

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name <u>Consolidated Communications Holdings, Inc.</u>		2 Issuer's employer identification number (EIN) <u>02-0636095</u>	
3 Name of contact for additional information <u>Lisa Hood, Vice President & Treasurer</u>	4 Telephone No. of contact <u>844-909-2675</u>	5 Email address of contact <u>investor@consolidated.com</u>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <u>121 South 17th Street</u>		7 City, town, or post office, state, and Zip code of contact <u>Mattoon, IL 61938</u>	
8 Date of action <u>February 1, 2017</u>		9 Classification and description <u>Distribution to common stock shareholders</u>	
10 CUSIP number <u>N/A</u>	11 Serial number(s) <u>N/A</u>	12 Ticker symbol <u>N/A</u>	13 Account number(s) <u>N/A</u>

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶
On February 1, 2017, Consolidated Communications Holdings, Inc. ("Issuer") made a cash distribution of \$0.38738 per common share for a total of \$19,528,155 to its common shareholders of record on January 13, 2017.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The distribution per share was \$0.38738. \$0.38738 per share is expected to be a reduction in the stock basis of each share. To the extent the tax basis in a share is less than \$0.38738, the excess over the basis in that share is expected to be recognized as a capital gain.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ When a cash distribution (or other distribution of property) is made by a corporation, it is treated as a taxable dividend to the extent of the current and accumulated E&P of that corporation at the date of the distribution or, in certain cases, at the end of the tax year in which the distribution was made. In order to determine what portion of this cash distribution should be treated as a taxable dividends versus return of capital/capital gain, Consolidated Communications Holdings, Inc. completed a computation of E&P as of December 31, 2016 with estimates of the E&P for the period ended December 31, 2017. According to this computation, Issuer had estimated \$0.00 of E&P per outstanding share of stock. As a result, the distribution of \$0.38738 per share resulted in a reduction in basis of up to \$0.38738 per share.

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

Section 316 - Dividend defined

Section 317 - Property defined

Section 301(c) - Distributions of property

Section 312 - Effect on earnings and profits

Reg. Section 1.1502-33 - Earnings and profits (this section applies to taxpayers filing a consolidated Federal corporate income tax return)

Other sections further defining adjustments to E&P that are not contained in section 312

18 Can any resulting loss be recognized? ▶ This distribution would not create a loss.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ Any adjustment to basis would be taken into account in the tax year of the shareholder during which the distribution was received (e.g., 2017 for calendar year taxpayers).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *J. L. Hester*

Date ▶ 01/12/2018

Print your name ▶ J. L. Hester

Title ▶ Senior Director of Tax

Paid Preparer Use Only

Print/Type preparer's name <u>M. Huston</u>	Preparer's signature <u><i>M. Huston</i></u>	Date <u>1/12/2018</u>	Check <input type="checkbox"/> if self-employed	PTIN <u>P00634208</u>
Firm's name ▶ <u>Deloitte Tax LLP</u>	Firm's EIN ▶ <u>86-1065772</u>		Phone no. <u>312-486-1200</u>	
Firm's address ▶ <u>111 S Wacker Drive, Chicago, IL 60606</u>				

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8 Date of action <u>May 1, 2017</u>		9 Classification and description <u>Distribution to common stock shareholders</u>	
10 CUSIP number <u>N/A</u>	11 Serial number(s) <u>N/A</u>	12 Ticker symbol <u>N/A</u>	13 Account number(s) <u>N/A</u>

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On May 1, 2017, Consolidated Communications Holdings, Inc. ("Issuer") made a cash distribution of \$0.38738 per common share for a total of \$19,537,682 to its common shareholders of record on April 15, 2017.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The distribution per share was \$0.38738. \$0.38738 per share is expected to be a reduction in the stock basis of each share. To the extent the tax basis in a share is less than \$0.38738, the excess over the basis in that share is expected to be recognized as a capital gain.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ When a cash distribution (or other distribution of property) is made by a corporation, it is treated as a taxable dividend to the extent of the current and accumulated E&P of that corporation at the date of the distribution or, in certain cases, at the end of the tax year in which the distribution was made. In order to determine what portion of this cash distribution should be treated as a taxable dividends versus return of capital/capital gain, Consolidated Communications Holdings, Inc. completed a computation of E&P as of December 31, 2016 with estimates of the E&P for the period ended December 31, 2017. According to this computation, Issuer had estimated \$0.00 of E&P per outstanding share of stock. As a result, the distribution of \$0.38738 per share resulted in a reduction in basis of up to \$0.38738 per share.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

[Section 316 - Dividend defined](#)

[Section 317 - Property defined](#)

[Section 301\(c\) - Distributions of property](#)

[Section 312 - Effect on earnings and profits](#)

[Reg. Section 1.1502-33 - Earnings and profits \(this section applies to taxpayers filing a consolidated Federal corporate income tax return\)](#)

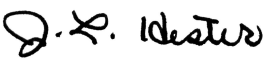
[Other sections further defining adjustments to E&P that are not contained in section 312](#)

18 Can any resulting loss be recognized? ▶ [This distribution would not create a loss.](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [Any adjustment to basis would be taken into account in the tax year of the shareholder during which the distribution was received \(e.g., 2017 for calendar year taxpayers\).](#)

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

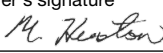
Signature ▶ 

Date ▶ **01/12/2018**

Print your name ▶ **J. L. Hester**

Title ▶ **Senior Director of Tax**

Paid Preparer Use Only

Print/Type preparer's name M. Huston	Preparer's signature 	Date 1/12/2018	Check <input type="checkbox"/> if self-employed	PTIN P00634208
Firm's name ▶ Deloitte Tax LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 111 S Wacker Drive, Chicago, IL 60606			Phone no. 312-486-1200	

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Lisa Hood, Vice President & Treasurer	844-909-2675	investor@consolidated.com	
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121 South 17th Street		Mattoon, IL 61938	
8 Date of action		9 Classification and description	
August 1, 2017		Distribution to common stock shareholders	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
N/A	N/A	N/A	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

On August 1, 2017, Consolidated Communications Holdings, Inc. ("Issuer") made a cash distribution of \$0.38738 per common share for a total of \$27,313,299 to its common shareholders of record on July 15, 2017.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The distribution per share was \$0.38738. \$0.38738 per share is treated as a reduction in the stock basis of each share. To the extent the tax basis in a share is less than \$0.38738, the excess over the basis in that share is expected to be recognized as a capital gain.

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Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

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Signature ▶ *J. L. Hester* Date ▶ 01/12/2018

Print your name ▶ J. L. Hester Title ▶ Senior Director of Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>M. Huston</u>	<u><i>M. Huston</i></u>	<u>1/12/2018</u>		<u>P00634208</u>
	Firm's name ▶ <u>Deloitte Tax LLP</u>	Firm's EIN ▶ <u>86-1065772</u>		Phone no. <u>312-486-1200</u>	
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8 Date of action <u>November 1, 2017</u>		9 Classification and description <u>Distribution to common stock shareholders</u>	
10 CUSIP number <u>N/A</u>	11 Serial number(s) <u>N/A</u>	12 Ticker symbol <u>N/A</u>	13 Account number(s) <u>N/A</u>

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On November 1, 2017, Consolidated Communications Holdings, Inc. ("Issuer") made a cash distribution of \$0.38738 per common share for a total of \$27,313,865 to its common shareholders of record on October 15, 2017.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The distribution per share was \$0.38738. \$0.38738 per share is expected to be a reduction in the stock basis of each share. To the extent the tax basis in a share is less than \$0.38738, the excess over the basis in that share is expected to be recognized as a capital gain.

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 Signature ► *J. L. Hester* Date ► 01/12/2018

Print your name ► J. L. Hester Title ► Senior Director of Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>M. Huston</u>	<i>M. Huston</i>	<u>1/12/2018</u>		<u>P00634208</u>
	Firm's name ► <u>Deloitte Tax LLP</u>	Firm's EIN ► <u>86-1065772</u>		Phone no. <u>312-486-1200</u>	
Firm's address ► <u>111 S Wacker Drive, Chicago, IL 60606</u>					