

Docket No. _____

ICC Office Use Only

Conterra Ultra Broadband, LLC

Application for a Certificate of :
Local Exchange and Interexchange :
Authority to Operate as a Facilities :
Based Carrier of Telecommunications :
Services Within the State of Illinois. :

15-0415

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ILLINOIS COMMERCE COMMISSION

APPLICATION FOR CERTIFICATE TO BECOME A TELECOMMUNICATIONS CARRIER

I. GENERAL (To be completed by All Applicants)

Applicant's Name (including d/b/a, if any) FEIN # 582615152

Conterra Ultra Broadband, LLC ("Conterra")

Address: Street 2101 Rexford Road, Suite 200E

City Charlotte State/Zip: North Carolina 28211

Note: Assumed business names must be provided if and only if registered with the Illinois Secretary of State's Office.

1. Authority Requested: (Mark all that apply)

Interexchange Service (Authorities: See Sections 13-401, 13-403 and 13-404 of the IPUA)

- Facilities Based Non-Prepaid Interexchange Service
- Resold Non-Prepaid Interexchange Service

Local Exchange Service (Authorities: See Sections 13-401, 13-404, and 13-405 of the IPUA)

- Facilities Based Non-Prepaid Local Exchange Service
- Resold Non-Prepaid Local Exchange Service

Other Telecommunications Services (Specify) (Authorities: See Section 13-401 of the IPUA)

Conterra seeks authorization to provide two product and service packages in Illinois: (1) cellular backhaul transport; and (2) access and broadband networks for K-12, healthcare and government entities. Each product and service is based on Federal Communications Commission ("FCC") licensed common carrier microwave and/or fiber optic transport. In addition, each network is customized to a specific customer's needs and requirements and is not available to the general public through retail sales by Conterra. In the future, Conterra may provide these services to the general public.

Within cellular backhaul transport, Conterra provides carrier grade Ethernet or TDM connectivity and transport to and from a wireless carrier's end facility and its MTSO or from

a lower connection point (telecommunications carrier facility, point of presence, or carrier hotel). Conterra supplies customer-specified bandwidth from site A to Z. The contents of that transport, voice or data, are at the discretion of the customer. Within access networks and broadband for K-12, healthcare, and government entities, Conterra provides carrier-grade Ethernet connectivity. These broadband networks are defined as wide area networks and are not available directly to the public through Conterra.

Although Conterra does not plan to offer resold or facilities-based local exchange or resold or facilities-based interexchange service in Illinois at this time, it seeks authority to provide such services so that it may offer those services to customers in the future.

3. For each service that the Applicant is requesting authority to provide, please specify the area or areas of the State for which the applicant is seeking authority to provide such service and the services (as designed in question 2 above) that will be provided in each area.

Conterra proposes to provide the cellular-backhaul transport and access and broadband network services described above under "Other Telecommunications Services" throughout the entire State of Illinois. In addition, Conterra seeks authority to provide local exchange and/or interexchange services to customers if Conterra elects to offer such service(s) in the future.

4. Contact Information - Please provide contact information, including name(s), address(es), telephone number(s), and e-mail address(es), for personnel or entities responsible for the areas below:

- a) Issues related to processing this application;

Thomas F. Bardo
 Nelson Mullins Riley & Scarborough LLP
 101 Constitution Avenue, NW, Suite 900
 Washington, DC 20001
 Tel: (202) 712-2817
 Email: tom.bardo@nelsonmullins.com

- b) Designated agent (*Note: Applicants must have an Illinois In-State Designated Agent listed. An additional Out-of-State Designate Agent is permitted, but not required.*)

National Registered Agents Inc.
 208 S. LaSalle Street, Suite 814
 Chicago, IL 60604-1101

- c) Business Operations (*Note: The contact numbers reported in this questionnaire are intended to be used by the ICC Staff to contact the Applicant as issues arise. They are not intended to be contact numbers used by customers or the general public. If separate contacts apply for different issue areas, please report the separate numbers by issue below.*)

- i) Consumer issues;
- ii) Customer complaint resolution;
- iii) Technical and service quality issues;
- iv) "Tariff" and pricing issues;
- v) 9-1-1 issues;
- vi) Security/law enforcement issues;
- vii) Regulatory issues.

See Exhibit 1 for Conterra's contacts for these matters.

Note: The name and contact information above must be kept current. Changes in the applicants Designated Agent(s) should be directed to the Chief Clerk's Office of the ICC at 217-782-7434. All other changes should be directed to the Telecommunications Division of the ICC at 217-524-5073.

5. How is the Applicant organized?

- Individual
- Partnership
- Corporation:

Date Corporation was formed: April 20, 2001

State of incorporation: South Carolina

Other (Specify) Limited Liability Company

6. Please attach a copy of articles of incorporation. Applicants that are not Illinois corporations should also submit a copy of its Certificate of Authority to Transact Business in Illinois as issued by the Secretary of State.

Conterra's articles of organization as a South Carolina limited liability company are attached as Exhibit 2. Conterra's certificate of authority to transact business in Illinois is attached as Exhibit 3.

7. Has the Applicant been issued by the Federal Communications Commission a construction permit or an operating license to construct or operate a cellular radio system in the areas, or a portion of the area, for which the Applicant seeks a Certificate of Service Authority?

YES NO

Conterra does not seek a Certificate of Service Authority to provide cellular radio service in Illinois.

4. Does applicant represent that it will comply with all current and future applicable Illinois and Federal laws, rules, and regulations?

YES NO

II. MANAGERIAL (To be completed by All Applicants except Cellular Radio/Wireless Applicants)

1. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in narrative form, in the form of resumes of key personnel, or a combination of these forms.

Attached as Exhibit 4 is a summary of Conterra's executive and managerial experience demonstrating that Conterra has the managerial and executive experience to provide the proposed services in the State of Illinois.

2. Please attach a current organization chart.

Conterra's organization chart is attached as Exhibit 5.

3. List officers of Applicant.

Stephen R. Leeolou—Chairman and Chief Executive Officer; Eric D. Burgess—Executive Vice President and Chief Financial Officer; S. Shane Turley—Senior Vice President, General Counsel; Dennis B. Francis—Executive Vice President of Operations and Chief Technical Officer

4. Does the Applicant currently, or has it in the past, held a certificate from the Illinois Commerce Commission?

_____ YES X NO

5. Does the Applicant currently, or has it in the past, provided service under any other name in Illinois?

_____ YES X NO

6. Is any affiliate of the Applicant providing, or has any affiliate provided, service in Illinois?

_____ YES X NO

7. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in Illinois under this or another name?

_____ YES X NO

8. Have there been any complaints or judgments levied against the Applicant in Illinois in this or another name?

_____ YES X NO

9. List jurisdictions other than Illinois in which the Applicant is offering service(s).

Conterra offers the same services for which it seeks authorization in Illinois in the following states: Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Iowa, Kansas, Mississippi, Montana, Nevada, New Mexico, North Carolina, Oklahoma, South Carolina, Texas, Tennessee Virginia and Washington State.

10. Has the Applicant, or any principal of the Applicant, been denied a Certificate of Service or had its certification revoked in any jurisdiction other than Illinois under this or another name?

_____ YES X NO

11. Have there been any complaints or judgments levied against the Applicant in any jurisdiction other than Illinois in this or another name?

X YES _____ NO

If YES, describe fully. On August 11, 2008, the Florida Public Service Commission ordered that Conterra, LLC d/b/a Conterra Wireless Broadband pay a penalty and cost of collection for failure to comply with Sections 364.336, Florida Statutes, and Rule 25-4.0161. Florida Statute Section

364.336 requires certificate holders to pay a minimum annual regulatory assessment fee and Rule 25-4.0161(2) provides that the form and applicable fees are due to the Commission by January 30 of the subsequent year. Upon receipt of the Commission's order assessing the penalty, Conterra paid all outstanding monies owed. On September 12, 2008, the Commission Clerk was notified that Conterra complied by paying the fine, and its certificate remained active and the docket should be closed. This was not a customer complaint.

12. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? YES NO

If YES, please list, by officer, each entity in which the officer has an ownership or other interest.

Conterra's officers listed above in response to Item II(3) serve as officers of Conterra Wireless Broadband, LLC, which holds a full facilities-based authorization to provide CLEC service in California. In addition, certain of Conterra's officers serve as managers of Detel Wireless, LLC, which is authorized to provide telecommunications services in Louisiana and Mississippi.

13. How will Applicant bill for its service(s)? (At a minimum, describe how often the Applicant will bill for service and details of the billing statement.)

Conterra provides service to customers pursuant to individually-negotiated contracts. Each billing statement provides an explanation of all charges incurred by the customer, and the telephone number and email address of Conterra's billing contact person who can respond to any billing questions.

14. How does Applicant propose to handle service, billing, and repair complaints? (At a minimum, describe Applicant's internal process for complaint resolution, the complaint escalation process, and the timeframe and process by which the customer is notified by Applicant that they may seek assistance from the Commission.)

Conterra maintains a customer service group supervised by Mr. Craig LaBell. Conterra's customer service personnel will be available to Conterra's customers in Illinois for customer service 24 hours per day, 7 days a week. Conterra maintains a toll-free customer assistance telephone number.

15. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? YES NO

16. What telephone number(s) would a customer use to contact the Applicant?

Conterra's toll-free customer assistance number is 1-800-634-1274.

17. If granted authority to operate as provider of anything other than a Pay Telephone service, will the applicant file tariffs prior to providing service in Illinois and within 2 years of Application approval?

YES NO

18. How many employees does the Applicant employ?

The number of employees of Conterra and its affiliates is 134.

19. Has the Applicant reviewed all ICC rules applicable to the services it seeks to provide?

YES NO

Note: See <http://www.ilga.gov/commission/jcar/admincode/083/083parts.html> for the ICC's Title 83: Public Utility Rules.

20. Will the Applicant abide by all ICC rules applicable to the services it seeks to provide?

YES NO

21. If granted the authority to operate as a telecommunications provider, will the Applicant comply with all the applicable filing requirements listed in Appendix A?

YES NO

22. If granted the authority to operate as a telecommunications provider, will the applicant remit all applicable taxes, contributions, or other assessments specified in Appendix A?

YES NO

III. FINANCIAL (To be completed by All Applicants except Cellular Radio/Wireless Applicants)

1. Please attach evidence of Applicant's financial fitness through the submission of its most current income statement, balance sheet, chart of accounts and any other appropriate documentation of applicant's financial resources and ability to provide service.

Documentation of Conterra's financial qualifications to provide service in Illinois is attached as Exhibit 6. This financial documentation is highly confidential and Conterra therefore submits Exhibit 6 under seal and respectfully requests confidential treatment of such documentation.

2. Does the Applicant have a financial relationship with any other companies?

YES NO

If YES, please provide the names of all companies with which the Applicant has a financial relationship and a brief explanation of the relationship.

Conterra Ultra Broadband Holdings, Inc.—immediate parent company and 100% owner of Conterra.

CUB Parent, Inc.—indirect parent company and indirect 100% owner of Conterra.

CSC CUB Holdings, LP—indirect parent company holding a 77.2% indirect ownership interest in Conterra.

Court Square Capital Partners—manager of investment funds that collectively hold a 77.2% indirect equity interest in Conterra through their equity interest in CSC CUB Holdings, LP.

3. Will the Applicant keep its books and records in Illinois? YES NO

Note: If the Applicant will not keep its books and records in Illinois, then the Applicant must request a waiver of Code Part 250.

Conterra is headquartered in Charlotte, North Carolina, and will not maintain an office in Illinois. Conterra therefore respectfully requests a waiver of the Illinois Code Part 250 requirement to keep its books and records in Illinois.

4. Has the applicant or any other company with which the Applicant has a financial arrangement filed for bankruptcy within the last 7 years?

_____ YES NO

IV. TECHNICAL (To be completed by All Applicants except Cellular Radio/Wireless Applicants)

1. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, data services, local service, prepaid local service).

Conterra proposes to provide two product and service packages in Illinois: (1) cellular backhaul transport; and (2) access and broadband networks for K-12, healthcare and government entities. See detailed description of the services Conterra proposes to offer in response to Question 2 above. Although Conterra does not plan to offer local exchange or interexchange service in Illinois at this time, it seeks authority to provide such services so that it may offer such services to customers in the future.

2. Does Applicant utilize its own equipment and/or facilities? YES _____ NO

If YES, please provide a brief description of the facilities Applicant owns and intends to utilize.

As noted in the service description set forth above in response to question 2, the services Conterra proposes to provide are based on FCC licensed common carrier microwave and fiber optic transport. With respect to specific equipment and facilities used to provide such services, Conterra offers carrier grade Ethernet or TDM connectivity and transport from a wireless carrier switching center or from a lower profile connection point. The specific locations of Conterra's facilities will depend upon customer locations and requirements.

If YES, please explain what services will be offered with these facilities and where the Applicant will utilize its own facilities.

See response above regarding services offered and location of facilities.

If YES, please include evidence that Applicant possesses the necessary technical resources to deploy and maintain the said facilities.

Conterra provides service to customers in accordance with its business plan in the numerous states listed above in response to Section II, Question 9. As set forth above and as demonstrated in attached Exhibit 4, Conterra has the technical resources and expertise to provide the services it proposes to offer in Illinois.

If YES, and if the Applicant is a switch based provider, please provide an attachment that includes the following information regarding each switch: (i) switch type, (ii) address, (iii) CLLI

code, (iv) location of remotes or POIs, and (v) any tandems to which the switch is homed.

Conterra is not a switched-based provider of services.

3. Does Applicant lease equipment and/or facilities? YES NO

If YES, please provide a brief description of the facilities the Applicant leases and the entity or entities from which such equipment or facilities are leased.

Conterra does not lease facilities for the provision of switched service, However, Conterra does lease transport facilities for resale.

If YES, please explain what services will be provided with these facilities and where the Applicant will utilize these leased facilities.

Conterra generally leases transport facilities for resale where it is economically advantageous to do so.

If YES, please include evidence that Applicant possesses the necessary technical resources to maintain and operate said facilities.

As set forth in Exhibit 4, Conterra possesses the technical resources to lease such facilities.

4. Does Applicant resell services? YES NO

If YES, please provide a brief description of the entity or entities from which wholesale service is purchased.

As stated above, Conterra will lease transport facilities where it is economically advantageous to do so. Conterra leases transport service from carriers' carriers in the form of either dark fiber or basic lit Layer 2 transport service. Vendors of this type of service would include Zayo, Level 3, AT&T Wholesale, CenturyLink Carrier Services, and the like.

If YES, please explain what services will be provided through resale and where the Applicant will provide resold services.

See response above. Conterra's provision of service through resale will depend upon economic conditions prevailing at the time Conterra initiates operations in Illinois. Consequently, Conterra is unable to state at this time where in Illinois it will provide service on a resale basis.

5. Does the Applicant provide its own repair service?

YES NO

Conterra maintains its own repair service and provides such repair service where practical and also uses contract repair services.

If NO, please provide the name of the entity or entities providing repair service for the Applicant.

6. Will technical personnel be available at all times to assist customers with service problems?

YES NO

7. If Applicant intends to provide Public Pay Telephone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls? YES NO

N/A. Conterra does not intend to provide Public Pay Telephone service.

8. If Applicant intends to provide Public Pay Telephone service, please explain the method the Applicant will used to comply with Section 771.330 of the ICC's rules.

N/A.

Note: See <http://www.ilga.gov/commission/jcar/admincode/083/08300771sections.html> for the ICC's Pay Telephone Service Provider rules.

WAIVERS (To be completed by All Applicants except Cellular Radio/Wireless Applicants)

Note: If Applicant is seeking any waivers or variances of Commission rules and regulations in this proceeding, then, other than when explained below, please attach an explanation of why the Applicant is seeking any waiver or variance.

Local Exchange Service authority applicants under Sections 13-401, 13-404 and/or 13-405 generally seek waivers of Part 710, Section 735.180 of Part 735 and Part 250. Additionally, a waiver from Parts 730.115 and 732.60 may be requested for those applicants that will only be providing data services.

Interexchange Service authority applicants under Sections 13-401, 13-403 and 13-404 generally request waivers of Parts 710, 735 and 250 of Title 83 of the Illinois Administrative Code

Public Pay Telephone Service authority applicants under Sections 13-401, 13-403, 13-404, and/or 13-405 generally request waivers of Parts 710, 735 and 250 of Title 83 of the Illinois Administrative Code

Local Exchange Service Please indicate which waivers Applicant is requesting.

- Part 710 Uniform System of Accounts for Telecommunications Carriers
- Part 735.180 Directories (within Part 735 Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois)
- Part 730.115 and 732.60 Service Quality and Customer Credit Quarterly Reporting – Waiver is available for carriers providing Data Services only. (ref. 13-517c)
- Part 250 Public Utility Books and Accounts (maintaining books and records out of state)

____ Others (Please indicate which additional waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance)

Interexchange Service Please indicate which waivers Applicant is requesting.

Part 710 Uniform System of Accounts for Telecommunications Carriers

Part 735 Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois

Part 250 Public Utility Books and Accounts (maintaining books and records out of state)

____ Others (Please indicate which additional waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance)

1. If the Applicant is requesting a waiver of Part 710, what circumstances warrant a departure from the prescribed Uniform System of Accounts ("USOA")?

Conterra seeks a waiver of Part 710 in this application. The Illinois Commerce Commission has previously found that it is not necessary to apply Part 710 to competitive service providers and has exempted competitive carriers from the requirements of Part 710. Conterra respectfully submits that such waivers will reduce the economic burdens of state regulation for competitive providers such as Conterra. As noted below, Conterra maintains its records in accordance with Generally Accepted Accounting Principles ("GAAP").

2. If the Applicant is requesting a waiver of Part 710, then will records be maintained in accordance with Generally Accepted Accounting Principles ("GAAP")?

YES _____ NO

3. If the Applicant is requesting a waiver of Part 710, then will applicants accounting system provide an equivalent portrayal of operating results and financial condition as the USOA?

____ YES _____ NO

N/A

4. If the Applicant is requesting a waiver of Part 710, then will applicant maintain its records in sufficient detail to facilitate the calculation of all applicable taxes and surcharges?

YES NO

5. If the Applicant is requesting a waiver of Part 710, then does the accounting system currently in use by Applicant provide sufficiently detailed data for the preparation of Illinois Gross Receipts Tax returns?

YES NO

If YES, What specific accounts or sub-accounts provide this data?

Conterra provides services in numerous states. Conterra's accounting system has the capability to enable Conterra to pay all state gross receipts taxes and other state surcharges.

6. If the Applicant is requesting a waiver of Part 710, then will the Applicant provide annual audited statements when required or requested subsequent to granting of the waiver?

YES NO

Note: See <http://www.icc.illinois.gov/forms/results.aspx?st=3&t=2> for Annual Reports instructions for detail.

7. If the Applicant is requesting a waiver of Part 710, does the Applicant understand that the requested waiver of Part 710 will not excuse it from compliance with future Commission rules or amendments to Part 710 otherwise applicable to the Company?

YES NO

TELEPHONE ASSISTANCE PROGRAMS (To be completed by Local Exchange Service Applicants)

1. Has the Applicant signed and returned the ITAC Membership Application and Agreement to Commission Staff?

YES NO

Conterra's ITAC Membership Application and Agreement is attached as Exhibit 7..

Note: See <http://www.icc.illinois.gov/telecommunications/Certification.aspx> for application forms.

2. Will the Applicant's billing system be able to distinguish between resale and facilities based service for the collection of the ITAC line charge?

YES NO

3. Has the Applicant signed and returned the Universal Telephone Access Corporation (UTAC) - Membership Application to Commission Staff?

YES NO

Conterra's UTAC Membership Application is attached as Exhibit 8.

Note: See <http://www.icc.illinois.gov/telecommunications/Certification.aspx> for application forms.

4. Will the Applicant solicit, collect, and remit the voluntary contributions from its telephone subscribers to support the Telephone Assistance Programs?
 YES NO
5. Does the Applicant realize that it will not be able to receive any of the federal reimbursements for the Lifeline and Link-Up Programs if it is not an eligible carrier?
 YES NO
6. Does the Applicant plan on filing to become an Eligible Telecommunications Carrier?
 YES NO

911 SERVICE (To be completed by Local Exchange Service Applicants)

1. Will the Applicant ensure that 911 traffic is handled in accordance with the 83 Illinois Administrative Code Part 725 and the Emergency Telephone System Act?
 YES NO

N/A. As stated above, Conterra has no immediate plans to offer local exchange voice service to end user customers in Illinois. Through this application, Conterra seeks authorization to provide such service if it chooses to do so in the future. Further, if Conterra offers local exchange voice service to end user customers in the future, it will comply with all applicable requirements.

Note: See <http://www.icc.illinois.gov/911/> for links to the Emergency Telephone System Act and other 911 related rules and regulations.

2. Who will be responsible for building and maintaining the 911 database for your local exchange customers?

N/A. See response to VII.1 above.

3. How often will the Applicant update the 911 database with customer information?

N/A. See response to VII.1 above.

Please explain the procedures the Applicant will use to collect 911 surcharges and transmit them to the local 911 systems.

N/A. See response to VII.1 above.

PREPAID SERVICE (To be completed by Local Exchange Service Applicants that Provide

Prepaid Service)

Conterra does not propose to provide prepaid service in Illinois.

Conterra Ultra Broadband, LLC

By: Thomas Bardo
Its Attorneys

Thomas F. Bardo
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VERIFICATION

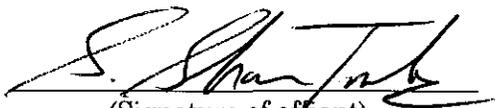
This application shall be verified under oath.

OATH

State of North Carolina)
) ss
County of Mecklenburg)

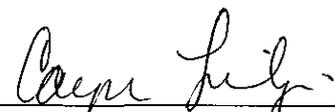
S. Shane Turley makes oath and says that he is Senior Vice President
of Conterra Ultra Broadband, LLC,

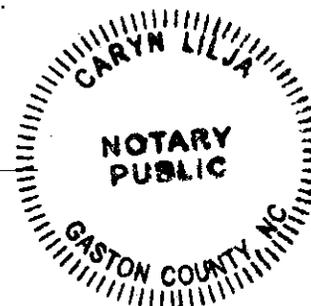
that he has examined the foregoing application and that to the best of his knowledge, information,
and belief, all statements of fact contained in the said application are true, and the said
application is a correct statement of the business and affairs of the above-named applicant in
respect to each and every matter set forth therein.


(Signature of affiant)

Subscribed and sworn to before me, a Notary Public/ Caryn Lilja
(Title of person authorized to administer oaths)

in the State and County above named, this 30th day of June, 2015.


(Signature of person authorized to administer oath)



My Commission Expires 11-12-2019