

Staff Exhibit 65  
w/



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**VIA HAND DELIVERY**

March 30, 2008

Ms. Debra A. Howland  
Executive Director and Secretary  
New Hampshire Public Utilities Commission  
21 S. Fruit Street, Suite 10  
Concord, NH 03301

**Re: DT 07-011 – VERIZON NEW ENGLAND INC., BELL ATLANTIC COMMUNICATIONS, INC., NYNEX LONG DISTANCE COMPANY, VERIZON SELECT SERVICES INC. AND FAIRPOINT COMMUNICATIONS, INC. Joint Application for Approvals Related to Verizon’s Transfer of Property and Customer Relations to Company to be Merged with and into FairPoint Communications, Inc.**

Dear Ms. Howland:

This is in response to your Secretarial Letter of March 28, 2008 scheduling a hearing in the above-referenced matter regarding FairPoint Communications, Inc.’s issuance of bonds (the “Secretarial Letter”), subsequently rescheduled for Sunday, March 30, 2008.

To fully address any concerns the Commission may have in connection with FairPoint’s issuance of bonds referenced in the Commission’s Secretarial Letter, Verizon Communications Inc. and Staff of the Public Utilities Commission agree that Verizon will implement Order No. 24,823 dated February 25, 2008 (the “Order”) at pages 84-85 as follows:

- 1. Verizon will pay to FairPoint \$15 million on the first anniversary of the closing in anticipation of line loss without regard to whether the Order’s conditions would otherwise require the payment.

2. Verizon will pay to FairPoint \$15 million on the second anniversary of the closing if either line loss is greater than 7.5 percent or FairPoint's Interest Coverage Ratio (as defined in the Settlement Agreement among Verizon, FairPoint and Staff dated January 23, 2008) is less than 2.50 on the second anniversary of the closing.
3. Payments made under these two provisions shall comprise full and complete compliance with the line-loss obligations of the Order on pages 84 and 85.

Verizon's willingness to proceed in this fashion is conditioned on no additional conditions being imposed by the Commission on Verizon as a condition of closing the transaction.

Thank you for your attention to this matter.

Very truly yours,



Victor D. Del Vecchio

Agreed to on behalf of Staff of the Public Utilities Commission:



Name: F. Anne Ross, Esq.

Date: March 30, 2008

cc: Service List