

LAW OFFICES
BLOOSTON, MORDKOFKY, DICKENS, DUFFY & PRENDERGAST
2120 L STREET, NW
WASHINGTON, DC 20037

HAROLD MORDKOFKY
BENJAMIN H. DICKENS, JR.
JOHN A. PRENDERGAST
GERARD J. DUFFY
RICHARD D. RUBINO
MARY J. SISAK
D. CARY MITCHELL

ARTHUR BLOOSTON
1914 - 1999

(202) 659-0830
FACSIMILE: (202) 828-5568

AFFILIATED SOUTH AMERICAN OFFICES

ESTUDIO JAUREGUI & ASSOCIATES
BUENOS AIRES, ARGENTINA

ROBERT M. JACKSON
OF COUNSEL

PERRY W. WOOFER
LEGISLATIVE CONSULTANT

EUGENE MALISZEWSKYJ
DIRECTOR OF ENGINEERING
PRIVATE RADIO

December 17, 2004

ORIGINAL

DOCKET FILE COPY ORIGINAL

WRITER'S CONTACT INFORMATION

202-828-5528
gjd@bloostonlaw.com

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554
Attention: Competition Policy Division
Wireline Competition Bureau

RECEIVED

DEC 17 2004

Federal Communications Commission
Office of Secretary

**RE: FairPoint Communications, Inc.
Streamlined Domestic Section 214 Application
WC Docket No. 04-149**

Dear Ms. Dortch:

On May 23, 2004, the Wireline Competition Bureau granted the referenced application of FairPoint Communications, Inc. ("FairPoint") and its subsidiaries for transfer of control of their domestic Section 214 authorizations. Public Notice (Notice of Streamlined Domestic Section 214 Applications Granted), WC Docket No. 04-149, DA 04-1444, released May 24, 2004.

The authorization permitted FairPoint to engage in an initial public offering that would result in the transfer of control of FairPoint and its subsidiaries from Thomas H. Lee Equity Fund, IV, L.P. ("THL," which currently owns approximately 43.0 percent of FairPoint's common stock and exercises *de facto* control over FairPoint) to the proposed initial and future public shareholders of FairPoint. At the time the FairPoint application was filed in April 2004, it was planned that the initial public offering would consist of Income Deposit Securities. (An Income Deposit Security is an instrument that consists of one share of common stock and a senior subordinated note.) Also at the time the application was filed, it was believed that the initial public offering would result in a decrease in THL's share of FairPoint's common stock from approximately 43.0 percent to approximately 12.5 percent, and in approximately 68.0 percent of FairPoint's common stock being held by the public shareholders.

NO. 04-149-014
Est. Rec. 12/17/04

Marlene H. Dortch, Secretary
December 17, 2004
Page 2 of 2

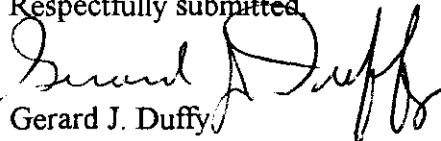
The finalization and initiation of FairPoint's initial public offering has taken somewhat longer than originally expected. During the interim, FairPoint has made a couple of minor changes to its initial public offering that it believes do not materially change its Section 214 application, or require modification of its transfer of control authorization.

Specifically, FairPoint has changed the instruments to be offered to the public from the previously contemplated Income Deposit Securities to shares of common stock. Because each Income Deposit Security was to include a share of common stock, this change to pure common stock represents no modification from a corporate control, voting or equity ownership standpoint.

FairPoint will not know the precise percentages of its common stock to be held by various entities until its shares of common stock are priced and sold at the time of its initial public offering. FairPoint is certain that its initial public offering will result in: (1) the loss of *de facto* control by THL; (2) the decrease in the percentage of FairPoint's common stock held by THL from approximately 43.0 percent to less than 20 percent; and (3) the acquisition of well over 50.1 percent of FairPoint's common stock by public shareholders. At this time, FairPoint projects that THL will hold approximately 11.4 percent (rather than the previously projected 12.5 percent) of its common stock at the close of its initial public offering. FairPoint further projects that approximately 73.2 percent (rather than the previously projected 68.0 percent) of its common stock will be held by public shareholders at that time. These changes are fully consistent with the transfer of control from THL to the public shareholders that was previously proposed and approved.

FairPoint believes that these minor changes are not material or decisionally significant, and that it may proceed with its proposed initial public offering without any further domestic Section 214 authorization from the Commission. If the Bureau has any questions or is of a different opinion, please contact the undersigned counsel.

Respectfully submitted,



Gerard J. Duffy
Counsel to FairPoint Communications, Inc.