

Decision No. C25-0124

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

PROCEEDING NO. 25A-0037T

IN THE MATTER OF THE JOINT APPLICATION OF CONSOLIDATED COMMUNICATIONS HOLDINGS INC. AND FIDIUM FIBER FINANCE HOLDCO LLC TO EXECUTE A TRANSFER PURSUANT TO 4 CCR 723-2-2103.

**COMMISSION DECISION DEEMING
JOINT TRANSFER APPLICATION COMPLETE AND
GRANTING APPLICATION**

Issued Date: February 20, 2025

Adopted Date: February 19, 2025

I. BY THE COMMISSION

A. Statement

1. This matter comes before the Commission for consideration of a Joint Application filed by Consolidated Communications Holdings, Inc. (“CCHI”); Consolidated Communications of Colorado Company (“Consolidated-Colorado”); Consolidated Communications of Kansas Company (“Consolidated-Kansas,” and together with Consolidated-Colorado, the “Colorado Consolidated Operating Companies”); and Fidium Fiber Finance Holdco LLC (“Fidium Finance”) on January 9, 2025.

2. The Applicants request Commission authorization for authority to execute a *pro forma* indirect transfer of control of the Colorado Consolidated Operating Companies, the Transaction. They also seek to notify the Commission of changes to the legal names resulting from the re-domestication and conversion of each of the Colorado Consolidated Operating Companies into Delaware limited liability companies. These changes come after the Commission granted

Colorado Consolidated Operating Companies Entities to become indirectly and wholly owned subsidiaries of Condor Holdings, LLC, by Decision No. C24-0152 on December 27, 2024. The Transaction will result in the Colorado Consolidated Operating Companies being transformed from indirect, wholly owned subsidiaries of CCHI to wholly owned direct subsidiaries of Fidium Finance. The Transaction will not result in any change of Commission issued authorities for either Consolidated Communications of Colorado Company or Consolidated Communications of Kansas Company.

3. We will construe this filing as an application for approval of the indirect transfer of ownership and control of the Colorado Consolidated Operating Companies to Condor pursuant to 4 *Code of Colorado Regulations* 723-2-2110 of the Commission's Rules Regulating Telecommunications Services and Providers of Telecommunications Services.

4. CCHI is a Delaware corporation, which does not hold a Certificate of Public Convenience and Necessity ("CPCN") or a Letter of Registration ("LOR") in Colorado and does not offer regulated telecommunications services in Colorado.

5. Consolidated-Colorado is an incumbent local exchange carrier ("ILEC") that holds a Certificate of Public Convenience and Necessity providing telecommunications services including switched access service. Consolidated-Colorado was formed by the merger of Big Sandy Telecom, Inc. ("Big Sandy") and Columbine Telecom Company ("Columbine"). Big Sandy obtained its CPCN by transfer in Decision No. 86488, on March 17, 1975. Columbine obtained its CPCN by transfer in Decision No. 65083, on May 28, 1965. In Decision No. C18-1132, the Commission approved the merger of Big Sandy into Columbine and transferred Big Sandy's CPCN to Columbine.

6. Consolidated-Kansas (formerly Sunflower Telephone Company) is an incumbent local exchange carrier that was granted a Certificate of Public Convenience and Necessity with Decision No. 54391, on May 31, 1960. Sunflower Telephone Company changed its name to Consolidated Communications of Kansas Company in Proceeding No. 18A-0780T.

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

8. Applicants, therefore, request Commission authorization to complete the *pro forma* indirect transfer of control of the Colorado Consolidated Operating Companies to wholly owned direct subsidiaries of Fidium Finance. The Transaction will not result in any change in the ultimate ownership or control of the Colorado Consolidated Operating Companies. The change resulting from the Transaction is the intermediate holding company structure between the Colorado Consolidated Operating Companies and Condor. Following the Transaction, the Colorado Consolidated Operating Companies will become direct, wholly owned subsidiaries of Fidium Finance (and indirect, wholly owned subsidiaries of Fidium Fiber Holdco LLC and other intermediate holding companies that are directly and wholly owned by Condor). The Colorado Consolidated Operating Entities will remain indirect, wholly owned subsidiaries of Condor (and thus Searchlight III CVL).

9. As stated in the application, the Conversion notifies the Commission and requests approval to the extent necessary, of changes to the legal names of the Colorado Consolidated Operating Companies resulting from a planned re-domestication and/or corporate conversion of the Colorado Consolidated Operating Companies to Delaware limited liability companies. As a result of the Conversion, both Colorado Consolidated Operating Companies will be Delaware

limited liability companies. The legal names are Consolidated Communications of Colorado, LLC and Consolidated Communications of Kansas, LLC.

10. On January 10, 2025, a notice of the Joint Application was provided to all persons, firms, or corporations interested in or affected by the grant or denial of the requested relief. Interventions were due on or before February 10, 2025. No interventions were filed.

B. Discussion

11. The Commission has jurisdiction over this Joint Application pursuant to §§ 40-5-105, 40-15-204, and 40-15-303, C.R.S.

12. The application contains all of the information required by the applicable Commission Rules and is therefore deemed complete.

13. The application is unopposed and therefore may be considered without a formal hearing, pursuant to § 40-6-109(5), C.R.S.

14. Applicants request Commission approval to complete the *pro forma* indirect transfer of control of the Colorado Consolidated Operating Companies to wholly owned direct subsidiaries of Fidium Finance. Fidium Finance does not hold any Commission-issued telecommunications authorities. In addition to changing the legal names of the Colorado Consolidated Operating Companies.

15. The application represents that the Transaction will facilitate infrastructure investment, technological development, and economic expansion. It will be seamless for customers, as they will not experience any immediate change in rates or conditions of service.

16. Consolidated Communications of Colorado Company and Consolidated Communications of Kansas Company are competitive providers with commission-issued authorities. Except for limited circumstances (such as for providers that are recipients of state

high-cost support and for the provision of basic emergency services), certifications to provide basic local exchange services are no longer regulated by the Commission. See § 40-15-401(1)(b), C.R.S. Similarly, the provision of any other emerging competitive services such as advanced features, premium services, intraLATA toll, non-optional operator services, and private line services, except switched access services and basic emergency services, are no longer regulated by the Commission. See §§ 40-15-401(1)(e), (k), (n), (o), (s), (t), C.R.S. Consequently, the Commission does not have the authority to approve the transfers of the CPCNs or those parts of the LORs addressing advanced features, premium services, intraLATA toll, non-optional operator services, and private line services.

17. Switched access services and the provision of basic emergency services have not been deregulated. As a result, we have the authority to review and approve/deny the transfers and encumbrances of the part of authorities held by providers that address those services.

18. We remind applicants that public utilities remain subject to Commission oversight that includes, but is not limited to, reporting and payment obligations to the Colorado High-Cost Support Mechanism and the Telecommunications Relay Services Program.

19. We find that the proposed pro forma indirect transfer of control of the Colorado Consolidated Operating Companies to wholly owned direct subsidiaries of Fidium Finance is not contrary to the public interest and therefore grant the Joint Application for transfer to that extent. Entities that hold Commission-issued authorities remain obligated to comply with any applicable requirements or regulations as stated in Article 15 of Title 40.

II. ORDER

A. The Commission Orders That:

1. The joint application to Transfer filed by Consolidated Communications Holdings, Inc.; Consolidated Communications of Colorado Company; Consolidated Communications of Kansas Company, together with Consolidated Colorado, and Fidium Fiber Finance Holdco LLC is deemed complete within the meaning of § 40-6-109.5, C.R.S., and is granted.

2. Colorado Consolidated Operating Companies and Fidium Fiber Finance Holdco LLC, or their authorized representatives shall jointly notify the Commission if the transfer has been terminated or is not completed within 60 days of the proposed effective date stated in the application or if the proposed transfer terms are changed prior to the consummation date. The notice shall include the proceeding and decision numbers which granted the authority to execute the transfer.

3. The 20-day period provided for in § 40-6-114, C.R.S., within which to file applications for rehearing, reargument, or reconsideration begins on the first day following the effective date of this Decision.

4. This Decision is effective upon its Issued Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING
February 19, 2025.**

(S E A L)



ATTEST: A TRUE COPY

Rebecca E. White,
Director

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

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MEGAN M. GILMAN

TOM PLANT

Commissioners