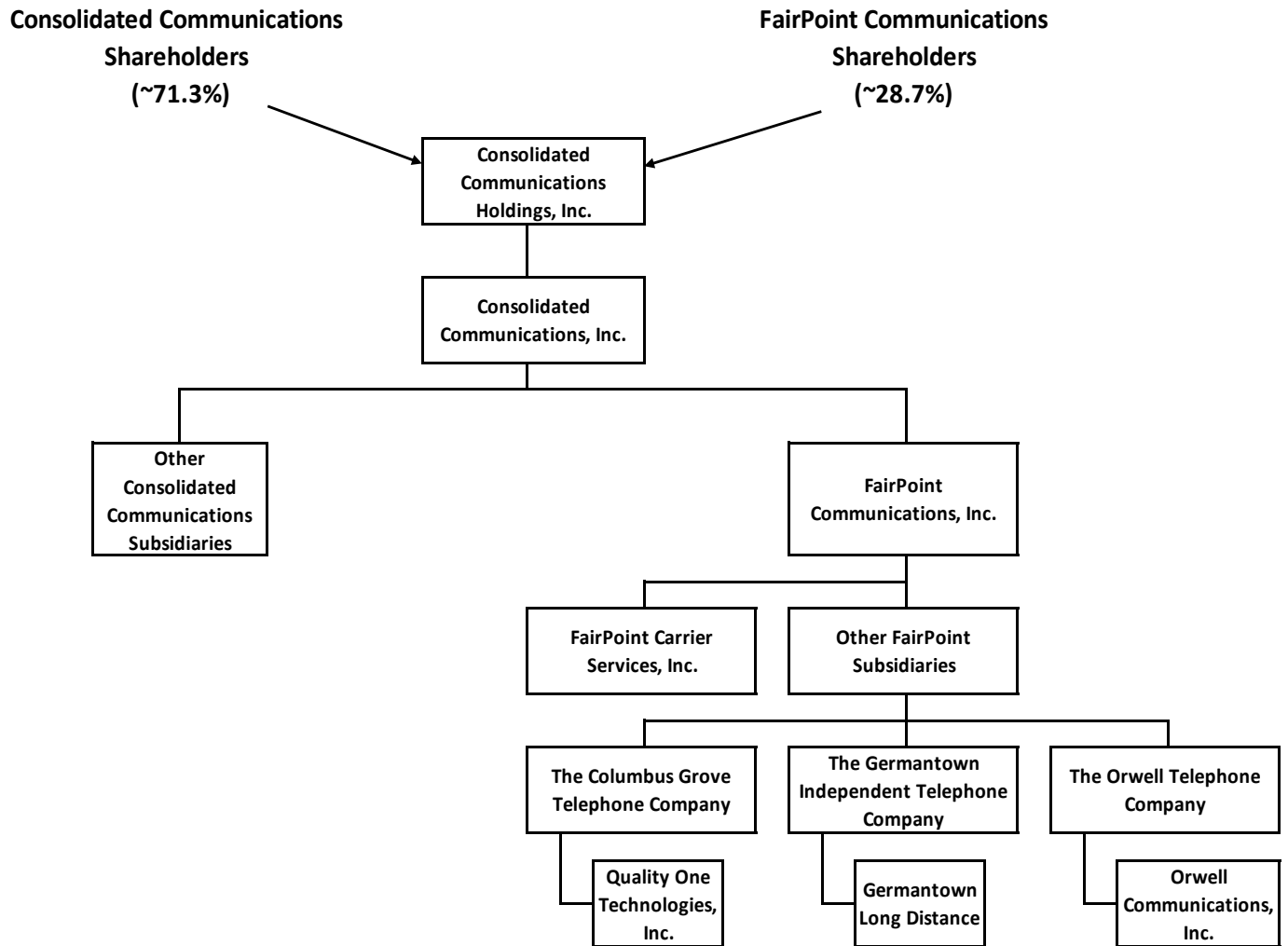
Michael J. Shultz
Vice President, Regulatory and Public Policy
Consolidated Communications
350 S. Loop 336 W
Conroe, TX 77304
mike.shultz@consolidated.com
(936) 788-7414 (office)

Kevin J. Kastor
Manager – Regulatory & Legislative Affairs
Consolidated Communications
350 S. Loop 336 W
Conroe, TX 77304
kevin.kastor@consolidated.com
936.788.7420 (office)





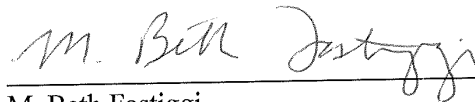
- Falcon Merger Sub merges with and into FairPoint Communications, Inc. which survives as a wholly- owned subsidiary of Consolidated Communications, Inc.
- FairPoint shareholders receive merger consideration (Consolidated Communications common stock)



STATE OF Vermont §
COUNTY OF Chittenden § ss:
§

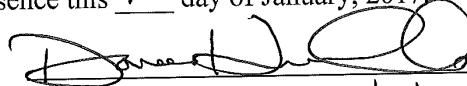
VERIFICATION

I, M. Beth Fastiggi, state that I am State President, Vermont, of FairPoint Communications, Inc. and its subsidiaries (collectively, the "FairPoint Companies"); that I am authorized to make this Verification on behalf of the FairPoint Companies; 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.



M. Beth Fastiggi
State President, Vermont

Sworn to and subscribed in my presence this 10 day of January, 2017.



Notary Public

exp: 2/10/19

STATE OF TEXAS §
 § ss:
COUNTY OF MONTGOMERY §

VERIFICATION

I, Michael J. Shultz, state that I am Vice President, Regulatory and Public Policy, of Consolidated Communications Holdings, Inc. ("Consolidated Communications"); that I am authorized to make this Verification on behalf of Consolidated Communications; 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.

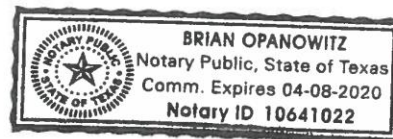


Michael J. Shultz
Vice President, Regulatory and Public Policy

Sworn to and subscribed in my presence this 10th day of January, 2017.



Notary Public



This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

1/10/2017 4:47:50 PM

in

Case No(s). 17-0069-TP-ACO

Summary: Application of CCHI and FairPoint to Transfer Indirect Control of FairPoint Regulated Entities electronically filed by Mr. William A. Adams on behalf of Consolidated Communications Holdings, Inc. and FairPoint Communications, Inc.