

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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DIVISION OF
ADMINISTRATIVE SERVICES
Chapter 11
100000-07

In re:

FAIRPOINT COMMUNICATIONS, INC., *et al.*,
Debtors.

Case No. 09-16335 (BRL)
(Jointly Administered)

**NOTICE OF (I) APPROVAL OF SECOND AMENDED DISCLOSURE STATEMENT;
(II) ESTABLISHMENT OF VOTING RECORD DATE; (III) PROCEDURES AND
DEADLINE FOR VOTING ON SECOND AMENDED PLAN; AND (IV) HEARING ON
CONFIRMATION OF PLAN AND PROCEDURES FOR OBJECTIONS**

TO PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:

Name of Debtor Entities and Case Numbers

DEBTOR NAME	CASE NUMBER
C & E COMMUNICATIONS, LTD.	09-16333-BRL
BERKSHIRE NEW YORK ACCESS, INC.	09-16334-BRL
FAIRPOINT COMMUNICATIONS, INC.	09-16335-BRL
BE MOBILE COMMUNICATIONS, INCORPORATED	09-16336-BRL
BENTLEYVILLE COMMUNICATIONS CORPORATION	09-16337-BRL
BERKSHIRE CABLE CORP.	09-16338-BRL
BERKSHIRE CELLULAR, INC.	09-16339-BRL
BERKSHIRE NET, INC.	09-16340-BRL
BERKSHIRE TELEPHONE CORPORATION	09-16341-BRL
BIG SANDY TELECOM, INC.	09-16342-BRL
BLUESTEM TELEPHONE COMPANY	09-16343-BRL
COLUMBINE TELECOM COMPANY	09-16344-BRL
COMERCO, INC.	09-16345-BRL
COMMTEL COMMUNICATIONS INC.	09-16346-BRL
COMMUNITY SERVICE TELEPHONE CO.	09-16347-BRL
EL PASO LONG DISTANCE COMPANY	09-16348-BRL
ENHANCED COMMUNICATIONS OF NORTHERN NEW ENGLAND INC.	09-16349-BRL
EXOP OF MISSOURI, INC.	09-16350-BRL
FAIRPOINT BROADBAND, INC.	09-16351-BRL
FAIRPOINT CARRIER SERVICES, INC.	09-16352-BRL
FAIRPOINT COMMUNICATIONS MISSOURI, INC.	09-16353-BRL
FAIRPOINT COMMUNICATIONS SOLUTIONS CORP. - NEW YORK	09-16354-BRL
FAIRPOINT COMMUNICATIONS SOLUTIONS CORP. - VIRGINIA	09-16355-BRL
FAIRPOINT LOGISTICS, INC.	09-16356-BRL
FAIRPOINT VERMONT, INC.	09-16357-BRL
FREMONT BROADBAND, LLC	09-16358-BRL
FREMONT TELCOM CO.	09-16359-BRL
GTC COMMUNICATIONS, INC.	09-16360-BRL
YCOM NETWORKS, INC.	09-16361-BRL
UNITE COMMUNICATIONS SYSTEMS, INC.	09-16362-BRL
THE EL PASO TELEPHONE COMPANY	09-16363-BRL
ODIN TELEPHONE EXCHANGE, INC.	09-16364-BRL
NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC	09-16365-BRL

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DEBTOR NAME	CASE NUMBER
MJD SERVICES CORP.	09-16366-BRL
GTC FINANCE CORPORATION	09-16367-BRL
GTC, INC.	09-16368-BRL
PEOPLES MUTUAL LONG DISTANCE COMPANY	09-16369-BRL
PEOPLES MUTUAL SERVICES COMPANY	09-16370-BRL
PEOPLES MUTUAL TELEPHONE COMPANY	09-16371-BRL
RAVENSWOOD COMMUNICATIONS, INC.	09-16372-BRL
YATES CITY TELEPHONE COMPANY	09-16373-BRL
CHOUTEAU TELEPHONE COMPANY	09-16374-BRL
CHAUTAUQUA AND ERIE TELEPHONE CORPORATION	09-16375-BRL
CHINA TELEPHONE COMPANY	09-16376-BRL
GITCO SALES, INC.	09-16377-BRL
GIT-CELL, INC.	09-16378-BRL
GERMANTOWN LONG DISTANCE COMPANY	09-16379-BRL
FRETEL COMMUNICATIONS, LLC	09-16380-BRL
ELLTEL LONG DISTANCE CORP.	09-16381-BRL
ELLENSBURG TELEPHONE COMPANY	09-16382-BRL
C-R TELEPHONE COMPANY	09-16384-BRL
C-R LONG DISTANCE, INC.	09-16386-BRL
C-R COMMUNICATIONS, INC.	09-16387-BRL
MAINE TELEPHONE COMPANY	09-16388-BRL
SUNFLOWER TELEPHONE COMPANY, INC.	09-16389-BRL
MARIANNA AND SCENERY HILL TELEPHONE COMPANY	09-16391-BRL
MARIANNA TEL, INC.	09-16392-BRL
STANDISH TELEPHONE COMPANY	09-16394-BRL
ST LONG DISTANCE, INC.	09-16395-BRL
ST ENTERPRISES, LTD.	09-16397-BRL
ST COMPUTER RESOURCES, INC.	09-16398-BRL
SIDNEY TELEPHONE COMPANY	09-16399-BRL
UTILITIES, INC.	09-16400-BRL
TELEPHONE SERVICE COMPANY	09-16401-BRL
MJD VENTURES, INC.	09-16402-BRL
NORTHLAND TELEPHONE COMPANY OF MAINE, INC.	09-16404-BRL
THE ORWELL TELEPHONE COMPANY	09-16405-BRL
QUALITY ONE TECHNOLOGIES, INC.	09-16406-BRL
TACONIC TECHNOLOGY CORP.	09-16407-BRL
TACONIC TELCOM CORP.	09-16408-BRL
TACONIC TELEPHONE CORP.	09-16409-BRL
TELEPHONE OPERATING COMPANY OF VERMONT LLC	09-16410-BRL
ORWELL COMMUNICATIONS, INC.	09-16411-BRL
THE COLUMBUS GROVE TELEPHONE COMPANY	09-16412-BRL
THE GERMANTOWN INDEPENDENT TELEPHONE COMPANY	09-16413-BRL
UI COMMUNICATIONS, INC.	09-16414-BRL
UI LONG DISTANCE, INC.	09-16415-BRL
UI TELECOM, INC.	09-16416-BRL
ST. JOE COMMUNICATIONS, INC.	09-16423-BRL
CHAUTAUQUA & ERIE COMMUNICATIONS, INC.	09-16424-BRL

PLEASE TAKE NOTICE THAT:

1. **Approval of Disclosure Statement.** On March 11, 2010, the United States Bankruptcy Court for the Southern District of New York (the "Court") entered an order (the "Disclosure Statement Order") approving the Second Amended Disclosure Statement for the Debtors' Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (respectively, as may be further amended, the "Disclosure Statement" and the "Plan") filed by FairPoint Communications, Inc. ("FairPoint Communications") and its affiliated debtors, as debtors in possession (collectively, "FairPoint"). The Disclosure Statement Order authorizes FairPoint to solicit votes to accept or reject the Plan pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. **Confirmation Hearing.** The hearing (the “Confirmation Hearing”) to consider the confirmation of the Plan shall be held on **May 11, 2010 at 10:00 a.m. (Eastern Time)**, before the Honorable Burton R. Lifland, United States Bankruptcy Judge, in Room 623 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by FairPoint in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing. FairPoint may modify the Plan, if necessary, prior to, during, or as a result of the Confirmation Hearing in accordance with the terms of the Plan without further notice.

3. **Record Date for Voting Purposes.** Holders of claims in Class 4 (Allowed Prepetition Credit Agreement Claims) and Class 7 (FairPoint Communications Unsecured Claims) on **March 18, 2010** (the “Voting Record Date”) are entitled to vote on the Plan.

4. **Voting Procedures.** If you are entitled to vote you will receive a solicitation package which shall include a copy of (a) the Disclosure Statement Order, (b) this Notice, (c) the Disclosure Statement, attached to which is the Plan, and (d) a Ballot (the “Ballot”). Please review the Ballot for specific instructions as to how to vote. Failure to follow the voting instructions may disqualify your vote.

5. **Voting Deadline.** The deadline to vote on the Plan is **April 28, 2010 at 4:00 p.m. (Eastern Time)** (the “Voting Deadline”). FairPoint’s voting agent, BMC Group, Inc. (the “Voting Agent”), must receive your ballot by the Voting Deadline otherwise your vote will not be counted.

6. **Parties in Interest Not Entitled to Vote.** Holders of claims in Class 1 (Other Priority Claims), Class 2 (Secured Tax Claims), Class 3 (Other Secured Claims), Class 5 (Legacy Subsidiary Unsecured Claims), Class 6 (NNE Subsidiary Unsecured Claims), Class 8 (Convenience Claims), Class 9 (Subordinated Securities Claims), Class 10 (Subsidiary Equity Interests), and Class 11 (Old FairPoint Equity Interests) are not entitled to vote on the Plan. Such holders will receive an appropriate Notice of Non-Voting Status instead of a Ballot. If you have timely filed a proof of claim and disagree with FairPoint’s classification of, objection to, or request for estimation of, your claim and believe that you should be entitled to vote on the Plan, then you must serve FairPoint and attorneys to the official committee of unsecured creditors, and file with the Court (with a copy to Chambers) a motion (a “Rule 3018(a) Motion”) for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before the 10th day after the later of (i) service of this Notice and (ii) service of notice of an objection or request for estimation, if any, as to your claim or interest. As to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted except as may be otherwise ordered by the Court. Creditors may contact BMC Group, Inc. at (888) 909-0100 to receive an appropriate Ballot for any claim for which a proof of claim has been timely filed and a Rule 3018(a) Motion has been granted. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered.

7. Executory Contracts and Unexpired Leases. Pursuant to Section XI of the Plan, all executory contracts and unexpired leases that exist between FairPoint and any Person shall be deemed assumed by FairPoint as of the Effective Date, except for any executory contract or unexpired lease (a) that has been assumed or rejected pursuant to an order of the Bankruptcy Court entered prior to the Effective Date, (b) as to which a motion for approval of the assumption or rejection of such executory contract or unexpired lease has been filed and served prior to the Effective Date, or (c) that is specifically designated as a contract or lease to be rejected pursuant to the Plan. At least twenty (20) days prior to the Confirmation Hearing, FairPoint will provide notice of proposed cure amounts, if any, to be paid in connection with the assumption of executory contracts and unexpired leases pursuant to the Plan. In the event that FairPoint does not propose a cure amount with respect to any executory contract or unexpired lease, the cure amount for such executory contract or unexpired lease shall be deemed to be zero dollars (\$0.00). In accordance with Section XI of the Plan, any objection to the proposed assumption of any executory contract or unexpired lease, or the cure amount related thereto, must be filed with the Bankruptcy Court, served, and actually received by FairPoint at least ten (10) days prior to the Confirmation Hearing. Any counterparty to an executory contract and unexpired lease that fails to object timely to the proposed assumption or cure amount will be deemed to have assented to such matters. FairPoint's schedules of rejected executory contracts and rejected unexpired leases will be filed on April 23, 2010. FairPoint, through the Voting Agent, will serve notice of such filing upon affected parties to FairPoint's executory contracts and unexpired leases.

8. Objections to Confirmation. Objections or responses to confirmation of the Plan, if any, must (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules for the United States Bankruptcy Court for the Southern District of New York; (c) set forth the name and address of the objecting party and the amount and nature of the claim or interest of such party; and (d) state the basis for the objection, and the specific grounds therefor. In accordance with General Order M-242, registered users of the Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses on a 3.5 inch floppy disk (preferably in Portable Disk Format (PDF), WordPerfect, or any other Windows-based word processing format) and deliver a hard copy to the chambers of the Honorable Burton R. Lifland. All objections and responses must be served upon: (a) Paul, Hastings, Janofsky & Walker LLP, attorneys for FairPoint, 75 East 55th Street, New York, NY 10022, Attn: Luc A. Despina, Esq. and James T. Grogan, Esq.; (b) FairPoint, c/o FairPoint Communications, Inc., 521 East Morehead Street, Suite 500, Charlotte, NC 28202, Attn: Susan L. Sowell, Esq.; (c) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Andrew D. Velez-Rivera, Esq. and Elisabetta Gasparini, Esq.; (d) Kaye Scholer LLP, 425 Park Avenue, New York NY 10022, Attn: Margot B. Schonholtz, Esq. and Mark F. Liscio, Esq., attorneys to Bank of America, N.A. as administrative agent for FairPoint's prepetition secured lenders; (e) Andrews Kurth LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Paul N. Silverstein, Esq. and Jonathan I. Levine, Esq., attorneys to the official committee of unsecured creditors; (f) Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038, Attn: Kristopher M. Hansen, Esq., attorneys to the ad hoc committee of FairPoint's senior noteholders; and (g) Cohen, Weiss and Simon LLP, 330 West 42nd Street, 25th Floor, New York, NY. 10036-6976, Attn: David R. Hock, so as to be received no later than **April 28, 2010 at 4:00 p.m., Eastern Time**. Failure to

file and serve any objection to the Plan in conformity with the foregoing procedures may result in the objecting party not being heard at the hearing.

9. **Additional Information.** For more information about the solicitation procedures, or for copies of the Disclosure Statement or the Plan, parties should contact FairPoint's Voting Agent, BMC Group, Inc., at (888) 909-0100. The Disclosure Statement, Plan and related documents may be examined free of charge at www.bmcgroup.com/fairpoint. The Disclosure Statement and Plan are also on file with the Court and may be viewed by accessing the Court's website at www.nysb.uscourts.gov. To access documents on the Court's website, you will need a PACER password and login, which can be obtained at www.pacer.psc.uscourts.gov.

The Plan contains an injunction which prevents, among other things, any holder of any claim or interest or any other party in interest in FairPoint's chapter 11 cases from directly or indirectly commencing or continuing, in any manner, any action or other proceeding of any kind against FairPoint, or Reorganized FairPoint, enforcing judgments related to such claims or interests, asserting rights of setoff, recoupment or subrogation, or interfering in any way with the Plan or any schemes of arrangement thereunder. In addition, except as provided in the Plan, FairPoint and Reorganized FairPoint will not have any liability for any claim or equity interest in FairPoint that is cancelled or terminated under the Plan or which arose prior to the effective date of the Plan.

Dated: March 25, 2010
New York, New York

/s/ James T. Grogan
PAUL HASTINGS JANOFSKY &
WALKER LLP
Park Avenue Tower
75 E. 55th Street, First Floor
New York, NY 10022
Luc A. Despins, Esq.
James T. Grogan, Esq.

*Counsel to the Debtors
and Debtors in Possession*

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