

Exhibit A

**DECLARATION OF MICHAEL HAGA
IN SUPPORT OF
OPPOSITION TO PETITIONS TO DENY
(WC Docket No. 07-22)**

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

Application of

Verizon New England Inc., NYNEX Long Distance Company, Bell Atlantic Communications, Inc., Verizon Select Services Inc., Verizon Communications Inc., and Northern New England Spinco Inc.,

Transferors,

and

FairPoint Communications, Inc.,

Transferee,

For Consent to Transfer Certain Assets and Long-Distance Customer Relationships in the States of Maine, New Hampshire, and Vermont

WC Docket No. 07-22

**DECLARATION OF MICHAEL HAGA
IN SUPPORT OF
OPPOSITION TO PETITIONS TO DENY**

1. My name is Michael Haga. My business address is 192 W. Broadway, Peculiar, Missouri 64078. I am the Director of Billing and Operations Support Systems (“OSS”) for FairPoint Communications, Inc. (“FairPoint”).
2. I have a Bachelor’s Degree from the University of North Dakota and have completed numerous leadership, technical and business training programs throughout my career. I have seventeen years of experience in telecommunications. My professional career

began in 1990 at EDS. My telecommunications experience started with my support of EDS' IXPlus long distance billing application. My responsibilities with this application included development support of customer care, rating, billing and collections functionality. I was also the supervisor and lead developer of the toll free mechanized generic interface with the national SMS800 database. In 1996, I joined Sprint Communications as a Manager of Systems Development. While at Sprint, my concentration was in network provisioning and translations applications. In 1999, I moved into consulting and joined Kansys Inc. as the VP of Service Delivery. At Kansys, I worked with clients to understand their Operations Support Systems ("OSS") and Business Support Systems ("BSS") needs. Once OSS/BSS requirements were identified, I worked with Kansys consultants and partner vendors to develop solutions meeting these requirements. I was responsible for the client relationship, contracts, budgets, forecasts, resource planning and the delivery of services. In my six years with Kansys, I was personally involved with OSS/BSS conversion. I joined FairPoint in 2004. At Fairpoint, I have been responsible for the key areas of billing and OSS with a focus on converting all FairPoint companies to a single customer care, billing and OSS platform. I am currently the Project Lead for cut over implementation for the Northern New England acquisition.

3. Fairpoint has retained Capgemini, one of the most qualified consultants in the industry, to assist in the development of systems and processes before and during the post-closing transition. Capgemini is an international firm engaged in consulting, technology services and outsourcing. Capgemini has experience spanning thirty years in telecom processes

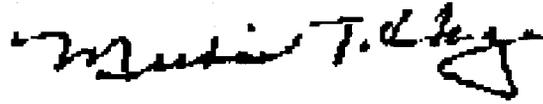
and systems design, implementation and operation support, having served major telecommunications companies in the United States and around the world.

4. Capgemini has experience relevant to developing, working with and evaluating telecommunications and back-office systems of the sort that Fairpoint seeks. Capgemini delivered multiple projects for a regional Bell operating company as key elements in the client's program to transform itself into a broadband leader. In this pursuit, Capgemini led overall program management, including managing the milestone schedule, executive reporting, issue management and release management; led the data conversion effort from old ordering, billing and network systems to new systems for 3 million customers; and implemented a new network inventory system and developed a new data warehouse to facilitate a detailed business reporting capability. Capgemini was also selected by a national cable television provider to streamline and automate the order entry and provisioning processes for its voice over Internet protocol (VoIP) products. The goal was to improve operational efficiency and to deliver consistently high levels of customer service. This was accomplished successfully and has been extended to other products as well. Additionally, based on their prior experience with Capgemini on numerous projects, a national wireless carrier selected Capgemini as the integrator for a major restructuring of its financial and human resources systems. The task involved the migration of data for tens of thousands of employees from two different incumbent systems to a new, full-featured integrated system.
5. FairPoint is aware of the unique circumstances regarding the services it will provide to CLECs and other wholesale customers. Therefore, FairPoint will have sales and customer services personnel in place to meet the needs of wholesale business customers.

6. Fairpoint already has reached out to all of the CLECs in the region by letter and offered to discuss any of their concerns.
7. FairPoint will not charge CLECs for job aids, reference materials, or training necessary to access wholesale systems. In addition, although FairPoint currently is finalizing its system design and architecture, based on the current design CLECs will not be required to obtain new equipment or systems to access FairPoint's system.
8. This concludes my declaration.

I declare under penalty of perjury under the laws of the United States of America that, to the best of my knowledge, the foregoing is true and correct.

Executed on May 4, 2007

A handwritten signature in black ink, appearing to read "Michael T. Haga". The signature is written in a cursive style with a large, stylized initial "M".

Michael Haga

Exhibit B

**DECLARATION OF WALTER LEACH
IN SUPPORT OF
OPPOSITION TO PETITIONS TO DENY
(WC Docket No. 07-22)**

**Before the
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Application of

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WC Docket No. 07-22

**DECLARATION OF WALTER LEACH
IN SUPPORT OF
OPPOSITION TO PETITIONS TO DENY**

1. My name is Walter E. Leach, Jr. My business address is 521 East Morehead Street, Suite 250, Charlotte, North Carolina, 28202. I am employed by FairPoint Communications, Inc. ("FairPoint"), where I currently hold the position of Executive Vice President, Corporate Development. In my current role, I am responsible for all aspects of FairPoint's merger and acquisition activity, as well as strategic planning. These responsibilities include identifying appropriate strategic acquisition or disposition

opportunities, managing the due diligence process for potential acquisitions and other financial initiatives, negotiating key transactional terms (including price and closing conditions), participating in the documentation of the transaction agreements, managing the company's relationships with investment banking and private equity firms related to, or required for, such transactions, and supervising the process of seeking regulatory approval related to such acquisitions. In this role, it is my responsibility to ensure that the transactions we pursue are consistent with the strategic direction of the company, are financed in a responsible manner, and have a positive impact on the consolidated financial position of Fairpoint.

2. I have an undergraduate degree in Industrial Management from Georgia Tech. I joined FairPoint in October 1994 as the company's Chief Financial Officer. In this role, I was responsible for FairPoint's financial reporting and control investor relations, treasury and risk management. While I was Chief Financial Officer, FairPoint successfully acquired, integrated and operated 28 independent telephone companies. As the principal financial executive for the company, it was part of my job to ensure that the financial terms of the transactions were reasonable and that the company remained financially sound as a result of these acquisitions. In July 2004, I became Executive Vice President, and in June 2005, I assumed my current position as Executive Vice President, Corporate Development. Prior to joining FairPoint I spent ten years at Independent Hydro Developers, as an Executive Vice President responsible for project acquisition, financing, and development activities. Independent Hydro Developers is a privately owned independent power company which predominantly develops or refurbishes hydroelectric projects and then operates and maintains such facilities. Prior to that, I held the position of Vice President,

Investor Relations, for the Pillsbury Company and served as Treasurer, Assistant Treasurer, and Region Controller for Burger King Corporation.

Fairpoint's Acquisition History

3. To date, Fairpoint has acquired more than thirty companies—many of which have been in operation for more than seventy-five years.
4. FairPoint has been evaluating and acquiring telephone operations since 1991. In fact, one of Fairpoint's strategic objectives is "to continue to grow by acquisition." As such, FairPoint has always dedicated sufficient resources to the acquisition effort. While Fairpoint employs a corporate development group dedicated to acquisition work, FairPoint also relies on subject matter experts from other operational groups who understand the importance of acquisitions to the overall company strategy. Given the scope of this merger, Fairpoint has taken further steps to ensure the existing operations run smoothly while the integration takes place. The best example of this is Fairpoint's recent announcement that Peter Nixon, COO, will spend 100% of his time on the Northern New England integration and his day-to-day responsibilities over Fairpoint's existing operations will be assumed by the new COO, Telecom Group.
5. None of Fairpoint's ILEC acquisitions has been anything other than a success. In 1998, Fairpoint formed a CLEC, Fairpoint Solutions, which it later sold in 2002. Fairpoint discontinued those operations as a proactive response to the general economic downturn and the slower-than-expected growth of the CLEC business at the time.

Fairpoint's Financial Position

6. FairPoint expects that it will be able to generate solid cash flows that support its investment plans, debt servicing, and dividends as appropriate.
7. Dividends are discretionary — Fairpoint can choose not to pay them under its current dividend policy. As a general matter, businesses typically will decline to make dividend payments when warranted—for example, if the company incurs significant, one-time expenses. Moreover, the terms of Fairpoint's financing agreements with its lending banks, through which it is partly financing the transaction, require FairPoint to stop paying dividends under certain circumstances, such as if debt levels exceed prescribed thresholds. Thus, Fairpoint's future dividend payments will not divert valuable resources; to the contrary, they could be reduced if additional funding were necessary.
8. The total value to be received by Verizon and its stockholders in exchange for these operations will be approximately \$2.715 billion. Verizon stockholders will receive approximately \$1.015 billion of FairPoint common stock in the merger, based upon Fairpoint's recent stock price and the terms of the merger agreement. Verizon will receive \$1.7 billion in value through a combination of cash distributions to Verizon and debt securities issued to Verizon before the stock distribution and merger. As a result, the transaction price is funded by an appropriate combination of equity (37% or \$1.015 billion of \$2.715 billion) and debt (63% or \$1.7 billion of \$2.715 billion). Fairpoint has signed commitments for approximately \$2.1 billion in bank financing.
9. The transaction is expected to qualify as a tax-free transaction, except to the extent that cash is paid to Verizon stockholders in lieu of fractional shares. These tax savings allowed the two parties to agree to a reasonable transaction price, which resulted in a

capital structure that will facilitate the investments FairPoint intends to make in the exchanges.

10. Given the solid ratios, the improving capital structure and the size of the company following the merger, we are confident that the capital markets will continue to be open to us should we need to access them. In addition to maintaining access to capital, the ratios and balance sheet are strong indicators that the company will remain financially stable for the foreseeable future.
11. One credit rating agency has indicated FairPoint's credit rating is likely to improve following the closing of the transaction, based upon the projected capital structure.
12. Our financial projections have assumed that rates for telecommunications services will remain the same as those currently charged by Verizon. Based on that assumption and the rest of our financial analysis, we project that during a five-year period FairPoint will be able to generate significant free cash flow after paying for network enhancements necessary to achieve the service improvements we have planned, and will be able to attract additional capital, if necessary. There will be no costs related to the merger transaction that will be passed on to the customers.
13. The reduction in allocated expenses post-closing (due to our state-of-the-art systems infrastructure and lower overhead) is expected to result in operating efficiencies of \$60 million to \$75 million. We expect to be able to reduce expenses from the levels of Verizon's internal corporate allocations related but not limited to network monitoring, customer care, and back office support. We believe our in-region costs to run these operations will be less than Verizon's internal allocations for these services provided by operations outside of the region.

Broadband Deployment and Service Quality Improvements

14. In order to maintain and improve the assets it is acquiring, FairPoint intends to spend more capital expenditures per line than Verizon has in its recent history. Fairpoint has targeted a significant investment for broadband build-out in the first twelve months after closing.
15. FairPoint plans to expand significantly the availability of broadband services to customers in the three-state region (primarily using DSL technology). A major expansion is expected to be completed within the first twelve months after the consummation of the merger that will result in a significant number of current Verizon customers having access to DSL who have no such access today. Currently 92% of FairPoint's customers in the three states have access to broadband services, while Verizon provides wireline broadband access to 62 percent of its customers in the same region.

Transition Plan

16. FairPoint and Verizon are already working on the transition, even though the regulatory review process is ongoing. Both companies have invested in this transition, believing it to be essential to the success of the transaction. Fairpoint will spend \$200 million during the transition period on back-office systems, \$100 million of which is expected to be spent prior to closing. Verizon will pay up to \$40 million of that amount by way of reimbursement for qualified expenses.

17. Fairpoint began working with Capgemini in the fourth quarter of 2006. FairPoint employees with key subject-matter expertise have been assigned to a transition team, which is now being supplemented with new hires for the new company.

Wholesale Services

18. Notwithstanding the scope of the statutory requirements regarding wholesale access, Fairpoint intends to continue to provide the unbundled network elements (“UNEs”) that Verizon provides under current interconnection agreements and existing contractual arrangements in the acquired exchanges, for the duration of the relevant terms.

19. Wholesale customers will continue to receive the same services — including exchange access, interconnection, resale and unbundled network elements — under the same rates, terms and conditions as provided by Verizon. FairPoint has committed to assume Verizon’s inter-carrier contracts and concur in or adopt Verizon’s tariffs (including its wholesale tariffs and Statements of Generally Available Terms and Conditions), so wholesale customers will not be adversely affected by this transaction.

Benefit to Employees

20. FairPoint intends to establish a New England based-management presence focused on dedicating the necessary resources to benefit local operations and communities, and to ensure that the company can achieve its objectives. We believe that this commitment to local management will provide employees greater opportunities for internal advancement and professional development in these three states, and will provide greater localized decision-making authority, for the benefit of both employees and consumers.

21. FairPoint and Verizon have agreed, as part of the merger agreement, that FairPoint will honor the commitments to the approximately 3,000 employees employed in Verizon's regional operations. The International Brotherhood of Electrical Workers (IBEW) and the Communications Workers of America (CWA) represent approximately 2,500 of these 3,000 employees who will become part of the merged operations. Fairpoint has committed as part of this transaction that the collective bargaining agreements with the IBEW and the CWA will continue to apply for the union represented employees and the management employees will continue to receive the same levels of compensation and benefits they receive now from Verizon.
22. FairPoint's plan for the merged company does not include any job cuts or reductions in compensation or benefits for the Verizon employees, non-union or union, who join FairPoint. Indeed, moving the out of state back-office functions to the three-state area will result in the addition of approximately 600 new positions to the employee base serving the three states. Fairpoint has made it clear that it is committed to working with the unions in a collaborative fashion. FairPoint will honor the existing collective bargaining agreements, and it expects to work constructively with union leadership in an effort to offer a strong package of new job opportunities for local, skilled employees. In addition, if the unions are interested in discussing an extension to the existing contract (which has a term through August 2008), with the same general terms and conditions, Fairpoint is willing to begin a dialog immediately on such an extension, which obviously would be contingent on the merger closing.
23. Fairpoint will assume pension and other post-employment benefits obligations for all active, continuing employees of Verizon companies that become part of Fairpoint. The

pension obligations will be funded fully with assets provided by Verizon as of the closing of the merger. As required by law, FairPoint will be funding the pension plan and other retiree obligations that accrue for these employees after the closing. The assets supporting the pension plan essentially will be of the same quality as the assets in the employees' current Verizon pension plan. Retired Verizon company employees from the region will continue to receive their benefits from Verizon pursuant to the Verizon plans. Fairpoint believes the continuing employees will be better off after the merger regarding the stability of the pension plan, as none of the retired Verizon employees must be supported by the Fairpoint pension plan.

Benefit to Customers

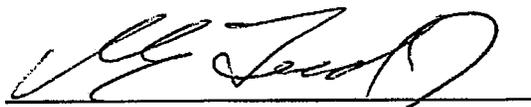
24. FairPoint will have a significant local operation presence in the region, as the back-office functions performed by Verizon outside of the three-state area will be moved into the three states by Fairpoint, resulting in the opening of at least three new local service centers to deliver industry-leading customer service. FairPoint believes that having these operations located "in-region" should serve to provide some incremental benefit to customers as service functions and personnel will be local to the markets and more responsive to local needs.
25. Fairpoint intends to add approximately 600 new positions that will be located in Maine, New Hampshire and Vermont. Some of these positions will be replacing the customer service and systems support operations currently provided to the three states by Verizon operations that were housed outside of the region; other positions will be incremental to existing Verizon in-region employment levels. Fairpoint will open at least three new in-

region service centers—a network operations center, an information systems center, and an administrative center. These centers will use existing facilities to the extent possible. This will be in addition to our on-going improvements to the FairPoint South China, Maine, East Coast call center, which is expected to remain a key operational asset and will not be affected by the merger.

26. This concludes my declaration.

I declare under penalty of perjury under the laws of the United States of America that, to the best of my knowledge, the foregoing is **true** and correct.

Executed on May 7, 2007

A handwritten signature in black ink, appearing to read "Walter E. Leach, Jr.", written over a horizontal line.

Walter E. Leach, Jr.

Exhibit C

**DECLARATION OF PETER NIXON
IN SUPPORT OF
OPPOSITION TO PETITIONS TO DENY
(WC Docket No. 07-22)**

**Before the
FEDERAL COMMUNICATIONS COMMISSION
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WC Docket No. 07-22

**DECLARATION OF PETER G. NIXON
IN SUPPORT OF
OPPOSITION TO PETITIONS TO DENY**

1. My name is Peter G. Nixon. My business address is 521 East Morehead Street, Suite 250, Charlotte, North Carolina, 28202. I am Chief Operating Officer (“COO”) for FairPoint Communications, Inc. (“FairPoint”). As COO I will be the person primarily responsible for operation of the northern New England properties we are acquiring.
2. I began my professional telecommunications career in 1978 when I joined Chautauqua and Erie Telephone Corporation (“C&E”) in western New York. When FairPoint

acquired C&E in July 1997, I became President of C&E. Since then I have served as President of FairPoint's Eastern Region, President of the Telecom Group, and Senior Vice President-Corporate Development. I graduated from Cornell University in 1975, and from 1975 until 1978 I worked for the Farm Credit Federal Land Bank in Johnstown, New York.

Fairpoint is already a significant part of the Northern New England community.

FairPoint's regional headquarters in Portland, Maine, provides services and support for the rest of the New England properties, and our South China, Maine call center supports our current operations throughout the eastern United States.

We are a leader in the deployment of DSL and understand that platform extremely well.

We also use coaxial cable, fiber to the premises, and even wireless broadband where it is an appropriate alternative.

We had one significant service problem in Maine which we have successfully addressed.

In 2005, Fairpoint converted the company billing system to a new vendor. The new platform significantly contributed to less than acceptable billing accuracy over an extended period of time which created unacceptably high call wait times in the billing center. During this time, Fairpoint stayed in contact with the Maine Commission's Consumer Assistance Division Director to keep him informed as the billing conversion and cleanup progressed. Ultimately, FairPoint changed billing vendors to a well-known telecommunications billing vendor. After additional informal meeting with the Maine Public Utilities Commission, FairPoint agreed to submit monthly reports, beginning in March 2006, to document our progress in three specific areas: Call Center Performance, Billing Performance, and Accuracy of E911 records. The Commission set benchmark

goals for us, and we have successfully reached them and are sustaining these service levels. The Commission has reported that they are satisfied with our results, and we continue reporting on a monthly basis.

6. Fairpoint is not aware of any investigation of the company's retail service quality by any state.
7. Concurrently with the Merger Agreement, Fairpoint and Verizon entered into a Transition Services Agreement ("TSA"). The TSA sets forth the terms and conditions under which Verizon will continue to offer support services to FairPoint after the transaction closes.
8. The TSA provides for Verizon to continue to offer support services after closing until FairPoint elects to cutover. This provides adequate opportunity for FairPoint to expand current systems or start-up new systems necessary to continue the prior levels of service. More importantly, there is no need to attempt to convert systems prior to being completely ready.
9. FairPoint also has retained Capgemini to provide technical expertise before, during, and after the transition. Capgemini is a large, well-organized and managed telecom group with relevant experience, including extensive systems development and conversion work for many of the world's largest telecommunications companies, for cable companies, wireless companies, and other telecommunications providers, and for state regulatory commissions.
10. FairPoint and Verizon have established a Joint Cutover Planning Committee that is preparing a comprehensive conversion plan, and Fairpoint and Verizon have agreed to a transition with multiple phases and appropriate opportunities for thorough testing and

evaluation at each stage. FairPoint and Capgemini meet by phone daily and face-to-face regularly. Fairpoint and Verizon interact daily.

11. Fairpoint expects that the wholesale systems currently being developed will, in general, meet, update, or improve the functionality of the existing wholesale systems.
12. The functionality of the wholesale systems includes systems that are being built specifically, among other things, for the wholesale customers currently operating in the acquired Verizon areas, and contain processes designed to comply with the requirements in each state.
13. FairPoint proposes to assume Verizon's wholesale tariffs, assume or replicate its interconnection agreements and other contracts, and provide interconnection, wholesale services and unbundled network elements to competitive local exchange and other carriers. FairPoint will not take the position that this company is a rural telephone company entitled to exemption from Section 251(c) obligations under Section 251(f)(1) of the federal Communications Act, or to suspension or modification of Section 251(b) or (c) obligations under Section 251(f)(2) of the Communications Act.
14. Fairpoint intends to honor all existing obligations under Section 251 of the Communications Act and the FCC's rules thereunder, including inter-carrier agreements entered into pursuant to Section 251 of the Communications Act for interconnection, transport and termination of local telecommunications, traffic exchange, resale, access to unbundled network elements, and collocation.
15. This concludes my declaration.

I declare under penalty of perjury under the laws of the United States of America that, to the best of my knowledge, the foregoing is *true* and correct.

Executed on May 5, 2007


Peter G. Nixon

CERTIFICATE OF SERVICE

I, Brian W. Murray, hereby certify that on this 7th day of May, 2007, I served a true copy of the foregoing Opposition to Petitions to Deny of FairPoint Communications, Inc. and Verizon by electronic mail (except where indicated) and U.S. Postal Service first class mail, postage pre-paid, upon the following:

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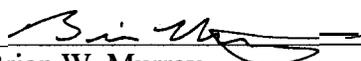
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Brian W. Murray

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