

HEARING DATE AND TIME: December 10, 2009 at 10:00 a.m.
OBJECTION DEADLINE: December 3, 2009 at 4 pm

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Susheel Kirpalani, Esq.
Joseph G. Minias, Esq.
Benjamin I. Finestone, Esq.
QUINN EMANUEL URQUHART OLIVER & HEDGES, LLP
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*Proposed Conflicts Counsel to the Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: Chapter 11
FAIRPOINT COMMUNICATIONS, INC., et al., Case No. 09-16335 (BRL)
Debtors. (Jointly Administered)
-----X

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**NOTICE OF HEARING ON DEBTORS' APPLICATION FOR ORDER
PURSUANT TO BANKRUPTCY CODE SECTION 327(a)
AND BANKRUPTCY RULES 2014(a) AND 2016 APPROVING
RETENTION AND EMPLOYMENT OF QUINN EMANUEL URQUHART
OLIVER & HEDGES, LLP AS CONFLICTS COUNSEL TO DEBTORS**

PLEASE TAKE NOTICE that upon the annexed Application, dated November 2, 2009
(the "Application"), of FairPoint Communications, Inc. ("FairPoint Communications") and its
affiliated debtors, as debtors in possession (collectively, "FairPoint"), for an order, pursuant to
Bankruptcy Code section 327(a) and Bankruptcy Rules 2014(a) and 2016, to retain Quinn

Emanuel Urquhart Oliver & Hedges, LLP as their conflicts counsel, as more fully set forth in the
Application, a hearing will be held before the Honorable Burton R. Lifland, United States
Bankruptcy Judge, in Room 623 of the United States Bankruptcy Court for the Southern District

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of New York, One Bowling Green, New York, New York 10004, on **December 10, 2009 at 10:00 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (i) electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (ii) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at www.nysb.uscourts.gov), and served in accordance with General Order M-242, and on (a) Paul, Hastings, Janofsky & Walker LLP, attorneys for FairPoint, 75 East 55th Street, New York, NY 10022, Attn: Luc A. Despins, Esq. and James T. Grogan, Esq.; (b) FairPoint, c/o FairPoint Communications, Inc., 521 East Morehead Street, Suite 500, Charlotte, NC 28202, Attn: Susan L. Sowell, Esq.; (c) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Andrew D. Velez-Rivera; (d) Kaye Scholer LLP, 425 Park Avenue, New York NY 10022, Attn: Margot B. Schonholtz, Esq. and Mark F. Liscio, Esq., attorneys to Bank of America, N.A. as administrative agent for FairPoint's prepetition secured lenders; (e) U.S. Bank National Association, 60 Livingston Avenue, EP-MN-WS3C, St. Paul, MN 55107, Attn: Rick Prokosch, indenture trustee for FairPoint's senior noteholders; (f) Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038, Attn: Kristopher M. Hansen, Esq., attorneys to the ad hoc committee of FairPoint's senior noteholders; (g) the United States Attorney for the Southern District of New York, 86 Chambers Street, New York, NY

10007, Attn: Preet Bharara, Esq.; (h) the Internal Revenue Service, 290 Broadway, New York, NY 10007, Attn: District And Regional Directors; (i) the Securities and Exchange Commission, 233 Broadway, New York, NY 10279 (j) the Federal Communications Commission, 445 12th Street, SW, Washington, DC 20554; (k) Cohen, Weiss and Simon LLP, 330 West 42nd Street, 25th Floor, New York, NY. 10036-6976, Attn: Bruce H. Simon; so as to be received no later than December 3, 2009 at 4:00 p.m. (Eastern Time) (the "Objection Deadline"). If no objections are timely filed and served with respect to the Motion, FairPoint may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Motion, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: November 4, 2009
New York, New York

/s/ Susheel Kirpalani

Susheel Kirpalani, Esq.
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*Proposed Conflicts Counsel to the Debtors
and Debtors in Possession*

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

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

**DEBTORS' APPLICATION FOR
ORDER PURSUANT TO BANKRUPTCY CODE
SECTION 327(a) AND BANKRUPTCY RULES 2014(a) AND 2016
APPROVING RETENTION AND EMPLOYMENT OF QUINN
EMANUEL URQUHART OLIVER & HEDGES, LLP AS CONFLICTS
COUNSEL TO DEBTORS, *NUNC PRO TUNC* AS OF THE PETITION DATE**

1. FairPoint Communications, Inc. ("FairPoint Communications") and its affiliated debtors, as debtors in possession (collectively, "FairPoint" or "Debtors"), in these jointly administered chapter 11 cases together submit this Application (the "Application") for entry of an order, in substantially the form attached hereto as Exhibit B, pursuant to section 327(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the retention and employment of Quinn Emanuel Urquhart Oliver & Hedges LLP ("Quinn Emanuel") as the Debtors' conflicts counsel for bankruptcy matters in these chapter 11 cases

nunc pro tunc as of the Petition Date. In support of this Application, the Debtors rely upon the Declaration of Susheel Kirpalani (the "Kirpalani Declaration"), attached hereto as Exhibit C, and respectfully represent as follows:

JURISDICTION AND VENUE

2. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
3. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
4. On October 26, 2009, (the "Petition Date"), FairPoint commenced voluntary cases under the Bankruptcy Code) in this Court. FairPoint is authorized to continue to operate its business and manage its properties as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

BACKGROUND

5. FairPoint has requested that its chapter 11 cases be consolidated for procedural purposes only and jointly administered pursuant to the Bankruptcy Rules.

FairPoint's Businesses

6. FairPoint is a leading provider of communications services to residential and business customers in rural and small urban communities located in eighteen states. FairPoint operates the seventh largest local telephone company in the United States, based on the number of access lines, with approximately 1.7 million access line equivalents (including voice access lines and high speed data lines, which include digital subscriber lines, or DSL, wireless broadband and cable modem) in service as of June 30, 2009.

7. FairPoint Communications is the direct or indirect parent company of each of the other debtors in these chapter 11 cases. FairPoint Communications was founded in 1991 and

currently owns and operates thirty-three local exchange carriers ("LECs") located throughout the United States. Many of these local telephone companies have served their communities for more than 75 years. Through its LECs, FairPoint Communications offers its customers a broad array of services including, but not limited to, local telephone services, long distance services, data and Internet services, cable television and video services in certain markets, enhanced telephone services, billing and collection services, and telephone directory services.

8. As of the date hereof, FairPoint has approximately 4,140 employees, including approximately 2,700 who are represented by labor unions. For the year ended December 31, 2008, FairPoint had revenues of approximately \$1.3 billion on a consolidated basis. As of June 30, 2009, FairPoint's unaudited consolidated financial statements reflected assets with a book value totaling approximately \$3.236 billion and liabilities totaling approximately \$3.234 billion.

9. FairPoint's primary goal is to effect a restructuring of its balance sheet that will result in a viable capital structure to enable FairPoint to achieve long-term profitability. To this end, FairPoint has reached an agreement with certain of its prepetition secured lenders (the "Steering Committee Lenders") under that certain credit agreement, dated as of March 31, 2008 (as modified, amended or supplemented from time to time) regarding the terms of a comprehensive financial restructuring that will result in the conversion of more than \$1.7 billion of debt into equity. In addition, certain of the Steering Committee Lenders have agreed to provide FairPoint with a \$75 million postpetition credit facility to provide FairPoint with ample working capital during these chapter 11 cases. Through these, among other efforts, FairPoint believes that it will successfully de-lever its balance sheet and emerge from chapter 11 as a healthy and viable enterprise.

10. Additional information regarding FairPoint's business, capital structure, and the circumstances leading to this chapter 11 filing is set forth in the Declaration of Alfred C. Giammarino Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First Day Motions (the "First Day Declaration"), which is incorporated herein by reference and filed on the Petition Date.

RELIEF REQUESTED

11. By this Application, the Debtors seek to employ and retain Quinn Emanuel pursuant to section 327(a) of the Bankruptcy Code as conflicts counsel in connection with the chapter 11 cases and the matters enumerated herein, as described below and in the declaration of Susheel Kirpalani in support of this Application attached hereto as Exhibit C.

12. The Debtors have sought to retain Paul Hastings Janofsky & Walker LLP ("Paul Hastings") as their general bankruptcy and reorganization counsel.

13. Pursuant to this Application, the Debtors request that Quinn Emanuel be approved to represent them as conflicts counsel for certain issues in these chapter 11 cases based on Quinn Emanuel's vast experience in matters concerning complex bankruptcy litigation, including financing disputes, valuation litigation, avoidance actions, and contested plan confirmations, among others. Quinn Emanuel's extensive experience in handling complex litigation makes Quinn Emanuel especially suited to deal effectively with many of the potential contested issues that may arise in the Debtors' chapter 11 cases. Accordingly, Quinn Emanuel is well qualified to serve as conflicts counsel pursuant to section 327(a) of the Bankruptcy Code.

A. Services to be Rendered.

14. Quinn Emanuel will work closely with Paul Hastings and such other professionals as may be retained by the Debtors, taking whatever steps are necessary and appropriate to

implement a carefully constructed division of labor and to avoid duplication of effort. The Debtors have selected Quinn Emanuel as conflicts counsel because the retention of Quinn Emanuel will enhance the ability of Paul Hastings to represent the Debtors generally and assist them in carrying out their duties in the Chapter 11 Cases.

15. The partner in charge of this engagement is Susheel Kirpalani. Mr. Kirpalani has extensive experience in chapter 11 litigation, and he is the Chair of the Quinn Emanuel Bankruptcy and Restructuring group. Mr. Kirpalani and other attorneys at Quinn Emanuel have (either while at Quinn Emanuel or other firms) served as counsel to the debtors or official creditors' committees in numerous bankruptcy cases, including, without limitation: *Washington Mutual, Inc.*, *Solutia, Inc.*, *American Home Mortgage Holdings, Inc.*, *Buffets, Inc.* (each as conflicts counsel), and *Lehman Brothers Holding, Inc.*, *SemGroup, L.P.*, *Idearc, Inc.*, *Station Casinos, Inc.*, *Sentinel Management Group, Inc.*, *Refco Corp.*, *Enron Corp.*, *Safety-Kleen Corp.*, *RCN Corp.*, *ICO Global Communications Corp.*, *Fruit of the Loom*, *Lernout & Hauspie Speech Products, N.V.*, *Loewen*, *National Century Financial Enterprises, Inc.*, *USG*, and *LTV Steel*. Quinn Emanuel also has extensive experience representing bankruptcy estates in special litigation matters on behalf of *Refco*, *Parmalat*, and *K-Mart*, among others.

B. Compensation.

16. Subject to Court approval under sections 330 and 331 of the Bankruptcy Code, compensation will be payable to Quinn Emanuel on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. As is the case with respect to rates charged in non-bankruptcy matters of this type, Quinn Emanuel's rates are subject to period adjustment to reflect economic and other conditions. Currently, hourly rates of partners for Quinn Emanuel range from \$660 to \$950. Other attorneys' hourly rates, including counsel

positions, range from \$380 to \$950. The hourly rates charged for Quinn Emanuel's legal assistants range from \$250 to \$280.

17. Quinn Emanuel's hourly rates are set at a level designed to fairly compensate the firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and may be adjusted by the Firm from time to time. It is Quinn Emanuel's policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, photocopying, witness fees, travel expenses, certain secretarial and other overtime expenses, filing and recording fees, long distance telephone calls, postage, express mail and messenger charges, computerized legal research charges and other computer services, expenses for "working meals" and telecopier charges. Quinn Emanuel believes that it is appropriate to charge these expenses to the particular client rather than increasing the hourly rates and spreading the expenses among all clients.

18. The Debtors desire to retain Quinn Emanuel to provide the services set forth above. Quinn Emanuel has received no fees from the Debtors and holds no retainer.

C. *Other Professional Relationships.*

19. To the best of the Debtors' knowledge, and except as set forth in the Kirpalani Declaration, the partners, counsel and associates of Quinn Emanuel (i) do not have any connection with any of the Debtors, their affiliates, their creditors or any other parties in interest, or their respective attorneys and accountants, and (ii) do not hold or represent any interest adverse to the Debtors or their estates with respect to the matters on which Quinn Emanuel is to be employed.

20. Accordingly, the Debtors respectfully request entry of an order pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016 authorizing them to employ and retain Quinn Emanuel as special bankruptcy conflicts counsel to provide services in the chapter 11 cases.

NOTICE

21. No trustee, examiner, or creditors' committee has been appointed in these chapter 11 cases. FairPoint has provided notice of this Motion by either electronic mail, facsimile or U.S. mail to: (a) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Andrew D. Velez-Rivera; (b) the creditors holding the five largest secured claims against FairPoint's estates (on a consolidated basis); (c) the creditors holding the 50 largest unsecured claims against FairPoint's estates (on a consolidated basis); (d) Kaye Scholer LLP, 425 Park Avenue, New York NY 10022, Attn: Margot B. Schonholtz, Esq. and Mark F. Liscio, Esq., attorneys to Bank of America, N.A. as administrative agent for FairPoint's prepetition secured lenders; (e) U.S. Bank National Association, 60 Livingston Avenue, EP-MN-WS3C, St. Paul, MN 55107, Attn: Rick Prokosch, indenture trustee for FairPoint's senior noteholders; (f) Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038, Attn: Kristopher M. Hansen, Esq., attorneys to the ad hoc committee of FairPoint's senior noteholders; (g) the United States Attorney for the Southern District of New York, 86 Chambers Street, New York, NY 10007, Attn: Preet Bharara, Esq.; (h) the Internal Revenue Service, 290 Broadway, New York, NY 10007, Attn: District And Regional Directors; (i) the Securities and Exchange Commission, 233 Broadway, New York, NY 10279; (j) the Federal Communications Commission, 445 12th Street, SW, Washington, DC 20554; (k) Cohen, Weiss and Simon LLP, 330 West 42nd Street, 25th Floor, New York, NY. 10036-6976, attorneys

to the International Brotherhood of Electrical Workers, AFL-CIO, CLC and the Communications Workers of America, Attn: Bruce H. Simon; (l) each of the parties identified on Exhibit 1 annexed to the proposed order; and (m) those persons who have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002.

22. No previous request for the relief sought herein has been made by FairPoint to this or any other court.

WHEREFORE, the Debtors request entry of an order, in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as is just.

Dated: 11/02/, 2009
New York, New York

On behalf of FairPoint Communications,
Inc. and its direct and indirect subsidiaries
listed in Exhibit A below:

By: Shirley J. Linn *by sjs*
Name: Shirley J. Linn
Title: Executive Vice President

EXHIBIT A

BE Mobile Communications, Incorporated
Bentleyville Communications Corporation
Berkshire Cable Corp.
Berkshire Cellular, Inc.
Berkshire Net, Inc.
Berkshire New York Access, Inc.
Berkshire Telephone Corporation
Big Sandy Telecom, Inc.
Bluestem Telephone Company
C & E Communications, Ltd.
Chautauqua & Erie Communications, Inc.
Chautauqua and Erie Telephone Corporation
China Telephone Company
Chouteau Telephone Company
Columbine Telecom Company
Comerco, Inc.
Commtel Communications Inc.
Community Service Telephone Co.
C-R Communications, Inc.
C-R Long Distance, Inc.
C-R Telephone Company
El Paso Long Distance Company
Ellensburg Telephone Company
Elltel Long Distance Corp.
Enhanced Communications of Northern New England Inc.
ExOp of Missouri, Inc.
FairPoint Broadband, Inc.
FairPoint Carrier Services, Inc.
FairPoint Communications Missouri, Inc.
FairPoint Communications Solutions Corp. – New York
FairPoint Communications Solutions Corp. – Virginia
FairPoint Logistics, Inc.
FairPoint Vermont, Inc.
Fremont Broadband, LLC
Fremont Telcom Co.
Fretel Communications, LLC
Germantown Long Distance Company
GIT-CELL, Inc.
GITCO Sales, Inc.
GTC Communications, Inc.
GTC Finance Corporation
GTC, Inc.
Maine Telephone Company
Marianna and Scenery Hill Telephone Company
Marianna Tel, Inc.

MJD Services Corp.
MJD Ventures, Inc.
Northern New England Telephone Operations LLC
Northland Telephone Company of Maine, Inc.
Odin Telephone Exchange, Inc.
Orwell Communications, Inc.
Peoples Mutual Long Distance Company
Peoples Mutual Services Company
Peoples Mutual Telephone Company
Quality One Technologies, Inc.
Ravenswood Communications, Inc.
Sidney Telephone Company
ST Computer Resources, Inc.
ST Enterprises, Ltd.
ST Long Distance, Inc.
St. Joe Communications, Inc.
Standish Telephone Company
Sunflower Telephone Company, Inc.
Taconic Technology Corp.
Taconic TelCom Corp.
Taconic Telephone Corp.
Telephone Operating Company of Vermont LLC
Telephone Service Company
The Columbus Grove Telephone Company
The El Paso Telephone Company
The Germantown Independent Telephone Company
The Orwell Telephone Company
UI Communications, Inc.
UI Long Distance, Inc.
UI Telecom, Inc.
Unite Communications Systems, Inc.
Utilities, Inc.
Yates City Telephone Company
YCOM Networks, Inc.

EXHIBIT B

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

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

**ORDER AUTHORIZING THE DEBTORS AND
DEBTORS IN POSSESSION TO EMPLOY AND RETAIN QUINN
EMANUEL URQUHART OLIVER & HEDGES, LLP AS CONFLICTS
COUNSEL TO THE DEBTORS, *NUNC PRO TUNC* AS OF THE PETITION DATE**

Upon the Application¹ of the Debtors for an order authorizing the employment and retention of Quinn Emanuel as conflicts counsel pursuant to section 327(a) of the Bankruptcy Code; and upon consideration of the Application and all pleadings related thereto, including the Kirpalani Declaration; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), (c) notice of the Application was due and proper, (d) the relief requested in the Application is in the best interests of the Debtors, their estates and creditors, and (e) Quinn Emanuel neither holds nor represents any interest adverse to the Debtors or their estates with respect to the matters on which Quinn Emanuel is to be retained; and after due deliberation, and good and sufficient cause appearing therefore, it is hereby

ORDERED, that the Application is granted; and it is further

¹ Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Application.

ORDERED, that the retention and employment of Quinn Emanuel as conflicts counsel to the Debtors pursuant to section 327(a) of the Bankruptcy Code on the terms set forth in the Application and the Kirpalani Declaration, is hereby approved *nunc pro tunc* as of the Petition Date; and it is further

ORDERED, that Quinn Emanuel shall be compensated in accordance with the procedures set forth in the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of this Court; and it is further

ORDERED, that the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: _____, 2009
New York, New York

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re: : Chapter 11
: :
FAIRPOINT COMMUNICATIONS, INC., *et al.*, : Case No. 09-____ (____)
: :
Debtors. : (Jointly Administered)
: :
----- X

**DECLARATION OF SUSHEEL KIRPALANI
IN SUPPORT OF APPLICATION FOR ORDER APPROVING
RETENTION AND EMPLOYMENT OF QUINN EMANUEL URQUHART
OLIVER & HEDGES, LLP AS CONFLICTS COUNSEL TO THE DEBTORS**

Susheel Kirpalani hereby declares under penalty of perjury:

1. I am a member of the firm of Quinn Emanuel Urquhart Oliver & Hedges, LLP ("Quinn Emanuel"), a law firm with offices at 51 Madison Avenue, New York, New York 10010, and with offices in Los Angeles, San Francisco, Silicon Valley, and Tokyo.

2. I submit this declaration in connection with the application (the "Application") of the above-captioned debtors, as debtors and debtors in possession (the "Debtors") to employ and retain Quinn Emanuel as conflicts counsel to the Debtors in the above-captioned chapter 11 cases. The Debtors seek to employ Quinn Emanuel at its normal hourly rates in effect from time to time, and in accordance with its normal reimbursement policies, pursuant to sections 327(a) of title 11, United States Code; 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), and to provide the disclosure required under Rules 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein. I will supplement this declaration if additional information becomes available during the pendency of these cases

concerning any relationship between the creditors or interest holders of the Debtors and Quinn Emanuel.

QUINN EMANUEL'S DISCLOSURE PROCEDURES

3. Quinn Emanuel, which employs approximately 375 attorneys, has a large and diversified legal practice that encompasses the representation of select financial institutions and commercial corporations, some of which are or may consider themselves to be creditors or parties in interest in the Debtors' pending chapter 11 cases, or otherwise to have interests in these cases.

4. I used a set of procedures developed by Quinn Emanuel to ensure full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") regarding the retention of professionals by debtors and official committees under the Bankruptcy Code (the "Quinn Emanuel Disclosure Procedures"). Pursuant to the Quinn Emanuel Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this declaration and to ascertain Quinn Emanuel's connection to such parties:

(a) Based on the best information currently available, a list of potential parties was developed through discussions with senior management of the Debtors (the "Potential Party List") consisting of: (i) the Debtors; (ii) significant equity holders; (iii) agents for the Debtors' pre-petition secured lenders and the holders of such secured debt (to the extent known); (iv) holders of the Debtors' unsecured debt securities and the indenture trustee; (v) depository institutions at which the Debtors' hold accounts; (vi) the Debtors' insurers, providers of letters of credit, and insurance brokers and administrators, (vii) the Debtors' current and former executive officers and directors; (viii) the Debtors' significant lessors and lessees; (ix)

parties for which the Debtors are engaged with in litigation; (x) the Debtors' utility providers; (xi) pertinent government, regulatory, and taxing agencies; (xi) the Debtors' top fifty unsecured creditors; and (xii) the Debtors' chapter 11 professionals. To the best of Quinn Emanuel's knowledge, the Potential Party List is the most comprehensive of potential claimants against or interest holders in the Debtors currently available. In light of the extensive number of the Debtors' creditors and parties in interest and because definitive lists of all such creditors and other parties have not yet been obtained, however, neither I nor the firm are able to conclusively identify all potential relationships at this time, and we reserve the right to supplement this disclosure as additional relationships come to our attention. To the extent that I become aware of any additional relationships that may be relevant to Quinn Emanuel's representation of the Debtors, I will promptly file a supplemental declaration.

(b) Quinn Emanuel maintains a database containing the name of each current and former client, the name of the parties who are or were related or adverse to such current or former client, and the names of the Quinn Emanuel personnel who are or were responsible for current or former matters for such client (the "Database"). Quinn Emanuel maintains the Database to include additional entities that become related to current and former clients.

(c) Quinn Emanuel compared the names included in the Potential Party List to the names in the Database to identify any matches, determine whether such matches are current or former clients and identify the Quinn Emanuel personnel responsible for such matters (the "Client Match List"). An attorney then reviewed the Client Match List and deleted the obvious name coincidences.

(d) Using information in the Database and by making specific inquiries of Quinn Emanuel personnel, insofar as I have been able to ascertain, Quinn Emanuel has not previously represented and does not currently represent any entity on the Client Match List in connection with the Debtors or these chapter 11 cases.

**QUINN EMANUEL'S CONNECTIONS WITH PARTIES IN INTEREST IN
MATTERS UNRELATED TO THESE CHAPTER 11 CASES**

5. Quinn Emanuel is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that Quinn Emanuel, its partners, counsel and associates (a) are not creditors, equity security holders or insiders of the Debtors, (b) are not and were not, within two (2) years before the date of the filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors; and (c) does not have an interest materially adverse to the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, in connection with, or interest in any of the Debtors, or for any other reason.

6. Following the Quinn Emanuel Disclosure Procedures, in accordance with Rule 2014(a) of the Bankruptcy Rules, entities in the Client Match List in which Quinn Emanuel had represented the client in the last three years were reviewed by me or an attorney working under my supervision and the results of such review is set forth below. Except as may be set forth below, and on Exhibit 1 attached hereto, Quinn Emanuel does not hold or represent an interest that is adverse to the Debtors' estates.

7. The following list describes existing relationships between Quinn Emanuel and creditors that either hold or believe they hold claims against the Debtors.

- Bank of America, N.A. ("BofA") is the administrative agent under the Debtors' pre-petition and post-petition secured financing facilities. Quinn Emanuel is already adverse to BofA and its affiliates in several matters unrelated to the Debtors. Upon information and belief, there are numerous participants in the pre-

petition and post-petition secured financing of the Debtors and such participants may change from time to time. Quinn Emanuel represents the following parties, which to the best of my knowledge are among, or have affiliates who are among, the current members of the Debtors' syndicated bank groups, in matters unrelated to the Debtors: Morgan Stanley & Co., Inc., Primus Guaranty Ltd, American Express Co., and USAA. In each instance, Quinn Emanuel's representation is wholly unrelated to the Debtors' chapter 11 cases.

- Quinn Emanuel presently represents ACE American Insurance Co., American Casualty Company (CNA), Illinois Union Insurance Co. (ACE), Indemnity Ins. Co. of North America (ACE), Landmark American (AIG), Lexington Ins. Co (AIG), National Union Fire Ins. Co (AIG), and XL Specialty Insurance Company in matters unrelated to the Debtors. These entities are certain of the Debtors' insurers.
- Quinn Emanuel currently serves as conflicts counsel to the Official Committee of Unsecured Creditors in the chapter 11 bankruptcy cases of Lehman Brothers Holding, Inc. ("LBH"). Affiliates of LBH are believed to be members of the Debtors' syndicated bank groups and holders of the Debtors' unsecured bond debt.
- Quinn Emanuel presently represents Latham & Watkins LLP and Thompson Hine LLP, two of the Debtors' professionals, in litigation wholly unrelated to the Debtors' chapter 11 cases.
- Quinn Emanuel may in the future, serve as co-counsel for clients with Paul Hastings in matters unrelated to the Debtors.

8. Quinn Emanuel has not, does not, and will not represent any entity or any respective affiliates or subsidiaries thereof, in matters directly related to the Debtors or their chapter 11 cases or in other matters directly adverse to the Debtors during the pendency of these chapter 11 cases. Quinn Emanuel may currently or in the future represent entities that are claimants of, or interest holders in, the Debtors in matters totally unrelated to the Debtors.

9. As a matter of retention and disclosure policy, Quinn Emanuel will continue to apply the Quinn Emanuel Disclosure Procedures as additional information concerning entities having a material connection to the Debtors is developed and will file appropriate supplemental disclosures with this Court, if necessary.

QUINN EMANUEL'S RATES AND BILLING PRACTICES

10. Subject to Court approval, compensation will be payable to Quinn Emanuel on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. As is the case with respect to work for all Firm clients, Quinn Emanuel's rates are subject to periodic adjustments to reflect economic and other conditions. Currently, hourly rates of partners for Quinn Emanuel range from \$660 to \$950. Other attorneys' hourly rates, including counsel positions, range from \$380 to \$950. The hourly rates charged for Quinn Emanuel's legal assistants range from \$250 to \$280.

11. Quinn Emanuel's disbursement policies pass through all out-of-pocket expenses at actual cost, or at estimated actual cost when the actual cost is difficult to determine. These expenses include facsimiles, toll calls, overtime meals, computerized research, deliveries, court costs, transcript fees, travel, clerk fees, certain secretarial and other overtime expenses, and other expenses.

12. No promises have been received by Quinn Emanuel or any member, counsel, or associate thereof as to payment or compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. Quinn Emanuel has no agreement with any other entity to share with such entity any compensation received by Quinn Emanuel or by any such entity.

13. The Debtors' Application requests approval of its retention of Quinn Emanuel as conflicts counsel on rates, terms and conditions consistent with what Quinn Emanuel charges non-title 11 debtors, namely, prompt payment of its hourly rates as adjusted from time to time and reimbursement of out-of-pocket disbursements at cost or based on formulas that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, and consistent with the Bankruptcy Code, the Bankruptcy Rules, and the

Local Rules, Quinn Emanuel intends to apply for compensation for professional services rendered in these chapter 11 cases at its customary hourly rates and for reimbursement of expenses incurred in connection therewith.

14. The foregoing constitutes the statement of Quinn Emanuel pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a).

15. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed this 26th day of October, 2008 in New York, New York.



Susheel Kirpalani
A Member of the Firm

EXHIBIT 1**Fairpoint Communications -- Client Match List**

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
<u>Debtors</u>				
BE Mobile Communications, Incorporated	X			
Bentleyville Communications Corporation C-R Communications, Inc.	X			
Berkshire Cable Corp.	X			
Berkshire Cellular, Inc	X			
Berkshire Net, Inc.	X			
Berkshire New York Access, Inc.	X			
Berkshire Telephone Corporation	X			
Big Sandy Telecom, Inc.	X			
Bluestem Telephone Company	X			
C & E Communications, Ltd.	X			
Chautauqua & Erie Communications, Inc. (d/b/a C& E Teleadvantage)	X			
Chautauqua and Erie Telephone Corporation	X			
China Telephone Company	X			
Chouteau Telephone Compan	X			
Columbine Telecom Company (f/k/a Columbine Acquisition Corp.)	X			
Comerco, Inc.	X			
CommTEL Communications Inc.	X			
Community Service Telephone Co.	X			
C-R Long Distance, Inc.	X			

Entity Name	No. Connection	Current Client	Former Client	Other Connection (e.g., Representation of Affiliate)
C-R Telephone Company	X			
El Paso Long Distance Company	X			
The El Paso Telephone Company	X			
Ellensburg Telephone Company	X			
Elltel Long Distance Corp.	X			
Enhanced Communications of Northern New England Inc.	X			
ExOp of Missouri, Inc.	X			
FairPoint Broadband, Inc.	X			
FairPoint Carrier Services, Inc. (f/k/a FairPoint Communications Solutions Corp., f/k/a FairPoint Communications Corp.)	X			
FairPoint Communications, Inc. (f/k/a MJD Communications, Inc.)	X			
FairPoint Communications Missouri, Inc.	X			
FairPoint Communications Solutions Corp. – New York	X			
FairPoint Communications Solutions Corp. – Virginia	X			
FairPoint Logistics, Inc. (f/k/a MJD Capital Corp.)	X			
FairPoint Vermont, Inc.	X			
Fremont Broadband, LLC	X			
Fremont Telcom Co.	X			
Fretel Communications, LLC	X			
Germantown Independent Telephone Company	X			
Germantown Long Distance Company	X			
GIT-CELL, Inc.	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
GITCO Sales, Inc.	X			
GTC Communications, Inc. (f/k/a TPG Communications, Inc.)	X			
GTC Finance Corporation (f/k/a TPGC Finance Corporation)	X			
GTC, Inc.	X			
Maine Telephone Company	X			
Marianna and Scenery Hill Telephone Company	X			
Marianna Tel, Inc.	X			
MJD Capital Corp	X			
MJD Services Corp.	X			
MJD Ventures, Inc.	X			
Northern New England Telephone Operations LLC	X			
Northland Telephone Company of Maine, Inc.	X			
Odin Telephone Exchange, Inc.	X			
Orwell Communications, Inc.	X			
The Orwell Telephone Company	X			
Peoples Mutual Long Distance Company	X			
Peoples Mutual Services Company	X			
Peoples Mutual Telephone Company	X			
Quality One Technologies, Inc.	X			
Ravenswood Communications, Inc.	X			
Sidney Telephone Company	X			
ST Computer Resources, Inc.	X			
ST Enterprises, Ltd.	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
ST Long Distance, Inc.	X			
St. Joe Communications, Inc.	X			
Standish Telephone Company	X			
Sunflower Telephone Company, Inc.	X			
Taconic Technology Corp.	X			
Taconic TelCom Corp.	X			
Taconic Telephone Corp.	X			
Telephone Operating Company of Vermont LLC	X			
Telephone Service Company	X			
The Columbus Grove Telephone Company	X			
UI Communications, Inc.	X			
UI Long Distance, Inc.	X			
UI Telecom, Inc.	X			
Unite Communications Systems, Inc.	X			
Utilities, Inc.	X			
Yates City Telephone Company	X			
YCOM Networks, Inc.	X			
Current and Former Trade Names				
C&E Teleadvantage	X			
FairPoint Communications	X			
FairPoint Communications Solutions Corp.	X			
FairPoint Communications Long Distance	X			
FairPoint Internet	X			
FairPoint Long Distance	X			
FairPoint New England	X			
FairPoint Utilities	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
GTCOM	X			
STE/NE Acquisition Corp.	X			
<u>Secured Creditors</u>				
Bank of America, N.A.			X	
CoBank, ACB	X			
Deutsche Bank Trust Company Americas	X			
Lehman Commercial Paper Inc.				X
Merrill Lynch Capital Corporation	X			
Morgan Stanley Senior Funding Inc.				X
Wachovia Bank, National Association	X			
AIM FLOATING RATE FUND	X			
AIMCO CLO SERIES 2005 A	X			
AIMCO CLO SERIES 2006 A	X			
ALADDIN FLEXIBLE INVESTMENT FUND SPC SERIES 2008 1	X			
ALADDIN FLEXIBLE INVESTMENT FUND SPC SERIES 2007 1	X			
ALLSTATE LIFE INSURANCE COMPANY	X			
AMERICAN EXPRESS COMPANY RETIREMENT PLAN				X
AMERIPRISE FINANCIAL RETIREMENT PLAN	X			
AMMC CLO IV LIMITED	X			
AMMC CLO V LIMITED	X			
AMMC CLO VI LIMITED	X			
ANCHORAGE CAPITAL MASTER OFFSHORE LTD	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
AVENUE CLO FUND LTD	X			
AVENUE CLO II LTD	X			
AVENUE CLO III LTD	X			
AVENUE CLO IV LTD	X			
AVENUE CLO V LTD	X			
AVENUE CLO VI LTD	X			
BACCHUS US 2006 1 LTD	X			
BANK OF AMERICA TRADE	X			
BARCLAYS BANK PLC			X	
BLT 18 LLC	X			
BOSTON HARBOR CLO 2004-1 LTD	X			
CALLIDUS DEBT PARTNERS CLO FUND IV LTD	X			
CALLIDUS DEBT PARTNERS CLO FUND VI LTD	X			
CFIP MASTER FUND LTD	X			
CHATHAM ASSET HIGH YIELD MASTER FUND LTD	X			
CHATHAM ASSET LEVERAGED LOAN OFFSHORE FUND, LTD	X			
CHGO LOAN FUNDING LTD	X			
CONFLUENT 4 LIMITED	X			
CREDIT SUISSE LOAN FUNDING LLC	X			
CUNA MUTUAL INSURANCE SOCIETY	X			
DEBELLO INVESTORS LLC	X			
DELAWARE PUBLIC EMPLOYEES RETIREMENT SYSTEM	X			

<u>Entity Name</u>	<u>No</u> <u>Connection</u>	<u>Current</u> <u>Client</u>	<u>Former</u> <u>Client</u>	<u>Other</u> <u>Connection</u> <u>(e.g.,</u> <u>Representation</u> <u>of Affiliates)</u>
DIVERSIFIED CREDIT PORTFOLIO LTD	X			
DRYDEN IX SENIOR LOAN FUND 2005 PLC	X			
DRYDEN VII LEVERAGED LOAN CDO 2004	X			
DRYDEN VIII LEVERAGE LOAN CDO 2005	X			
DRYDEN XI LEVERAGED LOAN CDO 2006	X			
DRYDEN XVI LEVERAGED LOAN CDO 2006	X			
DRYDEN XVIII LEVERAGED LOAN 2007 LIMITED	X			
DRYDEN XXI LEVERAGED LOAN CDO LLC	X			
DUANE STREET CLO I LTD	X			
DUANE STREET CLO II LTD	X			
DUANE STREET CLO III LTD	X			
DUANE STREET CLO IV LTD	X			
DUKE UNIVERSITY LONG TERM POOL	X			
EATON VANCE FLOATING RATE INCOME TRUST	X			
EATON VANCE INSTITUTIONAL SENIOR LOAN FUND	X			
EATON VANCE SENIOR FLOATING-RATE TRUST	X			
EATON VANCE VT FLOATING-RATE INCOME FUND	X			
EVERGREEN HIGH INCOME FUND	X			
EVERGREEN INCOME ADVANTAGE FUND	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (Ex. Representation of Affiliate)</u>
EVERGREEN MULTI SECTOR INCOME FUND	X			
EVERGREEN VA HIGH INCOME FUND	X			
FIDELITY CENTRAL INV PORTFOLIOS LLC FIDELITY FLOATING RATE CENTRAL INVESTMENT PORTFOLIO	X			
FLOATING RATE SENIOR LOAN FUNDING I LLC (f/k/a) WB LOAN FUNDING 4 LLC	X			
FUSION FUNDING LIMITED	X			
GALLATIN CLO II 2005-1 LTD	X			
GALLATIN CLO III 2007 1 LTD (f/k/a) GALLATIN CLO III 2006 1 LTD	X			
GANNETT PEAK CLO I LTD	X			
GENERAL ELECTRIC CAPITAL CORPORATION	X			
GLOBAL SENIOR LOAN INDEX FUND I BV	X			
GOLDMAN SACHS CREDIT PARTNERS LP	X			
GRACIE CREDIT OPPORTUNITIES MASTER FUND LP	X			
GRAYSON & CO	X			
GRAYSTON CLO II 2004-1 LTD	X			
GREYROCK CDO LTD	X			
GULF STREAM COMPASS CLO 2003-1 LTD	X			
GULF STREAM COMPASS CLO 2004-1 LTD	X			

Entity Name	No. Connection	Current Client	Former Client	Other Connection (i.e. Representation of Affiliate)
GULF STREAM COMPASS CLO 2005-II LTD	X			
HALBIS DISTRESSED OPPORTUNITIES MASTER FUND LTD	X			
HARBOURVIEW CLO 2006 I	X			
IG PUTNAM US HIGH YIELD INCOME FUND	X			
IKB CAPITAL CORPORATION	X			
INTERPOLIS PENSIOENEN GLOBAL HIGH YIELD POOL	X			
INVESCO LIQUID LEVERAGED LOAN FUND LP	X			
JANUS ADVISER SERIES HIGH YIELD FUND	X			
JANUS CAPITAL FUNDS PLC JANUS US HIGH YIELD FUND (f/k/a) JANUS WORLD FUNDS PLC HIGH YIELD FUND	X			
JANUS HIGH YIELD FUND	X			
JERSEY STREET CLO LTD	X			
JOHN HANCOCK FUNDS II SPECTRUM INCOME FUND	X			
JOHN HANCOCK TRUST SPECTRUM INCOME TRUST	X			
JP MORGAN WHITEFRIARS INC	X			
JP MORGAN CHASE BANK NATIONAL ASSOCIATION F/K/A JPMORGAN CHASE BANK NA	X			
KEYBANK NATIONAL ASSOCIATION	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
LANDMARK III CDO LIMITED	X			
LANDMARK IV CDO LIMITED	X			
LANDMARK IX CDO LTD	X			
LANDMARK V CDO LIMITED (f/k/a) LANDMARK V CDO LTD	X			
LANDMARK VI CDO LIMITED	X			
LANDMARK VII CDO	X			
LANDMARK VIII CLO LTD	X			
LOAN FUNDING V LLC	X			
LOOMIS SAYLES BOND FUND	X			
LOOMIS SAYLES CLO I LTD	X			
LOOMIS SAYLES INSTITUTIONAL HIGH INCOME FUND A SERIES OF LOOMIS SAYLES FUND I	X			
LOOMIS SAYLES HIGH INCOME FUND A SERIES OF LOOMIS SAYLES FUND II	X			
LOOMIS SAYLES LEVERAGED SENIOR LOAN FUND LTD	X			
LOOMIS SAYLES MULTI STRATEGY MASTER ALPHA LTD	X			
LOOMIS SAYLES SENIOR LOAN FUND LLC	X			
LOOMIS SAYLES STRATEGIC INCOME FUND	X			
LOOMIS SAYLES US HIGH YIELD BOND TRUST	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
LUCENT TECHNOLOGIES INC MASTER PENSION TRUST	X			
MALIBU CBNA LOAN FUNDING LLC	X			
MAPS CLO FUND I LLC	X			
MAPS CLO FUND II LTD	X			
MARLBOROUGH STREET CLO LTD	X			
METROPOLITAN LIFE INSURANCE COMPANY	X			
MORGAN STANLEY SENIOR FUNDING INC				X
MOUNTAIN CAPITAL CLO III LTD	X			
MOUNTAIN CAPITAL CLO IV LTD	X			
MOUNTAIN CAPITAL CLO V LTD	X			
NATIONWIDE DEFINED BENEFITS MASTER TRUST	X			
NATIONWIDE INDEMNITY COMPANY	X			
NATIXIS LOOMIS SAYLES SENIOR LOAN FUND (f/k/a) IXIS LOOMIS SAYLES SENIOR LOAN FUND	X			
NAVIGATOR CDO 2004 LTD	X			
NAVIGATOR CDO 2005 LTD	X			
NAVIGATOR CDO 2006 LTD	X			
NEPTUNE FINANCE CCS LTD	X			
NEW MEXICO EDUCATIONAL RETIREMENT BOARD	X			
NOB HILL CLO II LIMITED	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (or Representation of Affiliate)</u>
NOB HILL CLO LTD	X			
OAKTREE LOAN FUND 2X CAYMAN LP	X			
OAKTREE LOAN FUND LP	X			
OAKTREE SENIOR LOAN FUND LP	X			
OAKTREE TT MULTI STRATEGY FUND LP	X			
OCONNOR CAPITAL STRUCTURE OPPORTUNITY MASTER LIMITED	X			
OCONNOR CREDIT OPPORTUNITY MASTER LTD	X			
OHCCF CBNA LOAN FUNDING LLC	X			
OLYMPIC CLO I LTD	X			
OPPENHEIMER MASTER LOAN FUND LLC	X			
OPPENHEIMER SENIOR FLOATING RATE FUND	X			
PAULSON CREDIT OPPORTUNITIES MASTER LTD	X			
PAX WORLD HIGH YIELD BOND FUND	X			
PEQUOT SPECIAL OPPORTUNITIES FUND III LP	X			
PORTILLO FUNDING	X			
POST LEVERAGED LOAN MASTER FUND LP	X			
POST TOTAL RETURN MASTER FUND LP	X			
PPM MONARCH BAY FUNDING LLC	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
PRIMUS CLO II LTD				Primus Guaranty Ltd. is a current client
PRINCIPAL INVESTORS FUND INC BOND AND MORTGAGE SECURITIES FUND	X			
PRINCIPAL LIFE INSURANCE COMPANY	X			
PRINCIPAL LIFE INSURANCE COMPANY D/B/A BOND & MORTGAGE SEPARATE ACCOUNT	X			
PRONATIONAL INSURANCE CO	X			
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY	X			
PUBLIC EDUCATION EMPLOYEE RETIREMENT SYSTEM OF MISSOURI, THE	X			
PUBLIC SCHOOL RETIREMENT SYSTEM OF MISSOURI THE	X			
PUTNAM ASSET ALLOCATION FUNDS BALANCED PORTFOLIO (f/k/a) PUTNAM ASSET ALLO FUNDS BAL PUTNAM INVES MGT LLC	X			
PUTNAM ASSET ALLOCATION FUNDS CONSERVATIVE PORTFOLIO (f/k/a) PUTNAM ASSET ALLOCATION CONSERVATIVE	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
PUTNAM ASSET ALLOCATION FUNDS GROWTH PORTFOLIO (f/k/a) PUTNAM ASSET ALLOCATION FUND	X			
PUTNAM CAPITAL SPECTRUM INSTITUTIONAL PORTFOLIO	X			
PUTNAM DIVERSIFIED INCOME TRUST	X			
PUTNAM DIVERSIFIED INCOME TRUST CAYMAN MASTER FUND	X			
PUTNAM FLOATING RATE INCOME FUND	X			
PUTNAM HIGH YIELD ADVANTAGE FUND	X			
PUTNAM HIGH YIELD TRUST	X			
PUTNAM MASTER INTERMEDIATE INCOME TRUST	X			
PUTNAM PREMIER INCOME TRUST	X			
PUTNAM RETIREMENT ADVANTAGE GAA BALANCED PORTFOLIO	X			
PUTNAM RETIREMENT ADVANTAGE GAA CONSERVATIVE PORTFOLIO	X			
PUTNAM RETIREMENT ADVANTAGE GAA GROWTH PORTFOLIO	X			
PUTNAM TOTAL RETURN TRUST	X			
PUTNAM VARIABLE TRUST - PVT DIVERSIFIED INCOME FUND	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
PUTNAM VARIABLE TRUST PUTNAM VT HIGH YIELD FUND	X			
PUTNAM VT GLOBAL ASSET ALLOCATION FUND	X			
RIVERSOURCE BALANCED FUND A SERIES OF RIVERSOURCE INVESTMENTS SERIES INC	X			
RIVERSOURCE DIVERSIFIED BOND FUND A SERIES OF RIVERSOURCE DIVERSIFIED INCOME SERIES INC	X			
RIVERSOURCE GLOBAL BOND FUND A SERIES OF RIVERSOURCE GLOBAL SERIES INC	X			
RIVERSOURCE HIGH YIELD BOND FUND A SERIES OF RIVERSOURCE HIGH YIELD INCOME SERIES	X			
RIVERSOURCE INCOME OPPORTUNITIES FUND A SERIES OF RIVERSOURCE BOND SERIES INC	X			
RIVERSOURCE VARIABLE PORTFOLIO BALANCED FUND A SERIES OF RIVERSOURCE VARIABLE PORTFOLIO MAN	X			
RIVERSOURCE VARIABLE PORTFOLIO DIVERSIFIED BOND FUND A SERIES OF RIVERSOURCE VARIABLE PORTFOLIO INCO	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of affiliate)</u>
RIVERSOURCE VARIABLE PORTFOLIO GLOBAL BOND FUND A SERIES OF RIVERSOURCE VARIABLE PORTFOLIO INCO	X			
RIVERSOURCE VARIABLE PORTFOLIO HIGH YIELD BOND FUND A SERIES OF RIVER SOURCE VARIABLE PRFTL INC SER INC	X			
RIVERSOURCE VARIABLE PORTFOLIO HIGH YIELD BOND FUND A SERIES OF RIVERSOURCE VARIABLE SERIES TRUST	X			
RIVERSOURCE VARIABLE PORTFOLIO INCOME OPPORTUNITIES FUND A SERIES OF RIVERSOURCE VARIABLE SERIES	X			
ROYAL MAIL PENSION PLAN	X			
SARATOGA CLO I LIMITED	X			
SENIOR DEBT PORTFOLIO BY BOSTON MANAGEMENT & RESEARCH (f/k/a) SENIOR DEBT PORTFOLIO	X			
SERVES 2006 1 LTD	X			
SILVER LAKE CREDIT FUND LP	X			
SILVER OAK CAPITAL LLC			X	
STATE BOARD OF ADMINISTRATION OF FLORIDA BY PRINCIPAL GLOBAL INVESTORS LLC	X			
STICHTING DEPOSITARY APG FIXED INCOME CREDITS POOL	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
STICHTING PENSIOENFONDS VOOR FYSIOTHERAPEUTEN	X			
STRUCTURED ENHANCED RETURN VEHICLE TRUST SERIES 1998-1	X			
SUNRISE PARTNERS LIMITED PARTNERSHIP	X			
SYMPHONY CLO I LTD	X			
SYMPHONY CLO VI LTD	X			
T ROWE PRICE HIGH YIELD FUND INC	X			
T ROWE PRICE INSTITUTIONAL HIGH YIELD FUND	X			
THE PRUDENTIAL INSURANCE COMPANY OF AMERICA	X			
THRIVENT FINANCIAL FOR LUTHERANS	X			
TMCT LLC	X			
TPG CREDIT OPPORTUNITIES FUND LP	X			
TPG CREDIT OPPORTUNITIES INVESTORS LP	X			
TPG CREDIT STRATEGIES FUND LP	X			
UBS AG STAMFORD BRANCH	X			
USAA MUTUAL FUND TRUST INC USAA HIGH YIELD OPPORTUNITIES FUND				X
VERITAS CLO I LTD	X			
VERITAS CLO II LTD	X			
VIRGINIA RETIREMENT SYSTEM	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliates)</u>
WATCH TOWER CLO I PLC	X			
WEXFORD CATALYST INVESTORS LLC	X			
WEXFORD SPECTRUM INVESTORS LLC	X			
WHITNEY CLO I LTD	X			
WIND RIVER CLO I LTD	X			
WIND RIVER CLO II TATE INVESTORS LTD (f/k/a) WIND RIVER CLO II LTD	X			
YORK CAPITAL MANAGEMENT LP	X			
YORKVILLE CBNA LOAN FUNDING LLC	X			
ZOHAR II 2005 1 LIMITED (f/k/a) ZOHAR II CDO 2005 1 (f/k/a) ZOHAR II CDO 2004-1	X			
Significant Stockholders				
Barclays Global Investors N.A., et al.	X			
Bondholders				
Amalgamated Bank	X			
Anchorage Advisors LLC	X			
Banc of America Securities, L.L.C.	X			
Barclay's Capital, Inc./Fixed Income	X			
BNP Paribas Securities Corp	X			
Brown Brothers Harriman & Co.	X			
Capital Ventures International	X			
Caspian Capital Advisors, LLC	X			
Christopher Street Capital	X			
Citibank, N.A.	X			
Citigroup Global Markets, Inc.	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
Citigroup Global Markets, Inc./Salomon Brothers	X			
Comerica Bank	X			
Credit Suisse – Distressed Trading			X	
Credit Suisse Securities (USA) L.L.C.			X	
Deutsche Bank Securities Inc.	X			
E*Trade Securities, LLC	X			
Evergreen Investments	X			
First Clearing L.L.C.	X			
Goldman, Sachs & Co.			X	
HNB National Bank	X			
Ingalls & Snyder, L.L.C.	X			
Ilex Partners, LLC	X			
J.P. Morgan Clearing Corp.	X			
Lehman Brothers Inc.			X	X
Loomis, Sayles & Company, L.P.	X			
Luminus Management, LLC	X			
Marathon Asset Management	X			
M&I Marshall & Ilsley Bank	X			
Metropolitan Life Insurance Company	X			
Merrill Lynch	X			
Morgan Stanley & Co. Incorporated		X		
Morgan Stanley & Co. Incorporated/Retail				X
Northern Trust Company (The)	X			
PNC Bank, N.A.	X			
Prudential Investment Management	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
Raymond James & Associates, Inc.	X			
SSB-Trust Custody	X			
SunTrust Bank			X	
SunTrust Bank - DTC #2971			X	
The Bank of New York Mellon			X	
The Bank of New York Mellon/ Mellon Trust of New England, National Association			X	
TPG Credit Management, L.P.	X			
U.S. Bank N.A.	X			
UBS O'Connor LLC	X			
UBS Financial Services Inc.			X	
Union Bank of California, N.A.			X	
Wachovia Bank, N.A.	X			
Wells Fargo Bank, National Association			X	
Wexford Capital LP	X			
<u>Indenture Trustees</u>				
U.S. Bank National Association	X			
<u>Bank Accounts</u>				
American National Bank	X			
Bank of Commerce	X			
Bank of Idaho	X			
Border Trust	X			
Branch Banking and Trust	X			
Capital City Bank	X			
Carter Bank and Trust	X			
Community Bank of Raymore	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
Fidelity Investments	X			
First Bank	X			
First National Bank of Germantown	X			
First Southwest Bank	X			
HSBC Bank USA, N.A.	X			
Kearney Commercial Bank	X			
Key Bank			X	
National City Bank	X			
National Union Bank of Kinderhook	X			
Northwest Savings Bank	X			
RBC Centura	X			
Southtrust Bank (now Wachovia)	X			
Sunflower Bank	X			
TDBank North	X			
Union Bank Company	X			
Wachovia	X			
Insurers				
ACE American Insurance Co.		X		
Allied World Assurance Company (3rd Excess)	X			
Allied World Insurance (Primary)	X			
American Casualty Company (CNA) (1st Excess)		X		
Arch Insurance Company (1st Excess)	X			
Arch Insurance Group (4th Excess)	X			
Axis (Primary)	X			
AXIS Insurance Company	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (Eg. Representation of Affiliate)</u>
Axis Insurance Company (Primary)	X			
AXIS Surplus Ins. Co (1st Excess)	X			
Beazley Insurance Company (1st Excess)	X			
Catlin Group Limited (1st Excess Side A)	X			
Endurance Specialty Holdings (2nd Excess Side A)	X			
Hiscox (Primary)	X			
Illinois Union Insurance Co. (ACE)		X		
Indemnity Ins. Co. of North America(ACE)		X		
Iron Shore (2nd Excess)	X			
Ironshore Specialty Insurance Co. (Primary)	X			
Landmark American (2nd Excess) (AIG)		X		
Lexington Ins. Co (AIG) (Primary)		X		
Liberty Mutual (2nd Excess)	X			
National Union Fire Ins. Co (AIG) (Primary)		X		
PESLIC (2nd Excess)	X			
Tokio Marine & Nichido Fire Ins. Co. (1st Excess)			X	
Westport Insurance Corporation (2nd Excess)	X			
XL (1st Excess)				X
XL Insurance (2nd Excess)				X
XL Insurance America, Inc. (Primary)				X
XL Specialty Insurance Company (Side A)		X		
Escrow Account Bank				
Branch Banking and Trust	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
Chase Manhattan Bank	X			
Wachovia NA	X			
<u>Insurance Administrators</u>				
Sedegwick Claims Management Service Inc.	X			
Travelers			X	
Arrowpoint FKA Royal Indemnity	X			
<u>Letters of Credit</u>				
ACE		X		
Travelers			X	
Verizon	X			
<u>Insurance Broker</u>				
Beecher Carlson	X			
Marsh USA, Inc.			X	
Wells Fargo Insurance Services FKA Wachovia Insurance Services Inc.	X			
<u>Current and Former Directors</u>				
Franklin K. Bynum, Jr.	X			
Patricia Garrison-Corbin	X			
D. Brett Ellis	X			
Alfred G. Giammarino	X			
Thomas F. Gilbane Jr.	X			
Thomas E. Griffin	X			
David L. Hauser	X			
Eugene B. Johnson	X			
Robert A. Kennedy	X			
Claude C. Lilly	X			
Robert S. Lilien	X			
Shirley J. Linn	X			
Jane E. Newman	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
Peter G. Nixon	X			
Susan L. Sowell	X			
Michael R. Tuttle	X			
Kent. R. Weldon	X			
Director Affiliates & Former Employers of Directors				
American Institute of Certified Public Accountants	X			
Blumenthal Center for the Performing Arts	X			
Cable Investments, Inc.	X			
CDT Holdings PLC	X			
Citizens Advisors	X			
Coastal Broadcasting Corporation	X			
College Foundation of the University of Virginia	X			
College of Business and Behavioral Science at Clemson University	X			
Crescent Resources, LLC	X			
Custom Buildings Products, Inc.	X			
Delancey Capital Group, LP	X			
Duke Capital Partners, LLC.	X			
Duke Energy Corporation	X			
DukeNet Communications, Inc.	X			
Economics Club of New York	X			
eMarkets, Inc.	X			
Endurance Business Media, Inc.	X			
Enpro Industries, Inc.	X			
Erie Family Life Company	X			
Erie Insurance Company	X			

<u>Entity Name</u>	<u>No. Connections</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (i.e. Representation of Affiliate)</u>
Eric Insurance Group	X			
Exeter Trust Company	X			
Federal Reserve Bank of Richmond	X			
Foundation of the University of North Carolina at Charlotte, Inc.	X			
Gilbane Building Company			X	
Gilbane Development Company	X			
Gilbane Inc.	X			
Global Relief Technologies, Inc.	X			
JC&A, Inc.	X			
John F. Kennedy School of Government at Harvard University	X			
Kelso & Company	X			
LPGA Commissioner's Advisory Council	X			
Lumina Foundation	X			
Merchants Bancshares, Inc.	X			
Merchants Bank	X			
Michael Foods, Inc.	X			
Morgan Stanley & Co. Incorporated		X		
New Hampshire Charitable Foundation	X			
Nortek, Inc.	X			
North Carolina Association of Certified Public Accountants	X			
North Carolina Zoological Society	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
Organization for the Promotion and Advancement of Small Telecommunications Companies	X			
P.G. Corbin & Company, Inc.	X			
P.G. Corbin Asset Management, Inc.	X			
P.G. Corbin Group	X			
Prep for Prep	X			
Robinson, Bradshaw & Hinson, P.A.	X			
Senior Aide to the President of the United States	X			
State of Georgia	X			
The Presbyterian Church (PCUSA)	X			
THL-PMPL Holding Corp	X			
Thomas H. Lee Equity Fund	X			
Thomas H. Lee Partners, L.P.	X			
TIAA CREF Trust Company FSB	X			
Trilogy Capital Partners, LLC	X			
United States Naval Academy	X			
United States Telecom Association	X			
United Way of Chittendon County, Vermont	X			
University of Maine, Orono	X			
University of New Hampshire in Durham, New Hampshire	X			
University of New Hampshire Whittemore School of Business and Economics	X			
University of North Carolina at Charlotte Business School	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
University of North Carolina at Charlotte	X			
University of North Carolina at Charlotte Belk College of Business Administration	X			
Vermont Bar Foundation	X			
Vermont's Flynn Center for the Performing Arts	X			
Current and Former Officers (up to 3 years)				
Jeffrey W. Allen	X			
John P. Crowley	X			
Rose B. Cummings	X			
D. Brett Ellis	X			
Gary C. Garvey	X			
Alfred C. Giammarino	X			
Thomas E. Griffin	X			
David L. Hauser	X			
Jeffery J. Heins	X			
Lisa R. Hood	X			
Eugene B. Johnson	X			
Walter E. Leach, Jr.	X			
Shirley J. Linn	X			
Patrick L. Morse	X			
Peter G. Nixon	X			
David M. Remele	X			
Susan L. Sowell	X			
Vicky L. Weatherwax	X			
James K. Weigert	X			
Professionals				
BMC Group, Inc.	X			
AlixPartners LLC	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
Ernst & Young LLP	X			
Rothchild Inc.	X			
Other Professionals				
BARRY HJORT, ESQ.	X			
BLOOSTON MORDKOFKY	X			
BOND, SCHOENECK & KING PLLC	X			
BRYDON SWEARENGEN & ENGLAND	X			
DAY PITNEY LLP	X			
DEVINE MILLIMET & BRANCH, PA	X			
DEWEY & LEOEUF LLP	X			
DOWNS RACHLIN MARTIN PLLC	X			
DUDLEY WILLIAMS & ASSOCIATES	X			
FINDLEY DAVIES	X			
FISCHER & DORITY, P.C.	X			
FOLEY HOAG LLP	X			
FORD & HARRISON LP	X			
FRED WILLIAMSON & ASSOC INC	X			
GERETY LAW OFFICE	X			
GIVENS PURSLEY LLP	X			
GRAHAM & DUNN PC	X			
GREER & WALKER LLP	X			
HUNTON & WILLIAMS LLP	X			
JAMES M. CAPLINGER, CHTD.	X			
JSI INC.	X			
KATTEN MUCHIN ROSENMAN LLP	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (i.e., Representation of Affiliate)</u>
KELLOGG, HUBER, HANSEN, TODD, EVANS & FIGEL PLLC	X			
KIESLING	X			
KIMBERLY K. ARGENBRIGHT, P.C.	X			
LATHAM & WATKINS LLP		X		
LATHROP & GAGE LLP	X			
LAW OFFICES OF SUSAN BAHR PC	X			
MCLANE, GRAF, RAULERSON & MIDDLETON	X			
MEYER CAPEL, PC	X			
MITTEL ASEN, LLC	X			
MOORE & VAN ALLEN	X			
MOSS ADAMS LLP	X			
PRETI FLAHERTY BELIVEAU PACHIOS & HALEY, LLC	X			
RICHARD A. FINNIGAN, ESQ.	X			
RICHARDS LAYTON & FINGER	X			
ROBINSON BRADSHAW & HINSON PA	X			
RUTLEDGE, ECENIA, PURNELL & HOFFMAN, P.A.	X			
RYAN, SMITH & CARBINE	X			
SEYFARTH SHAW LLP - ARTHUR TELEGEN			X	
SHEEHEY FURLONG & BEHM PC	X			
SOLOMON & SOLOMON PC	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of a relative)</u>
SUTHERLAND ASBILL & BRENNAN LLP	X			
TCA INC.	X			
THOMAS, LONG, NIESEN & KENNARD	X			
THOMPSON & BOWIE	X			
THOMPSON HINE LLP		X		
Wilkerson & Bryan, P.C.	X			
Woods & Aiken LLP	X			
Significant Lessors and Lessees				
356 WTH FUNDING LLC	X			
985 ASSOCIATES LTD	X			
ATLANTIC MANCHESTER REALTY	X			
BERNARD GILPIN BROWNELL MT CORP	X			
BURLINGTON TOWN CENTER LLC	X			
C & I INVESTMENT ASSOCIATES	X			
CECILE DOUMOULIN	X			
CHAMPLAIN HOUSING TRUST	X			
COLCHESTER CENTER VOLUNTEER FIRE COMPANY INC.	X			
DARREN PROUT	X			
DAVID D. HORN	X			
DEPT RESOURCES & ECON DEVELOPMENT [New Hampshire]	X			
DICENZO REALTY	X			
E.J. O'LEARY & R. M. VINICUS	X			
EASTBROOK DEVELOPMENT, LLC	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (Eg., Representation of Affiliate)</u>
ECA, INC.	X			
ETNA ROAD REALTY TRUST	X			
GLOBAL TOWER, LLC	X			
HAROLD & BARBARA LONEY	X			
IPC LOUISVILLE PROPERTIES	X			
ISLAND INN	X			
J.D. BROWN & SONS, INC	X			
JAY PEAK SKI RESORT	X			
JOHN C. HEINS	X			
JUNIPER HOLDINGS	X			
JUNIPER HOULTON, LLC	X			
JUNIPER KENNEBUNK	X			
KERMIT E. & DIANE D. LACLAIR	X			
KIEFFER INSURANCE & REAL ESTATE	X			
KILLINGTON LIMITED	X			
MARELD COMPANY, INC	X			
MARGAR LLC HSBC BANK USA	X			
MGK INVESTMENTS	X			
MIDDLESEX ASSOCIATES, LP	X			
ML HOLDINGS C/O MULKIN CO	X			
MMSTV ASSOCIATES	X			
MOREHEAD PLACE, LLC	X			
NEW HAMPSHIRE DISTRIBUTORS, INC.	X			
NORRIS ST LLC	X			
O'BRIEN BROTHERS	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (i.e., Representation of Affiliate)</u>
ONE CITY CENTER ASSOCIATES	X			
PACIFIC & SOUTHERN CO.	X			
PEASE DEVELOPMENT AUTHORITY	X			
PIZZAGALLI PROPERTIES LLC	X			
RICHARD BROWNELL	X			
RINKERS COMMUNICATIONS	X			
ROBERT C. DAVISON REVOCABLE TRUST	X			
ROBERT T. MOSCONE	X			
SAK FRANSWAY REALTY CO.	X			
SBA PROPERTIES INC.	X			
SIEGLINDE G RUSKAUP	X			
STATE OF VERMONT / BGS PROPERTY MGT	X			
SUMMIT COMMUNICATIONS LLC	X			
THE ALBACADO GREENLAND LTD	X			
THE CARTHUSIAN FOUNDATION IN AMERICA	X			
THURSTON DEMICK PROPERTIES	X			
TIME WARNER CABLE			X	
TOWN OF GREENVILLE, ME	X			
TURNPIKE VENTURE PARTNERS	X			
UNIVERSITY OF NEW HAMPSHIRE UNIVERSITY OF VERMONT	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
VERMONT TECHNICAL COLLEGE	X			
VGS PROPANE LLC	X			
WALTER R. MCDONOUGH	X			
WINTHROP REALTY TRUST	X			
WP CAREY & CO. LLC	X			
YORK WATER DISTRICT	X			
<u>Litigation Parties</u>				
Adnil Services	X			
Allan C. Page	X			
Biddeford Internet Corporation d/b/a Great Works Internet	X			
Caleidoscope Communications Corp.	X			
Cathleen Adams	X			
City of Claremont, NH	X			
City of Concord, NH	X			
City of Dover, NH	X			
City of Lebanon, NH	X			
Darrell Zantow	X			
Deutsche Bank, N.A.	X			
Diana Prokocimer	X			
Finest Painting LLC	X			
Florida Department of Environmental Protection	X			
Freedom Ring Communications LLC (BayRing)	X			
IBEW Local 2320	X			
IBEW Local 2320	X			
IBEW Local 2320 (NH)	X			
IBEW Local 2320, 1280-07, 23638-840	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
IBEW Local 2326	X			
IBEW Local 2327	X			
IBEW Local 2327 (Maine)	X			
Inesta Hunter	X			
Isidoro M. Flores	X			
JEFFERY KOESTER	X			
JP MORGAN SBIC LLC	X			
KEVIN O'HARE	X			
MELLON INVESTOR SERVICES, LLC	X			
Michael Poto	X			
ONE COMMUNICATIONS CORP	X			
Pacita DiVasta as Executrix of the Estate of Paul DiVasta	X			
Palmer Development Corp.	X			
Pennsylvania Department of Environmental Protection	X			
Perry E. Parker	X			
Rack and Stack	X			
Robert v. Renander	X			
Scott Ablett	X			
SIXTY WALL STREET SBIC FUND, L.P.	X			
State of New Hampshire Department of Environmental Services	X			
State of Vermont Department of Environmental Conservations	X			
Synergent	X			
THE MEGUNTICOOK FUND II, L.P.	X			
THE MEGUNTICOOK SIDE FUND, II, L.P.	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
The National Exchange Carrier Association, Inc.	X			
Thomasina Howard	X			
Todd Gardner	X			
Town of Conway, NH	X			
Town of Hinsdale, NH	X			
Town of Hudson, NH	X			
Town of Kingston, NH	X			
Town of Plaistow, NH	X			
Town of Raymond, NH	X			
Town of Salem, NH	X			
Town of Seabrook, NH	X			
VERIZON NEW ENGLAND INC	X			
Wendy Kile	X			
Utilities				
AAA TRASH SERVICE	X			
ALABAMA POWER COMPANY	X			
ALBURGH VILLAGE WATER AND SEWER DEPT	X			
ALLEGHENY POWER	X			
ALLEN & MATHEWSON ENERGY	X			
ALLIED WASTE SERVICES 983	X			
ALLIGATOR POINT WATER RES DIST	X			
AMERADA HESS CORP	X			
AMERENCIPS	X			
AMERENIP	X			
AMERENUE	X			
AMERICAN ELECTRIC POWER	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
AMERICUS ENERGY LLC	X			
AMERIGAS			X	
AMERIGAS (NH)	X			
AMERIGAS (VT)	X			
AMERIGAS WALDOBORO	X			
AQUA MAINE	X			
ASHLAND, TOWN OF (NH)	X			
AUBURNDALE, CITY OF (FL)	X			
AUGUSTA WATER DISTRICT (ME)	X			
BANGOR HYDRO ELECTRIC COMPANY	X			
BANGOR HYDRO-ELECTRIC	X			
BANGOR WATER DISTRICT (ME)	X			
BARRE, CITY OF (VT)	X			
BARTON, VILLAGE OF (VT)	X			
BATH WATER DISTRICT (ME)	X			
BIDDEFORD SACO WATER CO	X			
BLACK HILLS ENERGY	X			
BLUE FLAME GAS (VT)	X			
BOOTHBAY REGION WATER DISTRICT (ME)	X			
BOT L GAS INC	X			
BOURNES INC	X			
BRADFORD WATER & SWR COMMISSION	X			
BRATTLEBORO, TOWN OF (VT)	X			
BREWER, CITY OF (ME)	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
BURLINGTON DEPT OF PUBLIC WORKS WATER DIV	X			
BURLINGTON, CITY OF (VT)	X			
CALAIS, CITY OF (ME)	X			
CASCADE NATURAL GAS CORP	X			
CASTINE, TOWN OF (ME)	X			
CENTRAL HUDSON GAS & ELECTRIC	X			
CENTRAL MAINE POWER CO	X			
CENTRAL MAINE POWER COMPANY	X			
CENTRAL VERMONT PUB SERV CORP	X			
CENTRAL VERMONT PUBLIC SERVICE	X			
CHELCO	X			
CHOUTEAU PWA	X			
CITY OF AMERICUS	X			
CITY OF APALACHICOLA	X			
CITY OF ASHTON	X			
CITY OF BLOUNTSTOWN	X			
CITY OF BRISTOL	X			
CITY OF CARRABELLE	X			
CITY OF CHATTAHOOCHEE	X			
CITY OF EL PASO	X			
CITY OF ELLENSBURG	X			
CITY OF JETMORE	X			
CITY OF KITTTAS	X			
CITY OF LAMAR	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connections i.e. Representation of Affiliate</u>
CITY OF LEOTI	X			
CITY OF MARTINSVILLE	X			
CITY OF PECULIAR	X			
CITY OF PERRY	X			
CITY OF PLATTE CITY	X			
CITY OF PORT ST JOE	X			
CITY OF SELAH	X			
CITY OF SHARON SPRINGS	X			
CITY OF ST ANTHONY	X			
CITY OF YELM	X			
CITY TREASURER	X			
CITY WATER DEPT	X			
COLUMBIA GAS OF PENNSYLVANIA	X			
COMED	X			
CONCORD, CITY OF (NH)	X			
CORUM DISPOSAL	X			
COTA & COTA INC	X			
COVINGTON ELECTRIC COOPERATIVE	X			
DAIGLE OIL CO	X			
DAIGLE OIL COMPANY	X			
DAYTON POWER & LIGHT CO	X			
DEAD RIVER CO	X			
DEPT OF PUBLIC WORKS	X			
DERRY, TOWN OF (MA)	X			
DINKEL GAS COMPANY LLC	X			
DODGE CITY UTILITIES	X			
DOMINION EAST OHIO	X			

Entity Name	No. Connection	Current Client	Former Client	Other Connection (E.g. Representation of Affiliate)
DOMINION VIRGINIA POWER	X			
DOVER & FOXCROFT WATER (ME)	X			
DOVER, CITY OF (NH)	X			
DOWNEAST ENERGY & BLDG SUPPLY	X			
DOWNING PROPANE & OIL INC.	X			
DSSN3801LI	X			
DUKE ENERGY	X			
DUQUESNE LIGHT	X			
EASTERN MAINE ELECTRIC	X			
EASTERN MAINE ELECTRIC COOP	X			
EASTPOINT WATER & SEWER DEPT	X			
ELLSWORTH, CITY OF (ME)	X			
EMERALD WASTE SERVICES	X			
EMPIRE DISTRICT	X			
ENERSTAR POWER CORP	X			
ENOSBURG FALLS, VILLAGE OF (VT)	X			
EQUITABLE GAS	X			
FALL RIVER RURAL ELECTRIC	X			
FARMINGTON OIL	X			
FARMINGTON WATER DEPT (ME)	X			
FERRELL GAS	X			
FLINT HILLS RURAL ELECTRIC	X			
FLORALA UTILITIES	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
FLORIDA PUBLIC UTILITIES CO	X			
FOX ISLANDS ELECTRIC COOP INC	X			
GLASER GAS INC	X			
GREATER AUGUSTA UTILITY DIST (ME)	X			
GREEN MOUNTAIN POWER CORP	X			
GREEN MOUNTAIN POWER CORP	X			
GULF COAST ELECTRIC COOP	X			
GULF POWER COMPANY	X			
HANCOCK OIL CO	X			
HANCOCK WOOD	X			
HARDWICK ELECTRIC DEPT (VT)	X			
HARTFORD, TOWN OF (VT)	X			
HOMETOWN DISPOSAL	X			
HOULTON WATER CO	X			
HYDE PARK, VILLAGE OF (VT)	X			
INTERMOUNTAIN GAS COMPANY	X			
IRVING OIL CORP	X			
JACKSONVILLE ELECTRIC CO (VT)	X			
JOHNSBURY, TOWN OF (VT)	X			
JOHNSON, VILLAGE OF (VT)	X			
KANSAS CITY POWER & LIGHT	X			
KCP&L	X			
KEENE, CITY OF (NH)	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (Eg. Representation of Affiliate)</u>
KENNEBEC WATER DISTRICT	X			
KENNEBUNK KENNEBUNKPRT & WELLS	X			
KENNEBUNK LIGHT & POWER DIST	X			
KITTITAS COUNTY WATER DIST #6	X			
KITTITAS CTY PUD DIST1	X			
LACONIA, CITY OF (NH)	X			
LAKE REGION ELECTRIC COOP	X			
LAKELAND MANAGEMENT CO INC	X			
LANCASTER, TOWN OF (NH)	X			
LAUBENTHAL REFUSE SERVICE	X			
LEBANON, CITY OF (NH)	X			
LEWISTON, CITY OF (ME)	X			
LITTLETON WATER & LIGHT DEPT (NH)	X			
LYNDONVILLE, VILLAGE OF (VT)	X			
LYON CO RURAL WATER DIST #1	X			
LYON COFFEY ELECTRIC COOP	X			
MACHIAS WATER CO (ME)	X			
MAC'S	X			
MADISON, TOWN OF (ME)	X			
MAIN CARE ENERGY	X			
MAINE ENERGY INC	X			
MAINE NATURAL GAS	X			
MAINE PUBLIC SERVICE CO	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
MAINE PUBLIC SERVICE CO	X			
MAINGAS SERVICE	X			
MANCHESTER WATER WORKS	X			
MANCHESTER, CITY OF (NH)	X			
MANSFIELD OIL CO	X			
MARIANNA-WEST BETHLEHEM JSA	X			
MCBURNIE OIL CO	X			
MECKLENBURG ELECTRIC COOP	X			
MERRIMACK VILLAGE DIST (NH)	X			
MIDSTATE COOP	X			
MIDWEST ELECTRIC INC	X			
MIDWEST ENERGY INC	X			
MILLER WILKINS INC	X			
MILTON, TOWN OF (VT)	X			
MISSOURI GAS ENERGY	X			
MORRISVILLE, VILLAGE OF (VT)	X			
MOUNTAIN VIEW ELECTRIC ASSOC	X			
NASHUA WASTE WATER SYSTEM	X			
NATIONAL FUEL	X			
NATIONAL FUEL GAS	X			
NATIONAL GRID			X	
NEW HAMPSHIRE ELEC COOP INC	X			
NEW HAMPTON VILLAGE PRECINCT	X			
NICOR GAS	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
NORTHEAST OKLAHOMA ELEC COOP	X			
NORTHERN UTILITIES INC	X			
NORWAY WATER DISTRICT (ME)	X			
NYSEG	X			
NYSEG SOLUTIONS INC	X			
O'BRIEN OIL CO	X			
OHIO EDISON	X			
ORLEANS, VILLAGE OF (VT)	X			
ORWELL NATURAL GAS COMPANY	X			
OSAGE VALLEY ELECTRIC COOP	X			
PACIFIC DISPOSAL	X			
PACIFIC POWER	X			
PATTERSON FUELS	X			
PAULDING PUTNAM ELECTRIC	X			
PCSA	X			
PENNICHUCK WATER WORKS	X			
PERRY'S OIL SERVICE INC	X			
PLATTE CLAY ELECTRIC COOP	X			
PLYMOUTH VILLAGE WATER & SEWER (NH)	X			
PORTLAND WATER DISTRICT	X			
PORTLAND WATER DISTRICT (ME)	X			
PORTSMOUTH, CITY OF (NH)	X			
POWERS GENERATOR SERVICE LLC	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
PRESQUE ISLE WATER DISTRICT	X			
PROGRESS ENERGY FLORIDA INC	X			
PROVIDENCE WATER (RI)	X			
PUBLIC SERVICE CO OF NEW HAMPSHIRE	X			
PUBLIC SERVICE OF NEW HAMPSHIR	X			
PUGET SOUND ENERGY	X			
PYROFAX ENERGY	X			
PYROFAX ENERGY	X			
READSBORO, TOWN OF (VT)	X			
ROBINSON HEATING & A/C INC	X			
ROCKY MOUNTAIN POWER	X			
RUMFORD WATER DISTRICT (ME)	X			
RURAL GARBAGE SERVICE	X			
RYMES PROPANE & OILS INC	X			
SAN LUIS VALLEY RURAL ELECTRIC	X			
SOMERSWORTH, CITY OF (NH)	X			
SOUTH BURLINGTON WATER DEPT (VT)	X			
SOUTHEAST COLORADO POWER	X			
SOUTHSIDE ELECTRIC COOPERATIVE	X			
ST JOE NATURAL GAS	X			
STATE OF NEW HAMPSHIRE	X			
STOWE, TOWN OF (VT)	X			

<u>Entity Name</u>	<u>No Connections</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
SUBURBAN PROPANE	X			
SUBURBAN PROPANE	X			
SWANTON, VILLAGE OF (VT)	X			
TALQUIN ELECTRIC COOPERATIVE	X			
TAYLOR COASTAL WATER AND SEWER DISTRICT	X			
THE ILLUMINATING COMPANY	X			
THE MONHEGAN PLANTATION PWR DIST	X			
TONAWANDA, CITY OF (NY)	X			
TOWN & COUNTRY DISPOSAL	X			
TOWN OF CABOT	X			
TOWN OF GRETNA TREASURER	X			
TOWN OF SIMLA	X			
TRI COUNTY ELECTRIC COOP	X			
TRI COUNTY RURAL ELECTRIC COOPERATIVE INC.	X			
UNITIL	X			
UNITIL EXETER & HAMPTON ELEC	X			
VAN BUREN LIGHT & POWER DIST	X			
VECTREN ENERGY DELIVERY	X			
VERMONT ELECTRIC COOP INC	X			
VERMONT ELECTRIC COOP INC	X			
VERMONT GAS SYSTEMS	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
VERMONT MARBLE PWR DIV OF OMYA	X			
VICTORY ELECTRIC COOPERATIVE	X			
VICTORY ELECTRIC COOPERATIVE \ MKEC	X			
VILLAGE OF BROCTON	X			
VILLAGE OF CHATHAM	X			
VILLAGE OF COLUMBUS	X			
VILLAGE OF GERMANTOWN	X			
VILLAGE OF LEIPSIC	X			
VILLAGE OF MAYVILLE	X			
WARE OIL SUPPLY INC	X			
WASHBURN WATER CO	X			
WASHINGTON ELECTRIC COOP INC	X			
WASHINGTON ELECTRIC COOP INC (VT)	X			
WASTE MANAGEMENT			X	
WASTE PRO OF FLORIDA	X			
WATERVILLE SEWERAGE DISTRICT	X			
WEBBER ENERGY FUELS	X			
WEST BETHLEHEM WATER DISTRICT	X			
WEST FLORIDA ELECTRIC	X			
WESTAR ENERGY	X			
WESTERN MASSACHUSETTS ELEC CO	X			
WEWAHITCHKA	X			
WHEATLAND ELECTRIC COOP	X			
WINDSOR, TOWN OF (VT)	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
WINTER HARBOR UTILITIES DIST (ME)	X			
WINTERPORT WATR & SEWARAGE DIST (ME)	X			
WINTHROP FUEL COMPANY INC	X			
WINTHROP UTILITIES DISTRICT	X			
WIREGRASS ELECTRIC COOP	X			
WOLFEBORO, TOWN OF (NH)	X			
WOODSVILLE WATER & LIGHT DEPT (NH)	X			
XCEL ENERGY	X			
YORK WATER DISTRICT (ME)	X			
<u>Governmental & Regulatory Agencies</u>				
Alabama Public Service Commission	X			
Americus City Clerk, Americus, KS	X			
Amwell Township, Marianna, PA	X			
Bentleyville Borough, Bentleyville, PA	X			
City Clerk, City of Apalachicola, Apalachicola	X			
City Clerk, City of Carrabelle, Carabelle, FL	X			
City Clerk, City of Florala, AL	X			
City Clerk, City of Laurel Hill, Laurel Hill, FL	X			
City Clerk, City of Leoti, KS 67861	X			
City Clerk, City of Sharon Springs, KS 67758	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
City Clerk, City of Tribune, KS 67879	X			
City Mayor & City Manager, City of Blountstown, FL	X			
City Mayor & City Manager, City of Chattahoochee, FL	X			
City Mayor & City Manager, City of Perry, Perry, FL	X			
City Mayor & City Manager, City of Port St. Joe, FL	X			
City Mayor & City Manager, City of Wewahitchka, FL	X			
City of Kearney, Kearney, MO	X			
City of Ranier, Rainier, WA	X			
City of Yelm, Yelm, WA	X			
Clerk, Village of Cornell, Cornell, IL	X			
Clerk, Village of Ransom, Ransom, IL	X			
Colorado Public Utilities Commission	X			
Ellsworth Borough, Ellsworth, PA	X			
Federal Communications Commission	X			
Florida Department of State Cable and/or Video Franchising Division of Corporations	X			
Florida Public Service Commission	X			
Georgia Public Service Commission	X			
Idaho Public Utilities Commission	X			
Illinois Commerce Commission	X			
Kansas Corporation Commission	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection</u> (E.g., Representation of Affiliate)
Maine Public Utilities Commission	X			
Massachusetts Department of Telecommunications and Cable	X			
Mayor, City of Cedar Point, Cedar Point, KS	X			
Missouri Public Service Commission	X			
Missouri Public Service Commission, Jefferson City, MO	X			
National Exchange Carrier Association	X			
National Telecommunications and Information Administration U.S. Department of Commerce	X			
New Hampshire Public Utilities Commission	X			
New York Public Service Commission	X			
Office of City Clerk, City of Mexico Beach, FL 32410	X			
Office of Town Clerk, Town of Paxton, Paxton, FL	X			
Oklahoma Corporation Commission Pennsylvania Public Utility Commission	X			
Pierce County, Tacoma, WA	X			
Rural Utilities Service U.S. Department of Agriculture	X			
The City of Platte City, Platte City, MO	X			
The Public Utilities Commission of Ohio	X			
Thurston County, Olympia, WA	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
Town Clerk, Town of Lockhart, AL	X			
Town Manager, Town of Altha, FL 32421	X			
Town of Kinderhook, Niverville, NY	X			
Town of Stuyvesant, Stuyvesant Falls, NY	X			
Universal Service Administrative Company	X			
Vermont Public Service Board	X			
Village Clerk, City of Oblong, Oblong, IL	X			
Village Clerk, Martinsville, IL	X			
Village of Columbus Grove, Columbus Grove, OH	X			
Village of Continental, Continental, OH	X			
Village of Gilboa, Gilboa, OH	X			
Village of Kinderhook, Kinderhook, NY	X			
Village of Leipsic, Leipsic, OH	X			
Village of Melrose, Melrose, OH	X			
Village of Miller City, Miller City, OH	X			
Village of Oakwood, Oakwood Village, OH	X			
Village of Orwell, Orwell, OH	X			
Village of Pandora, Pandora, OH	X			
Village of West Leipsic, Leipsic, OH	X			
Virginia State Corporation Commission	X			
Washington Utilities and Transportation Commission	X			

<u>Entity Name</u>	<u>No. Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
<u>Taxing Authorities</u>				
ADA COUNTY	X			
ALABAMA DEPT OF REVENUE	X			
ALABAMA DUAL PARTY FUND	X			
AMERICUS CITY	X			
BANNOCK COUNTY	X			
BENT & KIOWA COUNTIES	X			
BUREAU OF EMERGENCY COMMUNICATIONS, STATE OF NEW HAMPSHIRE	X			
BONNEVILLE COUNTY	X			
CASS COUNTY	X			
CHASE COUNTY TREASURER	X			
CHAUTAUQUA COUNTY	X			
CHEROKEE COUNTY	X			
CITIZEN'S BANK TRUST	X			
CITY OF CLEVELAND	X			
CITY OF DREXEL	X			
CITY OF EAST LYNNE	X			
CITY OF FLORALA	X			
CITY OF GARDEN CITY	X			
CITY OF KEARNEY	X			
CITY OF LEOTI	X			
CITY OF PECULIAR	X			
CITY OF RAINIER	X			
CITY OF SHARON SPRINGS	X			
CITY OF TRIBUNE	X			
CITY OF YELM	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
CLARK COUNTY	X			
CLAY COUNTY	X			
COLORADO DEPT OF REVENUE	X			
COLORADO LOW INCOME TELEPHONE ASSISTANCE PROGRAM	X			
COLORADO TELECOM RELAY SERVICE FUND	X			
COLUMBIA COUNTY	X			
COMMONWEALTH OF MASSACHUSETTS	X			
COVINGTON COUNTY	X			
CRAWFORD COUNTY	X			
CREIGHTON CITY	X			
DECATUR COUNTY	X			
DEPT OF COMMERCE AND COMMUNITY AFFAIRS, SPRINGFIELD ILLINOIS	X			
DUTCHESS COUNTY	X			
EL PASO COUNTY	X			
ELBERT CITY EMERGENCY	X			
FAYETTE COUNTY	X			
FLORIDA DEPARTMENT OF REVENUE	X			
FLORIDA TELECOMMUNICATIONS RELAY INC.	X			
FREMONT COUNTY CLERK	X			
GENE CRAWFORD	X			
GEORGIA DEPT OF REVENUE	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
GEORGIA PUBLIC SERVICES COMMISSION FUND	X			
GEORGIA TELECOMMUNICATIONS RELAY SERVICE	X			
GREELEY COUNTY	X			
GREENE COUNTY EMERGENCY MGT	X			
GRUNDY COUNTY	X			
HENRY COUNTY	X			
HODGEMAN COUNTY	X			
IDAHO TAX COMMISSION, STATE OF IDAHO	X			
IDAHO TELECOMMUNICATIONS RELAY SERVICE FUND	X			
IDAHO TELECOMMUNICATIONS SERVICE ASSISTANCE PROGRAM	X			
IDAHO UNIVERSAL SERVICE FUND	X			
ILLINOIS DEPT OF REVENUE	X			
ILLINOIS TELECOMMUNICATIONS ACCESS CORPORATION	X			
INTERNAL REVENUE SERVICE	X			
JASPER COUNTY	X			
JEFFERSON COUNTY	X			
JOHNSON COUNTY	X			
KANSAS DEPT OF REVENUE	X			
KITTITAS COUNTY	X			
LASALLE COUNTY	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
LIVINGSTON COUNTY	X			
LYON COUNTY	X			
MADISON COUNTY	X			
MAINE CONNECTME FUND	X			
MAINE PUBLIC UTILITIES COMMISSION	X			
MAINE TELECOMMUNICATIONS EDUCATION ACCESS FUND	X			
MAINE UNIVERSAL SERVICE FUND	X			
MARION COUNTY	X			
MASSACHUSETTS DEPT OF REVENUE	X			
MAYES COUNTY	X			
MCLEAN COUNTY	X			
MIAMI COUNTY	X			
MISSOURI DEPT OF REVENUE, STATE OF MISSOURI	X			
MISSOURI PUBLIC SERVICE COMMISSION	X			
MISSOURI RELAY SURCHARGE	X			
MISSOURI UNIVERSAL SERVICE FUND	X			
NECA	X			
NEW YORK STATE SALES TAX PROCESSING	X			
OKLAHOMA CORPORATION COMMISSION	X			
OKLAHOMA TAX COMMISSION	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (e.g., Representation of Affiliate)</u>
OKLAHOMA TELEPHONE ACCESS LINE SURCHARGE OKLAHOMA UNIVERSAL SERVICE FUND	X			
PENNSYLVANIA DEPT OF REVENUE	X			
PENNSYLVANIA RELAY SERVICE FUND	X			
PENNSYLVANIA TRS FUND	X			
PENNSYLVANIA UNIVERSAL SERVICE FUND	X			
PIERCE COUNTY	X			
PLATTE COUNTY	X			
PROWERS COUNTY	X			
RENSSELAER COUNTY	X			
STATE OF FLORIDA	X			
STATE OF MAINE	X			
STATE OF NEW HAMPSHIRE	X			
STATE OF OHIO	X			
STATE OF VERMONT	X			
TELECOMMUNICATIONS ASSOCIATION	X			
THURSTON COUNTY	X			
TOWN OF KINDERHOOK	X			
TOWN OF LOCKHART	X			
TOWN OF STUYVESANT	X			
UNIVERSAL SERVICE ADMINISTRATION COMPANY	X			
UNIVERSAL TELEPHONE ASSISTANCE CORPORATION	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
VERMONT PUBLIC SERVICE BOARD	X			
VILLAGE OF CONTINENTAL	X			
VILLAGE OF GILBOA	X			
VILLAGE OF KINDERHOOK	X			
VILLAGE OF LEIPSIC	X			
VILLAGE OF MELROSE	X			
VILLAGE OF MILLER CITY	X			
VILLAGE OF OAKWOOD	X			
VILLAGE OF ORWELL	X			
VILLAGE OF PANDORA	X			
VILLAGE OF VALATIE	X			
VILLAGE OF WEST LEIPSIC	X			
VIRGINIA DEPT OF TAXATION	X			
VIRGINIA DEPT OF TRANSPORTATION	X			
WABAUNSEE COUNTY	X			
WAGONER COUNTY	X			
WALLACE COUNTY	X			
WASHINGTON COUNTY	X			
WASHINGTON STATE DEPARTMENT OF REVENUE	X			
WELCH LLP	X			
WICHITA COUNTY	X			
WOODFORD COUNTY	X			
YAKIMA COUNTY	X			
<u>Top 50 Unsecured Creditors (consolidated)</u>				

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
ALCATEL - LUCENT USA INC	X			
AMERICAN CABLE ASSEMBLIES INC	X			
ANTHEM BLUE CROSS BLUE SHIELD	X			
BUTLER AMERICA LLC	X			
BYERS ENGINEERING CO	X			
CAPGEMINI			X	
COMMUNICATIONS DATA GROUP, INC	X			
CRC COMMUNICATIONS OF MAINE INC	X			
DIVERSIFIED INVESTMENT ADVISOR	X			
FISC SOLUTIONS	X			
FUJITSU NETWORK COMMUNICATIONS	X			
GLACIAL ENERGY OF NEW ENGLAND	X			
GENESYS TELECOMMUNICATIONS LABORATORIES INC	X			
HEWLETT PACKARD CO			X	
ISPN	X			
JOHN STAURULAKIS, INCORPORATED	X			
KANSYS INC	X			
LOGICA NORTH AMERICA INC	X			
MAINE PRINTING CO	X			
MARTIN DAWES ANALYTICS	X			
MCFARLAND CASCADE FOR-TEK	X			
METLIFE	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g. Representation of Affiliate)</u>
NATIONAL EXCHANGE CARRIERS ASSOCIATION	X			
NCO FINANCIAL SYSTEMS INC.	X			
NEONOVA NETWORK SERVICES INC	X			
NEW HAMPSHIRE ELECTRIC COOP	X			
NOKIA SIEMENS NETWORKS USA LLC	X			
NORTEL NETWORKS INC	X			
NYSEG	X			
OCCAM NETWORKS INC	X			
ON TARGET UTILITY SERVICES	X			
PAIR GAIN COMMUNICATIONS INC	X			
POWER & TELEPHONE SUPPLY CO	X			
PROFESSIONAL TELECONCEPTS INC	X			
RADIALPOINT	X			
RON COMEAU & SONS INC	X			
SHIELDS ENVIRONMENTAL INC	X			
TELENETWORK PARTNERS LTD	X			
UNISYS CORP	X			
UNITED HEALTHCARE INSURANCE CO	X			
U.S. BANK NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE	X			
VERISIGN INC	X			
VERIZON BUSINESS NETWORK SERVICES, INC.	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection E.g. Representation of Affiliate</u>
VERIZON WIRELESS MESSAGING SERVICES, LLC *	X			
VITAL ECONOMY INC	X			
VOLT DELTA RESOURCES LLC	X			
WISOR TELECOM	X			
ZACHAU CONSTRUCTION INC	X			
ZAMPELL BUILDING SERVICES	X			
<u>Employees in the Office of the U.S. Trustee (NY)</u>				
ADAMS, DIANA G.	X			
BROOKS, CATLETHA	X			
CATAPANO, MARIA	X			
CHOY, DANNY A.	X			
DAVIS, TRACY HOPE DUB, ELIZABETH C.	X			
FELTON, MARILYN	X			
FIELDS, MYRNA R.	X			
GASPARINI, ELISABETTA	X			
GOLDEN, SUSAN	X			
JOSEPH, NADKARNI	X			
KHODOROVSKY, NAZAR	X			
MARTIN, MARYLOU	X			
MARTINEZ, ANNA M.	X			
MASUMOTO, BRIAN S.	X			
MENDOZA, ERCILIA A.	X			
MORONEY, MARY V.	X			
MORRISSEY, RICHARD C.	X			
NAKANO, SERENE	X			
RIFFKIN, LINDA A.	X			

<u>Entity Name</u>	<u>No Connection</u>	<u>Current Client</u>	<u>Former Client</u>	<u>Other Connection (E.g., Representation of Affiliate)</u>
SCHWARTZ, ANDREA B.	X			
SCHWARTZBERG, PAUL K.	X			
SHARP, SYLVESTER	X			
SOTO, HECTOR	X			
VELEZ-RIVERA, ANDY	X			
ZIPES, GREG M.	X			
<u>Other Parties</u>				
Verizon Communications Inc.	X			