

KAREN BRINKMANN PLLC
TELECOM, MEDIA & TECHNOLOGY LAW

2300 N Street, NW
Suite 700
Washington, DC 20037
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December 5, 2012

VIA FEDERAL EXPRESS

Marlene H. Dortch, Secretary
Federal Communications Commission
c/o U.S. Bank – Government Lockbox #979091
SL-MO-C2-GL
1005 Convention Plaza
St. Louis, MO 63101
Attention: FCC Government Lockbox

Re: Application for Transfer of Control Pursuant to Section 214(a) of the
Communications Act for Transfer of Control of Fremont Telcom Co. and Fretel
Communications, LLC from FairPoint Communications, Inc. to Blackfoot
Telephone Cooperative, Inc. d/b/a Blackfoot Telecommunications Group

Dear Ms. Dortch:

Enclosed please find an original and four (4) copies of the above-referenced application, along with: (i) a completed FCC Form 159 Remittance Advice and a check for \$1,050.00 to cover the application fee associated with the application; and (ii) a “receipt” copy of the application to be stamped and returned to our offices using the enclosed self-addressed, postage prepaid envelope.

Marlene H. Dortch, Secretary
Federal Communications Commission
December 5, 2012
Page 2 of 2

Please contact the undersigned should you have any questions concerning this filing.

Sincerely,



Karen Brinkmann
KAREN BRINKMANN PLLC
2300 N Street, NW
Suite 700
Washington, D.C. 20037
(202) 365-0325
KB@KarenBrinkmann.com
Counsel to FairPoint Communications, Inc.

Enclosures

cc: William Dever

Before the
Federal Communications Commission
Washington, D.C. 20554

Application of)
FairPoint Communications, Inc.,)
Transferor,)
and)
Blackfoot Telephone Cooperative, Inc.)
d/b/a Blackfoot Telecommunications Group,)
Transferee,)
For Transfer of Control of Fremont Telcom Co.)
And Fretel Communications, LLC)
Pursuant to Section 214(a) of the Communications)
Act and Section 63.04(a) of the Commission's)
Rules)

US BANK/FCC DEC 06 2012

WC Docket No. _____

**CONSOLIDATED APPLICATION FOR TRANSFER OF CONTROL
PURSUANT TO SECTION 214(a) OF THE COMMUNICATIONS ACT**

Pursuant to Section 214(a) of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214(a), and Section 63.04(a) of the Commission's Rules, 47 C.F.R. § 63.04(a), FairPoint Communications, Inc. ("FairPoint" or "Transferor") hereby requests Commission authorization for the transfer of control of Fremont Telcom Co. ("Fremont") and Fretel Communications, LLC ("Fretel"), providers of local exchange, domestic interstate exchange access services, and interstate interexchange services pursuant to blanket Section 214 authority,¹

¹ Fremont also holds certain Title III common carrier fixed radio communication licenses listed herein, and Fretel holds international Section 214 authority.

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Herman & Whiteaker, LLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 3204 Tower Oaks Boulevard			
(5) STREET ADDRESS LINE NO. 2 Suite 180			
(6) CITY Rockville		(7) STATE MD	(8) ZIP CODE 20852
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-600-7274		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0021223409		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME FairPoint Communications, Inc.			
(14) STREET ADDRESS LINE NO. 1 521 E. Morehead Street			
(15) STREET ADDRESS LINE NO. 2 Suite 500			
(16) CITY Charlotte		(17) STATE NC	(18) ZIP CODE 28202
(19) DAYTIME TELEPHONE NUMBER (include area code) 704-344-8150		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0007709991		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Kobio Tuttle</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Kobio Tuttle</u>		DATE <u>12/5/12</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) FORM 159-C		SPECIAL USE
Page No 2 of 2		FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Blackfoot Telephone Cooperative, Inc. d/b/a Blackfoot Telecommunications Group		
(14) STREET ADDRESS LINE NO. 1 1221 North Russell Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Missoula	(17) STATE MT	(18) ZIP CODE 59808
(19) DAYTIME TELEPHONE NUMBER (include area code) 406-541-5454	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0001646165	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

Before the
Federal Communications Commission
Washington, D.C. 20554

Application of)
FairPoint Communications, Inc.,)
Transferor,)
and) WC Docket No. _____
Blackfoot Telephone Cooperative, Inc.)
d/b/a Blackfoot Telecommunications Group,)
Transferee,)
For Transfer of Control of Fremont Telcom Co.)
And Fretel Communications, LLC)
Pursuant to Section 214(a) of the Communications)
Act and Section 63.04(a) of the Commission's)
Rules)

**CONSOLIDATED APPLICATION FOR TRANSFER OF CONTROL
PURSUANT TO SECTION 214(a) OF THE COMMUNICATIONS ACT**

Pursuant to Section 214(a) of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214(a), and Section 63.04(a) of the Commission's Rules, 47 C.F.R. § 63.04(a), FairPoint Communications, Inc. ("FairPoint" or "Transferor") hereby requests Commission authorization for the transfer of control of Fremont Telcom Co. ("Fremont") and Fretel Communications, LLC ("Fretel"), providers of local exchange, domestic interstate exchange access services, and interstate interexchange services pursuant to blanket Section 214 authority,¹

¹ Fremont also holds certain Title III common carrier fixed radio communication licenses listed herein, and Fretel holds international Section 214 authority.

(each a “Subsidiary,” and, together with FairPoint, the “Company”) to Blackfoot Telephone Cooperative, Inc. d/b/a Blackfoot Telecommunications Group (“Blackfoot” or “Transferee”) (individually, FairPoint and Blackfoot are each an “Applicant” and collectively they are the “Applicants”). The proposed transfer of control will be accomplished by FairPoint’s sale of all of the capital stock and membership interests in the Subsidiaries² to BTC Holdings, Inc. (“BTC”), Blackfoot’s wholly-owned subsidiary (the “Proposed Transaction”).

In accordance with the requirements of Section 63.04(a),³ the Applicants provide the following information:

(1) Name, address, and telephone number of each Applicant.

Transferor:

Shirley J. Linn
Executive Vice President and General Counsel
FairPoint Communications, Inc.
521 E. Morehead Street
Suite 500
Charlotte, NC 28202
Phone: (704) 344-8150
Fax: (704) 344-1594
slinn@fairpoint.com

² FairPoint owns one hundred percent of the capital stock in MJD Ventures, Inc., which in turn holds one hundred percent of the capital stock and membership interests in Fremont and Fretel.

³ Pursuant to the Commission’s rules, a separate application for consent to the transfer of control of Fremont as a common carrier point-to-point microwave licensee, as required under Section 310(d) of the Communications Act, is being submitted concurrently herewith on FCC Form 603. A separate application requesting consent to the transfer of control of international Section 214 authority held by Fretel also will be submitted electronically.

Transferee:

Jason B. Williams
Vice President & General Counsel
Blackfoot Telecommunications Group
1221 North Russell Street
Missoula, MT 59808
Phone: 406-541-5454
Fax: 406-532-1999
jwilliams@blackfoot.com

(2) State under the laws of which each Applicant is organized.

FairPoint (FRN: 0007709991) and MJD Ventures, Inc. (FRN: 0009406356) are corporations organized under the laws of Delaware. Fremont (FRN: 0001587625) is a corporation, and Fretel (FRN: 0003745007) is a limited liability company. Both are organized under the laws of Idaho.

BTC (FRN: 0013287784) and Blackfoot (FRN: 0001646165) are both corporations organized under the laws of Montana.

(3) Legal counsel to whom correspondence concerning the application is to be addressed.

Transferor:

Karen Brinkmann
KAREN BRINKMANN PLLC
2300 N Street, NW
Suite 700
Washington, DC 20037
Phone: (202) 365-0325
KB@KarenBrinkmann.com

Transferee:

Gregory W. Whiteaker
HERMAN & WHITEAKER, LLC
3204 Tower Oaks Boulevard
Suite 180
Rockville, MD 20852
Phone: (202) 600-7274
Fax: (202) 706-6056
greg@hermanwhiteaker.com

(4) Name, address, citizenship, and principal business of entities that own at least 10 percent of the equity of the Applicants.

Fremont and Fretel Prior to Transaction

The names, addresses, citizenship, and principal businesses of the entities that presently own at least ten (10) percent of the equity of Fremont and Fretel are:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
MJD Ventures, Inc. 521 E. Morehead Street Suite 500 Charlotte, NC 28202	100%	Delaware Corporation	Telecommunications

In turn, the name, address, citizenship, and principal business of the only entity that owns at least ten (10) percent of the equity of MJD Ventures, Inc. is:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
FairPoint Communications, Inc. 521 E. Morehead Street Suite 500 Charlotte, NC 28202	100%	Delaware Corporation	Telecommunications

FairPoint Communications, Inc. is a publicly traded corporation (NasdaqCM: FRP). All of its common voting stock is held by members of the general public, whether businesses, institutions, or individuals. Only a single investor group, ultimately controlled personally by Messrs. John M. Angelo and Michael L. Gordon (collectively "Angelo Gordon"), owns or controls a ten (10) percent or greater ownership interest in FairPoint. More specifically,

investment fund vehicles directly or indirectly controlled by AG Funds, L.P. (which, as explained below, ultimately is controlled by Angelo Gordon) hold an aggregate beneficial equity interest in FairPoint of approximately 19.58 percent.⁴ None of these investment fund vehicles individually, and no other subsidiary of AG Funds, L.P., itself holds a ten (10) percent or greater ownership interest in FairPoint. The name, address, citizenship, and principal business of AG Funds, L.P. are as follows:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
AG Funds, L.P. c/o Angelo, Gordon & Co., L.P. 245 Park Avenue 26 th Floor New York, NY 10167	Approx. 19.58%	Delaware	Management Company

The general partner of AG Funds, L.P. is AG Funds GP, L.P.⁵ The name, address, citizenship, and principal business of AG Funds GP, L.P. are as follows:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
AG Funds GP, L.P. c/o Angelo, Gordon & Co., L.P. 245 Park Avenue 26 th Floor New York, NY 10167	Approx. 19.58%	Delaware	Management Company

⁴ These Angelo Gordon investment vehicles include (i) thirteen investment funds (“AG Funds”) that are structured as limited partnerships and ultimately are managed and controlled by Angelo Gordon and (ii) one unaffiliated investment vehicle, GAM Arbitrage Investments, Inc., that ultimately is managed by Angelo Gordon, and that holds an interest in FairPoint of less than one-half of one percent. The most current information regarding this greater than ten (10) percent ownership by Angelo Gordon is available in the most recent Securities and Exchange Commission Form SC 13D/A filed by Angelo, Gordon & Co., L.P. on May 20, 2011.

⁵ The sole limited partner of AG Funds, L.P. is insulated, and in any event holds only a *de minimis* equity interest in AG Funds, L.P.

The sole general partner of AG Funds GP, L.P. is JM Funds LLC.⁶ The name, address, citizenship, and principal business of JM Funds LLC are as follows:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
JM Funds LLC c/o Angelo, Gordon & Co., L.P. 245 Park Avenue 26 th Floor New York, NY 10167	Approx. 19.58%	Delaware	Management Company

The two members of JM Funds LLC, each of which may be deemed to control that entity are John M. Angelo and Michael L. Gordon. The name, address, citizenship, and principal business of these individuals are as follows:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
John M. Angelo c/o Angelo, Gordon & Co., L.P. 245 Park Avenue 26 th Floor New York, NY 10167	Approx. 19.58%	United States	Investment Manager

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Michael L. Gordon c/o Angelo, Gordon & Co., L.P. 245 Park Avenue 26 th Floor New York, NY 10167	Approx. 19.85%	United States	Investment Manager

⁶ With the exception of John M. Angelo and Michael L. Gordon, no limited partner of AG Funds GP, LLP holds an ownership interest in FairPoint of ten (10) percent or greater.

Fremont and Fretel After Transaction

The name, address, citizenship, and principal business of the only entity that will directly own at least ten (10) percent of the equity of Fremont and Fretel after completion of the Proposed Transaction is:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
BTC Holdings, Inc. 1221 North Russell Street Missoula, MT 59808	100%	Montana Corporation	Holding Company

In turn, the name, address, citizenship, and principal business of the only entity that currently owns, and after consummation of the Proposed Transaction will own, at least ten (10) percent of the equity of BTC is:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Blackfoot Telephone Cooperative, Inc. 1221 North Russell Street Missoula, MT 59808	100%	Montana Corporation	Telecommunications

No other entities (beyond those identified above) directly or indirectly hold (or will hold as a result of this transaction) a ten (10) percent or greater ownership interest in Fremont or Fretel.

(5) Certification pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules that no party to the application is subject to a denial of Federal benefits.

FairPoint and Blackfoot hereby certify, pursuant to 47 C.F.R. Section 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction.

Fremont and Fretel provide local exchange and exchange access services, as well as domestic interstate interexchange services, to approximately 5,000 customers in Idaho and a

small number of customers in Montana. Fremont and Fretel provide domestic interstate telecommunications services pursuant to blanket Section 214 authority as provided in Section 63.01(a) of the Commission's rules, 47 C.F.R. §63.01(a) to customers in their service areas. Fretel also provides resold international long distance services pursuant to international Section 214 authority, File No. ITC-ASG-20100614-00248.⁷

BTC is a holding company and does not provide any services. Blackfoot provides local exchange and exchange access services, as well as other interstate and international services, to customers in Montana and a small number of customers in Idaho, and is authorized by the Commission to provide domestic interstate telecommunications services pursuant to Section 214 of the Act and Section 63.01(a) of the Commission's rules, and resold international services pursuant to international Section 214 authority, File No. ITC-ASG-20050629-00300.

To effectuate the Proposed Transaction, FairPoint, as the one hundred percent owner of capital stock in MJD Ventures, Inc. ("MJD"), will cause MJD to sell one hundred percent of the capital stock and membership interests in Fremont and Fretel to BTC in an all-cash transaction. Upon FCC approval, the sale will give BTC, and ultimately Blackfoot, control of Fremont and Fretel, including their blanket domestic Section 214 authorizations, Fretel's international Section 214 authorization, and Fremont's three common carrier fixed microwave licenses used in the local exchange and exchange access operations of Fremont. No prior state approval is required for this transaction. The parties seek to close the Proposed Transaction in January 2013.⁸

⁷ File No. ITC-ASG-20100614-00248 is the file number assigned to Fretel following the January 24, 2011 consummation of the assignment to Fretel of international Section 214 authority, File No. ITC-214-19990125-00037.

⁸ No notice to or authorization from Fremont and Fretel customers is required pursuant to FCC Rule Section 64.1120(e) because the Proposed Transaction is a transfer of control based on the sale of capital stock and membership interests, such that there will be no change in service providers to the Fremont and Fretel customers.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

FairPoint operates 33 local exchange companies in 18 states, including Alabama, Colorado, Florida, Georgia, Idaho, Illinois, Kansas, Maine, Massachusetts, Missouri, New Hampshire, New York, Ohio, Oklahoma, Pennsylvania, Vermont, Virginia, and Washington. In each of these geographic areas, FairPoint's products and services include local and long distance voice, data, Internet, broadband, television, and business communications solutions. With approximately 1.3 million access line equivalents. Fremont provides services as an incumbent local exchange carrier in Idaho, serving approximately 4,500 access line equivalents over 2,000 square miles, which includes five exchanges (Ashton, St. Anthony, Teton, and two exchanges in Island Park). Fretel provides services as a competitive local exchange carrier in Idaho and Montana, serving approximately 900 access line equivalents in Rexburg and Idaho Falls, Idaho and West Yellowstone, Montana.

Blackfoot provides services as an incumbent local exchange carrier in Montana and Idaho, serving approximately 14,000 access line equivalents in twenty-one (21) exchanges in western Montana and one (1) exchange (Powell) in Powell, Idaho, over a 6,500 square mile, eight (8) county region. Blackfoot's wholly-owned subsidiary, Blackfoot Communications, Inc. ("BCI") (FRN: 0003732773), provides services as a competitive local exchange carrier in Missoula and Great Falls, Montana, providing service to approximately 6,000 access line equivalents.

(8) Statement on how the application fits into one or more of the presumptive streamlined categories or why it is otherwise appropriate for streamlined treatment.

Fremont is a rural incumbent local exchange carrier (“ILEC”) and Fretel is a competitive local exchange carrier (“CLEC”) and non-dominant interexchange carrier (“IXC”). Blackfoot also is an ILEC in Montana and Idaho, and offers domestic and international long-distance service to its customers as a non-dominant IXC. BCI is a CLEC in Montana. The Applicants do not seek streamlined treatment of this application, but believe this application raises no competitive or other policy issues. Neither Fretel’s CLEC service area, nor Fremont’s ILEC service area, overlap with or are adjacent to Blackfoot’s ILEC service, or BCI’s current CLEC service area.

FairPoint seeks to sell Fremont and Fretel in their entirety, requiring no study area waiver.⁹ Upon consummation of the Proposed Transaction, Blackfoot will continue operating Fremont and Fretel as they currently are operated, and Fremont and Fretel will continue to provide services upon the same rates, terms, and conditions as immediately prior to the transaction. Accordingly, no customer service will be adversely impacted, and the transaction will be virtually transparent to the customers. Any future changes in rates, terms, and conditions will be pursuant to applicable law. The Applicants therefore respectfully request that the

⁹ FairPoint intends to withdraw Fremont from a pending company-wide petition for waiver of the Commission’s rules. See *Berkshire Telephone Corporation, Big Sandy Telecom, Inc., Bluestem Telephone Company, Chautauqua and Erie Telephone Corporation, Chouteau Telephone Company, C-R Telephone Company, The El Paso Telephone Company, Ellensburg Telephone Company, FairPoint Communications Missouri, Inc., Fremont Telcom Co., The Germantown Independent Telephone Company, GTC, Inc., Marianna and Scenery Hill Telephone Company, Odin Telephone Exchange, Inc., The Orwell Telephone Company, Peoples Mutual Telephone Company, Sunflower Telephone Company, Inc., Taconic Telephone Corp., YCOM Networks, Inc.*, Petition for Conversion to Price Cap Regulation and For Limited Waiver Relief, WC Docket No. 12-71 (filed March 1, 2012). Blackfoot is a cost-based rate-of-return ILEC and does not intend to convert Fremont to price cap regulation.

Commission expedite its processing of this application to enable the Company to close on the Proposed Transaction by the end of January 2013, in order to deliver the expected public interest benefits early in 2013.

(9) Identification of all other Commission applications related to the same transaction.

In addition to the instant application, the Applicants are filing separate applications seeking Commission authority to transfer control of the international Section 214 authorization held by Fretel and the wireless licenses held by Fremont to BTC/Blackfoot (the "Applications"). Exhibit A lists these licenses and authorizations. In order to facilitate the Commission's review of the FCC-regulated components of the Proposed Transaction, the Applicants respectfully request that the Commission frame any order approving the Proposed Transaction so as to avoid the need for the Applicants (or any Subsidiary) to file, and for the Commission to review, additional transfer of control applications substantially duplicating the contents of the Applications. Notably, prior to grant of the Applications, FairPoint may file petitions or applications for additional licenses or authorizations for its Subsidiaries, or have pending applications or petitions granted for its Subsidiaries. FairPoint therefore requests that, consistent with Commission precedent, the grant of the Applications cover: (i) all licenses and authorizations issued or assigned to Fremont or Fretel during the pendency of the Applications and prior to consummation of any approved transaction; and (ii) all applications or petitions of Fremont or Fretel pending at the time of consummation of the Proposed Transaction (Blackfoot will amend all then-pending applications to reflect the new ownership described herein).

(10) Statement whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

The Applicants are not seeking any such special consideration.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.

The Applicants are not seeking any waiver in conjunction with the Proposed Transaction.

(12) A statement showing how grant of the application will serve the public interest, convenience, and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

The Proposed Transaction will serve the public interest by ensuring the continued availability of quality telecommunications services at affordable rates for the businesses and residents of the rural areas served by Fremont and Fretel in eastern Idaho and western Montana. Blackfoot is a qualified and experienced operator of rural ILECs and telecommunications companies in western Montana and north central Idaho and can leverage that experience to expand its service to eastern Idaho. Fremont and Fretel customers will continue to receive the telecommunications services they currently receive, and will benefit from Blackfoot's unique focus on the needs of customers in rural Idaho and Montana.

In the short term, Blackfoot will operate Fremont and Fretel in a manner virtually transparent to their customers, by continuing to provide the same services at the same rates, terms, and conditions. In the longer run, as technological and market conditions change, Blackfoot will have greater access to economies of scale and scope, as well as to substantial financial, human, engineering, technical, marketing, and information resources in the region. Access to these economies and resources will enable Blackfoot to make the infrastructure investments and operational adjustments necessary for it to compete successfully in the rapidly changing telecommunications industry.

* * * * *

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of the domestic blanket Section 214 authorizations for Fremont Telcom Co. and Fretel Communications, LLC to Blackfoot Telephone Cooperative, Inc. d/b/a Blackfoot Telecommunications Group in an expedited manner.

Respectfully submitted,

FAIRPOINT COMMUNICATIONS, INC.

BLACKFOOT TELEPHONE
COOPERATIVE, INC. d/b/a BLACKFOOT
TELECOMMUNICATIONS GROUP

By: Shirley J. Linn

By: _____

Printed Name: Shirley J. Linn

Printed Name: _____

Title: Executive Vice Pres.

Title: _____

Date: 12-3-12

Date: _____

Signature Page for Consolidated Application for Transfer of Control Pursuant to Section 214(a) of the Communications Act, For Transfer of Control of Fremont Telcom Co. and Fretel Communications, LLC from FairPoint Communications, Inc. to Blackfoot Telephone Cooperative, Inc. d/b/a Blackfoot Telecommunications Group

Respectfully submitted,

FAIRPOINT COMMUNICATIONS, INC.

BLACKFOOT TELEPHONE
COOPERATIVE, INC. d/b/a BLACKFOOT
TELECOMMUNICATIONS GROUP

By: _____

By:  _____

Printed Name: _____

Printed Name: Jason B Williams

Title: _____

Title: VP-General Counsel

Date: _____

Date: 12/3/12

EXHIBIT A

Wireless Radio Services Authorizations

Licensee	Wireless Service	Call Sign
Fremont Telcom Co.	Common Carrier Fixed Point to Point Microwave	KPW88
Fremont Telcom Co.	Common Carrier Fixed Point to Point Microwave	WAX77
Fremont Telcom Co.	Common Carrier Fixed Point to Point Microwave	WMT361

International Section 214 Authorizations

Authorization Holder	Authorization Number
Fretel Communications, LLC	ITC-ASG-20100614-00248 ITC-214-19990125-00037