

Exhibit 1

MURTHA CULLINA LLP

A T T O R N E Y S A T L A W

ROBERT J. MUNNELLY, JR.
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(617) 210-7062 DIRECT FACSIMILE
RMUNNELLY@MURTHALAW.COM

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BOSTON, MASSACHUSETTS 02110-2320

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www.murthalaw.com

By Overnight Mail and E-Mail

September 19, 2008

Telecommunications Division
New Hampshire Public Utilities Commission
c/o Ms. Josie Gage, Utility Analyst III
21 South Fruit Street, Suite 10
Concord, NH 03301-2429

NHPUC SEP22'08 AM 11:04

Re: Amendment to CLEC Authorization
 of MetroCast Cablevision of New Hampshire, LLC

Dear Ms. Gage:

MetroCast Cablevision of New Hampshire, LLC ("MetroCast") seeks to amend its existing CLEC Authorization (No. C01-005-07) (dated April 11, 2007) for local and toll services, as follows, and requests confirmation by the Telecommunications Division ("Division") of the amended authorization:

1. In addition to its existing authority to serve all communities served by MetroCast in which Verizon is the incumbent local exchange carrier ("ILEC"), MetroCast plans to serve the several communities or portions thereof served by MetroCast in which Union Telephone Company ("Union"), a rural ILEC, is the incumbent. (An amended Form CLEC-10 Application for Registration that changes the proposed service area and an attached amended Exhibit A are affixed hereto as Attachment 1.)
2. MetroCast plans to employ its existing waivers of PUC Rule 432.01(a)(4) and 432.01(a)(5), granted in the public interest on May 17, 2007, to the communities in the expanded service area. (Copies of the May 17, 2007 Waiver granted and the original Petition for Waiver are attached for your information as Attachment 2.)

MetroCast will continue to use IDT for numbering and other telephony network services in the new expanded service area, as discussed in the May 17, 2007 letter from the Public Utilities Commission (Mr. Hackett) informing MetroCast of the grant of its original authorization request. It will also continue to use its existing rate schedule, contact information, surety bond, and other materials on file with the Commission.

BOSTON
1033396

HARTFORD

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STAMFORD

WOBURN

Telecommunications Division
September 19, 2008
Page 2

Please contact the undersigned if you have any questions. Otherwise, MetroCast appreciates the Division's prompt review and confirmation of the requested amendment to its CLEC Authorization.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Munnelly, Jr.', with a stylized, flowing script.

Robert J. Munnelly, Jr.

cc: Mr. Joshua Barstow, MetroCast (by mail)
Mr. Thomas Jordan, IDT (by mail)

Attachment 1

Amended CLEC-10

and

Exhibit A



NEW HAMPSHIRE PUBLIC UTILITIES COMMISSION
21 S. FRUIT ST., STE 10 CONCORD, NH 03301-2429
603-271-2431
www.puc.nh.gov

NHPUC Form CLEC-10
Application for Registration
Page 1 of 2
Puc 449.07
Rev. 12/06/04

CLEC APPLICATION FOR REGISTRATION

(Amended September 19, 2008)

1. General Information

Federal Identification Number 51-0379048

Date of Application September 19, 2008

Legal Name MetroCast Cablevision of New Hampshire, LLC

Trade Name (d/b/a)
in New Hampshire MetroCast Cablevision

Contact Person Josh Barstow

Complete
Mailing Address 9 Apple Road
Belmont, NH 03220

Phone Number 603-527-3632

Fax Number 603-524-5190

E-mail Address jbarstow@metrocast.com

2. History of Applicant

- a. Has the applicant, or have any of the general partners, corporate officers, director of the company, limited liability company managers or officers been convicted of any felony not annulled by a court? No
- b. In the past ten years, has the applicant, or have any of the general partners, corporate officers, director of the company, limited liability company managers or officers had any civil, criminal or regulatory sanctions or penalties imposed pursuant to any state or federal consumer protection law or regulation? No
- c. In the past ten years, has the applicant, or have any of the general partners, corporate officers, director of the company, limited liability company managers or officers settled any civil, criminal or regulatory investigation or complaint involving any state or federal consumer protection law or regulation? No
- d. Is the applicant, or are any of the general partners, corporate officers, director of the company, limited liability company managers or officers currently the subject of any pending civil, criminal or regulatory investigation or complaint involving any state or federal consumer protection law or regulation? No
- e. Has the applicant, or have any of the general partners, corporate officers, director of the company, limited liability company managers or officers been denied certification in any other state. No
- If so, please list each state. No
- f. If the answer to any of the questions in a through e above is yes, please attach an explanation.

If you have any questions, please call the New Hampshire Public Utilities Commission at 603-271-2431.
Please mail any documents to the above address.



NEW HAMPSHIRE PUBLIC UTILITIES COMMISSION
21 S. FRUIT ST., STE 10 CONCORD, NH 03301-2429
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NHPUC Form CLEC-10
Application for Registration
Page 2 of 2
Puc 449.07
Rev. 12/06/04

3. Service

List the three primary telecommunications services the company will provide:

- a. Local exchange telephone service
- b. IntraLATA toll service
- c. InterLATA toll service

Identify the applicant's proposed service area:

This applicant seeks authority to serve all communities served by MetroCast Cablevision, including with Verizon and with Union Telephone as the incumbent local exchange carrier. See Amended Exhibit A to this application (list of MetroCast Communities served by Verizon and Union, respectively).

4. Required Attachments

- a. A copy of the New Hampshire Secretary of State Certificate of Authority
- b. Proof of Surety Bond, if applicable
- c. Form CLEC-1, Contact Information
- d. A copy of the CLEC's complete rate schedule
- e. A copy of Form CLEC -11, Adoption of Uniform Tariff, if applicable

5. Compliance Statements

I attest that the applicant will comply with all applicable New Hampshire laws and all Commission policies, rules and orders. JSB (initial)[Puc 430.02]

I attest that the applicant has the necessary managerial qualifications, technical competence and financial resources to operate the CLEC for which the applicant seeks registration. JSB (initial)

I attest that the applicant agrees to use with the Verizon New Hampshire rates for intraLATA switched access, as filed in Tariff 85, including future changes, or charge a lower rate. In the event the applicant believes a higher rate is justified, the applicant will file a separate petition with evidence supporting the higher rate. JSB (initial)

6. Signature

I Josh Barstow, (name) declare under penalty of perjury that I am authorized to make this verification for and on behalf of the applicant; that I have read the information provided by the applicant in the foregoing document and any and all attachments, and am informed and believe the same are true, and on that ground, affirm that the matters stated herein are true.

Josh Barstow Signed Vice President of Advanced Services Title

Subscribed and sworn before me this 18 (day) of September (month) in the year 2008

County of New London

State of Connecticut

S.S. New London

Alga I. Concepcion
Notary Public/Justice of the Peace
My Commission expires NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 31, 2010

Exhibit A (Amended)

MetroCast Communities Served by FairPoint (f/k/a Verizon) as ILEC

Alexandria
Alton (excluding areas served by Union)
Barnstead
Barrington
Belmont
Bridgewater
Bristol
Center Harbor
Deerfield
Epsom
Farmington (excluding areas served by Union)
Franklin
Gilford
Gilmanton (excluding areas served by Union)
Hebron
Laconia
Meredith
Milton
New Durham
New Hampton
Northfield
Northwood
Pittsfield
Rochester
Sanbornton
Strafford (excluding areas served by Union)
Tilton
Wolfeboro

MetroCast Communities Served by Union as ILEC

Alton (excluding areas served by FairPoint/Verizon)
Barnstead
Center Barnstead
Farmington (excluding areas served by FairPoint/Verizon)
Gilmanton (excluding areas served by FairPoint/Verizon)
New Durham
Strafford (excluding areas served by FairPoint/Verizon)

Attachment 2

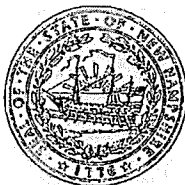
Waiver Under Rules 432.01(a)(4) & (5) Original MetroCast Request

CHAIRMAN
Thomas B. Getz

COMMISSIONERS
—aham J. Morrison
ifton C. Below

EXECUTIVE DIRECTOR
AND SECRETARY
Debra A. Howland

THE STATE OF NEW HAMPSHIRE



PUBLIC UTILITIES COMMISSION
21 S. Fruit Street, Suite 10
Concord, N.H. 03301-2429

Tel. (603) 271-2431

FAX (603) 271-3878

TDD Access: Relay NH
1-800-735-2964

Website:
www.puc.nh.gov

May 17, 2007

Mr. Robert J. Munnelly, Jr.
Murtha Cullina LLP
99 High Street
Boston, MA 02110-2320

RE: MetroCast Cablevision of New Hampshire
Request for Waiver of Administrative Rules Puc 432.01(4) & (5)

Dear Mr. Munnelly:

On April 9, 2007, MetroCast Cablevision of New Hampshire, LLC (MetroCast) filed a request for registration as a New Hampshire competitive local exchange carrier (CLEC). With the application, MetroCast filed a request for a waiver of Puc 432.01(4), which requires a CLEC to furnish customers with the opportunity to presubscribe to interLATA toll carriers, and Puc 432.01(5), which requires a CLEC to furnish customers with the opportunity to presubscribe to intraLATA toll carriers.

MetroCast proposes to limit its offering to a bundled service that includes local, interLATA and intraLATA service. The Commission's Telecom Division has reviewed the request and recommends approving the waiver as described in the company filing.

Pursuant to Puc 201.05(a), the Commission has determined that granting the requested waiver is in the public interest and will not disrupt the orderly and efficient resolution of matters before the Commission. Accordingly, the Commission will waive Puc 432.01(4) and Puc 432.01(5) relieving MetroCast of the obligation to offer presubscription to interLATA and intraLATA toll carriers.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Debra A. Howland".

Debra A. Howland
Executive Director and Secretary

Exhibit B

METROCAST CABLEVISION OF NEW HAMPSHIRE, LLC
Request for Waiver of PUC Rules 432.01(a)(4) and 432.01(a)(5))

As discussed with Staff and the Commission during Docket DT 06-169, Joint Petition of IDT America, Corp. and MetroCast Cablevision of New Hampshire, LLC for Expedited Relief in the Granting of Numbering Resources, MetroCast Cablevision of New Hampshire, LLC ("MetroCast") hereby requests a limited waiver pursuant to PUC Rule 201.05 ("Waiver Rules") of its obligations under PUC Rule 432.01 to furnish to customers with two aspects of "Basic Service," namely, "(4) the opportunity to presubscribe to interLATA toll carriers"; and "(5) the opportunity to presubscribe to intraLATA toll carriers."

As grounds for the waiver request, MetroCast states as follows:

1. The MetroCast telephone service that will be provided pursuant to the Application submitted herewith will be a bundled service that includes all of a customer's local, intraLATA toll and interLATA toll needs for a single price. It is unlikely that any customer will choose to forego the intraLATA and interLATA toll services bundled into the MetroCast price and, instead, presubscribe to duplicative intraLATA or interLATA toll services at substantial additional cost to the customer.
2. Furthermore, the MetroCast/IDT facilities that will be used to deliver services to MetroCast customers are not currently programmed to permit customers the option of presubscribing to another inter- or intraLATA toll provider. Such capabilities, while technically feasible given a substantial investment in time and resources,

should not be added at this time in light of the lack of customer benefits that would justify the associated costs.

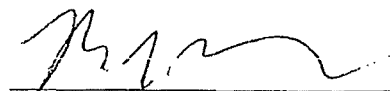
3. Waiver of these two limited rules is supported by the public interest and will not disrupt the orderly and efficient resolution of matters before the Commission, as required by PUC Rule 201.05(a).

4. Waiver is appropriate and necessary given that compliance would be excessively onerous and/or inapplicable with respect to MetroCast's proposed bundled service offering. Furthermore, the underlying purpose of the Commission's Rule 432.01 is satisfied as customers are free to utilize incumbent or competitive service offerings with presubscription if they want to take advantage of a particular intraLATA or interLATA provider.

Accordingly, for the reasons described above, MetroCast requests that the Commission grant it a waiver of PUC Rules 432.01(4) and 432.01(5). Please contact the undersigned counsel if there are any questions about this waiver request.

MetroCast Cablevision of New Hampshire, LLC

By its attorneys



Robert J. Munnelly, Jr.
Murtha Cullina LLP
99 High Street, 20th Floor
Boston, MA 02110
617-457-4000
rmunnelly@murthalaw.com

DATE: April 6, 2007

STATE OF NEW HAMPSHIRE
BEFORE THE
PUBLIC UTILITIES COMMISSION

DT 06-169

Joint Petition of IDT America, Corp.
and MetroCast Cablevision of New Hampshire, LLC
for Expedited Relief
in the Granting of Numbering Resources

DT 06 169
1
Jordan, Barstow,
Bailey, G. Marra

SETTLEMENT AGREEMENT

On this 19th day of January, 2007, IDT America, Corp. ("IDT") and MetroCast Cablevision of New Hampshire, LLC ("MetroCast"), joint petitioners in the above captioned docket, and the Staff ("Staff") of the New Hampshire Public Utilities Commission ("Commission"), stipulate and agree as follows:

1. This Settlement Agreement ("the Agreement") concerns the conditions under which IDT will be able to obtain numbering resources for the purpose of being able to provide service to MetroCast end-user customers located in areas in New Hampshire. As IDT and MetroCast indicated in the Joint Petition submitted on December 14, 2006, IDT plans to provide MetroCast with connectivity to the Public Switched Telephone Network ("PSTN"), local number port-in and port-out, enhanced 911 interconnection, operator/directory assistance, directory listings, and the necessary numbering resources to serve MetroCast end-user customers located in MetroCast's service area in New Hampshire. IDT will provide an end-to-end solution by integrating the IP platform to deliver a fully automated digital phone and high-speed data provisioning solution including PSTN service activation and interconnection. MetroCast's two-way cable plant will be used for an IP-based cable telephony solution.

2. For purposes of this Agreement, MetroCast agrees that it will register for competitive local exchange carrier ("CLEC") status in New Hampshire pursuant to Puc 431.01, will file a telephony rate schedule with the Commission, and will comply with the numbering resource commitments contained herein. In the event the Commission, the Federal Communications Commission ("FCC") or a court of competent jurisdiction determines the service described herein is not subject to state commission jurisdiction, IDT and MetroCast will continue to honor the terms of this Agreement with respect to any numbers obtained pursuant to the Agreement. In the event of such a Commission, FCC or court determination, IDT and MetroCast would obtain any future numbering resources in accordance with such determination. Staff agrees that it will expeditiously review and issue a CLEC authorization number to MetroCast provided that it meets all Commission requirements contained in Puc 431.01 and Puc 431.02.

3. IDT agrees that any telephone numbers assigned to it for the exchanges in which MetroCast has customers will be used only for the IP-based cable telephony end-users of MetroCast, and will only be geographically assigned to New Hampshire end-users, based on the

ADF
[Signature]

rate center of the end-user's physical location. IDT further agrees that it will not assign numbers obtained under this Agreement to any Net2Phone customers.

4. In the event IDT seeks numbering resources in New Hampshire to implement a partnership other than with MetroCast, it will do so only upon Commission approval. In the event MetroCast seeks to request numbering resources independently of IDT, it will do so only upon Commission or Staff approval.

5. IDT also agrees to follow all published requirements for the conservation of numbers, including the reclamation of unused numbers, consistent with the requirements imposed on IDT when its CLEC authority was granted in Order No. 24,124. For purposes of this Agreement and only for numbers obtained under this Agreement, IDT will file with Staff copies of all number utilization forms submitted to Neustar, or its successor, in a timely manner as determined by Staff. Upon written request, IDT will provide Staff, subject to federal and state privacy requirements, end-user names and addresses for all telephone numbers assigned pursuant to this Agreement ("Protected Information"), subject to the following: This Protected Information shall be provided to designated Staff under seal in an envelope marked "Confidential" and shall be treated by Staff and the Commission as confidential and proprietary information, and reviewed only for the sole purpose of demonstrating compliance with this Agreement. Further, Staff and the Commission shall take all necessary steps under applicable law to ensure that the Protected Information is not disclosed to persons or entities other than designated Staff and the Commission, IDT and MetroCast. IDT also recognizes that its use of numbering resources is subject to audit by the Staff or the number pooling administrator.

6. Staff agrees that it will expeditiously approve IDT's request for numbering resources for the purpose outlined above. IDT agrees that it will follow all published requirements for the obtaining of numbering resources and abide by the commitments contained in this Agreement.

7. IDT and MetroCast agree that any violation of the commitments contained in this Agreement would constitute "good cause" under Puc 431.19 which would subject the party committing the violation to the provisions and consequences contained therein.

8. IDT, MetroCast and Staff agree to jointly recommend that the Commission expeditiously approve this Agreement.

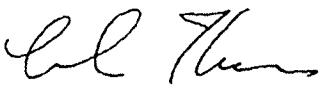
9. This Agreement is expressly conditioned upon the Commission's acceptance of all its provisions without change or condition. If the Commission does not accept this Agreement in its entirety, without change or condition, and IDT or MetroCast and Staff, or any of them, are unable to agree with all of said changes or conditions within ten (10) days of the Commission's decision, this Agreement shall be deemed to be withdrawn and shall not constitute any part of the record in this proceeding and shall not be used for any other purpose. The making of this Agreement shall not be deemed in any respect to constitute an admission by any party that any allegation or contention in these proceedings is true or valid. The Commission's acceptance of this Agreement does not constitute continuing approval of, or precedent regarding, any particular principle or issue in this proceeding, but such acceptance does constitute a determination that (as the parties believe) the provisions set forth herein in their totality are just and reasonable.

12/10/03

In witness whereof, the Staff, IDT and MetroCast, signing below have caused this Agreement to be executed as of the date referenced above.

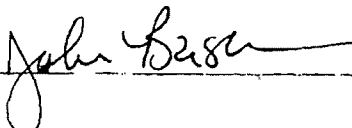
IDT America, Corp.

Dated: January 19, 2007

By: 

MetroCast Cablevision of New Hampshire, LLC

Dated: January 19, 2007

By: 

Staff of the New Hampshire Public Utilities Commission

Dated: January 19, 2007

By: 