

Date Sent: Thursday, November 06, 2008 10:02 PM
From: wellis@mcneilvt.com (BILL)
To: "Jonathan P.A. Leopold, Jr." <JLeopold@ci.Burlington.vt.us>
Cc: "Schatz, Ken" <kschatz@ci.burlington.vt.us>
Subject: RE: FWD: DPS files

Jonathan,

I have gone back through the PSB order and CPG in preparation for tomorrow's meeting with the DPS. My biggest concern is Condition #60 of the CPG, which in pertinent part states as follows:

"The City shall make payments on behalf of Phase III only when and to the extent that Phase III cash reserves, revenues receivable, or other payments receivables that, collectively, equal or exceed the sum of payments to be made by the City plus the balance of any other payments owed to the City. BT may participate in the City's pooled cash management system provided, however, that BT shall reimburse the City within two months of the City's expenditure for any expenses incurred or payments made by the City in support of services to non-City entities. The City shall obtain Board approval prior to appropriating any funds other than as described above in support of BT's Phase III activities."

Notwithstanding my earlier "Agenda" for tomorrow's planned meeting with DPS, my present assessment is that the present use of the City's "pooled resources" to fund BT to the tune of \$10M with no repayment obligation within 2 months is a violation of this provision. I am more than willing to be convinced otherwise by minds brighter than mine, but in the meantime, should we regroup and delay tomorrow's meeting because I'm not feeling so well, or go forward tomorrow and try to avoid this issue?

Let me know. Otherwise, I'll see you Jonathan in Montpelier at 9:30 a.m.

===== Original Message from "Jonathan P.A. Leopold, Jr."
<JLeopold@ci.Burlington.vt.us> at 11/6/2008 7:46 pm
>thanks Bill

>
>>>> BILL <wellis@mcneilvt.com> 11/6/2008 6:12 PM >>>

>All,

>
>Here is a draft "Agenda" for tomorrow's meeting. This is for City use
>only;

>consider it a cheat sheet. DPS will get just a bare bones model.

>Could

>someone forward this to John V as I don't have his address?

>

>I wanted to get this out given the hour of the day, for which I

>apologize. I

>plan to continue to work on it tonight and provide a redlined copy

>later and

>will have hard copies tomorrow at 9:30 when we meet at JP Morgans.

>Amber, I'm

>still expecting you at 9:00 in Richmond. :)

>

>===== Original Message from "Burns, Christopher"
><cburns@burlingtontelecom.com> at 11/6/2008 2:00 pm
>>Forwarding models. Please be familiar with these models. Chris

>>

>>

>>

>>

>>

>>

>>

>>

>>From: Van Vught, John

>>Sent: Thursday, November 06, 2008 1:58 PM

>>To: 'Jonathan P.A. Leopold, Jr.'

>>Subject: DPS files

>>

>>Jonathan,

>>

>>

>>

>>Attached are the electronic versions of the files being presented to

>the

>>DPS.

>>

>>

>>

>>Hard copies are being hand delivered.

>>

>>

>>

>>John

Date Sent: Monday, November 10, 2008 1:27 PM
From: wellis@mcneilvt.com (BILL)
To: "Thibeault, Amber" <athibeault@burlingtontelecom.com>
Cc: "Leopold, Jonathan" <jleopold@ci.burlington.vt.us>
Subject: RE: meeting schedule

The DPS was looking at Thursday, November 13th, at 2:00 p.m. I said I would check availability. I'm not sure that gives Jonathan enough time, and if it doesn't, we will need to extend the date for a report to the PSB because our schedules were pretty full the following week.

===== Original Message from "Thibeault, Amber"
<athibeault@burlingtontelecom.com> at 11/10/2008 12:39 pm

>Bill,

>

>

>

>I know we cancelled the meeting on Friday with the DPS because Jonathan
>was sick. Given our scheduled meeting with the PSB on November 24, 2008,
>we should probably look at rescheduling this DPS meeting as soon as
>possible.

>

>

>

>Thanks,

>

>

>

>Amber Thibeault

>

>

>

>Contract and Governmental Affairs Specialist

>

>Burlington Telecom

>

>200 Church Street, Suite 101

>

>Burlington, VT 05401

>

>Office: (802) 846-5031

>

>Mobile:(802) 233-5386

>

>Fax: (802) 652-4220

>

>

>

>Attention!

>This electronic message contains information that may be legally confidential and/or privileged. The information is intended solely for the individual or entity named above and access by anyone else is unauthorized. If you are not the intended recipient, any disclosure, copying, distribution, or use of the contents of this information is prohibited and may be unlawful. If you have received this electronic transmission in error, please reply immediately to the sender that you have received the message in error, and delete it.

William F. Ellis, Esq.

McNeil, Leddy & Sheahan
271 South Union Street
Burlington, VT 05401

Telephone: (802) 863-4531
Fax: (802) 863-1743
E-mail: wellis@mcneilvt.com

ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:
THIS MESSAGE MAY NOT BE FORWARDED

This communication and any accompanying document(s) are confidential and privileged. They are intended for the sole use of the addressee. If you receive this transmission in error, you are advised that any disclosure, copying, distribution, or the taking of any action in reliance upon the communication is strictly prohibited. Moreover, any such inadvertent disclosure shall not compromise or waive the attorney-client privilege as to this communication or otherwise. If you have received this communication in error, please contact me at the above phone number or email address. Thank you.

Date Sent: Wednesday, November 12, 2008 4:55 PM
From: "Jonathan P.A. Leopold, Jr." <JLeopold@ci.Burlington.vt.us>
To: Amber Thibeault <athibeault@burlingtontelecom.com>,
Christopher Burns <cburns@burlingtontelecom.com>,
Mike Flora <mflora@burlingtontelecom.com>
Cc: Bill Ellis <wellis@mcneilvt.com>
Subject: RE: FWD: Response to Comcast

Hello All

I would rephrase this:

BT does not object to Comcast's participation in this proceeding provided its participation is limited to its interest in ensuring competitive neutrality regarding the build-out of the City.

to read

BT does not object to Comcast's participation in this proceeding provided its participation is limited to the matter of the build-out of the City solely with regard to its interest in ensuring competitive neutrality

I also fail to understand why we would give them any map of our network or non network, do we have a map of theirs?

>>> "Thibeault, Amber" <athibeault@burlingtontelecom.com> 11/12/2008 3:15 PM >>>
All,

Bill has drafted a response to Comcast's Motion to Intervene. As he indicated below, he would like to mail this tomorrow. Our deadline to respond is Friday November 14th.

Thank you,

Amber Thibeault

Contract and Governmental Affairs Specialist
Burlington Telecom
200 Church Street, Suite 101
Burlington, VT 05401
Office: (802) 846-5031
Mobile: (802) 233-5386
Fax: (802) 652-4220

-----Original Message-----

From: BILL [mailto:wellis@mcneilvt.com] Sent: Wednesday, November 12, 2008 2:35 PM
To: Thibeault, Amber
Subject: Response to Comcast

Amber,

Here is a draft response. Please circulate it to the City team and let me know if anyone has comments. I would like to mail this tomorrow.

William F. Ellis, Esq.
McNeil, Leddy & Sheahan
271 South Union Street
Burlington, VT 05401

Telephone: (802) 863-4531
Fax: (802) 863-1743
E-mail: wellis@mcneilvt.com

ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:
THIS MESSAGE MAY NOT BE FORWARDED

This communication and any accompanying document(s) are confidential and privileged. They are intended for the sole use of the addressee. If you receive this transmission in error, you are advised that any disclosure, copying, distribution, or the taking of any action in reliance upon the communication is strictly prohibited. Moreover, any such inadvertent disclosure shall not compromise or waive the attorney-client privilege as to this communication or otherwise. If you have received this communication in error, please contact me at the above phone number or email address. Thank you.

Date Sent: Thursday, November 13, 2008 1:44 PM
From: "Jonathan P.A. Leopold, Jr." <JLeopold@ci.Burlington.vt.us>
To: BILL <wellis@mcneilvt.com>
Cc: Jessica Frank <jfrank@ci.Burlington.vt.us>
Subject: RE: meeting schedule

I am available the Mon & Tues of thanksgiving week, check w/ Jessica on specific time & dates

also check w/ Jessica to set up mtg. We need to discuss this financing issue further

>>> BILL <wellis@mcneilvt.com> 11/12/2008 8:12 PM >>>
Jonathan, et al.,

With the agreement of the DPS, we have extended the date for informing the Board whether we have a settlement or not to December 12th. I know that November 18th and 19th do not work for the DPS because of hearings in the VOIP docket (Chris, we should touch base on this), and my recollection is that the 21st is not good either. Therefore, please provide dates during the early part of the week of 11/24 (not interested in having Turkey with regulators--is that redundant?) or in the early part of December. Please note that the DPS wants copies of the "requested financials" prior to any meeting, so that should be kept in mind. Jonathan, does this schedule allow you enough time?

Jonathan, I will revise the "Response" to accommodate your comments, but I may need to speak with you directly to make sure we are on the same page. What time will be good for you?

===== Original Message from "Jonathan P.A. Leopold, Jr."
<JLeopold@ci.Burlington.vt.us> at 11/12/2008 5:07 pm

>18 is good, maybe 20, 21 is also good

>

>>>> "Burns, Christopher" <cburns@burlingtontelecom.com> 11/10/2008 2:54

>PM >>>

>Bill,

>

>Tuesday Nov. 18th, Wed. Nov. 19th or Fri. Nov. 21 are open for me to
>meet with the DPS. Another option would be meet with just the DPS on
>Mon. Nov. 24th and reschedule the meeting for the PSB hearing for
>early

>Dec. Chris

>

>-----Original Message-----

>From: BILL [mailto:wellis@mcneilvt.com]

>Sent: Monday, November 10, 2008 1:35 PM

>To: Thibeault, Amber

>Cc: Burns, Christopher; Leopold, Jonathan

>Subject: RE: meeting schedule

>

>OK. Will do. Does anyone have time earlier in the Thanksgiving week

>or

>

>should we look at December? Let me know.

>

>===== Original Message from "Thibeault, Amber"

><athibeault@burlingtontelecom.com> at 11/10/2008 1:36 pm
>>Bill,
>>
>>I know Chris would be unable to make this meeting time and I think
he
>>should be present thus we should probably look into extending the
>date
>>with the PSB.

>>
>>Thanks,
>>
>>Amber Thibeault
>>
>>Contract and Governmental Affairs Specialist
>>Burlington Telecom
>>200 Church Street, Suite 101
>>Burlington, VT 05401
>>Office: (802) 846-5031
>>Mobile:(802) 233-5386
>>Fax: (802) 652-4220
>>

>>-----Original Message-----

>>From: BILL [<mailto:wellis@mcneilvt.com>]
>>Sent: Monday, November 10, 2008 1:28 PM
>>To: Thibeault, Amber
>>Cc: Leopold, Jonathan
>>Subject: RE: meeting schedule
>>

>>The DPS was looking at Thursday, November 13th, at 2:00 p.m. I said
>I

>>would
>>check availability. I'm not sure that gives Jonathan enough time,
>and
>>if it
>>doesn't, we will need to extend the date for a report to the PSB
>because
>>our
>>schedules were pretty full the following week.
>>

>>

>>

>>

>>===== Original Message from "Thibeault, Amber"

>><athibeault@burlingtontelecom.com> at 11/10/2008 12:39 pm
>>>Bill,

>>>

>>>

>>>

>>>I know we cancelled the meeting on Friday with the DPS because
>Jonathan
>>>was sick. Given our scheduled meeting with the PSB on November 24,
>>2008,
>>>we should probably look at rescheduling this DPS meeting as soon as
>>>possible.

>>>

>>>

>>>
>>>Thanks,
>>>
>>>
>>>
>>>Amber Thibeault
>>>
>>>
>>>
>>>Contract and Governmental Affairs Specialist
>>>
>>>Burlington Telecom
>>>
>>>200 Church Street, Suite 101
>>>
>>>Burlington, VT 05401
>>>
>>>Office: (802) 846-5031
>>>
>>>Mobile:(802) 233-5386
>>>
>>>Fax: (802) 652-4220
>>>
>>>
>>>
>>>Attention!
>>>This electronic message contains information that may be legally
>>confidential
>>and/or privileged. The information is intended solely for the
>individual
>>or
>>entity named above and access by anyone else is unauthorized. If you
>are
>>not
>>the intended recipient, any disclosure, copying, distribution, or
use
>of
>>the
>>contents of this information is prohibited and may be unlawful. If
>you
>>have
>>received this electronic transmission in error, please reply
>immediately
>>to
>>the sender that you have received the message in error, and delete
>it.
>>
>>William F. Ellis, Esq.
>>McNeil, Leddy & Sheahan
>>271 South Union Street
>>Burlington, VT 05401
>>
>>Telephone: (802) 863-4531
>>Fax: (802) 863-1743
>>E-mail: wellis@mcneilvt.com

>>

>>ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:

>>THIS MESSAGE MAY NOT BE FORWARDED

>>

>>This communication and any accompanying document(s) are
>>confidential and privileged. They are intended for the sole
>>use of the addressee. If you receive this transmission in error,
>>you are advised that any disclosure, copying, distribution, or
>>the taking of any action in reliance upon the communication
>>is strictly prohibited. Moreover, any such inadvertent disclosure
>>shall not compromise or waive the attorney-client privilege as
>>to this communication or otherwise. If you have received this
>>communication in error, please contact me at the above phone
>>number or email address. Thank you.

>

>William F. Ellis, Esq.

>McNeil, Leddy & Sheahan

>271 South Union Street

>Burlington, VT 05401

>

>Telephone: (802) 863-4531

>Fax: (802) 863-1743

>E-mail: wellis@mcneilvt.com

>

>ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:

>THIS MESSAGE MAY NOT BE FORWARDED

>

>This communication and any accompanying document(s) are
>confidential and privileged. They are intended for the sole
>use of the addressee. If you receive this transmission in error,
>you are advised that any disclosure, copying, distribution, or
>the taking of any action in reliance upon the communication
>is strictly prohibited. Moreover, any such inadvertent disclosure
>shall not compromise or waive the attorney-client privilege as
>to this communication or otherwise. If you have received this
>communication in error, please contact me at the above phone
>number or email address. Thank you.

William F. Ellis, Esq.

McNeil, Leddy & Sheahan

271 South Union Street

Burlington, VT 05401

Telephone: (802) 863-4531

Fax: (802) 863-1743

E-mail: wellis@mcneilvt.com

ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:

THIS MESSAGE MAY NOT BE FORWARDED

This communication and any accompanying document(s) are confidential and privileged. They are intended for the sole use of the addressee. If you receive this transmission in error, you are advised that any disclosure, copying, distribution, or the taking of any action in reliance upon the communication is strictly prohibited. Moreover, any such inadvertent disclosure shall not compromise or waive the attorney-client privilege as to this communication or otherwise. If you have received this communication in error, please contact me at the above

phone number or email address. Thank you.

Date Sent: Thursday, November 13, 2008 2:23 PM
From: "Burns, Christopher" <cburns@burlingtontelecom.com>
To: BILL <wellis@mcneilvt.com>,
"Jonathan P.A. Leopold, Jr." <JLeopold@ci.Burlington.vt.us>,
"Thibeault, Amber" <athibeault@burlingtontelecom.com>
Subject: RE: meeting schedule

Bill,

Tues. 11/25 is the best for me.

Chris

-----Original Message-----

From: BILL [mailto:wellis@mcneilvt.com] Sent: Wednesday, November 12, 2008 8:12 PM
To: Jonathan P.A. Leopold, Jr.; Thibeault, Amber; Burns, Christopher
Subject: RE: meeting schedule

Jonathan, et al.,

With the agreement of the DPS, we have extended the date for informing the Board whether we have a settlement or not to December 12th. I know that

November 18th and 19th do not work for the DPS because of hearings in the VOIP docket (Chris, we should touch base on this), and my recollection is that the 21st is not good either. Therefore, please provide dates during the early part of the week of 11/24 (not interested in having Turkey with regulators--is that redundant?) or in the early part of December. Please note that the DPS wants copies of the "requested financials" prior to any meeting, so that

should be kept in mind. Jonathan, does this schedule allow you enough time?

Jonathan, I will revise the "Response" to accommodate your comments, but I may need to speak with you directly to make sure we are on the same page. What time will be good for you?

===== Original Message from "Jonathan P.A. Leopold, Jr."

<JLeopold@ci.Burlington.vt.us> at 11/12/2008 5:07 pm

>18 is good, maybe 20, 21 is also good

>

>>>> "Burns, Christopher" <cburns@burlingtontelecom.com> 11/10/2008 2:54

>PM >>>

>Bill,

>

>Tuesday Nov. 18th, Wed. Nov. 19th or Fri. Nov. 21 are open for me to
>meet with the DPS. Another option would be meet with just the DPS on
>Mon. Nov. 24th and reschedule the meeting for the PSB hearing for
>early

>Dec. Chris

>

>-----Original Message-----

>From: BILL [mailto:wellis@mcneilvt.com]

>Sent: Monday, November 10, 2008 1:35 PM

>To: Thibeault, Amber

>Cc: Burns, Christopher; Leopold, Jonathan

>Subject: RE: meeting schedule

>

>OK. Will do. Does anyone have time earlier in the Thanksgiving week

>or

>

>should we look at December? Let me know.

>

>===== Original Message from "Thibeault, Amber"

><athibeault@burlingtontelecom.com> at 11/10/2008 1:36 pm

>>Bill,

>>

>>I know Chris would be unable to make this meeting time and I think he

>>should be present thus we should probably look into extending the

>date

>>with the PSB.

>>

>>Thanks,

>>

>>Amber Thibeault

>>

>>Contract and Governmental Affairs Specialist

>>Burlington Telecom

>>200 Church Street, Suite 101

>>Burlington, VT 05401

>>Office: (802) 846-5031

>>Mobile:(802) 233-5386

>>Fax: (802) 652-4220

>>

>>-----Original Message-----

>>From: BILL [<mailto:wellis@mcneilvt.com>]

>>Sent: Monday, November 10, 2008 1:28 PM

>>To: Thibeault, Amber

>>Cc: Leopold, Jonathan

>>Subject: RE: meeting schedule

>>

>>The DPS was looking at Thursday, November 13th, at 2:00 p.m. I said

>I

>>would

>>check availability. I'm not sure that gives Jonathan enough time,

>and

>>if it

>>doesn't, we will need to extend the date for a report to the PSB

>because

>>our

>>schedules were pretty full the following week.

>>

>>

>>

>>===== Original Message from "Thibeault, Amber"

>><athibeault@burlingtontelecom.com> at 11/10/2008 12:39 pm

>>>Bill,

>>>

>>>

>>>

>>>I know we cancelled the meeting on Friday with the DPS because

>Jonathan
>>>was sick. Given our scheduled meeting with the PSB on November 24,
>>2008,
>>>we should probably look at rescheduling this DPS meeting as soon as
>>>possible.

>>>

>>>

>>>

>>>Thanks,

>>>

>>>

>>>

>>>Amber Thibeault

>>>

>>>

>>>

>>>Contract and Governmental Affairs Specialist

>>>

>>>Burlington Telecom

>>>

>>>200 Church Street, Suite 101

>>>

>>>Burlington, VT 05401

>>>

>>>Office: (802) 846-5031

>>>

>>>Mobile:(802) 233-5386

>>>

>>>Fax: (802) 652-4220

>>>

>>>

>>>

>>>Attention!

>>>This electronic message contains information that may be legally

>>confidential

>>and/or privileged. The information is intended solely for the

>individual

>>or

>>entity named above and access by anyone else is unauthorized. If you

>are

>>not

>>the intended recipient, any disclosure, copying, distribution, or use

>of

>>the

>>contents of this information is prohibited and may be unlawful. If

>you

>>have

>>received this electronic transmission in error, please reply

>immediately

>>to

>>the sender that you have received the message in error, and delete

>it.

>>

>>William F. Ellis, Esq.

>>McNeil, Leddy & Sheahan

>>271 South Union Street
>>Burlington, VT 05401
>>
>>Telephone: (802) 863-4531
>>Fax: (802) 863-1743
>>E-mail: wellis@mcneilvt.com
>>

>>ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:
>>THIS MESSAGE MAY NOT BE FORWARDED
>>

>>This communication and any accompanying document(s) are
>>confidential and privileged. They are intended for the sole
>>use of the addressee. If you receive this transmission in error,
>>you are advised that any disclosure, copying, distribution, or
>>the taking of any action in reliance upon the communication
>>is strictly prohibited. Moreover, any such inadvertent disclosure
>>shall not compromise or waive the attorney-client privilege as
>>to this communication or otherwise. If you have received this
>>communication in error, please contact me at the above phone
>>number or email address. Thank you.

>
>William F. Ellis, Esq.
>McNeil, Leddy & Sheahan
>271 South Union Street
>Burlington, VT 05401
>

>Telephone: (802) 863-4531
>Fax: (802) 863-1743
>E-mail: wellis@mcneilvt.com
>

>ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:
>THIS MESSAGE MAY NOT BE FORWARDED
>

>This communication and any accompanying document(s) are
>confidential and privileged. They are intended for the sole
>use of the addressee. If you receive this transmission in error,
>you are advised that any disclosure, copying, distribution, or
>the taking of any action in reliance upon the communication
>is strictly prohibited. Moreover, any such inadvertent disclosure
>shall not compromise or waive the attorney-client privilege as
>to this communication or otherwise. If you have received this
>communication in error, please contact me at the above phone
>number or email address. Thank you.

William F. Ellis, Esq.
McNeil, Leddy & Sheahan
271 South Union Street
Burlington, VT 05401

Telephone: (802) 863-4531
Fax: (802) 863-1743
E-mail: wellis@mcneilvt.com

ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:
THIS MESSAGE MAY NOT BE FORWARDED

This communication and any accompanying document(s) are confidential and privileged. They are intended for the sole use of the addressee. If you receive this transmission in error, you are advised that any disclosure, copying, distribution, or the taking of any action in reliance upon the communication is strictly prohibited. Moreover, any such inadvertent disclosure shall not compromise or waive the attorney-client privilege as to this communication or otherwise. If you have received this communication in error, please contact me at the above phone number or email address. Thank you.

231052-67

Date Sent: Thursday, November 13, 2008 7:15 PM

From: wellis@mcneilvt.com (BILL)

To: athibeault <athibeault@burlingtontelecom.com>,
"Leopold, Jonathan" <jleopold@ci.burlington.vt.us>

Subject: Meeting with DPS

Jonathan and Amber,

We are confirmed for a meeting with the DPS on Tuesday, November 25th in Montpelier from 1:00 to 3:00 p.m. Amber, please let the relevant BT team know about the meeting. Jonathan, we are scheduled to meet in your office Monday the 17th at 9:30 a.m. to discuss financing. The DPS has asked for the "requested financials" in advance of our meeting, so anything we can do to accommodate them, if possible, will work to BT's advantage.

Please call with any questions.

William F. Ellis, Esq.
McNeil, Leddy & Sheahan
271 South Union Street
Burlington, VT 05401

Telephone: (802) 863-4531
Fax: (802) 863-1743
E-mail: wellis@mcneilvt.com

ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:
THIS MESSAGE MAY NOT BE FORWARDED

This communication and any accompanying document(s) are confidential and privileged. They are intended for the sole use of the addressee. If you receive this transmission in error, you are advised that any disclosure, copying, distribution, or the taking of any action in reliance upon the communication is strictly prohibited. Moreover, any such inadvertent disclosure shall not compromise or waive the attorney-client privilege as to this communication or otherwise. If you have received this communication in error, please contact me at the above phone number or email address. Thank you.

Date Sent: Tuesday, November 18, 2008 8:11 AM

From: wellis@mcneilvt.com (BILL)

To: "Jonathan P.A. Leopold, Jr." <JLeopold@ci.Burlington.vt.us>

Subject: RE: Loan

I will leave the financing nuances to you.

===== Original Message from "Jonathan P.A. Leopold, Jr."

<JLeopold@ci.Burlington.vt.us> at 11/17/2008 7:06 pm

>depends on how we structure it, remember, BT is the city

>

>>>> BILL <wellis@mcneilvt.com> 11/17/2008 2:00 PM >>>

>Jonathan,

>

>Upon reflection, I'm not sure a loan to the city for "capital projects"

>will

>necessarily cure the problem. Won't his end up still looking like the

>City

>getting a loan, and then loaning BT \$10 Million? Let me know your

>thoughts.

>

>William F. Ellis, Esq.

>McNeil, Leddy & Sheahan

>271 South Union Street

>Burlington, VT 05401

>

>Telephone: (802) 863-4531

>Fax: (802) 863-1743

>E-mail: wellis@mcneilvt.com

>

>ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:

>THIS MESSAGE MAY NOT BE FORWARDED

>

>This communication and any accompanying document(s) are

>confidential and privileged. They are intended for the sole

>use of the addressee. If you receive this transmission in error,

>you are advised that any disclosure, copying, distribution, or

>the taking of any action in reliance upon the communication

>is strictly prohibited. Moreover, any such inadvertent disclosure

>shall not compromise or waive the attorney-client privilege as

>to this communication or otherwise. If you have received this

>communication in error, please contact me at the above phone

>number or email address. Thank you.

William F. Ellis, Esq.

McNeil, Leddy & Sheahan

271 South Union Street

Burlington, VT 05401

Telephone: (802) 863-4531

Fax: (802) 863-1743

E-mail: wellis@mcneilvt.com

ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:

THIS MESSAGE MAY NOT BE FORWARDED

This communication and any accompanying document(s) are confidential and privileged. They are intended for

the sole use of the addressee. If you receive this transmission in error, you are advised that any disclosure, copying, distribution, or the taking of any action in reliance upon the communication is strictly prohibited. Moreover, any such inadvertent disclosure shall not compromise or waive the attorney-client privilege as to this communication or otherwise. If you have received this communication in error, please contact me at the above phone number or email address. Thank you.

Date Sent: Monday, November 24, 2008 10:28 AM
From: "Thibeault, Amber" <athibeault@burlingtontelecom.com>
To: BILL <wellis@mcneilvt.com>,
"Van Vught, John" <jvanvught@burlingtontelecom.com>,
JLeopold <JLeopold@ci.Burlington.vt.us>,
"Burns, Christopher" <cburns@burlingtontelecom.com>
Subject: November 25th

All,

As a reminder we have a meeting with the Department of Public Service tomorrow at 1:00 p.m. Some of the outstanding items that need to be addressed before tomorrow are the following: (1) Jonathan and John were going to speak regarding updating the balance sheet and (2) we need to verify the materials that we will be providing to the Department so Bill may amend the Protective Agreement and (3) who will be attending the meeting.

I would like to remind everyone that we need the balance sheet updated and the verification of which materials Bill should send to the Department by 2:00 p.m. today.

Thank you,

Amber Thibeault

Contract and Governmental Affairs Specialist

Burlington Telecom

200 Church Street, Suite 101

Burlington, VT 05401

Office: (802) 846-5031

Mobile:(802) 233-5386

Fax: (802) 652-4220

Attention! This electronic message contains information that may be legally confidential and/or privileged. The information is intended solely for the individual or entity named above and access by anyone else is unauthorized. If you are not the intended recipient, any disclosure, copying, distribution, or use of the contents of this information is prohibited and may be unlawful. If you have received this electronic transmission in error, please reply

Date Sent: Monday, November 24, 2008 4:45 PM
From: "Jonathan P.A. Leopold, Jr." <JLeopold@ci.Burlington.vt.us>
To: "William F. Ellis" <wellis@mcneilvt.com>
Cc: <athibeault@burlingtontelecom.com>,
John Van Vught <jvanvught@burlingtontelecom.com>
Subject: RE: BT

Ok for the projections but not the balance sheet

>>> "William F. Ellis" <wellis@mcneilvt.com> 11/24/2008 3:57 PM >>>
Jonathan,

Is it OK to send the DPS the financial models that John V.V. put together in advance of our last scheduled meeting? I would like to get them something before our meeting at 1:00 p.m. tomorrow.

William F. Ellis, Esq.
McNeil, Leddy & Sheahan
271 South Union Street
Burlington, VT 05401

Telephone: (802) 863-4531
Fax: (802) 863-1743
E-mail: wellis@mcneilvt.com

ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:
THIS MESSAGE MAY NOT BE FORWARDED

This communication and any accompanying document(s) are confidential and privileged. They are intended for the sole use of the addressee. If you receive this transmission in error, you are advised that any disclosure, copying, distribution, or the taking of any action in reliance upon the communication is strictly prohibited. Moreover, any such inadvertent disclosure shall not compromise or waive the attorney-client privilege as to this communication or otherwise. If you have received this communication in error, please contact me at the above phone number or email address. Thank you.

Date Sent: Tuesday, November 25, 2008 8:18 AM
From: wellis@mcneilvt.com ("William F. Ellis")
To: "sarah.hofmann" <sarah.hofmann@state.vt.us>
Cc: athibeault <athibeault@burlingtontelecom.com>,
"Leopold, Jonathan" <jleopold@ci.burlington.vt.us>
Subject: Docket 7044--Settlement Discussion

Attachment(s): Copy of proforma - 1108 - base case.xls,
Copy of proforma - 1108 - base plus case.xls,
Copy of proforma - 1108 - high case.xls,
Copy of proforma - 1108 - low case.xls

Sarah,

Attached are four (4) pro formas prepared by Burlington Telecom in response to Chris Campbell's request at our last meeting. Burlington Telecom is prepared to walk through the spreadsheets and the assumptions behind each scenario at today's meeting at 1:00 p.m.

We have agreed that the Department will treat these documents as confidential pursuant to the protective agreement, and will give BT the notice required under the protective agreement in the event it does not agree to continue to treat them as confidential so that BT may seek an appropriate protective order from the Board.

See you this afternoon.

William F. Ellis, Esq.
McNeil, Leddy & Sheahan
271 South Union Street
Burlington, VT 05401

Telephone: (802) 863-4531
Fax: (802) 863-1743
E-mail: wellis@mcneilvt.com

ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:
THIS MESSAGE MAY NOT BE FORWARDED

This communication and any accompanying document(s) are confidential and privileged. They are intended for the sole use of the addressee. If you receive this transmission in error, you are advised that any disclosure, copying, distribution, or the taking of any action in reliance upon the communication is strictly prohibited. Moreover, any such inadvertent disclosure shall not compromise or waive the attorney-client privilege as to this communication or otherwise. If you have received this communication in error, please contact me at the above phone number or email address. Thank you.

Date Sent: Tuesday, November 25, 2008 8:36 AM
From: "Hofmann, Sarah" <Sarah.Hofmann@state.vt.us>
To: "William F. Ellis" <wellis@mcneilvt.com>
Cc: athibeault <athibeault@burlingtontelecom.com>, "Leopold, Jonathan" <jleopold@ci.burlington.vt.us>
Subject: RE: Docket 7044--Settlement Discussion

Thanks Bill. We will hold them as confidential. If at some point in the future we do not believe them to be confidential, we will notify you and the steps of the Protective Agreement kick in.

Just one thing for the future. Always mark documents that you want to have kept confidential with some sort of notation or watermark that they are confidential.

Sarah Hofmann
Director for Public Advocacy
Vermont Department of Public Service
112 State Street
Montpelier, VT 05620-2601
Phone: 802-828-3088
Fax: 802-828-2342
<http://publicservice.vermont.gov/>

-----Original Message-----

From: William F. Ellis [<mailto:wellis@mcneilvt.com>]
Sent: Tuesday, November 25, 2008 8:19 AM
To: Hofmann, Sarah
Cc: athibeault@burlingtontelecom.com; Leopold, Jonathan
Subject: Docket 7044--Settlement Discussion

Sarah,

Attached are four (4) pro formas prepared by Burlington Telecom in response to Chris Campbell's request at our last meeting. Burlington Telecom is prepared to walk through the spreadsheets and the assumptions behind each scenario at today's meeting at 1:00 p.m.

We have agreed that the Department will treat these documents as confidential pursuant to the protective agreement, and will give BT the notice required under the protective agreement in the event it does not agree to continue to treat them as confidential so that BT may seek an appropriate protective order from the Board.

See you this afternoon.

William F. Ellis, Esq.
McNeil, Leddy & Sheahan
271 South Union Street
Burlington, VT 05401

Telephone: (802) 863-4531
Fax: (802) 863-1743
E-mail: wellis@mcneilvt.com

ATTORNEY/CLIENT PRIVILEGED COMMUNICATION:
THIS MESSAGE MAY NOT BE FORWARDED

This communication and any accompanying document(s) are

confidential and privileged. They are intended for the sole use of the addressee. If you receive this transmission in error, you are advised that any disclosure, copying, distribution, or the taking of any action in reliance upon the communication is strictly prohibited. Moreover, any such inadvertent disclosure shall not compromise or waive the attorney-client privilege as to this communication or otherwise. If you have received this communication in error, please contact me at the above phone number or email address. Thank you.