Consolidated Communications Averment No. 1, Third Amendment
Confidential Documents and Information

Docket No. 8881
April 24, 2017

A. Identification of Document or Information.

Nonpublic information concerning the financial projections for Consolidated Communications ("Consolidated" or the "Company"):

1. **CONFIDENTIAL EXHIBIT CCI-SLC-2** and related portions of the **January 10, 2017 Prefiled Testimony of Steven Childers** containing proprietary and confidential financial projections for Consolidated;
2. **CONFIDENTIAL EXHIBIT CCI-SLC-3, CONFIDENTIAL EXHIBIT CCI-SLC-4,** and portions of the **April 24, 2017 Rebuttal Testimony of Steven Childers** containing proprietary and confidential debt reduction information, comparisons of credit facility terms, operating revenues by state, and capex projections;
3. **CONFIDENTIAL Attachment DPS.CC.1-1.1:** Consolidated Forecasts for Overall Operations;
4. **CONFIDENTIAL Attachment DPS.CC.1-2:** Project Yankee Board of Directors Update, dated December 3, 2016;
5. **CONFIDENTIAL Attachment DPS.CC.1-3.5:** 2007 Credit Agreement;
6. **CONFIDENTIAL Attachment DPS.CC.1-10.1:** Draft 2016 United States Securities and Exchange Commission Form 10-K;
7. **CONFIDENTIAL Attachment DPS.CC.2-4.1** and **CONFIDENTIAL Attachment DPS.CC.2-4.2:** stand alone financial projection models for Consolidated and FairPoint, respectively;
8. **CONFIDENTIAL Attachment DPS.CC.2-14:** spreadsheet used to track and balance the movement of data/dollars from the Source System(s) to the Legacy CCI Systems during B/OSS conversion;
9. **CONFIDENTIAL Attachment DPS.CC.2-31:** Consolidated's anticipated amount of revenue from CLEC's in Vermont;
10. **CONFIDENTIAL Attachment DPS.CC.3-2:** results of alternative scenarios run on Consolidated's Overall Operations Forecast;
11. **CONFIDENTIAL Attachment Labor.CC.1-1.1:** Company Disclosure Schedule provided pursuant to the Agreement and Plan of Merger among FairPoint, Consolidated and Falcon Merger Sub, Inc.;
12. **CONFIDENTIAL Attachment Labor.CC.1-13:** comparison of FairPoint Cost of Debt to Consolidated Refinancing; and
13. **CONFIDENTIAL Attachment Labor.CC.1-6.1, 1-6.2** and **1-6.4:** Board Presentations and M&A Update.

B. Degree of Confidential Information.

This material includes confidential financial information and financial projections of Consolidated. Public disclosure of this financial information and financial projections would provide the public with insight into Consolidated's financial operations and forecasted performance, placing them at a competitive disadvantage. The financial viability of the Company is relevant to this proceeding, but due to the consolidated nature of these businesses, the information also contains projections for unregulated aspects of the consolidated enterprise. Disclosure of such information could cause significant harm to the Company.

C. Confidentiality Factors.

i. Extent Information Known Outside Company
This confidential financial information is known only by Consolidated's executive personnel and its financial and legal advisors, as well as the authorized recipients of these materials under confidentiality agreements.

ii. Extent Information Known by Employees and Independent Contractors
This information is known only to Consolidated's executive personnel and its financial and legal advisors.

iii. Measures Taken to Guard Security
This information is maintained by Consolidated in restricted access computer files and in secure files.

iv. Value of Information to Company and Competitors
The information is competitively sensitive and contains information, the disclosure of which would impact Consolidated's bargaining position in any number of situations.

v. Amount of Money or Effort to Develop Information
This information was developed by Consolidated's executive personnel at its own time and expense, based on its familiarity, experience, training, and expertise in the industry and its highly developed financial modeling expertise more broadly. Consolidated has incurred material costs developing the above listed confidential Attachments and Exhibits. That work as well as the value of the underlying transaction itself are at risk in the event of disclosure of this confidential information.

vi. Cost/Difficulty in Acquiring/Duplicating Information
See C.v.

vii. Harm of Disclosure

See B and C.iv.

D. Time Period

The information should be kept confidential until at least 2025, at such time as the time period covered by the projections contained in CONFIDENTIAL EXHIBIT CCI-SLC-2 and Figure 3 will have expired at least two years prior.

E Partial Disclosure or Redaction

Mr. Childers has redacted limited portions of his testimony that discuss or divulge (1) information contained in his confidential exhibits, (2) the stated debt reduction value, or (3) Consolidated and FairPoint's capex projections. All other information and testimony have been made public to the fullest extent possible. The confidential financial information in the discovery materials appears throughout the confidential documents, and thus, redacted versions cannot be prepared.

F. Other Factors

None.