

Consolidated Communications Holdings, Inc.
Form S-4
August 08, 2014

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[TABLE OF CONTENTS](#)

[TABLE OF CONTENTS](#)

As filed with the Securities and Exchange Commission on August 8, 2014.

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Consolidated Communications Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

4813
(Primary Standard Industrial
Classification Code Number)
121 South 17th Street
Mattoon, Illinois 61938-3987
Telephone: (217) 235-3311
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

02-0636095
(I.R.S. Employer
Identification Number)

Steven L. Childers
Senior Vice President and Chief Financial Officer
121 South 17th Street
Mattoon, Illinois 61938-3987
Telephone: (217) 235-3311
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Alexander B. Young, Esq.
Schiff Hardin LLP
233 S. Wacker Drive
Suite 6600
Chicago, Illinois 60606
Telephone: (312) 258-5500

John A. Granda, Esq.
Stephen M. Quinlivan, Esq.
Stinson Leonard Street LLP
150 South Fifth Street
Suite 2300
Minneapolis, Minnesota 55402
Telephone: (612) 335-1500

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and all other conditions to the proposed merger described herein have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per unit	Proposed maximum aggregate offering price(2)	Amount of registration fee(3)
Common Stock, par value \$0.01 per share	10,323,042	N/A	\$227,882,330	\$29,352

* Pursuant to Rule 416, this registration statement also covers an indeterminate number of additional shares of common stock of the registrant as may be issuable as a result of stock splits, stock dividends or similar transactions.

(1) The number of shares of common stock, par value \$0.01 per share, of the registrant ("Consolidated common stock") being registered is based upon the product obtained by multiplying (i) 13,946,287 shares of common stock, without par value, of Enventis Corporation ("Enventis common stock") estimated to be outstanding immediately prior to the merger and to be exchanged for Consolidated common stock, by (ii) the exchange ratio of 0.7402.

(2) Pursuant to Rule 457 under the Securities Act of 1933, as amended, and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price was calculated as follows: (i) the product of (a) 16.34 (the average of the high and low prices of Enventis common stock on August 4, 2014), and (b) 13,946,287 (the maximum possible number of shares of Enventis common stock which may be canceled and exchanged in the merger).

(3) Determined in accordance with Section 6(b) of the Securities Act of 1933, as amended, at a rate equal to \$128.80 per \$1,000,000 of the proposed maximum aggregate offering price.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this joint proxy statement/prospectus is not complete and may be changed. Consolidated Communications Holdings, Inc. may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or sale is not permitted.

SUBJECT TO COMPLETION DATED AUGUST 8, 2014

**121 South 17th Street
Mattoon, Illinois 61938-3987**

**221 East Hickory Street, P.O. Box 3248
Mankato, MN 56002-3248**

[], 2014

PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT

To the Stockholders of Consolidated Communications Holdings, Inc. and the Shareholders of Enventis Corporation:

On June 29, 2014, Consolidated Communications Holdings, Inc. ("Consolidated") and Enventis Corporation, formerly known as Hickory Tech Corporation ("Enventis"), entered into an Agreement and Plan of Merger (the "Merger Agreement") pursuant to which Consolidated has agreed to acquire Enventis. The Merger Agreement provides for the acquisition of Enventis through a statutory merger of Sky Merger Sub Inc. (the "Merger Sub"), a wholly-owned subsidiary of Consolidated, with and into Enventis, with Enventis as the surviving entity (the "Merger"). As a result of the Merger, the separate corporate existence of Merger Sub will cease, and Enventis will continue as the surviving corporation and a wholly-owned subsidiary of Consolidated.

In the proposed Merger, each issued and outstanding share of Enventis common stock will be converted into the right to receive 0.7402 validly issued, fully paid and nonassessable shares of Consolidated common stock, subject to certain exceptions, together with cash in lieu of fractional shares. Upon the effectiveness of the Merger, each share of Enventis common stock issued and outstanding shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist. Each certificate formerly representing any share of Enventis common stock and each uncertificated share registered to a holder on the stock transfer books of Enventis, shall thereafter represent only the right to receive shares of Consolidated common stock. On [], 2014, the latest practicable date before the printing of this joint proxy statement/prospectus, the closing price of Consolidated common stock was \$[] per share.

Consolidated common stock trades on the NASDAQ Global Select Market under the symbol "CNSL."

Enventis will hold a special meeting of its shareholders on [], 2014 at [] Central time, at []. At the Enventis special meeting, Enventis' shareholders will be asked (i) to approve the Merger Agreement and the transactions contemplated thereby, including the Merger, (ii) to approve, by an advisory vote, the change in control payments to Enventis' named executive officers, and (iii) to adjourn or postpone the Enventis special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

Consolidated will hold a special meeting of stockholders on [], 2014 at [] Central time, at []. At the Consolidated special meeting, Consolidated's stockholders will be asked (i) to approve issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement and (ii) to adjourn or postpone the Consolidated special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

The board of directors of Enventis recommends that Enventis' shareholders vote "FOR" each of (i) the approval of Merger Agreement and the transactions contemplated thereby, including the Merger, (ii) the approval, by an advisory vote, of the change in control payments to Enventis' named executive officers, and (iii) the proposal to adjourn or postpone the Enventis special meeting, if necessary or appropriate, to, among other reasons, solicit additional proxies.

The board of directors of Consolidated recommends that Consolidated's stockholders vote "FOR" each of (i) the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement and (ii) the proposal to adjourn or postpone the Consolidated special meeting, if necessary or appropriate, to, among other reasons, solicit additional proxies.

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend the Consolidated special meeting or the Enventis special meeting, as applicable, please take the time to vote by using the Internet or by telephone as described in this joint proxy statement/prospectus or by completing the enclosed proxy card and mailing it in the enclosed envelope. Information about the meetings, the Merger and the other business to be considered at the meetings is contained in this joint proxy statement/prospectus. You are urged to read this joint proxy statement/prospectus carefully.

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In particular, you should read the "Risk Factors Relating to the Merger" section beginning on page 30 for a discussion of some of the risks you should consider in evaluating the Merger Agreement and the Merger and how they will affect you.

Thank you for your cooperation and continued support.

Sincerely,

Robert J. Currey

Chairman and Chief Executive Officer

Consolidated Communications Holdings, Inc.

Diane L. Dewbrey

Board Chair

Enventis Corporation

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved the Merger Agreement and the Merger described in this joint proxy statement/prospectus or the Consolidated common stock to be issued in the Merger contemplated by the Merger Agreement or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated [], 2014 and is first being mailed to Consolidated stockholders and Enventis shareholders on or about [], 2014.

Table of Contents

REFERENCES TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about Consolidated and Enventis from documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your oral or written request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Enventis Corporation
221 East Hickory Street
P.O. Box 3248
Mankato, Minnesota 56002-3248
Attention: Investor Relations
Telephone: (507) 386-3765

Consolidated Communications Holdings, Inc.
121 South 17th Street
Mattoon, Illinois 61938
Attention: Investor Relations
Telephone: (217) 235-3311

If you would like to request documents, please do so by [], 2014 in order to receive them before the meetings.

See "Where You Can Find More Information" on page 143.

ABOUT THIS DOCUMENT

This joint proxy statement/prospectus forms a part of a registration statement on Form S-4 (Registration No. []) filed by Consolidated and Enventis with the Securities and Exchange Commission. It constitutes a prospectus of Consolidated under Section 5 of the Securities Act of 1933, as amended, and the rules thereunder, with respect to the shares of Consolidated common stock to be issued to Enventis shareholders in the Merger. In addition, it constitutes a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, and a notice of meeting with respect to (i) the Consolidated special meeting of stockholders at which Consolidated stockholders will consider and vote upon (a) the proposal to approve the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement and (b) the proposal to adjourn or postpone the Consolidated special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies, and (ii) the special meeting of Enventis shareholders at which Enventis shareholders will consider and vote upon (a) the proposal to approve the Merger Agreement and the transactions contemplated thereby, including the Merger, (b) the proposal to approve, by an advisory vote, the change in control payments to Enventis' named executive officers, and (c) the proposal to adjourn or postpone the Enventis special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

Table of Contents

ENVENTIS CORPORATION

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD [], 2014

To Our Shareholders:

A special meeting of shareholders of Enventis Corporation, formerly known as Hickory Tech Corporation ("Enventis"), will be held at [] in Mankato, Minnesota, on [], 2014 at [] a.m., Central time. The special meeting of shareholders is being held for the following purposes:

1. To approve the Agreement and Plan of Merger, dated as of June 29, 2014 (the "Merger Agreement"), by and among Enventis, Consolidated Communications Holdings, Inc., a Delaware corporation ("Consolidated"), and Sky Merger Sub Inc., a Minnesota corporation and a wholly owned subsidiary of Consolidated ("Merger Sub"), a copy of which is attached as Annex I to the accompanying joint proxy statement/prospectus, pursuant to which Merger Sub will merge with and into Enventis, with Enventis as the surviving entity (the "Merger"), and the transactions contemplated thereby, including the Merger (Enventis Proposal No. 1);
2. To approve, by an advisory vote, the change in control payments to Enventis' named executive officers (Enventis Proposal No. 2); and
3. To approve the adjournment or postponement of the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve Enventis Proposal No. 1 (Enventis Proposal No. 3).

Only shareholders of record at the close of business on [], 2014 are entitled to vote at the Enventis special meeting or at any adjournment or postponement thereof.

We hope that as many shareholders as possible will personally attend the Enventis special meeting. Whether or not you plan to attend the special meeting, please complete the enclosed proxy card and sign, date, and return it promptly so that your shares will be represented. You also may vote your shares by telephone or through the Internet by following the instructions set forth on the proxy card. Submitting your proxy in writing, by telephone, or through the Internet will not prevent you from voting in person at the special meeting.

The board of directors of Enventis, by unanimous vote, has determined that it is in the best interests of Enventis and its shareholders to consummate the transactions contemplated by the Merger Agreement, and unanimously recommends that shareholders vote FOR the proposal to approve the Merger Agreement and the transactions contemplated thereby, including the Merger, FOR the proposal to approve, by an advisory vote, the change in control payments to Enventis' named executive officers,

Table of Contents

and FOR the proposal to adjourn or postpone the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies.

By Order of the Board of Directors,

Diane L. Dewbrey
Board Chair

SHAREHOLDERS WHO CANNOT ATTEND IN PERSON ARE REQUESTED TO VOTE AS PROMPTLY AS POSSIBLE. YOU MAY VOTE OVER THE INTERNET, BY TELEPHONE, OR BY U.S. MAIL.

[], 2014

Table of Contents

CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS TO BE HELD [], 2014

To Stockholders:

A special meeting of stockholders of Consolidated Communications Holdings, Inc. ("Consolidated") will be held at [] on [], 2014 at [], Central time. The special meeting of stockholders is being held for the following purposes:

1. To approve the issuance of Consolidated common stock to Enventis Corporation ("Enventis") shareholders in the Merger contemplated by the Agreement and Plan of Merger, dated as of June 29, 2014 (the "Merger Agreement"), by and among Consolidated, Enventis, and Sky Merger Sub Inc., a Minnesota corporation and a wholly-owned subsidiary of Consolidated ("Merger Sub"), a copy of which is attached as Annex I to the accompanying joint proxy statement/prospectus, pursuant to which Merger Sub will merge with and into Enventis (the "Merger"), with Enventis as the surviving entity (Consolidated Proposal No. 1); and

2. To approve the adjournment or postponement of the special meeting, if necessary or appropriate, for, among other reasons, the solicitation of additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement (Consolidated Proposal No. 2).

Only stockholders of record at the close of business on [], 2014 are entitled to vote at the meeting or at any adjournment or postponement thereof.

We hope that as many stockholders as possible will personally attend the meeting. Whether or not you plan to attend the meeting, please complete the enclosed proxy card and sign, date and return it promptly so that your shares will be represented. You also may vote your shares by telephone or through the Internet by following the instructions set forth on the proxy card. Submitting your proxy in writing, by telephone or through the Internet will not prevent you from voting in person at the meeting.

The board of directors of Consolidated unanimously recommends that you vote "FOR" each of (i) the issuance of Consolidated common stock to Enventis shareholders in the Merger contemplated by the Merger Agreement; and (ii) the proposal to adjourn or postpone the special meeting, if necessary or appropriate, to, among other reasons, solicit additional proxies.

By Order of the Board of Directors,

Steven J. Shirar
Senior Vice President & Secretary

[], 2014

Table of Contents

TABLE OF CONTENTS

	Page
<u>DEFINED TERMS USED IN THIS JOINT PROXY STATEMENT/PROSPECTUS</u>	<u>1</u>
<u>QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE ENVENTIS SPECIAL MEETING</u>	<u>2</u>
<u>What is the Merger?</u>	<u>2</u>
<u>Is my vote necessary to complete the Merger?</u>	<u>2</u>
<u>Are there other matters related to the Merger that require the vote of Enventis shareholders?</u>	<u>2</u>
<u>What will the shareholders receive in the Merger?</u>	<u>3</u>
<u>Where and when is the special meeting of Enventis shareholders?</u>	<u>3</u>
<u>Who can vote at the Enventis special meeting?</u>	<u>3</u>
<u>What vote of Enventis shareholders is required to approve the proposals?</u>	<u>3</u>
<u>What constitutes a quorum for the Enventis special meeting?</u>	<u>3</u>
<u>How does the Board of Directors of Enventis recommend that Enventis shareholders vote?</u>	<u>4</u>
<u>How do I vote?</u>	<u>4</u>
<u>What is the difference between a shareholder of record and a "street name" beneficial holder of shares?</u>	<u>5</u>
<u>If my shares are held in "street name" by my broker, will my broker vote my shares for me?</u>	<u>5</u>
<u>Will anyone contact me regarding this vote?</u>	<u>5</u>
<u>Can I change my vote after I have delivered my proxy?</u>	<u>5</u>
<u>Should I send in my Enventis stock certificates with my proxy card?</u>	<u>6</u>
<u>What are the material U.S. federal income tax consequences of the Merger to U.S. holders of Enventis shares?</u>	<u>6</u>
<u>When do Enventis and Consolidated expect the Merger to be completed?</u>	<u>6</u>
<u>Will Enventis continue to pay dividends on its common stock until the Merger is completed?</u>	<u>6</u>
<u>Can Enventis shareholders dissent and require appraisal of their shares?</u>	<u>7</u>
<u>Who can help answer my questions?</u>	<u>7</u>
<u>QUESTIONS AND ANSWERS ABOUT THE CONSOLIDATED SPECIAL MEETING</u>	<u>8</u>
<u>What is the purpose of this joint proxy statement/prospectus?</u>	<u>8</u>
<u>What proposals will be voted on at the Consolidated special meeting?</u>	<u>8</u>
<u>Who is entitled to vote?</u>	<u>8</u>
<u>What is the difference between a stockholder of record and a beneficial holder of shares?</u>	<u>8</u>
<u>Who can attend the meeting?</u>	<u>9</u>
<u>What constitutes a quorum?</u>	<u>9</u>
<u>How do I vote?</u>	<u>9</u>
<u>Can I change my vote after I return my proxy card?</u>	<u>10</u>
<u>How many votes are required for the proposals to pass?</u>	<u>10</u>
<u>How are abstentions and broker non-votes treated?</u>	<u>10</u>
<u>What if I do not specify a choice for a matter when returning a proxy?</u>	<u>10</u>
<u>What are the board's recommendations?</u>	<u>11</u>
<u>What happens if additional matters are presented at the special meeting?</u>	<u>11</u>
<u>Will anyone contact me regarding this vote?</u>	<u>11</u>
<u>Who can help answer my questions?</u>	<u>11</u>
<u>Who will tabulate and certify the vote?</u>	<u>11</u>
<u>SUMMARY</u>	<u>12</u>
<u>The Companies</u>	<u>12</u>
<u>General</u>	<u>12</u>
<u>The Enventis Special Meeting</u>	<u>15</u>

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Table of Contents

	Page
<u>The Consolidated Special Meeting</u>	<u>15</u>
<u>Record Dates; Shares Entitled to Vote; Required Vote with respect to the Merger; Quorums</u>	<u>15</u>
<u>Shares Owned by Enventis Directors and Executive Officers</u>	<u>15</u>
<u>Shares Owned by Consolidated Directors and Executive Officers</u>	<u>16</u>
<u>The Merger</u>	<u>16</u>
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.</u>	<u>19</u>
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF ENVENTIS CORPORATION</u>	<u>22</u>
<u>SUMMARY UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	<u>24</u>
<u>COMPARATIVE PER SHARE MARKET PRICE, DIVIDEND AND OTHER DATA</u>	<u>26</u>
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	<u>28</u>
<u>RISK FACTORS RELATING TO THE MERGER</u>	<u>30</u>
<u>THE MERGER</u>	<u>35</u>
<u>The Companies</u>	<u>35</u>
<u>Background of the Merger</u>	<u>36</u>
<u>Recommendation of the Enventis Board; Enventis' Reasons for the Merger</u>	<u>43</u>
<u>Opinion of Financial Advisor to Enventis</u>	<u>48</u>
<u>Financial Forecasts of Enventis' Management</u>	<u>55</u>
<u>Consolidated's Reasons for the Merger</u>	<u>57</u>
<u>Opinion of Financial Advisor to Consolidated</u>	<u>59</u>
<u>Board of Directors of Consolidated after Completion of the Merger</u>	<u>68</u>
<u>Interests of Enventis Directors and Executive Officers in the Merger</u>	<u>68</u>
<u>Effect of the Merger</u>	<u>74</u>
<u>Merger Consideration</u>	<u>74</u>
<u>Ownership of Consolidated Following the Merger</u>	<u>74</u>
<u>Conversion of Shares; Exchange Procedures; Fractional Shares</u>	<u>74</u>
<u>Accounting Treatment</u>	<u>76</u>
<u>Regulatory Approvals Required for the Merger</u>	<u>76</u>
<u>No Dissenters' Rights of Enventis Shareholders</u>	<u>77</u>
<u>Stock Exchange Listing of Consolidated Common Stock</u>	<u>77</u>
<u>Delisting and Deregistration of Enventis Common Stock</u>	<u>77</u>
<u>Legal Proceedings Related to the Merger</u>	<u>77</u>
<u>MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES</u>	<u>78</u>
<u>Treatment of the Merger as a Reorganization - General</u>	<u>79</u>
<u>Consequences of the Merger to Enventis and Consolidated</u>	<u>79</u>
<u>Tax Consequences of the Merger for U.S. Holders of Enventis Common Stock</u>	<u>79</u>
<u>Cash in Lieu of Fractional Shares of Consolidated Common Stock</u>	<u>80</u>
<u>Information Reporting and Backup Withholding</u>	<u>80</u>
<u>Reporting Requirements</u>	<u>80</u>
<u>THE MERGER AGREEMENT</u>	<u>81</u>
<u>The Merger</u>	<u>81</u>
<u>Closing and Effectiveness of the Merger</u>	<u>81</u>
<u>Appointment of Director Designated by Enventis</u>	<u>81</u>

Edgar Filing: Consolidated Communications Holdings, Inc. - Form S-4

Table of Contents

	Page
<u>Consideration to be Received in the Merger</u>	81
<u>Treatment of Enventis Equity Awards</u>	81
<u>Representations and Warranties</u>	82
<u>Enventis' Conduct of Business Before Completion of the Merger</u>	84
<u>Consolidated's Forbearances Before Completion of the Merger</u>	86
<u>No Solicitation; Changes in Recommendations</u>	86
<u>Commercially Reasonable Efforts to Complete the Merger; Other Agreements</u>	89
<u>Access to Information</u>	89
<u>Director and Officer Indemnification and Insurance</u>	90
<u>Employee Matters</u>	90
<u>Definition of Material Adverse Effect</u>	91
<u>Conditions of the Merger</u>	91
<u>Termination; Termination Fees; Expenses</u>	92
<u>Specific Performance; Remedies</u>	95
<u>Amendment; Extension and Waiver</u>	95
<u>Governing Law; Venue</u>	95
<u>DEBT FINANCING</u>	96
<u>General</u>	96
<u>Bridge Facility</u>	96
<u>Initial Bridge Loans, Extended Term Loans and Exchange Notes</u>	97
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS</u>	99
<u>NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS (AMOUNTS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)</u>	103
<u>DESCRIPTION OF CONSOLIDATED CAPITAL STOCK</u>	111
<u>COMPARISON OF RIGHTS OF COMMON SHAREHOLDERS OF ENVENTIS AND COMMON STOCKHOLDERS OF CONSOLIDATED</u>	112
<u>Capitalization</u>	112
<u>Number, Election, Vacancy and Removal of Directors</u>	112
<u>Amendments to Charter Documents</u>	113
<u>Amendments to Bylaws</u>	114
<u>Action by Written Consent</u>	114
<u>Notice of Stockholder/Shareholder Actions</u>	115
<u>Special Stockholder/Shareholder Meetings</u>	116
<u>Stockholder/Shareholder Inspection Rights</u>	116
<u>Limitation of Personal Liability and Indemnification of Directors and Officers</u>	116
<u>Exclusive Forum for the Resolution of Certain Disputes</u>	118
<u>Dividends</u>	118
<u>Conversion; Preemptive Rights</u>	119
<u>Rights Plan</u>	119
<u>Voting Rights; Required Vote for Authorization of Certain Actions</u>	120
<u>Other Statutes Affecting Corporate Control</u>	125
<u>Appraisal Rights and Dissenters' Rights</u>	126
<u>Interested Directors</u>	127
<u>THE ENVENTIS SPECIAL MEETING</u>	129
<u>Date, Time, and Place</u>	129
<u>Purposes of the Enventis Special Meeting</u>	129
<u>Enventis Board Recommendation</u>	129

Table of Contents

Page