

Edgar Filing: Consolidated Communications Holdings, Inc. - Form SC 13G/A

Consolidated Communications Holdings, Inc.  
Form SC 13G/A  
February 02, 2009

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OMB APPROVAL  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Consolidated Communications Holdings, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

209034107

-----  
(CUSIP Number)

December 31, 2008

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

/ / Rule 13d-1(b)

/ / Rule 13d-1(c)

/x/ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class  
of securities, and for any subsequent amendment containing information  
which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not  
be deemed to be "filed" for the purpose of Section 18 of the  
Securities Exchange Act of 1934 ("Act") or otherwise subject to the

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liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

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1. NAMES OF REPORTING PERSONS: Central Illinois Telephone, LLC
  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):  
  
(a) / /  
  
(b) / /
  
3. SEC USE ONLY:
  
4. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

|                                                                                          |                              |                      |
|------------------------------------------------------------------------------------------|------------------------------|----------------------|
| NUMBER OF                                                                                | 5. SOLE VOTING POWER:        | 5,632,606            |
| SHARES                                                                                   |                              |                      |
| BENEFICIALLY                                                                             | 6. SHARED VOTING POWER:      | None                 |
| OWNED BY EACH                                                                            |                              |                      |
| REPORTING PERSON                                                                         | 7. SOLE DISPOSITIVE POWER:   | 5,632,606            |
| WITH:                                                                                    |                              |                      |
|                                                                                          | 8. SHARED DISPOSITIVE POWER: | None                 |
|                                                                                          |                              |                      |
| 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:                         |                              | 5,632,606            |
|                                                                                          |                              |                      |
| 10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): |                              | / /                  |
|                                                                                          |                              |                      |
| 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):                                   |                              | Approximately 19.1%* |
|                                                                                          |                              |                      |
| 12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):                                         |                              |                      |
|                                                                                          |                              | OO                   |

\* Percentages used are calculated based upon 29,488,408 shares of the Issuer's common stock known by the Reporting Person to be issued and outstanding.

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1. NAMES OF REPORTING PERSONS: Richard A. Lumpkin
  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):
  - (a) / /
  - (b) / /
  
3. SEC USE ONLY:
  
4. CITIZENSHIP OR PLACE OF ORGANIZATION: United States

|                                                                                   |                              |           |
|-----------------------------------------------------------------------------------|------------------------------|-----------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH: | 5. SOLE VOTING POWER:        | 5,632,606 |
|                                                                                   | 6. SHARED VOTING POWER:      | None      |
|                                                                                   | 7. SOLE DISPOSITIVE POWER:   | 5,632,606 |
|                                                                                   | 8. SHARED DISPOSITIVE POWER: | None      |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 5,632,606
  
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS): / /
  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 19.1%\*
  
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

\* Percentages used are calculated based upon 29,488,408 shares of the Issuer's common stock known by the Reporting Person to be issued and outstanding.

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Item 1(a) Name of Issuer:

Consolidated Communications Holdings, Inc. (the "Issuer")

Item 1(b) Address of Issuer's Principal Executive Offices:

121 South 17th Street  
Mattoon, Illinois 61938-3987

Item 2(a) Name of Person Filing:

Central Illinois Telephone, LLC and Richard A. Lumpkin

Item 2(b) Address of Principal Business Office or, if none,  
Residence:

121 South 17th Street  
Mattoon, Illinois 61938-3987

Item 2(c) Citizenship:

Central Illinois Telephone is a limited liability company  
organized under the laws of Delaware.  
Richard A. Lumpkin is a U.S. citizen.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

Item 2(e) CUSIP Number:

209034107

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Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or  
13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) / / Broker or dealer registered under Section 15  
of the Exchange Act;
- (b) / / Bank as defined in Section 3(a)(6) of the  
Exchange Act;
- (c) / / Insurance company as defined in Section 3(a)(19)  
of the Exchange Act;
- (d) / / Investment company registered under Section 8 of

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the Investment Company Act;

- (e) / / An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) / / An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) / / A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) / / A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable.

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: Central Illinois Telephone, LLC ("Central Illinois Telephone"), is the record holder of 5,632,606 shares of the Issuer's common stock (the "Common Stock"). Mr. Lumpkin is the sole manager of Central Illinois Telephone and, therefore, has the sole voting and dispositive power with respect to the Common Stock. By virtue of his position as sole manager of Central Illinois Telephone, Mr. Lumpkin may be deemed to have indirect beneficial ownership of the Common Stock. Mr. Lumpkin disclaims beneficial ownership of the Common Stock except to the extent of his pecuniary interest therein.
- (b) Percent of class: 19.1%\*
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote  
5,632,606 shares
  - (ii) Shared power to vote or to direct the vote  
None

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(iii) Sole power to dispose or to direct the disposition of 5,632,606 shares

(iv) Shared power to dispose or to direct the disposition of None

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

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\* Percentages used are calculated based upon 29,488,408 shares of the Issuer's common stock known by the Reporting Person to be issued and outstanding.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

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Item 8. Identification and Classification of Members of the Group.

Not applicable.

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Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certifications.

Not applicable.

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EXHIBITS

Exhibit 1 Joint Filing Agreement (incorporated by reference to Exhibit 1 to Schedule 13G filed by the Reporting Persons on February 13, 2006).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 29, 2009

CENTRAL ILLINOIS TELEPHONE, LLC

By: /s/ Richard A. Lumpkin

-----  
Name: Richard A. Lumpkin  
Title: Manager

/s/ Richard A. Lumpkin

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Richard A. Lumpkin, individually