

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

Before Commissioners: Andrew J. French, Chairperson
 Dwight D. Keen
 Annie Kuether

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) Docket No. 25-CCHT-279-CCN
Forma Transfer of 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.)

ORDER APPROVING NAME CHANGE

The above-captioned matter comes before the State Corporation Commission of the State of Kansas (Commission) for consideration and determination. Having examined its files and records, and being duly advised in the premises, the Commission finds and concludes as follows:

1. On January 13, 2025, Consolidated Communications Holdings, Inc. (CCHI); Fidium Fiber Finance Holdco, LLC; Consolidated Communications of Kansas Company (Consolidated-Kansas); and Consolidated Communications of Missouri Company (Consolidated-Missouri) (collectively Companies) filed an application requesting approval of (1) a pro-forma transfer of control of Consolidated-Kansas and Consolidated-Missouri from transferor CCHI to transferee Fidium Fiber Finance Holdco, LLC and (2) name changes of Consolidated-Kansas and Consolidated-Missouri to reflect a Re-Domestication and Corporate Conversion into Delaware limited liability companies.

2. The Commission derives its authority and jurisdiction to supervise and control telecommunications public utilities from K.S.A. 66-1,188 and K.S.A. 66-2005(z). Regarding the request for a company name change, the Commission, in accordance with K.S.A 66-131 and K.S.A 66-136, must determine whether the proposed change will promote the public convenience.

3. On March 5, 2025, Commission Staff (Staff) submitted its Report and Recommendation, attached hereto and made a part hereof, recommending the Commission grant the application and approve the request to change the name on all Commission records.

4. Specifically, Staff recommends approval:

- (1) Of a pro-forma transfer of control of Consolidated-Kansas and Consolidated-Missouri from transferor CCHI to transferee Fidium Fiber Finance Holdco, LLC; and
- (2) To update the Commission's records regarding each company name of Consolidated-Kansas and Consolidated-Missouri, respectively to, Consolidated Communications of Kansas Company, LLC and Consolidated Communications of Missouri Company, LLC on each of their ILEC Certificate of Convenience and Authority; reflecting a Re-Domestication and Corporate Conversion into Delaware limited liability companies.

5. Based on Staff's R&R, Consolidated-Missouri and Consolidated-Kansas shall:

a. register with the Kansas Secretary of State as a foreign limited liability company with their new names upon the approval of the name changes.

b. file with the Delaware Secretary of State documentation in this docket upon approval of the name changes.

c. file with the Federal Communications Commission form "FCC Form 499" to reflect the name change upon approval of this application.

d. file within this docket a revised tariff without any changes to the tariff, other than the name change within 30 days of an Order being issued by the Commission.

e. notify the Commission immediately of any change in address or contact information, timely file annual reports, maintain current registration with the Kansas

Secretary of State's Office, and pay all Commission and KUSF assessments in a timely manner.

8. The Commission adopts Staff's R&R as findings and concludes the name change is reasonable, and therefore the application filed in this matter should be granted.

IT IS, THEREFORE, BY THE COMMISSION ORDERED THAT:

A. The application filed by Consolidated Communications Holdings, Inc., Fidium Fiber Finance Holdco, LLC, Consolidated Communications of Kansas Company and Consolidated Communications of Missouri Company, is hereby approved.

B. Consolidated-Missouri and Consolidated-Kansas within thirty (30) days of the date of this order shall:

- i. register with the Kansas Secretary of State as a foreign limited liability company with their new names.
- ii. file the Delaware Secretary of State documentation in this docket.
- iii. file FCC Form 499 with The Federal Communications Commission to reflect the name change.
- iv. file within this docket a revised tariff without any changes to the tariff, other than the name change.

C. Consolidated-Missouri and Consolidated-Kansas shall notify the Commission immediately of any change in address or contact information, timely file annual reports, maintain current registration with the Kansas Secretary of State's Office, and pay all Commission and KUSF assessments in a timely manner.

D. Any party may file and serve a petition for reconsideration pursuant to the requirements and time limits established by K.S.A. 77-529(a)(1).¹

BY THE COMMISSION IT IS SO ORDERED.

French, Chairperson; Keen; Commissioner; Kuether, Commissioner

¹ K.S.A. 66-118b; K.S.A. 77-503(c); K.S.A. 77-531(b).

Dated: 03/13/2025

A handwritten signature in cursive script, reading "Abigail D. Emery".

Abigail D. Emery
Acting Secretary to the Commission

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Andrew J. French, Chairperson
Dwight D. Keen, Commissioner
Annie Kuether, Commissioner

Laura Kelly, Governor

REPORT AND RECOMMENDATION UTILITIES DIVISION

TO: Andrew J. French, Chairperson
Dwight D. Keen, Commissioner
Annie Kuether, Commissioner

FROM: Jorge Soto-Gomez, Telecommunications Analyst
Steve Garrett, Deputy Chief of Telecommunications
Jeff McClanahan, Director of Utilities

DATE: March 5, 2025

SUBJECT: Docket No. 25-CCHT-279-CCN

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 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.

EXECUTIVE SUMMARY

On January 13, 2025, Morgan, Lewis & Brockius LLP, filed a joint application on behalf the four applicants Consolidated Communications Holdings, Inc. (CCHI); Fidium Fiber Finance Holdco, LLC; Consolidated Communications of Kansas Company (Consolidated-Kansas); and Consolidated Communications of Missouri Company (Consolidated-Missouri) requesting the Kansas Corporation Commission (Commission) for Approval of (1) a pro-forma transfer of control of Consolidated-Kansas and Consolidated-Missouri from transferor CCHI to transferee Fidium Fiber Finance Holdco, LLC and (2) name changes of Consolidated-Kansas and Consolidated-Missouri to reflect a Re-Domestication and Corporate Conversion into Delaware limited liability companies. The Commission staff (Staff) recommends approval of this joint application.

The applicants of this joint application request the application to be approved no later than March 31, 2024.

BACKGROUND

The Commission derives its authority and jurisdiction to supervise and control telecommunications public utilities from K.S.A. 66-1,188 and K.S.A. 66-2005(z). The Commission derives its authority to certificate and de-certificate public utilities from K.S.A. 66-131; which requires the Commission to review all certification and decertification applications to determine whether the public convenience and necessity will be promoted by granting the request. Regarding the request for a company name change, the Commission, in accordance with K.S.A. 66-131 and K.S.A. 66-136, must determine whether the proposed change will promote the public convenience.

Consolidated-Missouri was formerly known as FairPoint Communications Missouri, Inc. (FairPoint Mo)¹. FairPoint Mo changed its name following a 2017 acquisition² by CCHI. On December 20, 2018, an Order was granted in Docket No. 19-FCMT-161-CCN where FairPoint Mo changed their name to “Consolidated Communications of Missouri Company”.

Consolidated-Kansas was formerly known as Sunflower Telephone Company Inc. (Sunflower)³. Similarly, Sunflower was acquired by CCHI in the same 2017 acquisition⁴ as FairPoint Mo. On December 20, 2018, an Order was granted in Docket No. 19-SFLT-197-CCN where Sunflower changed their name to “Consolidated Communications of Kansas Company”.

On August 27, 2024, an Order granted a joint application in Docket No. 24-CCHT-521-ACQ (24-521), where Condor Holding, LLC’s (Condor) proposed acquisition of CCHI’s stock, and the resulting transfer of indirect control of Consolidated-Kansas and Consolidated-Missouri, together called the “Kansas Operating Entities”, to Condor was approved. On January 8, 2025, a notice was filed in 24-521 affirming the acquisition was completed on December 27, 2024, and CCHI, the parent company of Consolidated Communications, Inc.⁵ was acquired by Condor.

The joint application of this current docket’s transaction is a result of the completed 24-521 acquisition. “Condor and its subsidiaries expect to undergo a series of planned internal restructuring and other internal corporate changes for tax and business purposes”.⁶

ANALYSIS

The transferor, CCHI, a wholly owned subsidiary of Searchlight III CVL, LLC will pro-forma transfer control of the “Kansas Operating Entities” to the new managing member & transferee, Fidium Fiber Finance Holdco, LLC as shown in the Application’s Exhibit A now attached to this Report and Recommendation. In other words, despite the change in control, the entities who effectively control the “Kansas Operating Entities” will remain the same. Condor remains the indirect owner of its subsidiaries, the “Kansas Operating Entities”. The applicants stated, “...the

¹ On June 16, 2006, FairPoint Mo was issued a Certificate of Convenience and Authority in Docket No. 06-FCMT-858-COC to provide Incumbent Local Exchange Services.

² Docket No. 17-SFLT-283-ACQ.

³ Sunflower has historically been registered with the KCC & dates prior to the 1996 Telecommunications Act. Sunflower’s Kansas Secretary of State records date back to May 2, 1952 (domestic articles of incorporation).

⁴ Docket No. 17-SFLT-283-ACQ.

⁵ Application, Footnote # 4, p. 3: On December 9, 2024, Consolidated Communications, Inc., direct parent company of “Kansas Operating Entities”, obtained all the necessary approvals for the Condor transaction including the FCC’s approval.

⁶ Application, p. 2.

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.”⁷ The applicants added, “The other intermediate holding companies, created for the purposes of the Transaction, each will be direct wholly owned subsidiaries of Condor holding a 25% or less interest in Fidium Fiber Holdco, LLC and each will hold 25% or less indirect interest in the “Kansas Operating Entities”.”⁸

Consolidated-Missouri, a Missouri foreign for-profit corporation, is a rural incumbent local exchange carrier (RLEC and ILEC). Consolidated-Kansas, a Kansas Domestic For-Profit Corporation is a rural incumbent local exchange carrier (RLEC and ILEC). Through the 25-521 acquisition, the “Kansas Operating Entities” became indirect, wholly owned subsidiaries of Condor, and thus wholly owned indirect subsidiaries of Searchlight III CVL, LLC, as a result of the transfer of indirect control.

Both Consolidated-Missouri and Consolidated-Kansas are currently “active and in good standing” with the Kansas Secretary of State’s Office to engage in business in Kansas.⁹ The companies are current with its Commission assessments and Kansas Universal Service Fund (KUSF) reporting and payment obligations.

As shown in Exhibit A, four companies will undergo a corporate conversion to become limited liability companies. This application is regarding the name changes of the following: Consolidated-Missouri will become Consolidated Communications of Missouri Company, LLC and Consolidated-Kansas will become Consolidated Communications of Kansas Company, LLC. The applicants stated the name changes will be transparent and will not involve any changes to the rates, terms, or conditions of service customers receive from the “Kansas Operating Entities”.¹⁰ Customers will continue to be served by the same entity from which they currently obtain service and will continue to receive invoices for services under the same contracts.¹¹

At the same time as the name change, the “Kansas Operating Entities” will re-domesticate from their current states of incorporation into state of Delaware limited liability companies provided in the following explanation.

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.” 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

⁷ Application, ¶ 8, p. 5.

⁸ *Id.*, Footnote #10, p. 6.

⁹ Kansas Secretary of State, Consolidated Communications of Kansas Company; Consolidated Communications of Missouri Company, <https://www.sos.ks.gov/eforms/BusinessEntity/Search.aspx>, last viewed February 21, 2025.

¹⁰ Application, p. 2.

¹¹ *Id.*, ¶ 9, p. 6.

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

The applicants state, “...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.”¹³ In this case, Staff agrees that notifying customers of the conversion may confuse them.

Additionally, the applicants detailed the following effects of the transaction:

- No material impact on the environment;
- No effect on state and local economies;
- No discernable impact on management and labor;
- No changes on the operations or legal identities of the “Kansas Operating Entities”;
- No expected effect on public utility shareholders;
- No material impact on Kansas energy resources;
- No effect on the possibility of economic waste;
- No material impact on public safety & provisions of 911 services.

Thus, the applicants requested the Commission approve the transaction and changes of legal names resulting from the conversion. In review of its application, Staff believes it is appropriate and in the public interest to amend the “Kansas Operating Companies” ILEC Certificate of Convenience and Authority. Staff believes it is in the public interest to approve the restructuring request.

As ILECs, both Consolidated Communications of Kansas Company, LLC and Consolidated Communications of Missouri Company, LLC must file its General Terms and Conditions and its Local Exchange and Access tariffs. The applicants stated they will make all required tariff filings necessary upon completion of the conversion.¹⁴ The company should file its tariffs under its new name within the timeframe ordered by the Commission.

In summary, the transaction results in:

- 1) Fidium Fiber Finance Holdco, LLC as the direct parent of the wholly owned subsidiaries, the “Kansas Operating Entities”;
- 2) Fidium Fiber Holdco, LLC as the direct parent & holding company of the wholly owned transferee;
- 3) Other intermediate holding companies each holding 25% or less equity;
- 4) The “Kansas Operating Entities” will turn into LLCs & convert into state of Delaware companies;
- 5) Transferor CCHI and direct subsidiary Consolidated Communications, Inc. will also turn into LLCs & convert into state of Delaware companies.

¹² *Id.*, ¶ 11, p. 7.

¹³ *Id.*, ¶ 12, p. 7.

¹⁴ *Id.*

RECOMMENDATION

Staff recommends approval of this joint application:

- (1) Of a pro-forma transfer of control of Consolidated-Kansas and Consolidated-Missouri from transferor CCHI to transferee Fidium Fiber Finance Holdco, LLC and
- (2) To update the Commission's records regarding each company name of Consolidated-Kansas and Consolidated-Missouri, respectively to, Consolidated Communications of Kansas Company, LLC and Consolidated Communications of Missouri Company, LLC on each of their ILEC Certificate of Convenience and Authority; reflecting a Re-Domestication and Corporate Conversion into Delaware limited liability companies.

Furthermore, Staff recommends the Commission to direct Consolidated-Missouri and Consolidated-Kansas to register with the Kansas Secretary of State as a foreign limited liability company with their new names upon the approval of the name changes. The companies shall also file the Delaware Secretary of State documentation in this docket upon approval of the name changes. Additionally, the Federal Communications Commission's "FCC Form 499" information shall be updated to reflect the name change, upon approval of the name changes.

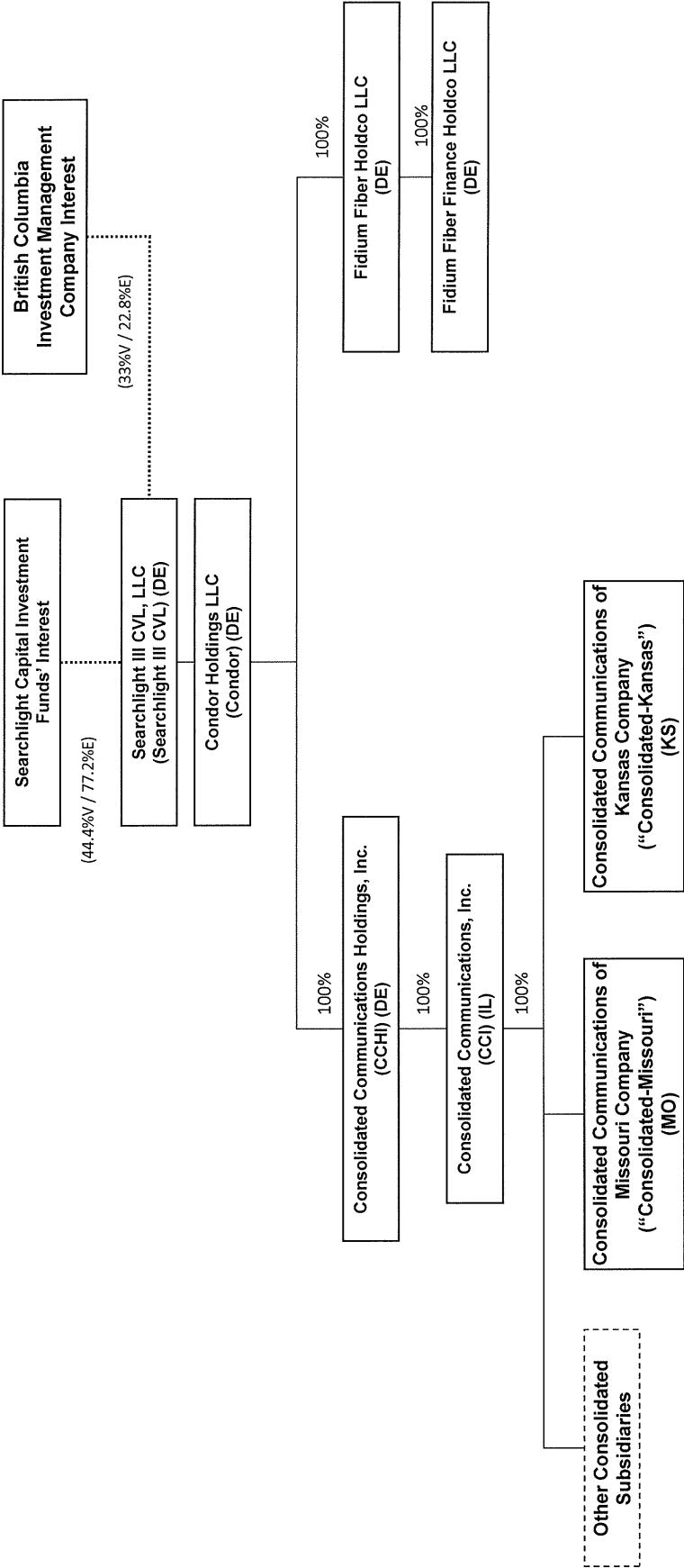
Finally, Staff recommends the Commission to direct Consolidated-Missouri and Consolidated-Kansas, to file within this docket a revised tariff without any changes to the tariff, other than the name change within 30 days of an Order being issued by the Commission or within any other timeframe ordered by the Commission.

The companies are reminded to notify the Commission immediately of any change in address or contact information, timely file annual reports, maintain current registration with the Kansas Secretary of State's Office, and pay all Commission and KUSF assessments in a timely manner.

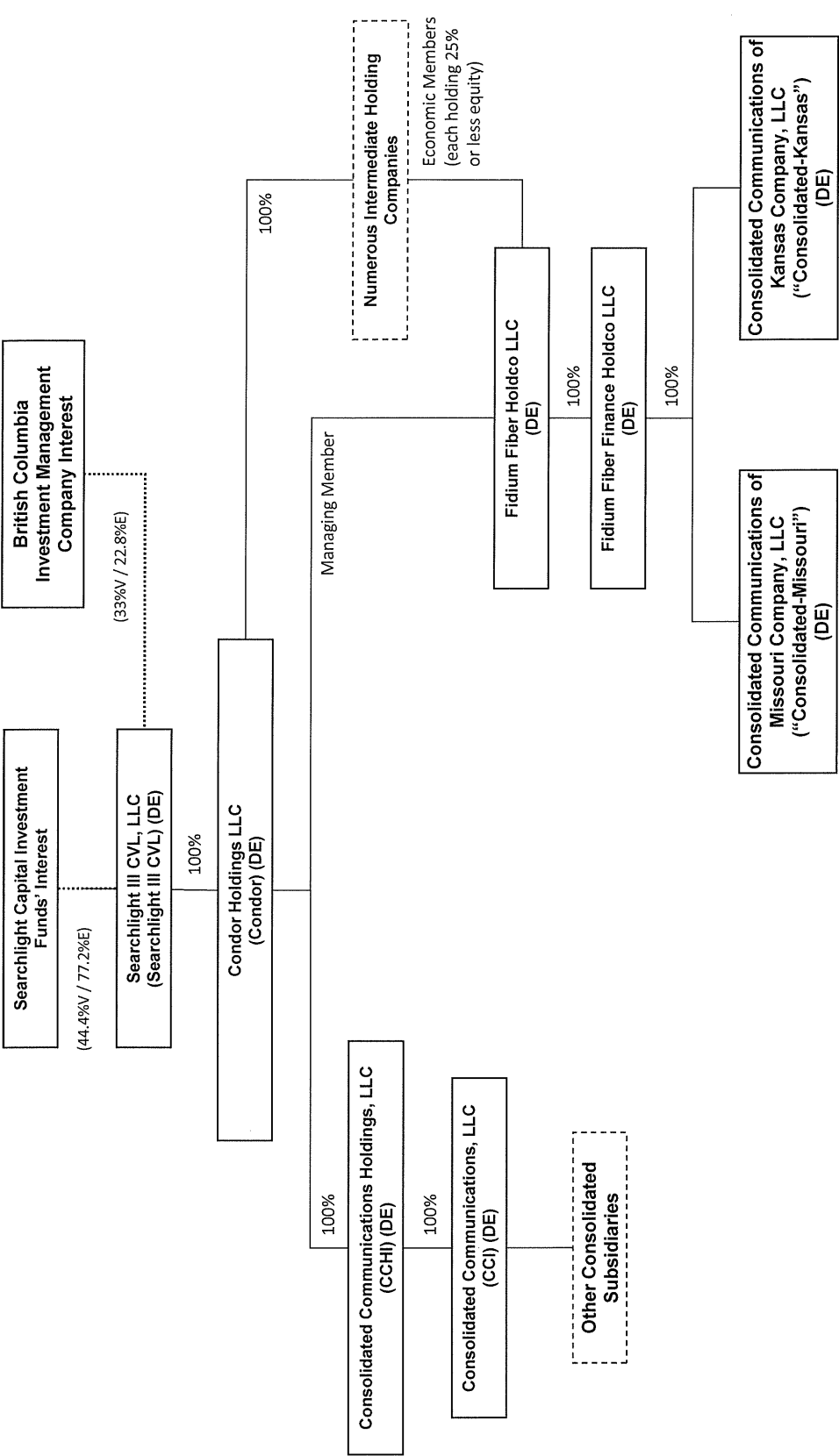
EXHIBIT A

Current and Post-Transaction Corporate Ownership Structure Charts

Pre-Transaction Ownership Structure



Post-Transaction Ownership Structure



CERTIFICATE OF SERVICE

25-CCHT-279-CCN

I, the undersigned, certify that a true copy of the attached Order has been served to the following by means of electronic service on 03/13/2025.

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CERTIFICATE OF SERVICE

25-CCHT-279-CCN

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