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SONDRA B. MORGAN
CHARLES E. SMARR

DEAN L. COOPER
MARK G. ANDERSON
TIMOTHY T. STEWART
GREGORY C. MITCHELL
RACHEL M. CRAIG
BRIAN T. MCCARTNEY
DALE T. SMITH

February 22, 2000

FILED²

FEB 22 2000

Missouri Public
Service Commission

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

TA-2000-514

Re: In the Matter of the Application of FairPoint Communications Corp. for a Certificate of Service Authority to provide Basic Local Telecommunications Service in portions of the State of Missouri and to classify said services and the company as competitive

Dear Mr. Roberts:

Enclosed please find the original plus fourteen (14) copies of Application for filing on behalf of FairPoint Communications Corp. in the above referenced matter. Please bring this matter to the attention of the appropriate Commission personnel.

Thank you for your attention to this matter.

Very truly yours,

BRYDON, SWEARENGEN & ENGLAND P.C.

By:



Sondra B. Morgan

SBM/k

Enclosures

cc: Office of Public Counsel
Mr. Frank Miller
Mr. John LaPenta

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED²
FEB 22 2000

Missouri Public
Service Commission

In the Matter of the Application of)
FairPoint Communications Corp. for)
a Certificate of Service Authority)
to provide Basic Local Telecommunications)
Service in portions of the State of Missouri)
and to classify said services and)
the company as competitive.)

Case No. TA-2000-514

APPLICATION

COMES NOW FairPoint Communications Corp. ("Applicant"), by its undersigned counsel, and hereby applies pursuant to sections 392.361, 392.420, and 392.430 RSMo 1994, 392.410, 392.450 RSMo Supp. 1998, the Federal Telecommunications Act of 1996, and 4 CSR 240-2.060, for authority to provide basic local telecommunications service in portions of the State of Missouri and to classify said service and the company as competitive. In support of its request, Applicant states as follows:

1. Applicant is a corporation duly organized and existing under and by virtue of the laws of the State of Delaware and is duly authorized to do business in Missouri. A copy of Applicant's Articles of Incorporation as well as a Certificate from the Missouri Secretary of State showing that Applicant is authorized to do business in the state are attached hereto and incorporated herein by reference as Appendix A. Applicant is a wholly-owned subsidiary of MJD Communications, Inc., ("MJD Communications"). Applicant's principal place of business and mailing address is 6324 Fairview Road, 4th Floor, Charlotte, NC 28210, and its telephone number is (704) 414-2500.

2. All correspondence, communications, pleadings, notices, orders and decisions relating to this Application should be addressed to:

W. R. England, III
Sondra B. Morgan
Brydon, Swearngen & England P.C.
312 E. Capitol Avenue
P.O. Box 456
Jefferson City, MO 65102
(573) 635-7166
(573) 635-0427 (fax)

and:

Frank J. Miller, Esq.
Huber Lawrence & Abell
605 Third Avenue
New York, NY 10158
(212) 682-6200
(212) 661-5759 (fax)

All inquiries or communications regarding the ongoing operations and management of
Applicant should be addressed to:

John La Penta
Director of Regulatory Affairs and Carrier Relations
FairPoint Communications Corp.
6324 Fairview Road, 4th Floor
Charlotte, NC 28210
(704) 414-2524
(704) 414-2505 (fax)

3. Applicant proposes to provide basic local exchange services to both residence and business customers throughout all the exchanges currently served by Southwestern Bell Telephone Company ("SWBT"), GTE Midwest Incorporated ("GTE"), and Sprint Missouri, Inc. f/k/a United Telephone Company ("Sprint"). The specific exchanges within which Applicant proposes to offer service are listed in the incumbent providers' respective local exchange tariffs. Applicant's proposed service areas will follow the exchange boundaries of the stated incumbent local exchange company ("ILEC") and shall be no smaller than an exchange pursuant to Section

392.455, RSMo, Supp. 1998. Applicant is not seeking to provide basic local service in any exchanges served by any other incumbent local exchange telecommunications companies at this time, but may seek authorization to do so in a subsequent proceeding.

4. By separate application filed simultaneously with the Commission, Applicant is also applying to the Commission for a Certificate of Service Authority to provide interexchange and local exchange telecommunications services. Upon receipt of both certifications, Applicant will lease, or subscribe to and resell, various types of exchange and carrier access lines, including unbundled local loops, and intra-city, intraLATA, interLATA, and interstate services and facilities of communications common carriers and other entities. Services and facilities to be resold may include Message Telephone Service, Wide Area Telephone Service ("WATS"), WATS-like services, Foreign Exchange Service, private lines, tie lines, switched and special access service, cellular service, PCS service, local switched service, unbundled local links or ports, switching services, information services, Internet services and other services and facilities of communications common carriers and other entities.

Applicant may construct, lease or operate its own transmission and switching facilities, utilizing fiber optic, copper, carrier, microwave, digital, analog and other technologies, to connect customers to interexchange carrier Points-of-Presence or to other customers on an intra-city, intraLATA or interLATA basis.

Facilities may be used for both switched and private line traffic and will include the provision of local exchange service to business and residential customers. Any facilities constructed by Applicant may be used separately or in conjunction with similar facilities provided by or obtained from other entities.

5. Applicant has the technical and managerial expertise and experience necessary to provide the services it proposes as required by Section 392.455(l), RSMo Supp. 1998. The necessary technical and managerial expertise is available to Applicant through MJD Communications' existing management team, as well as Applicant's affiliation with various related communications entities. More specifically, Applicant's technical and managerial qualifications are demonstrated by the professional background of key members of its team as described in Appendix B.

6. Applicant is wholly-owned by MJD Communications, a Delaware corporation. Consolidated financial statements of MJD Communications, attached as Appendix C, demonstrate the financial viability of the company. In addition, MJD Communications has significant investments in telecommunications operations throughout the United States. Consequently, the Applicant has access to substantial financial resources.

7. Pursuant to 4 CSR 240-2.060(4)(F), by this Application, Applicant also seeks classification of itself and its new basic local telecommunications service offerings as competitive, with accompanying reduced regulation pursuant to Section 392.361 and 392.420, RSMo 1994. The existing monopoly services of SWBT, GTE and Sprint will make the basic local markets Applicant seeks to enter sufficiently competitive to make a lesser degree of regulation for Applicant and its proposed services in the public interest, consistent with the legislative policies established by the Federal Telecommunications Act of 1996 and the recent revisions to Chapter 392 RSMo. This Commission already has approved numerous applications to provide basic local telecommunications services filed by new market entrants and has classified those new entrants and their services as competitive.

8. Applicant will offer basic local telecommunications service as a separate and distinct service in accordance with Section 392.455(4), RSMo Supp. 1998. Applicant will provide equitable access for all customers in Missouri, without regard to their income or where they might reside, to affordable telecommunications services in Applicant's proposed service areas in accordance with Section 392.455(5), RSMo Supp. 1998.

9. Consistent with Sections 392.450.2(1), (2) and 392.455 (2), RSMo Supp. 1998, Applicant is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards including, but not limited to, quality of service, billing, and tariff filing and maintenance. Pursuant to Section 392.361.5, and consistent with the Commission's past treatment of other certificated competitive local exchange telecommunications companies, Applicant requests that, at minimum, the following statutes and regulations for Applicant and its basic local exchange service offerings be waived at this time:

STATUTES

392.210.2
392.270
392.280
392.290.1
392.300.2
392.310
392.320
392.330
392.340

REGULATIONS

4 CSR 240-10.020
4 CSR 240-30.040
4 CSR 240-35

10. Applicant further requests a temporary waiver of 4 CSR 240-2.060(4)(H). This rule requires that an application for a certificate of service authority to provide interexchange, local exchange or basic local exchange service shall include a proposed tariff with a forty-five day effective date. Applicant finds it impossible at this time to develop tariffs to fully comply

with this rule since the Commission has not yet approved its resale and/or interconnection agreements with the incumbent local exchange telecommunications companies. At such time as all facts necessary for the development of such tariffs are known to Applicant, it will file said tariffs bearing a forty-five day effective date with the Commission in a manner consistent with what Applicant believes to be recent Commission practice in similar cases.

11. Applicant submits that the public interest will be served by Commission approval of this Application because Applicant's proposed services will create and enhance competition and expand customer service options, consistent with the legislative goals set forth in the Telecommunications Act of 1996 and Chapter 392 RSMo. Experience with competition in other telecommunications markets, such as long distance, competitive access, and customer premises equipment, demonstrates the benefits that competition can bring to consumers. With competition, customers are enjoying increased service options, lower prices, higher quality and greater reliability. This is true not only with respect to the service offerings of new entrants, but also as a result of the response to incumbent local exchange carriers to the introduction of competition. Prompt approval of this Application will expand the availability of innovative, high quality and reliable telecommunications services, and further stimulate economic development, within the State of Missouri.

WHEREFORE, Applicant FairPoint Communications Corp. respectfully requests that the Commission grant it a certificate of service authority to provide basic local telecommunications service as herein requested, classify Applicant and its proposed services as competitive, and grant waivers of the aforesaid statutes and regulations.

Respectfully submitted,

Sandra B. Morgan

W.R. England, III Mo. Bar #23975

Sandra B. Morgan Mo. Bar #35482

BRYDON, SWEARENGEN & ENGLAND, P.C.

312 E. Capitol Avenue

P.O. Box 456

Jefferson City, MO 65102

573-635-7166

573-635-0427 (Facsimile)

Attorneys for FAIRPOINT COMMUNICATIONS
CORP.

Of Counsel:

Frank J. Miller, Esq.

Huber Lawrence & Abell

605 Third Avenue

New York, NY 10158

(212) 682-6200

(212) 661-5759 (Facsimile)

VERIFICATION

State of North Carolina

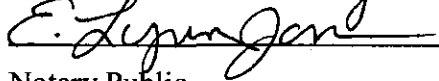
County of Mecklenburg

G. Brady Buckley, being first duly sworn, deposes and says: That he is the President and Chief Executive Officer of FairPoint Communications Corp., the applicant in the above proceeding, that he has read the foregoing Application, and knows the contents thereof; and that he is authorized by FairPoint Communications Corp. to verify that the contents of the Application are true.



Subscribed and sworn to before me this

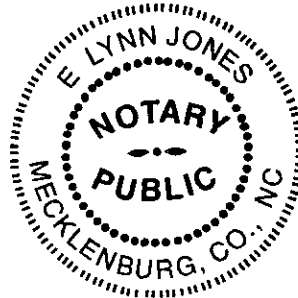
16 day of February, 2000



Notary Public

State of North Carolina

My Commission expires: 2/02/2002



Appendix A

**Articles of Incorporation and
Certificate of Authority to Transact Business in Missouri**

VII.

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the General Corporation Law of the State of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

VIII.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of the Corporation, subject to any specific limitation on such power provided by any Bylaws adopted by the stockholders.

IX.

Election of the Corporation's directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation so provide.

X.

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article X shall not eliminate or limit the liability of a director (i) for any

breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which such director derives an improper personal benefit. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended.

XI.

The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware (or any successor section thereof), as amended from time to time, (i) indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section and (ii) advance expenses to any and all said persons. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such offices, and shall continue as to persons who have ceased to be directors, officers, employees or agents and shall inure to the benefit of the heirs, executors and administrators of such persons.

XII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

XIII.

The name and mailing address of the sole incorporator of the Corporation are:

<u>Name</u>	<u>Mailing Address</u>
Shirley J. Linn	Underwood Kinsey Warren & Tucker, P.A. 201 South College Street Suite 2020 Charlotte, NC 28244-2020

I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 22nd day of January, 1998.

Shirley J. Linn

Name: SHIRLEY J. LINN, Incorporator

11-17-98

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
MJD TELECHOICE CORP.

MJD TeleChoice Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of MJD TeleChoice Corp. be amended by changing the Article numbered "I" thereof so that, as amended, said Article shall be and read as follows:

"I. The name of the corporation (the "Corporation") is FairPoint Communications Corp."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said MJD TeleChoice Corp. has caused this certificate of amendment to be signed by Shirley J. Linn, its Assistant Secretary, as of the 16th day of November, 1998.

MJD TELECHOICE CORP.

By: Shirley J. Linn
SHIRLEY J. LINN, Assistant Secretary

172959

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
FAIRPOINT COMMUNICATIONS CORP.

FairPoint Communications Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

The Corporation's Certificate of Incorporation is to be amended by deleting Article IV in its entirety and replacing it with the following (the "Amendment"):

IV.

The total number of shares of stock which the Corporation shall have authority to issue is ten million (10,000,000) shares of Common Stock comprising one class with a par value of one cent (\$0.01) per share (the "Common Stock").

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said FairPoint Communications Corp. has caused this certificate of amendment to be signed by Walter E. Leach, Jr., its Senior Vice President, as of the 29th day of December, 1998.

FAIRPOINT COMMUNICATIONS CORP.

By:



WALTER E. LEACH, JR., Senior
Vice President

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

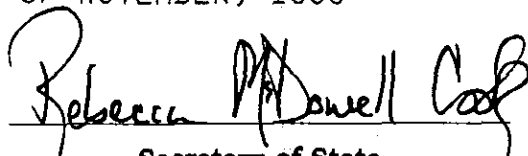
CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

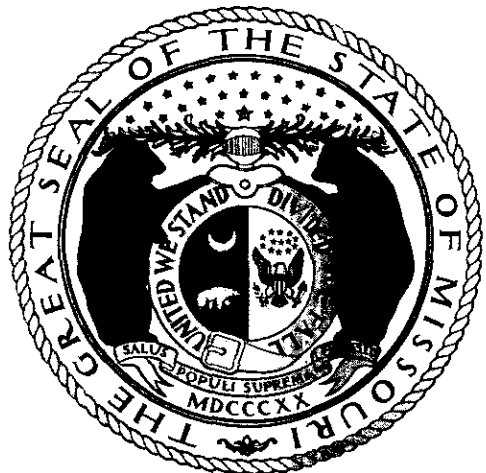
FAIRPOINT COMMUNICATIONS CORP.

USING IN MISSOURI THE NAME
FAIRPOINT COMMUNICATIONS CORP.

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 15TH DAY OF NOVEMBER, 1999.


Secretary of State



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

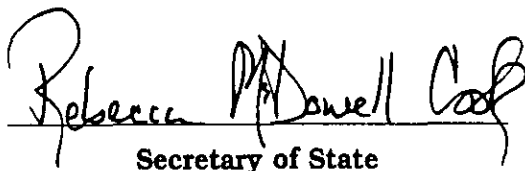
WHEREAS,
FAIRPOINT COMMUNICATIONS CORP.

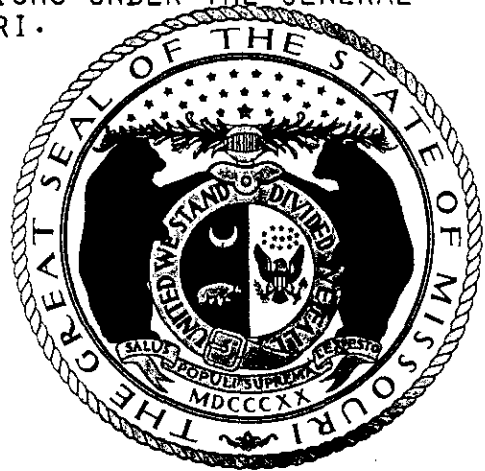
USING IN MISSOURI THE NAME
FAIRPOINT COMMUNICATIONS CORP.

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF DELAWARE.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 15TH DAY OF NOVEMBER, 1999.


Secretary of State



\$155.00



State of Missouri

Rebecca McDowell Cook, Secretary of State

P.O. Box 778, Jefferson City, MO 65102
Corporation Division

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

NOV 15 1999

**Application for Foreign Corporation
for a Certificate of Authority**

(Submit in duplicate with filing fee of \$155.00)

Rebecca McDowell Cook
SECRETARY OF STATE

(1) The corporation's name is FairPoint Communications Corp.
and it is organized and existing under the laws of Delaware

(2) The name it will use in Missouri is FairPoint Communications Corp.

(3) The date of its incorporation was 1/23/98 (month/day/year),
and the period of its duration is Perpetual

(4) The address of its principal place of business (Address/City/State/Zip)
6234 Fairview Rd., Suite 400, Charlotte, North Carolina 28210

(5) The name and address of its registered agent and office in the State of
Missouri is (Name, Address, City/State/Zip)
C T Corporation System, 120 South Central Avenue, Clayton, Missouri 63105

(6) The specific purpose(s) of its business in Missouri are: _____
To offer competitive local exchange telephone carrier services on a retail basis. Also
see attached purpose clause.

(7) The name of its officers and directors and their business addresses are as
follows:

Officers (Name/Address/City/State/Zip)

President See attached list of officers

Vice President _____

Secretary _____

Treasurer _____

Board of Directors (Name/Address/City/State/Zip)

Director _____ See attached list of directors

Director _____


Director _____

Director _____

(8) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

 _____ November 5, 1999
(Authorized signature of officer or chairman of the board) (Title) (Date)

Walter E. Leach, Jr., Senior Vice President

Note: You must have a current certificate of good standing or certificate of existence with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters.

Office of Secretary of State Rebecca McDowell Cook
600 W. Main and 208 State Capitol, P.O. Box 778, Jefferson City, Missouri 65102
Telephone: (573) 751-4936

Information contained in this document was compiled using publications from the Secretary of State's Office

7/96

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

NOV 15 1999


REBECCA McDOWELL COOK
SECRETARY OF STATE

Purpose Clause of FairPoint Communications Corp.

Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of the State of Qualification.

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

NOV 15 1999

Rebecca McDonald Cook
SECRETARY OF STATE

FairPoint Communications Corp.

OFFICERS:

<u>Name</u>	<u>Office/Title</u>	<u>Business Address</u>
Jack H. Thomas	Chairman	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
G. Brady Buckley	President and Chief Executive Officer	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Eugene B. Johnson	Officer -- Executive Vice President and Assistant Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Walter E. Leach, Jr.	Officer -- Chief Financial Officer, Senior Vice President and Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Timothy W. Henry	Officer -- Vice President Finance, Treasurer and Assistant Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Ryan D. Cure	Officer--Controller	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Neil A. Torpey	Officer -- Assistant Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Shirley J. Linn	Officer -- Assistant Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210

FILED
NOTED CERTIFICATE OF
AUTHORITY ISSUED

NOV 15 1999

Rebecca McDonald
SECRETARY OF STATE

DIRECTORS:

<u>Name</u>	<u>Office/Title</u>	<u>Business Address</u>
Jack H. Thomas	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Eugene B. Johnson	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Daniel G. Bergstein	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Meyer Haberman	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Frank K. Bynum, Jr.	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
George E. Matelich	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Nelson Schwab III	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210

NOV 15 1999

Rebecca McDowell Cook
SECRETARY OF STATE

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRPOINT COMMUNICATIONS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2849974 8300

991439551

AUTHENTICATION: 0031163

DATE: 10-18-99

Appendix B

Technical and Managerial Experience

Professional Biographies
FairPoint Communications Corp. Senior Management Team

Brady Buckley, President and CEO, began his career with U.S. Sprint, he also served as Vice President of LDDS Worldcom. Prior to joining FairPoint Communications, Brady served as President of American Telco, Inc., a Houston-based telecommunications firm that was the first company to provide combined local and long distance phone service in Texas. Under Brady's leadership, the company's revenues increased 50 percent and its asset value rose from \$55 million to \$130 million in two and a half years.

Jeff Touse, Vice President of Sales, also brings a lengthy career with American Telco, of Texas at which he began 10 years ago as an account representative. As Jeff's career grew he left Dallas for the Houston office where he continued to be on the move until he ended his career with Telco. Upon his departure Jeff held the Vice President of Sales position for 2 years and maintained responsibility for over 200 people.

Dan Yamin, Vice President of Marketing and Product Development, was Vice President of Customer Operations/Sales and Marketing for Taconic Telephone Corp.. Dan was employed with Taconic since 1989, he previously served as Director of Customer Operations/Sales and Marketing for the company. Prior to Taconic, Dan was an account executive for Rochester Telephone Business Marketing and a telecommunications manager for a Gulf & Western Company.

Thomas Iachetta, Vice President of Information Systems prior position was Vice President of Planning and Business Development for Taconic Telephone Corp. Mr. Iachetta was employed at Taconic since 1985 and previously served as Director of Planning and Business Development. Prior to that, he served as Manager of Network and Information Services. He was responsible for all aspects of corporate planning for Taconic and its subsidiaries while overseeing information systems. He was responsible for Taconic Cellular Corp., Taconet Corp., a sophisticated SS7 network and Taconic TelCom Corp., a long distance service provider.

Stephen Lagasse, Vice President of Customer Service. Before his promotion, Lagasse was the Director of FairPoint's Operation Center, responsible for various aspects of Customer Service initiatives. Steve is now responsible for Customer Service, Provisioning, and Repair. Steve brings 14 years of telecommunications experience to his new position, including Engineering responsibilities with Bell Atlantic, and Operations and Market Development positions with NYNEX.

Patrick L. Eudy, Vice President Business Development, career encompasses operating experience in the communications industry, investment banking, and consulting. Mr. Eudy was Vice President - Business Development for MJD Communications, Inc. While with MJD, Mr. Eudy developed the competitive local exchange business plan which led to the creation of FairPoint Communications. Mr. Eudy managed the start-up and daily operations of FairPoint from November 1997 until July 1998. From 1994 to 1997, Mr. Eudy was employed in various capacities with CruisePhone, Inc. where most recently he was Vice President - Market Development.

Cliff Kane, Vice President of Network Services, was President and Founder of the recently sold Data Active, Incorporated. Previous to his involvement with Data Active he founded Fiber Business Networks, Incorporated of Hawthorne, New York. Under Cliff's leadership the company grew rapidly and focused on voice and data communication networks.

Appendix C

Financial Statements of MJD Communications

MJD Communications, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

Assets	December 31, 1998	December 31, 1997
	(unaudited)	
Current Assets:		
Cash and cash equivalents	\$ 13,240,891	6,822,462
Accounts receivable and other	22,394,790	10,318,406
Total current assets	35,635,681	17,140,868
Property, plant and equipment, net	142,320,999	61,206,890
Other assets:		
Investments	37,893,758	11,423,521
Goodwill, net of accumulated amortization	203,866,601	50,432,932
Deferred charges and other assets	21,173,488	4,408,568
Total other assets	262,933,847	66,265,021
Total assets	\$ 440,890,527	144,612,779
Liabilities and Stockholders' Equity (Deficit)		
Current Liabilities:		
Accounts payable	\$ 10,153,421	4,999,714
Current portion of long-term debt, capital lease and other	4,383,021	5,721,039
Demand notes payable	754,000	879,000
Accrued interest payable	3,946,563	2,818,769
Other accrued liabilities	6,841,253	2,614,646
Total current liabilities	26,078,258	17,033,168
Long-term liabilities:		
Long-term debt, net of current portion	164,610,026	126,502,779
Subordinated debt	200,000,000	109,246
Put Warrant Obligation	4,169,000	3,455,500
Deferred credits and other long-term liabilities	32,712,058	7,960,599
Total long-term liabilities	401,491,084	138,028,124
Minority interest	434,818	360,101
Redeemable preferred stock	-	130,164
Common stock subject to put option	3,000,000	
Stockholders' equity (deficit):		
Common stock	18,110	8,810
Additional paid-in capital	45,734,418	16,905,977
Retained deficit	(35,866,161)	(27,853,565)
Total stockholders' equity (deficit)	9,886,367	(10,938,778)
Total liabilities and stockholders' equity (deficit)	\$ 440,890,527	144,612,779

MJD Communications, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations

	Three months ended December 31,		Year ended December 31,	
	1998	1997	1998	1997
	(Unaudited)	(Unaudited)	(Unaudited)	
Operating revenues:				
Switched services	\$ 22,838,616	12,189,529	72,124,469	39,257,363
Other	5,892,282	4,080,509	19,883,088	8,505,925
Total operating revenues	28,730,898	16,270,038	92,007,557	47,763,288
Operating expenses:				
Plant operations	4,525,712	1,869,786	14,292,560	6,856,901
Corporate and customer service	7,966,697	5,384,239	22,274,818	11,580,804
Depreciation and amortization	6,676,999	2,678,204	20,089,395	8,777,103
Cost of services sold	2,002,445	2,488,351	6,162,893	4,790,970
Other	5,256,810	1,100,125	12,625,232	3,318,258
Total operating expenses	26,428,663	13,520,705	75,444,898	35,324,036
Income from operations	2,302,235	2,749,333	16,562,659	12,439,252
Other income (expense):				
Net gain on sale of investments	(9,406)	(19,229)	651,078	(19,229)
Interest income	168,837	56,272	441,992	212,035
Dividend income	1,004,293	1,182,124	1,119,188	1,182,124
Interest expense	(9,551,357)	(2,938,710)	(27,170,655)	(9,293,104)
Other, net	583,778	139,649	885,320	139,972
Total other expense	(7,803,855)	(1,579,894)	(24,073,077)	(7,778,202)
Earnings (loss) before income taxes and extraordinary item	(5,501,620)	1,169,439	(7,510,418)	4,661,050
Income tax (expense) benefit	1,414,295	(223,847)	2,111,508	(1,875,634)
Earnings (loss) before extraordinary item	(4,087,325)	945,592	(5,398,910)	2,785,416
Extraordinary item net of tax			(2,520,943)	(3,611,624)
Earnings (loss) before minority interest	(4,087,325)	945,592	(7,919,853)	(826,208)
Minority interest in income of subsidiaries	(12,481)	(36,532)	(80,453)	(61,635)
Net earnings (loss)	\$ (4,099,806)	909,060	(8,000,306)	(887,843)

MJD Communications, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows

	Year ended December 31,	
	1998	1997
	(Unaudited)	
Cash flows from operating activities:		
Net loss	\$ (8,000,306)	(887,843)
Adjustments to reconcile net loss to net cash provided by operating Activities:		
Depreciation and amortization	21,533,034	9,093,037
Other non cash expenses (income)	(2,894,755)	(686,504)
Loss on early retirement of debt	2,896,600	1,864,428
Changes in assets and liabilities arising from operations, net of acquisitions:		
Accounts receivable	6,633,230	(1,669,115)
Accounts payable and accrued expenses	415,448	3,020,470
Minority interest	80,453	61,635
Income taxes recoverable	(5,797,796)	(956,119)
Total adjustments	22,866,214	10,727,832
Net cash provided by operating activities	14,865,908	9,839,989
Cash flows from investing activities:		
Net capital additions	(12,324,293)	(8,141,250)
Acquisitions of telephone properties	(217,080,932)	(30,845,006)
Other, net	3,883,961	19,296
Net cash used in investing activities	(225,521,264)	(38,966,960)
Cash flows from financing activities:		
Loan origination costs	(17,345,090)	(1,949,205)
Proceeds from issuance of long-term debt	510,582,591	71,134,318
Repayment of long-term debt	(307,763,307)	(22,104,295)
Net proceeds from the issuance of common stock	31,837,742	15,875,104
Dividends paid to stockholders	(18,026)	(283,130)
Repurchase of stock and warrants	(175,271)	(31,487,339)
Other, net	(44,854)	511,248
Net cash provided by financing activities	217,073,785	31,696,701
Net increase in cash and cash equivalents	6,418,429	2,569,730
Cash and cash equivalents, beginning of period	6,822,462	4,252,732
Cash and cash equivalents, end of period	\$ 13,240,891	6,822,462