

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
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # 358115

PAGE NO. 1 OF 1

SPECIAL USE

FCC USE ONLY

0002258115-2499002

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
BLOOSTON, Mordkofsky, Jackson & Dickens

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

(4) STREET ADDRESS LINE NO. 1
2120 I Street, N.W.

FEB 24 2000

(5) STREET ADDRESS LINE NO. 2

FEDERAL COMMUNICATIONS COMMISSION

(6) CITY
Washington

(7) STATE
D.C.

(8) ZIP CODE
20037

(9) DAYTIME TELEPHONE NUMBER (include area code)
(202) 659-0830

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

(15) STATE
NC

(16) ZIP CODE
28202

(17) DAYTIME TELEPHONE NUMBER (include area code)

(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

(18A) FCC CALL SIGN/OTHER ID
C U T
(20A) PAYMENT TYPE CODE (PTC)
(21A) QUANTITY 1
(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 780.00
FCC USE ONLY

(23A) FCC CODE 1
(24A) FCC CODE 2

(18B) FCC CALL SIGN/OTHER ID
(20B) PAYMENT TYPE CODE (PTC)
(21B) QUANTITY
(22B) FEE DUE FOR (PTC) IN BLOCK 20B \$
FCC USE ONLY

(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 \$
FCC USE ONLY

(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 \$
FCC USE ONLY

(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

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
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:

EXPIRATION DATE:

MASTERCARD

MONTH YEAR

VISA

AUTHORIZED SIGNATURE

DATE

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

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

BLOOSTON, MORDKOFKY, JACKSON & DICKENS
2120 L STREET, N.W., NO. 300
WASHINGTON, D.C. 20037

Pay to the order of

Federal Communications Commission

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

\$ 780.00*****

Feb. 24, 2000

15-52
543

17331

CRESTMA

Crestar Bank
Washington, DC

El Paso Long Distance Telephone Company

⑈00017331⑈ ⑈54000522⑈ 20559445⑈

Eugen Mordkofsky

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

In the Matter of)
)
EL PASO LONG DISTANCE) File No. ITC-
TELEPHONE COMPANY))
)
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**

El Paso Long Distance Telephone Company. ("El Paso"), MJD Communications, Inc. ("MJD"), and Thomas H. Lee Equity Fund IV, L.P. ("THL"), 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 El Paso and its existing Streamlined International Section 214 Authorization, as well as El Paso's ultimate parent company MJD, from the existing common stockholders of MJD to THL.

Introduction

El Paso resells switched international telecommunications services pursuant to a streamlined International Section 214 Authorization granted by the Commission under File No. ITC-96-351 (now ITC-214-19960626-00271), effective August 7, 1996; and under a subsequent transfer of control authorized under File No. ITC-T/C-19981118-00836, effective January 21, 1999.

El Paso, an Illinois corporation, is a wholly-owned subsidiary of Ravenswood Communications, Inc. ("RCI"), an Illinois corporation. In turn, RCI is a wholly-owned subsidiary of MJD Services Corp. ("MJD Services"), Delaware corporation. Finally, MJD Services is a

wholly-owned subsidiary of MJD, a Delaware corporation.

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 El Paso, 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 El Paso, to THL will serve the public interest by allowing El Paso 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:

El Paso Long Distance Company,
48 West First Street
El Paso, Illinois 61738
Telephone: (309) 527-4500
Facsimile: (309) 527-5700

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:

El Paso Long Distance Company: Illinois

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) El Paso was granted a streamlined International Section 214 Authorization to resell switched international telecommunications services under File No. ITC-96-351 (now ITC-214-19960626-00271), effective August 7, 1996; and under a subsequent transfer of control authorized under File No. ITC-T/C-19981118-00836, effective January 21, 1999.

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

CERTIFICATIONS

Affiliations

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

El Paso, MJD and THL each certifies that it does not have an affiliation with any of the U.S. carriers whose facilities-based international services El Paso 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 El Paso will continue to be:

<u>Name/Address</u>	<u>Owned</u>	<u>Citizen</u>	<u>Principal Business</u>
Ravenswood Communications, Inc. 48 W. First Street El Paso, IL 61738	100%	IL Corp.	Telecommunications

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

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

MJD Services 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 Services 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 I.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.

El Paso: (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.

El Paso 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

El Paso, 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 El Paso may serve under the authority sought; and that it will not enter into such agreements in the future.

Anti-Drug Abuse Act Certification

El Paso, 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, El Paso, 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 El Paso and its International Section 214 Authorization from the current stockholders of MJD to THL.

Respectfully submitted,
EL PASO LONG DISTANCE COMPANY

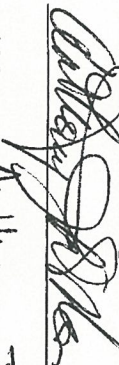
By: [Signature]
Printed Name: CHRISTINE W. HENRY
Office: Vice President
Date: 2/22/00

MJD COMMUNICATIONS, INC.

By: [Signature]
Printed Name: CHRISTINE W. HENRY
Office: Vice President of Finance & Accounting
Date: 2/22/00

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

By:



Printed Name:

Anthony S. Dimov

Office:

Managing Director

Date:

2/23/06

CERTIFICATE OF SERVICE

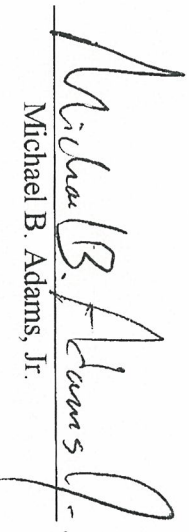
I, Michael B. Adams, Jr., hereby certify that I am an attorney with the law firm of Blooston, Mordkofsky, Jackson & Dickens and that a copy of the foregoing "Application for Consent to Transfer of Control of Section 214 Authority" was served this 24th day of February, year 2000, by first class mail as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

The Honorable George H. Ryan
Office of the Governor
207 Statehouse
Springfield, IL 62706

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.