STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 6309

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| Petition of Dakota Services, Ltd. for Approval | ) |
| of a Transfer of Control and an Amended Certificate | ) |
| of Public Good to Reflect a Name Change | ) |

**CERTIFICATE OF CONSENT ISSUED**
**PURSUANT TO 30 V.S.A SECTION 109**

IT IS HEREBY CERTIFIED that the Public Service Board of the State of Vermont has this date found and adjudged that the merger of Dakota Services, Ltd. ("Dakota") with and into @link Holdings, Inc., a wholly-owned special purpose subsidiary of Madison Dearborn Capital Partners III, L.P. ("MDCP"), and the resulting establishment of Dakota as a subsidiary of MDCP, will promote the public good. Petitioner shall file this Certificate of Consent with the Vermont Secretary of State, pursuant to 30 V.S.A. § 109.

DATED at Montpelier, Vermont, this 12th day of January, 2000.

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| s/Michael H. Dworkin | ) | |
| | ) | PUBLIC SERVICE |
| | ) | |
| s/Suzanne D. Rude | ) | BOARD |
| | ) | |
| | ) | OF VERMONT |
| s/David C. Coen | ) | |

OFFICE OF THE CLERK

FILED: January 12, 2000

ATTEST: s/Susan M. Hudson
Clerk of the Board

*NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board of any technical errors, in order that any necessary corrections may be made.*