



PUBLIC NOTICE

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**APPLICATIONS AND PETITION FOR DECLARATORY RULING
FILED FOR THE TRANSFER OF CONTROL OF CONSOLIDATED COMMUNICATIONS
HOLDINGS, INC. TO CONDOR HOLDINGS LLC**

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 23-401

Comments Due: May 21, 2024
Reply Comments Due: May 28, 2024

By this Public Notice, the Wireline Competition Bureau, Office of International Affairs, and Wireless Telecommunications Bureau seek comment from interested parties on applications filed by Consolidated Communications Holdings, Inc. (Consolidated) and Condor Holdings LLC (Condor) (together, Applicants), pursuant to sections 214(a) and 310(d) of the Communications Act of 1934, as amended (the Act), and sections 1.948, 63.03-04, 63.18 and 63.24 of the Commission's rules,¹ requesting consent to transfer control of Consolidated and its subsidiaries (Licensee Subsidiaries, and together with Consolidated, Licensees), to Condor.²

¹ See 47 U.S.C. § 214(a), 310(d); 47 CFR §§ 1.948, 63.03-04, 63.18, 63.24.

² Application of Consolidated Communications Holdings, Inc. and Condor Holdings, LLC for Consent to Transfer of Control Pursuant to Section 214 of the Communications Act of 1934, as Amended, WC Docket No. 23-410 (filed Nov. 20, 2023) (Lead Application). Applicants also filed applications for the transfer of authorizations associated with international and wireless services. The Commission licenses and authorizations subject to the applications are listed in Attachment A to this Public Notice and include domestic and international section 214 authorizations and wireless licenses (Lead Application, together with applications listed in Attachment A, Applications). On March 8, 2024 and March 20, 2024, Applicants filed supplements to their domestic section 214 application, which were also filed in the corresponding international docket, ICFS File No. ITC-T/C-20231118-00157. Letter from Wayne Johnson, Counsel to Condor Holdings, Inc., and Andrew D. Lipman, Counsel to Consolidated Communications Holdings, Inc., to Marlene H. Dortch, Secretary, FCC, WC Docket No. 23-401, ITC-T/C-20231118-00157 (filed Mar. 8, 2024) (First Supplement); Letter from Wayne Johnson, Counsel to Condor Holdings, Inc., to Marlene H. Dortch, Secretary, FCC, WC Docket No. 23-401, ITC-T/C-20231118-00157 (filed Mar. 20, 2024) (Second Supplement). We note that two Condor affiliates, Ziplly Fiber Northwest, LLC and Ziplly Wireless, LLC, are the ultimate transferees in another 214 application currently pending before the Commission in which those entities seek to acquire substantially all of the assets of Computer 5, Inc. dba LocalTel Communications, a competitive telecommunications carrier serving the state of Washington. See Application of Computer 5, Inc. dba LocalTel Communications and Northwest Fiber, LLC, Ziplly Fiber Northwest, LLC, and Ziplly Wireless, LLC for Consent to the Assignment of Assets Pursuant to Section 214 of the Communications Act, as Amended, WC Docket No. 24-87, ITC-ASG-20240314-00049 (filed Mar. 14, 2024). Any action on the Applications is without prejudice to Commission action on any other pending applications.

Consolidated Communications, Inc. (CCI), Consolidated and its subsidiaries, including Common Carrier Wireless Licensees,³ and Condor (together, Petitioners) also filed a petition for declaratory ruling (Petition)⁴ pursuant to section 310(b)(4) of the Act and section 1.5000(a)(1) of the Commission's rules, requesting that the Commission find that it would serve the public interest to approve the foreign equity and voting interests in CCI, the controlling U.S. parent of two subsidiaries that hold common carrier wireless licenses, in excess of the 25% statutory benchmarks in section 310(b)(4) of the Act.⁵

SECTION 214 APPLICATION

Applicants

Consolidated, a Delaware corporation, through the Licensee Subsidiaries, provides service as an incumbent local exchange carrier (LEC) or competitive LEC in certain areas of Alabama, California, Colorado, Florida, Georgia, Illinois, Iowa, Kansas, Maine, Massachusetts, Minnesota, Missouri, New Hampshire, New York,⁶ North Dakota, Ohio, Oklahoma, Pennsylvania, South Dakota, Texas, Vermont, and Wisconsin.⁷ Many of the Licensee Subsidiaries are authorized as Eligible Telecommunications Carriers (ETCs),⁸ and some of the Licensee Subsidiaries have been awarded Rural Digital Opportunity Fund Phase I Auction (RDOF) funding for a total of 246 census block groups across seven states—Florida, Illinois, Maine, Minnesota, New Hampshire, Texas, and Vermont.⁹

Condor, a Delaware limited liability holding company, was formed for the purposes of the proposed transaction and is a wholly-owned subsidiary of Searchlight III CVL, L.P. (Searchlight III

³ Consolidated Communications of Northern New England Company, LLC provides Common Carrier Fixed Point to Point Microwave services, and Consolidated Communications Enterprise Services, Inc. provides Millimeter Wave 70/80/90 GHz services (together, “Common Carrier Wireless Licensees”). Amended and Restated Petition for Declaratory Ruling, File No. ISP-PDR-20231117-00009, at 21-22 (filed Mar. 6, 2024) (Restated Petition).

⁴ Petition for Declaratory Ruling, File No. ISP-PDR-20231117-00009 (filed Nov. 17, 2023) (Petition); *see also* Restated Petition. The Petitioners filed a supplement on March 27, 2024 clarifying information contained in the Restated Petition regarding the specific approval requests. Letter from Eve Klindera Reed, counsel to Condor Holdings, Inc., to Marlene H. Dortch, Secretary, FCC, ISP-PDR-20231117-00009 (filed Mar. 27, 2024).

⁵ 47 U.S.C. § 310(b)(4); 47 CFR § 1.5000(a)(1).

⁶ Applicants state that, concurrent with the closing of the proposed transaction, Consolidated will conclude a series of internal mergers and assignments to streamline the operation of its Licensee Subsidiaries in New York. Second Supplement at 8-9.

⁷ Applicants list each of the 28 entities included in the proposed transaction as the Licensees. *See* Lead Application, Exh. A (Consolidated Licensee Information) at 1-6. On February 13, 2024, the Commission granted an application seeking to transfer Consolidated Communications of Comercio Company (CCCC), a competitive telecommunications provider serving the State of Washington, and Consolidated Communications of Washington Company, LLC (CCCW), an incumbent LEC serving the State of Washington, to NextCape, LLC. *See Domestic Section 214 Granted for the Transfer of Control of Comercio Company and Consolidated Communications of Washington Company, LLC to NextCape, LLC*, WC Docket No. 23-263, Public Notice, DA 24-158 (WCB Feb. 21, 2024). Accordingly, CCCC and CCCW, although listed in Exhibit A of Lead Application, are now excluded from the proposed transaction. *See* Lead Application at 19 n.21; *id.*, Exh. A at 6.

⁸ Lead Application, Exh. A at 1-6 (listing 20 entities, and their service areas, which are authorized as ETCs).

⁹ *Id.* (listing seven entities, and their service areas, that receive RDOF support); *Rural Digital Opportunity Fund Support Authorized for 311 Winning Bids*, AU Docket No. 20-34, WC Docket Nos. 19-126, 10-90, Public Notice, 36 FCC Rcd 15809 (WCB/OEA 2021) (authorizing Consolidated Telephone Company to receive RDOF support in Minnesota); *Rural Digital Opportunity Fund Support Authorized for 2,008 Winning Bids*, AU Docket No. 20-34, WC Docket Nos. 19-126, 10-90, Public Notice, 36 FCC Rcd 17198 (WCB/OEA 2021) (authorizing RDOF support for Consolidated Communications of Florida Company, Consolidated Communications of Illinois Company, Consolidated Communications of Minnesota Company, Consolidated Communications of Northern New England (in Maine and New Hampshire), Consolidated Communications of Texas Company, and Consolidated Communications of Vermont Company, LLC).

CVL).¹⁰ Applicants state that, in close proximity to the close of the proposed transaction, Searchlight III CVL will be converted into a limited liability company (Searchlight CVL LLC).¹¹ Investment funds affiliated with Searchlight Capital Partners, L.P. (Searchlight) will hold a majority equity interest (76.8%) in Searchlight CVL LLC,¹² and investment vehicles affiliated with British Columbia Investment Management Corporation (BCI), a corporation incorporated pursuant to the Public Sector Pension Plans Act (British Columbia), will hold an indirect, non-controlling minority interest (23.2%) in Consolidated.¹³ Searchlight is ultimately controlled by the following three individuals: Eric Zinterhofer (U.S. citizen), Erol Uzumeri (Canadian citizen), and Oliver Haarmann (German citizen).¹⁴ Applicants state that Condor and the Licensees will be affiliated with incumbent and competitive LECs, long distance providers, and other providers of domestic telecommunications services.¹⁵ Applicants further state that, post-

¹⁰ Lead Application at 2-3. Applicants provide information on domestic and foreign entities that, post-consummation, will hold a 10% or greater interest in Condor, including entities that will have ownership interests, control (general partnership or management), purely management services, and passive limited partners. *See* Second Supplement, Ex. B (Current and Post-Transaction Corporate Ownership Structure Charts) at 5-9; *id.*, Ex. C (Post Transaction Ownership of Consolidated) at 2-10.

¹¹ Second Supplement at 2.

¹² *Id.* at 3. Applicants state that SCP Aggregator, L.P. (SCP Aggregator), a Delaware limited partnership affiliated with Searchlight, will be formed and hold an equity interest in Searchlight CVL LLC of approximately 76.8 percent. *Id.* at 3, 4, and Ex. C at 2. Searchlight III CVL GP, LLC (Searchlight III CVL GP), a Delaware limited liability company, will be the general partner ultimately managing SCP Aggregator. *Id.*, Ex. B at 5-6 and 9; *id.*, Ex. C at 2-3. Applicants state that, post consummation, SCP Aggregator will be considered to hold a 44.44% voting interest in Searchlight CVL LLC by virtue of its right to appoint 4 out of 9 members of the Searchlight CVL LLC's board of managers, as will SCP Aggregator's general partner, Searchlight III CVL GP. *Id.* at 4; *id.*, Ex. C at 2.

¹³ Second Supplement at 3. Searchlight (including funds in which BCI is a limited partner) currently holds approximately 33.8% voting and 67.8% equity in Consolidated. Lead Application at 3-4; Second Supplement, Ex. B at 1. BCI currently holds no voting interest in Consolidated, and Applicants state that BCI's passive limited partnership interest in Searchlight III CVL currently represents a proportionate indirect equity interest in Consolidated of approximately 17.7% with no corresponding voting interest. Lead Application at 5; First Supplement at 9. Post-consummation, IMCPE 2020 Inc. (IMCPE 2020), which is controlled by BCI, will hold an equity interest in Searchlight CVL LLC of approximately 23.2 percent. Lead Application at 6; Second Supplement at 7. IMCPE 2020 is owned (93.4%) by 2020 Private Equity Fund (2020 Fund), a Canadian entity. Second Supplement at 7, *id.*, Ex. C at 9. Applicants state that together, BCI, 2020 Fund, and IMCPE 2020 will be considered to hold a 33.33% voting interest in Searchlight CVL LLC because BCI, or its affiliates, will have the right to appoint 3 out of 9 members of the Searchlight CVL LLC board of managers. *Id.* at 8; *id.*, Ex. B at 9 n.4.

¹⁴ *See* Second Supplement, Ex. B at 5-7; *id.*, Ex. C at 3-4. Each of these three individuals will hold equal shares (33% equity and voting) in Searchlight III CVL GP as well as hold a less than 1% equity and 14.8% voting interest in Condor. *Id.*, Ex. C. at 3-4.

¹⁵ *Id.* at 20-21; *see also id.*, Ex. D (Affiliates of Condor and the Licensees); First Supplement at 2-8. Specifically, Condor and the Licensees will be affiliated with the following providers of domestic telecommunications services: All Points Northern Neck, LLC, a communications provider and ETC receiving RDOF support serving portions of Virginia; Northwest Fiber, LLC, a long distance carrier serving Idaho, Montana, Oregon, and Washington; Ziplly Fiber Northwest, LLC, an incumbent LEC serving portions of Idaho, Oregon, and Washington; Ziplly of Montana, LLC, an incumbent LEC serving Montana; Ziplly of Oregon, LLC, an incumbent LEC serving Oregon; Ziplly Fiber of Idaho, an incumbent LEC serving Idaho; Ziplly Fiber Pacific, LLC, a competitive LEC serving Oregon and Washington; Ziplly Wireless, LLC, a competitive LEC serving Oregon and Washington; and Wholesail Networks, LLC, a competitive LEC serving Idaho, Montana, Oregon, and Washington. First Supplement at 2-4. Applicants state that the California State Teacher's Retirement (CalSTRS), a California pension fund that holds an indirect, passive limited partnership interest in Condor of approximately 21.2%, is affiliated with the following providers of domestic telecommunications services: FiberLight, LLC, a competitive LEC and competitive access provider in 15 states; FiberLight of Virginia, LLC, an intrastate telecommunications provider that does not currently provide any domestic telecommunications services but serves as an ETC receiving RDOF support; Hoosier Networks, LLC, a competitive LEC serving Indiana; and Yellowhammer Networks, LLC, an ETC authorized to receive RDOF support

(continued....)

consummation, there will be no major overlap of service areas with the Licensees and Condor's affiliates.¹⁶

Description of the Proposed Transaction

Applicants provide the following description of the proposed transaction (Transaction) in the Second Supplement:

In close proximity to consummation of the Transaction, Searchlight III CVL L.P. will be converted to a limited liability company (referred to herein as Searchlight CVL LLC) and will contribute its common stock in Consolidated to Condor, and Condor will assign all of the issued and outstanding stock of Condor Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of Condor (Merger Sub), to Consolidated. Pursuant to the Agreement and Plan of Merger (the Agreement), dated as of October 15, 2023, by and among Condor, Merger Sub, and Consolidated, Merger Sub will merge with and into Consolidated, with Consolidated continuing as the surviving corporation, and all issued and outstanding common stock of Consolidated (other than (i) common stock held by Condor, which will remain outstanding, (ii) treasury stock and common stock held by Merger Sub (if any), which will be cancelled and cease to exist, and (iii) common stock held by any direct or indirect wholly owned subsidiary of Consolidated or Condor (other than Merger Sub) (if any), which will be converted into a number of shares of common stock of Consolidated such that immediately following the Transaction, the ownership percentage of any such subsidiary in Consolidated will equal the ownership percentage of any such subsidiary in Consolidated immediately prior to the Transaction) will be converted into the right to receive consideration for the merger at the price of \$4.70 per share in cash. As a result, Condor will own all of Consolidated's issued and outstanding common stock, and Searchlight CVL LLC (which will wholly own Condor) will hold 100 percent of Consolidated's Series A preferred stock. Condor will thus become the direct parent of Consolidated and the indirect parent of Consolidated's Licensee Subsidiaries, and Consolidated, which is currently a publicly traded company (NASDAQ: CNSL), will become privately held.

Searchlight CVL AGG, L.P. (SCP Aggregator), a Delaware limited partnership affiliated with Searchlight that will be formed in close proximity to the closing, will hold an equity

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in Alabama; and Clarity Telecom, LLC (Clarity), an incumbent LEC serving Clay, Hutchinson, Lincoln, McCook, Minnehaha, Turner, Union, and Yankton counties in South Dakota and a competitive LEC serving Minnesota. *Id.* at 4-8. Condor will also be affiliated with Mainstream Fiber Networks, LLC, which, according to Applicants, has common carrier authorization from the Indiana Utility Regulatory Commission but does not currently provide any domestic interstate telecommunications services. Lead Application at n.22.

¹⁶ Applicants state that Fiberlight has operational or dark fiber network infrastructure exclusively in Alabama, Florida, Georgia, Louisiana, Maryland, New Mexico, Oklahoma, Tennessee, Texas, and the District of Columbia. First Supplement at 4-5. Applicants note that there may be a minimal overlap between FiberLight and Consolidated Communications of Texas Company, an incumbent LEC that operates in Conroe and Katy, Texas. *Id.* at 7. Applicants state that "it appears FiberLight has limited fiber networks on the outskirts of each of Conroe and Katy, providing backhaul to a wireless tower in each market. FiberLight's publicly available network map, however, does not indicate the presence of any last-mile fiber-based connections within the Conroe or Katy study areas served by Consolidated's Texas [incumbent] LEC." *Id.* Applicants also note that in Minnehaha County, South Dakota, there is an overlap between the competitive LEC operations of Consolidated Communications Enterprise Services, Inc. (CCES) and the incumbent LEC operations of Clarity. *Id.* at 8. Applicants state that "CCES provides dedicated transmission services to a limited number of commercial customers and a single carrier customer in Sioux Falls, Minnehaha County, South Dakota. Based on publicly available information, Clarity provides residential services to customers in Minnehaha County. Because Consolidated provides only [competitive] LEC services in South Dakota, there is no [incumbent] LEC-[incumbent] LEC overlap or adjacency between Consolidated and Clarity in South Dakota." *Id.*

interest in Searchlight CVL LLC of approximately 76.8 percent, and IMCPE 2020 Inc. (IMCPE 2020), which is controlled by BCI, will hold an equity interest in Searchlight CVL LLC of approximately 23.2 percent.¹⁷ As noted above, Searchlight CVL L.P. will also be converted from a Delaware limited partnership into a Delaware limited liability company, Searchlight CVL LLC, prior to and in connection with the closing.¹⁸

Upon consummation of the Transaction, Searchlight CVL LLC will have a nine-member board of managers that, subject to certain conditions related to the percentage of common units in Searchlight CVL LLC held by affiliates of Searchlight and BCI, respectively, will be composed of four individuals appointed by Searchlight or its affiliates, three individuals appointed by BCI or its affiliates, and two independent members.¹⁹

Searchlight CVL LLC itself will have two members. First, Searchlight will form SCP Aggregator, which will hold an approximate 76.8 percent equity interest in Searchlight CVL LLC. Because Searchlight CVL LLC's common units will not carry traditional voting rights, Applicants have attributed SCP Aggregator a post-closing voting interest in Searchlight CVL LLC of 44.4 percent in light of the right that Searchlight or its affiliates will have to appoint four members to Searchlight CVL LLC's nine-member board of managers. Searchlight III CVL GP, LLC (Searchlight III CVL GP), a Delaware limited liability company, will be the general partner of SCP Aggregator. Nine investment funds affiliated with Searchlight (the Searchlight Funds) will hold their interests in Searchlight CVL LLC indirectly through SCP Aggregator or Searchlight III CVL II, L.P. (Searchlight III CVL II), the latter of which will hold an approximate 44.9 percent equity interest in SCP Aggregator and also has Searchlight III CVL GP as its general partner. The Searchlight Funds, all of which are Delaware-organized limited partnerships (unless noted below), are: (1) Searchlight Capital III OPT, L.P. (Main Fund); (2) Searchlight Capital III OPT PV A, L.P. (PV Fund A); (3) Searchlight Capital III OPT PV B, L.P. (PV Fund B);²⁰ (4) Searchlight Capital III CVL Co-Invest Partners, L.P. (Co-Invest I); (5) Searchlight Capital III CVL Co-Invest Partners II, L.P. (Co-Invest II, and together with Co-Invest I, the Co-Invest Funds); as well as the following four additional funds that will be formed prior to closing:²¹ (6) Main Fund II; (7) Searchlight Capital IV CVL PV A,

¹⁷ Applicants state that the precise percentage interests to be acquired at closing may differ in immaterial respects from those set forth herein due to accrual of dividends on the preferred stock over time and the amount funded by the Searchlight Funds (as defined below), co-investors, and BCI and its affiliates. Second Supplement at 3 n.2.

¹⁸ Applicants state that as explained in the Form 603 transfer of control applications filed in connection with the Transaction, this conversion will occur in close proximity to the closing and, accordingly, does not constitute a separate *pro forma* transaction. *Id.* at 3 n.3.

¹⁹ Applicants state that the independent managers on the Searchlight CVL LLC board of managers will be jointly appointed by a majority of the Searchlight-designated board members, on the one hand, and the BCI-designated board members, on the other hand, subject to certain conditions related to the percentage of the common units of Searchlight CVL LLC held by affiliates of Searchlight and BCI, respectively. *Id.* at 3-4 n.4.

²⁰ Applicants state that the PV Fund B currently holds its interest in Searchlight III CVL II indirectly through a Delaware-organized limited partnership, SC III PV CVL, L.P. (PV Fund Splitter), which has a Cayman Islands limited partnership, SC III PV Cavalier Holdings, L.P. (SC III Cavalier), as its sole limited partner. At some point in the future, Searchlight may wish to redomicile PV Fund B from Delaware to the Cayman Islands (such redomiciled limited partnership referred to herein as Re-Domiciled PV Fund B) or create a new Cayman Islands limited partnership and transfer the interest in SC III Cavalier held by PV Fund B to the new Cayman Islands entity (such newly-formed Cayman Islands limited partnership referred to herein as New Cayman PV Fund B). It is anticipated that either Re-Domiciled PV Fund B or New Cayman PV Fund B would be controlled by Searchlight Capital Partners III GP, L.P. (Searchlight III GP) and have the same limited partners as PV Fund B. *Id.* at 4 n.5.

L.P. (PV IV A); (8) Searchlight Capital IV CVL, L.P. (Main Fund IV); and (9) Searchlight Capital IV CVL PV B, L.P. (PV IV B).²² Each of these limited partnerships will be formed as a Delaware limited partnership, other than PV IV B which will be formed as a Cayman Islands exempted limited partnership.

The Searchlight Funds other than Main Fund will be ultimately controlled by general partners in which the three founders of Searchlight—none of whom can act unilaterally to bind the entities in which they hold their interests—are members and/or managers: (1) Eric Zinterhofer, a United States citizen, (2) Erol Uzumeri, a Canadian citizen, and (3) Oliver Haarmann, a German citizen.²³ Specifically, Messrs. Zinterhofer, Uzumeri, and Haarmann are the sole members of Searchlight Capital Partners III GP, LLC (Searchlight Upper GP), a Delaware limited liability company which is the general partner of Searchlight Capital Partners III GP, L.P. (Searchlight III GP). Searchlight III GP, in turn, is a Cayman Islands exempted limited partnership which is the general partner of PV Fund A, SC III PV CVL, L.P. (PV Fund Splitter), SC III PV Cavalier Holdings, L.P. (SC III Cavalier), and PV Fund B, and will be the general partner of Main Fund II upon its formation. Searchlight III CVL GP, which as noted above will be the general partner of SCP Aggregator, is the general partner of Searchlight III CVL II and the Co-Invest Funds. Mr. Zinterhofer is currently the sole member of Searchlight III CVL GP. In connection with the closing, Messrs. Uzumeri and Haarmann will become additional members of Searchlight III CVL GP, and each of Messrs. Uzumeri, Haarmann, and Zinterhofer may also become managers of Searchlight III CVL GP.

Messrs. Uzumeri, Haarmann, and Zinterhofer are also the sole members of Searchlight Capital Partners IV GP, LLC (Searchlight IV Upper GP), a Delaware limited liability company which is the general partner of Searchlight Capital Partners IV GP, L.P. (Searchlight IV GP), a Cayman Islands exempted limited partnership. Searchlight IV GP, in turn, will be the general partner of PV IV A, Main Fund IV, SC IV PV CVL, L.P. (SC IV), SC IV PV Cavalier Holdings, L.P. (SC IV Cavalier), and PV IV B. Searchlight IV Upper GP will also be the general partner of Searchlight IV CVL, L.P. (Searchlight IV CVL), a Delaware limited partnership through which PV IV A, Main Fund IV, and PV IV B will hold their interests in SCP Aggregator.

Each of Messrs. Zinterhofer, Uzumeri, and Haarmann will thus have a 33.3 percent equity and voting interest in Searchlight III CVL GP and Searchlight IV Upper GP, although as noted above none of them will have the ability to bind either entity unilaterally. Mr. Zinterhofer is and will remain the sole member and manager of SC III OPT GP, LLC, a Delaware limited liability company which is the general partner of Main Fund.

Second, IMCPE 2020, a Canadian Corporation, will hold an approximate 23.2 percent equity interest in Searchlight CVL LLC and, thus, in Consolidated. BCI holds a 93.4 percent voting and equity interest in IMCPE 2020, which interest is, by statute, held by BCI in trust in respect of the “2020 Private Equity Fund” (the 2020 Fund).²⁴ The

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²¹ Applicants state that, although it is anticipated that Main Fund II, Co-Invest I, PV IV A, Main Fund IV, and PV IV B will hold an indirect interest in Searchlight CVL LLC of less than 10 percent upon closing of the Transaction, Petitioners are describing these funds herein in the interest of completeness. *Id.* at 5 n.6.

²² Applicants state that it is anticipated that PV IV B will hold its interest in SCP Aggregator indirectly through a Delaware limited partnership, SC IV PV CVL, L.P. (SC IV), which will have a Cayman Islands exempted limited partnership, SC IV PV Cavalier Holdings, L.P. (SC IV Cavalier), as its sole limited partner. *Id.* at 5 n.7.

²³ Applicants state that Mr. Zinterhofer currently is the sole member Searchlight III CVL GP, which is the general partner of Searchlight CVL L.P. and Searchlight III CVL II. *Id.* at 5 n.8.

remaining 6.6 percent equity interest in IMCPE 2020 is held by the Workers' Compensation Board (B.C.), in respect of its Accident Fund (the Accident Fund), which is controlled by (and thus all voting rights are held by) BCI in its capacity as agent for investment for the Accident Fund. BCI also holds 100 percent of the voting and equity interest in two entities invested in Searchlight-affiliated funds. First, BCI holds 100 percent of the voting and equity interest in IMCPE 2019 Inc. (IMCPE 2019), which interest is, by statute, held by BCI in trust in respect of the "2019 Private Equity Fund" (the 2019 Fund).²⁵ IMCPE 2019 is a limited partner of Searchlight-affiliated fund PV Fund A holding a 33.9 percent equity interest therein, and as a result IMCPE 2019 and BCI will hold an approximate 7.8 percent indirect equity interest in Consolidated through PV Fund A.

In addition, BCI owns 100 percent of the voting and equity interests in IMCPE Arbutus GP Inc. (IMCPE Arbutus GP), the general partner of IMCPE INV 2023-2 Limited Partnership (IMCPE 2023-2). IMCPE 2023-2 will be a limited partner of Searchlight-affiliated fund PV IV A, holding a 67.6 percent equity interest therein, and as a result IMCPE 2023-2 and BCI will hold an approximate 2.9 percent equity interest in Consolidated through PV IV A. IMCPE 2023-2 has 12 limited partners, consisting of three limited partnerships and nine corporations, all of which are controlled by BCI, and each of which will have less than a 1 percent equity interest in Consolidated.²⁶ In total, BCI will thus hold an indirect equity interest of approximately 28.8 percent. Because Searchlight III CVL's common units will not carry traditional voting rights, Applicants have attributed IMCPE 2020 a post-closing voting interest in Searchlight III CVL of 33.3 percent because BCI or its affiliates will have the right to appoint three members to Searchlight III CVL's nine-member board of managers.²⁷

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²⁴ Applicants state that the 2020 Fund is not a legal entity; rather, it is a pooled investment portfolio formed pursuant to the Pooled Investment Portfolios Regulation (British Columbia) promulgated under the PSPPA. None of the 2020 Fund's unitholders have an ownership interest in, control of, or discretion in respect of any assets BCI holds in trust in respect of the 2020 Fund, including the shares of IMCPE 2020; their only right with respect to the 2020 Fund is the right to receive certain payments based on the returns generated by such funds' assets. *Id.* at 7 n.9.

²⁵ Applicants state that the 2019 Fund is not a legal entity; rather, it is a pooled investment portfolio formed pursuant to the Pooled Investment Portfolios Regulation (British Columbia) promulgated under the PSPPA. None of the 2019 Fund's unitholders have an ownership interest in, control of, or discretion in respect of any assets BCI holds in trust in respect of the 2019 Fund, including the shares of IMCPE 2019; their only right with respect to the 2019 Fund is the right to receive certain payments based on the returns generated by such funds' assets. *Id.* at 7 n.10.

²⁶ Applicants state that the three limited partnerships are all controlled by BCI, which holds 100% of the equity and voting interests in each of their respective general partners. The nine corporations are all controlled by BCI in its capacity as agent for investment for its clients, which capacity covers such corporations. The three limited partnerships and their respective general partners, with their respective equity and voting interest in IMCPE 2023-2 reflected in parentheses, are: (1) HIUT INV PE Limited Partnership (0.50% equity interest, 0% voting interest), with HIUT INV PE GP Inc. as general partner; (2) TL INV PE Limited Partnership (0.40% equity interest, 0% voting interest), with TL INV PE GP Inc. as general partner; and (3) MRBT INV PE Limited Partnership (0.05% equity interest, 0% voting interest), with MRBT INV PE GP Inc. as general partner. The nine corporations, with their respective equity and voting interest in IMCPE 2023-2 reflected in parentheses, are as follows: (1) IMCPE ICPP Investment Inc. (0.55% equity interest, 0% voting interest); (2) IMCPE C Investment Inc. (3.60% equity interest, 0% voting interest); (3) IMCPE M Investment Inc. (42.50% equity interest, 0% voting interest); (4) IMCPE T Investment Inc. (14.00% equity interest, 0% voting interest); (5) IMCPE PS Investment Inc. (20.10% equity interest, 0% voting interest); (6) IMCPE H Investment Inc. (2.20% equity interest, 0% voting interest); (7) IMCPE WS Investment Inc. (1.10% equity interest, 0% voting interest); (8) IMCPE IC Investment Inc. (4.50% equity interest, 0% voting interest); and (9) IMCPE WSAF Investment Inc. (10.50% equity interest, 0% voting interest). *Id.* at 8 n.11.

²⁷ Second Supplement at 2-8.

Statement of Public Interest

Applicants asserts that a grant of the applications would serve the public interest, convenience, and necessity, and result in no anti-competitive concerns.²⁸

Petition For Declaratory Ruling Under Section 310(b)(4)

CCI, an Illinois corporation, is the direct parent company of the Common Carrier Wireless Licensees—Consolidated Communications of Northern New England Company, LLC and Consolidated Communications Enterprise Services, Inc.—both of which are Delaware entities.²⁹ The Petitioners are requesting that the Commission find that it would serve the public interest to approve the foreign equity and voting interests in CCI, the controlling U.S. parents of the Common Carrier Wireless Licensees, in excess of the 25% statutory benchmarks in section 310(b)(4) of the Act.

On November 23, 2021, the Commission granted a petition for declaratory ruling filed by Consolidated and Searchlight III CVL requesting approval to exceed the foreign ownership benchmarks in section 310(b)(4) of the Act.³⁰ The *2021 Foreign Ownership Ruling* authorized 100% aggregate foreign ownership of CCI, as the controlling U.S. parent of the Common Carrier Wireless Licensees,³¹ and granted specific and advance approval of certain foreign individuals and entities, subject to the terms and conditions set forth in section 1.5004 of the Commission's rules³² and subject to compliance with the October 5, 2021 Letter of Agreement from CCI to the U.S. Department of Justice and U.S. Department of Homeland Security (2021 LOA).³³

Petitioners now seek a new declaratory ruling as a result of the Transaction involving investment funds affiliated with Searchlight.³⁴ As noted above, Searchlight III CVL will be converted from a Delaware limited partnership to a Delaware limited liability company and will become Searchlight CVL LLC. In addition, one of Searchlight CVL LLC's wholly-owned subsidiaries, Condor, will become the indirect parent of the Common Carrier Wireless Licensees, and Consolidated, which is currently a publicly-traded company, will become a privately-held company.³⁵

Post-Closing Ownership

Upon consummation of the Transaction, CCI, the controlling U.S. parent of the Common Carrier Wireless Licensees, will be wholly owned by Consolidated, which will be wholly owned by Condor,

²⁸ *Id.* at 12-13.

²⁹ Restated Petition at 21-22, Exh. A Pre-Closing Structure-2-3.

³⁰ *Grant of Consolidated Communications Holdings, Inc. and Searchlight III CVL, L.P. Petition for Declaratory Ruling*, IB Docket No. IB 21-172, ISP-PDR-20210105-00001, Public Notice, 36 FCC Rcd 16416 (2021) (*2021 Foreign Ownership Ruling*).

³¹ The *2021 Foreign Ownership Ruling* covered three subsidiaries of CCI that held common carrier wireless licenses at that time, including the Common Carrier Wireless Licensees as well as Consolidated Communications of Washington Company, LLC (CCWC). *See 2021 Foreign Ownership Ruling*, 36 FCC Rcd at 16416 n.2, 16422. On August 26, 2023, the common carrier wireless licenses held by CCWC were cancelled. Restated Petition at 3 n.6. Consequently, CCWC is not included as a Common Carrier Wireless Licensee in the Restated Petition.

³² 47 CFR § 1.5004.

³³ Letter of Agreement from J. Garrett Van Osdell, Chief Legal Officer & Corporate Secretary, Consolidated Communications, Inc., to Chief, Foreign Investment Review Section (FIRS), and Deputy Chief, Compliance and Enforcement (FIRS), on behalf of the Assistant Attorney General for National Security, United States Department of Justice National Security Division and Assistant Secretary for Trade and Economic Security, Office of Policy, U.S. Department of Homeland Security (dated Oct. 5, 2021) (2021 LOA). *See 2021 Foreign Ownership Ruling* at 16421.

³⁴ Restated Petition at 2.

³⁵ *Id.* at 5-6.

which, in turn, will be wholly owned by Searchlight CVL LLC, all Delaware entities.³⁶ Searchlight CVL LLC in turn will become the sole member of Condor and will own 100% of its equity and voting interests. Searchlight CVL LLC will have a nine-member board of managers that, subject to certain conditions related to the percentage of common units in Searchlight CVL LLC held by affiliates of Searchlight and BCI, respectively, will be composed of four members appointed by Searchlight or its affiliates, three members appointed by BCI or its affiliates, and two independent members appointed by Searchlight CVL LLC.³⁷

Searchlight CVL LLC will be owned by two unincorporated members, IMCPE 2020 (with 23.2% equity and 33.3% voting interests and the right to designate three members of the board of Searchlight CVL LLC)³⁸ and SCP Aggregator (with 76.8% equity and 44.4% voting interests and the right to designate four members of the board of Searchlight CVL LLC).³⁹ According to the Restated Petition, BCI will hold a 93.4% voting interest in IMCPE 2020 in a trust on behalf of the 2020 Fund.⁴⁰ Thus, BCI will be a shareholder of IMCPE 2020 and will control the additional 6.6% of equity and voting interests of IMCPE 2020 that will be held by the Accident Fund.⁴¹ The limited partners in SCP Aggregator will be Searchlight III CVL II (44.9% equity, 0% voting)⁴² and Co-Invest II (26.3% equity, 0% voting), both of which are Delaware entities.⁴³ The general partner of SCP Aggregator will be Searchlight III CVL GP, a Delaware limited liability company, which will own 0% equity and 100% voting interests in SCP Aggregator.⁴⁴

Searchlight III CVL GP will also become the general partner of Searchlight III CVL II (0% equity, 100% voting), Co-Invest I (0% equity, 100% voting), and Co-Invest II (0% equity, 100% voting).⁴⁵ Three individuals, Erol Uzumeri, Oliver Haarmann, and Eric Zinterhofer, will be members and/or managers in Searchlight III CVL GP and will each own 33.3% equity and voting interests.⁴⁶ The three individuals will be the sole members of Searchlight IV Upper GP, a Delaware limited liability company (each holding 33.3% equity and voting interests), which is the general partner of Searchlight IV GP, a Cayman Islands limited partnership.⁴⁷ According to the Restated Petition, Searchlight IV GP will be the general partner of PV IV A, Main Fund IV, SC IV, SC IV Cavalier, and PV IV B.⁴⁸ Petitioners state that Searchlight IV Upper GP will also be the general partner of Searchlight IV CVL, a Delaware limited partnership through which PV IV A, Main Fund IV, and PV IV B will hold 16% equity and 0% voting interests in SCP Aggregator.⁴⁹ The three individuals will also be members of the Delaware limited liability company, Searchlight Upper GP, and will each own 33.3% equity and voting interests in

³⁶ *Id.* at 23.

³⁷ *Id.* at 8.

³⁸ *Id.* at 8, 24-25.

³⁹ *Id.* at 9-10, 25.

⁴⁰ *Id.* at 31-32.

⁴¹ *Id.* at 12.

⁴² *Id.* at 25. Petitioners state that Searchlight III CVL II will be an insulated entity. *Id.*

⁴³ *Id.* at 29. Petitioners state that Co-Invest II will be an insulated entity. *Id.*

⁴⁴ *Id.* at 25-26.

⁴⁵ *Id.*

⁴⁶ *Id.* at 26-27. Petitioners state that the three founders of Searchlight, Erol Uzumeri, Oliver Haarmann, and Eric Zinterhofer, cannot act unilaterally to bind the entities in which they hold their interests. *Id.* at 10.

⁴⁷ Restated Petition at 11, 26-27.

⁴⁸ *Id.* at 30-31.

⁴⁹ *Id.* at 11, 31.

Searchlight Upper GP, which will be the general partner of Searchlight III GP, a Cayman Islands limited partnership.⁵⁰

Searchlight III GP will then become the general partner of the following Delaware and Cayman Islands limited partnership entities: (1) PV Fund A (6.8% equity, 100% voting), (2) PV Fund Splitter (6.8% equity, 100% voting), (3) SC III Cavalier (0% equity, 100% voting) (Cayman Islands), and (4) PV Fund B⁵¹ (0% equity, 100% voting).⁵² The limited partner of Searchlight III GP will become Andrew Frey (United States) with <1% equity and 100% deemed voting interests.⁵³ The following entities and individual will be limited partners in Searchlight III CVL II: (1) PV Fund Splitter (25.5% equity, 0% voting);⁵⁴ (2) Main Fund (49% equity, 0% voting);⁵⁵ and (3) David Fuller (Canada) (<1% equity, up to 100% deemed voting).⁵⁶ Eric Zinterhofer will be the sole member and manager of the Delaware limited liability company, SC III OPT GP, LLC (100% equity and voting interests), which will become the general partner of Main Fund and will hold 0% equity and 100% voting interests. Petitioners state that the California State Teachers' Retirement, a California Pension Fund, will be an insulated limited partner of the following entities: (1) Co-Invest I (55.6% equity, 0% voting); (2) Co-Invest II (11.1% equity, 0% voting); (3) Main Fund (9.1% equity, 0% voting); and (4) Main Fund IV (6.2% equity, 0% voting).⁵⁷

BCI will wholly own IMCPE 2019 and will hold 100% equity and voting interests in a trust on behalf of the 2019 Fund, which is a pooled investment portfolio that is not a legal entity and does not hold title to any shares of IMCPE 2019.⁵⁸ IMCPE 2019 will become a limited partner of PV Fund A with 33.9% equity and 0% voting interests.⁵⁹ According to the Restated Petition, BCI will hold 100% equity and voting interests in IMCPE Arbutus GP.⁶⁰ IMCPE Arbutus GP, in turn, will be the general partner of IMCPE 2023-2, which will be the limited partner of PV IV A and will hold 67.6% equity and 0% voting interests therein.⁶¹

Requests for Aggregate Foreign Ownership, Specific Approvals, and Advance Approvals

⁵⁰ *Id.* at 26-27.

⁵¹ Petitioners indicate in the Restated Petition that at some point in the future, a new Cayman Islands limited partnership called New Cayman PV Fund B may be created. PV Fund B, a Delaware Entity, would transfer its interests in SC III Cavalier to New Cayman PV Fund B. In the event this occurs, Petitioners have requested specific and advance approval for this entity pursuant to the Commission's rules. *Id.* at 9 n.15, 33-34. In the alternative, Petitioners indicate that PV Fund B may re-domicile to the Cayman Islands and be renamed Re-Domiciled PV Fund B. In the event PV Fund B becomes Re-Domiciled PV Fund B, Petitioners have requested specific and advance approval for this entity pursuant to the Commission's rules. *Id.* at 9 n.15, 33-34.

⁵² Restated Petition at 27-28.

⁵³ *Id.* at 32-33. Petitioners state that Andrew Frey will be uninsulated due to his board position. *Id.* at 33 n.48.

⁵⁴ *Id.* at 28 n.44. Petitioners state that PV Fund Splitter will be an insulated entity. *Id.*

⁵⁵ Restated Petition at 28-29. Petitioners state that Main Fund will be an insulated entity. *Id.* at 29.

⁵⁶ *Id.* at 33-34.

⁵⁷ *Id.* at 30. Searchlight receives a fee for the management services that it provides to Main Fund, PV Fund A, and PV Fund B and will receive a fee for management services provided to Main Fund II, PV IV A, Main Fund IV, and PV IV B. *Id.* at 34-35.

⁵⁸ Restated Petition at 32, 42.

⁵⁹ *Id.* at 32.

⁶⁰ *Id.* at 12.

⁶¹ *Id.* at 12, 32.

According to the Restated Petition, upon completion of the Transaction, CCI would have an aggregate indirect foreign equity interest of 55.8% and foreign voting interest of 100%.⁶² Pursuant to section 1.5001(i) of the Commission's rules,⁶³ Petitioners request that the Commission specifically approve the indirect foreign equity and/or voting interests that would be held in the controlling U.S. parent, CCI,⁶⁴ upon completion of the Transaction by foreign-organized entities and foreign individuals as follows:

IMCPE 2020 Inc. (23.2% equity, 100% deemed voting) (Canada);
 Erol Uzumeri (<2% equity, 100% deemed voting) (Canada);
 Oliver Haarmann (<2% equity, 100% deemed voting) (Germany);
 SC III PV Cavalier Holdings, L.P. (8.2% equity, 8.2% deemed voting) (Cayman Islands);
 New Cayman PV Fund B⁶⁵ (8.2% equity, 8.2% deemed voting) (Cayman Islands);
 Re-Domiciled PV Fund B⁶⁶ (8.2% equity, 8.2% deemed voting) (Cayman Islands);
 Searchlight Capital Partners III GP, L.P. (2.3% equity, 18.9% deemed voting) (Cayman Islands);
 SC IV PV Cavalier Holdings, L.P. (2.3% equity, 2.3% deemed voting) (Cayman Islands);
 Searchlight Capital IV CVL PV B, L.P. (2.3% equity, 2.3% deemed voting) (Cayman Islands);
 Searchlight Capital Partners IV GP, L.P. (1.6% equity, 12.3% deemed voting) (Cayman Islands);
 David Fuller (<1% equity, 100% deemed voting) (Canada);
 British Columbia Investment Management Corporation (26.7% equity, 100% deemed voting) (Canada);
 2020 Private Equity Fund (21.7% equity, 93.4% deemed voting) (Canada);
 IMCPE 2019 Inc. (2% equity, 6% deemed voting) (Canada);
 2019 Private Equity Fund (2% equity, 6% deemed voting) (Canada);
 IMCPE INV 2023-2 (1.5% equity, 2.3% deemed voting) (Canada); and
 IMCPE Arbutus GP Inc. (0% equity, 2.3% deemed voting) (Canada).

Petitioners also request advance approval, pursuant to section 1.5001(k) of the Commission's rules,⁶⁷ for each of the above foreign-organized entities and foreign individuals to increase their indirect equity and/or voting interests in CCI up to a non-controlling 49.99%.⁶⁸ Uninsulated individuals and entities that hold minority equity and voting interests in CCI with a deemed 100% voting interest in CCI in accordance with section 1.5002(b)(iii)(A) of the Commission's rules will continue to be deemed to hold a 100% voting interest in CCI in accordance with section 1.5002(b)(iii)(A) of the Commission's rules.⁶⁹

Executive Branch Review

Under our rules and procedures, the Commission will generally refer petitions for section 310(b) foreign ownership rulings for common carrier wireless applicants and licensees and all the associated applications to the Executive Branch agencies for their views on any national security, law enforcement, foreign policy, or trade policy concerns related to the foreign ownership of the entity(ies) at issue.⁷⁰

⁶² *Id.* at 35.

⁶³ 47 CFR § 1.5001(i).

⁶⁴ Restated Petition at 37.

⁶⁵ *See supra* notes 20, 51.

⁶⁶ *See id.*

⁶⁷ 47 CFR § 1.5001(k).

⁶⁸ Restated Petition at 37 (same section as specific approval requests).

⁶⁹ 47 CFR § 1.5002(b)(iii)(A).

⁷⁰ *See Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign*

Applicants/Petitioners request that we exercise our discretion and exclude the Applications and Restated Petition from referral to the Executive Branch agencies, although they recognize that the proposed foreign ownership differs from the foreign ownership reviewed and approved in the *2021 Foreign Ownership Ruling*.⁷¹ Petitioners contend that referral to the Executive Branch agencies is not necessary because the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (Committee) has already reviewed the existing upstream foreign ownership and is familiar with Searchlight and its management team—including Searchlight’s foreign ownership through Cayman Island fund structures and its non-U.S. principals.⁷² They note that CCI has already entered in a mitigation agreement and they state they will continue to abide by the terms of the 2021 LOA.⁷³

Applicants/Petitioners acknowledge, however, that the proposed ownership under this Transaction differs from what the Commission approved in the *2021 Foreign Ownership Ruling* because BCI will acquire certain governance rights and there will be new foreign interest holders, including entities for which Petitioners seek specific and advance approval.⁷⁴ Therefore, given that there are foreign individuals and foreign-organized entities with interests that were not previously approved by the Commission or reviewed by the Committee, we will formally refer the Restated Petition to the Executive Branch agencies for its review of national security, law enforcement, foreign policy, or trade policy concerns.

GENERAL INFORMATION

The Applications identified herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any Applications if, upon further examination, they are determined to be defective and not in conformance with the Commission’s rules and policies.

Interested parties may file comments **on or before May 21, 2024**, and reply comments **on or before May 28, 2024**. Comments may be filed using the Commission’s Electronic Comment Filing System (ECFS) or by paper.

- **Electronic Filers:** Comments may be filed electronically by accessing ECFS at <http://apps.fcc.gov/ecfs/>.
- **Paper Filers:** Parties who choose to file by paper must file an original and one copy of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.
 - Filings can be sent by commercial overnight courier or by first-class or overnight U.S. Postal Service mail.⁷⁵ All filings must be addressed to the Commission’s Secretary, Office of the Secretary, Federal Communications Commission.
 - Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701. U.S. Postal

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Ownership, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927, 10936, paras. 25, 30 (2020) (*Executive Branch Review Process Order*); 47 CFR § 1.40001(a)(1).

⁷¹ Lead Application at 23-24; Restated Petition at 19-20.

⁷² Lead Application at 23; Restated Petition at 18.

⁷³ Lead Application at 23-24; Restated Petition at 18.

⁷⁴ Lead Application at 24; Restated Petition at 18-19.

⁷⁵ Effective March 19, 2020, and until further notice, the Commission no longer accepts any hand or messenger delivered filings. This is a temporary measure taken to help protect the health and safety of individuals, and to mitigate the transmission of COVID-19. See *FCC Announces Closure of FCC Headquarters Open Window and Change in Hand-Delivery Policy*, Public Notice, 35 FCC Rcd 2788 (OS 2020).

Service first-class, Express, and Priority mail must be addressed to 45 L Street, NE, Washington, DC 20554.

People with Disabilities: We ask that requests for accommodations be made as soon as possible in order to allow the agency to satisfy such requests whenever possible. Send an email to fcc504@fcc.gov or call the Consumer and Governmental Affairs Bureau at (202) 418-0530.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Gregory Kwan, Wireline Competition Bureau, Gregory.Kwan@fcc.gov;
- 2) Desiree Hanssen, Office of Internal Affairs, Desiree.Hanssen@fcc.gov;
- 3) Halie Peacher, Wireless Telecommunications Bureau, Halie.Peacher@fcc.gov; and
- 4) Jim Bird, Office of General Counsel, Jim.Bird@fcc.gov

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

To allow the Commission to consider fully all substantive issues regarding the Applications and Petition in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.⁷⁶ A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Gregory Kwan, Wireline Competition Bureau, at (202) 418-1191; Desiree Hanssen, Office of International Affairs, (202) 418-0887; or Halie Peacher, Wireless Telecommunications Bureau, (202) 418-0514.

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⁷⁶ See 47 CFR § 1.45(c).

ATTACHMENT A**SECTION 214 AUTHORIZATIONS****A. International**

The application for consent to the transfer of control of an international section 214 authorization has been assigned the file number listed below.

<u>File Number</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-T/C-20231118-00157	Consolidated Communications Holdings, Inc.	ITC-214-20030808-00393

B. Domestic

Applicants filed an application to transfer control of domestic section 214 authority in connection with the proposed transaction. In light of the multiple applications pending before the Commission with respect to this transaction and the public interest review associated with them, the domestic transfer of control application is not subject to streamlined treatment.⁷⁷

SECTION 310(d) APPLICATIONS

<u>File Number</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0010772835	Consolidated Communications Enterprise Services, Inc.	WRDY422
0010772977	Consolidated Communications of Northern New England, LLC	WBB246
0010772981	Consolidated Communications of Pennsylvania Company LLC	WIK838
0010772985	Consolidated Communications of California Company	KEU816
0010796449	Consolidated Communications of Illinois Company	WRDQ712

PETITION FOR DECLARATORY RULING UNDER SECTION 310(b)(4)

The Petition has been assigned File No. ISP-PDR-20231117-00009.

⁷⁷ 47 CFR § 63.03.