

Consolidated Communications Illinois Holdings, Inc.

Form 3/A

July 29, 2005

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *
Â Providence Equity Partners
IV, L.L.C.

(Last) (First) (Middle)

50 KENNEDY PLAZA

(Street)

PROVIDENCE,Â RÎÂ 02903

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
07/21/20053. Issuer Name **and** Ticker or Trading Symbol
Consolidated Communications Illinois Holdings, Inc.
[CNSL]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)
07/21/20056. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

7,564,759 (1)

I

See Footnotes (1) (2) (3)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Providence Equity Partners IV, L.L.C. 50 KENNEDY PLAZA PROVIDENCE, RI 02903	Â X	Â X	Â	Â

Signatures

James N. Pepin,
by POA 07/22/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Shares acquired pursuant to a reorganization as described in the Issuer's registration statement on Form S-1 (Registration No. 333-121086).

- Represents 7,540,438 shares of Common Stock held by Providence Equity Partners IV, L.P. and 24,321 shares of Common Stock held by Providence Operating Partners IV, L.P. The general partner of each of these entities is Providence Equity GP IV, L.P. and Providence Equity Partners IV, LLC is the general partner of Providence Equity GP IV, L.P. Providence Equity Partners IV, LLC has the sole power to direct the voting and disposition of the shares. As a result, each of the entities may be deemed to share beneficial ownership of the shares owned by the others. Each of the entities disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

- Mark A. Pelson is a director of the Issuer and a managing director of Providence Equity Partners IV, LLC and its affiliates ("Providence Equity") and holds a minority interest in the Providence Equity funds that own shares of the Issuer's Common Stock. As a result, Mr. Pelson may be deemed to share beneficial ownership of the shares of Common Stock owned by Providence Equity. Mr. Pelson disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that Mr. Pelson is the beneficial owner of the securities for purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein. Mr. Pelson will resign on the closing date of the issuer's initial public offering and thereby cease being a reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.