

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of transfer of majority organizational control of TPG Communications, Inc. and GTC, Inc. d/b/a GT Com, (holder of Local Exchange Telecommunications Certificate No. 29) from the four shareholders of TPG Communications, Inc. to MJD Ventures, Inc.

DOCKET NO. 000031-TL
ORDER NO. PSC-00-0614-FOF-TL
ISSUED: March 29, 2000

The following Commissioners participated in the disposition of this matter:

JOE GARCIA, Chairman
J. TERRY DEASON
SUSAN F. CLARK
E. LEON JACOBS, JR.
LILA A. JABER

ORDER ON CLARIFICATION

BY THE COMMISSION:

By letter dated January 10, 2000, GTC, Inc. d/b/a GT Com (GT Com), TPG Communications, Inc. (TPG Communications), and MJD Ventures, Inc. (MJD Ventures) filed with this Commission an application for approval of transfer of majority organizational control of GT Com, holder of Local Exchange Telecommunications Certificate No. 29, from the four shareholders of TPG Communications to MJD Ventures.

By Order No. PSC-00-0377-PAA-TL, issued on February 22, 2000, we approved the transaction. No protest to the proposed agency action was filed, and, therefore, Consummating Order No. PSC-00-0560-CO-TL was issued on March 17, 2000, to reflect that the action was final and effective, and the docket was closed.

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On January 20, 2000, prior to our approval of the transaction, the companies filed an amended application to clarify that majority control of GT Com's parent company, TPG Communications, will also be transferred to MJD Ventures, Inc. as part of the stock transaction. However, the intent of the companies was not clearly interpreted by our staff, such that our staff's recommendation only reflected that majority control of GT Com was being transferred, rather than both GT Com, the certificated company, and TPG Communication, its parent.

On March 27, 2000, the companies contacted our staff and requested an emergency clarification to Order No. PSC-00-0377-PAA-TL, as consummated by Order No. PSC-00-0560-CO-TL, to include all entities involved in the transaction. The companies indicated that the finalization of this transaction was largely dependent upon this clarification. The companies further reaffirmed that this transaction will be virtually transparent to GT Com's Florida customers and will not affect the services being provided in Florida. Moreover, GT Com will continue to operate under the same name and tariff on file with this Commission.

Upon consideration, we find it appropriate to clarify Order No. PSC-00-0377-PAA-TL, as consummated by Order No. PSC-00-0560-CO-TL, to reflect that TPG Communications, Inc., parent company of GTC, Inc. d/b/a GT Com, is also involved in the approved corporate transaction. We note that this clarification is appropriate to indicate that GT Com is not the only entity involved in this transaction, although it is the only Florida-certificated entity. We further emphasize that this clarification does not change the underlying approval of transfer of control of GT Com, Inc., pursuant to Section 364.33, Florida Statutes, as set forth in Order No. PSC-00-0377-PAA-TL, but merely describes the full extent of the transaction more clearly.

Based on the foregoing, it is

ORDERED by the Florida Public Service Commission that Order No. PSC-00-0377-PAA-TL, as consummated by Order No. PSC-00-0560-CO-TL, is hereby clarified as specified in the body of this Order. It is further

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ORDERED that this Docket is closed.

By ORDER of the Florida Public Service Commission this 29th
day of March, 2000.

BLANCA S. BAYÓ, Director
Division of Records and Reporting

By: Kay Flynn
Kay Flynn, Chief
Bureau of Records

(S E A L)

KMP/BK

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

Any party adversely affected by the Commission's final action in this matter may request: 1) reconsideration of the decision by filing a motion for reconsideration with the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, within fifteen (15) days of the issuance of this order in the form prescribed by Rule 25-22.060, Florida Administrative Code; or 2) judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or the

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First District Court of Appeal in the case of a water and/or wastewater utility by filing a notice of appeal with the Director, Division of Records and reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days after the issuance of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.