

SCHIFF HARDIN LLP
A Limited Liability Partnership Including Professional Corporations

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RECEIVED

November 19, 2008

NOV 20 2008

**PUBLIC SERVICE
COMMISSION**

Kentucky Public Service Commission
211 Sower Blvd.
P.O. Box 615
Frankfort, KY 40602

Re: Notification by Consolidated Communications Operator Services, Inc., Consolidated Communications Public Services, Inc., and Consolidated Communications Network Services, Inc. (to be known as Consolidated Communications Enterprise Services, Inc., d/b/a Consolidated Communications Network Services, Consolidated Communications Operator Services, and Consolidated Communications Public Services) of an Internal Reorganization and Transfer of Assets and Business

Dear Sir or Madam:

We are hereby filing with the Kentucky Public Service Commission (the "Commission") this notification by Consolidated Communications Operator Services, Inc. ("CCOS"), Consolidated Communications Public Services, Inc. ("CCPS"), and Consolidated Communications Network Services, Inc. ("CCNS") (to be known as Consolidated Communications Enterprise Services, Inc., d/b/a Consolidated Communications Network Services, Consolidated Communications Operator Services, and Consolidated Communications Public Services) (collectively, the "Parties") of an internal reorganization and transfer of assets and business.

In Kentucky, CCOS is a provider of operator services and CCPS and CCNS are interexchange carriers. The Parties are sister corporations and indirect subsidiaries of Consolidated Communications Holdings, Inc. ("CCH"), a publicly-traded corporation. In order to simplify its internal corporate structure for accounting, financial and internal management reasons, CCH is planning to combine a number of its existing direct and indirect subsidiaries. As is pertinent to this notification, the assets and business of CCOS and CCPS will be transferred to CCNS, and CCOS's and CCPS' corporate existences will be terminated. In addition, at the time of this internal corporate restructuring, CCNS's corporate name will be changed from Consolidated Communications Network Services, Inc. to Consolidated Communications Enterprise Services, Inc.

CCNS will thereafter carry on the telecommunications business and provide the telecommunications services currently provided by CCOS and CCPS in Kentucky and other states. The internal reorganization involves no change in the ultimate ownership or control of the Parties' operations and will be transparent to customers. CCNS plans to offer the same services currently offered by CCOS and CCPS in Kentucky, at the same prices, terms and conditions as currently offered by CCOS and CCPS.

Pursuant to Administrative Case Numbers 359 and 370, Order dated August 8, 2000, such notification regarding internal reorganizations are generally deemed effective on one day's notice. However, CCH intends to effectuate the internal reorganization and transfer of assets to be effective

January 1, 2009. Therefore, notwithstanding Administrative Case Numbers 359 and 370, the Parties respectfully request that the Commission deem this notification effective January 1, 2009.

In support of this notification, the Parties state as follows:

I. Description of the Parties

1. Consolidated Communications Operator Services, Inc.

CCOS is a wholly-owned subsidiary of Consolidated Communications, Inc. ("CCI"), which is a wholly-owned subsidiary of CCH, a publicly-traded corporation organized under the laws of the State of Delaware. CCOS was incorporated under the laws of the State of Delaware, and a copy of CCOS's articles of incorporation is attached as Exhibit 1. CCOS's mailing address is 350 South Loop 336 West, Conroe, Texas 77304. In Kentucky, CCOS is a registered provider of operator services pursuant to a tariff filed with the Commission effective as of February 4, 2004.

2. Consolidated Communications Public Services, Inc.

CCPS is also a wholly-owned subsidiary of CCI. CCPS was incorporated under the laws of the State of Illinois, and a copy of CCPS's articles of incorporation is attached as Exhibit 2. CCPS's mailing address is 350 South Loop 336 West, Conroe, Texas 77304. In Kentucky, CCPS is a registered interexchange carrier pursuant to a tariff filed with the Commission effective as of May 30, 2005.

3. Consolidated Communications Network Services, Inc.

CCNS is also a wholly-owned subsidiary of CCI. CCNS was incorporated under the laws of the State of Delaware, and a copy of CCNS's articles of incorporation is attached as Exhibit 3. CCNS's mailing address is 350 South Loop 336 West, Conroe, Texas 77304. In Kentucky, CCNS is a registered interexchange carrier pursuant to a tariff filed with the Commission effective as of July 27, 2003.

Following the internal reorganization described in this notification, CCNS (to be renamed CCES) will assume CCOS's and CCPS's operations.

II. Designated Contact

The designated contact for questions, regulatory issues, and customer complaints concerning this notification is:

Bill Terry
Senior Manager – Regulatory
Consolidated Communications Network Services, Inc., to be known as Consolidated
Communications Enterprise Services, Inc.
350 South Loop 336 West
Conroe, Texas 77304
Tel: 936-788-7421
Fax: 936-788-1229

Toll-Free: 1-866-896-3185
bill.terry@consolidated.com

III. Description of Internal Reorganization

CCOS and CCPS now desire to convey and transfer all of their assets and business to their sister corporation CCNS, so as to permit CCNS to provide all of CCOS's and CCPS's intrastate telecommunications services. As detailed below, CCNS seeks to continue the operations and service of its sister corporations CCOS and CCPS, whose business and assets will be transferred to CCNS. Upon such transfer, the corporate existences of CCOS and CCPS will be terminated. CCNS seeks to accomplish this transfer and to begin to provide the services currently provided by CCOS and CCPS on January 1, 2009.

It is also planned that on January 1, 2009, which is scheduled to be the effective date of the transaction described in this notification, CCNS's corporate name will be changed to CCES. In accordance with the General Corporation Law of Delaware, this change of name will be effected by (i) adoption of a resolution by the Board of Directors of CCNS amending CCNS's articles of incorporation to change the corporate name to CCES, and (ii) filing the amendment to the articles of incorporation with the Delaware Secretary of State.

CCNS has six sister corporations, all of which are wholly-owned subsidiaries of CCI. CCI, in turn, is a wholly-owned subsidiary of CCH. CCH also owns two other sets of subsidiaries in addition to CCI. Specifically, CCH owns Consolidated Communications Acquisition Texas, Inc., which in turn directly owns five companies providing various telecommunications services primarily in the State of Texas, and indirectly owns partial interests in three additional companies providing various telecommunications services primarily in the State of Texas. CCH also owns North Pittsburgh Systems, Inc., which in turn directly owns three companies providing various telecommunications services primarily in the State of Pennsylvania. Exhibit 4 to this notification shows CCH and its current direct and indirect subsidiaries.

In order to simplify the overall CCH corporate structure, and to reduce and streamline internal and external management, financial, tax and regulatory accounting, recordkeeping and reporting requirements, it is planned that on January 1, 2009, the businesses and assets of a number of the existing direct and indirect subsidiaries of CCH will be combined. As a result of this internal corporate restructuring, CCH will have one direct subsidiary, CCI. CCI in turn will have five directly-owned subsidiaries, including CCES. CCES in turn will have one wholly-owned subsidiary, Consolidated Communications of Pennsylvania Company, and several partially-owned subsidiaries. Exhibit 5 to this notification shows the corporate structure of CCH and its direct and indirect subsidiaries following the planned internal corporate restructuring.

The internal reorganization will be transparent to customers. CCNS will provide the same services in the State of Kentucky that are presently provided by its corporate sisters CCOS and CCPS, whose business and assets will be transferred to CCNS. CCNS will offer these services throughout the State of Kentucky in the same manner currently provided by CCOS and CCPS.

After the internal reorganization and change of name, in Kentucky CCNS (to be renamed CCES)

will use the d/b/a names of Consolidated Communications Operator Services (for the services formerly provided by CCOS), Consolidated Communications Public Services (for the services formerly provided by CCPS), and Consolidated Communications Network Services (for the services CCNS currently provides) in order to avoid any confusion to or impact upon customers. Additionally, CCNS will use the same tariffs currently on file for CCOS (for the services formerly provided by CCOS) and CCPS (for the services formerly provided by CCPS), with no change in prices, terms and conditions.

IV. Tariffs

After the internal reorganization and change of name described in this notification, in Kentucky CCNS (to be renamed CCES) will use the d/b/a names of Consolidated Communications Operator Services (in providing the services formerly provided by CCOS), Consolidated Communications Public Services (in providing the services formerly provided by CCPS), and Consolidated Communications Network Services (in providing the services CCNS provided prior to the internal reorganization). CCNS will offer the same services currently offered by CCOS and CCPS in Kentucky, at the same prices, terms and conditions as currently offered by CCOS and CCPS. Attached as Exhibits 6, 7, and 8 are revised Kentucky tariffs for CCOS, CCPS and CCNS, with each tariff revised to show the service provider name as "Consolidated Communications Enterprise Services, Inc. d/b/a [Consolidated Communications Operator Services, Consolidated Communications Public Services, or Consolidated Communications Network Services, as applicable]. Each revised tariff has an effective date of January 1, 2009.

V. Public Interest Statement

The Parties submit, in good faith, that the internal reorganization and transfer of assets and business noticed herein are consistent with the public interest by simplifying the overall corporate structure and streamlining internal and external management, financial, tax and regulatory accounting, and recordkeeping and reporting requirements. The internal reorganization involves no change in the ultimate ownership or control of the Parties' operations. Nor will the internal reorganization affect customers, who will continue to receive the same quality services they currently receive from CCOS and CCPS without any changes to the service offerings, rates, or terms and conditions. CCNS is fit and able properly to perform the registered services and to comply with all rules, regulations, and requirements of the Commission. CCNS, as a sister corporation of CCOS and CCPS, has the managerial, technical, and financial qualifications to acquire the business of CCOS and CCPS. Additionally, pursuant to the internal reorganization, CCNS will acquire the assets, revenues, and employees of CCOS and CCPS. CCNS will use the d/b/a names of Consolidated Communications Operator Services (in providing the services formerly provided by CCOS) and Consolidated Communications Public Services (in providing the services formerly provided by CCPS) in order to avoid any confusion to or impact upon customers.

VI. Conclusion

For the reasons stated herein, the Parties respectfully submit that the public interest, convenience, and necessity would be furthered by the consummation of the proposed internal reorganization. Additionally, the Parties respectfully request that the Commission deem this notification effective January 1, 2009.

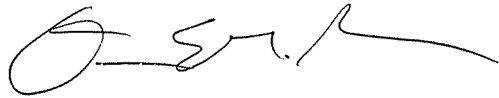
Kentucky Public Service Commission
November 19, 2008
Page 5

Please contact the undersigned if there are any questions concerning this notification.

Please file-stamp the enclosed additional copy of this notification letter and return it to the undersigned in the pre-addressed, pre-paid envelope that has been included with this transmittal.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Owen E. MacBride". The signature is fluid and cursive, with a large initial "O" and a long horizontal stroke extending to the right.

Owen E. MacBride
Attorney for Consolidated
Communications Operator Services,
Inc., Consolidated Communications
Public Services, Inc., and Consolidated
Communications Network Services, Inc.,
to be known as Consolidated
Communications Enterprise Services,
Inc.

Attachment:
Five copies

CHI\6079201.4

EXHIBIT 1

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF AUGUST, A.D. 2002, AT 4 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRD DAY OF SEPTEMBER, A.D. 2003, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC.".

3550865 8100H

081069499



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6934168

DATE: 10-27-08

CERTIFICATE OF INCORPORATION
OF
CONSOLIDATED COMMUNICATIONS OPERATOR SERVICES, INC.

1.

The name of the Corporation is Consolidated Communications Operator Services, Inc.

2.

The address of its registered agent in the State of Delaware is in the county of New Castle at 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3.

The purpose for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware, and the Corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the General Corporation Law of Delaware or any amendment thereto.

4.

The total number of shares of stock which the Corporation shall have authority to issue is one hundred shares (100), all of which shall be common stock of \$.01 par value.

5.

The name and mailing address of the Incorporator are: Barrett D. Massey, c/o King & Spalding, 1185 Avenue of the Americas, New York, New York 10036-4003,

6.

The business and affairs of the Corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the Bylaws of the Corporation.

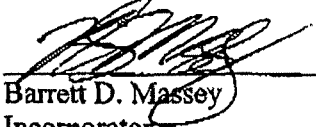
7.

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

8.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 5th day of August, 2002.



Barrett D. Massey
Incorporator

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Consolidated Communications Operator Services, Inc..
2. The registered office of the Corporation within the State of Delaware is hereby changed to 9 East Lookerman Street, Suite 1B, City of Dover 19901, County of Kent.
3. The registered agent of the Corporation within the State of Delaware is hereby changed to National Registered Agents, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.
4. The Corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on August 21, 2003.

Steven L Childers

Steven L. Childers, Vice President of Finance

EXHIBIT 2



Whereas, ARTICLES OF INCORPORATION OF
CONSOLIDATED PUBLIC COMMUNICATIONS INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1934.

*Now Therefore, I, Jim Edgar, Secretary of State of the State
of Illinois, by virtue of the powers vested in me by law, do hereby
issue this certificate and attach hereto a copy of the Application
of the aforesaid corporation.*

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 5th
day of January AD. 19 34 and
of the Independence of the United States
the two hundred and 13th.



Jim Edgar
SECRETARY OF STATE

0 2 6 9 | 0 7 9 7

JIM EDGAR
Secretary of State
State of Illinois

File #

Submit in Duplicate
Payment must be made by Certified
Check, Cashiers' Check or a Money
Order, payable to "Secretary of
State".
DO NOT SEND CASH!

This Space For Use By Secretary of State	
Date	1-5-89
License Fee	\$ 1.50
Franchise Tax	\$ 25.00
Filing Fee	\$ 25.00
Clerk	100.50

ARTICLES OF INCORPORATION

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned Incorporator(s) hereby adopt the following Articles of Incorporation.

ARTICLE ONE The name of the corporation is Consolidated Public Communications Inc. D 3X
(shall contain the word "corporation", "company", "incorporated",
"limited", or an abbreviation thereof)

ARTICLE TWO The name and address of the initial registered agent and its registered office are:
Registered Agent Richard Anthony Lumpkin
First Name Middle Name Last Name
Registered Office 121 South 17th Street
Number Street Suite # (A P.O. Box alone is not acceptable)
Mattoon 61938 Coles
City Zip Code County

ARTICLE THREE The purpose or purposes for which the corporation is organized are:
If not sufficient space to cover this point, add one or more sheets of this size. 44
The transaction of any or all lawful business for which corporations may be incorporated under The Illinois Business Corporation Act of 1983.

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
Common	N/A	1,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:
If not sufficient space to cover this point, add one or more sheets of this size.

N/A

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Common	N/A	1,000	\$ 1,000
			\$
			\$
			\$
TOTAL			\$ 1,000

*A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is desired.

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ARTICLE SIX

OPTIONAL

The number of directors constituting the initial board of directors of the corporation is _____ and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Name	Residential Address

ARTICLE SEVEN OPTIONAL

- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
- (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
- (c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be: \$ _____
- (d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

ARTICLE EIGHT OTHER PROVISIONS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc. See Exhibit A

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated January 5, 19 89

Signatures and Names		Post Office Address			
1.	<u>Richard A. Lumpkin</u> <i>Signature</i> Richard A. Lumpkin <i>Name (please print)</i>	1.	<u>121 South 17th Street</u> <i>Street</i> Mattson <i>City/Town</i>	<u>Illinois</u> <i>State</i>	<u>61938</u> <i>Zip</i>
2.	_____ <i>Signature</i> _____ <i>Name (please print)</i>	2.	_____ <i>Street</i> _____ <i>City/Town</i>	_____ <i>State</i>	_____ <i>Zip</i>
3.	_____ <i>Signature</i> _____ <i>Name (please print)</i>	3.	_____ <i>Street</i> _____ <i>City/Town</i>	_____ <i>State</i>	_____ <i>Zip</i>

(Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on conformed copies)
NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

Form BCA-2.10

File No.

ARTICLES OF INCORPORATION

PAID
FILED
JAN - 5 1989
JAN 06 1989

JIM EDGAR
Secretary of State

FEE SCHEDULE

The following fees are required to be paid at the time of issuing the Certificate of Incorporation: FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares (see Art. 5); MINIMUM \$500; INITIAL FRANCHISE TAX of 1/10th of 1% of the consideration to be received for initial issued shares (see Art. 5); MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

Consideration to be Received	TOTAL DUE*
up to \$1,000	\$100.50
\$ 5,000	\$102.50
\$ 10,000	\$105.00
\$ 25,000	\$112.50
\$ 50,000	\$150.00
\$100,000	\$225.00

*Includes Filing Fee + License Fee + Franchise Tax

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-6961

EXHIBIT A

There shall be no cumulative voting by shareholders in elections of directors.

0 2 6 9 1 0 7 9 7



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

CONSOLIDATED PUBLIC COMMUNICATIONS INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 21st day of November AD 1989 and of the Independence of the United States the two hundred and 14th.



Jim Edgar
SECRETARY OF STATE

3479 1 U 410

Submit in Duplicate
Remit payment in Check or Money
Order, payable to "Secretary of
State".
DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois
ARTICLES OF AMENDMENT

This Space For Use By Secretary of State	
Date	11-21-89
License Fee	\$
Franchise Tax	275
Filing Fee	275
Clerk	(initials)

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is Consolidated Public Communications Inc. (Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on November 9, 19 89 in the manner indicated below. ("X" one box only.)

- By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: **RESOLVED**, that the Articles of Incorporation be amended to read as follows:)

3459 10410

Consolidated Communications Public Services Inc.
(New Name)

(Signature)

PAID
2X
NOV 22 1989

All changes other than name, include on page 2 (over)

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Page 3
Resolution

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ARTICLE THREE

The manner, if not set forth in the amendment, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No Change

ARTICLE FOUR

(a) The manner, if not set forth in the amendment, in which said amendment effects a change in the amount of paid-in capital* is as follows: (If not applicable, insert "No change")

No Change

(b) The amount of paid-in capital* as changed by this amendment is as follows: (If not applicable, insert "No change")

No Change

	Before Amendment	After Amendment
Paid-In Capital	\$ _____	\$ _____

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated November 9, 19 89

Consolidated Public Communications Inc.
(Exact Name of Corporation)

attested by C. R. Chaplin
(Signature of Secretary or Assistant Secretary)

by J. M. Whalen
(Signature of President or Vice President)

C. R. Chaplin / Secretary
(Type or Print Name and Title)

J. M. Whalen / President
(Type or Print Name and Title)

* "Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.

3459 10410

NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows: (a) to remove the names and addresses of directors named in the articles of incorporation; (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.15 is also filed; (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby; (d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name; (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05, (f) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

3 4 5 9 1 0 4 1 0

Form BCA-10.30

File No. _____

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Statd Articles \$100.00

FILED

NOV 21 1993

Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-6961

C-173.2

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF
CONSOLIDATED COMMUNICATIONS PUBLIC SERVICES INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 31ST
day of OCTOBER A.D. 2000 and of
the Independence of the United States the two
hundred and 25TH .



Jesse White

Secretary of State

Form **BCA-10.30**
(Rev. Jan. 1999)

ARTICLES OF AMENDMENT

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

FILED

OCT 31 2000

JESSE WHITE
SECRETARY OF STATE

PAID
NOV 02 2000
File # 5335-6235

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 10-31-00

Franchise Tax \$

Filing Fee* \$25.00

Penalty \$

Approved: 3

5 X

Remit payment in check or money
order, payable to "Secretary of State."

The filing fee for restated articles of
amendment - \$100.00

<http://www.sos.state.il.us>

1. CORPORATE NAME: Consolidated Communications Public Services, Inc.
(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on October 3,
2000 in the manner indicated below. ("X" one box only)
(Year) (Month & Day)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected;

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

McLeodUSA Public Services, Inc.
(NEW NAME)

All changes other than name, include on page 2
(over)

Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or affected by this amendment, is as follows: (if not applicable, insert "No change")

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (if not applicable, insert "No change")

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (if not applicable, insert "No change")

	Before Amendment	After Amendment
Paid-in Capital	\$ <u>0</u>	\$ <u>0</u>

(Complete either item 6 or 7 below. All signatures must be in BLACK INK.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated <u>October 3, 2000</u>	<u>Consolidated Communications Public Services Inc.</u>
(Month & Day) (Year)	(Exact Name of Corporation at date of execution)
attested by <u>Vaughn Klopfenstein</u>	by <u>Randall Rings</u>
(Signature) of Secretary or Assistant Secretary	(Signature of President or Vice President)
<u>Vaughn Klopfenstein, Assistant Secretary</u>	<u>Randall Rings, Vice President</u>
(Type or Print Name and Title)	(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated October 3, 2000

(Month & Day) (Year)

Stephen C. Gray

Stephen C. Gray, Sole Director

NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:
(a) to remove the names and addresses of directors named in the articles of incorporation;
(b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to §5.10 is also filed;
(c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
(d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
(e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ld." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
(f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with §9.05.
(g) to restate the articles of incorporation as currently amended. (§10.15)

NOTE 4: All amendments not adopted under §10.10 or §10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§7.10 & 10.20)

Form **BCA-10.30**
(Rev. Jan. 1999)

ARTICLES OF AMENDMENT

File # 55356955

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832



Jesse White Secretary of State

FILED DATE: 1/15/2003

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date _____
Franchise Tax \$ _____
Filing Fee* \$25.00
Penalty \$ _____
Approved **PHS**

Remit payment in check or money
order, payable to "Secretary of State."
The filing fee for restated articles of
amendment - \$100.00
<http://www.sos.state.il.us>

1. CORPORATE NAME: McLeodUSA Public Services, Inc.

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on December 31,
2002 in the manner indicated below. ("X" one box only)
(Month & Day)
(Year)

- By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article 1: The name of the corporation is:

Consolidated Communications Public Services, Inc.

(NEW NAME)

All changes other than name, include on page 2
(over)

Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: *(If not applicable, insert "No change")*
 No change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: *(If not applicable, insert "No change")*
 No change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")*

	Before Amendment	After Amendment
Paid-in Capital	\$ <u>No Change</u>	\$ <u>No Change</u>

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK.**)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated <u>December 31</u> , 2002 <small>(Month & Day) (Year)</small> attested by <u><i>Donald R. Shassian</i></u> <small>(Signature of Secretary or Assistant Secretary)</small> <u>Donald R. Shassian, VP/ Treasurer</u> <small>(Type or Print Name and Title)</small>	<u>McLeodUSA Public Services, Inc.</u> <small>(Exact Name of Corporation at date of execution)</small> by <u><i>Robert J. Currey</i></u> <small>(Signature of President or Vice President)</small> <u>Robert J. Currey, President</u> <small>(Type or Print Name and Title)</small>
---	--

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, _____, _____
(Month & Day) (Year)

DM
 5/24

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE Business Corporation Act

Jesse White, Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-3647 www.cyberdriveillinois.com

FILED JAN 28 2004 JESSE WHITE SECRETARY OF STATE

Remit payment in the form of a check or money order payable to the Secretary of State.

File # 55356985 Filing Fee: \$25.00 Approved: JB Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. CORPORATE NAME: Consolidated Communications Public Services, Inc.



2. STATE OR COUNTRY OF INCORPORATION: Illinois

3. Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent CT Corporation First Name Middle Name Last Name Registered Office 208 So LaSalle St., Suite 814 Number Street Suite No. (A P.O. Box alone is not acceptable) City IL 60604-1101 Cook ZIP Code County

4. Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent Steven L Childers First Name Middle Name Last Name Registered Office 121 S. 17th Street Number Street Suite No. (A P.O. Box alone is not acceptable) City IL 61938 Coles County

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

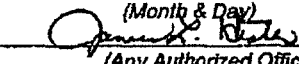
6. The above change was authorized by: ("X" one box only)

- a. [X] By resolution duly adopted by the board of directors. (Note 5) b. [] By action of the registered agent. (Note 6)

SEE REVERSE SIDE FOR SIGNATURE(S).

7. (If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 30th, 2003 Consolidated Communications Public Services, Inc
(Month & Day) (Year) (Exact Name of Corporation)

(Any Authorized Officer's Signature)
Janice L. Hester Director of Taxes
(Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated _____, _____, _____
(Month & Day) (Year) (Signature of Registered Agent of Record)

(Type or print name. If the registered agent is a corporation, type or print the name and title of the officer who is signing on its behalf.)

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address; a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must then be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.

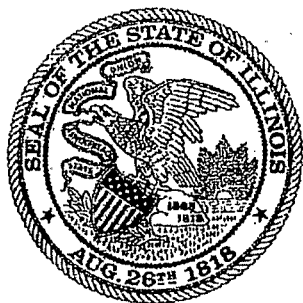
File Number 5535-695-5



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 19 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR CONSOLIDATED COMMUNICATIONS PUBLIC SERVICES, INC..*****



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 17TH day of DECEMBER A.D. 2007

Jesse White

SECRETARY OF STATE

Authentication #: 0735100847
Authenticate at: <http://www.cyberdriveillinois.com>

EXHIBIT 3

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CONSOLIDATED COMMUNICATIONS NETWORK SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF AUGUST, A.D. 2002, AT 4 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2003, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CONSOLIDATED COMMUNICATIONS NETWORK SERVICES, INC."

3550868 8100H

080822355



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6755383

DATE: 07-28-08

CERTIFICATE OF INCORPORATION
OF
CONSOLIDATED COMMUNICATIONS NETWORK SERVICES, INC.

1.

The name of the Corporation is Consolidated Communications Network Services, Inc.

2.

The address of its registered agent in the State of Delaware is in the county of New Castle at 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3.

The purpose for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware, and the Corporation shall have all powers necessary to engage in such acts or activities, including, but not limited to, the powers enumerated in the General Corporation Law of Delaware or any amendment thereto.

4.

The total number of shares of stock which the Corporation shall have authority to issue is one hundred shares (100), all of which shall be common stock of \$.01 par value.

5.

The name and mailing address of the Incorporator are: Barrett D. Massey, c/o King & Spalding, 1185 Avenue of the Americas, New York, New York 10036-4003.

6.

The business and affairs of the Corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the Bylaws of the Corporation.


7.

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

8.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 5th day of August, 2002.



Barrett D. Massey
Incorporator

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Consolidated Communications Network Services, Inc..
2. The registered office of the Corporation within the State of Delaware is hereby changed to 9 East Lookerman Street, Suite 1B, City of Dover 19901, County of Kent.
3. The registered agent of the Corporation within the State of Delaware is hereby changed to National Registered Agents, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.
4. The Corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on 9/22/03.

Steven L Childers

Steven L. Childers, Vice President of Finance

EXHIBIT 4

Consolidated Communications Current Corporate Structure

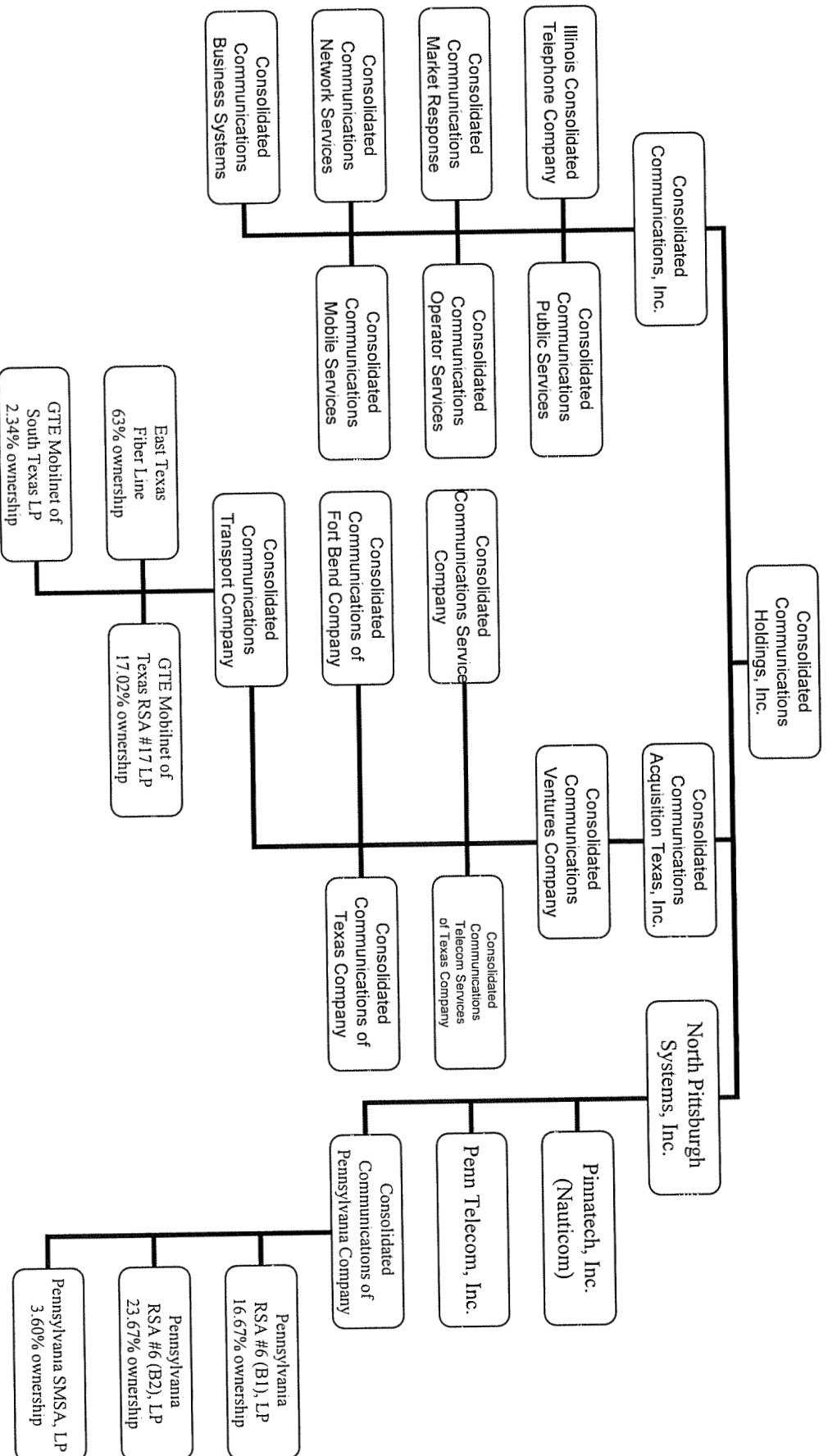


EXHIBIT 5

Consolidated Communications Final Revised Corporate Structure

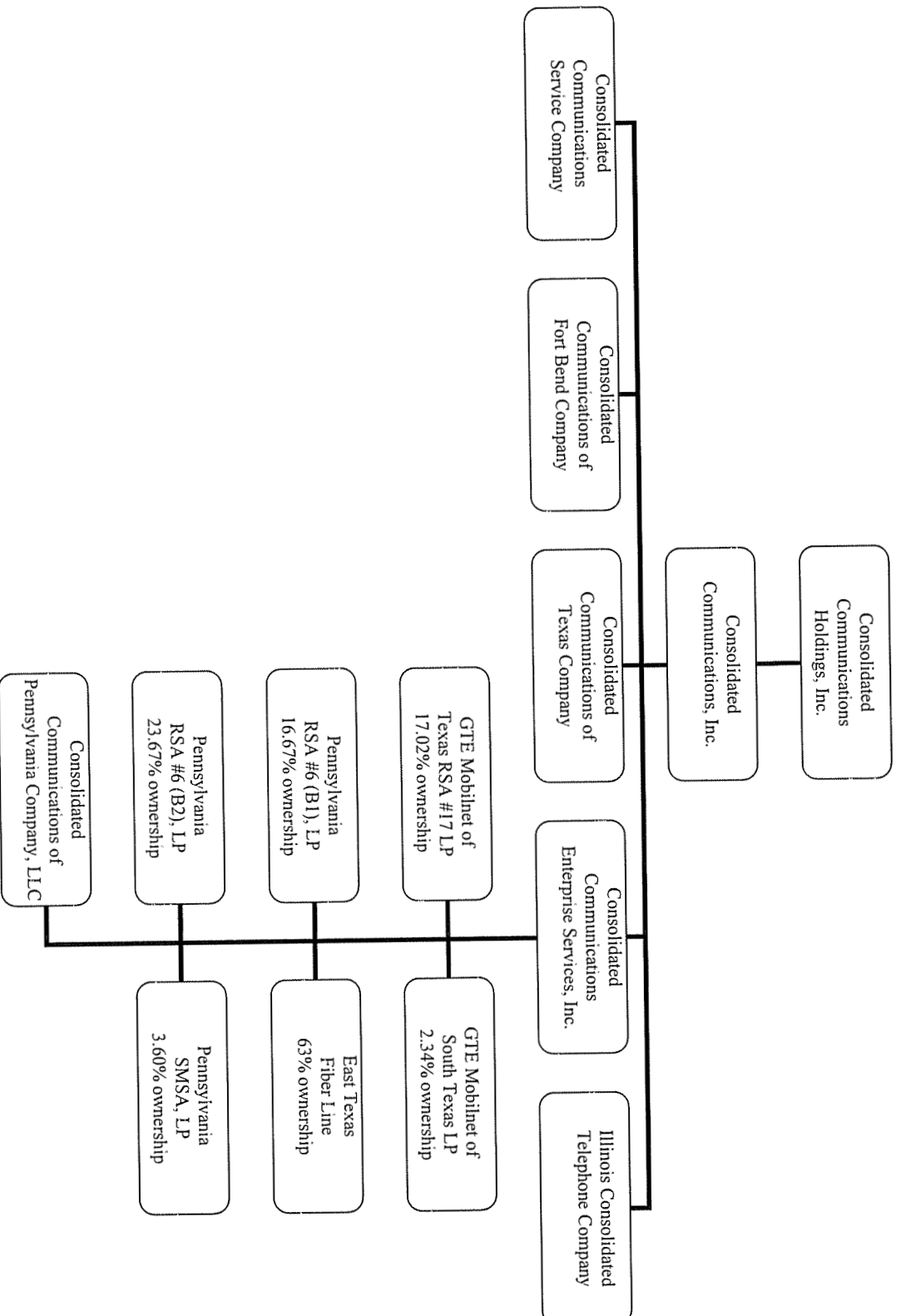


EXHIBIT 6

TITLE PAGE
KENTUCKY TELECOMMUNICATIONS TARIFF
OF
Consolidated Communications Enterprise Services Inc.,
d/b/a
Consolidated Communications Operator Services

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunication services provided by Consolidated Communications Enterprise Services, Inc., d/b/a Consolidated Communications Operator Services with offices at 350 South Loop 336 West, Conroe, Texas 77304. This tariff applies for services furnished within the State of Kentucky. This tariff is on file with the Kentucky Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued: 11/28/08

Effective: 01/01/09

By:

Michael Shultz - Vice Pres. - Regulatory and Public Policy
350 South Loop 336 West
Conroe, Texas 77304

CHECK SHEET

This tariff contains the pages listed below, inclusive, each of which is effective as of the date shown on each sheet. Original and revised pages as named below comprise all changes from the original tariff.

SHEET	REVISION	SHEET	REVISION	SHEET	REVISION
1	Original	22	Original		
2	Original.	23	Original		
3	Original	24	Original		
4	Original	25	Original		
5	Original	26	Original		
6	Original	27	Original		
7	Original	28	Original		
8	Original	29	Original		
9	Original	30	Original		
10	Original	31	Original		
11	Original	32	Original		
12	Original	33	Original		
13	Original	33.1	Original		
14	Original	33.2	Original		
15	Original	33.3	Original		
16	Original	33.4	Original		
17	Original	34	Original		
18	Original	35	Original		
19	Original	36	Original		
20	Original	37	Original		
21	Original				

Issued: 11/28/08

Effective: 01/01/09

By:

Michael Shultz- Vice Pres. - Regulatory and Public Policy
350 South Loop 336 West
Conroe, Texas 77304

KYo0401

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Section 4.0 - Promotions..... 37

Issued: 11/28/08

Effective: 01/01/09

By:

Michael Shultz - Vice Pres. - Regulatory and Public Policy
350 South Loop 336 West
Conroe, Texas 77304

SYMBOLS

The following are the only symbols used for the purposes indicated below:

(C) - Changed Regulation

(D) - Delete or Discontinue

(I) - Change Resulting in an Increase to a Customer's Bill

(M) - Moved from another Tariff Location

(N) - New

(R) - Change Resulting in a Reduction to a Customer's Bill

(T) - Change in Text or Regulation but no Change in Rate or Charge

Issued: 11/28/08

Effective: 01/01/09

By:

Michael Shultz - Vice Pres. - Regulatory and Public Policy
350 South Loop 336 West
Conroe, Texas 77304

TARIFF FORMAT

A. Sheet Numbering - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.

B. Sheet Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the KY PSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the KY PSC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff pages in effect. Consult the check sheet for sheet currently in effect.

C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

- 2.
- 2.1.
- 2.1.1.
- 2.1.1.A.
- 2.1.1.A.1.
- 2.1.1.A.1.(a).
- 2.1.1.A.1.(a).I.
- 2.1.1.A.1.(a).I.(i).
- 2.1.1.A.1.(a).I.(i).(1).

D. Check Sheets - When a tariff filing is made with the KY PSC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on the check sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the KY PSC.

Issued: 11/28/08

Effective: 01/01/09

By:

Michael Shultz - Vice Pres. - Regulatory and Public Policy
350 South Loop 336 West
Conroe, Texas 77304

SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS

1.1 Abbreviations

The following abbreviations are used herein only for the purposes indicated below:

C.O.	-	Central Office
Corp.	-	Corporation
EAEA	-	Equal Access Exchange Area
FCC	-	Federal Communications Commission
IXC	-	Interexchange Carrier
KY PSC	-	Kentucky Public Service Commission
LATA	-	Local Access and Transport Area
LEC	-	Local Exchange Carrier
MTS	-	Message Telecommunications Service
PBX	-	Private Branch Exchange

Issued: 11/28/08

Effective: 01/01/09

By:

Michael Shultz - Vice Pres. - Regulatory and Public Policy
350 South Loop 336 West
Conroe, Texas 77304

SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS, (Cont'd)

1.2 Definitions

Access Line - An arrangement which connects the Customer's location to Company's designated point of presence or network switching center.

Authorized User - A person, firm or corporation, or any other entity authorized by the Customer or Subscriber to communicate utilizing the Company's services. An authorized user also may be a consumer as defined herein.

Calling Card - A billing convenience whereby the charges for a call may be billed to an approved telephone company-issued calling card or valid commercial credit card where accepted. The terms and conditions of the local telephone company will apply to payment arrangements.

Casual Calling - A service whereby the Customer accesses the Company's service by dialing a Company-provided access code prior to placing the call, such as 101XXXX + 1 + area code + destination number.

Collect Calling - A billing arrangement whereby the originating caller may bill the charges for a call to the called party, provided the called party agrees to accept the charges.

Commission - The Kentucky Public Service Commission.

Issued: 11/28/08

Effective: 01/01/09

By:

Michael Shultz - Vice Pres. - Regulatory and Public Policy
350 South Loop 336 West
Conroe, Texas 77304

SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS, (Cont'd)

1.2 Definitions, (Cont'd)

Company - Used throughout this tariff to refer to Consolidated Communications Enterprise Services, Inc. d/b/a Consolidated Communications Operator Services unless otherwise clearly indicated by the context.

Consumer - A person who is not a Customer initiating any telephone calls using operator services.

Customer Dialed Calling Card Call - A service whereby the End User dials all of the digits necessary to route and bill the call without any operator assistance.

Customer - The person, firm or corporation, or other entity which orders, cancels, amends, or uses service or is responsible for the payment of charges and/or compliance with tariff regulations.

Customer Premises Equipment - Terminal equipment, as defined herein, which is located on the Customer's premises.

Operator Station Call - A service whereby caller places a non-Person-to-Person call with the assistance of an operator (live or automated).

Person-to-Person Call - A service whereby the person originating the call specifies a particular person to be reached, or a particular station, room number, department or office to be reached, or an agreed upon alternate.

Issued: 11/28/08

Effective: 01/01/09

By:

Michael Shultz - Vice Pres. - Regulatory and Public Policy
350 South Loop 336 West
Conroe, Texas 77304

SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS, (Cont'd)

1.2 Definitions, (Cont'd)

Subscriber - The person, firm, corporation, or other legal entity which arranges for services of the Company on behalf of transient third party Consumers. The Subscriber is responsible for compliance with the terms and conditions of this tariff. A Subscriber may also be a Customer when the Subscriber uses services of the Company. See also Traffic Aggregator.

Switched Access - Where access between the Customer and the interexchange carrier is provided on local exchange company Feature Group circuits. The cost of switched Feature Group access is billed to the interexchange carrier.

Third Party Billing - A billing arrangement by which the charges for a call may be billed to a telephone number that is different from the calling number and the called number.

Terminal Equipment - Devices, apparatus, and associated wiring, such as teleprinters, telephones, or data sets.

Traffic Aggregator - A Subscriber that in the ordinary course of its operations, makes telephones available to the public or to transient users of its premises, for telephone calls using a provider of operator services.

V & H Coordinates - Geographic points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purpose of rating calls.

Issued: 11/28/08

Effective: 01/01/09

By:

Michael Shultz - Vice Pres. - Regulatory and Public Policy
350 South Loop 336 West
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SECTION 2.0 - RULES AND REGULATIONS

2.1 Undertaking of the Company

Consolidated Communications Enterprise Services, Inc. d/b/a Consolidated Communications Operator Services is a resale common carrier providing automated and live intrastate operator assisted, direct dialed telecommunications and directory assistance services to Customers within the state of Kentucky.

Service is provided twenty-four (24) hours per day, seven (7) days per week.

2.2 Applicability of Tariff

This tariff is applicable to telecommunications services provided by the Company within the state of Kentucky.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.3 Payment and Credit Regulations

2.3.1 Payment Arrangements

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer for transmission of calls via the Company. The Customer agrees to pay to the Company any cost(s) incurred as a result of any delegation of authority resulting in the use of his or her communications equipment and/or network services which result in the placement of calls via the Company. The Customer agrees to pay the Company or its authorized agent any and all cost(s) incurred as a result of the use of the service arrangement, including calls which the Customer did not individually authorize.

All charges due by the Customer are payable to any agency duly authorized to receive such payments. The billing agency may be a local exchange telephone company, credit card company, or other billing service. Terms of payment shall be according to the rules and regulations of the agency and subject to the rules of regulatory agencies, such as the Kentucky PSC. Any objections to billed charges must be promptly reported to the Company or its billing agent. Adjustments to Customers' bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate. Payment periods may vary by product.

Charges for installations, service connections, moves, and rearrangements, where applicable, are payable upon demand by the Company or its authorized agent. The billing thereafter will include recurring charges and actual usage as defined in this tariff.

2.3.2 Deposits

The Company does not require a deposit from the Customer or Subscriber.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.3 Payment and Credit Regulations, (Cont'd)

2.3.3 Advance Payments

The Company does not require an advance payment from the Customer or Subscriber.

2.3.4 Late Payment Charge

A late fee of 1.5% per month will be charged on any past due balance in accordance with Commission rules.

2.3.5 Return Check Charge

A return check charge of \$25.00 will be assessed for checks returned for insufficient funds. Any applicable return check charges will be assessed according to the terms and conditions of the billing entity (i.e. local exchange company and/or commercial credit card company) and pursuant to Kentucky law and Commission regulations.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.4 Taxes and Fees

The Company reserves the right to bill any and all applicable taxes, fees, governmental or quasi-governmental assessments in addition to normal long distance usage charges, including, but not limited to: Federal Excise Tax, State Sales Tax, Municipal Taxes, Universal Service Funds and Gross Receipts Tax.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.5 Refunds or Credits for Service Outages or Deficiencies

2.5.1 Interruption of Service

Credit allowances for interruptions of service which are not due to the Company's testing or adjusting, to the negligence of the Customer or Subscriber, or to the failure of channels, equipment and/or communications systems provided by the Customer or Subscriber, are subject to the general liability provisions set forth in this tariff. It shall be the obligation of the Customer to notify Company immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, the Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any furnished by Customer and connected to Company's terminal. Interruptions caused by Customer-provided, Subscriber-provided or Company-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the Customer has the option of using the long distance network via LEC access. For purposes of credit computation every month shall be considered to have 720 hours. For services with a monthly recurring charge, no credit shall be allowed for an interruption of continuous duration of less than two hours. For message rated toll services, credits will be limited to, at maximum, the price of the initial period of individual call that was interrupted.

2.5.2 Inspection, Testing and Adjustment

Upon reasonable notice, the facilities provided by the Company shall be made available to the Company for such tests and adjustments as may be deemed necessary for maintenance in a condition satisfactory to the Company. No interruption allowance will be granted for the time during which such tests and adjustments are made.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.6 Liability of the Company

- 2.6.1** The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the faults in transmission occur.
- 2.6.2** The Company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this Tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.
- 2.6.3** The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted, or used by the Company under this Tariff; or for any act or omission of the Customer; or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by gross negligence of the company.
- 2.6.4** The Company shall not be liable for any defacement of or damages to the premises of a Customer resulting from the furnishing of service which is not the direct result of the Company's gross negligence.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.7 Minimum Service Period

The minimum service period is one month (30 days).

2.8 Cancellation by Customer

Service may be canceled by the Subscriber or Customer on not less than 30 days prior notice to the Company.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.9 Refusal or Discontinuance by the Company

The Company may refuse or discontinue service under the following conditions. Unless otherwise specified, the Customer or Subscriber will be given ten (10) days written notice and allowed a reasonable time to comply with any rule or remedy any deficiency.

- 2.9.1** For non-compliance with and/or violation of any State or municipal law, ordinance or regulation pertaining to telephone service.
- 2.9.2** For the use of telephone service for any other property or purpose other than that described in the application.
- 2.9.3** For neglect or refusal to provide reasonable access to the Company for the purpose of inspection and maintenance of equipment owned by the Company.
- 2.9.4** For non-compliance with and/or violation of the Commission's regulations or the Company's rules and regulations on file with the Commission.
- 2.9.5** For non-payment of bills for telephone service.
- 2.9.6** Without notice in the event of Customer, Authorized User or Subscriber use of equipment in such a manner as to adversely affect the Company's equipment or the Company's service to others.
- 2.9.7** Without notice in the event of tampering with the equipment furnished and owned by the Company.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.9 Refusal or Discontinuance by the Company (Cont'd)

- 2.9.8** Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, the Company may, before restoring service, require the Subscriber to make, at his or her own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.
- 2.9.9** For failure of the Customer or Subscriber to make proper application for service.
- 2.9.10** For Customer's or Subscriber's breach of the contract for service between the Company and the Customer, including posting or access requirements as specified to comply with state and federal regulations.
- 2.9.11** When necessary for the Company to comply with any order or request of any governmental authority having jurisdiction.

2.10 Limitations of Service

- 2.10.1** Service will be furnished subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this tariff.
- 2.10.2** The Company reserves the right to discontinue furnishing service, upon written notice, when necessitated by conditions beyond its control, or when the Customer or Subscriber is using the service in violation of the provisions of this tariff, or in violation of law.
- 2.10.3** The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.10 Limitations of Service, (Cont'd)

2.10.4 The Company reserves the right to discontinue the offering of service or deny an application for service if a change in regulation materially and negatively impacts the financial viability of the service in the best business judgment of the Company.

2.11 Use of Service

Service may be used for any lawful purpose for which it is technically suited. Customers or Subscribers reselling or rebilling the Company's Kentucky intrastate service must have a Certificate of Authority as an interexchange carrier from the Kentucky Public Service Commission.

2.12 Terminal Equipment

The Company's facilities and service may be used with or terminated in Customer-provided or Subscriber-provided terminal equipment or systems, such as PBXs, key systems, multiplexers, repeaters, signaling sets, teleprinters, handsets, or data sets. Such terminal equipment shall be furnished and maintained at the expense of the Customer or Subscriber, except as otherwise provided. The Subscriber or Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of Company's service.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.13 Cost of Collection and Repair

The Customer is responsible for any and all costs incurred in the collection of monies due the Company including legal and accounting expenses. The Customer or the Subscriber is also responsible for recovery costs of Company-provided equipment and any expenses required for repair or replacement of damaged equipment.

2.14 Other Rules

2.14.1 The Company reserves the right to refuse to process Third Party Billed, Credit Card or Calling Card billed calls when authorization for use is denied or cannot be validated.

2.14.2 The Company reserves the right to discontinue service, limit service, or to impose requirements on Subscribers or Customers as required to meet changing regulations, rules or standards of the Commission.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd)

2.15 Customer Complaints and/or Billing Disputes

The Customer has the right to refer billing disputes and any other complaints to the Company at:
Customer Service Department
Consolidated Communications Enterprise Services, Inc.
d/b/a Consolidated Communications Operator Services
350 South Loop 336 West, Conroe, Texas 77304

or by calling the Customer Service Department at 1-866-896-3185 twenty-four hours a day - seven days a week.

If the Customer is unable to resolve the dispute with the Company, the Customer may contact the Kentucky Public Service Commission at the following address and telephone number:

Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40602-0615

Telephone: 502 564-3940 or 502 564 7668
Facsimile: 502 564-3460

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES

3.1 General

The Company offers operator and directory assistance services to entities serving the transient public.

Each Customer is charged individually for each call placed through the Company. Charges are computed on an airline mileage basis as described in Section 3.2 of this tariff.

Charges may vary by service offering, mileage band, class of call, time of day, day of week and/or call duration.

Customers are billed based on their use of the Company's long distance service. No installation charges or fixed monthly recurring charges apply.

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.2 Calculation of Distance

Usage charges for all mileage sensitive products are based on the airline distance between serving wire centers associated with the originating and terminating points of the call.

The serving wire centers of a call are determined by the area codes and exchanges of the origination and destination points.

The distance between the Wire Center of the Customer's equipment and that of the destination point is calculated by using the industry-standard "V" and "H" coordinates.

Step 1 - Obtain the "V" and "H" coordinates for the Wire Centers serving the Customer and the destination point.

Step 2 - Obtain the difference between the "V" coordinates of each of the Wire Centers. Obtain the Difference between the "H" coordinates.

Step 3 - Square the differences obtained in Step 2.

Step 4 - Add the squares of the "V" difference and "H" difference obtained in Step 3.

Step 5 - Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.

Step 6 - Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the Wire Centers.

Formula =

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.3 Timing of Calls

Billing for calls placed over the network is based in part on the duration of the call. Timing of each call begins when the called party answers the call (i.e. when two way communications are established.) Answer detection is based on standard industry answer detection methods, including hardware and software answer detection. Call timing ends when either party hangs up.

3.3.1 Unless otherwise described in the individual service description in this tariff, calls are measured and billed in one (1) minute increments. The minimum call duration for billing purposes is one (1) minute.

3.3.2 There is no billing applied for incomplete calls.

3.3.3 When a call is established in one rate period and ends in another rate period, the rate in effect at the calling station applies to the portion of the call occurring within that rate period. When a unit of time is split between two rate periods, the rate applicable to that unit of time is based on the rate period in which it began.

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.4 Applicable Rate Periods

Unless otherwise indicated elsewhere in this tariff, usage-based rates may be subject to the following time-of-day, day-of-week, and holiday rate periods:

- 3.4.1 Day Rate Period - Applies to that portion of a call occurring from 8:00 AM to, but not including, 5:00 PM Monday through Friday.
- 3.4.2 Evening Rate Period - Applies to that portion of a call occurring from 5:00 PM to, but not including, 11:00 PM Sunday through Friday.
- 3.4.3 Night/Weekend Rate Period - Applies to that portion of a call occurring from 11:00 PM to, but not including 8:00 AM all days, all day Saturday, and Sunday to, but not including 5:00 PM.

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.5 Pay Telephone Surcharge

In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. This surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access the Company service and is unrelated to the Company's service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "#" symbol).

Whenever possible, the Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

Pay Telephone Surcharge, per Call \$3.00

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.6 Service Offerings

3.6.1 Operator Services

Operator Services is the furnishing of services for the completion of calls by Consumers and Customers presubscribed to Company made with the assistance of a company operator within the state including aggregator sites and locations. Aggregator sites include, but are not limited to hotels/motels, hospitals, business, military establishments; and locations of public, semi-public, or private pay telephones. Commercial credit cards are only accepted for payment for calls from pay telephone locations.

Usage charges apply to all operator service calls. Additionally, appropriate service charges are billed on a per call basis. The following per call service charges apply individually or in combination as described herein.

A. Calling Card Charge

This charge applies to an operator assisted or automated call placed by a Customer or Consumer where the call charges are billed to a local telephone company issued authorization code rather than to the originating or terminating telephone number. Three levels of assistance are available, depending on the extent of operator involvement in placing the call. See rate schedule below.

B. Operator Station Charge

This charge applies to a service whereby the Customer or Consumer places a non-Person to Person call with the assistance of an operator (live or automated).

C. Collect Call Charge

This charge applies to a billing arrangement whereby the originating caller may bill the charges for a call to the called party, provided the called party agrees to accept the charges.

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.6 Service Offerings, (Cont'd)

3.6.1 Operator Services, (cont'd)

D. Third Party Billing Charge

This charge applies to a billing arrangement by which the charges for a call may be billed to a telephone number that is different from the calling number and the called number.

E. Sent Paid Charge

This charge applies when the Consumer requests the operator to bill back to the number from which they are calling. The operator can only do this if the Consumer is calling from a non-restricted number.

F. Person to Person Charge

This charge applies to a service whereby the person originating the call specifies a particular person to be reached, or a particular station, room number, department or office to be reached.

G. Operator Dialed Surcharge

A surcharge applies to Operator Station and Person-to-Person rated calls when the Customer or Consumer has the capability of dialing all the digits necessary to complete a call, but elects to dial only the appropriate operator code and requests the operator to dial the called station. The surcharge does not apply to: 1) calls where a Customer cannot otherwise dial the call due to defective equipment or trouble on the Company network or 2) Calls in which a Company operator places a calls for a calling party who is identified as being handicapped and unable to dial the call because of his/her handicap.

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.6 Service Offerings, (Cont'd)

3.6.1 Operator Services, (cont'd)

H. Busy Line Verification and Interrupt

1. Busy Line Verification

Busy Line Verification and Interrupt services are offered in areas where the service is available. With Busy Line Verification (BLV), the Company operator will determine if the called number or line is in use. Only one BLV will be made per telephone call and an associated charge will apply whether or not conversation was detected on the line. The operator will not complete the call for the Customer initiating the verification request.

2. Busy Line Verification - Interrupt

Busy Line Verification - Interrupt (BLVI) allows the Company operator to interrupt a telephone conversation in progress, upon the caller's request and after a Busy Line Verification occurs. Upon the caller's request, the Company operator will interrupt the busy line and inform the called party that there is a call waiting from the caller. The Operator will not complete the call, but will only inform the called party of the request. If the call is released the Company operator will offer to complete the call for the Customer initiating the interrupt request. An applicable service charge and applicable per minute charges will apply to the completed call. Only one BLVI attempt will be made per telephone call and a charge will apply whether or not the called party releases the line.

I. General Assistance Charge

This charge applies when the Customer or Consumer obtains information such as time of day, day of the week, area codes, international and/or city codes.

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.6 Service Offerings, (Cont'd)

3.6.2 Rate Plan 1

A. General

Rate Plan 1 is available to Customers for outbound interLATA and intraLATA toll calling. Pay telephone calls are measured and billed in three (3) minute increments after an initial minimum call duration of three (3) minutes. All other calls are measured and billed in one (1) minute increments after an initial minimum call duration of one (1) minute. When the call is originated from a pay telephone the applicable per-call charges are specified in paragraph C.2 of this section. Calls are not time of day sensitive.

B. Operator Service Rates

1. Usage Rates

Per Minute Usage Rate \$0.69

2. Per Call Charges

Customer Dialed Calling Card	\$4.95
Operator Must Dial Calling Card	\$4.95
Operator Dialed Calling Card	\$5.50
Collect - Automated	\$3.95
Collect - Operator Handled	\$5.50
Third Party - Automated	\$3.95
Third Party - Operator Handled	\$6.50
Sent Paid - Non Coin - Automated	\$6.50
Sent Paid - Non Coin - Operator	\$6.50
Person-to-Person	\$9.95
Operator Dialed Surcharge	\$1.49
Busy Line Verification	\$7.50
Busy Line Verification – Interrupt	\$7.50
General Assistance	\$1.49

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.6 Service Offerings, (Cont'd)

3.6.2 Rate Plan 1, (cont'd)

C. Rates for Pay Telephone Calls

1. Usage Rates

Per Minute Usage Rate \$0.69

2. Per Call Charges

Customer Dialed Calling Card	\$4.95
Operator Must Dial Calling Card	\$4.95
Operator Dialed Calling Card	\$5.50
Collect - Automated	\$3.95
Collect - Operator Handled	\$5.50
Third Party - Automated	\$3.95
Third Party - Operator Handled	\$6.50
Person-to-Person	\$9.95
Operator Dialed Surcharge	\$1.49
Busy Line Verification	\$7.50
Busy Line Verification – Interrupt	\$7.50

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.6 Service Offerings, (Cont'd)

3.6.3 Rate Plan 2

A. General

Rate Plan 2 is available to Customers and Consumers for outbound interLATA and intraLATA toll calling. Calls are measured and billed in one-minute increments after an initial minimum call duration of one minute. Calls are not time of day sensitive.

B. Operator Service Rates

1. Usage Rates

Per Minute Usage Rate	\$0.621
-----------------------	---------

2. Per Call Charges

Customer Dialed Calling Card	\$4.46
Operator Must Dial Calling Card	\$4.46
Operator Dialed Calling Card	\$4.95
Collect - Automated	\$3.56
Collect - Operator Handled	\$4.95
Third Party - Automated	\$3.56
Third Party - Operator Handled	\$5.85
Sent Paid - Non Coin - Automated	\$3.56
Sent Paid - Non Coin - Operator	\$5.85
Person-to-Person	\$8.96
Operator Dialed Surcharge	\$1.34
Busy Line Verification	\$6.75
Busy Line Verification – Interrupt	\$6.75
General Assistance	\$1.34

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.6 Service Offerings, (Cont'd)

3.6.4 Rate Plan 3

A. General

Rate Plan 3 is available to Customers and Consumers for outbound interLATA and intraLATA toll calling. Calls are measured and billed in one-minute increments after an initial minimum call duration of one minute. Calls are not time of day sensitive.

B. Operator Service Rates

1. Usage Rates

Per Minute Usage Rate	\$0.5175
-----------------------	----------

2. Per Call Charges

Customer Dialed Calling Card	\$2.48
Operator Must Dial Calling Card	\$2.48
Operator Dialed Calling Card	\$2.75
Collect - Automated	\$1.98
Collect - Operator Handled	\$2.75
Third Party - Automated	\$1.98
Third Party - Operator Handled	\$3.25
Sent Paid - Non Coin - Automated	\$1.98
Sent Paid - Non Coin - Operator	\$3.25
Person-to-Person	\$4.98
Operator Dialed Surcharge	\$0.75
Busy Line Verification	\$3.75
Busy Line Verification – Interrupt	\$3.75
General Assistance	\$0.75

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.6 Service Offerings, (Cont'd)

3.6.5 Rate Plan 4

A. General

Rate Plan 4 is available to Customers for outbound intrastate toll calling. Customers access the Company's network to place a collect call or other call type requiring operator assistance by dialing a toll free number, or a designated access code from a pay telephone. Calls are billed in one (1) minute increments with an initial period for billing purposes of one (1) minute. Calls are not mileage or time-of-day sensitive. Pay Telephone Surcharge does not apply to these calls.

B. Operator Service Rates

1. Per Minute Usage Rates

	<u>Day</u>		<u>Evening</u>		<u>Night/Weekend</u>	
	<u>1st</u> <u>Minute</u>	<u>Add'l</u> <u>Minute</u>	<u>1st</u> <u>Minute</u>	<u>Add'l</u> <u>Minute</u>	<u>1st</u> <u>Minute</u>	<u>Add'l</u> <u>Minute</u>
<u>Mileage</u> 0 - 99999	\$0.3900	\$0.3900	\$0.3900	\$0.3900	\$0.3900	\$0.3900

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.6 Service Offerings, (Cont'd)

3.6.5 Rate Plan 4, (cont'd)

B. Operator Service Rates, (cont'd)

2. Per Call Charges

Customer Dialed Calling Card	\$ 4.10
Operator Must Dial Calling Card	\$ 4.10
Operator Dialed Calling Card	\$ 4.10
Collect - Automated	\$ 4.10
Collect - Operator Handled	\$ 4.10
Third Party - Automated	\$ 4.10
Third Party - Operator Handled	\$ 4.10
Person-to-Person	\$ 4.10
Operator Dialed Surcharge - Person	\$ 1.99
Operator Dialed Surcharge - Station	\$ 1.99

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.6 Service Offerings, (Cont'd)

3.6.6 Rate Plan 5

A. General

Rate Plan 5 is available to Customers for outbound intrastate toll calling. Customers access the Company's network to place a collect call or other call type requiring operator assistance by dialing a toll free number, or a designated access code from a pay telephone. Calls are billed in three (3) minute increments with an initial period for billing purposes of one (1) minute. Calls are not mileage or time-of-day sensitive. Pay Telephone Surcharge does not apply to these calls.

B. Operator Service Rates

1. Per Minute Usage

	<u>Day</u>		<u>Evening</u>		<u>Night/Weekend</u>	
	<u>1st</u>	<u>Add'l 3</u>	<u>1st</u>	<u>Add'l 3</u>	<u>1st</u>	<u>Add'l 3</u>
<u>Mileage</u>	<u>Minute</u>	<u>Minutes</u>	<u>Minute</u>	<u>Minutes</u>	<u>Minute</u>	<u>Minutes</u>
0 - 99999	\$0.3900	\$1.1700	\$0.3900	\$1.1700	\$0.3900	\$1.1700

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.6 Service Offerings, (Cont'd)

3.6.6 Rate Plan 5, (cont'd)

B. Operator Service Rates, (cont'd)

2. Per Call Charges

Customer Dialed Calling Card	\$ 4.10
Operator Must Dial Calling Card	\$ 4.10
Operator Dialed Calling Card	\$ 4.10
Collect - Automated	\$ 4.10
Collect - Operator Handled	\$ 4.10
Third Party - Automated	\$ 4.10
Third Party - Operator Handled	\$ 4.10
Person-to-Person	\$ 4.10
Operator Dialed Surcharge - Person	\$ 1.99
Operator Dialed Surcharge - Station	\$ 1.99

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (Cont'd)

3.6 Service Offerings, (Cont'd)

3.6.7 Directory Assistance

A. General

Directory Assistance is available to all Customers for the purpose of obtaining telephone numbers. Charges for Directory Assistance are not applicable to inquiries received from handicapped persons who have to rely on Directory Assistance as the only practical means of obtaining a telephone number. Such persons must contact the Company for credit on directory assistance calls.

Directory assistance is offered to all Customers. When operator assistance is provided to complete or bill the directory assistance charges appropriate operator service charges apply in addition to the directory assistance usage charge.

A maximum of two (2) telephone numbers are allowed per request. Additional charges may apply for requests of more than two (2) telephone numbers, which will not exceed the existing tariffed rate.

B. Rates and Charges

Intrastate Directory Assistance Charge, Per Call	\$0.85
National Directory Assistance Charge, Per Call	\$0.85

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