Before the
GEORGIA PUBLIC SERVICE COMMISSION
Atlanta, GA 30334

Notice of	)	
	)	
Consolidated Communications Holdings, Inc.,	)	
Transferor	)	**DOCKET NOs: 1912, 4515, and 41558**
	)	
Consolidated Communications of Florida Company and St. Joe Communications, Inc.,	)	
Licensees	)	
	)	
and	)	
	)	
Condor Holdings LLC and Fidium Fiber Holdco LLC	)	
Transferees	)	
	)	
Of Indirect Transfer of Control	)	
	)	

NOTICE OF INDIRECT TRANSFERS OF CONTROL AND NAME CHANGE

I. INRODUCTION

Consolidated Communications Holdings, Inc. ("CCHI" or "Transferor"); Consolidated Communications of Florida Company ("Consolidated-Florida"); St. Joe Communications, Inc. ("St. Joe") (Consolidated-Florida and St. Joe, together, the "Consolidated Licensees");[1] Fidium Fiber Finance Holdco LLC, ("Fidium Finance"); and

[1] In addition to the Consolidated Licensees, Consolidated Communications Enterprise Services, Inc. ("CCES"), a Delaware corporation and indirect, wholly owned subsidiary of CCHI, operates as an interexchange carrier in Georgia. No transfer of control or change in ownership of CCES will occur as part of the *Pro Forma* Transfers (as defined below). CCES is expected to undertake a change in corporate form to convert from a Delaware corporation to a Delaware limited liability company.

Condor Holdings LLC ("Condor") (Fidium Finance and Condor, together the "Transferees," and collectively with CCHI and the Consolidated Licensees, the "Parties"), by their undersigned representatives, hereby submit this Notification to the Georgia Public Service Commission (the "Commission").

As noted by the Commission in Document No. 217509 filed in Docket Nos. 1912, 4515, and 41558 on February 15, 2024, the Consolidated Licensees became indirect, wholly owned subsidiaries of 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 the Consolidated Licensees.

The planned corporate structure changes will involve changes in the intermediate holding company structure of the Consolidated Licensees and the conversion of Consolidated-Florida to a Delaware limited liability company, with a corresponding name change. The planned corporate structure changes will not result in any change in the ultimate ownership or control of Condor or its subsidiaries, including the Consolidated Licensees.

Therefore, by this Notification, the Parties provide notice of (1) a *pro forma* transfer of control of Consolidated-Florida from CCHI and St. Joe to Fidium Finance, (2) a *pro forma* transfer of control of St. Joe from CCHI to Condor (steps (1) and (2) together the "*Pro Forma* Transfers"), and (3) a change to the legal name resulting from the re-domestication and conversion of Consolidated-Florida to be a Delaware limited liability company (the "Conversion").

Pursuant to guidance issued by the Commission's Telecommunications Unit Financing Authority under O.C.G.A. § 46-2-28(g), approval is not required for a transaction involving an indirect transfer of control that does not involve the issuance of stocks, bonds, notes, or other evidences of debt payable more than 12 months after the date of issuance. Thus, the Parties respectfully submit that Commission approval is not required for the transactions described herein.[2]

The Parties provide the following information in support of this Notification:

II. DESCRIPTION OF THE PARTIES

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

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] *See* Georgia Public Service Commission Telecommunications Unit Financing Authority Requirements and Procedures (Rev. July 28, 2021) In the alternative, the Parties respectfully request approval, to the extent required, of the *Pro Forma* Transfers pursuant to O.C.G.A. § 46-5-41.

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

On December 27, 2024, CCHI became a wholly owned direct subsidiary of Condor,[4] a Delaware limited liability company, which is a direct, 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 Investment Management Corporation, a corporation incorporated pursuant to the Public Sector Pension Plans Act (British Columbia), hold a non-controlling minority equity interest.

B. Licensees

1. Consolidated Communications of Florida Company ("Consolidated-Florida")

Consolidated-Florida is a Florida corporation with a principal place of business at 2116 South 17th Street, Mattoon, IL 61938. Consolidated-Florida currently is a direct wholly owned subsidiary of St. Joe and an indirect wholly owned subsidiary of CCHI. In Georgia, Consolidated-Florida holds certificates issued in Docket No. 1912 to operate as an incumbent local exchange carrier (Certificate Number #IL-014), competitive local exchange carrier (Certificate Number #L-069),[6] and eligible telecommunications carrier (Certificate

[4] In connection with Condor's acquisition of CCHI and its subsidiaries (including the Consolidated Licensees and CCES), the Commission stated, in Document No. 217509 filed in Docket Nos. 1912, 4515, and 41558 on February 15, 2024, it would place the information in the Consolidated Licensees' files and no further action was required regarding the transfer of indirect control of the Consolidated Licensees to Condor. 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 Nos. 1912, 4515, and 41558, in close proximity to consummation of the Condor Transaction, Searchlight III CVL converted from a Delaware limited partnership to a limited liability company.

[6] In 1997, St. Joseph Telephone & Telegraph Company petitioned the Commission to change its name to GTC, Inc. *See Name Change for Certificate of Authority for Public Convenience and Necessity*, Docket No. 1912 (November 10, 1997). Subsequently, the Commission approved the

Number #7787). Consolidated-Florida operates in a small portion of Southwest Decatur County and services a rural territory and a rural customer base.

2. St. Joe Communications, Inc. ("St. Joe")

St. Joe, an indirect wholly owned subsidiary of CCHI, is a Florida corporation with a principal place of business at 2116 South 17th Street, Mattoon, IL 61938. In Georgia, St. Joe holds a certificate from the Commission issued in Docket No. 4515 to provide interexchange reseller telecommunications services (Certificate Number #R-0165).[7] St. Joe operates in a small portion of South Decatur Country and services a rural territory and a rural customer base.

C. Transferees

1. Fidium Fiber Finance Holdco LLC ("Fidium Finance")

Fidium Finance, a Delaware limited liability company formed for the purpose of the *Pro Forma* Transfers, is an indirect, wholly owned subsidiary of Condor and thus Searchlight III CVL.

2. Condor Holdings LLC ("Condor")

Condor, a Delaware limited liability company, is a direct, wholly owned subsidiary of Searchlight III CVL that was formed for the purpose of Condor's acquisition of CCHI and its subsidiaries (including the Consolidated Licensees), as disclosed to the Commission in Docket Numbers 1912, 4515, and 41558. As stated above and described in greater detail in those dockets, investment funds affiliated with Searchlight hold a majority equity interest in

---

name change of GTC, Inc. to Consolidated Communications of Florida Company on February 19, 2019. *See Order for Amendment to Interim Certificate*, Docket No. 1912 (February 19, 2019).

[7] *See Application for Certificate to Resale Interexchange Telecommunications Services and Tariff with Service Area Origination Points to Provide Long Distance Service in Chattahoochee, Georgia*, Docket No. 4515 (May 10, 1993).

Searchlight III CVL, and investment vehicles affiliated with British Columbia Investment Management Corporation, a corporation incorporated pursuant to the Public Sector Pension Plans Act (British Columbia), hold a non-controlling minority equity interest.

III. DESCRIPTION OF THE PRO FORMA PARTIES

The Parties notify the Commission of a series of *pro forma* transfers of control whereby the Consolidated Licensees will no longer be indirect, wholly owned subsidiaries of CCHI. Consolidated-Florida will become a wholly owned direct subsidiary of Fidium Finance and St. Joe will become a wholly owned direct subsidiary of Condor. Because each of CCHI and Fidium Finance are and will remain direct and indirect, respectively, wholly owned subsidiaries of Condor (and thus Searchlight III CVL), and St. Joe is and will remain an indirect, wholly owned subsidiary of Condor (and thus Searchlight III CVL), the *Pro Forma* Transfers will not result in any change in the ultimate ownership or control of the Consolidated Licensees. The only change resulting from the *Pro Forma* Transfers is to the intermediate holding company structures between the Consolidated Licensees and Condor. Following the *Pro Forma* Transfers, St. Joe will become a direct, wholly owned subsidiary of Condor, and Consolidated-Florida will become a direct, wholly owned subsidiary of Fidium Finance (and an indirect, wholly owned subsidiary of Fidium Fiber Holdco LLC and other intermediate holding companies that are directly and wholly owned by Condor and created for purposes of the *Pro Forma* Transfers).[8] Both of the Consolidated Licensees will remain indirect, wholly owned indirect subsidiaries of Searchlight III CVL. Current and post-*Pro Forma* Transfers ownership structure charts are provided as **Exhibit A**.

[8] 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 Consolidated Licensees.

The *Pro Forma* Transfers will not affect the rates, terms, or conditions of service provided by the Consolidated Licensees. 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 *Pro Forma* Transfers.

IV. DESCRIPTION OF THE CONVERSION

The Parties also notify the Commission of a planned re-domestication and conversion of Consolidated-Florida as a Delaware limited liability company that will result in a change to the legal name of Consolidated-Florida. Consolidated-Florida is expected to re-domesticate from its current state of incorporation, Florida, to convert to a Delaware limited liability company. Thus, after the Conversion, Consolidated-Florida will be a Delaware limited liability company and its legal name will be Consolidated Communications of Florida Company, LLC.

The Conversion is merely a change in Consolidated-Florida's corporate form and will not entail any merger or other transactions interrupting the existence of Consolidated-Florida. 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."[9] 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,

[9] 8 Del. Code 390(f).

domesticating or continuing corporation and shall constitute a continuation of the existence of such corporation in the form of the resulting entity.[10] Similarly, "[w]hen any other entity has been converted to a limited liability company pursuant to this section, for all purposes of the laws of the State of Delaware, the limited liability company shall be deemed to be the same entity as the converting other entity and the conversion shall constitute a continuation of the existence of the converting other entity in the form of a domestic limited liability company."[11]

The Conversion and resulting name change will not affect the rates, terms, or conditions of service provided by Consolidated-Florida. 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 Consolidated-Florida's name may cause confusion. Therefore, notice to customers of the Conversion is not necessary. Consolidated-Florida requests that the Commission acknowledge the Conversion and update its records, including by amending Consolidated-Florida's Certificates, as necessary. Consolidated-Florida will make all required tariff filings necessary upon completion of the Conversion.

V. PUBLIC INTEREST CONSIDERATIONS

The Parties submit that the *Pro Forma* Transfers are in the public interest. The *Pro Forma* Transfers involve only changes to the intermediate holding company structures between the Consolidated Licensees and Condor. The *Pro Forma* Transfers will not change ultimate working control of the Consolidated Licensees. Following completion of the *Pro*

---

[10] 8 Del. Code 266(h).

[11] 6 Del. Code § 18-214(g).

Forma Transfer, the Consolidated Licensees will continue to have the same requisite managerial, technical, and financial capacities to provide high-quality telecommunications services in the State of Georgia. The telecommunications services provided by the Consolidated Licensees, and the rates, terms, and conditions of those services, also will not change. The *Pro Forma* Transfers will not affect the customers of the Consolidated Licensees in any way. Therefore, the *Pro Forma* Transfers are consistent with the public interest.

Designated Contacts

Notice and communications regarding this Notice should be addressed to:

William Bradley Carver, Sr.
HALL BOOTH SMITH, P.C.
191 Peachtree Street, N.E.
Suite 2900
Atlanta, GA 30303
Tel: 404-954-5000
Fax: 404-954-5020
bcarver@hallboothsmith.com

With copies to:

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.bobeck@morganlewis.com
patricia.cave@morganlewis.com

and:

Garrett Van Osdell
Michael Shultz
Consolidated Communications, Inc.
350 S. Loop 336 W
Conroe, Texas 77304
Tel: 724-449-2545
Garrett.VanOsdell@consolidated.com
Mike.Shultz@consolidated.com

Conclusion

For the foregoing reasons, the Parties submit that the public interest, convenience, and necessity would be furthered by the Commission issuing a Letter of Acknowledgement noting the *Pro Forma* Transfers and Conversion described above.

We would appreciate acknowledgment of receipt and acceptance of this filing. Should you have any questions concerning this submission, please do not hesitate to contact the undersigned.

Respectfully submitted,

William Bradley Carver, Sr.
HALL BOOTH SMITH, P.C.
191 Peachtree Street, N.E.
Suite 2900
Atlanta, GA 30303
Tel: 404-954-5000
Fax: 404-954-5020
bcarver@hallboothsmith.com

Counsel to the Parties

EXHIBIT A

Current and Post-*Pro Forma* Transfers Ownership Structure Charts

VERIFICATIONS