Consolidated communications

Steve Childers – Chief Financial Officer

Credit Suisse

2006 Global Leveraged Finance Conference

March 27-30, 2006

Regulation G and Safe Harbor

Regulation G

This presentation contains disclosures regarding our “adjusted EBIDTA”, cash available to pay dividends and “total net debt to last 12-month adjusted EBITDA”, all of which are non-GAAP financial measures as defined by Regulation G of the rules of the Securities and Exchange Commission. For a description of the reasons the company uses these measures and a reconciliation of the non-GAAP financial measures to the equivalent GAAP equivalents see GAAP reconciliation beginning on page 24.

Forward-Looking Statements

This presentation contains forward-looking statements regarding future events and the future performance of Consolidated Communications Holdings, Inc. that involve risks, uncertainties and assumptions that could cause actual results to differ materially including, but not limited to, economic conditions, customer demand, increased competition in the relevant market and others. Please see the section entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2005, as well as the other documents that we file from time to time with the Securities and Exchange Commission, which contain additional important factors that could cause our actual results to differ from our current expectations and from the forward-looking statements discussed during in this presentation.

Because of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements. Furthermore, forward-looking statements speak only as of the date they are made. We do not undertake any obligation to update or review any such forward-looking information, whether as a result of new information, future events or otherwise.

Company Overview

17th largest Independent Local Exchange Carrier in the U.S. with operations in Illinois and Texas, serving approximately 242,000 local access lines

- Providing local, long distance, internet and data services
- Triple play capabilities in Illinois
- 39,192 DSL subscribers, representing 16.2% penetration
- 67% residential, 33% business

Strength in telephone operations drives financial results

- 2005 total revenues $321.4 million
- 2005 total Adjusted EBITDA $136.8 million
- Fourth quarter Cash Available to Pay Dividends $16.7 million, with a payout ratio of 68.9%

Note: All data is as of 12/31/05 unless specified otherwise

More Than 100 Years of Operations

Consolidated Communications Inc. was formed and non-regulated businesses incorporated from 1984-1989

ICTC is the first to deploy fiber in Illinois

Lumpkin, Providence and Spectrum acquire CCI

CCI acquires TXUCV and triples size

Consolidated completes IPO

1894 1898 1914 1984 1987 1996 1997 2000 2002 2004 2005

Mattoon Telephone Co. founded by Dr. I.A. Lumpkin

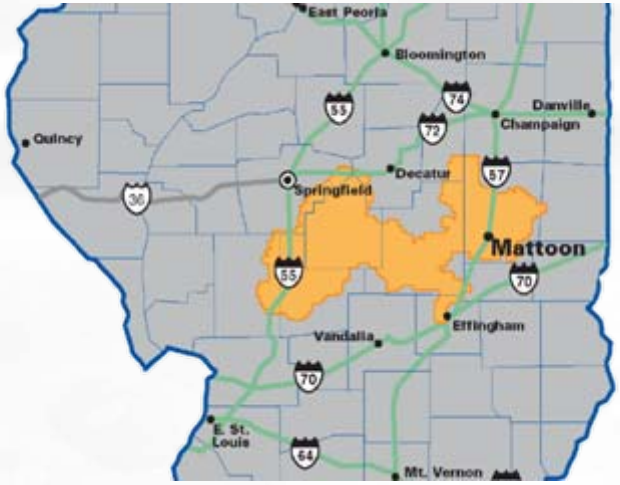
CCI acquired by McLeodUSA

IPTV deployed in Illinois

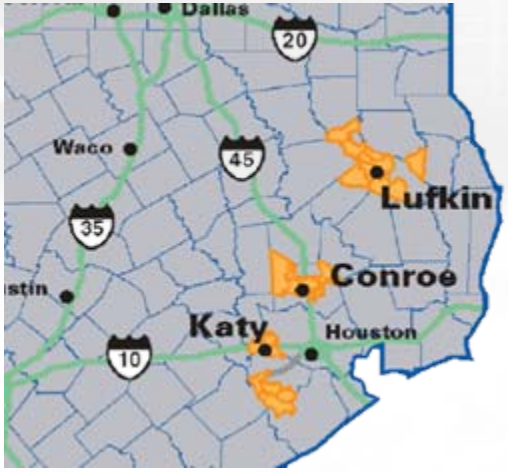
Stable Rural Markets in Illinois & Lufkin, Texas

	Illinois	Lufkin, Texas
2000 Population	176,377	80,130
1990–2000 Population CAGR	0.3%	1.4%
2001–2005 Total Connections CAGR	(0.1%)	0.3%
Median Household Income	$35,319	$33,806

Illinois



Texas

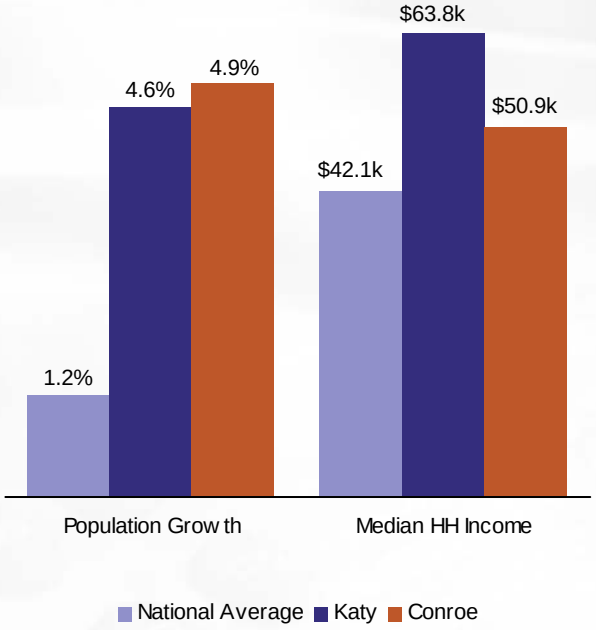


Source: US Census Bureau for population statistics.

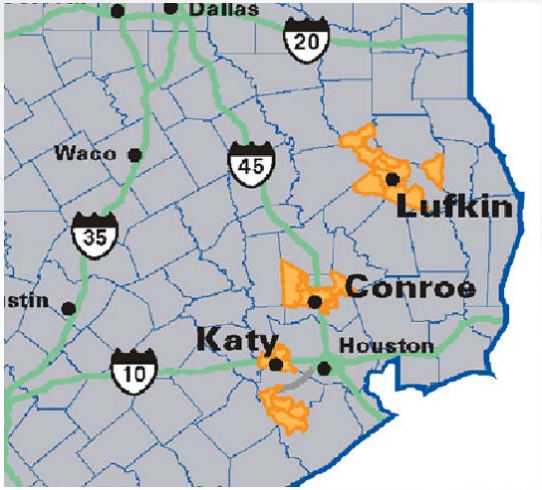
Growing Suburban / Rural Markets in Katy & Conroe, Texas

	Katy	Conroe
2000 Population	354,452	293,768
1990–2000 Population CAGR	4.6%	4.9%
2001–2005 Total Connections CAGR	1.1%	2.4%
Median Household Income	$63,831	$50,864

High Growth & Income



Texas



Source: US Census Bureau for population statistics.

Limited Competition

CCI's strategy has been to minimize competition from wireless and cable companies by providing "sticky" bundled service offerings and exemplary customer service

- The company has successfully managed wireless competition since the late 1980s
- Cable companies have not marketed a voice product in CCI's markets
- Marketing, customer service and technology initiatives have been designed to minimize competitive traction

Illinois	Texas
National and regional wireless carriers	National wireless carriers
No CLEC activity	Limited CLEC activity
Charter and Mediacom	Time Warner, Cox, and Cebridge

Favorable Regulatory Environment

Federal

- CCI rate of return ("ROR") (11.25%) regulatory option supports recovery of investments utilized in the provision of interstate network services
- CCI receives Federal USF in support of high cost areas
- Currently working with the FCC on USF reform and "phantom" traffic

Illinois

- The company's Illinois RLEC earns at the authorized ROR (13.3%)
- Does not qualify for the Illinois USF
- Current Illinois telecom rules extended to 2007

Texas

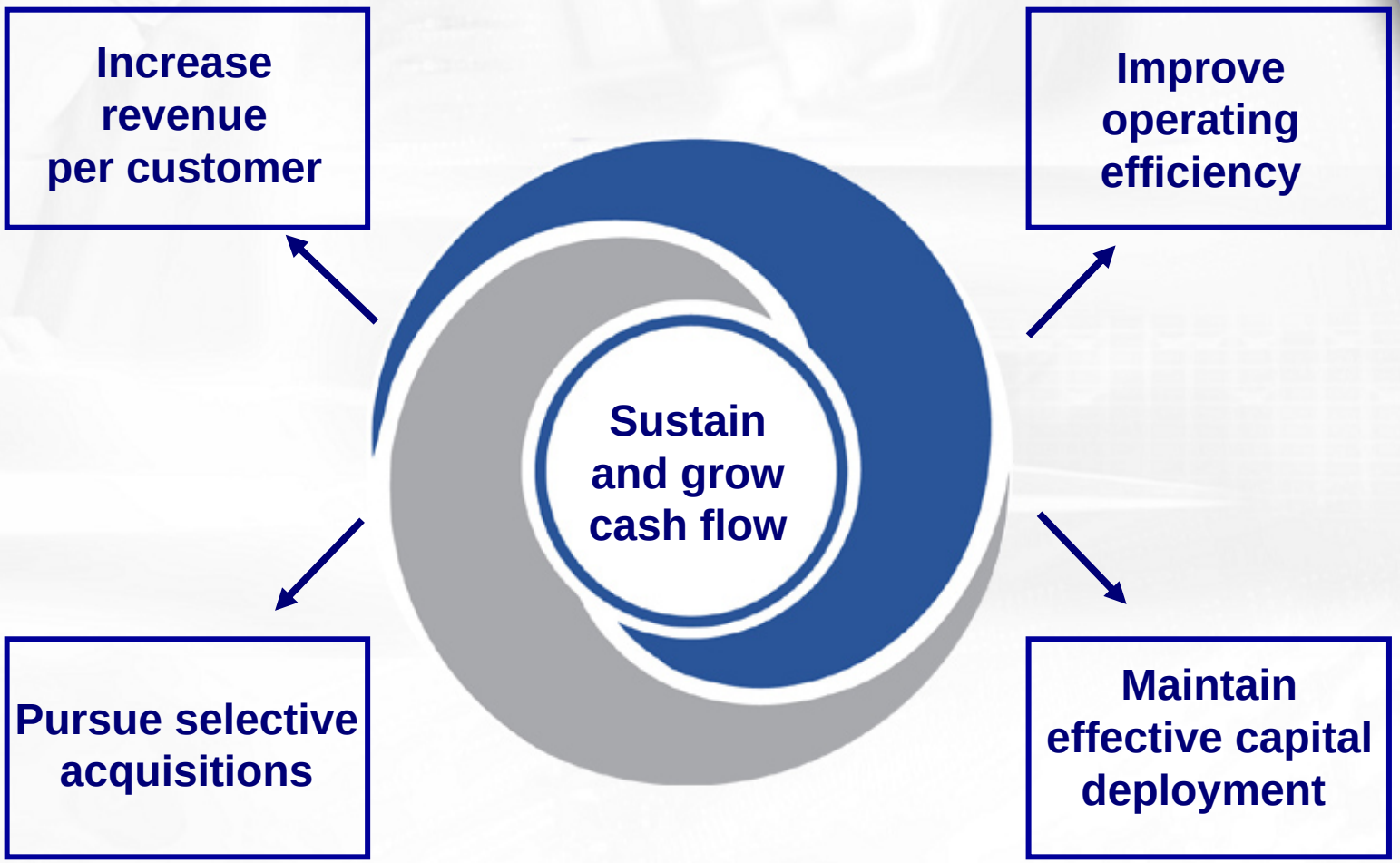
- The company's Texas RLECs elected incentive regulation
- Texas USF offsets comparatively low rates
- Current Texas telecom rules extended to 2007
- Telecom reform legislation enacted September 7, 2005

Because CCI is in just 2 states, it is able to develop strong working relationships with its regulators.

Experienced & Operations-Focused Management Team

Executive	Title	Telecom Experience	CCI Date of Initial Hire
Richard Lumpkin	Chairman	45 Years	1963
Bob Currey	President & CEO	36 Years	1990
Steve Childers	Chief Financial Officer	18 Years	1986
Bob Udell	Sr. VP & President of TX Telephone Ops	18 Years	1993
Joe Dively	Sr. VP & President of IL Telephone Ops	19 Years	1991
Steve Shirar	Sr. VP & President of Enterprise Units	21 Years	1996
Chris Young	Chief Information Officer	18 Years	1985

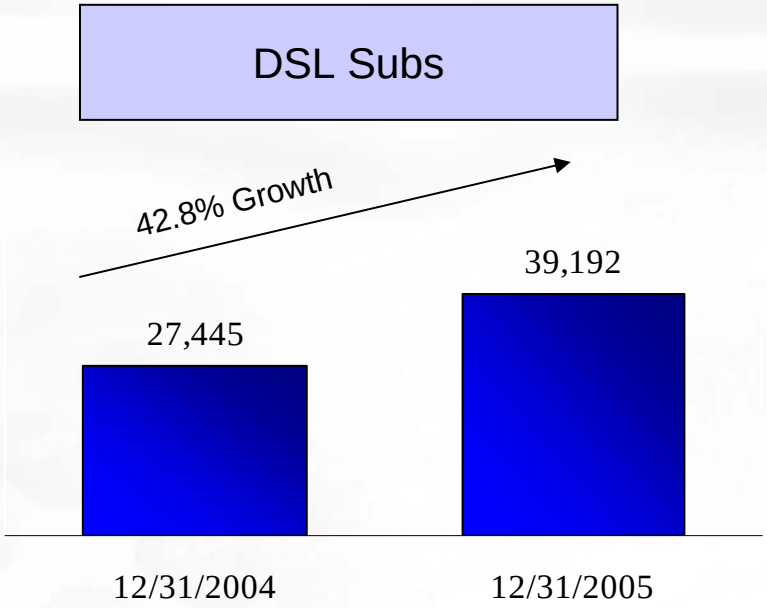
Executing on our Strategy

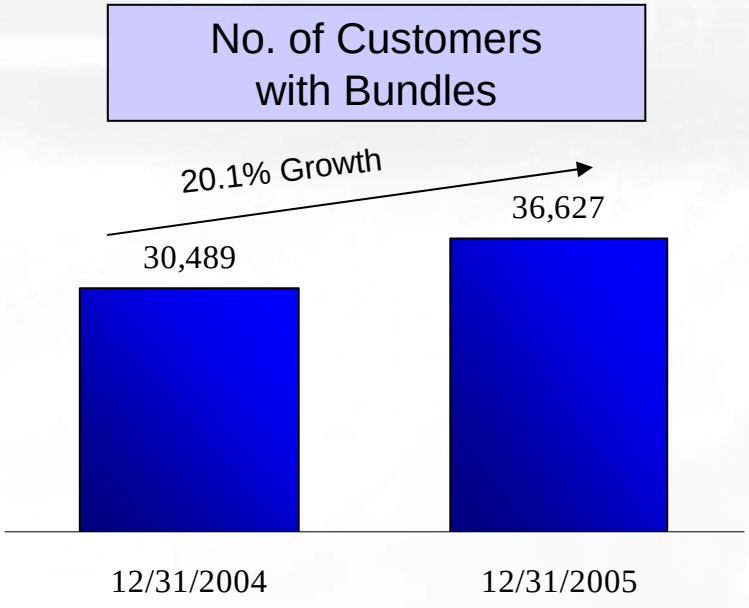


Increasing Revenue

CCI will continue to focus on increasing revenues per customer by driving service bundle subscriptions:

- Increasing DSL penetration, 16.2% as of December 31, 2005 vs. 10.8% as of December 31, 2004 and 14.7% as of September 30, 2005
- Increasing sales of value-added services
- Providing new services, like video, which CCI launched in January 2005 in selected Illinois markets

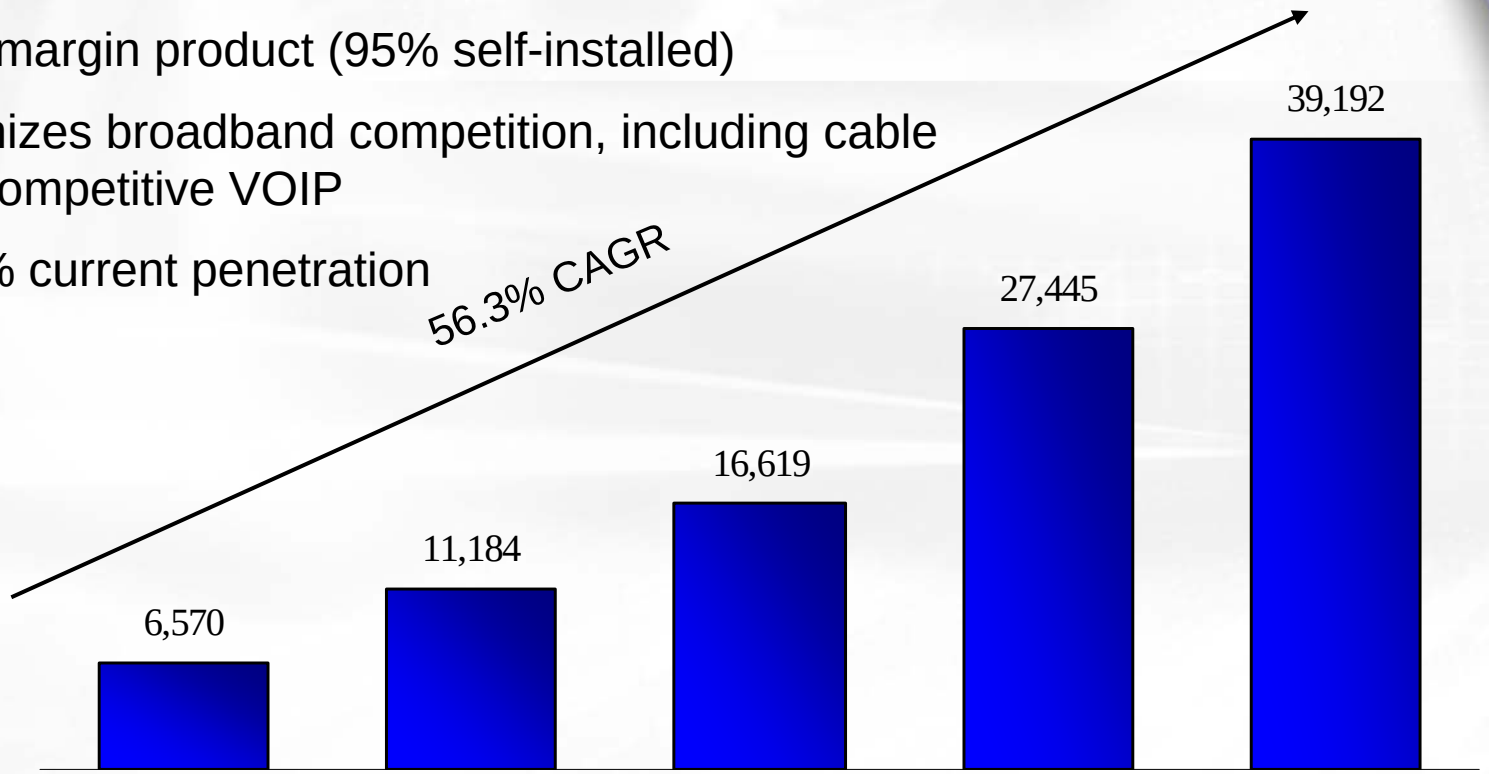




Increasing Revenue

DSL is a key component of the bundle

- Reduces churn
- High-margin product (95% self-installed)
- Minimizes broadband competition, including cable and competitive VOIP
- 16.2% current penetration



	2001	2002	2003	2004	2005
Percent of total access lines	2.5%	4.2%	6.3%	10.8%	16.2%

Increasing Revenue – New Opportunity

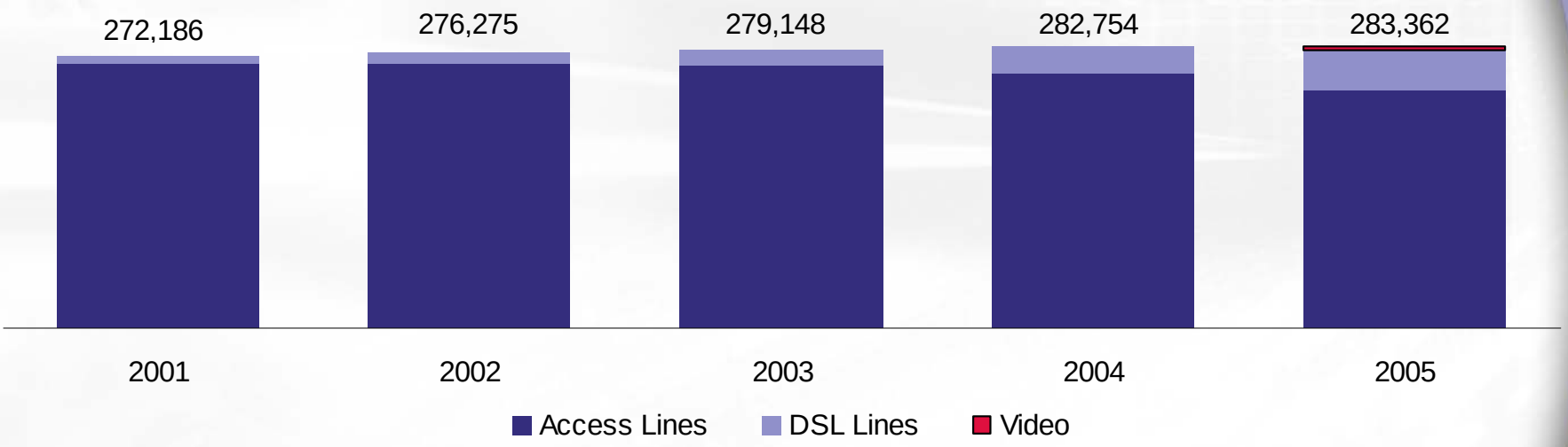
- Illinois Triple Play - IPTV
- Voice, Video & Data
- Incremental Product Rollout
  - Leverages existing resources and network
  - IP Backbone/ADSL 2+
  - Future CapEx is success based
  - Gateway set top box is tested and ready for full launch
  - Full marketing launch in August in selected Illinois markets
  - Will enhance the value of the bundle and deepen customer relationships
- 2,146 video subscribers as of 12/31/2005, a 107% increase compared to 9/30/2005
- Approximately 19,500 homes passed

DVS

NOW THAT'S TV!

Stable Customer Base

- CCI's total connections have grown year-over-year, with more than 11,100 new connections (net) since 2001
- 2005 results reflect impact of MCI ISP regrooming (see notes)
- Second lines are approximately 1/3 of residential line loss since January 1, 2005



Notes: 1) Total connections is equal to access lines plus DSL and Video subscribers. 2) December 31, 2005 local access line count reflects a twelve-month decrease of 13,184 lines, which included the migration of 5,332 MCIMetro's Internet service provider (ISP) lines from primary rate interface facilities and local T-1 facilities to interconnection trunks. Because the majority of these lines did not generate long distance, access or subsidy revenue, the revenue loss associated with the migration was approximately one-fourth the impact of the same number of commercial access lines.

Integration Creates Potential for Greater Operating Efficiencies and EBITDA Margin Expansion

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Phase I Integration

- From closing (April 14, 2004) through September 30, 2005, CCI eliminated 165 positions

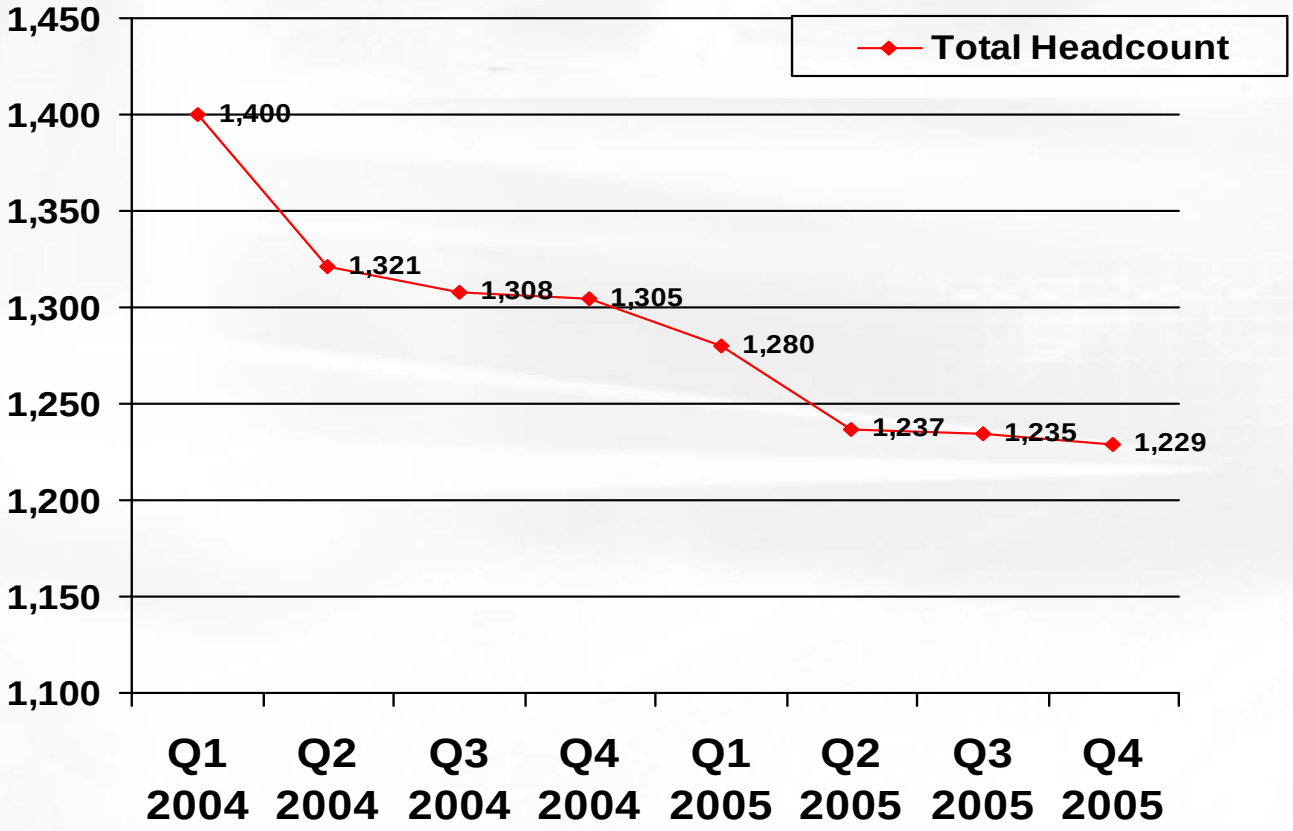
Phase II Platform Consolidation

- ✓ Irving office closed June 30, 2005
- ✓ Benefits rationalization
- Network operating center (NOC) integration
- Billing & customer care platform:
  - Phase 1 completed July 2005
  - Phase 2 underway, projected completion mid-2006
  - Phase 3 projected completion mid-2007

Phase III Workgroup Consolidation

- Customer service center integration
- Network administration center integration
- Network maintenance and technology personnel reductions
- Supply chain and purchasing improvements
- Corporate function reduction

Headcount Reductions Increasing Efficiencies



Effective Capital Deployment

CCI's advanced network is a key part of its strategy to retain customers and increase revenue through bundling

- Since Jan. 1, 2003, the company has invested $78.6 million in its network, including its core IP backbone and softswitch technology, which enables video and VOIP
- Fiber network connects 54 of 56 of the company's exchanges, serving over 99.6% of all access lines
- 92% of total access lines are DSL-capable
  - Network supports speeds up to 6 megabits per second, as required by consumer demand
- Installed digital television headend to provide video in Illinois markets

Acquisition Philosophy

CCI has a proven track record of successful business integrations

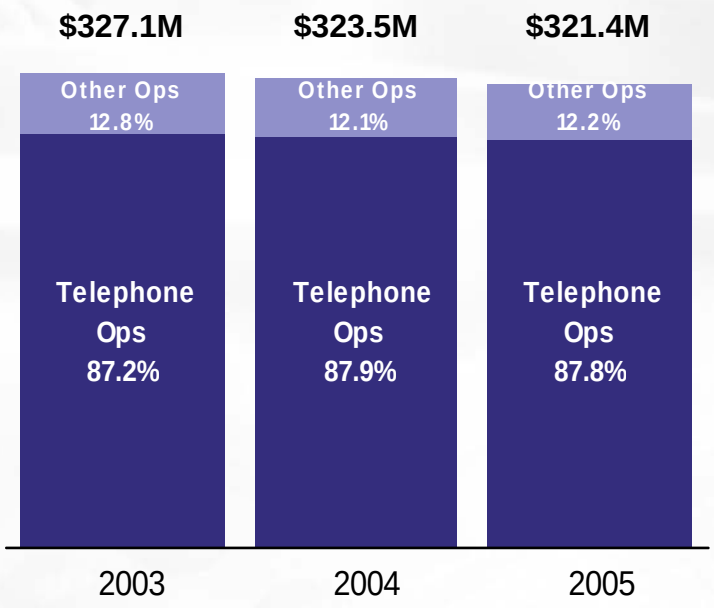
CCI will continue to monitor and potentially pursue select acquisition opportunities based on the following criteria:

- Attractiveness of the markets
- Quality of the network
- The company's ability to integrate the acquired company efficiently
- Potential operating synergies
- The potential of any proposed transaction to permit increased dividends on the company's common stock

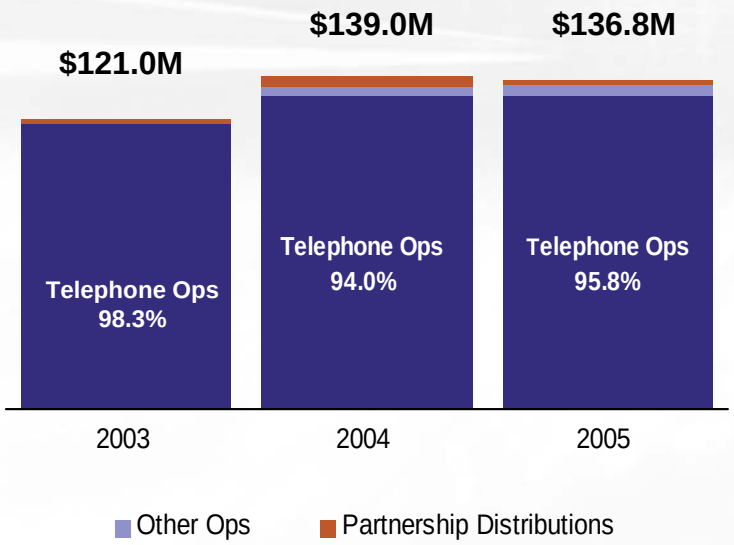
Solid Financial Results . . .

Since 2003, Adjusted EBITDA has grown $15.8 million or 13.1%

Revenues



Adjusted EBITDA



Driving Results – 2005 Results

- Strong revenues and Adjusted EBITDA
- 2004 and 2005 results include $4.4M and $1.7M in prior period subsidy revenue and $4.1M and $1.6M partnership distributions, respectively
- 2005 results include a $3.1M litigation settlement and related costs
- Integration costs totaled $7.4M and $7.0M in 2005 and 2004, respectively

For the Years Ended

($ in millions, except lines)

	Dec 31, 2004		Dec 31, 2005	
Revenues	$323.5	(1)	$321.4	
Adjusted EBITDA	$139.0	(1)	$136.8	
Cap Ex	$36.7	(1)	$31.1	
Cash Available to Pay Dividends	–		$16.7	(2)
Total Cash and Cash Equivalents	$52.1		$31.4	
Total Debt	$629.4		$555.0	
Leverage	4.2x		3.8x	
Payout Ratio	n/a		68.9%	

(1) Revenue, Adj. EBITDA and Cap Ex for December 31, 2004 include the results for TXUCV as if the acquisition had occurred on January 1, 2004.

(2) Reflects total for the three months ended December 31, 2005 only.

2005 IPO & Debt Transactions

- IPO closed July 27, generating gross proceeds of $78.0 million
- Term loan A & C of $419.9 million converted to $425.0 million term loan D facility
- Balance sheet was de-levered by $69.0 million with redemption of $65.0 million of senior notes and decrease in other long-term borrowings
- Net increase of $150.0 million in hedge position will bring total fixed term debt to $360.0 million, or 85 percent
- On November 25, 2005, re-priced the term loan D facility to LIBOR + 175 bps, a reduction of 50 bps, which we expect will generate annual interest savings of $2.1 million
- On December 8, 2005, redeemed an additional $5.0 million of senior notes
- Upon the closing of the TXUCV acquisition in April 2004, we were levered at approximately 5.3x with total debt of $637.0 million
- At December 31, 2005, we were levered at 3.8x with total debt of $555.0 million

Investment Highlights

Stable Local Telephone Business

Attractive Markets and Limited Competition

Experienced Management Team

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Favorable Regulatory Environment

Bundled Service Offerings

Technologically Advanced Network

Appendix

GAAP Reconciliation

This presentation includes disclosures regarding “Adjusted EBITDA”, “cash available to pay dividends” and “total net debt to last 12-month Adjusted EBITDA ratio”, all of which are non-GAAP financial measures. Accordingly, they should not be construed as alternatives to net cash from operating or investing activities, cash flows from operations or net income (loss) as defined by GAAP and are not, on their own, necessarily indicative of cash available to fund our cash needs as determined in accordance with GAAP. In addition, not all companies use identical calculations, and these non-GAAP financial measures may not be comparable to other similarly titled measures of other companies. A reconciliation of the differences between these non-GAAP financial measures and the most directly comparable financial measures presented in accordance with GAAP is included in the tables that follow.

Adjusted EBITDA, which corresponds to pro forma Bank EBITDA as used and defined in the prospectus dated July 21, 2005 filed in connection with the IPO, is comprised of historical EBITDA, as adjusted to give effect to the TXUCV acquisition and certain other adjustments permitted and contemplated by our amended and restated credit facilities.

EBITDA is defined as net earnings (loss) before interest expenses, income taxes, depreciation and amortization on an historical basis, without giving effect to the TXUCV acquisition, the IPO and the related transactions. We believe net cash provided by operating activities is the most directly comparable financial measure to EBITDA under GAAP. EBITDA is a non-GAAP financial measure.

To give pro forma effect to the TXUCV acquisition as if it had occurred on the first day of the periods presented, we have made two sets of adjustments. First, because the operating results of TXUCV are not reflected in our historical EBITDA and financial results for the period prior to the date of its acquisition (January 1, 2004 through April 13, 2004), TXUCV’s historical EBITDA for this period has been added to our historical EBITDA. Second, we made pro forma adjustments to the selling, general and administrative expenses to reflect (1) a reduction in costs due to the termination of certain TXUCV employees upon the closing of the acquisition and (2) incremental professional service fees paid to certain equity investors pursuant to a new professional services agreement entered into in connection with the TXUCV acquisition. Finally, when calculating EBITDA in accordance with our credit agreement, the credit agreement permits us to exclude the effect of certain items. Each of these adjustments is described in the footnotes to the attached reconciliations.

Cash available to pay dividends represents Adjusted EBITDA plus cash interest income, less (1) cash interest expense (after giving pro forma effect to the IPO as if it had been completed on July 1, 2005), (2) capital expenditures and (3) cash taxes.

GAAP Reconciliation

We present Adjusted EBITDA and cash available to pay dividends for several reasons. Management believes Adjusted EBITDA and cash available to pay dividends are useful as a means to evaluate our ability to fund our estimated uses of cash (including interest on our debt) and pay dividends. In addition, we have presented Adjusted EBITDA and cash available to pay dividends to investors in the past because they are frequently used by investors, securities analysts and other interested parties in the evaluation of companies in our industry, and management believes presenting them here provides a measure of consistency in our financial reporting. Adjusted EBITDA and cash available to pay dividends, referred to as Available Cash in our credit agreement, are also a components of the restrictive covenants and financial ratios contained in the agreements governing our debt that require us to maintain compliance with these covenants and limit certain activities, such as our ability to incur debt and to pay dividends. The definitions in these covenants and ratios are based on Adjusted EBITDA and cash available to pay dividends after giving effect to specified charges. As a result, management believes the presentation of Adjusted EBITDA and cash available to pay dividends as supplemented by these other items provides important additional information to investors. In addition, Adjusted EBITDA and cash available to pay dividends provide our board of directors with meaningful information to determine, with other data, assumptions and considerations, our dividend policy and our ability to pay dividends under the restrictive covenants in the agreements governing our debt and to measure our ability to service and repay debt.

While we use Adjusted EBITDA and cash available to pay dividends in managing and analyzing our business and financial condition and believe they are useful to our management and investors for the reasons described above, these non-GAAP financial measures have certain shortcomings. In particular, Adjusted EBITDA does not represent the residual cash flows available for discretionary expenditures, since items such as debt repayment and interest payments are not deducted from such measure. Similarly, while we may generate cash available to pay dividends, we are not required to use any such cash to pay dividends, and the payment of any dividends is subject to declaration by our board of directors, compliance with applicable law and the terms of our credit agreement and the indenture governing our senior notes.

Because Adjusted EBITDA is a component of the ratio of total net debt to last 12-month Adjusted EBITDA, it is subject to the material limitations discussed above, and the risk that we may not be able to use the cash on the balance sheet to reduce our debt on a dollar-for-dollar basis. Management believes that this ratio is useful as a means to evaluate our ability to incur additional indebtedness in the future and to assist investors, securities analysts and other interested parties in evaluating the companies in our industry.

For a more detailed discussion of these and other limitations on the use of these non-GAAP financial measures, please see the section entitled “Dividend Policy and Restrictions” in our prospectus dated July 21, 2005. The prospectus is not incorporated by reference into this presentation.

GAAP Reconciliation (Cont'd)

	Three Months Ended December 31,		Year Ended December 31,		
	2005	2004	2005	2004	2003
Historical EBITDA					
Net cash provided by operating activities	$ 25,404	$ 14,103	$ 72,475	$ 79,766	$ 28,889
Adjustments:					
Pension curtailment gain	-	-	7,880	-	-
Compensation from restricted share plan	(1,346)	-	(8,590)	-	-
Other adjustments, net	(7,555)	(1,656)	(19,068)	(10,382)	(7,416)
Changes in operating assets and liabilities	(2,073)	9,882	10,220	(4,427)	6,504
Interest expense, net	10,631	11,459	53,443	39,551	11,821
Income taxes	7,234	(3,430)	10,935	232	3,717
Consolidated EBITDA (1)	32,295	30,358	127,295	104,740	43,515
CCI Texas EBITDA (2)	-	-	-	15,538	48,411
Pro Forma EBITDA (3)	32,295	30,358	127,295	120,278	91,926
Adjustments to EBITDA					
Transaction costs associated with TXUCV acquisition (4)	-	-	-	8,205	13,255
Integration and restructuring (5)	1,994	4,748	7,400	7,009	-
Professional service fees (6)	-	1,250	2,867	4,135	2,000
Other, net (7)	(780)	(1,491)	(3,036)	(4,764)	(1,671)
Investment distributions (8)	771	419	1,590	4,135	2,069
Affect of pension curtailment (9)	-	-	(7,880)	-	-
Non-cash compensation (10)	1,346	-	8,590	-	-
	-	-	-	-	13,448
Adjusted EBITDA	$ 35,626	$ 35,284	$ 136,826	$ 138,998	$ 121,027

See footnotes on next page

GAAP Reconciliation (Cont'd)

Footnotes for Adjusted EBITDA

(1) Consolidated's EBITDA is defined as net earnings (loss) before interest expense, income taxes, depreciation and amortization on an historical basis, without giving effect to the TXUCV acquisition.

(2) CCI Texas EBITDA represents the EBITDA of TXUCV for the period from January 1 through April 13, 2004 since the operating results of TXUCV are not reflected in our historical EBITDA for the periods prior to acquisition on April 13, 2004.

(3) Pro forma EBITDA represents our historical EBITDA as adjusted for the TXUCV acquisition.

(4) During 2004, TXUCV incurred costs, which, due to the unusual and non-recurring nature of these expenses, are excluded from Adjusted EBITDA. These expenses included retention bonuses to keep key employees to run its day-to-day operations while it was being prepared for sale; severance costs primarily associated with employee terminations associated with the TXUCV acquisition; and other costs associated with its sale.

(5) In connection with the TXUCV acquisition, we have incurred certain one-time expenses associated with integrating and restructuring the Texas and Illinois businesses. Because of the unusual and non-recurring nature of these expenses, they are excluded from Adjusted EBITDA.

(6) Represents the aggregate professional service fees paid to certain large equity investors prior to our IPO. Upon closing of the IPO, these agreements terminated in accordance with their terms.

(7) Other, net includes the equity earnings from our investments, dividend income and certain other miscellaneous non-operating items. Key man life insurance proceeds of $2,780 received in June 2005 are not deducted to arrive at Adjusted EBITDA.

(8) For purposes of calculating Adjusted EBITDA, we include all cash dividends and other distributions received from our investments. Partnership distributions included in the calculation of adjusted EBITDA assumes that the TXUCV acquisition occurred on the first day of the periods presented.

(9) Represents a one-time, non-cash $7.9 million curtailment gain associated with the amendment of our retirement plan. The gain was recorded in general and administrative expenses. However, because the gain is non-cash and non-recurring, it is excluded from Adjusted EBITDA.

(10) Represents compensation expenses in connection with our Restricted Share Plan, which because of the non-cash nature of the expenses are being excluded from adjusted EBITDA. In connection with the IPO and related transactions, the Plan was modified.

Cash Available to Pay Dividends

	Three Months Ended December 31, 2005
Adjusted EBITDA	$ 35,626
- Cash interest expense	(9,384)
- Capital expenditures	(9,498)
- Integration and restructuring costs (1)	-
- Cash taxes	(172)
+ Cash interest income	174
Cash available to pay dividends	$ 16,746
Quarterly Dividend	$ (11,537)
Payout Ratio	68.9%

(1) We incurred $1,994,000 of integration and restructuring charges during the three months ended December 31, 2005. However, we have not listed any such expenses in the table because these expenses were pre-funded with cash on the balance sheet in connection with our initial public offering.

Total Net Debt to Adjusted EBITDA Ratio

	Year Ended December 31, 2005	Year Ended December 31, 2004
Summary of outstanding debt		
Senior notes	$ 130,000	$ 200,000
Term loan	425,000	428,233
Capital lease	-	1,188
Total Debt as of December 31	555,000	629,421
Less cash on hand	(31,409)	(52,084)
Total net debt as of December 31	$ 523,591	$ 577,337
Adjusted EBITDA for the year ended December 31	$ 136,826	$ 138,998
Total Net Debt to twelve months Adjusted EBITDA Ratio	3.8	4.2