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February 29, 2008

Re: DT 07-011, Verizon-FairPoint  
OCA Request for Copies

To the Parties:

On February 27, 2008, pursuant to the settlement agreement approved in Order No. 24,823, FairPoint filed for *in camera* review of the “near-final Description of Notes to be issued by Northern New England Spinco Inc. as a part of the transfer-merger closing.” On February 28, 2008, the Office of Consumer Advocate requested a copy of the “near-final Description of Notes” filed by FairPoint; it similarly seeks a copy of the final Credit Agreement, which is intended to be filed by FairPoint not later than ten calendar days before closing. In its filing, the OCA refers to its closing statement in this docket, in which it requested that the Commission “require that FairPoint provide the final Credit Agreement, with attachments, and the description of notes to the OCA.”

Fairpoint responded, on February 29, 2008, to the OCA’s request. It stated that an arrangement had been reached, on February 14, 2008, between FairPoint and the OCA to provide the OCA and its consultant access to the near-final Description of Notes and the final Credit Agreement. It further asserted that access to the near-final Description of Notes was afforded on the afternoon of February 28, 2008, and that representatives of the OCA reviewed the document. FairPoint argues that the OCA’s request is therefore moot.

The OCA makes numerous arguments that need not be considered in addressing its basic request to be provided copies of the near-final Description of Notes and the final Credit Agreement. The review of these agreements is a compliance matter wholly within the discretion of the Commission to determine how best to assure that (1) the relevant financial documents as filed are consistent with the drafts and/or the representations of the parties that the Commission relied on in making its decision in this proceeding and (2) that appropriate confidential treatment is afforded to documents covered by the Securities Act of 1933.

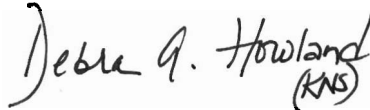
The use of *in camera* review by the Commission is clearly permissible in the appropriate circumstances. In this case, FairPoint seeks *in camera* review and it asserts

that the document is highly confidential and that premature public disclosure could affect the status of its private placement of bonds. At the same time, the Commission recognizes that the OCA, as a state agency with the duty to represent residential customers in Commission proceedings, has a status different from other parties that participate in such proceedings.

As the dispute between FairPoint and the OCA now stands, it revolves around the distinction between access to a document and possession of a copy of such document. The OCA may have agreed with FairPoint that access to the documents was sufficient but it appears that the OCA does not now take that position. In any event, it is not evident from the filings that possession of a copy of the near-final Description of Notes, as opposed to access to the document, would cause the harm that FairPoint describes in its February 27, 2008 filing.

Irrespective of how matters have reached this stage, the Commission has determined that, so long as FairPoint does not notify the Commission by 4:00 pm, on February 29, 2009, that provision to the OCA of a copy of the documents discussed herein would be contrary to FairPoint's obligations as regulated by the Securities Exchange Commission, the OCA shall be provided a copy of the relevant documents. In the event that FairPoint does not timely assert a cognizable legal bar to providing a copy of these documents to the OCA, the Commission will provide a copy of the near-final Description of Notes to the OCA by the close of business on February 29, 2008. The OCA, of course, must treat the documents with the same degree of confidentiality as required of the Commission.

Very truly yours,

Handwritten signature of Debra A. Howland in cursive script, with the initials "KNS" written in parentheses below the name.

Debra A. Howland  
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