

REQUEST TO ESTABLISH DOCKET
(PLEASE TYPE)

Date October 29, 1998

Docket No. 981457-7C

1. Division Name/Staff Name Communications/Kennedy
2. OPR CMJ
3. OCR Legal
4. Suggested Docket Title Request for approval of transfer of control of Peoples Telephone Company, Inc. to Davel Communications Group, Inc.

5. Suggested Docket Mailing List (attach separate sheet if necessary)

- A. Provide NAMES ONLY for regulated companies or ACRONYMS ONLY regulated industries, as shown in Rule 25-22.104, F.A.C.
B. Provide COMPLETE name and address for all others. (Match representatives to clients.)

1. Parties and their representatives (if any)

Barry E. Selvidge Selvidge Strategic Consulting, Inc. 7165 Polo Hill Cumming, GA 30040	Peoples Telephone Company, Inc. Davel Communications Group, Inc.

2. Interested Persons and their representatives (if any)

6. Check one:
 Documentation is attached.
 Documentation will be provided with recommendation.

Selvidge Strategic Consulting, Inc.

Telecommunications & Regulatory Specialists

7165 POLO HILL
CUMMING, GA 30040
(770) 205-0107
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October 1, 1998

Mr. Rick Moses
Division of Communications
Florida Public Service Commission
2540 Shumard Oak Boulevard
Gerald L. Gunter Building, Room 270
Tallahassee, FL 32399-0850

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CMU

Re Pending Acquisition of Peoples Telephone Company, Inc. By Davel Communications Group, Inc.

Dear Mr. Moses:

Davel Communications Group, Inc. ("Davel") has entered into an agreement with Peoples Telephone Company, Inc. ("Peoples"), whereby Peoples will become a wholly-owned subsidiary of Davel pending consummation of the transaction described below. Davel provides pay telephone service in the State of Florida through its wholly-owned subsidiaries, Telaleasing Enterprises, Inc. ("TEI") - Certificate No. 2358, and Communications Central Inc. ("CCI") - Certificate No. 880. Peoples operates pay telephones in Florida under the authority of Certificate No. 84.

The essence of the transaction involves a change in control for Peoples upon consummation of the agreement. However, there is likely to be a continuity of shareholders at the inception of the transaction, given the combination of shareholders of the two entities whereby Peoples shareholders will become Davel shareholders. In addition, Peoples will maintain its separate legal and corporate identity as a wholly-owned subsidiary of Davel, continuing to operate pay telephones under its existing name and certification, where granted, for the foreseeable future. The companies believe that by combining their expertise and resources as independent payphone providers, operations will be streamlined, service quality will be enhanced, and more innovative pay telephone services will be provided, all in the public interest and to the benefit of customers and location owners which the companies serve.

The Merger - On July 5, 1998, Peoples entered into a merger agreement with Davel pursuant to which Peoples will become a wholly-owned subsidiary of Davel. Under the terms of the merger agreement, holders of issued and outstanding shares of common stock of Peoples will receive shares of the common stock of Davel in exchange for shares of Peoples' common stock. The merger is expected to be accounted for as a pooling of interests and is expected to be tax free to shareholders of Peoples and Davel.

Consummation of the merger is conditioned upon (i) approval by the shareholders of Peoples and Davel, (ii) the receipt of regulatory approvals and the expiration or early termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended ("Act"), and (iii) certain other requirements and conditions which must be met in accordance with mergers of this type. Peoples and Davel have received notice of early termination of said waiting period under the Act. The merger agreement may be terminated by the parties in certain circumstances, including if the merger has not been consummated by December 31, 1998.

As of the date of this letter, Peoples has not set a definitive date for a meeting to obtain shareholder approval of the merger. However, the company currently anticipates that the transaction will be presented to its shareholders during the fourth quarter of 1998 and, upon receiving shareholder approval, will be

Mr Rick Moses
Page Two

consummated immediately thereafter. In this regard, based on our prior conversations, it is the understanding of the companies that this letter notification satisfies the applicable regulatory requirements for the pending merger and that no prior approval, additional filings, or initiation of proceedings are contemplated by the rules and regulations of your state. Should this understanding be in error, please notify the undersigned immediately at the number shown below regarding any other requirements which must be met in connection with the above transactions.

Thank you for your assistance in this matter. Should you have any questions or desire additional information, please do not hesitate to contact me at (770) 205-0107.

Sincerely,



Barry E. Selvidge
On Behalf of Davel Communications Group, Inc
and Peoples Telephone Company, Inc

cc T C Rammelkamp, Jr, Esq., General Counsel, Davel
Bruce W Renard, Esq., General Counsel, Peoples