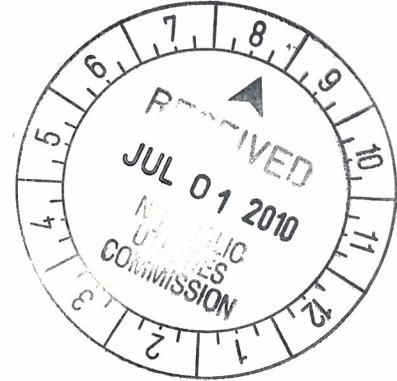


July 1, 2010

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VIA HAND DELIVERY

Debra A. Howland, Executive Director & Secretary
New Hampshire Public Utilities Commission
21 S. Fruit Street, Suite 10
Concord, NH 03301



Re: DT 10-025 FairPoint Communications, Inc., et al. – Reorganization

Dear Ms. Howland:

This letter is written on behalf of FairPoint Communications, Inc., Northern New England Telephone Operations LLC and Northland Telephone Company of Maine, Inc., joint petitioners in the above-docketed proceeding (the “Joint Petitioners”).

As the New Hampshire Public Utilities Commission (the “Commission”) is aware, there were discussions during the course of the hearings in this proceeding with regard to the retention of jurisdiction provisions in Section XV of the Second Amended Joint Plan of Reorganization under the Bankruptcy Code (the “Plan”) of FairPoint Communications, Inc., et al. Capitalized terms not otherwise defined in this letter are used with the meanings set forth in the Plan.

The Joint Petitioners in this docket have continued to conduct discussions with the staff members, designated as staff advocates (the “Staff Advocates”) and the legal representatives of the State of New Hampshire. In light of the foregoing discussions, the Joint Petitioners represent to this Commission that if this Commission approves the NHPUC Regulatory Settlement and grants the other approvals requested by the Joint Petitioners (without revisions or further conditions), FairPoint Communications, Inc. will prepare and file with the Bankruptcy Court the following amendments to the Plan:

1. The Plan will be amended by inserting immediately following Section 16.17, the following new Section 16.18:

16.18

Except with respect to the process for allowance or disallowance of Claims asserted by any entity (other than the NHPUC) against any of the

Debtors with respect to any period prior to the Effective Date, and notwithstanding anything to the contrary in this Plan (including Section XV), nothing herein shall (I) prior to the Effective Date, confer exclusive jurisdiction upon the Bankruptcy Court with respect to the Regulatory Settlements, or (II) from and after the Effective Date, confer jurisdiction upon the Bankruptcy Court with respect to the oversight and regulation of the business or operations of the Reorganized FairPoint or issues arising out of, or with respect to the implementation and enforcement of, the Regulatory Settlements; and provided further that all reservations of rights with respect to the jurisdiction contained in the Regulatory Settlements or otherwise made in the record of the Bankruptcy Court during the Chapter 11 case shall remain in full force and effect.

2. The Plan will be amended by deleting the last paragraph of Section 14.2 in its entirety and replacing it with the following:

For the avoidance of doubt, this Section 14.2 shall not limit the implementation of the NHPUC Regulatory Settlement or, as to the business and activities of FairPoint in New Hampshire as conducted on and after the Effective Date of the Plan, the application and enforcement of applicable state law (consistent with the provisions of the NHPUC Regulatory Settlement) with respect to the regulation of FairPoint by any New Hampshire governmental unit, including the NHPUC.

3. The Plan will be amended by deleting the last paragraph of Section 14.4 in its entirety and replacing it with the following:

For the avoidance of doubt, this Section 14.4 shall not limit the implementation of the NHPUC Regulatory Settlement or, as to the business and activities of FairPoint in New Hampshire as conducted on and after the Effective Date of the Plan, the application and enforcement of applicable state law (consistent with the provisions of the NHPUC Regulatory Settlement) with respect to the regulation of FairPoint by any New Hampshire governmental unit, including the NHPUC.

FairPoint Communications, Inc. will also make conforming changes to the proposed Confirmation Order.

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I am authorized to state that the Staff Advocates have reviewed the letter and concur that it addresses their concerns regarding Section XV of the Plan. I am also authorized to state that these amendments to the Plan are acceptable to the representatives of FairPoint's secured lenders.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Fred J. Coolbroth".

Frederick J. Coolbroth

FJC:kaa

cc: Electronic Service List