

**STATE OF VERMONT
PUBLIC SERVICE BOARD**

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VT 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 PROTECTIVE AGREEMENT

Petitioners Consolidated Communications Holdings, Inc., Consolidated Communications, Inc., Falcon Merger Sub, Inc., FairPoint Communications, Inc., Telephone Operating Company of Vermont LLC, FairPoint Vermont, Inc., UI Long Distance, Inc., and Enhanced Communications of Northern New England, Inc. (“Petitioners”) hereby move the Vermont Public Service Board (“Board”) to approve the Protective Agreement and proposed Protective Order submitted herewith.

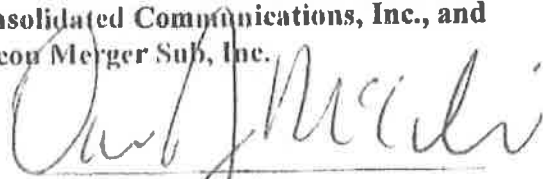
MEMORANDUM IN SUPPORT OF MOTION

Petitioners state that certain information it has or may be requested to produce is protected, confidential information, and that public disclosure of such information could cause cognizable harm to their respective companies. Petitioners request that the Board approve the attached Protective Agreement in order to facilitate the provision of such information in this proceeding, while preserving its confidentiality.

DATED at Burlington, Vermont on January 11, 2017.

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

By:



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**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.**

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