

AUG 18 2014

PUBLIC SERVICE  
COMMISSION

Jean L. Kiddoo  
Brett P. Ferenchak  
jean.kiddoo@bingham.com  
brett.ferenchak@bingham.com

August 15, 2014

*Via Overnight Courier*

Jeff Derouen, Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602-8294

**Re: Notification of the Transfer of Indirect Control of Enventis Telecom, Inc. to Consolidated Communications Holdings, Inc.**

Dear Mr. Derouen:

Consolidated Communications Holdings, Inc. ("CCHI") and Enventis Telecom, Inc. ("Enventis Telecom") (together, the "Parties"), by undersigned counsel, notify the Commission that CCHI plans to acquire indirect control of the Enventis Telecom, through a merger of Enventis Telecom's parent company, Enventis Corporation ("Enventis Corp.") with CCHI's direct subsidiary, Sky Merger Sub Inc. ("Merger Sub") (the "Transaction").

Pursuant to the Order issued in Admin. Case No. 359 on June 21, 1996 and 807 KAR 5:011, Section 11, prior action by the Commission is not required for the Transaction. Accordingly, the Parties submit this letter for informational purposes.

**Description of the Parties**

**A. Consolidated Communications Holdings, Inc.**

CCHI is a publicly traded (NASDAQ: CNSL) Delaware corporation, and headquartered in Mattoon, Illinois. Through its operating subsidiaries, CCHI provides a wide range of telecommunications services to residential and business customers in California, Illinois, Kansas, Missouri, Pennsylvania, and Texas, including: local and long-distance telephone service, high-speed broadband Internet access, standard and high-definition digital television, and digital telephone service, custom calling features, private line services, carrier access services, network capacity services over regional fiber optic networks, directory publishing. CCHI's operating subsidiaries include both incumbent and competitive local exchange carriers. CCHI does not itself provide telecommunications services. In Kentucky, CCHI's subsidiary, Consolidated Communications Enterprises Services, Inc. ("CCES"), is authorized to provide long distance and operator services (Utility IDs 22253009, 5168500 and 5300900).

CCHI was founded in 1894 and has a long history of operating both incumbent local exchange and competitive local exchange companies. Beginning as a small ILEC in

- Beijing
- Boston
- Frankfurt
- Hartford
- Hong Kong
- Lexington (GSC)
- London
- Los Angeles
- New York
- Orange County
- San Francisco
- Santa Monica
- Silicon Valley
- Tokyo
- Washington**

Bingham McCutchen LLP  
2020 K Street NW  
Washington, DC  
20006-1806

T +1.202.373.6000  
F +1.202.373.6001  
bingham.com

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Illinois, CCHI has expanded its service territories through the acquisitions of TXU Communications, a company with ILEC and CLEC subsidiaries in Texas, in 2004; North Pittsburgh Systems, Inc., a company with ILEC and CLEC subsidiaries in Pennsylvania, in 2007; and most recently SureWest, a company with ILEC and CLEC subsidiaries in California, Kansas and Missouri, in 2012. CCHI has successfully integrated these acquisitions into a family of companies providing advanced communications services to both residential and business customers in California, Illinois, Kansas, Missouri, Pennsylvania, and Texas. CCHI will bring this expertise to its acquisition of Enventis Corp. and its subsidiaries, including Enventis Telecom. In support of its financial qualifications to acquire control of Enventis Telecom, CCHI's most recent SEC Forms 10-Q and 10-K are available at <http://ir.consolidated.com> under "Financial Information."

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

**B. Enventis Corp. and Enventis Telecom, Inc.**

Enventis Corp. is a publicly traded (NASDAQ: ENVE) Minnesota corporation previously known as HickoryTech (HickoryTech's shareholders approved a corporate name change to Enventis Corporation on May 6, 2014).<sup>1</sup> Through its various operating incumbent and competitive local exchange carrier subsidiaries, Enventis Corp. is a leading provider of advanced communication solutions including data, cloud and IT services to businesses throughout the upper Midwest.

Enventis Telecom, a Minnesota corporation, is a wholly owned direct subsidiary of Enventis Corp. Enventis Telecom is an integrated communications services provider that offers private line and advanced data service to businesses and communities primarily in Minnesota (and also certain communities in Iowa, North Dakota South Dakota and Wisconsin). In addition to the states above, Enventis Telecom is also authorized to provide interexchange services in Florida, Georgia, Illinois, Indiana, Kentucky, Maryland, Montana, New York, Ohio, and Washington and local exchange and interexchange services in South Dakota and Wisconsin. In Kentucky, Enventis Telecom is authorized to provide long distance services (Utility ID 5179160). Enventis Telecom is also authorized by the FCC to provide interstate and international telecommunications services.

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

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### Contacts

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

Jean L. Kiddoo  
Brett P. Ferenchak  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006-1806  
Tel: 202-373-6000  
Fax: 202-373-6001  
[jean.kiddoo@bingham.com](mailto:jean.kiddoo@bingham.com)  
[brett.ferenchak@bingham.com](mailto:brett.ferenchak@bingham.com)

For CCHI:

Michael Shultz  
Vice President Regulatory and Public Policy  
Consolidated Communications  
350 South Loop 336 West  
Conroe, TX 77304  
Tel: 936-788-7414  
Fax: 936-788-1229  
[michael.shultz@consolidated.com](mailto:michael.shultz@consolidated.com)

For Enventis Telecom:

Bill VanderSluis  
Director – Regulatory  
Enventis Corporation  
221 East Hickory Street  
Mankato, MN 56002-3248  
Tel: 507-387-1886  
Fax: 507-387-6813  
[Bill.VanderSluis@enventis.com](mailto:Bill.VanderSluis@enventis.com)

### Description of the Transaction

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

The registration held by Enventis Telecom will not be cancelled as a result of the Transaction. And immediately following the Transaction, Enventis Telecom will continue to use its current name in the provision of service. Following consummation of the Transaction, Enventis Telecom also will continue to provide service to its customers at the same rates, terms, and conditions, ensuring a seamless transition of ownership without confusion or adverse impact to consumers. Any future rate change, name change, or other modification will be undertaken pursuant to applicable federal and state laws and regulations.

**Public Interest Considerations**

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

The Parties believe that the Transaction will result in a stronger combined company and allow the combined company to offer new products and services and consumer choice for telecommunications and broadband services. The Parties anticipate customers will benefit from the enhanced access of Enventis Telecom to capital and financial strengths of CCHI and the Consolidated Companies, but also the sharing and application of best practices along with the availability of additional management expertise following the acquisition by CCHI. The post-Transaction management of Enventis Telecom will be able to draw upon the decades of combined experience of the current management teams of each of the Parties to create an environment focused on operating excellence for employees and customers and a combination of the best practices of both existing organizations.

The Parties also expect to realize cost benefits from the scale efficiencies of providing Internet and telephone services across the enterprise, resulting in the ability to more effectively compete for customers on a price basis. Current and future customers will also enjoy the benefit of the Consolidated Companies' record of superior customer experience. These benefits will extend to installation and service appointment processes; consumer-friendly pricing and packaging choices; and the delivery of further advanced broadband services.

Moreover, the Transaction will be conducted in a manner that will be transparent to customers and any future name change or service changes will be preceded by appropriate notices to customers as well as any required regulatory filings. The Transaction will not result in any immediate change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the Transaction, Enventis Telecom will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

\* \* \* \*

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An original and four (4) copies of this letter are enclosed for filing. Please date-stamp the extra copy and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact us.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferenchak

Bingham McCutchen LLP

Counsel for the Parties

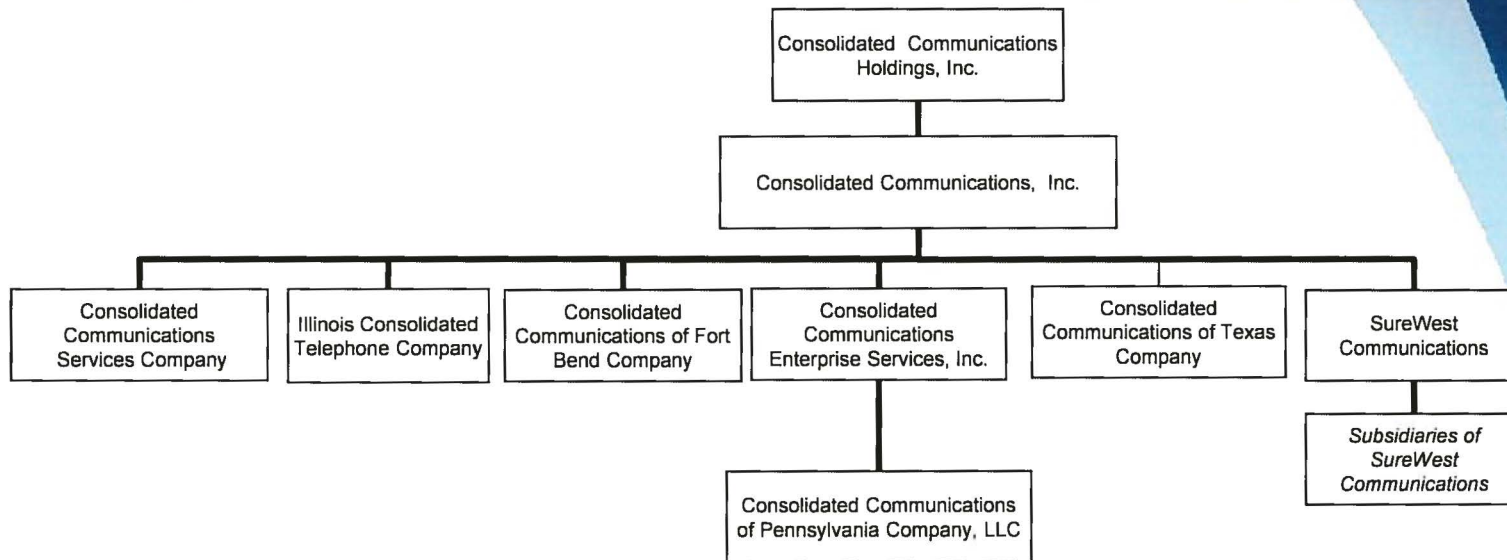
**EXHIBIT A**

**Diagrams of the Pre- and Post-Transaction Corporate Organization Structures**

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



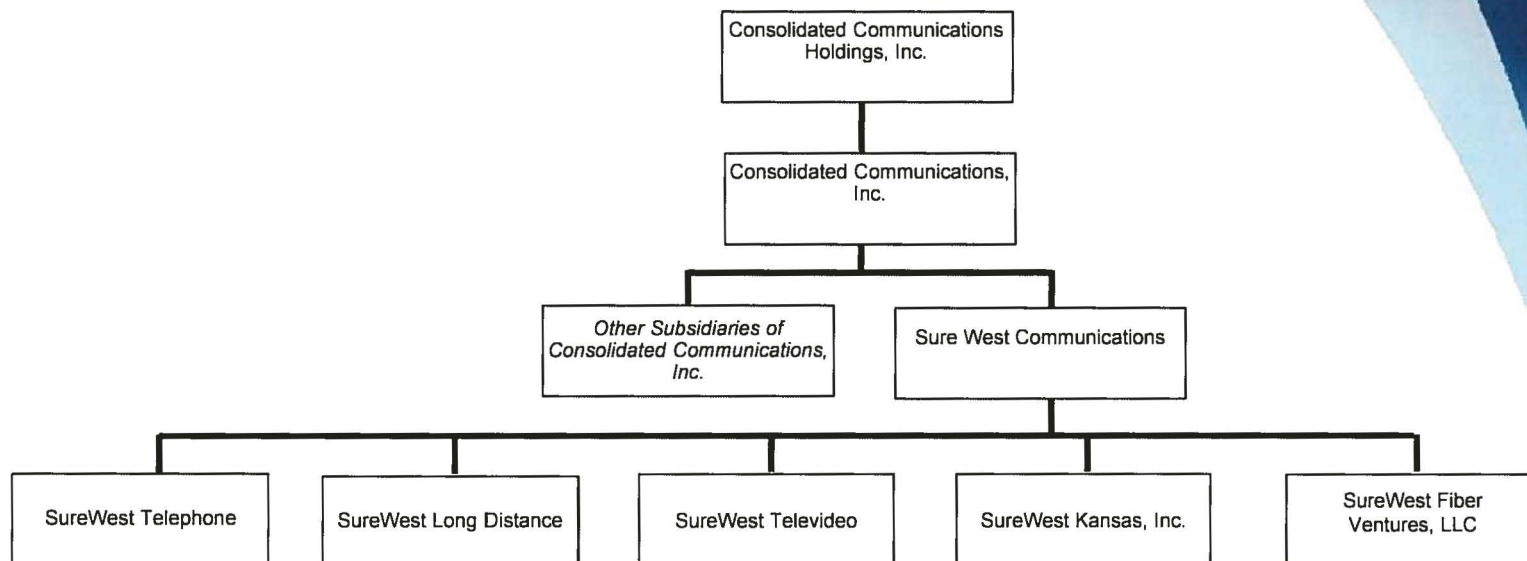
As of 6/30/14



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



As of 6/30/14

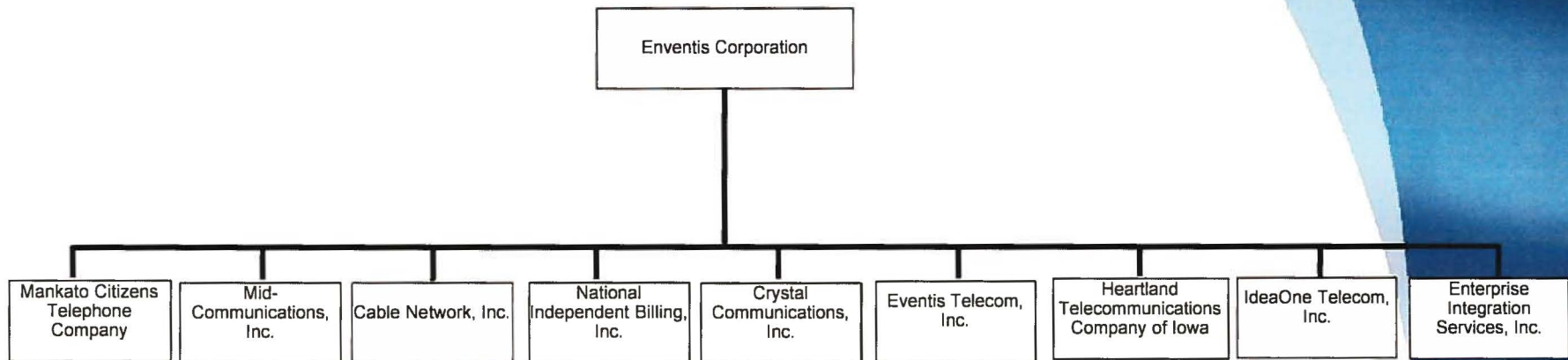




# Eventis Corporation & Subsidiaries

## Organizational Chart (Page 3 of 4)

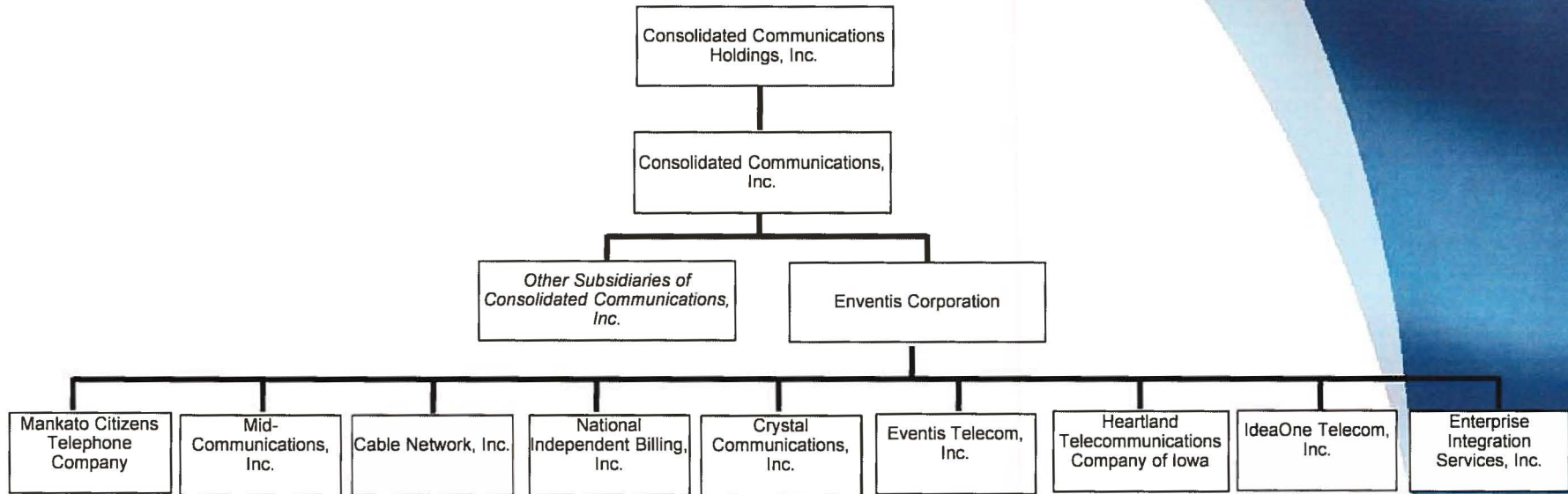
As of 6/30/14



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



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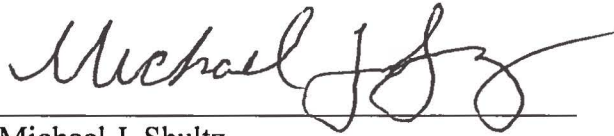
STATE OF TEXAS

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§  
§

COUNTY OF MONTGOMERY

**VERIFICATION**

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



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

Sworn and subscribed before me this 28 day of July, 2014.

  
\_\_\_\_\_  
Notary Public

My commission expires March 27, 2017

STATE OF MINNESOTA  
COUNTY OF BLUE EARTH

§  
§  
§

**VERIFICATION**

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



Bill VanderSluis  
Director – Regulatory  
Enventis Corporation

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



Notary Public

My commission expires 1-31-15

