

AMENDMENT TO ASSET PURCHASE AGREEMENT

THIS AMENDMENT TO ASSET PURCHASE AGREEMENT is entered into as of June 29, 2006, by and among FAIRPOINT COMMUNICATIONS, INC., a corporation organized under the laws of the State of Delaware ("FRP"), FAIRPOINT COMMUNICATIONS MISSOURI, INC., a corporation organized under the laws of the State of Missouri ("FRP Missouri"), ST LONG DISTANCE, INC., a corporation organized under the laws of the State of Delaware ("ST"; together with FRP and FRP Missouri, the "Buyers"), LOCAL EXCHANGE COMPANY LLC, a limited liability company organized under the laws of the State of Maryland ("LEC"), CASS COUNTY TELEPHONE COMPANY LIMITED PARTNERSHIP, a limited partnership organized under the laws of the State of Maryland ("CassTel") and LEC LONG DISTANCE, INC. a corporation organized under the laws of the State of Missouri ("CassTel LD"; together with LEC and CassTel, the "Sellers").

WHEREAS, on December 14, 2005, FRP and Sellers entered into an Asset Purchase Agreement ("APA");

WHEREAS, on January 16, 2006, FRP assigned certain of its rights and obligations under the APA to FRP Missouri and ST;

WHEREAS, on May 30, 2006, the Public Service Commission of the State of Missouri ("Missouri Commission") issued an Order Approving Transfer of Assets, Granting Certificates of Service Authority, and Designating FairPoint Communications As An Eligible Telecommunications Carrier in Case No. TM-2006-0306, and, on June 16, 2006, the Corporation Commission of the State of Kansas ("Kansas Commission") issued an Order Approving Stipulation and Agreement and Canceling Certificate Effective Upon the Consummation of the Sale of Exchanges in Docket Nos. 06-CCOT-859-CCS and 06-CTOC-860-CCS (collectively, "Orders");

WHEREAS, the Buyers and the Sellers will be unable to obtain all authorizations needed to effectuate the sale from the Federal Communications Commission by July 3, 2006, the date on which either party may terminate the APA pursuant to Section 7.1(d) thereof (the "Drop Dead Date");

WHEREAS, the Buyer and the Sellers desire to extend the Drop Dead Date to July 14, 2006; and


WHEREAS, among other things, the Orders authorized the Buyers and Sellers to do and perform such other acts as may be necessary, advisable and proper to fully effectuate the intent and purposes of the APA;

NOW, THEREFORE, in order to effectuate the intent and purposes of the APA, and in consideration of the mutual agreements set forth herein and other valuable consideration, receipt and legal adequacy whereof are hereby acknowledged, the Buyers and Sellers agree to amend the APA as follows:

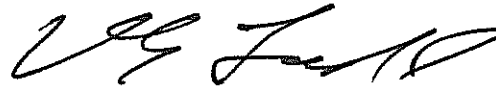
Section 7.1(d) of the APA is hereby amended by deleting "July 3, 2006" and replacing it with "July 14, 2006."

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first above written.

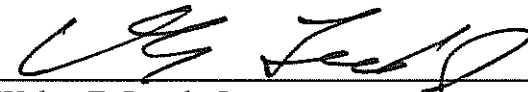
FAIRPOINT COMMUNICATIONS, INC.

By: 
Name: Walter E. Leach, Jr.
Title: Executive Vice President, Corporate Development

FAIRPOINT COMMUNICATIONS MISSOURI, INC.

By: 
Name: Walter E. Leach, Jr.
Title: Executive Vice President, Corporate Development

ST LONG DISTANCE, INC.

By: 
Name: Walter E. Leach, Jr.
Title: Executive Vice President, Corporate Development

LOCAL EXCHANGE COMPANY LLC

By: _____
Name: _____
Title: _____

CASS COUNTY TELEPHONE COMPANY LIMITED PARTNERSHIP

By: _____
Name: _____
Title: _____

LEC LONG DISTANCE, INC.

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first above written.

FAIRPOINT COMMUNICATIONS, INC.

By: _____
Name: Walter E. Leach, Jr.
Title: Executive Vice President, Corporate Development

FAIRPOINT COMMUNICATIONS MISSOURI, INC.

By: _____
Name: Walter E. Leach, Jr.
Title: Executive Vice President, Corporate Development

ST LONG DISTANCE, INC.

By: _____
Name: Walter E. Leach, Jr.
Title: Executive Vice President, Corporate Development

LOCAL EXCHANGE COMPANY LLC

By: Linnaea Peck
Name: _____
Title: MANAGING MEMBER

CASS COUNTY TELEPHONE COMPANY LIMITED PARTNERSHIP

By: Linnaea Peck
Name: _____
Title: GENERAL PARTNER

LEC LONG DISTANCE, INC.

By: Linnaea Peck
Name: _____
Title: PRES