

**BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS**

In the Matter of the Joint Application of)
)
Consolidated Communications Holdings,)
Inc., Fidium Fiber Finance Holdco LLC,)
Consolidated Communications of Kansas)
Company, and Consolidated)
Communications of Missouri Company)
)
for Approval of (1) a *Pro Forma* Transfer of) Docket No. 25-CCHT-279-CCN
Control of Consolidated Communications of)
Kansas Company and Consolidated)
Communications of Missouri Company to)
Fidium Fiber Finance Holdco LLC and (2))
Name Changes of Consolidated)
Communications of Kansas Company and)
Consolidated Communications of Missouri)
Company to Reflect a Re-Domestication and)
Corporate Conversion)

JOINT APPLICATION

COME NOW, the Applicants, Consolidated Communications Holdings, Inc. (“CCHI”); Consolidated Communications of Kansas Company (“Consolidated-Kansas”); Consolidated Communications of Missouri Company (“Consolidated-Missouri,” and together with Consolidated-Kansas, the “Kansas Operating Entities”);¹ and Fidium Fiber Finance Holdco LLC (“Fidium Finance”) (all of the foregoing collectively, the “Applicants”), and hereby submit this Joint Application to the Kansas Corporation Commission (the “Commission”). Applicants

¹ In addition to the Kansas Operating Entities, Consolidated Communications Enterprise Services, Inc. (“CCES”), a Delaware corporation and indirect subsidiary of CCHI, operates as an interexchange carrier in Kansas and is a telecommunications carrier pursuant to K.S.A. 66 1,187(m). No transfer of control or change in ownership of CCES will occur as part of the Transaction.

respectfully request the Commission expeditiously grant this Application no later than March 31, 2024.²

As approved by the Commission in Docket No. 24-CCHT-521-ACQ on August 27, 2024, the Kansas Operating Entities became indirect, wholly owned subsidiaries of Condor Holdings, LLC (“Condor”) on December 27, 2024 (the “Condor Transaction”). Now that the Condor Transaction is complete, Condor and its subsidiaries expect to undertake a series of internal restructuring and other internal corporate changes for tax and business purposes that will support the company’s fiber expansion and related technology upgrades. These planned corporate structure changes, however, will be transparent to customers and will not involve any changes to the rates, terms or conditions of service customers receive from Consolidated’s Kansas Operating Entities.

The planned corporate structure changes will involve changes in the intermediate holding company structure of the Kansas Operating Entities and the conversion of the Kansas Operating Entities to Delaware limited liability companies, with corresponding name changes. The planned corporate structure changes are separate from, and have no impact on, completion of the Condor Transaction, and the restructuring plan will not result in any change in the ultimate ownership or control of Condor or its subsidiaries, including the Kansas Operating Entities.

Therefore, by this Joint Application, Applicants seek approval of (1) a *pro forma* transfer of control of the Kansas Operating Entities (the “Transaction”) and (2) changes to the legal names resulting from the re-domestication and conversion the Kansas Operating Entities to be Delaware limited liability companies (the “Conversion”).

² Applicants note that the Commission recently approved a transaction involving the transfer of certificates, change in corporate structure, and certified name filed by AT&T Corp. and AT&T Enterprises, Inc. within 90 days of filing. *See Order Approving Transfer of Certificates and Change of Corporate Structure and Certified Name*, Docket No. 24-SBAT-545-MER (Apr. 30, 2024).

In support of this Joint Application, Applicants provide the following information:

I. DESCRIPTION OF THE PARTIES

A. Transferor – Consolidated Communications Holdings, Inc. (“CCHI”)

1. CCHI, a Delaware corporation,³ is a major broadband and business communications provider serving consumers, enterprise customers, and wireless and wireline carriers across rural and urban communities in a twenty-two-state service area. Leveraging an advanced fiber network spanning approximately 59,000 fiber route miles, CCHI offers a wide range of communications solutions, including: high-speed Internet access service, voice service, security services, managed services, cloud-based services, and wholesale carrier solutions. Since its founding approximately 125 years ago, CCHI has been dedicated to turning technology into solutions, connecting people and enriching how they work and live, including in rural areas of the Nation.

2. On December 27, 2024, CCHI became a wholly owned direct subsidiary of Condor,⁴ a Delaware limited liability company, which is a wholly owned subsidiary of Searchlight III CVL, LLC (“Searchlight III CVL”), a Delaware limited liability company.⁵ Investment funds affiliated with Searchlight Capital Partners, L.P., a Delaware limited partnership, hold a majority equity interest in Searchlight III CVL, and investment vehicles affiliated with British Columbia

³ CCHI is expected to undertake a change in corporate form to convert from a Delaware corporation to a Delaware limited liability company.

⁴ In connection with Condor’s acquisition of CCHI and its subsidiaries (including the Kansas Operating Entities and CCES), the Commission approved the transfer of indirect control of the Kansas Operating Entities to Condor in Docket No. 24-CCHT-521-ACQ on August 27, 2024. Consolidated obtained all necessary approvals for that transaction, including approval from the FCC on December 9, 2024, and the Condor Transaction closed on December 27, 2024.

⁵ As previously disclosed to the Commission in Docket No. 24-CCHT-521-ACQ, in close proximity to consummation of the Condor Transaction, Searchlight III CVL converted from a limited partnership to a limited liability company.

Investment Management Corporation, a corporation incorporated pursuant to the Public Sector Pension Plans Act (British Columbia), hold a non-controlling minority equity interest.

B. Consolidated Communications of Kansas Company (“Consolidated-Kansas”)

3. Consolidated-Kansas, a Kansas corporation, is a rural incumbent local exchange carrier (“RLEC” and “ILEC”). Consolidated-Kansas, formerly known as Sunflower Telephone Company (“Sunflower”), was acquired by CCHI from FairPoint Communications, Inc. (“FairPoint”), along with FairPoint’s other Kansas subsidiaries (Bluestem Telephone Company, Inc. (“Bluestem”), FairPoint Communications Company of Missouri, Inc., and ST Long Distance, Inc.) pursuant to an application approved by the Commission on June 6, 2017.⁶ The service area of Sunflower was later expanded to include the exchanges of Bluestem, and Bluestem’s Certificate of Convenience and Authority was cancelled pursuant to a Commission Order dated November 27, 2018.⁷ The Commission then approved Sunflower’s name change to Consolidated-Kansas on December 20, 2018.⁸ Consolidated-Kansas provides service within the following Kansas exchanges: Americus, Leoti, Sharon Springs, Cedar Point, Tribune, Wallace, Saffordville, Marienthal, Weskan, and Jetmore.

4. On December 27, 2024, Consolidated-Kansas became an indirect, wholly owned subsidiary of Condor, and thus a wholly owned indirect subsidiary of Searchlight III CVL, as a result of the transfer of indirect control approved by the Commission in Docket No. 24-CCHT-521-ACQ on August 27, 2024.

⁶ See Docket No. 17-SFLT-283-ACQ.

⁷ See Docket No. 19-BSTT-172-CCS; Docket No. 19-SFLT-189-COC.

⁸ See Docket No. 19-SFLT-197-CCN.

C. Consolidated Communications of Missouri Company (“Consolidated-Missouri”)

5. Consolidated-Missouri, a Missouri corporation, is also an RLEC and ILEC and an indirect subsidiary of CCHI.⁹ Consolidated-Missouri provides service to the Cleveland and Drexel exchanges in Kansas.

6. On December 27, 2024, Consolidated-Missouri became an indirect, wholly owned subsidiary of Condor, and thus a wholly owned indirect subsidiary of Searchlight III CVL, as a result of the transfer of indirect control approved by the Commission in Docket No. 24-CCHT-521-ACQ on August 27, 2024.

D. Transferee – Fidium Fiber Finance Holdco LLC (“Fidium Finance”)

7. Fidium Finance, a Delaware limited liability company formed for the purpose of the Transaction, is a wholly owned subsidiary of Condor and thus Searchlight III CVL.

II. DESCRIPTION OF THE TRANSACTION

8. Approval is requested for a *pro forma* transfer of control whereby the Kansas Operating Entities will no longer be wholly owned subsidiaries of CCHI and will instead become wholly owned direct subsidiaries of Fidium Finance. Because both CCHI and Fidium Finance are and will remain indirect, wholly owned subsidiaries of Condor (and thus Searchlight III CVL), the Transaction will not result in any change in the ultimate ownership or control of the Kansas Operating Entities. The only change resulting from the Transaction is the intermediate holding company structure between the Kansas Operating Entities and Condor. Following the Transaction, the Kansas Operating Entities will become direct, wholly owned subsidiaries of Fidium Finance

⁹ Consolidated-Missouri was formerly known as FairPoint Communications Missouri, Inc. and changed its name pursuant to an application approved by the Commission on December 20, 2018. *See* Docket No. 19-FCMT-161-CCN.

(and indirect wholly owned subsidiaries of Fidium Fiber Holdco LLC and other intermediate holding companies that are directly, wholly owned by Condor and created for purposes of the Transaction).¹⁰ The Kansas Operating Entities will remain indirect, wholly owned subsidiaries of Condor (and thus Searchlight III CVL). Current and post-Transaction ownership structure charts are provided as **Exhibit A**.

9. The Transaction will not affect the rates, terms, or conditions of service provided by the Kansas Operating Entities. Customers will continue to be served by the same entity from which they currently obtain service and will continue to receive invoices for services from “Consolidated” under the same contracts, rates, terms, and conditions of service as before the Transaction.

III. DESCRIPTION OF THE CONVERSION

10. The Kansas Operating Entities also notify the Commission that after approval of the *pro forma* transaction described herein, the Kansas Operating Entities will change their legal names as a result of a planned re-domestication and conversion of the Kansas Operating Entities to Delaware limited liability companies. Specifically, Consolidated-Kansas and Consolidated-Missouri are expected to re-domesticate from their current states of incorporation—Kansas and Missouri, respectively—to convert to Delaware limited liability companies. Thus, as a result of the Conversion, both of the Kansas Operating Entities will be Delaware limited liability companies and their legal names will be: (1) Consolidated Communications of Kansas Company, LLC and (2) Consolidated Communications of Missouri Company, LLC.

¹⁰ The other intermediate holding companies will each be a direct, wholly owned subsidiary of Condor and will each hold a 25 percent or less interest in Fidium Fiber Holdco LLC. As a result, the other intermediate holding companies will hold a 25 percent or less indirect interest in the Kansas Operating Entities.

11. The Conversion is merely a change in the corporate form of the Kansas Operating Entities and will not entail any merger or other transactions interrupting the existence of the Kansas Operating Entities. Under Delaware corporate law, “[w]hen a corporation has been converted to another entity or business form pursuant to this section, the other entity or business form shall, for all purposes of the laws of the State of Delaware, be deemed to be the same entity as the corporation.”¹¹ The same concept applies when the entity is re-domesticating as a Delaware limited liability company, as Delaware provides that “[w]hen a corporation has transferred, domesticated or continued pursuant to this section, for all purposes of the laws of the State of Delaware, the resulting entity shall be deemed to be the same entity as the transferring, domesticating or continuing corporation and shall constitute a continuation of the existence of such corporation in the form of the resulting entity.”¹²

12. The Conversion will not affect the rates, terms, or conditions of service provided by the Kansas Operating Entities. Customers will continue to be served by the same entity from which they currently obtain service and will continue to receive invoices for services from “Consolidated” under the same contracts, rates, terms, and conditions of service as before the Conversion. Further, notifying customers of the minor addition of “LLC” to each of the Kansas Operating Entities’ names may cause confusion. Therefore, notice to customers of the Conversion is not necessary. The Kansas Operating Entities request that the Commission update its records and issue an order approving the Conversion. The Kansas Operating Entities will make all required tariff filings necessary upon completion of the Conversion.

¹¹ See 8 Del. Code § 266(h).

¹² See 8 Del. Code § 390(f).

IV. PUBLIC INTEREST CONSIDERATIONS

13. Applicants contend that the Commission's Order on Merger Standards should not apply to the instant Transaction which doesn't involve any change to the beneficial ownership of the Kansas Operating Entities recently approved in Docket No. 24-CCHT-521-ACQ on August 27, 2024 or any change to the entities providing regulated service in Kansas or to the rates, terms and conditions of service.¹³ Most importantly, the Transaction does not disturb the applicability of the service quality conditions adopted by the Commission in Docket No. 24-CCHT-521-ACQ. Nonetheless, as detailed below, Commission approval of the proposed Transaction is in the public interest because it comports with the Merger Standards.

A. The effect of the Transaction on consumers.

14. The Transaction involves only changes to the intermediate holding company structure between the Kansas Operating Entities and Condor. The Transaction will not change ultimate working control of the Kansas Operating Entities. Following completion of the Transaction, the Kansas Operating Entities will continue to have the same requisite managerial, technical, and financial capacities to provide high-quality telecommunications services in the State of Kansas. Nor does the Transaction impact the Kansas Operating Entities commitment to improve service quality for its customers as specified in Docket No. 24-CCHT-521-ACQ. The telecommunications services provided by the Kansas Operating Entities, and the rates, terms, and conditions of those services, also will not change. The Transaction will not affect the customers of the Kansas Operating Entities in any way. Therefore, the Transaction is consistent with the public interest and should therefore be approved by the Commission.

¹³ The Order on Merger Standards was filed in and deemed applicable to Docket Nos. 16-KCPE-593-ACQ; 16-EPDE-410-ACQ, and 16-ITCE-512-ACQ.

B. The effect of the Transaction on the environment.

15. The Transaction is not expected to have any material impact on the environment.

C. The effect of the Transaction on state and local economies and whether it will likely create harmful labor dislocations.

16. As the Transaction involves only changes to the intermediate holding company structure between the Kansas Operating Entities and Condor, the Transaction is not expected to have any effect on state and local economies.

17. Additionally, the Transaction will be fair and reasonable to the Kansas Operating Entities' employees. There will be no discernible impact from the Transaction on the day-to-day management of the Kansas Operating Entities. There are no plans to change the officers and managers who are guiding the companies today, subject only to changes that may occur as employees come and go in the normal course of business.

D. The effect the Transaction has on the Commission's jurisdiction.

18. The Transaction involves only changes to the intermediate holding company structure between the Kansas Operating Entities and Condor and will not affect any of the operations or legal identities of the Kansas Operating Entities. Thus, the Kansas Operating Entities will remain subject to the Commission's jurisdiction and all applicable Kansas utility laws.

E. The effect the Transaction has on affected public utility shareholders.

19. The Transaction is not expected to have an effect on public utility shareholders.

F. The effect the Transaction has on Kansas energy resources.

20. The Transaction is not expected to have any material impact on Kansas energy resources.

G. Whether the Transaction will reduce the possibility of economic waste.

21. As the Transaction involves only changes to the intermediate holding company structure between the Kansas Operating Entities and Condor, the Transaction will have no effect on the possibility of economic waste.

H. The effect the Transaction has on public safety.

22. The Transaction is not expected to have any material impact on public safety, as the current provision of 911 services will not change as a result of the Transaction.

WHEREFORE, for all of the foregoing reasons, the Applicants respectfully request that the Commission approve the *pro forma* transfer of control of the Kansas Operating Entities and take notice of the change in each of the legal names of the Kansas Operating Entities resulting from the Conversion.

Respectfully submitted,



/s/ _____
John Kober (Member Kansas Bar)
MORGAN, LEWIS & BOCKIUS LLP
1717 Main Street, Suite 3200
Dallas, TX 75201-7347
Tel: 214-466-4105
Fax: 214-466-4001
john.kober@morganlewis.com

Russell M. Blau
Joshua M. Bobeck
Patricia Cave
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Ave, NW
Washington, DC 20004-2541
Tel: 202-739-3000
Fax: 202-739-3001
russell.blau@morganlewis.com
joshua.bobek@morganlewis.com
patricia.cave@morganlewis.com

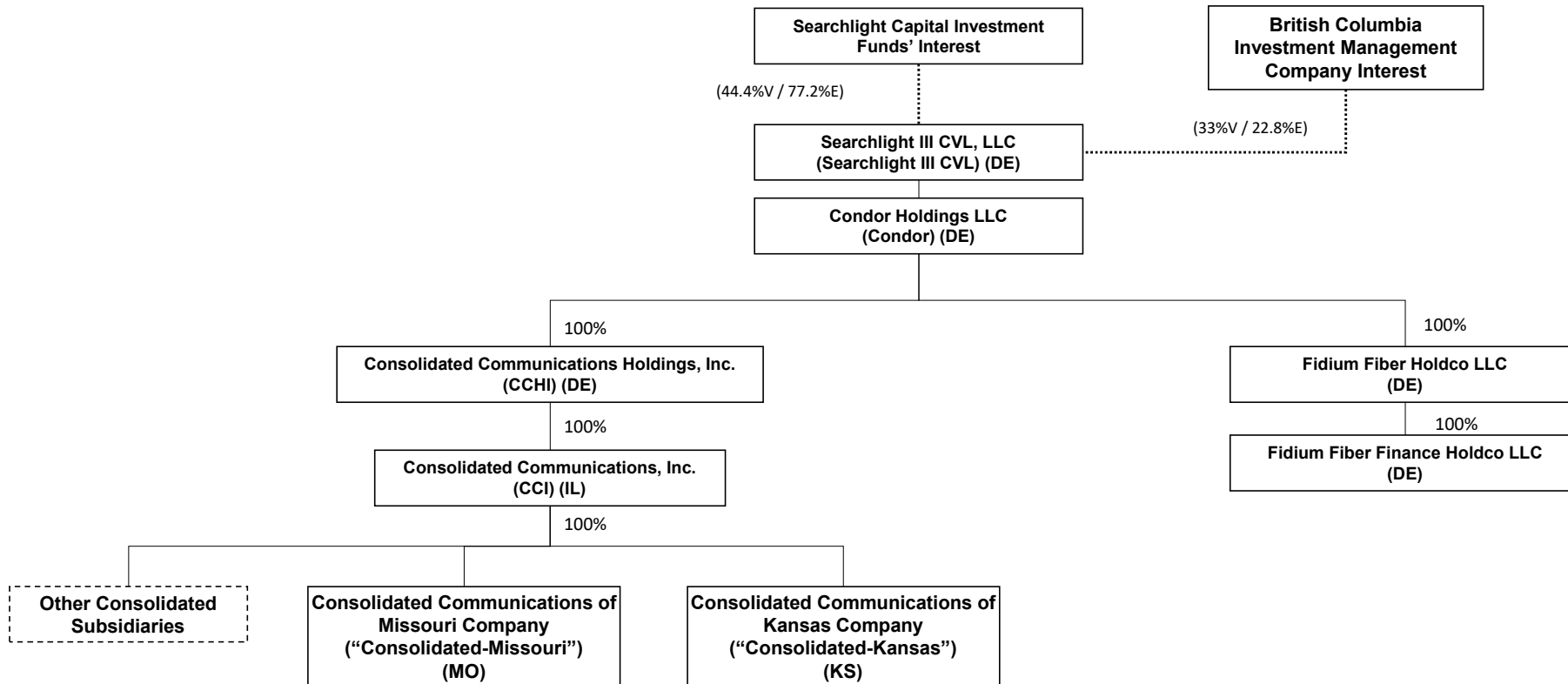
Counsel for Applicants

Dated: January 10, 2025

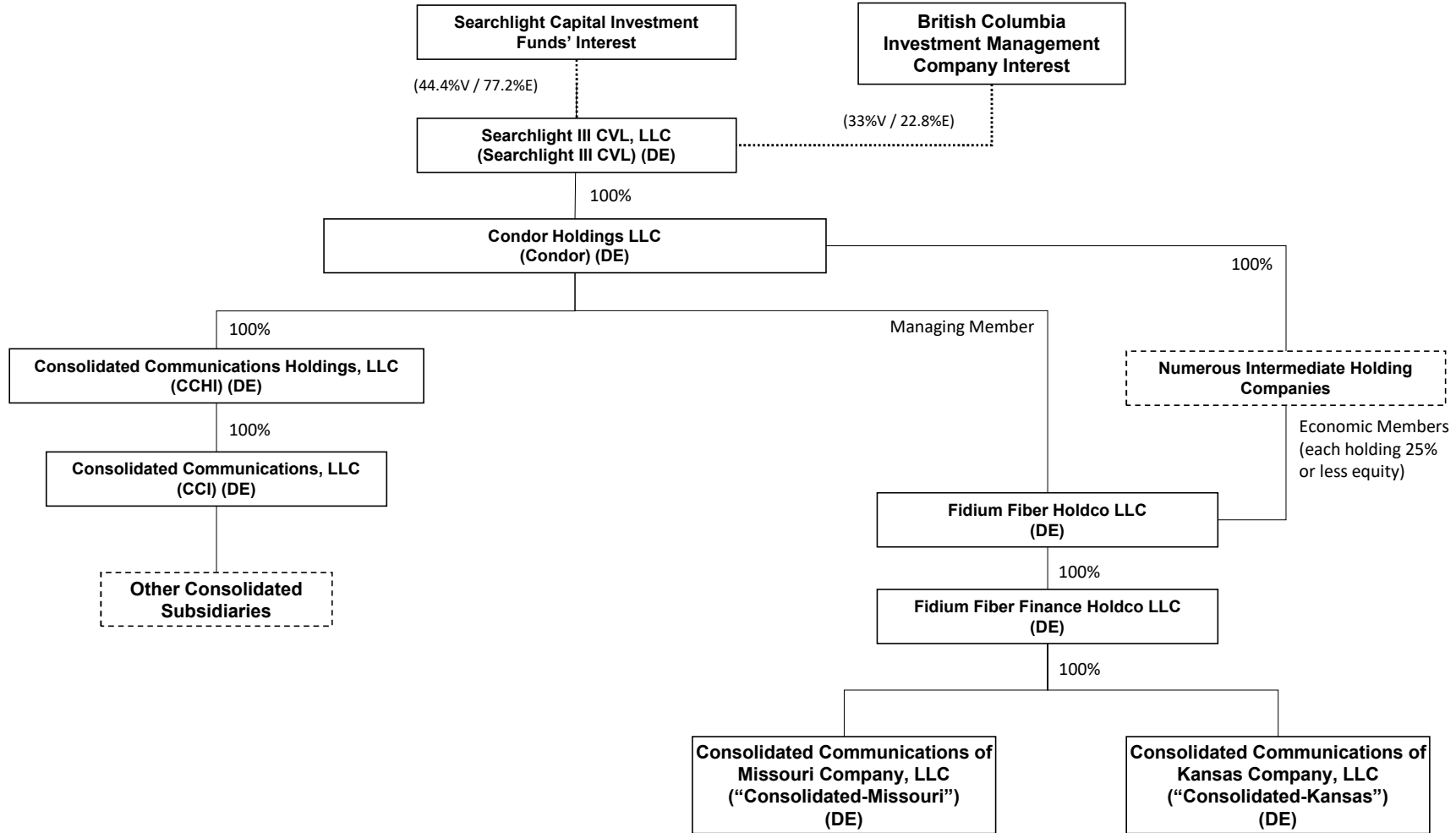
EXHIBIT A

Current and Post-Transaction Corporate Ownership Structure Charts

Pre-Transaction Ownership Structure



Post-Transaction Ownership Structure



VERIFICATION

**STATE OF PENNSYLVANIA §
 §
COUNTY OF ALLEGHENY §**

I, Michael J. Shultz, being duly sworn on oath, state that I am Senior Vice President – Regulatory and Public Policy for Consolidated Communications; that I am authorized to make this Verification on behalf of Consolidated Communications Holdings, Inc., Consolidated Communications of Kansas Company, and Consolidated Communications of Missouri Company; that I have read the foregoing Joint Application and know the contents thereof; and that the facts set forth therein are true and correct to the best of my knowledge, information and belief.



Michael J. Shultz
Sr. Vice President – Regulatory & Public Policy
Consolidated Communications

Sworn and subscribed before me this 19th day of December, 2024.



Notary Public

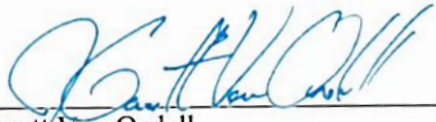
My commission expires 1-24-27.

Commonwealth of Pennsylvania - Notary Seal Jason Handyside, Notary Public Butler County My commission expires January 24, 2027 Commission number 1339905 Member, Pennsylvania Association of Notaries
--

VERIFICATION


STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

I, Garrett Van Osdell, being duly sworn on oath, state that I am Chief Legal Officer and Corporate Secretary of Fidium Fiber Finance Holdco LLC; that I am authorized to make this Verification on behalf of Fidium Fiber Finance Holdco LLC; that I have read the foregoing Joint Application and know the contents thereof; and that the facts set forth therein are true and correct to the best of my knowledge, information and belief.



Garrett Van Osdell
Chief Legal Officer and Corporate Secretary
Fidium Fiber Finance Holdco LLC

Sworn and subscribed before me this 7th day of January, 2025.



Notary Public

My commission expires July 27, 2027.

