

## ATTACHMENT 1

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Section 63.24 of the Commission’s rules, 47 C.F.R. § 63.24, the Applicant and FairPoint Communications, Inc. (“FairPoint”) hereby request Commission consent: (i) to assign the international Section 214 authorization(s) listed on the attached form to the Applicant from the Applicant as debtor-in-possessor; and (ii) to transfer control of FairPoint and the Applicant from FairPoint’s existing shareholders to FairPoint’s existing secured lenders (collectively, the “Proposed Transaction”).

### Answer to Question 10

#### Contact Information for All Parties to this Application:

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#### Prior International Section 214 Authorizations:

The following direct and indirect subsidiaries of FairPoint hold international Section 214 authorizations (each as a debtor in possession):

<b><u>Operating Company</u></b>	<b><u>FCC File No.</u></b>	<b><u>Service(s) Authorized</u></b>
BE Mobile Communications, Incorporated	ITC-214-19970710-00391	Global resale service
Berkshire Cable Corp.	ITC-214-19970416-00213	Global resale service
Chautauqua & Erie Communications, Inc.	ITC-214-19940509-00155	Global or limited global resale service
Comerco, Inc.	ITC-214-20030521-00254	Global or limited global resale service
C-R Long Distance, Inc.	ITC-214-19960404-00139; ITC-214-20000320-00156	Global or limited global resale service
El Paso Long Distance Company	ITC-214-19960626-00271	Individual switched resale service
Elltel Long Distance Corp.	ITC-214-19981228-00891	Global or limited global resale service
Enhanced Communications of Northern New England Inc.	ITC-214-20070206-00437	Global facilities-based and resale service
FairPoint Carrier Services, Inc.	ITC-214-19980610-00403	Global resale service
Fretel Communications, LLC	ITC-214-19990125-00037	Global or limited global resale service
Germantown Long Distance Company	ITC-214-19970113-00018	Global resale service
GTC, Inc.	ITC-214-20011019-00531	Global or limited global resale service
Marianna Tel, Inc.	ITC-214-20011025-00599	Global or limited global resale service
Northern New England Telephone Operations LLC	ITC-214-20030516-00243	Global or limited global facilities-based service
Orwell Communications, Inc.	ITC-214-20001019-00628	Global or limited global resale service
Peoples Mutual Long Distance Company	ITC-214-20001207-00717	Global or limited global resale service
Quality One Technologies, Inc.	ITC-214-19990713-00464	Global or limited global resale service
ST Long Distance, Inc.	ITC-214-19961118-00578	Global resale service
St. Joe Communications, Inc.	ITC-T/C-20000224-00119	Global or limited global resale service and individual switched and special access service
Taconic TelCom Corp.	ITC-214-19970219-00095	Global resale service
UI Long Distance, Inc.	ITC-214-20030206-00049	Global or limited global resale service

Answer to Question 11

The Applicant is wholly-owned by FairPoint, a corporation formed under the laws of Delaware. FairPoint, through its direct and wholly-owned Subsidiaries, is a leading provider of a full range of communications services to residential and business customers, including local and long-distance voice, data, Internet, television and broadband. FairPoint operates 33 local exchange companies in 18 states. With approximately 1.6 million access line equivalents, FairPoint is the seventh largest telecommunications holding company in the United States.

The principal business of FairPoint and each Subsidiary is the provision of wireline telecommunications and information services. FairPoint's headquarters address, and the address of each Subsidiary for notice purposes, is: 521 East Morehead Street, Suite 250, Charlotte, NC 28202.

FairPoint is a widely-held, publicly-traded corporation. Upon consummation of the Proposed Transaction as of the effective date of FairPoint's emergence from bankruptcy (the "Effective Date"), all existing equity interests in FairPoint will be cancelled and extinguished, and new common stock of FairPoint will be issued to certain holders of FairPoint's secured debt and unsecured indebtedness. FairPoint's common stock will be listed on a national securities exchange as of the Effective Date, which will require that FairPoint have at least 400 shareholders.

It is expected that only a single investor group, ultimately controlled personally by Messrs. John M. Angelo and Michael L. Gordon (collectively "Angelo Gordon"), will own or control a 10 percent or greater ownership interest in FairPoint. More specifically, investment fund vehicles directly or indirectly controlled by AG Funds, L.P. (which, as explained below, ultimately is controlled by Angelo Gordon) will hold an aggregate beneficial equity interest in FairPoint of approximately 15 percent. None of these investment fund vehicles individually, and no other subsidiary of AG Funds, L.P., will itself hold a 10 percent or greater ownership interest in FairPoint.

The name, address, citizenship, and principal business of AG Funds, L.P. are as follows:

Name:	AG Funds, L.P.
Principal Business:	Management Company
Address:	c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 26 <sup>th</sup> Floor New York, NY 10167
Citizenship:	Delaware
Ownership Interest:	Approximately 15 percent

The general partner of AG Funds, L.P. is AG Funds GP, L.P.<sup>1</sup> The name, address, citizenship, and principal business of AG Funds GP, L.P. are as follows:

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<sup>1</sup> The sole limited partner of AG Funds, L.P. is insulated, and in any event holds only a *de minimis* equity interest in AG Funds, L.P.

Name: AG Funds GP, L.P.  
Principal Business: Management Company  
Address: c/o Angelo, Gordon & Co., L.P.  
245 Park Avenue, 26<sup>th</sup> Floor  
New York, NY 10167  
Citizenship: Delaware  
Ownership Interest: Approximately 15 percent

The sole general partner of AG Funds GP, L.P. is JM Funds LLC.<sup>2</sup> The name, address, citizenship, and principal business of JM Funds LLC are as follows:

Name: JM Funds LLC  
Principal Business: Management Company  
Address: c/o Angelo, Gordon & Co., L.P.  
245 Park Avenue, 26<sup>th</sup> Floor  
New York, NY 10167  
Citizenship: Delaware  
Ownership Interest: Approximately 15 percent

The two members of JM Funds LLC, each of which may be deemed to control that entity, are John M. Angelo and Michael L. Gordon. The name, address, citizenship, and principal business of these individuals are as follows:

Name: John M. Angelo  
Principal Business: Investment Manager  
Address: c/o Angelo, Gordon & Co., L.P.  
245 Park Avenue, 26<sup>th</sup> Floor  
New York, NY 10167  
Citizenship: United States  
Ownership Interest: Approximately 15 percent

Name: Michael L. Gordon  
Principal Business: Investment Manager  
Address: c/o Angelo, Gordon & Co., L.P.  
245 Park Avenue, 26<sup>th</sup> Floor  
New York, NY 10167  
Citizenship: United States  
Ownership Interest: Approximately 15 percent

Following consummation of the Proposed Transaction, FairPoint will have no interlocking directorates, and each of FairPoint's current Chief Executive Officer, Chief Financial Officer, President, and Chairman of the Board will continue to serve in those capacities.

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<sup>2</sup> With the exception of John M. Angelo and Michael L. Gordon, no limited partner of AG Funds GP, LLP would hold an ownership interest in FairPoint of 10 percent or greater.

FairPoint's interest in the Applicant may be held through one or more wholly-owned holding companies directly or indirectly owning 100 percent of the equity in that Applicant. Each such holding company: (i) is formed under the laws of the United States; (ii) as its principal business, serves as a holding company for a wireline telecommunications and/or information services provider; and (iii) has the address for notice purposes listed above for FairPoint. The name of each such holding company and its state of formation, if applicable, is specified in the following table:

<b><u>Applicant Name</u></b>	<b><u>State of Formation</u></b>	<b><u>Holding Companies (If Any)<sup>3</sup></u></b>	<b><u>State of Formation</u></b>
BE Mobile Communications, Incorporated	PA	Bentleyville Communications Corporation	PA
		MJD Ventures, Inc.	DE
Berkshire Cable Corp.	NY	Berkshire Telephone Corporation	NY
		MJD Ventures, Inc.	DE
Chautauqua & Erie Communications, Inc.	NY	Chautauqua and Erie Telephone Corporation	NY
		MJD Ventures, Inc.	DE
Comerco, Inc.	WA	MJD Ventures, Inc.	DE
C-R Long Distance, Inc.	IL	C-R Communications, Inc.	IL
		MJD Ventures, Inc.	DE
El Paso Long Distance Company	IL	Ravenswood Communications, Inc.	IL
		MJD Services Corp.	DE
Elltel Long Distance Corp.	DE	Ellensburg Telephone Company	WA
		MJD Ventures, Inc.	DE
Enhanced Communications of Northern New England Inc.	DE	N/A	N/A
FairPoint Carrier Services, Inc.	DE	N/A	N/A
Fretel Communications, LLC	ID	MJD Ventures, Inc.	DE
Germantown Long Distance Company	OH	The Germantown Independent Telephone Company	OH
		MJD Ventures, Inc.	DE

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<sup>3</sup> Multiple holding companies are listed, in order, from the direct holding company up the ownership chain.

GTC, Inc.	FL	St. Joe Communications, Inc.	FL
		GTC Communications, Inc.	DE
		MJD Ventures, Inc.	DE
Marianna Tel, Inc.	PA	Marianna Scenery Hill Telephone Company	PA
		MJD Ventures, Inc.	DE
Northern New England Telephone Operations LLC	DE	N/A	N/A
Orwell Communications, Inc.	OH	The Orwell Telephone Company	OH
		MJD Ventures, Inc.	DE
Peoples Mutual Long Distance Company	VA	Peoples Mutual Telephone Company	VA
		MJD Ventures, Inc.	DE
Quality One Technologies, Inc.	OH	The Columbus Grove Telephone Company	OH
		MJD Ventures, Inc.	DE
ST Long Distance, Inc.	DE	ST Enterprises, Ltd.	KS
St. Joe Communications, Inc.	FL	GTC Communications, Inc.	DE
		MJD Ventures, Inc.	DE
Taconic TelCom Corp.	NY	Taconic Telephone Corp.	NY
		MJD Ventures, Inc.	DE
UI Long Distance, Inc.	ME	Utilities, Inc.	ME
		MJD Ventures, Inc.	DE

**Answer to Question 13**

On October 26, 2009, FairPoint and all of its direct and indirect subsidiaries filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The cases are being jointly administered by the Bankruptcy Court under the caption In re FairPoint Communications, Inc., Case No. 09-16335 (the “Chapter 11 Cases”). The Company continues to operate its business and manage its properties, with FairPoint and each Subsidiary operating as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The filing of the Chapter 11 Cases resulted in the involuntary, *pro forma* assignment of the Commission licenses and authorizations held by each of FairPoint’s direct and indirect subsidiaries (*i.e.*, from subsidiary X to subsidiary X as Debtor-in-Possession), of which the Commission was properly notified.

On May 14, 2010, the Bankruptcy Court issued an Order substantially approving the Debtors’ Modified Second Amended Joint Plan of Reorganization Under Chapter 11 of the

Bankruptcy Code, dated as of March 10, 2010, as modified on May 7, 2010 (the “Plan”).<sup>4</sup> A copy of the Order is attached hereto as Exhibit A. Pursuant to the Plan, and as of the Effective Date, all existing equity interests in FairPoint will be cancelled and extinguished, and a single class of new voting common stock in FairPoint will be issued to certain holders of FairPoint’s secured debt and unsecured indebtedness, as well as certain members of FairPoint’s management team. The secured lenders will hold roughly 92 percent of this stock.

The expeditious approval of the Proposed Transaction would serve the public interest by allowing FairPoint to exit bankruptcy quickly while substantially reducing its debt burden and restructuring its operations in order to continue to provide efficient and effective service to the public.

**Answer to Question 20**

The Applicant is not seeking streamlined treatment of this application, but respectfully requests that the Commission expedite its processing of this application to enable the Company to exit bankruptcy and deliver the resulting public interest benefits as soon as possible.

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<sup>4</sup> The May 14, 2010 Order provides, among other things, that (i) the record of the Plan confirmation hearing is closed, and (ii) all parties in interest are precluded from raising any objections to confirmation other than with respect to certain discrete regulatory settlements, thereby substantially approving the Plan.

# **EXHIBIT A**



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
: **Chapter 11**  
: **Case No. 09-16335 (BRL)**  
: **(Jointly Administered)**  
: **Debtors.**  
: **Debtor.**  
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**ORDER UNDER BANKRUPTCY CODE SECTIONS 105(a) AND 1129 AND  
BANKRUPTCY RULES 3019(a) AND 9014  
REGARDING PLAN CONFIRMATION PROCESS**

Upon consideration of (i) the *Debtors' Modified Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code*, dated as of March 10, 2010, as modified on May 7, 2010, and (ii) the *Debtors' Plan Supplement*, dated April 23, 2010, and May 7, 2010, all as they may be subsequently amended or modified in accordance with their respective terms and the Bankruptcy Code ((i) and (ii) collectively, the "Plan"), proposed and filed by FairPoint Communications, Inc. ("FairPoint Communications") and its affiliated debtors, as Debtors-in-Possession<sup>1</sup> (collectively, "FairPoint"); and that, on May 11, 2010, the Court commenced the hearing to consider confirmation of the Plan (the "Phase I Confirmation Hearing"); and upon the arguments of counsel and the evidence proffered and adduced at the Phase I Confirmation Hearing; and the Court having found and determined that the modifications to the Plan and the Plan Supplement that were filed with the Court on May 7, 2010 and/or described on the record at the Phase I Confirmation Hearing (collectively, the "Modifications") do not adversely change the treatment of the claim of any creditor entitled to vote to accept or reject the Plan; and the Court having found and determined that the Modifications are in the best

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

interests of FairPoint, its estates, its creditors, and all parties in interest; and due notice of the Phase I Confirmation Hearing having been provided to holders of Claims against and Equity Interests in FairPoint and other parties in interest, as established by the certificate of service and mailing filed with the Bankruptcy Court (Docket Nos. 972, 1250, 1006 and 1007), and such notice being sufficient, and no further notice being required; and based upon and after full consideration of the entire record of the Phase I Confirmation Hearing; and the Court having considered all objections to confirmation of the Plan (the “Objections”); and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Modifications are approved pursuant to Bankruptcy Rule 3019(a) and the Plan with the Modifications thereto is hereby deemed accepted by all creditors who have previously accepted the Plan.

2. The record of the Phase I Confirmation Hearing is hereby closed.

3. Except to the extent set forth below or in that certain Stipulation and Agreed Order (Docket No. 824, the “Regulatory Stipulation”) among FairPoint and the Maine Public Utilities Commission, the Staff Advocates of the New Hampshire Public Utilities Commission and the Vermont Department of Public Service and/or Vermont Public Service Board, and the Maine Office of the Public Advocate (collectively the “Regulators”), all Objections to confirmation of the Plan that have not been withdrawn or resolved prior to the entry of this Order are overruled in all respects for the reasons set forth in the record of the Phase I Confirmation Hearing, which record is incorporated herein by reference, and all withdrawn objections, if any, are deemed withdrawn with prejudice.

4. No creditor or equity security holder of FairPoint shall be heard with respect to any matter related to confirmation of the Plan except as follows: (a) the Regulatory

Settlements and any and all objections of the Regulators, to the extent provided in the Regulatory Stipulation and to the extent set forth on the record at the Phase I Confirmation Hearing, are hereby reserved for consideration by the Court at a later date (except as to the Court's ruling on FairPoint's compliance with Bankruptcy Rule 3019(a) set forth in paragraph 1 above); and (b) any objections that Verizon Communications Inc. and its affiliates may have to the Litigation Trust Agreement or Section 11.4 of the Plan and any responses thereto are hereby reserved; *provided however*, that Verizon shall provide to FairPoint's counsel by e-mail a list of any section in the Litigation Trust Agreement other than 1.8 to which it objects and the basis for that objection by no later than 12:00 noon Eastern Time on May 14, 2010.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: May 14, 2010  
New York, New York

/s/Burton R. Lifland  
HONORABLE BURTON R. LIFLAND  
UNITED STATES BANKRUPTCY JUDGE