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Steel Hector & Davis LLP
215 South Monroe, Suite 601
Tallahassee, Florida 32301-1804

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Blanca S. Bayó, Director
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Florida Public Service Commission
4075 Esplanade Way, Room 110
Tallahassee, Florida 32399-0850

Via Hand Delivery

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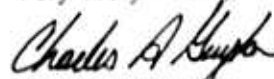
Re: Joint Petition For The Approval Of The Consolidation Of The Florida Telephone Company, Inc., Gulf Telephone Company, And St. Joseph Telephone & Telegraph Company, The Associated Transfer Of Certificates, And The Change Of The Name Of St. Joseph Telephone & Telegraph Company To GTC, Inc.

Dear Ms. Bayó:

Enclosed for filing are the original and fifteen copies of the Joint Petition For The Approval Of The Consolidation Of The Florida Telephone Company, Inc., Gulf Telephone Company, And St. Joseph Telephone & Telegraph Company, The Associated Transfer Of Certificates, And The Change Of The Name Of St. Joseph Telephone & Telegraph Company To GTC, Inc. We request that the additional enclosed copy be stamped and returned to our runner.

If you have any questions regarding this transmittal, please contact me at 222-2300

Very Truly Yours,



Charles A. Guyton

Attorney for The Florida Telephone Company, Inc.,
Gulf Telephone Company, and St. Joseph Telephone
& Telegraph Company

Enc

cc: Martha Carter Brown, Jack Shreve

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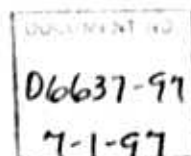
BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Joint Petition For Approval of the) **Docket No.**
Consolidation Of The Florala Telephone)
Company, Inc., Gulf Telephone Company,)
and St. Joseph Telephone & Telegraph)
Company, the Associated Transfers of) **Filed: July 1, 1997**
Certificates, and The Change of the Name)
of St. Joseph Telephone & Telegraph)
Company to GTC, Inc.)

**JOINT PETITION FOR THE APPROVAL OF THE
CONSOLIDATION OF THE FLORALA TELEPHONE COMPANY, INC.,
GULF TELEPHONE COMPANY, AND ST. JOSEPH TELEPHONE &
TELEGRAPH COMPANY, THE ASSOCIATED TRANSFER
OF CERTIFICATES, AND THE CHANGE OF THE NAME OF
ST. JOSEPH TELEPHONE & TELEGRAPH COMPANY TO GTC, INC.**

Pursuant to Sections 364.33, 366.335 Florida Statutes (1995) and Florida Administrative Code Rule 25-4.005, St. Joseph Telephone & Telegraph Company, the transferee, and The Florala Telephone Company, Inc. and Gulf Telephone Company, the certificate holders, hereby jointly petition for approval of the consolidation of the certificate holders into St. Joseph Telephone & Telegraph Company, the associated transfer of the Florida Public Service Commission certificates of public convenience and necessity held by the certificate holders to St. Joseph Telephone & Telegraph Company, and the change of the name of St. Joseph Telephone & Telegraph Company to GTC, Inc. In support of this Petition, the joint petitioners state:

1. The Florala Telephone Company, Inc., Gulf Telephone Company, and St. Joseph Telephone & Telegraph Company ("Operating Companies") provide local exchange telephone service pursuant to certificates of public convenience and necessity issued by the Florida Public



Telegraph Company will change its name to GTC, Inc. As part of the consolidation, the certificates of public convenience and necessity held by Gulf Telephone Company and The Florida Telephone Company, Inc. will be transferred to St. Joseph Telephone & Telegraph Company. The consolidation, the associated transfers of certificates, and the name change proposed are purely an internal corporate restructuring; instead of holding the stock of the three Operating Companies, St. Joe Communications, Inc. will hold the stock of one operating company with three local exchange certificates of public convenience and necessity (or one reissued certificate of public convenience and necessity if the Commission so chooses).

4. Historically, each of the Operating Companies, all of which serve territories in Northwest Florida, have had their own accounting, personnel, purchasing, engineering, customer service and marketing functions under the direction of local management. There has been little sharing of employees and resources because of the constraints of separate corporate entities. Consolidation of the Operating Companies will allow administrative and operating efficiencies, facilitating the joint use of personnel and resources. This streamlining should enhance the provision of telephone service provided to the customers of the Operating Companies.

5. While the administration and operation of the three Operating Companies will be consolidated, there are a number of aspects of the operations of the Operating Companies which will not change as a result of the restructuring. The boundaries of the service areas served by the Operating Companies will not change. Currently, the Operating Companies provide within their respective service areas the services set forth in their Tariffs, which are on file with the Commission and are incorporated herein by reference, and none of the Operating Companies provide service in the service territory of another Operating Company. As of May 31, 1997, the

Service Commission ("Commission").¹ The Operating Companies are subject to the Commission's jurisdiction under Chapter 364, Florida Statutes, (1995).

2. The names and addresses of Petitioners are:

The Florala Telephone Company, Inc.
522 North Fifth Street
Florala, Alabama 36442

Gulf Telephone Company
115 W. Drew Street
Perry, Florida 32347

St. Joseph Telephone & Telegraph Company
502 5th Street
Port St. Joe, Florida 32456

All notices, orders, and correspondence to the joint petitioners should be addressed to:

Samuel A. Flax, Esquire
Arnold & Porter
555 Twelfth Street, NW
Washington, D.C. 20004-1202

Charles A. Guyton, Esquire
Steel Hector & Davis LLP
215 S. Monroe St., Suite 601
Tallahassee, Florida 32301

3. The Operating Companies, which are wholly-owned subsidiaries of St. Joe Communications, Inc., seek to improve customer service, streamline administration, and improve operating efficiency by consolidating into a single operating local exchange company. GTC, Inc. is a wholly-owned subsidiary of TPG Communication, Inc., the parent company of St. Joe Communications, Inc. To effect the consolidation, Gulf Telephone Company and The Florala Telephone Company, Inc. will be merged with and into St. Joseph Telephone and Telegraph Company; GTC, Inc. will grant permission to St. Joseph Telephone & Telegraph Company to assume the name GTC, Inc., and GTC, Inc. will be dissolved; and St. Joseph Telephone &

¹ Florala's Certificate is FPSC Certificate No. 4, issued December 9, 1954, Gulf's Certificate is FPSC Certificate No. 21, issued September 8, 1955, as amended by FPSC Order No. 3735, January 6, 1965, and FPSC Order No. 6502, February 6, 1975; St. Joseph Telephone & Telegraph Company's Certificate is FPSC Certificate No. 29, issued February 2, 1956, as amended by FPSC Order No. 2405, November 6, 1956, FPSC Order No. 3550, March 20, 1963, and FPSC Order No. 18308, August 24, 1987.

Operating Companies served the following number of Florida subscribers (access lines): Florala - 2,290; Gulf - 9,222; and St. Joseph - 30,508. After the consolidation, all approximately 42,000 Florida subscribers will be served by St. Joseph Telephone & Telegraph Company renamed as GTC, Inc. As of June 24, 1997, there were 3, 31 and 71 applications for service pending with Florala, Gulf and St. Joseph, respectively. No change in the calling scope is proposed. All existing customers of Gulf Telephone Company and The Florala Telephone Company, Inc. will be transferred. No customers are exempt. Attached as Attachment A is a list of the services being provided by The Florala Telephone Company, Inc. and Gulf Telephone Company, all of which will be transferred to St. Joseph Telephone & Telegraph Company renamed as GTC, Inc.

6. St. Joseph Telephone & Telegraph Company does not propose as part of this consolidation any change to the rates or the scope of service offered by the Operating Companies. Each of the Operating Companies have opted for price cap regulation, so the currently filed and approved rates for the Operating Companies will serve, under existing statutes, as a price ceiling. Consistent with Florida Administrative Code Rule 25-9.044, within ten (10) days of the consolidation of the Operating Companies, St. Joseph Telephone & Telegraph Company, renamed as GTC, Inc., will issue and file a notice adopting all rates, rules and classifications of the Operating Companies. Within thirty (30) days of the filing of such adoption notice, GTC, Inc. shall issue and file in its name a complete reissuance of its Tariff incorporating the rates of the Operating Companies.²

² Upon consultation with the Staff, the Operating Companies are prepared to perform this Tariff reissuance by forwarding to the Staff stickers for each page of each of the Operating Companies' existing Tariffs to reflect the new company name of GTC, Inc. GTC, Inc. initially will operate under three separate tariffs to facilitate the application of Rule 25-9.044, Florida Administrative Code.

7. All deposits and deposit interest held by Gulf Telephone Company and The Florida Telephone Company, Inc. will be transferred to St. Joseph Telephone & Telegraph Company. As of May 31, 1997, the Operating Companies held deposits and deposit interest as shown on Attachment B.

8. As this is an internal corporate restructuring, there is no consideration or financial exchange for the proposed changes.

9. Attached as Attachment C is an affidavit of Mr. James B. Faison, Vice President/ Controller of the Operating Companies. In the affidavit Mr. Faison states that all the required notices of the intent to petition for the transfer of certificates were duly provided. He also attests to the truth of the factual representations in this petition. In lieu of attaching to this petition a complete list of all subscribers sent a written notice of this petition, on June 6, 1997, the Operating Companies petitioned the Commission for a partial waiver of Rule 25-4.005, Florida Administrative Code.

10. The joint petitioners are not aware of any material issues of disputed fact.

11. The joint petitioners respectfully submit that the proposed consolidation and transfer of certificates is in the public interest. The consolidation and transfer of certificates will allow corporate and operational streamlining of common functions currently performed by each of the operating companies. It will reduce regulatory filing requirements. It will allow better coordination of assets, resources and personnel already under control of a common parent. Customers should benefit from enhanced service delivery and improved efficiencies from consolidation. Customers will not face a rate increase as a result of the consolidation, and they will enjoy the same scope of service and calling areas as they currently enjoy.

12. The joint petitioners respectfully request that this Petition be handled through the Commission's Proposed Agency Action process as set forth in Florida Administrative Code Rule 25-22.029 and that the Petition be placed for decision on the Commission's Agenda Conference schedule as soon as practicable.

WHEREFORE, for the reasons set forth above, the joint petitioners respectfully request that the Commission approve, through its Proposed Agency Action procedures, the consolidation of The Florala Telephone Company, Inc. and Gulf Telephone Company into St. Joseph Telephone & Telegraph Company, the associated transfer of the certificates of public convenience and necessity of The Florala Telephone Company, Inc. and Gulf Telephone Company to St. Joseph Telephone & Telegraph Company, and the change of the name of the St. Joseph Telephone & Telegraph Company to GTC, Inc.

Respectfully submitted,


Charles A. Guyton, Esquire

STEEL HECTOR & DAVIS LLP
Suite 601, 215 S. Monroe Street
Tallahassee, Florida 32301
(904) 222-2300

Attorneys for The Florala Telephone Company, Inc.,
Gulf Telephone Company, and St. Joseph
Telephone & Telegraph Company

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Joint Petition For Approval of the) Docket No.
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Company, Inc., Gulf Telephone Company,)
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Company, the Associated Transfers of)
Certificates, and The Change of the Name)
of St. Joseph Telephone & Telegraph)
Company to GTC, Inc.) **Filed: July 1, 1997**

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that the foregoing Joint Petition for the Approval of the Consolidation of The Florala Telephone Company, Inc., Gulf Telephone Company, and St. Joseph Telephone & Telegraph Company, the Associated Transfer of Certificates, and the Change of the Name of St. Joseph Telephone & Telegraph Company to GTC, Inc. was served by Hand Delivery this 1st day of July, 1997 to the following:

Jack Shreve, Esquire
Charles Beck, Esquire
Office of Public Counsel
111 West Madison Street
Room 812
Tallahassee, Florida 32399-1400

Martha Carter Brown, Esquire
Division of Legal Services
Florida Public Service Commission
Gunter Building, Room 370
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850



Charles A. Guyton

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

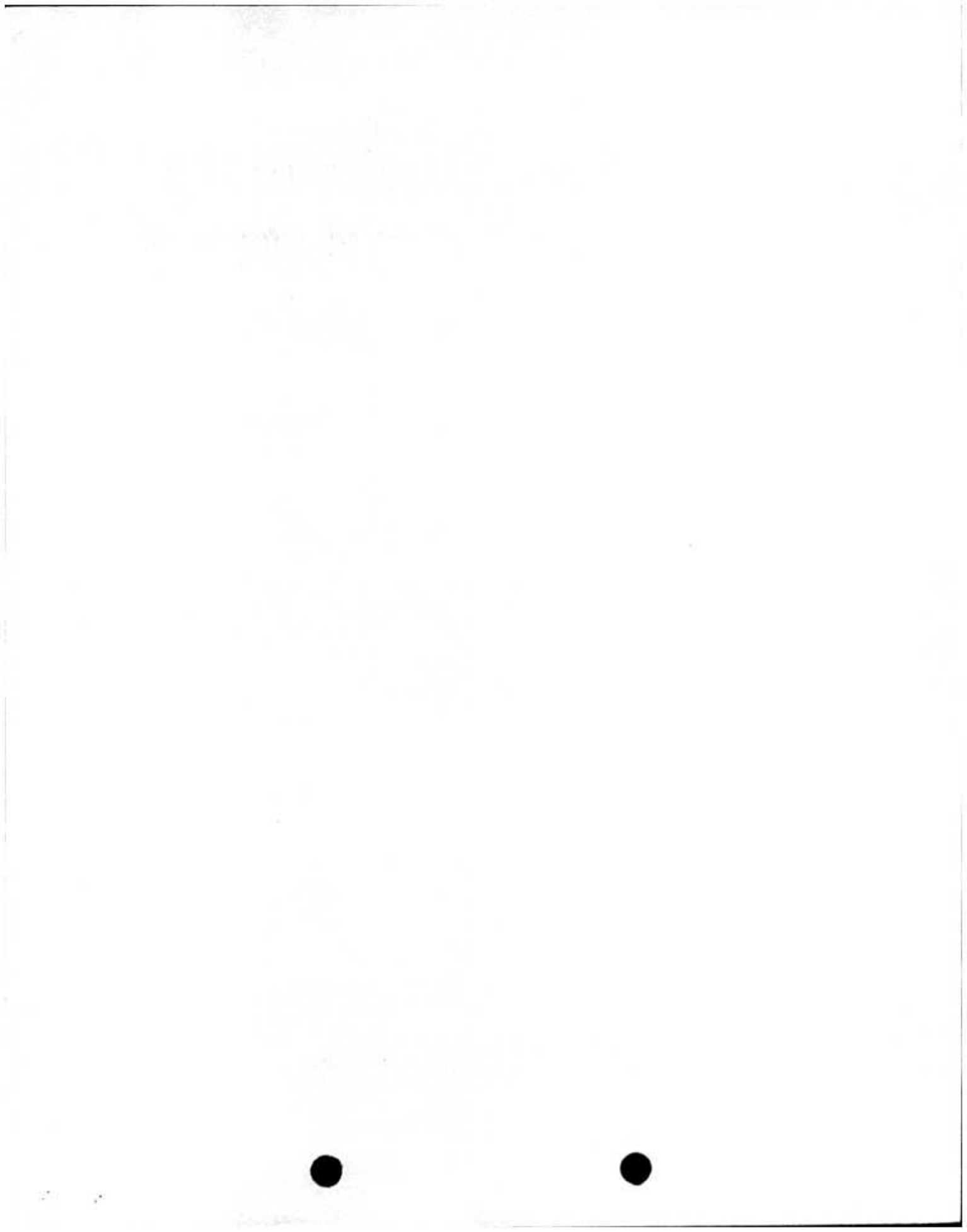
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Company to GTC, Inc.)	

**ATTACHMENT A TO THE
JOINT PETITION FOR THE APPROVAL OF THE
CONSOLIDATION OF THE FLORALA TELEPHONE COMPANY, INC.,
GULF TELEPHONE COMPANY, AND ST. JOSEPH TELEPHONE &
TELEGRAPH COMPANY, THE ASSOCIATED TRANSFER
OF CERTIFICATES, AND THE CHANGE OF THE NAME OF
ST. JOSEPH TELEPHONE & TELEGRAPH COMPANY TO GTC, INC.**

**GULF TELEPHONE COMPANY
LIST OF SERVICES**

Business 1-Party Line
Business Rotary Line
PABX Trunk Line
DID Trunk Line
Residence 1-Party Line
Directory Assistance Service
Verification and Emergency Interrupt Service
Operator Assisted Local Calls
Lifeline Assistance
Service Installation and Changes
Link Up Florida
Directory Listing Service
COCOT Paystation Service
Coin Line Service
Secretarial Line Termination Service
Foreign Exchange Service
Switched 56 Service
Centrex Service
Extension Line Service
Tie Line Service
Directory Assistance List Service
Remote Call Forwarding Service
Telecommunication Devices for the Deaf
Billed Number Screening
Restricted Line Service
Trap and Trace Service
Custom Code Restrictions
Call Forwarding
Three Way Calling
Call Waiting
Enhanced Call Waiting
Speed Calling (8 and 30 Code)
Personal Ringing
Restricted Line Service with PIN
Remote Activation of Call Forwarding
Direct Connect Service
Do Not Disturb with PIN
Call Return
Repeat Dialing
Priority Calling
Call Screening
Special Call Acceptance
Call Trace
Caller ID
Caller ID Blocking
Central Office Blocking with Operator Screening
Voice Mail Service
Connections With Certain Facilities of Customers
Data Service
Long Distance Message Telecommunications Service

Wide Area Telecommunications Service
Private and Leased Lines and Channels
Access Service
Interconnection of Local Exchange Services to Shared Tenant Service
Emergency Report Service (E911)
Interconnection of Mobile Carriers



THE FLORALA TELEPHONE COMPANY, INC.
LIST OF SERVICES

Business 1-Party Service
Business Rotary Trunks
PBX Trunks
Residence 1-Party Service
Directory Assistance Service
EAS Service
Lifeline Assistance
Link Up Florida
Directory Listing Service
COCOT Paystation Service
Coin Line Service
Trunk Hunting Number Service
Extension Service
Service Installation and Change Service
Interconnection of Local Exchange Services to Shared Tenant Services
Private Line Service
Access Service
Foreign Exchange Service
Telecommunication Device for the Deaf
Long Distance Message Telecommunications Service
Wide Area Telecommunications Service
Trap and Trace Service
Custom Code Restriction
Preferred Ringing
Remote Call Forward Number Service
Call Forwarding
Three Way Calling
Call Waiting
Speed Dialing (8 and 30 Number)
Warm Line
Cancel Incoming Call Waiting
Call Transfer
Toll Restriction Service
Central Office Blocking
Operator Screening

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

**In Re: Joint Petition for the Approval of the
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and St. Joseph Telephone & Telegraph
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of St. Joseph Telephone & Telegraph
Company to GTC, Inc.**

Docket No.

Filed: July 1, 1997

**ATTACHMENT B TO THE
JOINT PETITION FOR THE APPROVAL OF THE
CONSOLIDATION OF THE FLORALA TELEPHONE COMPANY, INC.,
GULF TELEPHONE COMPANY, AND ST. JOSEPH TELEPHONE &
TELEGRAPH COMPANY, THE ASSOCIATED TRANSFER
OF CERTIFICATES, AND THE CHANGE OF THE NAME OF
ST. JOSEPH TELEPHONE & TELEGRAPH COMPANY TO GTC, INC.**

ATTACHMENT B

DEPOSITS AND DEPOSIT INTEREST

As Of May 31, 1997

	Deposits	Deposit Interest
The Florida Telephone Company, Inc.	\$16,072.86	\$373.14
Gulf Telephone Company	\$59,605.00	\$2,723.44
St. Joseph Telephone & Telegraph Company	\$256,845.00	\$2,674.46

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

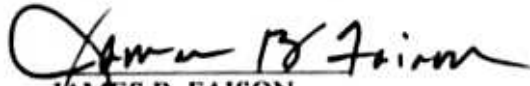
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Company to GTC, Inc.)	

**ATTACHMENT C TO THE
JOINT PETITION FOR THE APPROVAL OF THE
CONSOLIDATION OF THE FLORALA TELEPHONE COMPANY, INC.,
GULF TELEPHONE COMPANY, AND ST. JOSEPH TELEPHONE &
TELEGRAPH COMPANY, THE ASSOCIATED TRANSFER
OF CERTIFICATES, AND THE CHANGE OF THE NAME OF
ST. JOSEPH TELEPHONE & TELEGRAPH COMPANY TO GTC, INC.**

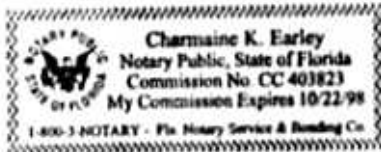
AFFIDAVIT OF JAMES B. FAISON

Before me, the undersigned authority, this day personally appeared James B. Faison, who, being first duly sworn, deposes and says:

1. My name is James B. Faison; I am Vice President/Controller of The Florala Telephone Company, Inc., Gulf Telephone Company, and St. Joseph Telephone & Telegraph Company. My business address is P.O. Box 1007, Port St. Joe, Florida, 32457.
2. I have read the petition to which this affidavit is attached. I am familiar with the transactions set forth in the petition. To the best of my knowledge and belief, the facts alleged in the petition are true and correct.
3. Notices of intention to file the petition to which this affidavit is attached have been given: (a) by mail or personal delivery to the governing bodies of the counties and municipalities within the service territories of The Florala Telephone Company, Inc., Gulf Telephone Company, and St. Joseph Telephone & Telegraph Company, to the Office of Public Counsel, and to the Florida Public Service Commission; (b) by a legal advertisement in newspapers of general circulation in the areas affected by the filing of the petition to which this affidavit is attached, the legal advertisements were published on two separate occasions at least two weeks prior to the filing of the petition; and (c) by written notice to each subscriber in the service areas of The Florala Telephone Company, Inc., Gulf Telephone Company, and St. Joseph Telephone & Telegraph Company. A list of customers notified is available for review at the office of St. Joseph Telephone & Telegraph Company.


JAMES B. FAISON

Before me personally appeared this 26 day of June, 1997, James B. Faison, who is personally known to me.




Notary Public, State of Florida

Charmaine K. Earley
Printed Name of Notary

403823
Commission Number

My commission expires: