

Luc A. Despins, Esq.
 James T. Grogan, Esq.
 PAUL HASTINGS JANOFSKY & WALKER LLP
 Park Avenue Tower
 75 E. 55th Street, First Floor
 New York, NY 10022
 Telephone: (212) 318-6000
 Facsimile: (212) 319-4090

*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

NOTICE OF FILING OF PLAN SUPPLEMENT

PLEASE TAKE NOTICE THAT FairPoint Communications, Inc. and its affiliated debtors, as debtors in possession, have filed the annexed Plan Supplement to the Plan of Reorganization in accordance with section 16.6 of the Debtors' Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated March 10, 2010.

Dated: April 23, 2010
 New York, New York

/s/ James T. Grogan
 Luc A. Despins, Esq.
 James T. Grogan, Esq.
 PAUL HASTINGS JANOFSKY &
 WALKER LLP
 Park Avenue Tower
 75 E. 55th Street, First Floor
 New York, NY 10022
 Telephone: (212) 318-6000
 Facsimile: (212) 319-4090

*Counsel to the Debtors
 and Debtors in Possession*

Luc A. Despins, Esq.
James T. Grogan, Esq.
PAUL HASTINGS JANOFSKY & WALKER LLP
Park Avenue Tower
75 E. 55th Street, First Floor
New York, NY 10022
Telephone: (212) 318-6000
Facsimile: (212) 319-4090

*Counsel to the Debtors
and Debtors in Possession*

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

-----X
: **Chapter 11**
: **Case No. 09-16335 (BRL)**
: **(Jointly Administered)**
:
:
-----X

In re:
FAIRPOINT COMMUNICATIONS, INC., et al.,
Debtors.

PLAN SUPPLEMENT TO DEBTORS' PLAN OF REORGANIZATION

TABLE OF CONTENTS¹

ITEM 1	Schedules of Contracts/Leases to be Rejected
ITEM 2	Form of Warrant Agreement
ITEM 3	List of New Board Members
ITEM 4	Form of Registration Rights Agreement
ITEM 5	Success Bonus Plan
ITEM 6	Long Term Incentive Plan
ITEM 7	Form of Credit Agreement
ITEM 8	Update on Amended Quarterly Reports
ITEM 9	Form of Amended Certificate of Incorporation
ITEM 10	Form of Amended Bylaws

¹ These documents are in draft form and may be amended or modified prior to the hearing to consider confirmation of FairPoint's plan of reorganization

ITEM 3

Todd Arden joined Angelo, Gordon in 2000, and currently is a Managing Director in its distressed securities group. Prior to joining Angelo, Gordon, Mr. Arden served as a Portfolio Manager/Analyst within AIG/SunAmerica's High Yield Group from 1998 to 2000. Previously, he was a Senior Equity Analyst at Troubh Partners from 1995 to 1997. Mr. Arden began his career as a Manager in Arthur Andersen's Financial Consulting Services practice from 1989 to 1995, concentrating in the distressed/litigation support area. He is a Chartered Financial Analyst and holds a B.A. from Northwestern University and an MBA from the Columbia University School of Business.

Dr. Dennis J Austin has served as an independent telecommunications consultant since 2002. Dr. Austin previously served as a consultant at Bearing Point, formerly KPMG Consulting and formerly KPMG LLP, from 1995 to 2002, and as Vice President at San Francisco Consulting Group ("SFCG") from 1985 to 1995. Prior to joining SFCG, Dr. Austin was Vice President of Engineering with DataSpeed Inc. from 1983 to 1985 and Director of Switch Engineering, Network Planning and Design at GTE Sprint from 1977 to 1983. Prior to joining GTE Sprint, Dr. Austin served as a member of the technical staff with Bell Telephone Labs from 1966 to 1977. Dr. Austin holds a Ph.D in Electrical Engineering from Stanford University.

David L. Hauser has served as FairPoint Communications's Chairman and Chief Executive Officer since July 1, 2009. Mr. Hauser will serve as Chairman of the Board of Directors and Chief Executive Officer upon emergence. Prior to assuming this role, Mr. Hauser had served as a director of FairPoint Communications since February 2005. Prior to becoming FairPoint Communications's Chairman and Chief Executive Officer, Mr. Hauser served as the Group Executive and Chief Financial Officer of Duke Energy Corporation, where he was employed for 35 years. Mr. Hauser is on the board of directors of Furman University and of Charlotte, North Carolina's Blumenthal Center for the Performing Arts, the board of trustees of University of North Carolina at Charlotte and is past chair of the University of North Carolina at Charlotte Business School Advisory Council. He is also a past board member of the North Carolina Zoological Society and is a member of the North Carolina Association of Certified Public Accountants. Mr. Hauser also serves as a director of Enpro Industries, Inc.

Edward D. Horowitz currently serves as the Chairman of Edslink, LLC, which he founded in 2000. Mr. Horowitz also served as the President and Chief Executive Officer, SES–Americom and as a member of the SES–Global Executive Committee of SES Luxembourg from 2005 to 2008, and was employed at Citigroup from 1997 to 2000, where he was the founder and Chairman of e-Citi and served as an Executive Vice President. Mr. Horowitz serves as a director of On Line Resources, the New York March of Dimes and the Kenan Institute of Ethics at Duke University and is a trustee of the New York Hall of Science. He received a B.S. in physics from the City College of New York and an MBA from the Columbia University School of Business.

Michael J. Mahoney previously served as President and Chief Executive Officer of Commonwealth Telephone Enterprises ("Commonwealth Telephone") from 2000 to 2007. Prior to joining Commonwealth Telephone, Mr. Mahoney served as President and Chief Operating Officer of RCN Corporation from 1997 to 2000 and as President and Chief Operating Officer of C-TEC Corporation from 1993 to 1997. Mr. Mahoney currently serves as a director of Level 3 Communications and as a trustee of Wilkes University. He received a B.S. in accounting from Villanova University.

Paul H. Sunu has served as Chief Financial Officer of Hargray Communications Group since 2008. Mr. Sunu previously served as Chief Financial Officer of Hawaiian Telcom from 2007 to 2008 and as Managing Director and Chief Financial Officer of Madison River Communications

from 1996 to 2007. He currently serves as a director of Integra Telecom and Merscom, is a former board member of Madison River Communications, Centennial Communications, Hawaii Public Radio, the Honolulu Chamber of Commerce and the Love School of Business at Elon University, and has been nominated to serve as a director of Hawaiian Telcom upon its exit from Chapter 11. Mr. Sunu also served as an Adjunct Professor of Business at Elon University in 2007. He received a B.A. in public administration from the University of Illinois and a J.D. from the University of Illinois College of Law.

Wayne Wilson, a New Hampshire resident, has been an independent business advisor since 2002. From 1995 to 2002, Mr. Wilson served in various roles as President, Chief Operating Officer and Chief Financial Officer of PC Connection, Inc., a Fortune 1000 direct marketer of information technology products and services. From 1986 to 1995, Mr. Wilson was a partner in the assurance and advisory services practice of Deloitte & Touche LLP. Mr. Wilson currently serves as a director of ARIAD Pharmaceuticals, Inc., Edgewater Technology, Inc. and Hologic, Inc. He previously served as a director of Cytoc Corporation. Mr. Wilson received an A.B. in political science from Duke University, and an MBA from the University of North Carolina at Chapel Hill. He is a certified public accountant in New Hampshire and North Carolina.