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January 10, 2000

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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

Re: Docket No. 000031-TL  
Transfer of Majority Organizational Control of GTC, Inc. from TPG  
Communications, Inc. to MJD Ventures, Inc.

Dear Ms. Bayo:

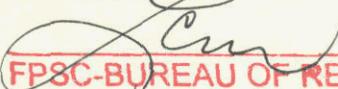
MJD Ventures, Inc. ("MJD" or "Buyer") and TPG Communications, Inc. ("TPGC") and its four shareholders, TPC Partners, L.P., TPG Parallel I, L.P., J. Milton Lewis and Robert DiPauli (collectively referred to as "Seller"), by and through their undersigned counsel, and pursuant to Section 364.33, Florida Statutes, hereby request authority to transfer majority organizational control of GTC, Inc. from TPGC and its four shareholders to MJD. 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.

The Buyer and Seller are represented in this docket by the following:

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The parties respectfully request expedited treatment of this request in order to permit them to consummate the proposed transaction as soon as possible. A description of the parties and the transaction are provided below. An original and twelve (12) copies of this letter are enclosed. Please date-stamp the enclosed extra copy of this filing and return the same to the undersigned.

### **THE PARTIES**

The Buyer, 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 a competitive local exchange carrier ("CLEC") strategy 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 was approximately 167,000 at September 30, 1999.

The Seller consists of TPGC and its 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 9500 Dadeland Boulevard, Miami, Florida 33156. GTC, Inc. is a wholly-owned subsidiary TPGC.

### **THE TRANSACTION**

In December 1999, MJD and TPGC and its four shareholders executed a Stock Purchase Agreement under which the parties agreed to the purchase and sale of 100% of the stock of GTC, Inc. A copy of Stock Purchase Agreement dated as of December 23, 1999 is attached hereto as Exhibit A. 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 the 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.

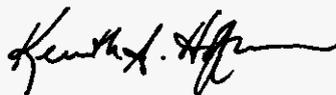
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Consummation of the proposed transaction will serve the public interest as it will bring to the State of Florida and the GTC, Inc. customers: (a) sound, experienced telecommunications company ownership and management; (b) the financial resources necessary 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 GTC, Inc., by MJD Ventures, Inc. from TPGC and its four shareholders, TPG Partners, L.P., TPG Parallel I, L.P., J. Milton Lewis and Robert DiPauli.

Respectfully submitted,



Kenneth A. Hoffman

KAH/rl

Enclosure

cc: Benjamin H. Dickens, Jr., Esq., with enclosure  
Mr. Tom Williams, with enclosure  
Mr. Mike Stein, with enclosure  
Mr. Tim Henry, with enclosure  
Mr. John Duda, with enclosure  
Mr. John Vaughan, with enclosure  
Stuart A. Sheldon, Esq., with enclosure

MDJ.bayo