

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

Consolidated Communications Holdings, Inc.
Form SC 13G/A
February 11, 2008

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. 2)*

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, 2007

(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
liabilities of that section of the Act but shall be subject to all

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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

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

36-4504004

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 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):
Approximately 19.1%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

* Percentages used are calculated based upon 29,440,587 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

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 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 29,440,587 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;

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- (d) / / Investment company registered under Section 8 of 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) Share 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

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

Not applicable.

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

Not applicable.

* Percentages used are calculated based upon 29,440,587 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.

Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

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.

February 8, 2008

CENTRAL ILLINOIS TELEPHONE, LLC

By: /s/ Richard A. Lumpkin

Name: Richard A. Lumpkin
Title: Manager

/s/ Richard A. Lumpkin

Richard A. Lumpkin, individually