

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
FAIRPOINT COMMUNICATIONS, INC. *et al.*, : Case No. 09-16335 (BRL)
: :
Debtors. : (Jointly Administered)
: :
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STIPULATION AND AGREED ORDER

WHEREAS, on October 26, 2009 (the “Petition Date”), each of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”);

WHEREAS, on the Petition Date, the Debtors filed their *Motion for Entry of Interim and Final Orders Authorizing Debtors to (I) Obtain Postpetition Financing Pursuant to Bankruptcy Code Section 364; (II) Grant Priming Liens and Superpriority Claims Pursuant to Bankruptcy Code Sections 364(c) and (d); (III) Provide Adequate Protection to Prepetition Secured Lenders Pursuant to Bankruptcy Code Sections 361, 362, 363, and 364 and (IV) to Schedule Final Hearing Pursuant to Bankruptcy Rule 4001* (the “DIP Motion”);

WHEREAS, in connection with the DIP Motion, the Debtors have entered into that certain Debtor-in-Possession Credit Agreement, dated as of October 27, 2009, by and among FairPoint Communications, Inc. and FairPoint Logistics, Inc., as borrowers and as debtors and debtors-in-possession, the lenders party thereto, and Bank of America, N.A., as Administrative Agent (in such capacity, the “DIP Agent”);

WHEREAS, on October 28, 2009, the Bankruptcy Court entered an order approving the DIP Motion on an interim basis and scheduling a final hearing on the DIP Motion (the “Final DIP Hearing”) for November 18, 2009;

WHEREAS, on October 30, 2009, an ad hoc committee (the “Ad Hoc Committee”) of certain holders of the 13-1/8% Senior Notes Due April 1, 2018 and 13-1/8% Senior Notes Due April 2, 2018 issued by FairPoint Communications, Inc. filed a motion seeking the appointment of an examiner pursuant to section 1104(c) of the Bankruptcy Code (the “Examiner Motion”), a hearing on which has been scheduled for November 18, 2009; and

WHEREAS, for the purpose of fostering and engaging in discussions relating to the Debtors’ plan of reorganization (the “Plan”), the undersigned parties (collectively, the “Parties”) desire to extend certain dates and deadlines relating to the filing of a Plan, the DIP Motion and Examiner Motion.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties stipulate and agree, and upon Bankruptcy Court approval, it shall be ordered and binding on all parties in interest as follows:

1. The Ad Hoc Committee shall withdraw the Examiner Motion and the Examiner Motion is hereby withdrawn, without prejudice to the right of the Ad Hoc Committee to re-file the Examiner Motion, subject to the terms of this Stipulation.
2. The Ad Hoc Committee shall not re-file the Examiner Motion prior to November 20, 2009. A hearing on the Examiner Motion, in the event that it is re-filed on or before November 21, 2009, shall be held before the Bankruptcy Court on December 2, 2009 at 10:00 a.m. (prevailing Eastern Time). The deadline to object or respond to the Examiner Motion, in

the event that it is re-filed on or before November 21, 2009, shall be November 24, 2009 at 5:00 p.m. (prevailing Eastern Time).

3. The Debtors shall not file a Plan or disclosure statement in connection therewith prior to November 23, 2009.

4. The Final DIP Hearing shall be adjourned to December 2, 2009 at 10:00 a.m. (prevailing Eastern Time).

5. The Ad Hoc Committee shall file no objection or response to the DIP Motion prior to November 20, 2009 and the deadline for the Ad Hoc Committee to object or respond to the DIP Motion shall be November 20, 2009 at 5:00 p.m. (prevailing Eastern Time).

6. This Stipulation shall become effective as of the entry of this Stipulation on the docket as “so ordered” by the Bankruptcy Court. Pending approval of this Stipulation by the Bankruptcy Court, each of the Parties agrees it is and shall be bound by this Stipulation and waives any right to object to approval by the Bankruptcy Court. In the event that this Stipulation is not approved by the Bankruptcy Court, it shall be null and void and have no force or effect whatsoever except as may be otherwise agreed hereafter in writing by all of the Parties.

7. Any amendment to or modification of this Stipulation shall be binding only if such amendment or modification is evidenced by a writing signed by each of the undersigned Parties.

8. The Bankruptcy Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Stipulation.

9. This Stipulation may be executed in one or more counterparts and by facsimile or electronic copy, all of which shall be considered effective as an original signature.

Dated: November 10, 2009
New York, New York

**PAUL, HASTINGS, JANOFSKY &
WALKER LLP**

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*Counsel to the Debtors and Debtors in
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Dated: November 10, 2009
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*Counsel to Bank of America, N.A. as
Prepetition Agent and DIP Agent*

Dated: November 12, 2009
New York, New York

Dated: November 10, 2009
New York, New York

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*Counsel to the Ad Hoc Committee of FairPoint
Noteholders*

IT IS SO ORDERED:

/s/Burton R. Lifland
THE HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE