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**Note: Redacted Versions of Confidential Rebuttal Attachments MJS -1-A through 1-H are not provided as each of those documents is confidential in its entirety. Pages 31-118 are omitted in the Redacted Version as they reflect the Confidential Rebuttal Attachments MJS-1-A through MJS-1-H.**

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<u>Rebuttal Testimony</u> <u>CONFIDENTIAL Exhibit 3</u> Summary of Consolidated Due Diligence By Functional Area		
Functional Area	Consolidated Lead(s)/ Title	Scope of Due Diligence / Additional Information
Tax	Janice Hester, Senior Director of Tax	<div>[REDACTED]</div> <div>[REDACTED]</div>
Product Sales & Marketing	Michael Smith, Chief Marketing Officer	<div>[REDACTED]</div>
Network & Service Operations	Gabe Waggoner, V.P. Operation;  Tom White, Chief Technological Officer	<div>[REDACTED]</div>

REDACTED Rebuttal Attachment MJS-2

Rebuttal Testimony CONFIDENTIAL Exhibit 3 Summary of Consolidated Due Diligence By Functional Area		
Functional Area	Consolidated Lead(s)/ Title	Scope of Due Diligence / Additional Information
		[REDACTED]
		[REDACTED]
		[REDACTED]
		[REDACTED]

REDACTED Rebuttal Attachment MJS-2

Rebuttal Testimony CONFIDENTIAL Exhibit 3 Summary of Consolidated Due Diligence By Functional Area		
Functional Area	Consolidated Lead(s)/ Title	Scope of Due Diligence / Additional Information
		[REDACTED]
		[REDACTED]

Rebuttal Testimony CONFIDENTIAL Exhibit 3 Summary of Consolidated Due Diligence By Functional Area		
Functional Area	Consolidated Lead(s)/ Title	Scope of Due Diligence / Additional Information
IT & Central Services	Steven Shirar, Chief Information Officer	[REDACTED]
		[REDACTED]
Accounting	Steven Childers, Chief Financial Officer	[REDACTED]

REDACTED Rebuttal Attachment MJS-2



<u>Rebuttal Testimony</u> <u>CONFIDENTIAL Exhibit 3</u> Summary of Consolidated Due Diligence By Functional Area		
Functional Area	Consolidated Lead(s)/ Title	Scope of Due Diligence / Additional Information
		[REDACTED]
		[REDACTED]
Legal & Regulatory	Mike Shultz, Vice President, Regulatory and Public Policy	[REDACTED]

REDACTED Rebuttal Attachment MJS-2



Rebuttal Testimony		
CONFIDENTIAL Exhibit 3		
Summary of Consolidated Due Diligence By Functional Area		
Functional Area	Consolidated Lead(s)/ Title	Scope of Due Diligence / Additional Information
Human Resources & Labor	Ryan Whitlock, Vice President Human Resources	[REDACTED]

**S&P Global  
Ratings**

**RatingsDirect®**

## **Consolidated Communications Inc.'s Proposed \$935 Million Senior Secured Term Loan Rated 'BB-' (Recovery: 2)**

**Primary Credit Analyst:**

Scott B Tan, CFA, New York 212-438-4162; scott.tan@spglobal.com

**Secondary Contact:**

Allyn Arden, CFA, New York (1) 212-438-7832; allyn.arden@spglobal.com

NEW YORK (S&P Global Ratings) Dec. 13, 2016--S&P Global Ratings today assigned its 'BB-' issue-level rating and '2' recovery rating to Consolidated Communications Inc.'s proposed \$935 million incremental seven-year senior secured term loan. The '2' recovery rating indicates our expectation for substantial (70% to 90%, the upper half of the range) recovery for lenders in the event of a payment default.

We expect Consolidated will use proceeds from the incremental term loan B to repay existing debt at FairPoint Communications Inc. once the acquisition closes in the middle of 2017. As of Sept. 30, 2016, FairPoint had approximately \$917 million debt outstanding, which includes about \$617 million outstanding on its senior secured term loan and \$300 million of 8.75% senior unsecured notes due 2019.

Our 'B+' corporate credit rating and stable outlook on parent Consolidated Communications Holdings Inc. remain unaffected as we expect that the combined company's 2016 adjusted pro forma debt to EBITDA, including \$55 million of cost synergies, which we believe are achievable, will be around 4.3x--modestly lower than our expectation for 4.6x for standalone Consolidated.

**RELATED CRITERIA**

- Criteria - Corporates - General: Recovery Rating Criteria For

[WWW.STANDARDANDPOORS.COM/RATINGSDIRECT](http://WWW.STANDARDANDPOORS.COM/RATINGSDIRECT)

DECEMBER 13, 2016 1

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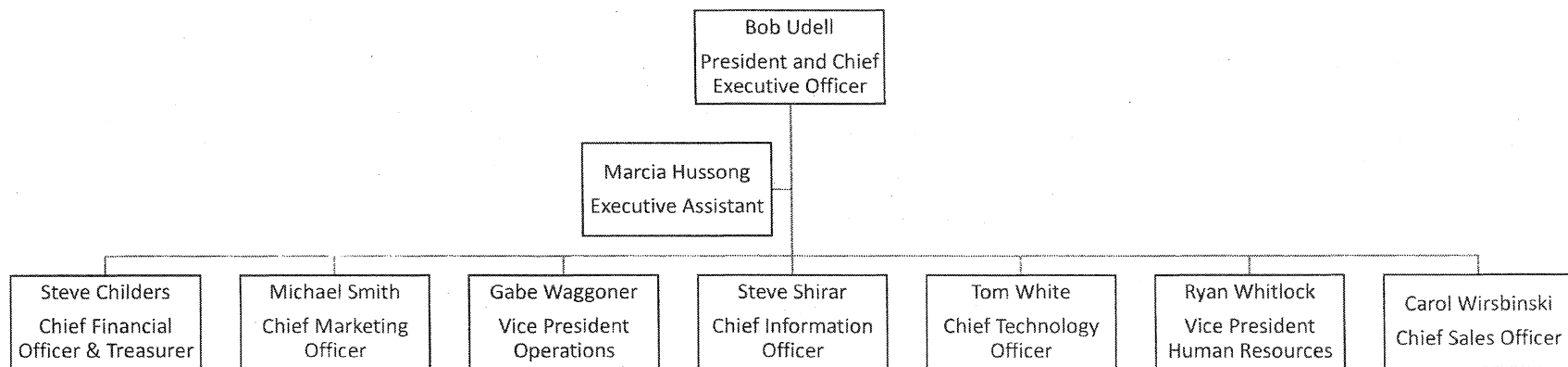
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# Consolidated Communications

Organization Chart – Post Close (2 levels down)

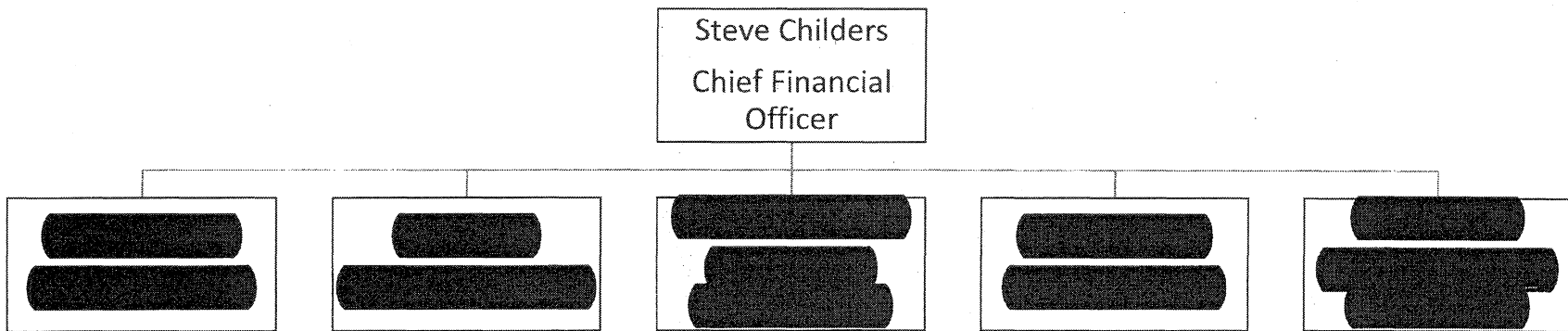
REDACTED Rebuttal Attachment MJS-4

# Consolidated Communications



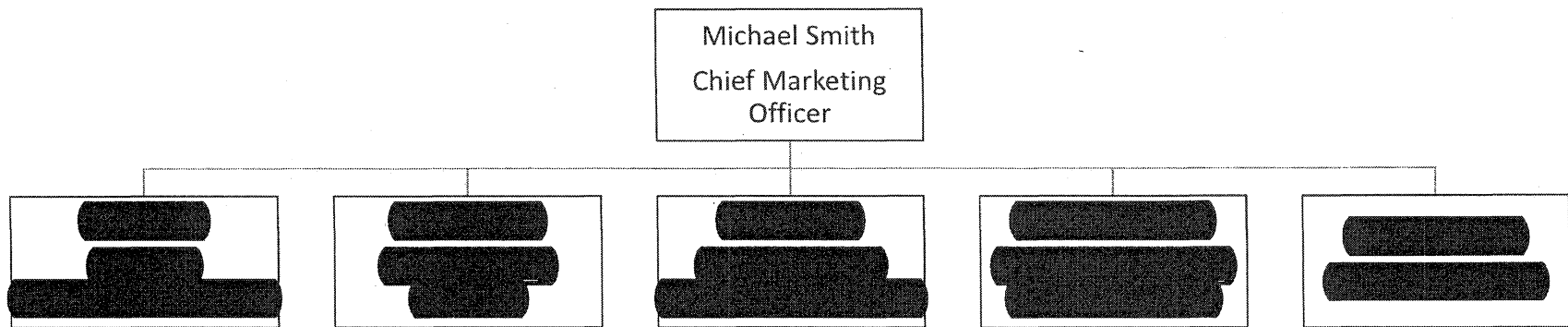
# Consolidated Communications

## Finance Organization



REDACTED Rebuttal Attachment MJS-4

# Consolidated Communications Consumer & Marketing Organization

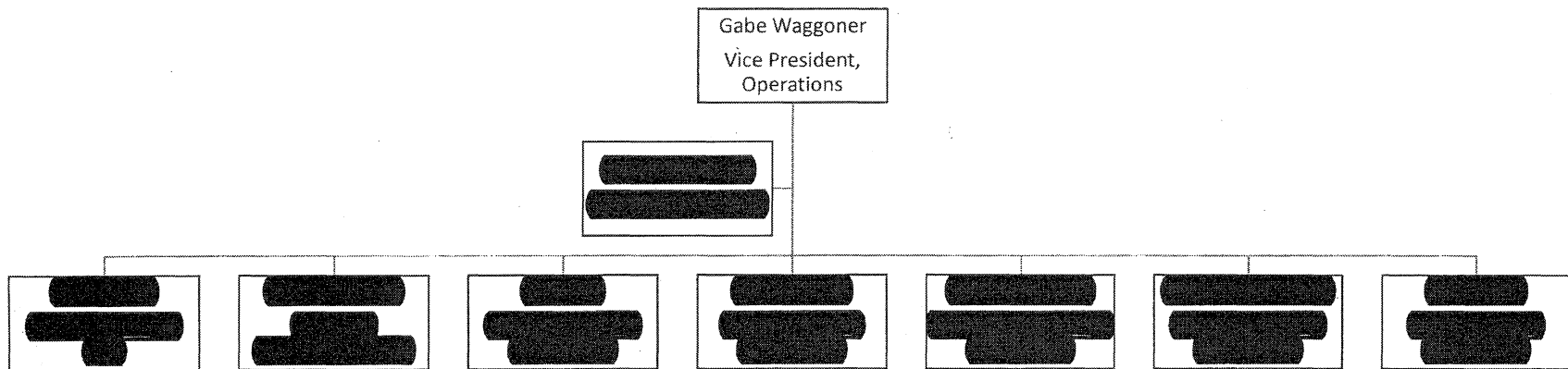


REDACTED Rebuttal Attachment MJS-4



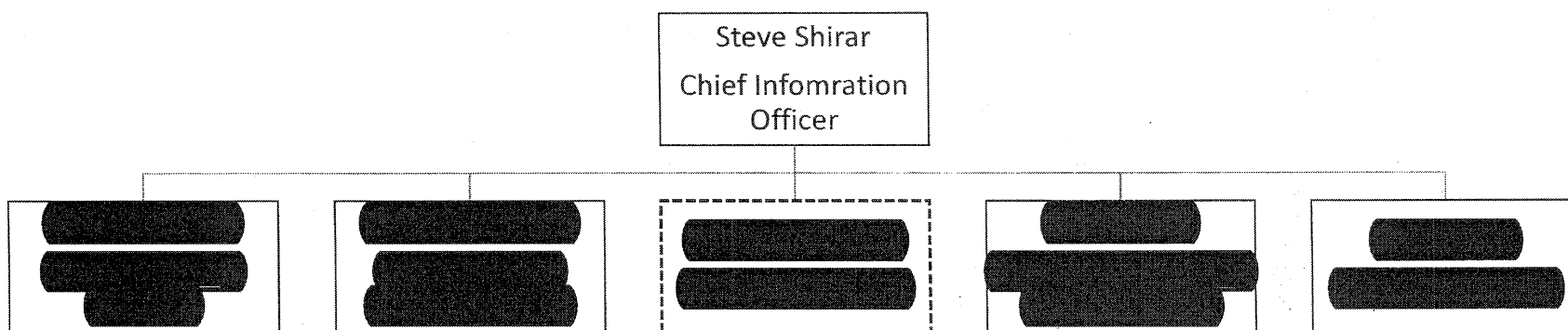
# Consolidated Communications

## Operations Organization



REDACTED Rebuttal Attachment MJS-4

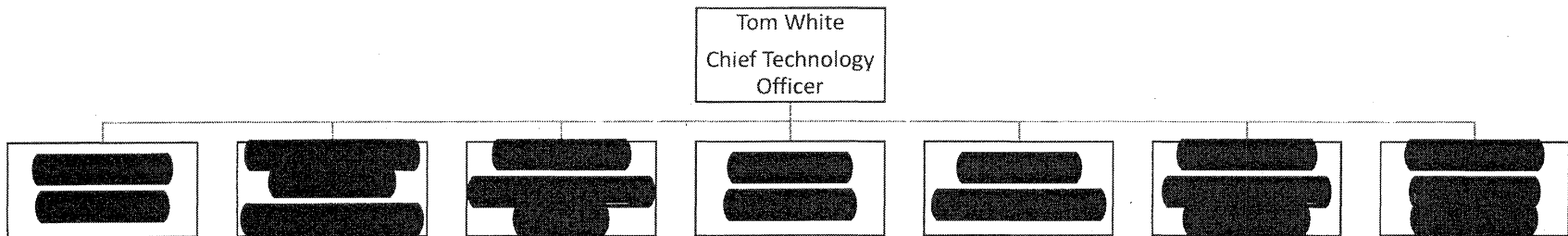
# Consolidated Communications Information Technology Organization



REDACTED Rebuttal Attachment MJS-4

# Consolidated Communications

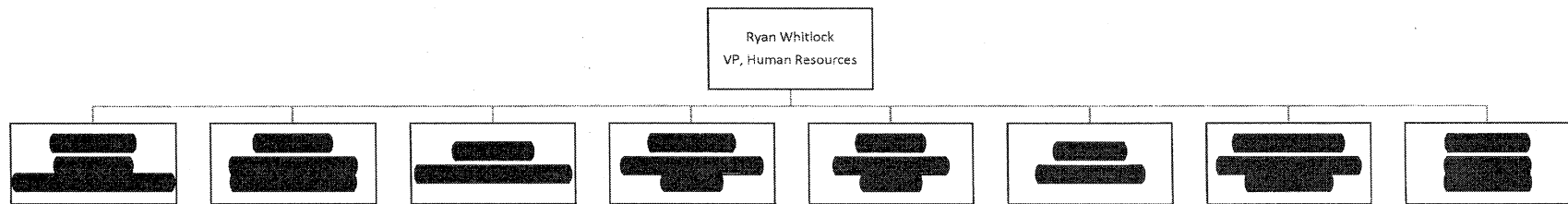
## Network Operations Organization



REDACTED Rebuttal Attachment MJS-4

# Consolidated Communications

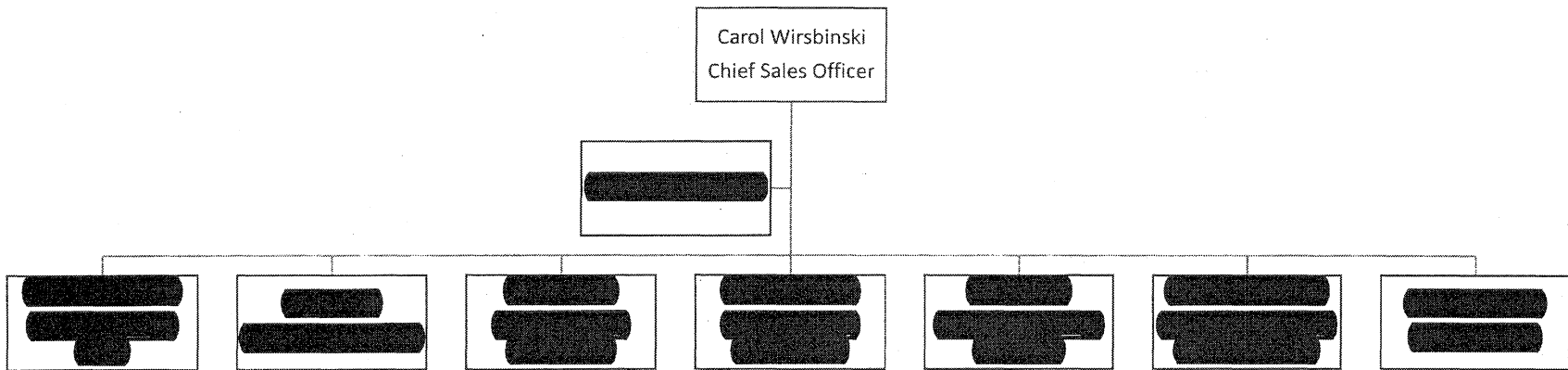
## Human Resources Organization



REDACTED Rebuttal Attachment MJS-4

# Consolidated Communications

## Sales Organization



REDACTED Rebuttal Attachment MJS-4

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