

**STATE OF VERMONT
PUBLIC SERVICE BOARD**

Joint Petition of Consolidated Communications	)	
Holdings, Inc., Consolidated Communications,	)	
Inc., Falcon Merger Sub, Inc., FairPoint	)	
Communications, Inc., Telephone Operating	)	
Company of Vermont LLC, FairPoint Vermont,	)	Docket No. 8881
Inc., UI Long Distance, Inc., and Enhanced	)	
Communications of Northern New England,	)	
Inc., for Approval of a Transfer of Control by	)	
Merger, Pursuant to 30 V.S.A. §§ 107, 108,	)	
109, 231(a), and 311	)	

**MOTION FOR APPROVAL OF THE AMENDMENT
TO THE JANUARY 11, 2017 PROTECTIVE AGREEMENT**

Petitioners Consolidated Communications Holdings, Inc., Consolidated Communications, Inc., Falcon Merger Sub, Inc., (the three foregoing, collectively, "Consolidated"), FairPoint Communications, Inc., Telephone Operating Company of Vermont LLC, FairPoint Vermont, Inc., UI Long Distance, Inc., and Enhanced Communications of Northern New England, Inc. (the five foregoing, collectively, "FairPoint") (FairPoint and Consolidated collectively, "Petitioners") hereby move the Vermont Public Service Board ("Board") to approve the March 17, 2017 Amendment to the January 11, 2017 Protective Agreement approved by the Board. Petitioners rely on the following incorporated Memorandum in support of this request.

MEMORANDUM IN SUPPORT OF MOTION

On February 9, 2017, the Board issued a "Procedural Order Re: Protective Agreement" that approved and adopted the January 11, 2017 Protective Agreement between Consolidated, FairPoint, and the Department of Public Service ("Department") (the "Protective Agreement"). On January 19, 2017, Communications Workers of America Local 1400 ("CWA"), and International Brotherhood of Electrical Workers Locals 2320, 2326 and 2327, which form IBEW

System Council T-9 (“IBEW,” and, with CWA, the “Labor Intervenors”) jointly petitioned to intervene in this Docket. The Board granted intervention on March 17, 2017. The Parties to this proceeding desire to cooperate in the provision of information relevant to the issues to be litigated or potentially litigated before the Board in this Docket. Accordingly, on March 17, 2017, the Parties to this Docket agreed to and executed the Amendment to January 11, 2017 Protective Agreement (“Protective Agreement Amendment”), which has been filed with this Motion as Attachment 1.

As set forth, *inter alia*, in the Protective Agreement Amendment: 1) the Labor Intervenors wish to be bound by the terms of the Protective Agreement; 2) the parties to the Protective Agreement and Protective Agreement Amendment further agree that certain Allegedly Confidential Information is of such a highly confidential nature (referenced as “Allegedly Highly Confidential Information” in the Protective Agreement Amendment) that disclosure of such Allegedly Highly Confidential Information to a Party that is or will be engaged in collective bargaining or business competition, including parties, intervenors or other participants in these proceedings, with the disclosing Party would be commercially and/or competitively harmful to the disclosing Party; and 3) a revised Schedule II, attached to the Protective Agreement Amendment will be utilized.

Petitioners respectfully request that the Board approve the attached Protective Agreement Amendment in order to facilitate the provision of confidential and highly confidential information in this proceeding, while preserving its confidentiality. The Department and Labor Intervenors support this Motion.

DATED at Burlington, Vermont on March 17, 2017.

**Consolidated Communications Holdings, Inc.,
Consolidated Communications, Inc., and
Falcon Merger Sub, Inc.**

By: 

Debra L. Bouffard, Esq.
Owen J. McClain, Esq.
SHEEHEY FURLONG & BEHM P.C.
30 Main Street, 6th Floor
PO Box 66
Burlington, VT 05402
(802) 864-9891
dbouffard@sheeheyvt.com
omcclain@sheeheyvt.com

**FairPoint Communications, Inc., Telephone
Operating Company of Vermont LLC d/b/a
FairPoint Communications, FairPoint Vermont,
Inc., UI Long Distance, Inc., Enhanced
Communications of Northern New England, Inc.**

By: 

Paul J. Phillips, Esq.
Joslyn L. Wilschek, Esq.
PRIMMER PIPER EGGLESTON &
CRAMER PC
100 East State Street, PO Box 1309
Montpelier, VT 05601-1309
(802) 223-2102
pPhillips@primmer.com
jwilschek@primmer.com