

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement, dated as of January 16, 2006, is entered into 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 ("Missouri") and ST Long Distance, Inc., a corporation organized under the laws of the State of Delaware ("ST").

WITNESSETH:

WHEREAS, FRP, 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") are parties to that certain Asset Purchase Agreement dated December 14, 2005 ("Asset Agreement") which provides for the transfer of all of the assets, whether owned by LEC, CassTel or CassTel LD, used in or needed for the telecommunications businesses operated by CassTel ("CassTel Assets") and CassTel LD ("CassTel LD Assets") as more particularly described in the Asset Agreement; and

WHEREAS, pursuant to Section 8.7 of the Asset Agreement, FRP desires to assign and delegate to Missouri and Missouri desires to accept and assume, all of the rights of FRP under the Asset Agreement with respect to the CassTel Assets and FRP desires to assign and delegate to ST and ST desires to accept and assume all of the rights of FRP under the Asset Agreement with respect to the CassTel LD Assets.

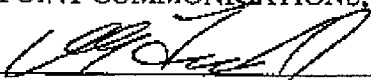
NOW, THEREFORE, the parties hereto agree as follows:

1. Assignment. For value received, FRP hereby assigns, delegates and conveys to Missouri all of the rights and obligations of FRP under the Asset Agreement with respect to the CassTel Assets.
2. Assignment. For value received, FRP hereby assigns, delegates and conveys to ST all of the rights and obligations of FRP under the Asset Agreement with respect to the CassTel LD Assets.
3. Assumption. Missouri hereby (i) accepts and assumes all of the rights and obligations of FRP under the Asset Agreement with respect to the CassTel Assets and (ii) agrees to be bound by all the terms and provisions of the Asset Agreement with respect to the CassTel Assets.
4. Assumption. ST hereby (i) accepts and assumes all of the rights and obligations of FRP under the Asset Agreement with respect to the CassTel LD Assets and (ii) agrees to be bound by all the terms and provisions of the Asset Agreement with respect to the CassTel LD Assets.

5. No Release or Modification of Obligations. FRP acknowledges and agrees that the assignment by FRP to Missouri and to ST of the Asset Agreement and FRP's rights and obligations under the Asset Agreement does not release FRP from its obligations under the Asset Agreement nor does it modify those obligations in any respect and that LEC, CassTel and CassTel LD need not pursue or exhaust any remedies against Missouri or ST before exercising their respective rights relative to FRP.

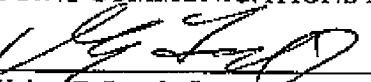
IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their respective duly authorized officers as of the date above written.

FAIRPOINT COMMUNICATIONS, INC.



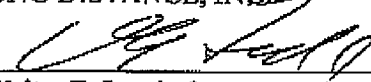
By: Walter E. Leach, Jr.
Its: Executive Vice President Corporate Development

FAIRPOINT COMMUNICATIONS MISSOURI, INC.



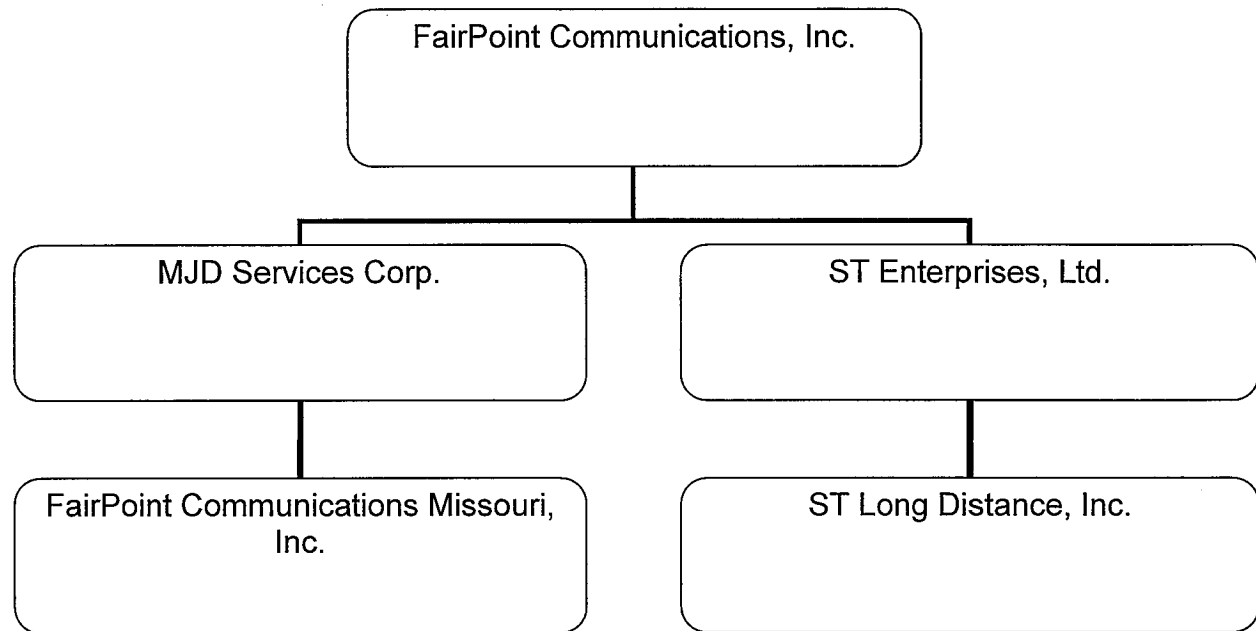
By: Walter E. Leach, Jr.
Its: Executive Vice President Corporate Development

ST LONG DISTANCE, INC.



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

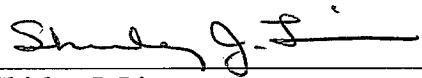
FairPoint Corporate Structure



CERTIFIED COPY OF CORPORATE RESOLUTIONS
OF
FAIRPOINT COMMUNICATIONS, INC.

I certify that I am the duly elected and qualified Secretary of FairPoint Communications, Inc. ("Company"), a corporation organized and existing under the laws of the State of Delaware; that attached hereto as Exhibit A is a true copy of resolutions duly adopted by the Board of Directors of the Company on the 16th day of November 2005; and that such resolutions are in full force and effect and have not been amended or rescinded.

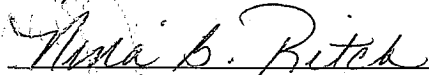
IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and have caused the corporate seal of the corporation to be affixed hereto as of the 16th day of January 2006.



Shirley J. Linn

SWORN to and subscribed before me

this 16th day of January 2006



Notary Public

My commission expires: 02-06-08

UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
FAIRPOINT COMMUNICATIONS, INC.
IN LIEU OF A SPECIAL MEETING

The undersigned, being all of the Directors of FairPoint Communications, Inc., a Delaware corporation (the "Company"), do hereby make the following statements, take the following action and adopt the following resolutions by written consent to action without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware:

APPROVAL OF TRANSACTION

WHEREAS, the Company desires to enter into an Agreement (the "Agreement") by and among Company and one or more of its direct or indirect subsidiaries (collectively "the Purchasers") and Local Exchange Company LLC ("LEC"), Cass County Telephone Company Limited Partnership ("CassTel") and LEC Long Distance, Inc. ("LD" and collectively with LEC and CassTel, "Sellers") pursuant to which Purchasers will purchase certain of the assets of Sellers necessary to enable Purchasers to own and operate a telecommunications company in and around Peculiar, Missouri;

WHEREAS, this Board deems it advisable, fair and in the best interests of the Company to enter into, execute and deliver the Agreement and perform the obligations under the Agreement and any other agreements, certificates or documents related thereto to allow Purchasers to purchase certain assets of Sellers and to own and operate a telecommunications company in and around Peculiar, Missouri;

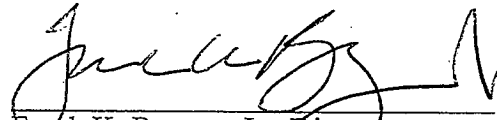
NOW THEREFORE BE IT RESOLVED, that the execution and delivery of an Agreement and the performance of the Company's obligations under the Agreement are hereby approved, including, but not limited to, the execution and delivery of other related agreements, certificates, documents and instruments necessary to effectuate the purchase of certain of the assets of Sellers and the operation of a telecommunications company in and around Peculiar, Missouri; and be it further

RESOLVED, that each of the officers of the Company (collectively, the "Designated Officers") be, and each hereby is, authorized, empowered and directed for and on behalf of the Company and in its name to execute and deliver the Agreement and any other agreement, certificate or instrument to which the Company will be a party in connection with, arising out of, or relating to the purchase of certain of the assets from Sellers and the operation of a telecommunications company in and around Peculiar, Missouri, with such changes therein as the Designated Officers executing the same shall approve, the execution and delivery thereof by any such Designated Officer to be conclusive evidence of approval by this Board of the Agreement as so executed and delivered.

GENERAL ENABLING RESOLUTION

RESOLVED, that the appropriate officers of the Company, be, and each of them hereby is, authorized and empowered to take all such further action, to execute and deliver all such further instruments and documents and do all such further things, in the name and on behalf of the Company and under its corporate seal and otherwise, and to incur and pay all such fees, expenses and taxes, as in their judgment shall be necessary, proper or advisable in order to carry out fully the intent and accomplish the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the Directors have executed this Written Consent as of the 16th day of November 2005.



Frank K. Bynum, Jr., Director

Patricia Garrison-Corbin, Director

David L. Hauser, Director

Eugene B. Johnson, Director

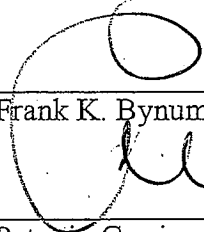
Claude C. Lilly, Director

Kent R. Weldon, Director

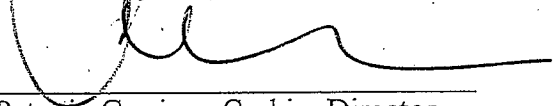
GENERAL ENABLING RESOLUTION

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Patricia Garrison-Corbin, Director

David L. Hauser, Director

Eugene B. Johnson, Director

Claude C. Lilly, Director

Kent R. Weldon, Director

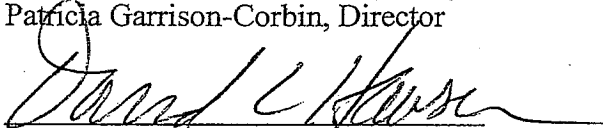
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Patricia Garrison-Corbin, Director



David L. Hauser, Director

Eugene B. Johnson, Director

Claude C. Lilly, Director

Kent R. Weldon, Director

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Patricia Garrison-Corbin, Director

David L. Hauser, Director



Eugene B. Johnson, Director

Claude C. Lilly, Director

Kent R. Weldon, Director

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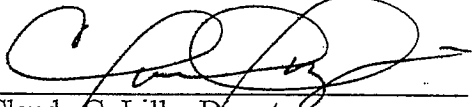
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Frank K. Bynum, Jr., Director

Patricia Garrison-Corbin, Director

David L. Hauser, Director

Eugene B. Johnson, Director



Claude C. Lilly, Director

Kent R. Weldon, Director

GENERAL ENABLING RESOLUTION

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Patricia Garrison-Corbin, Director

David L. Hauser, Director

Eugene B. Johnson, Director

Claude C. Lilly, Director

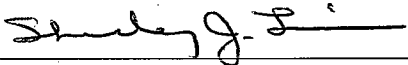


Kent R. Weldon, Director

CERTIFIED COPY OF CORPORATE RESOLUTIONS
OF
FAIRPOINT COMMUNICATIONS MISSOURI, INC.

I certify that I am the duly elected and qualified Secretary of FairPoint Communications Missouri, Inc. ("Company"), a corporation organized and existing under the laws of the State of Missouri; that attached hereto as Exhibit A is a true copy of resolutions duly adopted by the Board of Directors of the Company on the 16th day of January 2006; and that such resolutions are in full force and effect and have not been amended or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and have caused the corporate seal of the corporation to be affixed hereto as of the 16th day of January 2006.



Shirley J. Linn

SWORN to and subscribed before me

this 16th day of January 2006



Notary Public

My commission expires: 02-06-08

UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
FAIRPOINT COMMUNICATIONS MISSOURI, INC.
IN LIEU OF A SPECIAL MEETING

The undersigned, being all of the Directors of FairPoint Communications Missouri, Inc., a Missouri corporation (the "Company"), do hereby make the following statements, take the following action and adopt the following resolutions by written consent to action without a meeting:

WHEREAS, the Company desires to enter into an Assignment and Assumption Agreement (the "Agreement") by and among FairPoint Communications, Inc. ("FRP"), the Company and ST Long Distance, Inc. ("ST");

WHEREAS, FRP entered into an Asset Purchase Agreement ("Asset Agreement") with Local Exchange Company LLC, LEC Long Distance, Inc. ("CassTel LD") and Cass County Telephone Company Limited Partnership ("CassTel") to purchase the assets, whether owned by LEC, CassTel or CassTel LD, used in or needed for the telecommunications businesses operated by CassTel ("CassTel Assets") and CassTel LD ("CassTel LD Assets") as more particularly defined in the Asset Agreement;

WHEREAS, Company and FRP desire that FRP assign and Company assume all of FRP's rights and obligations under the Asset Agreement with respect to the CassTel Assets and that FRP assign and ST assume all of FRP's rights and obligations under the Asset Agreement with respect to the CassTel LD Assets;

WHEREAS, this Board deems it advisable, fair and in the best interests of the Company to enter into, execute and deliver the Agreement and perform the obligations of FRP under the Asset Agreement with respect to the CassTel Assets and to enter into, execute and deliver any other agreements, certificates or documents related thereto;

NOW THEREFORE BE IT RESOLVED, that the execution and delivery of the Agreement and the performance of the Company's obligations under the Agreement are hereby approved, including, but not limited to, the execution and delivery of other related agreements, certificates, documents and instruments; and be it further

RESOLVED, that each of the officers of the Company (collectively, the "Designated Officers") be, and each hereby is, authorized, empowered and directed for and on behalf of the Company and in its name to execute and deliver the Agreement and any other agreement, certificate or instrument to which the Company is or will be a party in connection with, arising out of, or relating to the Agreement and the Asset Agreement, with such changes therein as the Designated Officers executing the same shall approve, the execution and delivery thereof by any such Designated Officer to be conclusive evidence of approval by this Board of the Agreement as so executed and delivered.

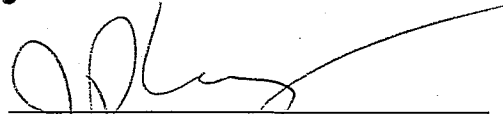
GENERAL ENABLING RESOLUTION

RESOLVED, that appropriate officers of the Company be, and each of them hereby is, authorized and empowered to take all or such further action, to execute and deliver all such further instruments and documents and do all such further things, in the name and on behalf of the Company and under its corporate seal and otherwise, and to incur and pay all such fees, expenses and taxes, as in their judgment shall be necessary, proper or advisable in order to carry out fully the intent and accomplish the purposes of the foregoing resolutions.

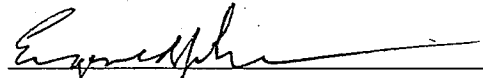
[Signatures are on the following page.]

IN WITNESS WHEREOF, this Statement of Unanimous Written Consent is

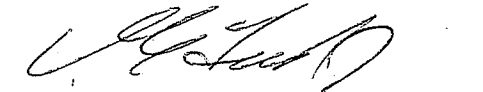
executed as of the 16 day of January 2006.



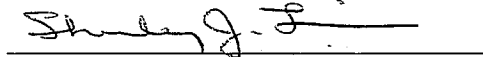
John P. Crowley, Director



Eugene B. Johnson, Director



Walter E. Leach, Jr., Director



Shirley J. Linn, Director



Peter G. Nixon, Director

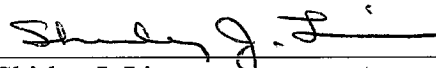


Susan L. Sowell, Director

CERTIFIED COPY OF CORPORATE RESOLUTIONS
OF
ST LONG DISTANCE, INC.

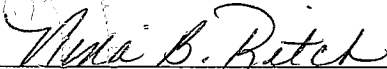
I certify that I am the duly elected and qualified Secretary of ST Long Distance, Inc. ("Company"), a corporation organized and existing under the laws of the State of Delaware; that attached hereto as Exhibit A is a true copy of resolutions duly adopted by the Board of Directors of the Company on the 16th day of January 2006; and that such resolutions are in full force and effect and have not been amended or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary and have caused the corporate seal of the corporation to be affixed hereto as of the 16th day of January 2006.


Shirley J. Linn

SWORN to and subscribed before me

this 16th day of January 2006



Notary Public

My commission expires: 02-06-08

UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
ST LONG DISTANCE, INC.
IN LIEU OF A SPECIAL MEETING

The undersigned, being all of the Directors of ST Long Distance, Inc., a Delaware corporation (the "Company"), do hereby make the following statements, take the following action and adopt the following resolutions by written consent to action without a meeting:

WHEREAS, the Company desires to enter into an Assignment and Assumption Agreement (the "Agreement") by and among FairPoint Communications, Inc. ("FRP"), the Company and FairPoint Communications Missouri, Inc. ("Missouri");

WHEREAS, FRP entered into an Asset Purchase Agreement ("Asset Agreement") with Local Exchange Company LLC ("LEC"), LEC Long Distance, Inc. ("CassTel LD") and Cass County Telephone Company Limited Partnership ("CassTel") to purchase the assets, whether owned by LEC, CassTel or CassTel LD, used in or needed for the telecommunications businesses operated by CassTel ("CassTel Assets") and CassTel LD ("CassTel LD Assets") as more particularly defined in the Asset Agreement;

WHEREAS, Company and FRP desire that FRP assign and Missouri assume all of FRP's rights and obligations under the Asset Agreement with respect to the CassTel Assets and that FRP assign and ST assume all of FRP's rights and obligations under the Asset Agreement with respect to the CassTel LD Assets;

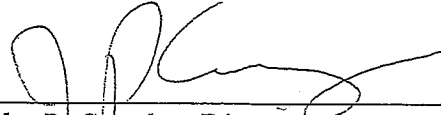
WHEREAS, this Board deems it advisable, fair and in the best interests of the Company to enter into, execute and deliver the Agreement and perform the obligations of FRP under the Asset Agreement with respect to the CassTel LD Assets and to enter into, execute and deliver any other agreements, certificates or documents related thereto;

NOW THEREFORE BE IT RESOLVED, that the execution and delivery of the Agreement and the performance of the Company's obligations under the Agreement are hereby approved, including, but not limited to, the execution and delivery of other related agreements, certificates, documents and instruments; and be it further

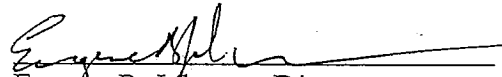
RESOLVED, that each of the officers of the Company (collectively, the "Designated Officers") be, and each hereby is, authorized, empowered and directed for and on behalf of the Company and in its name to execute and deliver the Agreement and any other agreement, certificate or instrument to which the Company is or will be a party in connection with, arising out of, or relating to the Agreement and the Asset Agreement, with such changes therein as the Designated Officers executing the same shall approve, the execution and delivery thereof by any such Designated Officer to be conclusive evidence of approval by this Board of the Agreement as so executed and delivered.

IN WITNESS WHEREOF, this Statement of Unanimous Written Consent is

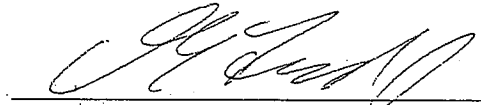
executed as of the 16th day of January 2006.



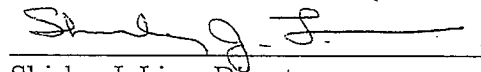
John P. Crowley, Director



Eugene B. Johnson, Director



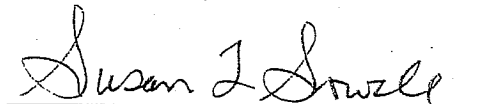
Walter E. Leach, Jr., Director



Shirley J. Linn, Director



Peter G. Nixon, Director



Susan L. Sowell, Director

**CONSENT OF GENERAL PARTNER AND
LIMITED PARTNERS OF
CASS COUNTY TELEPHONE COMPANY
LIMITED PARTNERSHIP**

The undersigned, being the sole general partner and all of the limited partners of Cass County Telephone Company Limited Partnership, a Maryland limited partnership (the "Partnership"), without the necessity of a formal meeting, hereby adopt the following resolutions and hereby consent to the taking of the actions herein set forth:

WHEREAS, the general partner has negotiated the terms of the sale of the assets of the Partnership and other related assets (the "Sale"), which terms are reflected in the Asset Purchase Agreement attached hereto as Exhibit A (the "Asset Purchase Agreement"); and

WHEREAS, the undersigned desire to approve the consummation of the Sale on the terms set forth in the Asset Purchase Agreement;

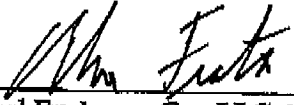
NOW, THEREFORE, BE IT RESOLVED, that the Sale is hereby approved on the terms set forth in the Asset Purchase Agreement; and

FURTHER RESOLVED, that Local Exchange Company, LLC, as the Partnership's general partner be, and it hereby is, authorized and directed to execute and deliver, in the name and on behalf of the Partnership, the Asset Purchase Agreement and such other definitive agreements as it deems appropriate to consummate the Sale in accordance with the terms of the Asset Purchase Agreement;

FURTHER RESOLVED, that all prior actions taken by Local Exchange Company, LLC, as the Partnership's general partner, in connection with the consummation and negotiation of the Sale be and hereby are ratified and approved.

The undersigned have executed this consent as of the date written below.

THE GENERAL PARTNER



Local Exchange Co., LLC, by Elia Fiata,
Its authorized representative

Date: _____

Local Exchange Co., LLC, by Terrence Peck,
Its authorized representative

Date: _____

LIMITED PARTNERS



Elia Fiata

Date: _____

Lexicorn, Inc., by Terrence Peck,
Its _____

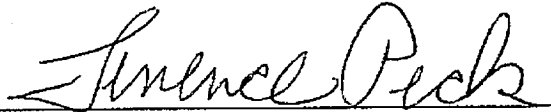
Date: _____

The undersigned have executed this consent as of the date written below.

THE GENERAL PARTNER

Local Exchange Co., LLC, by Elia Fiata,
Its authorized representative

Date: _____



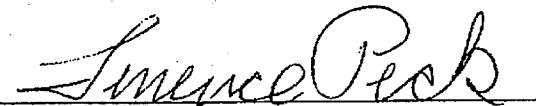
Local Exchange Co., LLC, by Terrence Peck,
Its authorized representative

Date: 1/04/06

LIMITED PARTNERS

Elia Fiata

Date: _____



Lexicom, Inc., by Terrence Peck,
Its _____

Date: 1/4/06

**ACTION BY WRITTEN CONSENT
OF THE DIRECTORS
OF
LEC LONG DISTANCE, INC.**

This Action by Written Consent of the Directors of LEC Long Distance, Inc., a Missouri corporation (the "Company"), is taken effective as of November 1, 2005, by the Company's directors, acting without a meeting pursuant to Section 351.340 of The General and Business Corporation Law of the State of Missouri.

RESOLVED, that the officers of the corporation from and after the date hereof shall be as set forth below, each to serve until the next annual meeting of directors or until his successor is duly elected and qualified:

Terrence Peck, President, Treasurer and Secretary

Effective as of the date first written above.

BY THE DIRECTORS

Elia Fiata



Terrence Peck

EXHIBIT A

**TO THE
CONSENT OF GENERAL PARTNER AND
LIMITED PARTNERS OF
CASS COUNTY TELEPHONE COMPANY
LIMITED PARTNERSHIP**

[See attached]

CERTIFICATION

The undersigned hereby certifies that he is duly elected, qualified and acting Manager of the General Partner of Cass County Telephone Company Limited Partnership, a Maryland limited partnership ("the Company"), and that, as such, he is familiar with the records of the Company and is authorized to execute and deliver this Certificate on behalf of the Company; and does hereby further certify that attached hereto are true, correct and complete copies of the Resolutions adopted by the Company on January 4, 2006.

IN WITNESS WHEREOF, I have hereunto signed my name as of this 19th day of January, 2006

By: 

Manager of General Partner

**JOINT CONSENT OF
SHAREHOLDER AND DIRECTORS OF
LEC LONG DISTANCE, INC.**

The undersigned, being the sole shareholder and all of the directors of LEC Long Distance, Inc., a State of Missouri corporation (the "Corporation"), acting pursuant to Section 351.273 and Section 351.340 of The General and Business Corporation Law of the State of Missouri without the necessity of a formal meeting, hereby adopt the following resolutions and hereby consent to the taking of the actions herein set forth:

WHEREAS, the directors have negotiated the terms of the sale of the assets of Cass County Telephone Company Limited Partnership and other related assets (the "Sale"), which terms are reflected in the Asset Purchase Agreement attached hereto as Exhibit A (the "Asset Purchase Agreement"); and

WHEREAS, the undersigned desire to approve the consummation of the Sale on the terms set forth in the Asset Purchase Agreement;

NOW, THEREFORE, BE IT RESOLVED, that the Sale is hereby approved on the terms set forth in the Asset Purchase Agreement; and

FURTHER RESOLVED, that Terrence Peck, as the Corporation's President be, and he hereby is, authorized and directed to execute and deliver, in the name and on behalf of the Corporation, the Asset Purchase Agreement and such other definitive agreements as he deems appropriate to consummate the Sale in accordance with the terms of the Asset Purchase Agreement;

FURTHER RESOLVED, that all prior actions taken by Terrence Peck, as the Corporation's President, in connection with the consummation and negotiation of the Sale be and hereby are ratified and approved.

The undersigned have executed this consent as of the date written below.

BY THE SOLE SHAREHOLDER



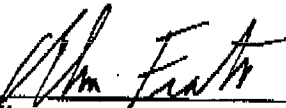
Local Exchange Co., LLC, by Elia Fiata,
Its authorized representative

Date: 1/3/06

Local Exchange Co., LLC, by Terrence Peck,
Its authorized representative

Date: _____

BY THE DIRECTORS



Elia Fiata

Date: 1/3/06

Terrence Peck

Date: _____

The undersigned have executed this consent as of the date written below.

BY THE SOLE SHAREHOLDER

Local Exchange Co., LLC, by Elia Fiata,
Its authorized representative

Date: _____

Terrence Peck
Local Exchange Co., LLC, by Terrence Peck,
Its authorized representative

Date: 1/3/06

BY THE DIRECTIRS

Elia Fiata

Date: _____

Terrence Peck
Terrence Peck

Date: 1/3/06

**ACTION BY WRITTEN CONSENT
OF THE DIRECTORS
OF
LEC LONG DISTANCE, INC.**

This Action by Written Consent of the Directors of LEC Long Distance, Inc., a Missouri corporation (the "Company"), is taken effective as of November 1, 2005, by the Company's directors, acting without a meeting pursuant to Section 351.340 of The General and Business Corporation Law of the State of Missouri.

RESOLVED, that the officers of the corporation from and after the date hereof shall be as set forth below, each to serve until the next annual meeting of directors or until his successor is duly elected and qualified:

Terrence Peck, President, Treasurer and Secretary

Effective as of the date first written above.

BY THE DIRECTORS



Elia Fiata

Terrence Peck

EXHIBIT A

**TO THE
JOINT CONSENT OF
SHAREHOLDER AND DIRECTOR OF
LEC LONG DISTANCE, INC.**

[See attached]

SECRETARY'S CERTIFICATION

The undersigned hereby certifies that he/she is the duly elected, qualified and acting Secretary of LEC Long Distance, Inc., a Missouri corporation ("the Company"), and that, as such, he is familiar with the records of the Company and is authorized to execute and deliver this Certificate on behalf of the Company; and does hereby further certify that attached hereto are true, correct and complete copies of the Resolutions adopted by the Company on January 3, 2006

IN WITNESS WHEREOF, I have hereunto signed my name as of this 19th day of
January, 2006

By: 

Secretary