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January 20, 2000

Ms. Blanca S. Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Betty Easley Conference Center, Room 110
Tallahassee, Florida 32399-0850

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RECORDS AND REPORTING

Re: Docket No. 000031-TL
Transfer of Majority Organizational Control of TPG Communications, Inc., parent company of GTC, Inc.

Dear Ms. Bayo:

Enclosed for filing in the above-referenced docket are an original and six copies of this letter which contains an Amended Application for authority to transfer majority organizational control of TPG Communications, Inc. ("TPGC"), the parent company of GTC, Inc. This Amended Application clarifies the description of the Parties, the Transaction and the Request for Relief described in the original application filed January 10, 2000. This Amended Application references and relies upon the same Stock Purchase Agreement dated as of December 23, 1999 attached as Exhibit A to the original application as evidence of the transaction described herein. The parties respectfully request expedited treatment of this Amended Application in order to permit them to consummate the proposed transaction as soon as possible. Please date-stamp the enclosed extra copy of this filing and return the same to the undersigned.

MJD Ventures, Inc. ("Ventures" or "Buyer"), a wholly-owned subsidiary of MJD Communications, Inc. ("MJD") and TPG Partners, L.P., TPG Parallel I, L.P., J. Milton Lewis and Robert DiPauli (collectively referred to as "Seller"), the four shareholders of TPGC, by and through their undersigned counsel, and pursuant to Section 364.33, Florida Statutes, hereby request authority to transfer majority organizational control of TPGC, parent company of GTC, Inc., from Seller to Buyer. GTC, Inc. is a local exchange telecommunications company authorized by the Commission pursuant to Certificate No. 29 to provide local exchange services in the State of Florida.

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THE PARTIES

MJD is a Delaware corporation with headquarters at 521 East Morehead Street, Suite 250, Charlotte, North Carolina 28202. MJD is an integrated communications provider offering bundled services such as local dial tone, intra and inter-state access, long distance, enhanced services, Internet, data and other related communication services. MJD is pursuing this strategy by acquiring and operating rural local exchange carriers ("RLECs"), the rural segment of the telecommunications industry, and by operating a competitive local exchange carrier ("CLEC") in targeted ex-urban markets adjacent to markets served by the company's RLEC operations. As of September 30, 1999, the Company owned and operated 23 RLECs, which served approximately 143,000 access lines located in twelve states at September 30, 1999.

In April 1998, MJD launched its CLEC strategy under its wholly owned subsidiary, FairPoint Communications Corp. ("FairPoint"). At September 30, 1999, FairPoint was providing telecommunications services in 72 markets and had sold and provisioned 24,425 access lines. With the inclusion of FairPoint, total access lines under management by the Company were approximately 167,000 at September 30, 1999.

The Buyer, Ventures, is a wholly-owned subsidiary of MJD and the holding company for a number of the RLECs owned and operated under the MJD ownership umbrella. Ventures also is a Delaware corporation with headquarters at 521 East Morehead Street, Suite 250, Charlotte, North Carolina 28202.

The Seller consists of four shareholders - - TPG Partners, L.P, TPG Parallel I, L.P., J. Milton Lewis and Robert DiPauli - - who collectively own 100% of the stock of TPGC. TPGC is a Delaware corporation with its principal place of business at P. O. Box 1007, Port St. Joe, Florida 32457. GTC, Inc. is a wholly-owned subsidiary of TPGC.

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THE TRANSACTION

In December 1999, Ventures, TPGC and the four shareholders of TPGC executed a Stock Purchase Agreement under which the parties agreed to the purchase and sale of 100% of the stock of TPGC, the parent company of GTC, Inc. A copy of the Stock Purchase Agreement dated as of December 23, 1999 was filed in this docket on January 10, 2000, as Exhibit A to the original application. The closing of the transaction is subject to certain specified conditions, including regulatory approval of this Commission.

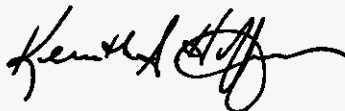
The purchase and sale of the parent company of GTC, Inc. will be transparent to GTC, Inc. customers. The proposed transaction will not involve any immediate change in the manner in which GTC, Inc. provides services to its customers. The name of the certificated company will remain GTC, Inc. No modification to the rates, terms or conditions of GTC, Inc.'s currently filed and effective tariffs is contemplated as a result of the above-described transaction.

Consummation of the proposed transaction will serve the public interest as it will bring to the State of Florida and the GTC, Inc. customers: (a) sound, experienced telecommunications company ownership and management; (b) the financial resources necessary to continue the provision of reliable local and interexchange telecommunications services, and the offering of new and enhanced services; and (c) the availability of high quality, competitively priced services in the emerging competitive provision of telecommunications services.

REQUEST FOR RELIEF

For the reasons stated above, the parties request that the Commission approve the purchase of majority organizational control of TPG Communications, Inc., the parent company of GTC, Inc., by MJD Ventures, Inc. from TPG Partners, L.P., TPG Parallel I, L.P., J. Milton Lewis and Robert DiPauli - - the four shareholders of TPG Communications, Inc.

Respectfully submitted,



Kenneth A. Hoffman

KAH/rl

cc: Benjamin H. Dickens, Jr., Esq.
Mr. Tom Williams
Mr. Mike Stein
Mr. Tim Henry
Mr. John Duda
Mr. John Vaughan

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