

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- LIMITED/GLOBAL RESALE SERVICE
- LIMITED/GLOBAL FACILITIES-BASED SERVICE
- LIMITED/GLOBAL FACILITIES-BASED/RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- INTERNATIONAL SPECIAL PROJECT
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- ASSIGNMENT OF LICENSE
- PRO FORMA TRANSFER/ASSIGNMENT
- SPECIAL TEMPORARY AUTHORITY
- SUBMARINE CABLE LANDING LICENSE

Description of Application: _____

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

SPECIAL USE

PAGE NO. 1 OF 1

(1) LOCKBOX # 358115

FCC USE ONLY
000225 8115 249005

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Bloooston, Mordkofsky, Jackson & Dickens
(4) STREET ADDRESS LINE NO. 1
2120 I Street, N.W.
(5) STREET ADDRESS LINE NO. 2

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ 780.00

RECEIVED
FEB 24 2000

FEDERAL COMMUNICATIONS COMMISSION
DEPARTMENT OF THE SECRETARY
20037

(6) CITY
Washington
(8) DAYTIME TELEPHONE NUMBER (include area code)
(202) 659-0830

(7) STATE
D.C.
(10) COUNTRY CODE (if not in U.S.A.)

(8) ZIP CODE
20037

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)
MJD Communications

(12) STREET ADDRESS LINE NO. 1
521 East Morehead Street -- Suite 250
(13) STREET ADDRESS LINE NO. 2

(14) CITY
Charlotte
(17) DAYTIME TELEPHONE NUMBER (include area code)

(15) STATE
NC
(16) ZIP CODE
28202
(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID
(20A) PAYMENT TYPE CODE (PTC)
C U T
(21A) QUANTITY
1
(22A) FEE DUE FOR (PTC) IN BLOCK 20A
\$ 780.00
(23A) FCC CODE 1
(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID
(20B) PAYMENT TYPE CODE (PTC)
(21B) QUANTITY
\$
(22B) FEE DUE FOR (PTC) IN BLOCK 20B
\$
(23B) FCC CODE 1
(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID
(20C) PAYMENT TYPE CODE (PTC)
(21C) QUANTITY
\$
(22C) FEE DUE FOR (PTC) IN BLOCK 20C
\$
(23C) FCC CODE 1
(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID
(20D) PAYMENT TYPE CODE (PTC)
(21D) QUANTITY
\$
(22D) FEE DUE FOR (PTC) IN BLOCK 20D
\$
(23D) FCC CODE 1
(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN
0 5 2 1 1 3 6 2 7 3
(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2)
APPLICANT TIN
0 1 3 3 7 2 5 2 2 9

(27) CERTIFICATION STATEMENT

SECTION E - CERTIFICATION

I, _____, (PRINT NAME)
_____, Certify under penalty of perjury that the foregoing and supporting information
are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER
MASTERCARD
VISA
EXPIRATION DATE
MONTH YEAR

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

No. 17328

BLOOSTON, MORDKOFKY, JACKSON & DICKENS

2120 L STREET, N.W., NO. 300
WASHINGTON, D.C. 20037

DATE Feb. 24, 2000 15-52
540

*Pay to
the order of*

Federal Communications Commission

\$*780.00*****

*****Seven hundred eighty and XX/100*****

DUPLICATE  Security features included. Details on back.

CRESTAR

Crestar Bank
Washington, DC

FOR

St. Joe Communications, Inc.

Eugen Maliszewsky

MP

⑈00017328⑈ ⑆054000522⑆ 206559445⑈

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
)
ST. JOE COMMUNICATIONS, INC.) File No. ITC-
)
)
Application for Prior Consent to Transfer)
Control of Existing Streamlined)
International Section 214 Authorization)

**APPLICATION FOR CONSENT TO TRANSFER OF CONTROL
OF STREAMLINED INTERNATIONAL SECTION 214 AUTHORIZATION**

St. Joe Communications, Inc. ("SJCI"), MJD Communications, Inc. ("MJD"), and Thomas H. Lee Equity Fund IV, L.P. ("THE"), pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.18 of the Commission's Rules, respectfully request Commission consent to the proposed transfer of control of SJCI and its existing Streamlined International Section 214 Authorization, as well as SJCI's ultimate parent company MJD, from the existing common stockholders of MJD to THE.

Introduction

SJCI currently resells switched international telecommunications services pursuant to a streamlined International Section 214 Authorizations granted by the Commission under File No. ITC-95-470, effective October 6, 1995; File No. ITC-95-621(TC), effective December 29, 1995; and File No. ITC-T/C-20000110-00029, effective February 19, 2000.

SJCI is a Florida corporation located in Port St. Joe, Florida. It is a wholly-owned subsidiary of TPG Communications, Inc. ("TPG"), a Delaware corporation, which is a wholly-

owned subsidiary of MJD Ventures, Inc. (“MJD Ventures”), also a Delaware corporation. In turn, MJD Ventures is a wholly-owned subsidiary of MJD.

THL and related funds presently own non-voting, preferred stock comprising a 43.3 percent equity interest in MJD. Upon receipt of Commission approval of this application and applications for transfer of control of other Commission authorizations, THL and related funds will convert their preferred stock into common stock comprising a 47.2 percent voting interest in MJD. At that point, THL will be MJD’s largest stockholder and its principal source of future additional equity funding. In other words, THL will obtain and exercise de facto control of MJD and its subsidiaries, including SJCI, at the time of conversion and for the foreseeable future thereafter. It is likely that THL’s common stock interest in MJD will grow to exceed the 50.0 percent de jure control boundary at some point during the next year or two.

The proposed transfer of control of MJD and its subsidiaries, including SJCI, to THL will serve the public interest by allowing SJCI to draw upon the financial and administrative resources of THL and MJD as it continues to resell and market its international telecommunications services in highly competitive markets.

Grant of this application will serve the public interest, convenience and necessity and in support thereof, the following information is submitted pursuant to Section 63.18 of the

Commission’s Rules:

- a) Names, addresses, and telephone numbers of the applicants are:

Authorization Holder:
St. Joe Communications, Inc.
502 Fifth Street
Port St. Joe, Florida 32456
Telephone: (800) 441-4406

Seller:

MJD Communications, Inc.
521 East Morehead Street (Suite 250)
Charlotte, North Carolina 28202
Telephone: (704) 344-8150
Facsimile: (704) 344-8121

Buyer:

Thomas H. Lee Equity Fund IV, L.P.
75 State Street
Boston, Massachusetts 02109
Telephone: (617) 227-1050
Facsimile: (617) 227-3514

- b) The Applicants are organized under the laws of:
St. Joe Communications, Inc.: Florida
MJD Communications, Inc.: Delaware
Thomas H. Lee Equity Fund IV, L.P.: Delaware
- c) Correspondence concerning the application should be addressed to:

Authorization Holder and Seller:

Eugene B. Johnson, Executive Vice President
MJD Communications, Inc.
521 East Morehead Street (Suite 250)
Charlotte, North Carolina 28202
Telephone: (704) 344-8150
Facsimile: (704) 344-8121

with copies to legal counsel:

Gerard J. Duffy, Esquire
Blooston, Mordkofsky, Jackson and Dickens
2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568

Buyer:

Anthony J. DiNovi
Thomas H. Lee Equity Fund IV, L.P.
75 State Street
Boston, Massachusetts 02109
Telephone: (617) 227-1050
Facsimile: (617) 227-3514

with copies to legal counsel:

Mitchell F. Hertz, Esquire
Kirkland & Ellis
655 Fifteenth Street, N.W. (Suite 1200)
Washington, D.C. 20005
Telephone: (202) 879-5000
Facsimile: (202) 879-5200

- d) SJCI was granted a streamlined International Section 214 Authorization to resell switched international telecommunications services under File No. ITC-95-470, effective October 6, 1995. An application for the transfer of control of SJCI from St. Joe Industries, Inc. to TPG was granted under File No. ITC-95-621(TC), effective January 15, 1996. An application for transfer of control of SJCI from TPG to MJD Ventures was granted under File No. ITC-T/C-20000110-00029, effective February 19, 2000. An affiliate of MJD Ventures, ST Long Distance,

Inc., was granted a streamlined International Section 214 Authorization to resell switched international telecommunications services under File No. ITC-96-636 on January 1, 1997.

- e) Applicants are requesting prior Commission consent to the transfer of control of SJCI and its existing International Section 214 Authorizations from the current stockholders of MJD to THL.

CERTIFICATIONS

Affiliations

SJCI, MJD and THL each certifies that it is not a foreign carrier, and that it does not have an affiliation with any foreign carrier.

SJCI, MJD and THL each certifies that it does not have an affiliation with any of the U.S. carriers whose facilities-based international services SJCI resells and proposes to continue to resell.

After completion of the proposed transaction, the name, citizenship and principal business of the only entity with a ten percent (10%) or greater interest in SJCI will continue to be:

<u>Name/Address</u>	<u>Owned</u> %	<u>Citizen</u>	<u>Principal Business</u>
TPG Communications, Inc. 521 E. Morehead St. Charlotte, NC 28202	100%	DE Corp.	Telecommunications

In turn, the name, address, citizenship and principal business of the only entity having a ten percent (10%) or greater interest in TPG will continue to be:

<u>Name/Address</u>	<u>Owned</u>	<u>Citizen</u>	<u>Principal Business</u>
MJD Ventures, Inc. 521 E. Morehead St. Charlotte, NC 28202	100.0%	DE Corp.	Telecommunications Holding Company

MJD Ventures is a holding company which owns rural telephone and other telecommunications interests. In turn, the name, address, citizenship and principal business of the only entity having a ten percent (10%) or greater interest in MJD Ventures will continue to be:

<u>Name/Address</u>	<u>Owned</u>	<u>Citizen</u>	<u>Principal Business</u>
MJD Communications, Inc. 521 E. Morehead St. Charlotte, NC 28202	100.0%	DE Corp.	Telecommunications Holding Company

MJD Communications, Inc. is a holding company which owns rural telephone and other telecommunications interests. The names, addresses, citizenship and principal businesses of the entities having a ten percent (10%) or greater voting interest in MJD Communications, Inc. will be:

<u>Name/Address</u>	<u>Owned</u>	<u>Citizen</u>	<u>Principal Business</u>
Thomas H. Lee Equity Fund IV, L.P. 75 State Street Boston, MA 02109	47.20%	DE L.P.	Investments

The general partner of Thomas H. Lee Equity Fund IV, L.P. is THL Equity Advisors, IV, LLC. No single individual or entity holds a 10 percent or greater interest in THL and its affiliated funds.

<u>Name/Address</u>	<u>Owned</u>	<u>Citizen</u>	<u>Principal Business</u>
Kelso Investment Associates V, L.P. 320 Park Avenue, 24th Floor New York, NY 10022	40.06%	DE L.P.	Investments

The general partner of Kelso Investment Associates V, L.P. is Kelso Partners V which, in turn, is owned by Messrs George E. Matelich, Frank T. Nickell, Joseph S. Shuchert, Thomas R. Wall, IV, Michael B. Goldberg, Frank K. Bynum, Jr., and David I. Wahrhaftig, each of whom is a U.S. citizen and a holder of less than a five percent general partnership interest.

SJCI: (1) will continue to maintain separate books of account from affiliated local exchange carriers; (2) will continue not to jointly own transmission or switching facilities with affiliated local exchange carriers; and (3) will continue to take any tariffed services from affiliated local exchange carriers pursuant to the terms and conditions of their generally applicable tariffs.

SJCI will continue to be treated as a nonregulated affiliate for purposes of local exchange carrier accounting under the Commission's joint cost and affiliate transactions rules as set forth in Parts 32 and 64 of the Commission's Rules.

Foreign Concessions and Arrangements

SJCI, MJD and THL each certifies that it has not agreed to accept special concessions, directly or indirectly, from any foreign carrier or foreign administration with respect to traffic and revenue flows between the United States and any foreign country which SJCI may serve under the authority sought; and that it will not enter into such agreements in the future.

Anti-Drug Abuse Act Certification

SJCI, MJD and THL each certifies that, to the best of its knowledge and belief, no party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 862.

CONCLUSION

In light of the foregoing, SJCI, MJD and THL respectfully submit that the public interest, convenience and necessity would be served by a grant of the proposed transfer of control of SJCI and its International Section 214 Authorization from the current stockholders of MJD to THL.

Respectfully submitted,

ST. JOE COMMUNICATIONS, INC.

By: [Signature]
Printed Name: James W. Henry
Office: Vice President
Date: 02/22/00

MJD COMMUNICATIONS, INC.

By: [Signature]
Printed Name: James W. Henry
Office: Vice President of Finance & Administration
Date: 02/22/00

THOMAS H. LEE EQUITY FUND IV, L.P.

By: Anthony S. DiMori

Printed Name: Anthony S. DiMori

Office: Managing Director

Date: 2/23/02

CERTIFICATE OF SERVICE

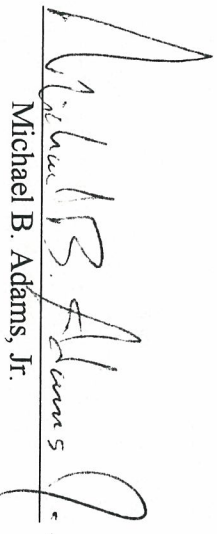
I, Michael B. Adams, Jr., hereby certify that I am an attorney with the law firm of Blooston, Mordkofsky, Jackson & Dickens and that a copy of the foregoing "Application for Consent to Transfer of Control of Section 214 Authority" was served this 24th day of February, year 2000, by first class mail as indicated, to the persons listed below.

The Honorable John Ellis Bush
Executive Office of the Governor
The Capitol
Tallahassee, FL 32399

The Honorable Madeleine Albright
Secretary of State
United States Department of State
2201 C Street, N.W.
Washington, D.C. 20520

The Honorable William S. Cohen
Secretary of Defense
Attention: Special Assistant for Telecommunications
The Pentagon
Washington, D.C. 20301

International Transcription Service
1231 20th Street, N.W.
Washington, D.C. 20037


Michael B. Adams, Jr.