

STATE OF NEW HAMPSHIRE
BEFORE THE
PUBLIC UTILITIES COMMISSION

DT 16-872

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

CONSOLIDATED'S OBJECTION TO LABOR INTERVENORS'
MOTION TO COMPEL

NOW COMES Consolidated Communications Holdings, Inc. ("Consolidated"), by and through its undersigned attorneys, and pursuant to Puc 203.07 (e), objects to the Motion to Compel filed by Communications Workers of America ("CWA") Local 1400 and International Brotherhood of Electrical Workers ("IBEW") Locals 2320, 2326, and 2327, that form the IBEW System Council T-9 (collectively, "Labor Intervenors"). In support of this Objection, Consolidated states as follows:

1. The scope of the Commission's review in the instant docket is set forth in RSA 374:30, II and is limited to determining whether Consolidated is "technically, managerially, and financially capable of maintaining the obligations of an ILEC set forth in RSA 362:8 and RSA 374:22-p." *Order of Notice*, DT 16-872 (Jan. 17, 2017), pp. 1-2. These obligations include: providing basic service at rates capped for a finite period; obligations arising pursuant to the Commission's authority under the federal Communications Act of 1934, as amended; and obligations related to providing services to competitive local exchange carriers, interexchange carriers, and wireless carriers, regardless of technology. *Id.*, p. 2.

2. The Labor Intervenors filed a petition to intervene in this proceeding on January 19, 2017. Although the petition did not state facts demonstrating how its rights, duties, privileges, immunities or other substantial interest may be affected by this proceeding as required by RSA 541-A:32, I(b) and N.H. Code Admin. Rule Puc 203.17, it may reasonably be inferred that the Labor Intervenors' interest in this proceeding concerns the issue of their members' employment relationships with FairPoint and their future relationships with Consolidated.

3. Consolidated and FairPoint Communications, Inc. ("FairPoint") (together, "Joint Petitioners") filed a Joint Response to Labor Intervenors' intervention petition on February 1, 2017 stating, among other things, that the Labor Intervenors' concerns do not have a legal nexus to the outcome of this proceeding, because neither the scope of the Commission's inquiry under RSA 374:30, II nor its limited regulatory authority over FairPoint extends to issues relating to FairPoint's collective bargaining agreements with the Labor Intervenors. *Joint Response of Consolidated Communications Holdings, Inc. and FairPoint Communications, Inc. to Labor Unions' Petition to Intervene*, (Feb. 1, 2017), ¶ 7. The Response pointed out that the proposed transaction between Consolidated and FairPoint will not affect FairPoint's existing contracts and agreements, including its collective bargaining agreements with Labor Intervenors, as the transaction will not require any assignment of the agreements or any substitution of parties to those agreements. *Id.*, ¶ 10. The Response concluded by indicating that if the Commission allows the Labor Intervenors to intervene in this docket, it should limit their participation to the issue of whether the proposed transaction will affect the Labor Intervenors' existing contracts with FairPoint. *Id.*, ¶ 12.

4. At the February 1, 2017 prehearing conference in this docket, the Commission exercised its discretionary authority under RSA 541-A:32, II and granted the Labor Intervenors'

intervention petition. In so doing, Chairman Honigberg stated that the Commission expects “all the Parties to respect the scope of the proceeding, limited as it is.” Tr. (2/1/17), p. 17.

5. On February 3, 2017, Labor Intervenors served their first set of data requests (comprised of 38 questions) in this docket upon Consolidated and FairPoint. Counsel for Labor Intervenors’ confirmed via electronic mail to counsel for Consolidated and FairPoint (together, “Joint Petitioners”) that they could treat the data requests as having been filed on February 6, 2017 and also confirmed that objections would be due February 10, 2017, and responses would be due February 13, 2017, in accordance with the procedural schedule in this docket.

6. Consolidated objected in writing to several of the aforementioned data requests on February 10, 2017 (*see* Motion to Compel, Appendix B) and answered the remaining data requests on February 13, 2017.

7. On February 15, 2017, counsel for Labor Intervenors and Joint Petitioners held a conference call in a good faith attempt to resolve the discovery disputes regarding Labor Intervenors’ first set of data requests. During this call, the undersigned counsel indicated that Consolidated would withdraw its objections to Labor 1-6 and 1-7 and would provide responses to those data requests, and that Consolidated is also willing to provide responses to Labor 1-13, 1-4, 1-23 and 1-28 but only subject to a suitable protective order and confidentiality agreement.

8. On February 15, 2017, Labor Intervenors filed a Motion to Compel Responses to Discovery Requests (“Motion to Compel”). Among other things, the Motion to Compel asserts that “[n]early all of the requests at issue concern the financial capabilities of Consolidated and/or seek the Joint Applicants to provide more complete information concerning matters expressly stated in Joint Petitioners’ petition, exhibits, and/or testimony.” *Motion to Compel, Id.*, ¶ 11. The Motion to Compel also states that answers to similar data requests propounded in a

proceeding before the Maine Public Utilities Commission (“Maine PUC”) were answered, but subject to a protective order issued in that proceeding. *Id.*, ¶ 16.

9. The arguments above are unpersuasive for several reasons. First, it does not necessarily follow that questions seeking financial information and/or those concerning statements made in the petition and prefiled testimony are necessarily relevant and material to the specific and narrow findings that the Commission must make under RSA 374:30, II. As indicated below, each question must be carefully examined to determine whether it will lead to the discovery of admissible evidence, i.e. evidence that is relevant and material, and not unduly repetitious or privileged. *See* RSA 541-A:33, II.

Second, the fact that answers were provided in response to data requests propounded in the Maine PUC proceeding does not automatically require that similar questions be answered in the instant proceeding. It is important to note that the Maine PUC’s standard for reviewing the proposed transaction between Consolidated and FairPoint is more expansive than the New Hampshire standard under RSA 374:30, II. The Maine PUC is authorized to approve the transaction pursuant to 35-A M.R.S. § 708(2)(A). In reviewing the transaction the Maine PUC applies a “no net harm standard”, and must determine whether the benefits of the merger are “at least equal to any risks, to ensure no harm to ratepayers and shareholders.” *See Bangor Gas Company, LLC*, MPUC Docket No. 2016-30, Order Approving Stipulation (Aug. 19, 2016), p. 6. The Maine standard is much different than that which applies in the instant docket, i.e. whether Consolidated possesses the financial, technical and managerial capabilities to maintain FairPoint’s wholesale obligations and certain of its retail obligations. *See* RSA 374:30, II. Thus, because the scope of the Maine PUC proceeding is broader than the New Hampshire proceeding, Consolidated may properly object to answering data requests calling for information beyond the

scope of the instant docket, even though Consolidated provided answers to similar questions in Maine.

Third, certain financial information provided in the Maine PUC proceeding is relevant there because the Maine PUC must review and authorize the Consolidated Credit Facility and its amount under 35-A M.R.S. §§ 901 (“Section 901”) and 902 (“Section 902”), and authorize the encumbrance of FairPoint’s Maine property under 35-A M.R.S. § 1101. Under Section 902, the Commission must issue “an order authorizing the debt issue and the amount of the issue and stating that in the opinion of the commission the proceeds of the issuance . . . are required in good faith.” 35-A M.R.S. § 902(1). In its review, the Commission may consider the “reasonableness of the purpose . . . for which the proceeds of the issue will be applied, other resources which the utility has available for those purposes, the justness and reasonableness of the estimated cost of the utility of the issue and the effect of the issue upon the utility’s capital structure.” 35-A M.R.S. § 902(2). However, no such review or approval is required when New Hampshire excepted local exchange carriers issue debt or pledge their assets to secure financing. *See* RSA 369:1-a. Thus, it is entirely appropriate for Consolidated to object to data requests seeking information relating to a financial transaction which the New Hampshire Commission is prohibited from reviewing.

Lastly, in the absence of a protective order, Consolidated should not be required to provide confidential, commercial, proprietary or competitively sensitive information.

10. In deciding whether to compel discovery responses, the Commission considers “the extent to which the information being sought is relevant to the proceeding or reasonably calculated to lead to the discovery of admissible evidence.” *Public Service Company of New Hampshire*, DE 13-108, Order No. 25, 595 (Nov. 15, 2013) (citation omitted). Generally, the

Commission does not require the production of irrelevant or immaterial information. *Id.* In addition, the Commission considers “whether the response would be unduly burdensome for the respondent to compile and whether the information is otherwise publicly available.” *Id.*

11. Under the foregoing discovery standards, and for the reasons set forth in more detail below, the Motion to Compel must be denied. Consolidated should not be required to disclose irrelevant or immaterial information. In addition, Consolidated should not be required to provide competitively sensitive confidential, financial and commercial information that Consolidated does not routinely disclose to anyone outside of its corporate organization or its authorized representatives. *See* RSA 91-A:5, IV. *See also* RSA 350-B (“Uniform Trade Secrets Act”).

12. In determining whether confidential, commercial or financial information within the meaning of RSA 91-A:5, IV is exempt from public disclosure, the Commission employs a “three-step balancing test for determining whether certain documents meet this designation.” *Vivant Solar, Inc.*, DE 15-303, Order No. 25, 859 (Jan. 15, 2016), p. 22. The Commission first determines whether the information in question involves a privacy interest. *Id.*, p. 23. If a privacy interest is implicated, the Commission considers whether the public has an interest in disclosure of the information. *Id.* If so, then the Commission balances the public’s interest in disclosure against the moving party’s privacy interests “to determine whether disclosure is warranted.” *Id.*

13. Consolidated meets the above-stated test. The information it seeks to protect is private, competitively sensitive financial information which Consolidated does not publicly disclose. Consolidated is engaged in an intensely competitive industry. Disclosure of this sensitive financial information would be an invasion of Consolidated’s privacy and would be

competitively harmful to Consolidated if its competitors were able to obtain access to it. In addition, given that Labor Intervenors are parties to collective bargaining agreements that will be renegotiated in the future, disclosure of competitively sensitive information to them would disadvantage Consolidated/FairPoint in those future contract negotiations. Lastly, there is little if any, public interest associated with obtaining this competitively sensitive financial information. The financial information in question was developed in connection with Consolidated's decision to acquire FairPoint, a transaction over which the Commission has limited authority. *See* RSA 374:30, II. Even assuming, *arguendo*, a public interest in disclosure exists, that interest is outweighed by Consolidated's interest in maintaining the confidentiality of the information. Accordingly, disclosure is not warranted.

14. In addition to the arguments set forth above and below, Consolidated expressly incorporates by reference all of its Objections to Labor Intervenors' First Set of Data Requests dated February 10, 2017, which are attached to the Motion to Compel as Appendix B.

15. Without waiving any of its objections to Labor Intervenors' data requests, Consolidated responds to the data requests that are the subject of the Motion to Compel as follows:

Labor 1-1: Provide all Schedules, Exhibits, Attachments, Annexes, Amendments and Supplements to the December 3, 2016 Agreement and Plan of Merger between and among FairPoint Communications, Inc., Consolidated Communications Holdings, Inc., and Falcon Merger Sub, Inc. (the "Merger").

Original Objection: Consolidated objects on the grounds of relevance, materiality and confidentiality.

Supplemental Objection/Response: The Commission's review under RSA 374:30, II does not extend to reviewing and approving the terms and conditions of the proposed transaction. Therefore, the requested information is not relevant or material to the Commission's inquiry. However, should the Commission determine that this information must be provided,

Consolidated respectfully requests that the Commission issue an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

Labor 1-2: Provide all documents (including all disclosures, amendments and supplements) relating to any new or amended financing agreements associated with the Merger.

Original Objection: Consolidated objects on the grounds of relevance, materiality and confidentiality.

Supplemental Objection/Response: The Commission's review under RSA 374:30, II does not extend to reviewing and approving the terms and conditions of the financing agreements associated with the proposed transaction. Moreover, the Commission has no authority to review or approve excepted local exchange carriers' financing arrangements. *See* RSA 369:1-a. Therefore, the requested information exceeds the scope of the Commission's authority and is irrelevant and immaterial to the Commission's inquiry in this docket. However, should the Commission determine that this information must be provided, Consolidated respectfully requests that the Commission issue an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

Labor 1-3: Provide all reports, analyses and complete Fairness Opinions provided to Consolidated's executives and Boards of Directors by outside advisors as well as internal staff.

Original Objection: Consolidated objects on the grounds of that the request is overly broad, unduly burdensome and impermissibly vague, and seeks information that is irrelevant and immaterial to the Commission's inquiry in this docket.

Supplemental Objection/Response: Consolidated also objects on the ground that the requested information is highly confidential and competitively sensitive and therefore should not be publicly disclosed or disclosed to the Labor Intervenors because it would disadvantage Consolidated in future collective bargaining negotiations. However, should the Commission determine that this information must be provided, Consolidated respectfully requests that the Commission issue an appropriate protective order which, among other things, prohibits public disclosure of the information, prohibits disclosure to any representative or member of the Labor Intervenors except for an attorney representing the Labor Intervenors in this proceeding and who will not be participating in future collective bargaining negotiations on behalf of Labor Intervenors, and limits use of the information to the instant proceeding.

Labor 1-4: Provide all reports, analyses and complete Fairness Opinions provided to FairPoint's executives and Boards of Directors by outside advisors as well as internal staff.

Original Objection: Consolidated objects on the ground that this request calls for the production of documents or information not in Consolidated's possession, custody or control.

Supplemental Objection/Response: See Original Objection to Labor 1-3 and Supplemental Objection/Response to Labor 1-3.

Labor 1-5: Provide all pro forma projections, created by or for Consolidated and/or FairPoint, in the greatest detail produced.

Original Objection: Consolidated objects on the grounds that the requested information relating to FairPoint is not in consolidated's possession, custody or control. In addition, Consolidated objects on the grounds that the request is overly broad, unduly burdensome and impermissibly vague, and seeks confidential, commercial, proprietary and competitively sensitive information at a level of detail that would place Consolidated at a competitive disadvantage in subsequent contractual negotiations.

Supplemental Objection/Response: See Supplemental Objection/Response to Labor 1-3.

Labor 1-9: Please provide all documents Consolidated submitted in section 4(d)(i) of its Hart Scott Rodino filing, which requests: "Provide all Confidential Information Memoranda prepared by or for any officer(s) or director(s) of the UPE (ultimate parent entity) of the acquiring or acquired person or of the acquiring or acquired entity(s) that specifically relate to the sale of the acquired entity(s) or assets. If no such Confidential Information Memorandum exists, submit any document(s) given to any officer(s) or director(s) of the buyer meant to serve the function of a Confidential Information Memorandum. This does not include ordinary course documents and/or financial data shared in the course of due diligence, except to the extent that such materials served the purpose of a Confidential Information Memorandum when no such Confidential Information Memorandum exists. Documents responsive to this item are limited to those produced up to one year before the date of filing."

Original Objection: Consolidated objects on the grounds that the request is overly broad, unduly burdensome and seeks irrelevant, immaterial and confidential information. In addition, the request seeks information that would place Consolidated at a competitive disadvantage with respect to its business competitors as well as Labor Intervenors, with whom Consolidated will be negotiating a labor relations agreement in 2018.

Supplemental Objection/Response: The requested information is protected from public disclosure pursuant to federal law. See 15 U.S.C. §18a(h). This Commission has protected such information from disclosure in the past. See *Unitil Corporation et al*, DG 08-048, Order No. 25,

014 (Sept. 22, 2009), p. 6. However, should the Commission determine that this information must be provided, Consolidated respectfully requests that the Commission issue an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

Labor 1-10: Please provide all documents Consolidated submitted in section 4(d)(iii) of its Hart Scott Rodino filing, which requests: "Provide all studies, surveys, analyses and reports evaluating or analyzing synergies and/or efficiencies prepared by or for any officer(s) or director(s) (or, in the case of unincorporated entities, individuals exercising similar functions) for the purpose of evaluating or analyzing the acquisition. Financial models without stated assumptions need not be provided in response to this item."

Original Objection: Consolidated objects on the grounds that the request is overly broad, unduly burdensome and seeks irrelevant, immaterial and confidential information. In addition, the request seeks information that would place Consolidated at a competitive disadvantage with respect to its business competitors as well as Labor Intervenors, with whom Consolidated will be negotiating a labor relations agreement in 2018.

Supplemental Objection/Response: See Supplemental Objection/Response to Labor 1-9.

Labor 1-11: Please provide all documents FairPoint submitted in section 4(d)(i) of its Hart Scott Rodino filing, which requests: "Provide all Confidential Information Memoranda prepared by or for any officer(s) or director(s) of the UPE (ultimate parent entity) of the acquiring or acquired person or of the acquiring or acquired entity(s) that specifically relate to the sale of the acquired entity(s) or assets. If no such Confidential Information Memorandum exists, submit any document(s) given to any officer(s) or director(s) of the buyer meant to serve the function of a Confidential Information Memorandum. This does not include ordinary course documents and/or financial data shared in the course of due diligence, except to the extent that such materials served the purpose of a Confidential Information Memorandum when no such Confidential Information Memorandum exists. Documents responsive to this item are limited to those produced up to one year before the date of filing."

Original Objection: Consolidated objects on the ground that this request calls for the production of documents or information not in Consolidated's possession, custody or control.

Supplemental Objection/Response: See Supplemental Objection/Response to Labor 1-9.

Labor 1-13: Reference: Petition, p. 3. For Residential and Business customers served by Consolidated, separately, please document the number of copper-based and fiberbased connections (or customers, or lines, however Consolidated categorizes them) for each year since 2010.

Original Objection: Consolidated objects on the grounds that the request is unduly burdensome; Consolidated does not routinely track in-service subscribers by last mile technology.

Supplemental Objection/Response: Consolidated also objects on the ground that this request seeks confidential, commercial, proprietary and competitively sensitive information. However, Consolidated would be willing to provide a response to this data request subject to an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

Labor 1-14: Reference: Petition, p. 7. Please provide all studies, analyses, memoranda, or other documents prepared by or for Consolidated on which the Petitioners based the statement that Consolidated has a "record of providing a high quality customer experience."

Original Objection: Consolidated objects on the grounds that this request is overly broad, unduly burdensome, and is not reasonably calculated to lead to the discovery of admissible evidence.

Supplemental Objection/Response: Consolidated also objects on the ground that this request seeks confidential, commercial, proprietary and competitively sensitive information. However, Consolidated would be willing to provide a response to this data request subject to an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

Labor 1-17: Reference: Petition, p. 10 concerning the statement that Consolidated "significant experience operating ILECs in rural and small urban markets."

(a) Please define what Consolidated means by a "small urban market."

(b) Please provide a listing of each regulated Consolidated subsidiary showing for each such subsidiary the type of area(s) it serves (large urban, small urban, suburban, rural); the number of customers served at year-end 2012, 2013, 2014, 2015, and 2016; the amount of depreciation expense booked in each year from 2013 through 2016; and the amount invested in property, plant, and equipment during each of the years 2013 through 2016. In addition, for each such subsidiary, please document the percentages of services provided via copper and fiber lines, separately, for residential and business customers.

Original Objection: Consolidated objects on the grounds that the request is overly broad, unduly burdensome and not reasonably calculated to lead to the discovery of admissible evidence. In addition, Consolidated objects on the grounds that information about depreciation, investments in property, plant and equipment, and percentages of services provided via copper and fiber lines stated separately for residential and business customers are all irrelevant to the findings required by RSA 374:30, II.

Supplemental Objection/Response: Consolidated responds to Labor 1-17 (a) by stating that the reference in the Joint Petition "small urban" should have been "suburban." Consolidated also objects to the remaining subquestions on the ground that they seek confidential, commercial, proprietary and competitively sensitive information. However, subject to an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding, Consolidated is willing to provide a list of access lines by definition for the 2012-2016 period, as Consolidated tracks the number of access lines served rather than number of customers served.

Labor 1-18: Reference: Petition, p. 11. Please provide a copy of Consolidated's most recent credit rating reports from Moody's and Standard and Poor's.

Original Objection: Consolidated objects on the grounds relevance, materiality and confidentiality.

Supplemental Objection/Response: Should the Commission determine that this information must be provided, Consolidated respectfully requests that the Commission issue an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

Labor 1-23: Reference: Childers testimony, p. 9, lines 16-17. Please provide CCI's specific "timelines for integration and achieving operating cost efficiencies."

Original Objection: Consolidated objects on the grounds of relevance, materiality and confidentiality.

Supplemental Objection/Response: Consolidated would be willing to provide a response to this data request subject to an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

Labor 1-24: Reference: Childers testimony, p. 10, lines 8-10. Please provide the expected net debt leverage ratio at closing without "giving effect to full run-rate synergies."

Original Objection: Consolidated objects on the grounds of relevance, materiality and confidentiality.

Supplemental Objection/Response: Should the Commission determine that this information must be provided, Consolidated respectfully requests that the Commission issue an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

Labor 1-25: Reference: Childers Direct, p. 10, lines 8-10. Please provide a table listing the current Net Debt Leverage for FairPoint and Consolidated on a standalone basis, projected through 2020, and, separately for the combined Consolidated-FairPoint entity post-transaction, also through 2020 (before and after taking into account projected synergies).

Original Objection: Consolidated objects on the grounds that this request is overly broad, unduly burdensome and seeks irrelevant, immaterial and confidential information.

Supplemental Objection/Response: Should the Commission determine that this information must be provided, Consolidated respectfully requests that the Commission issue an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

Labor 1-26: Reference: Childers Direct, p. 10, lines 15-17. Please provide the projected posttransaction payout ratios through 2020 and identify the major sources for the "significant improvement" Consolidated expects.

Original Objection: Consolidated objects to the request insofar as it seeks a comparison of the dividend payout ratio for Consolidated on a standalone basis to that of the pro forma company. Consolidated also objects on the grounds of relevance, materiality and confidentiality.

Supplemental Objection/Response: Should the Commission determine that this information must be provided, Consolidated respectfully requests that the Commission issue an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

Labor 1-27: Reference: Childers Direct, p. 14, line 6. Please provide all analyses performed by or for you regarding the "expected \$55 million in run rate cost synergies." Specifically, document the sources of such synergies, by detailed category and year. Also, include the costs of achieving such synergies. Finally, provide any analyses performed by or for Consolidated regarding the potential risks as well as operational and customer impacts of implementing the planned synergies

Original Objection: Consolidated objects on the grounds that the question is overly broad, unduly burdensome and calls for irrelevant, immaterial and confidential information.

Supplemental Objection/Response: Consolidated also objects on the ground that this information is highly confidential and competitively sensitive and therefore should not be publicly disclosed or disclosed to the Labor Intervenors because it would disadvantage Consolidated in future collective bargaining negotiations. However, should the Commission determine that this information must be provided, Consolidated respectfully requests that the Commission issue an appropriate protective order which, among other things, prohibits public disclosure of the information, prohibits disclosure to any representative or member of the Labor Intervenors except for an attorney representing the Labor Intervenors in this proceeding and who will not be participating in future collective bargaining negotiations on behalf of Labor Intervenors, and limits use of the information to the instant proceeding.

Labor 1-28: Reference: Childers Direct, p. 14, lines 13-15. Please provide all analyses performed by or for you regarding the Consolidated's projections for "minimizing, in the short term, cash income taxes by utilizing approximately \$300 million" in FairPoint Federal net operating losses.

Original Objection: Consolidated objects on the grounds that the question is overly broad, unduly burdensome and calls for irrelevant, immaterial and confidential information.

Supplemental Objection/Response: Consolidated also objects on the grounds that this request seeks confidential, commercial, proprietary and competitively sensitive information. However, Consolidated would be willing to provide a response to this data request subject to an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

Labor 1-31: Reference: Attachment SLC-1, please provide all documentation provided to loan Arrangers referenced in Section 5(i).

Original Objection: Consolidated objects on the grounds that the question is overly broad, unduly burdensome and calls for irrelevant, immaterial and confidential information.

Supplemental Objection/Response: Consolidated also objects on the ground that under RSA 369:1-a, ELEC financings are exempt from review by the Commission. In addition, the information provided to loan arrangers is irrelevant and immaterial to the Commission's inquiry under RSA 374:30, II. Therefore, the requested information exceeds the scope of the Commission's authority and inquiry in this proceeding. However, should the Commission determine that this information must be provided, Consolidated respectfully requests that the Commission issue an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

Labor 1-32: Regarding the financing of the transaction, please provide a traditional "sources and uses" calculation, including the retirement of the existing FairPoint debt, fees, penalties and similar expenses, along with new debt obtained.

Original Objection: Consolidated objects on the grounds that the question is overly broad, unduly burdensome and calls for irrelevant, immaterial and confidential information.

Supplemental Objection/Response: Consolidated also objects on the ground that under RSA 369:1-a, ELEC financings are exempt from review by the Commission. In addition, the requested debt information is irrelevant and immaterial to the Commission's inquiry under RSA 374:30, II. Therefore, the requested information exceeds the scope of the Commission's authority and inquiry in this proceeding. However, should the Commission determine that this information must be provided, Consolidated respectfully requests that the Commission issue an appropriate protective order which, among other things, prohibits public disclosure of the information, and limits its use to the instant proceeding.

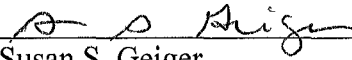
WHEREFORE, Consolidated respectfully requests that this honorable Commission:

- A. Deny Labor Interveners' Motion to Compel in its entirety;
- B. In the alternative, issue an appropriate protective order that insures the confidentiality of the information designated as confidential herein; and
- C. Grant such additional relief as it deems appropriate.

Respectfully submitted,
Consolidated Communications Holdings, Inc.

By its attorneys,
Orr & Reno, P.A.

Date: February 21, 2017



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Certificate of Service

I hereby certify that on this 21st day of February, 2017 a copy of the foregoing Objection was served electronically to persons on the Service List in this docket



Susan S. Geiger

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