

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: \_\_\_\_\_

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percent equity interest in MJD Communications. 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 Communications. At that point, THL will be the largest stockholder of MJD Communications and its principal source of future additional equity funding. In other words, THL will obtain and exercise de facto control of MJD Communications and its subsidiaries, including FairPoint, at the time of conversion and for the foreseeable future thereafter. It is likely that THL's common stock interest in MJD Communications 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 Communications and its subsidiaries, including FairPoint, to THL will serve the public interest by allowing FairPoint to draw upon the financial and administrative resources of THL and MJD Communications 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:**

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

**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:  
FairPoint Communications Corp.: Delaware  
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) Under the name MJD TeleChoice Corp., FairPoint was granted a streamlined International Section 214 Authorization to resell switched international telecommunications services in File No. ITC-98-439 (now ITC-214-19980610-00403), granted July 23, 1998.
- e) Applicants are requesting prior Commission consent to the transfer of control of FairPoint and its existing International Section 214 Authorizations from the current stockholders of MJD Communications to THL.

**CERTIFICATIONS**

**Affiliations**

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



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

After completion of the proposed transaction, the name, address, citizenship and principal business of the only entity having a ten percent (10%) or greater interest in FairPoint 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.

FairPoint: (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.

FairPoint 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**

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

Anti-Drug Abuse Act Certification

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

Respectfully submitted,  
**FAIRPOINT COMMUNICATIONS CORP.**

By: [Signature]  
Printed Name: James H. [Signature]  
Office: Assistant to President  
Date: March 16, 2000

**MJD COMMUNICATIONS, INC.**

By: [Signature]  
Printed Name: James H. [Signature]  
Office: Assistant to President  
Date: March 16, 2000



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

By: 

Printed Name: ANTHONY J. DAVIS

Office: MANAGING DIRECTOR

Date: MARCH 12 2000

**CERTIFICATE OF SERVICE**

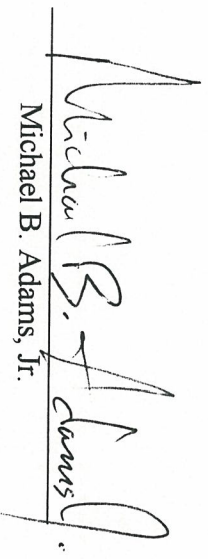
I, Michael B. Adams, Jr., hereby certify that I am an attorney with the law firm of Blooston, Mordkofsky, Jackson & Dickens and that a copy of the foregoing “Application for Streamlined Section 214 Authority” was served this 21st day of March, 2000, by first class mail as indicated, to the persons listed below.

The Honorable James Hunt, Jr.  
Office of the Governor  
State Capitol, 116 West Jones Street  
Raleigh, NC 27603

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  
1000 Defense Pentagon  
The Pentagon  
Washington, D.C. 20301

International Transcription Service  
1231 20<sup>th</sup> Street, N.W.  
Washington, D.C. 20037

  
Michael B. Adams, Jr.

BLOOSTON, MORDKOFKY, JACKSON & DICKENS  
2120 L STREET, NW., SUITE 300  
WASHINGTON, DC 20037

CRESTAR  
CRESTAR BANK, N.A.  
WASHINGTON, DC  
15 52/540

00015362

015362

AY \*\*\*\*\* SEVEN HUNDRED EIGHTY & 00/100 DOLLARS

) THE  
FEDER  
Federal Communications  
Commission

BLOOSTON, MORDKOFKY, JACKSON & DICKENS

DATE

03/20/00

AMOUNT

\*\*\*\*\*\$780.00

MP



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**READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING**

**FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE**

APPROVED BY OMB 3060-0589

(1) LOOKBOX # 358115

PAGE NO. 1 OF 1

SPECIAL USE  
FCC USE ONLY

**SECTION A - PAYER INFORMATION**

(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) **780.00**  
 (4) STREET ADDRESS LINE NO. 1 **2120 I Street, N.W.**  
 (5) STREET ADDRESS LINE NO. 2

(6) CITY **Washington** (7) STATE **DC** (8) ZIP CODE **20037**  
 (9) DAYTIME TELEPHONE NUMBER (Include area code) **(202) 659-0830** (10) COUNTRY CODE (If not in U.S.A.)

**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)  
**Fairpoint Communications Corp.**  
 (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) **(704) 344-8150** (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) (21A) QUANTITY (22A) FEE DUE FOR (PTC) IN BLOCK 20A (22A) FEE DUE FOR (PTC) IN BLOCK 20A  
**(704) 344-8150** **C** **U** **T** **1** **\$** **780.00** **FCC USE ONLY**  
 (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 (22B) FEE DUE FOR (PTC) IN BLOCK 20B  
**(704) 344-8150**    **\$**  **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 (22C) FEE DUE FOR (PTC) IN BLOCK 20C  
**(704) 344-8150**    **\$**  **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 (22D) FEE DUE FOR (PTC) IN BLOCK 20D  
**(704) 344-8150**    **\$**  **FCC USE ONLY**  
 (23D) FCC CODE 1 (24D) FCC CODE 2

**SECTION D - TAXPAYER INFORMATION (REQUIRED)**

(25) PAYER TIN **0521136273** (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2  
**APPLICANT TIN 0621729497**

**SECTION E - CERTIFICATION**

(27) CERTIFICATION STATEMENT (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 \_\_\_\_\_  
 I hereby authorize the FCC to charge my VISA or MASTERCARD AUTHORIZED SIGNATURE \_\_\_\_\_  
 for the service(s)/authorization(s) herein described.