BEFORE THE
NEW YORK PUBLIC SERVICE COMMISSION

Joint Petition of **Fidium Holdings, LLC,** *Transferor*, **Consolidated Communications of New York Company, LLC,** **Fidium Enterprise Services, LLC** *New York Operating Entities,* and **Fidium Intermediate Holdings LLC** *Transferee*, for Approval of a *Pro Forma* Transfer of Control	Matter No. _____

JOINT PETITION

Fidium Holdings, LLC ("Fidium Holdings" or "Transferor"); Consolidated Communications of New York Company, LLC d/b/a Consolidated Communications d/b/a Fidium ("CCNY"); Fidium Enterprise Services, LLC d/b/a Consolidated Communications d/b/a Fidium ("Fidium-Enterprise"); and Fidium Intermediate Holdings LLC ("Fidium Intermediate" or "Transferee") (all of the foregoing collectively, the "Petitioners") respectfully request approval by the New York Public Service Commission ("Commission"), to the extent required pursuant to N.Y. Pub. Serv. L. §§ 99 and 100, for a *pro forma* transfer of control that will insert an intermediate holding company, Fidium Intermediate, as a direct parent of Fidium, LLC (f/k/a Consolidated Communications Inc.) thereby resulting in an indirect change in ownership of

CCNY and Fidium-Enterprise (together, the "New York Operating Entities") (the "*Pro Forma* Transaction").[1]

In support of this filing, Petitioners provide the following information:

I. DESCRIPTION OF PETITIONERS

A. Transferor – Fidium Holdings, LLC ("Fidium Holdings")

Fidium Holdings, a Delaware limited liability company, is a wholly owned subsidiary of Condor Holdings LLC ("Condor"), which is in turn a wholly owned subsidiary of Searchlight III CVL, LLC ("Searchlight III CVL"). Investment funds affiliated with Searchlight Capital Partners, L.P. ("Searchlight") hold a majority equity interest in Searchlight III CVL, and investment vehicles affiliated with British Columbia Investment Management Corporation ("BCI"), a corporation incorporated pursuant to the Public Sector Pension Plans Act (British Columbia), hold an indirect minority equity interest in Condor. Each of the New York Operating Entities are an indirect wholly owned subsidiary of Fidium Holdings.

B. New York Operating Entities

i. Consolidated Communications of New York Company, LLC d/b/a Consolidated Communications d/b/a Fidium ("CCNY")

CCNY is a Delaware limited liability company with a principal office located at 19 Broad Street, Kinderhook, New York 12106. CCNY is an indirect wholly owned subsidiary of Fidium Holdings and a rural local exchange carrier providing local exchange and toll service. CCNY is the successor to three ILECs: Berkshire Telephone, C&E, and Taconic. In the former Berkshire Telephone territory CCNY serves three exchanges (Kinderhook, Niverville and Stuyvesant Falls, New York) in the northwest corner of Columbia County, with approximately 700 access lines (as of December 31, 2025). In the former C&E territory in Chautauqua County, in western New

[1] Petitioners emphasize that *Pro Forma* Transaction does not involve new debt issuances or other financing components.

York, CCNY serves approximately 1,750 access lines (as of December 31, 2025). In the former Taconic territory in the Hudson Valley area of eastern New York, including portions of Columbia, Rensselaer, and Dutchess Counties, CCNY serves approximately 5,200 access lines (as of December 31, 2025).

ii. Fidium Enterprise Services, LLC d/b/a Consolidated Communications d/b/a Fidium ("Fidium-Enterprise")

Fidium-Enterprise is a Delaware limited liability company and is a provider of competitive local exchange, interexchange, broadband and VoIP services across the Fidium footprint. In New York, as the successor to Berkshire Cable Corporation, Chautauqua & Erie Communications, Inc., and Taconic TelCom Corporation, Fidium-Enterprise offers long distance, intrastate operator services, as well as data and high-speed internet services to approximately 400 customers of Berkshire Telephone; data and high-speed internet services to approximately 1,600 subscribers in the C&E service territory; and long-distance telephone, data, and high-speed broadband service to approximately 7,400 customers (as of December 31, 2024) in the Taconic service territory. Fidium-Enterprise, along with CCNY, is an indirect wholly owned subsidiary of Fidium Holdings.

C. Transferee – Fidium Intermediate Holdings LLC ("Fidium Intermediate")

Fidium Intermediate, a Delaware limited liability company, was recently formed for the purpose of the *Pro Forma* Transaction. Fidium Intermediate is a holding company and does not provide telecommunications services.

II. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following:

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III. DESCRIPTION OF THE *PRO FORMA* TRANSACTION

The *Pro Forma* Transaction involves the insertion of an intermediate holding company, Fidium Intermediate, as a direct parent of Fidium, LLC thereby resulting in an indirect change in ownership of the New York Operating Entities. The direct owner of the New York Operating Entities, Fidium LLC, will remain unchanged and the ultimate ownership of the New York Operating Entities will likewise remain the same. The insertion of Fidium Intermediate into the intermediate chain of ownership is necessary for various tax and business efficiency considerations.

Diagrams depicting the current and post-*Pro Forma* Transaction corporate ownership structure are provided as **Exhibit A**. None of these corporate changes will impact the day-to-day operations of either of the New York Operating Entities or the rates terms and conditions under which the New York Operating Entities provide service. Indeed, the transaction will have no impact on the New York Operating Entities' customers.

IV. PUBLIC INTEREST CONSIDERATIONS

In approving a proposed telephone company transfer of control under PSL § 99 (2), the Commission must find that the transaction is in the public interest. As the Commission has noted previously, "[a]lthough PSL §99 (2) does not specify a standard of review, all such utility transfers have been interpreted as requiring an affirmative public interest determination by the Commission."[2] PSL § 100 (2) requires Commission consent for the acquisition of more than ten percent of the voting capital stock of any telephone corporation. The applicable standard under PSL § 100 is whether the transaction is in the public interest.[3] Pursuant to PSL §§ 99 and 100, Commission consent is deemed granted after 90 days of filing for approval unless the Commission determines that the public interest requires the Commission's further review and written consent. To the extent the *Pro Forma* Transaction is not deemed approved by operation of law and the Commission determines that the public interest requires the Commission's further review, the Petitioners respectfully submit that the proposed *Pro Forma* Transaction is in the "public interest" for the reasons discussed below.[4]

The *Pro Forma* Transaction will further the Commission's relevant public interest objectives by promoting investment in telecommunications companies serving customers in New York. In granting the Petition, the Commission will facilitate continued investment in the New York telecommunications market by reducing barriers and streamlining regulatory approvals associated with purely internal reorganizations that institutional investors may undertake from

[2] *See* Case 05-C-0237 - *Joint Petition of Verizon Communications and MCI, Inc. for a Declaratory Ruling Disclaiming Jurisdiction Over or in the Alternative for Approval of Agreement and Plan of Merger,* Order Asserting Jurisdiction and Approving Merger Subject to Conditions at n. 46 (Nov. 22, 2005).

[3] *See* PSL § 100 (3) (stating "[n]o consent shall be given to the acquisition of any stock in accordance with this section unless it shall have been shown that such acquisition is in the public interest").

[4] *See*, *e.g.*, *Petition of GC Pivotal LLC dba Global Capacity for Approval of a Pro Forma Change in Indirect Ownership*, Order Approving Transfer of Control, Case 23-C-0732 (N.Y.P.S.C. 2024).

time to time. This in turn will increase the attractiveness of telecommunications providers serving New York and thus bring additional investment capital into the market.

The *Pro Forma* Transaction will have no impact on the New York Operating Entities' current business operations, nor will it have an impact on the commitments of the New York Operating Entities under the approvals provided in Case 23-C-0734 on September 24, 2025, and Case 25-C-0265 on October 21, 2025. In fact, the approval of this *Pro Forma* Transaction will allow for various business and tax considerations that may generate greater efficiencies to more effectively meet obligations of the New York Operating Entities and their affiliates and parent companies.

Petitioners verify that the *Pro Forma* Transaction only involves inserting an intermediate holding company into the New York Operating Entities' corporate structure directly below Fidium Holdings and will not directly involve the New York Operating Entities or their operations. The *Pro Forma* Transaction will not change actual working control of the New York Operating Entities, which will continue to be overseen by existing management teams. The telecommunications services provided by the New York Operating Entities and the rates, terms and conditions of those services will not change as a result of the *Pro Forma* Transaction, and the New York Operating Entities' New York customers will not be affected in any way by the *Pro Forma* Transaction. Thus, the transaction is purely *pro forma* in nature.

The New York Operating Entities will continue to have the same requisite managerial, technical and financial capabilities to provide quality communications services. New York Operating Entities' New York customers will receive the same full range of products and services that they received prior to the *Pro Forma* Transaction at the same prices and under the same terms and conditions. All of the above facts demonstrate that the *Pro Forma* Transaction is in the public interest.

V. CONCLUSION

WHEREFORE, for the reasons set forth above, the Petitioners submit that the public interest, convenience and necessity would be furthered by grant of this Petition approving the *Pro Forma* Transaction of an indirect transfer of control to Fidium Intermediate.

Respectfully submitted,



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Counsel for Petitioners

Dated: March 19, 2026

LIST OF EXHIBITS

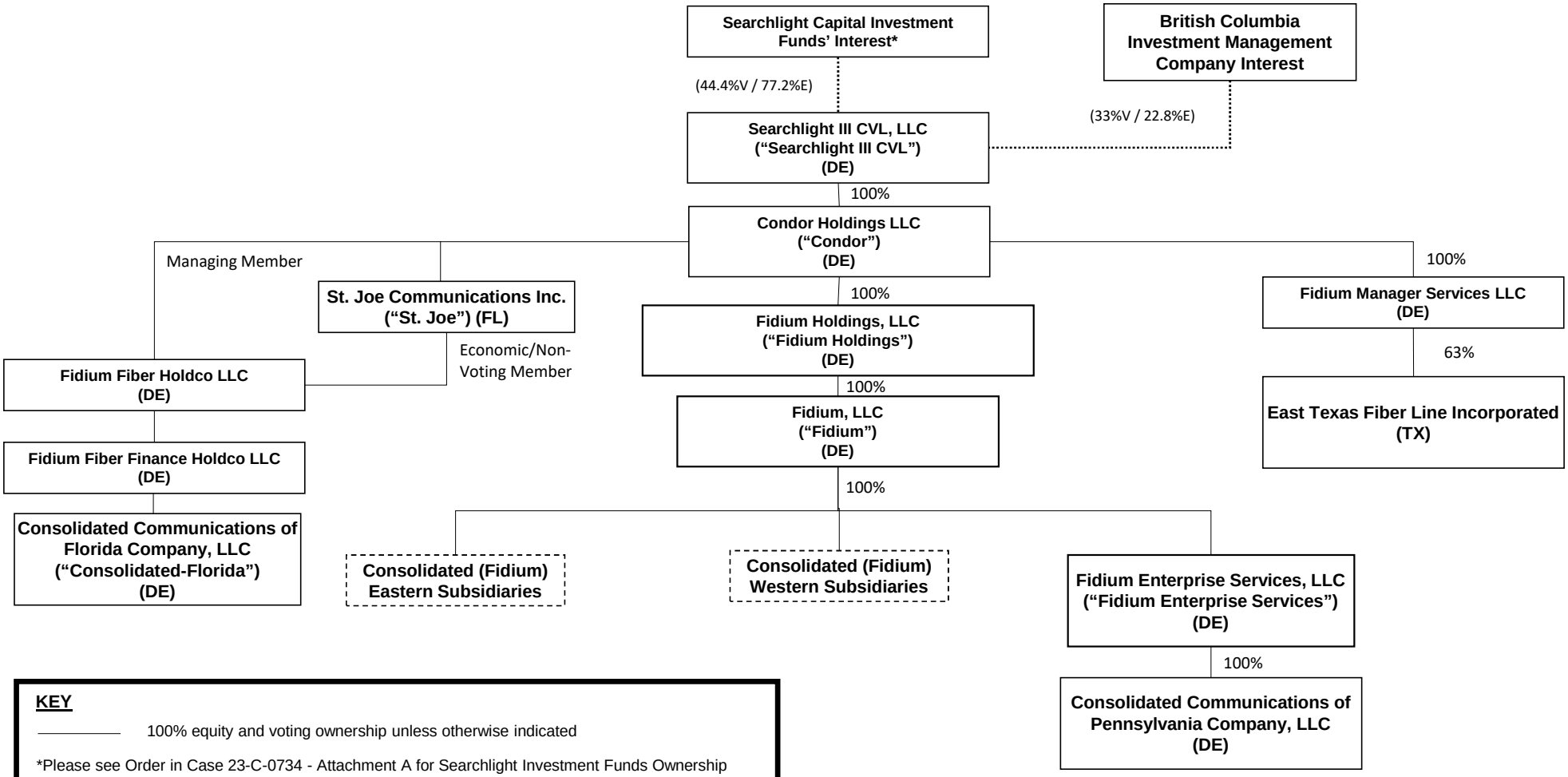
Exhibit A Diagrams of Current and Post- *Pro Forma* Transaction Ownership Structure

Verification

EXHIBIT A

Diagrams of Current and Post-*Pro Forma* Transaction Ownership Structure

Fidium Holdings, LLC (f/k/a Consolidated Communications Holdings, LLC) Current Ownership Structure



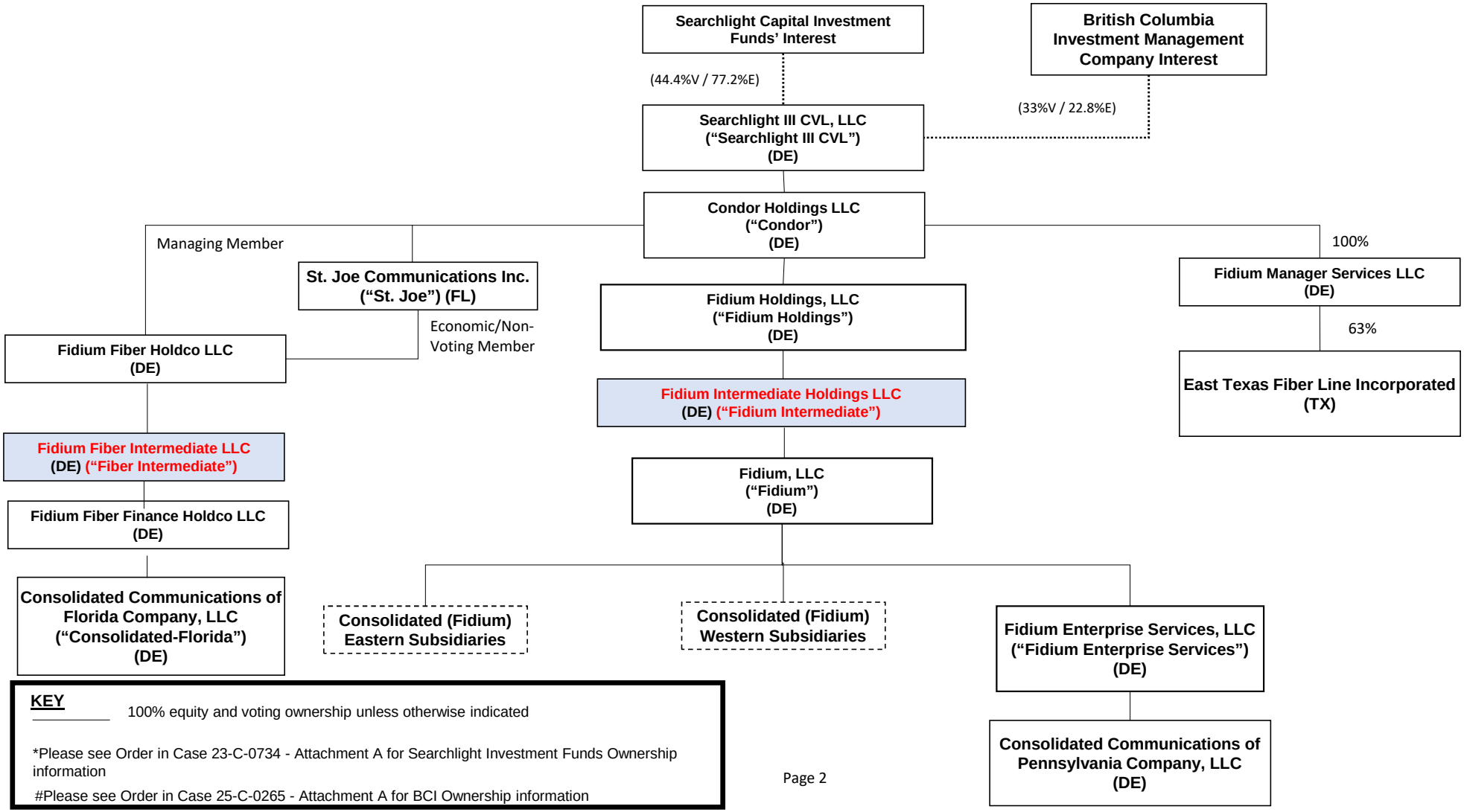
KEY

———— 100% equity and voting ownership unless otherwise indicated

*Please see Order in Case 23-C-0734 - Attachment A for Searchlight Investment Funds Ownership information

#Please see Order in Case 25-C-0265 - Attachment A for BCI Ownership information

Fidium Holdings, LLC (f/k/a Consolidated Communications Holdings, LLC) Post-close Ownership Structure



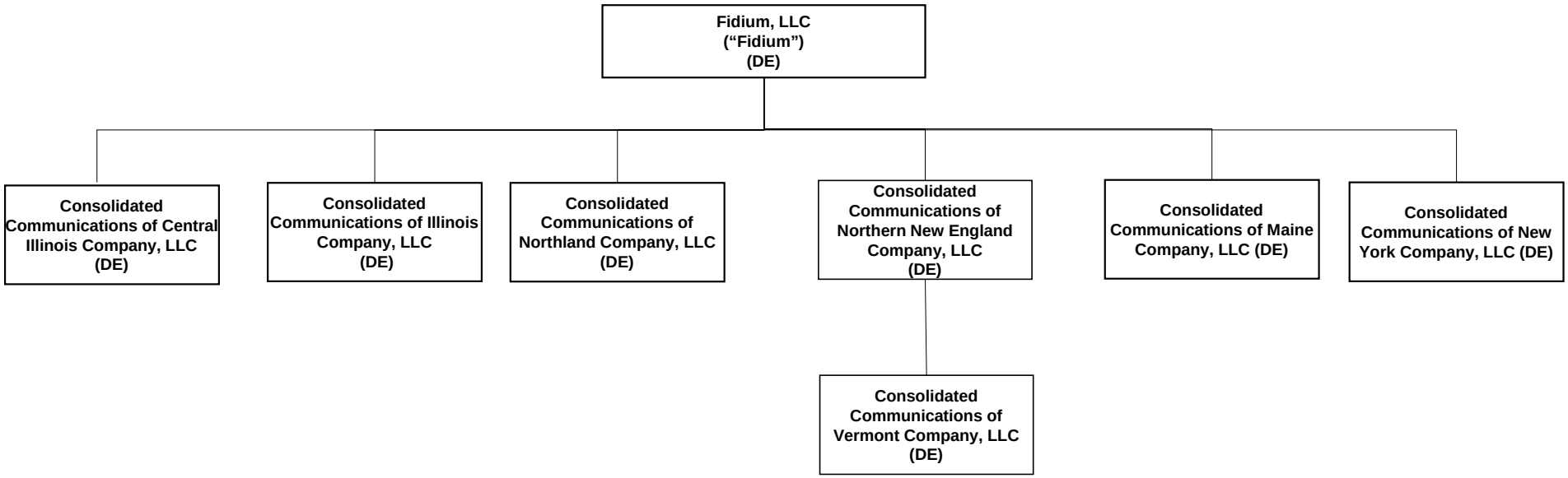
KEY

100% equity and voting ownership unless otherwise indicated

*Please see Order in Case 23-C-0734 - Attachment A for Searchlight Investment Funds Ownership information

#Please see Order in Case 25-C-0265 - Attachment A for BCI Ownership information

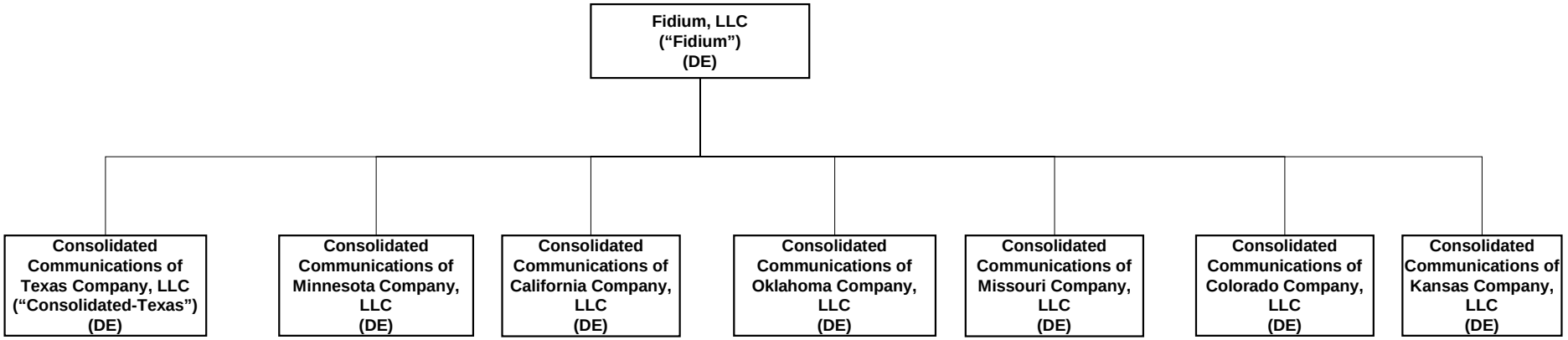
Ownership Structure of Fidium (Consolidated) Eastern Subsidiaries



KEY

100% equity and voting ownership unless otherwise indicated

Ownership Structure of Fidium (Consolidated) Western Subsidiaries



KEY

100% equity and voting ownership unless otherwise indicated

VERIFICATION

VERIFICATION

STATE OF TEXAS §
§
COUNTY OF MONTGOMERY §

I, Garrett Van Osdell, state that I am Chief Legal Officer and Corporate Secretary of Fidium Holdings, LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company and the Petitioners; that the foregoing filing was prepared under my direction and supervisions; and that the contents with respect to the Company and its affiliates are true and correct to the best of my knowledge, information, and belief.

Executed this 18th day of March, 2026.

Garrett Van Osdell
Chief Legal Officer and Corporate Secretary
Fidium Holdings, LLC

SWORN TO AND SUBSCRIBED before me on the 18th day of March, 2026.

Notary Public

My commission expires: July 27, 2027

SHEILA TAYLOR
My Notary ID # 130309753
Expires July 27, 2027