

**RECEIVED & INSPECTED**  
**AUG 26 2002**  
**FCC - MAILROOM**

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden estimate

**Applicant / Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): HOMEBASE ACQUISITION CORP		3) FCC Registration Number (FRN): 0007494776	

**Related FCC Regulated Businesses of Applicant / Licensee**

4a) Name and address of all FCC Regulated Businesses owned by Applicant/ Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) FCC Registration Number (FRN):	4d) Percent of Interest Held:
Illinois Consolidated Telephone Company	Telecommunication	0004333712	100%
Consolidated Communications Mobile Services	Telecommunication	0007558554	100%
See Exhibit A			

**Signature**

**5) Typed or Printed Name of Party Authorized to Sign**

First Name: <b>DONALD</b>	MI: <b>R</b>	Last Name: <b>SHASSIAN</b>	suffix:
Title: <b>Vice President</b>			

Signature: <i>Donald R. Shassian</i>	<b>REC'D &amp; INSPECTED</b> <b>AUG 22 2002</b>	Date:
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**FCC-OBG MAILROOM**

Failure to Sign This Application May Result in Dismissal Of The Application And Forfeiture Of Any Fees Paid

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Homebase Acquisition, LLC			3) FCC Registration Number(FRN):	
4) Disclosable Interest Holder's Address: P.O. Box 1234 Mattoon, IL 61938				
5) Type of Interest in Applicant (D) (refer to instructions for list):		6) Disclosable Interest Holder is a (n): (M) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  100%
8) Disclosable Interest Holder's Type of Ownership (C) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting			9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each Interest holder Identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:

## Schedule for Disclosable Interest Holders

## Disclosable interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity):  Central Illinois Telephone, LLC		3) FCC Registration Number(FRN):	
4) Disclosable Interest Holder's Address:  P.O. Box 1234 Mattoon, IL 61938			
5) Type of Interest in Applicant ( I ) (refer to instructions for list):	6) Disclosable Interest Holder is a (n): ( M ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  33.3%	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  ( X ) Voting ( ) Non-Voting	9) Disclosable Interest Holder's Country of Citizenship:  U.S.		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  CIT owns 33.3% of Homebase Acquisition LLC, which owns 100% of applicant. See Exhibit B.			

## Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe each disclosable Interest holder)**

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity):  Spectrum Equity Investors IV, L.P.			3) FCC Registration Number(FRN):	
4) Disclosable Interest Holder's Address:  One International Place Boston, MA 02110				
5) Type of Interest in Applicant ( <input type="checkbox"/> ) (refer to instructions for list):		6) Disclosable Interest Holder is a (n): ( <input type="checkbox"/> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  28.6%
8) Disclosable Interest Holder's Type of Ownership ( <input type="checkbox"/> ) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting			9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  Spectrum owns 28.6% of Homebase Acquisition LLC, which owns 100% of Applicant.				

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each Interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity):  Providence Equity Partners IV, L.P.		3) FCC Registration Number(FRN):	
4) Disclosable Interest Holder's Address: 50 Kennedy Plaza Providence, RI 02903			
5) Type of Interest in Applicant ( I ) (refer to instructions for list):	6) Disclosable Interest Holder is a (n): ( L ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:  33.3%	
8) Disclosable Interest Holder's Type of Ownership ( C ) (refer to instructions for list):  <input checked="" type="checkbox"/> Voting <input type="checkbox"/> Non-Voting		9) Disclosable Interest Holder's Country of Citizenship:  U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Providence owns 33.3% of Homebase Acquisition LLC, which owns 100% of Applicant.-			

**Related FCC Regulated Businesses of Disclosable interest Holders (repeat for each interest holder identified)**

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary):	11b) Principal Business:	11c) FCC Registration Number (FRN):	11d) Percent of Interest Held:

## EXHIBIT A

Homebase Acquisition Corp. (“Homebase” or “HAC”) was formed to be the acquisition vehicle by which certain entities and assets would be acquired from McLeod USA Incorporated, and related companies: At the time of this filing, prior to closing the acquisition, Homebase does not own any FCC-regulated businesses. After closing, Homebase will own 100% of Consolidated Communications, Inc. which, in turn, will own 100% of the Illinois Consolidated Telephone Company and Consolidated Communications Mobile Services (“CCMS”). CCMS will be the pro forma assignee of the CMRS licenses assigned from McLeod USA.

## EXHIBIT B

The following persons will each own 25% of CIT. These individuals, who are personally related to each other, will have actual control of CIT. As a result, these individuals will collectively indirectly own 25% (75% of 33.3%) of the equity of Homebase Acquisition, LLC, which owns 100% of the equity of Homebase Acquisition Corp. It is not anticipated, however, that any individual will indirectly own 10% or more of the equity of HAL.

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