

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

**In the matter of the Joint Application of Cass)
County Telephone Company, Limited)
Partnership, LEC Long Distance, Inc.)
d/b/a CassTel Long Distance, FairPoint)
Communications, Inc., FairPoint)
Communications Missouri, Inc. d/b/a)
FairPoint Communications and ST Long)
Long Distance, Inc. d/b/a FairPoint)
Communications Long Distance for authority)
to transfer and acquire Cass County Telephone)
Company, Limited Partnership's and LEC)
Long Distance, Inc.'s facilities or systems)
located in the State of Missouri; 2) for issuance)
of certificates of service authority to FairPoint)
Communications Missouri, Inc. d/b/a FairPoint)
Communications and ST Long Distance, Inc.)
d/b/a FairPoint Communications Long Distance;)
and 3) to designate FairPoint Communications)
Missouri, Inc. d/b/a FairPoint Communications)
as a telecommunications carrier eligible to)
receive federal universal service support.)**

Case No. _____

JOINT APPLICATION

Come now Cass County Telephone Company, Limited Partnership ("CassTel"), LEC Long Distance, Inc. d/b/a CassTel Long Distance ("CassTel LD"), FairPoint Communications, Inc. ("FairPoint"), FairPoint Communications Missouri, Inc. d/b/a FairPoint Communications ("FPC") and ST Long Distance, Inc. d/b/a FairPoint Communications Long Distance ("FPCLD")(collectively "Joint Applicants") and file this verified application pursuant to Sections 392.300, RSMo 2000; 392.361, RSMo 2000; 392.410, RSMo Supp. 2004; 392.430, RSMo 2000; 392.440, RSMo 2000; 392.450, RSMo 2000; 4 CSR 240-2.060; 4 CSR 240-3.510 and 4 CSR

240-3.520 respectfully requesting that the Missouri Public Service Commission (“Commission”) issue an order that:

(a) grants authority to transfer and acquire CassTel’s and CassTel LD’s telephone properties and related assets used to provide local and interexchange telecommunications services in the State of Missouri pursuant to § 392.300, RSMo 2000;

(b) issues a certificate of service authority to FPC to provide local exchange telecommunications service, including basic local telecommunications service, pursuant to §§ 392.410, RSMo Supp. 2004; 392.430, RSMo 2000; and 392.450, RSMo 2000;

(c) issues a certificate of service authority to FPCLD to provide interexchange and local exchange telecommunications services pursuant to Chapter 392 of the Missouri Revised Statutes; grants competitive status to FPCLD and each of the services it proposes to offer; and waives certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo 2000;

(d) authorizes CassTel and CassTel LD to discontinue the provision of telecommunications services in the enumerated Missouri exchanges; and

(e) designates FPC as a telecommunications carrier eligible under the provisions of 47 CFR 54.201(d) to receive federal universal service support and, within 60 days of such designation, files with the Federal Communications Commission (“FCC”) the certification required pursuant to section 54.314(d)(6) of Title 47 of the Code of Federal Regulations.

In support of their Joint Application, Joint Applicants state as follows:

1. CassTel is a limited partnership duly organized and existing under the laws of the State of Maryland; its principal office and place of business is located at 260 West First Street, Peculiar, Missouri 64078. CassTel’s telephone number is (816) 779-5333 and its fax number is

(816) 779-5551. CassTel currently provides basic local telecommunications service to approximately 7,900 access lines pursuant to a certificate of service authority issued by this Commission in Case No. TM-95-163. CassTel is authorized to do business in Missouri, and a copy of its Certificate of Good Standing was filed with the Commission in Case No. TC-2002-1077 and is hereby incorporated by reference. CassTel is a “telecommunications company” and a “public utility” as those terms are defined in §386.020, RSMo 2000, and, therefore, is subject to the jurisdiction, supervision and control of this Commission. On this same date, Joint Applicants are filing a Motion for Protective Order pursuant to 4 CSR 240-2.085(2) requesting authority to file certain exhibits to this Joint Application as proprietary documents. Subject to the granting of that Motion for Protective Order, a copy of the CassTel partnership agreement is marked “proprietary” and attached hereto and incorporated by reference as Proprietary Exhibit 1.

2. CassTel LD is a corporation duly organized and existing under the laws of the State of Missouri; its principal office and place of business is located at 260 West First Street, Peculiar, Missouri 64078. CassTel LD’s telephone number is (816) 779-2277 and its fax number is (816) 779-7598. CassTel LD currently provides interexchange and local exchange telecommunications service to customers in the exchanges served by CassTel pursuant to certificates of service authority issued by this Commission in Case Nos. TA-99-182 and TA-99-330. Its fictitious name is duly registered with the Missouri Secretary of State. The requisite certificates and supporting information have been previously furnished to the Commission in the preceding cases. CassTel LD is a “telecommunications company” and a “public utility” as those

terms are defined in §386.020, RSMo 2000, and, therefore, is subject to the jurisdiction, supervision and control of this Commission.

3. FairPoint is a Delaware corporation authorized to do business in that state as evidenced by the Certificate of Corporate Good Standing issued by the Delaware Secretary of State attached hereto and incorporated by reference as Exhibit 2. FairPoint's address is 521 East Morehead Street, Suite 250, Charlotte, North Carolina 28202. Its telephone number is (704) 344-8150 and its fax number is (704) 344-1594.

4. FPC is a corporation duly organized and existing under the laws of the State of Missouri; its principal office and place of business is located at 521 East Morehead Street, Suite 250, Charlotte, North Carolina 28202. FPC's telephone number is (704) 344-8150 and its fax number is (704) 344-1594.¹ A copy of FPC's Certificate of Corporate Good Standing from the Missouri Secretary of State is marked Exhibit 3 and attached hereto. A copy of FPC's Registration of Fictitious Name is marked Exhibit 4 and attached hereto. FPC is a new company that seeks to continue the business presently carried on by CassTel of providing telecommunications services to the public in the state of Missouri. FPC is wholly-owned by MJD Services Corp. which in turn is wholly-owned by FairPoint. If the instant transaction is approved by the Commission, FPC will become a "telecommunications company" and a "public utility" as those terms are defined in § 386.020, RSMo. 2000, and will be subject to the jurisdiction, supervision and control of this Commission.

¹After closing, FPC's address and phone number will be the same as that of CassTel.

5. FPCLD is a corporation duly organized and existing under the laws of the State of Delaware; its principal office and place of business is located at 408 North Frontview, P.O. Box 199, Dodge City, Kansas 67801. FPCLD's telephone number is (620) 227-4400 and its fax number is (620) 227-8576. A copy of FPCLD's certificate of authority to do business in Missouri will be marked Exhibit 5 and late-filed. A copy of FPCLD's Registration of Fictitious Name will be marked as Exhibit 6 and late-filed. FPCLD seeks to continue the business presently carried on by CassTel LD of providing interexchange and local exchange telecommunications services to the public in the state of Missouri. FPCLD is wholly-owned by ST Enterprises, Ltd. which in turn is wholly-owned by FairPoint. If the instant transaction is approved by the Commission, FPCLD will become a "telecommunications company" and a "public utility" as those terms are defined in § 386.020, RSMo. 2000, and will be subject to the jurisdiction, supervision and control of this Commission.

6. All communications, correspondence, and pleadings in regard to this application should be directed to:

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Brydon, Swearngen & England P.C.
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(573) 635-7166
(573) 634-0427 (fax)
trip@brydonlaw.com
smorgan@brydonlaw.com

James M. Fischer
Larry W. Dority
Fischer & Dority, P.C.
101 Madison, Suite 400

Jefferson City, MO 65101
(573) 636-6758
(573) 636-0383 (fax)
jfischerpc@aol.com
lwdority@sprintmail.com

Transfer of Properties

7. Pursuant to an Asset Purchase Agreement (“the Agreement”) entered into by and between CassTel, CassTel LD and FairPoint, or any subsidiary or affiliate of FairPoint as permitted under Section 8.7 of the Agreement, dated December 14, 2005, CassTel and CassTel LD propose to sell their telephone properties and related assets used to provide local and interexchange telecommunications services in the State of Missouri. A more comprehensive description of the franchise, facilities and system proposed to be transferred and the terms and conditions of the proposed transfer are set forth in Schedule 1.1(b) of the Asset Purchase Agreement (“the Agreement”) which is marked as Proprietary Exhibit 7 and attached hereto.

8. Section 8.7 of the Agreement states that “no consent by any party shall be required for the assignment in whole or in part of the Buyer’s rights hereunder to any Affiliate or Affiliates of the Buyer.” FPC and FPCLD are affiliates of the Buyer, FairPoint, and FairPoint has assigned its rights under the Agreement to FPC, in the case of the CassTel assets, and to FPCLD in the case of the CassTel LD assets. A copy of the Assignment and Assumption Agreement between those companies is marked Exhibit 8 and attached. An organizational chart showing the relationship of the various entities is marked Exhibit 9 and attached hereto.

9. Upon the closing of the transaction contemplated by the Asset Purchase Agreement, CassTel and CassTel LD propose to discontinue the provision of local and

interexchange telecommunications services in Missouri, and, concurrently therewith, FPC and FPCLD propose to commence the provision of such services in those exchanges.

10. The proposed transaction has been authorized by the Board of Directors of FairPoint, FPC and FPCLD as evidenced by the certified copies of Resolutions to that effect, attached hereto and incorporated by reference as Exhibits 10, 11 and 12. In addition, CassTel has authorized the proposed transaction as evidenced by Exhibit 13 attached hereto and incorporated herein by reference, and the Board of Directors of CassTel LD has authorized the transaction as evidenced by the certified copy of a Resolution to that effect, attached hereto and incorporated by reference as Exhibit 14

11. A *pro forma* balance sheet and income statement showing the effect of the proposed acquisition upon FairPoint is attached as Proprietary Exhibit 15.

12. The proposed transaction is not detrimental to the public interest in that FairPoint, FPC and FPCLD possess the managerial, engineering and financial expertise necessary to continue to provide the quality of service that CassTel and CassTel LD currently provide to their customers in the enumerated exchanges. The new operating companies for the CassTel and CassTel LD properties will be well positioned in a competitive marketplace in general as a result of their greater access to operating, engineering, financial, legal, marketing and sales, regulatory, human and information technology resources. Specific examples of such advantages include:

- a. Proven Expertise – FairPoint is a nationally recognized provider of communications services in rural communities, offering an array of services, including local voice, long distance, data, Internet and broadband product offerings. It is one of the largest domestic rural telephone companies in the country, and it ranks as approximately the

17th largest local telephone company in the country. FairPoint operates 28 local telephone companies in 17 states with approximately 291,072 access line equivalents (including voice access lines and digital subscriber lines) in service as of September 30, 2005. For the year ended December 31, 2004, FairPoint had revenues of approximately \$253 million.

- b. **Financial Capacity** – FairPoint has substantially greater access to financial resources than do CassTel and CassTel LD. In conjunction with its 2005 initial public offering of 25,000,000 shares listed on the New York Stock Exchange, FairPoint obtained a new senior secured credit facility consisting of a \$100 million revolving facility and a \$588.5 million B-Term loan facility. The \$100 million revolving facility can be drawn immediately and allows for financial flexibility not commonly available to local telephone companies. As a result of the proposed transaction, no meaningful debt will remain at CassTel as all financing is done at the parent level.
- c. **Purchasing Power** – As of September 30, 2005 FairPoint operates 28 separate telephone companies in 17 states. As such, FairPoint has considerably greater purchasing and negotiating power with industry vendors than do CassTel and CassTel LD alone. This purchasing and negotiating power is accomplished via a single purchasing entity which allows all companies to share in volume pricing.
- d. **Marketing and Sales** – FairPoint’s national approach to marketing and sales allows for faster time to market of new products and new technologies that the customer demands and deserves. New products can be tested and launched more

quickly as information is shared between a greater number of markets compared to the CassTel market alone.

- e. Technological Advancement – FairPoint’s commitment to the customer at both a national and local level assures that it is continually evaluating and testing the latest technologies in order to deliver the broadest product offerings available. For example, FairPoint’s commitment to broadband throughout its communities has resulted in it having one of the highest broadband penetration and customer growth rates for rural ILECs nationwide. In 2004, FairPoint’s broadband customer base grew by over 80%.

Neither FPC nor FPCLD propose any immediate changes in the rates, terms and conditions of the telecommunications service that CassTel and CassTel LD currently provide to customers. However, Joint Applicants request a waiver of Commission rule 4 CSR 240-33.150, Verification of Orders for Changing Telecommunications Service Provider, if applicable. To the extent applicable, CassTel LD and FPCLD will comply with the notice requirements of 4 CSR 240-33.150(4) (B) and (C).

13. The proposed transfer should have no impact on the tax revenues of the political subdivisions in which any of the telephone properties and related assets used to provide local and interexchange telecommunications services of CassTel and CassTel LD are located inasmuch as the location and the character of these telephone properties and related assets will not change as the result of the proposed transaction nor will the tax status of the entity owning the same. Proposed Customer Notices for the proposed transaction in compliance with Commission rule 4 CSR 240-3.520(2) (G) will be prepared in consultation with the Commission Staff and provided later.

Certificates of Service Authority

14. Upon approval of this transaction, FPC proposes to begin provision of telecommunications services in the CassTel exchanges immediately upon closing. Accordingly, FPC seeks a Certificate of Service Authority to provide local exchange telecommunications service, including basic local telecommunications service, within the Missouri exchanges of Cleveland, Peculiar, Drexel, East Lynne, and Garden City/Creighton currently served by CassTel.

15. Marked as Exhibit 16 and attached to this application are copies of exchange boundary maps on file with and approved by the Commission for the CassTel exchanges. FPC seeks to provide basic local telecommunications services to the same area and within the same boundaries shown on these maps. These maps provide the most accurate depiction of the service areas in question.

16. FPC seeks to continue providing basic local telecommunications services to these areas currently served by CassTel under the same rates, terms and conditions as are currently in force for those exchanges, and after this transaction is approved, will file an adoption notice adopting, in all material respects, CassTel's tariffs for that purpose. Accordingly, FPC requests a waiver of 4 CSR 240-3.510(1)(C) requiring that proposed tariffs with forty-five (45) day effective dates be filed with its request for certificates of service.

17. In addition to the certificate requested by this application, FPC will obtain the appropriate approvals to provide service in the enumerated exchanges because all necessary approvals of governmental bodies will be transferred from CassTel as provided by the terms of the Asset Purchase Agreement marked as Proprietary Exhibit 7 and attached hereto.

18. The granting of this application for a certificate is required by the public convenience and necessity in order for the customers of CassTel to continue receiving the telecommunications services which they are currently receiving from CassTel. Joint Applicants have previously set out in Paragraph 12 of this Application facts showing that the proposed transfer is not detrimental to the public interest, and these same facts also show that the granting of this application is in the public convenience and necessity.

19. FPC possesses the necessary technical, financial and managerial resources and abilities to provide basic local telecommunications services. Pro forma financial information demonstrating the financial resources of FairPoint, the company that will be providing support for the applicant FPC, is attached as Proprietary Exhibit 15. CassTel no longer desires to provide the afore-mentioned services and is willing to relinquish its obligation to provide such services at such time as FPC is authorized to begin providing the services. For this reason, the public convenience and necessity will be promoted by the issuance of the requested certificate to FPC.

20. FPC will offer basic local telecommunications service as a separate and distinct service that satisfies the minimum standards established by the Commission, will provide service in a service area that follows exchange boundaries of CassTel and will be no smaller than an exchange, and will give due consideration to equitable access for all Missourians to affordable telecommunications services regardless of their income or place of residence.

21. FPCLD proposes to resell one plus (1+) interexchange telecommunications services to business and residential customers located throughout the State of Missouri. Initially, FPCLD will provide service to local exchange customers of CassTel in its exchanges located in

Cass County, Missouri. FPCLD will utilize its own facilities, or purchase for resale, the services or facilities of other carriers in order to provide the services sought to be provided.

22. FPCLD seeks to continue providing interexchange and local exchange telecommunications services to these areas currently served by CassTel LD under the same rates, terms and conditions as are currently in force for those exchanges, and after this transaction is approved, will file an adoption notice adopting, in all material respects, CassTel LD's tariffs for that purpose. Accordingly, FPCLD requests a waiver of 4 CSR 240-3.510(1)(C) requiring that proposed tariffs with forty-five (45) day effective dates be filed with its request for certificates of service.

23. FPCLD requests classification as a competitive telecommunications company within the State of Missouri and classification of the services it proposes to offer as competitive. FPCLD believes that its proposed services will be subject to sufficient competition to justify a lesser degree of regulation. Granting of this application will allow greater price and service options for telephone users.

24. Consistent with the Commission's treatment of other certificated competitive telecommunications companies, FPCLD requests that the following statutes and regulations be waived:

§392.210.2	Uniform System of Accounts
§392.240(1)	Just & Reasonable Rates
§392.270	Property valuation.
§392.280	Depreciation rates.
§392.290	Issuance of stocks and bonds.
§392.300.2	Transfer of capital stock.
§392.310	Issuance of stocks and bonds.
§392.320	Stock Dividend Payment
§392.330	Issuance of stocks and bonds.
§392.340	Reorganization.

Eligible Telecommunications Carrier Status

27. Section 214(e)(1) of the Telecommunications Act of 1934, as amended (“the Act”) provides that a carrier may be designated as an eligible telecommunications carrier and therefore receive universal service support so long as the carrier, throughout its service area: (1) offers the services that are supported by federal universal service support mechanisms set forth in section 54.101 of Title 47 of the Code of Federal Regulations using its own facilities or a combination of its own facilities and resale of another carrier’s services, including the services offered by another eligible telecommunications carrier; and (2) advertises the availability of and charges for such services using media of general distribution. Section 214(e)(2) provides that the Commission shall, on its own motion or upon request, designate a common carrier an “eligible telecommunications carrier” so long as the carrier meets the requirements of Section 214(e)(1).

28. FPC will offer all of the services supported by federal universal service support as set forth in section 54.101 of Title 47 of the Code of Federal Regulations. Specifically, FPC will offer the following services:

- (1) Voice grade access to the public switched network;
- (2) Local usage;
- (3) Dual tone multi-frequency signaling or its functional equivalent;
- (4) Single-party service or its functional equivalent;
- (5) Access to emergency services;
- (6) Access to operator services;
- (7) Access to interexchange services;
- (8) Access to directory assistance; and

(9) Toll limitation for qualifying low-income consumers.²

29. FPC will also advertise the availability of and charges for such services using media of general distribution within its service area.

30. FPC acknowledges that section 54.405 of Title 47 of the Code of Federal Regulations requires all eligible telecommunications carriers to make Lifeline services (as defined in section 54.401) available to qualifying low-income consumers. Pursuant to its tariff to be filed with the Commission, Lifeline services will be available to qualifying low-income consumers in its service area.

31. Section 54.314(d)(6) of Title 47 of the Code of Federal Regulations provides that a newly designated eligible telecommunications carrier is eligible to receive federal universal service support as of the effective date of its designation as such, “provided. . . that the state commission files the [required] certification within 60 days of the effective date of the carrier’s designation as an eligible telecommunications carrier.”³ Joint Applicants request that the

² On December 30, 1997, the FCC changed its definition of toll-limitation services in its Fourth Order on Reconsideration of the Universal Service Report and Order, CC Docket Nos. 96-45 et al., 13 FCC Rcd 5318 (1997). The FCC stated, “we define toll-limitation services as either toll blocking or toll control and require telecommunications carriers to offer only one, and not necessarily both, of those services at this time in order to be designated as eligible telecommunications carriers.” *Id.*, 13 FCC Rcd at 5388 ¶ 115. FPC will offer toll blocking service to qualifying customers.

³ 47 CFR subsection 54.314(d)(6), adopted in *Federal-State Joint Board on Universal Service (Report and Order in CC Docket No. 96-45)*, 20 FCC Rcd 6371, 6420 (2005), provides as follows:

Newly designated eligible telecommunications carriers. Notwithstanding the deadlines in paragraph (d) of this section, a carrier shall be eligible to receive support pursuant to §§54.301, 54.305, or 54.307 or part 36 subpart F of this chapter, whichever is applicable, as of the effective date of its designation as an eligible telecommunications carrier under section 214(e)(2) or (e)(6), provided that it files the certification described in paragraph (b) of this section or the state commission files the certification described in paragraph (a) of this section within 60 days of the effective date of the carrier’s designation as an eligible telecommunications carrier. Thereafter,

Commission file such certification within 60 days of the effective date of its designation of FPC as an eligible telecommunications carrier pursuant to its Order in this proceeding, affirming that FPC will use its federal high-cost support “only for the provision, maintenance and upgrading of facilities and services for which the support is intended.”

32. None of the acquisition companies nor CassTel LD have any pending actions or final unsatisfied judgments or decisions against them from any state or federal agency or court that involves customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of the application. CassTel currently has a pending Missouri complaint in Case No. TC-2005-0357 which is the subject of a settlement Stipulation and Agreement between CassTel and the Staff of the Commission, an earnings investigation by the Missouri Commission and an investigation by the Kansas Corporation Commission in Case No. 05-GIMT-094-GIT.

33. Neither CassTel, CassTel LD, FPC, nor FPCLD have any annual report or assessment fees that are overdue.

WHEREFORE, Joint Applicants respectfully request the Commission to issue its order:

1. Approving the transfer and acquisition of that part of CassTel’s and CassTel LD’s telephone properties and related assets used to provide local and interexchange

the certification required by paragraphs (a) or (b) of this section must be submitted pursuant to the schedule in paragraph (d).

See also 70 Fed. Reg. 29979 (May 25, 2005) (announcing effective date of amended rule as June 24, 2005).

telecommunications services to the public in Missouri in accordance with the Asset Purchase Agreement attached hereto as Proprietary Exhibit 7;

2. Authorizing CassTel and CassTel LD to discontinue providing local and interexchange telecommunication services as of the date of transfer;

3. Granting a certificate of service authority to FPC to provide local telecommunications service, including basic local telecommunications service, in the CasTel exchanges;

4. Granting a certificate of service authority to FPCLD to provide intrastate interexchange and local exchange telecommunications services to the public in the State of Missouri, classifying FPCLD as a competitive telecommunications company and the services it provides as competitive services, and waiving the above-referenced rules and statutory provisions;

5. Authorizing FPC to commence providing local exchange telecommunications service, including basic local telecommunications service, effective on the date of closing of the sale;

6. Authorizing FPCLD to commence providing interexchange and local exchange telecommunications service effective on the date of closing of the sale;

7. Authorizing Joint Applicants to do and perform, or cause to be done and performed, such other acts and things, as well as to make, execute and deliver any and all documents as may be necessary, advisable and proper to the end that the intent and purposes of this transaction may be fully effectuated;

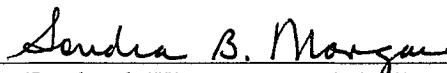
8. Designating FPC as an eligible telecommunications carrier eligible to receive federal universal service fund support and, within 60 days of such designation, filing with the Federal

Communications Commission the certification required pursuant to section 54.314(d)(6) of Title 47 of the Code of Federal Regulations;

9. Approving the adoption of the CassTel and CassTel LD tariffs by FPC and FPCLD respectively upon receipt of the Adoption Notices; and

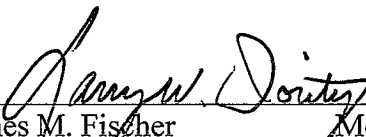
10. Granting such other relief as is reasonable in the circumstances.

Respectfully submitted,



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Limited Partnership and LEC Long Distance, Inc.
d/b/a CassTel Long Distance



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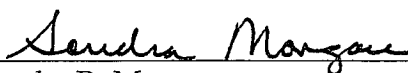
Attorneys for FairPoint Communications, Inc.,
FairPoint Communications Missouri, Inc. d/b/a
FairPoint Communications and ST Long Distance,
Inc. d/b/a FairPoint Communications Long Distance

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent by electronic submission or hand-delivered this 23rd day of January, 2006 to:

Mr. Mike Dandino
Office of the Public Counsel
P.O. Box 2230
Jefferson City, Missouri 65102

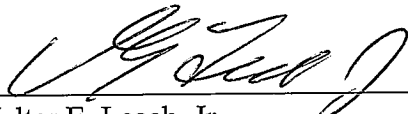
Mr. Kevin Thompson, General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102



Sondra B. Morgan

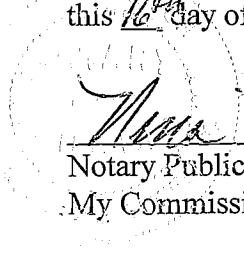
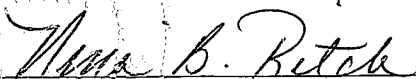
STATE OF NORTH CAROLINA)
) SS
COUNTY OF MECKLENBURG)

I, Walter E. Leach, Jr., of lawful age, being first duly sworn upon my oath, state that I am the Executive Vice President Corporate Development of FairPoint Communications, Inc.; that I am authorized to execute this Application on behalf of FairPoint Communications, Inc.; and that the facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.



Walter E. Leach, Jr.

Subscribed and sworn to before me
this 16th day of January 2006.

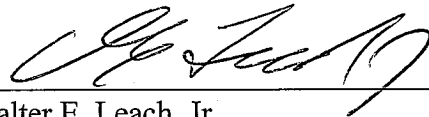



Notary Public

My Commission expires: 02-06-08

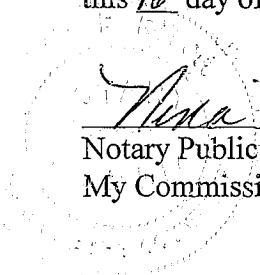
STATE OF NORTH CAROLINA)
) SS
COUNTY OF MECKLENBURG)

I, Walter E. Leach, Jr., of lawful age, being first duly sworn upon my oath, state that I am the Executive Vice President Corporate Development of FairPoint Communications Missouri, Inc.; that I am authorized to execute this Application on behalf of FairPoint Communications Missouri, Inc.; and that the facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.



Walter E. Leach, Jr.

Subscribed and sworn to before me
this 10th day of January 2006.



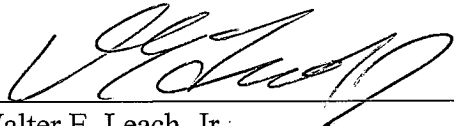
Anna B. Ritch

Notary Public

My Commission expires: 02-06-08

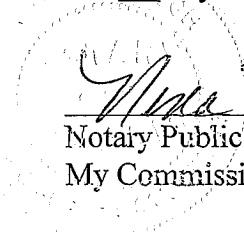
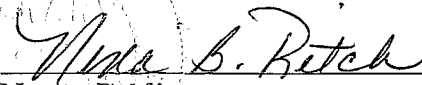
STATE OF NORTH CAROLINA)
) SS
COUNTY OF MECKLENBURG)

I, Walter E. Leach, Jr., of lawful age, being first duly sworn upon my oath, state that I am the Executive Vice President Corporate Development of ST Long Distance, Inc.; that I am authorized to execute this Application on behalf of ST Long Distance, Inc.; and that the facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.



Walter E. Leach, Jr.

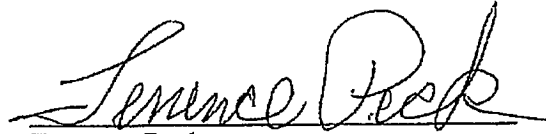
Subscribed and sworn to before me
this 10th day of January 2006.

Notary Public
My Commission expires: 02-06-08

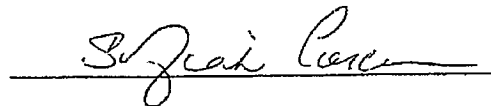
STATE OF FLORIDA)
) SS
COUNTY OF MONROE)

I, Terrence Peck, of lawful age, being first duly sworn upon my oath, state that I am the Manager of the General Partner of Cass County Telephone Company, Limited Partnership; that I am authorized to execute this Application on behalf of Cass County Telephone Company, Limited Partnership; and that the facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.



Terrence Peck
Manager of the General Partner

Subscribed and sworn to before me this 23 day of JANUARY, 2006.




Notary Public

My Commission expires:




STATE OF FLORIDA)
) SS
COUNTY OF MONROE)

I, Terrence Peck, of lawful age, being first duly sworn upon my oath, state that I am the Secretary of LEC Long Distance, Inc. d/b/a CassTel Long Distance; that I am authorized to execute this Application on behalf of CassTel Long Distance; and that the facts set forth in the foregoing Application are true to the best of my knowledge, information and belief.


Terrence Peck
Secretary

Subscribed and sworn to before me this 23 day of JANUARY, 2006.


Notary Public

My Commission expires:

