



June 20, 2005
Via Overnight Delivery

210 N. Park Ave.
Winter Park, FL
32789

Brent Kirtley, Tariff Branch Manager
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40602-0615

RECEIVED
JUN 21 2005

P.O. Drawer 200
Winter Park, FL
32790-0200

RE: LDMI Telecommunications, Inc. d/b/a LDMI Telecommunications also d/b/a FoneTel; Notice of Transfer of Control

Dear Mr. Kirtley:

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Enclosed please find one (1) original and three (3) copies of the Notice of Transfer of Control filed on behalf of **LDMI Telecommunications, Inc. d/b/a LDMI Telecommunications also d/b/a FoneTel ("LDMI")**. LDMI is certified as a long distance resale telecommunications carrier in the state of Kentucky. The stock of LDMI is being acquired by Talk America Inc., which holds both local exchange and resale long distance authority in Kentucky. After the transaction, LDMI will operate as a separate, wholly owned subsidiary of Talk America Inc. LDMI will retain its separate operating authority and will not change its name nor its rates as a result of this transfer; accordingly, the transaction will be transparent to its Kentucky customers. Details of this transaction are attached for the Commission's files.

Questions regarding this filing may be directed to my attention at (407) 740-3031 or via e-mail at stthomas@tminc.com.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it in the self-addressed, stamped envelope enclosed for this purpose.

Sincerely,

Sharon Thomas
Consultant

Enclosure

cc: B. Shires – LDMI
C. Pizer - Talk
File: LDMI – Kentucky
Talk – LDMI Acquisition
TMS: KYX0501

NOTICE OF TRANSFER OF CONTROL

of

LDMI Telecommunications, Inc. d/b/a LDMI Telecommunications also d/b/a FoneTel

LDMI Telecommunications, Inc. d/b/a LDMI Telecommunications also d/b/a FoneTel ("LDMI") hereby provides notice of its proposed Transfer of Control ("Transfer") to Talk America Inc. ("Talk America" or "Buyer").

LDMI, a privately held Michigan corporation based in Southfield, Michigan, is a certificated telecommunications provider in the state of Kentucky, having been granted long distance resale authority by Commission Order on July 1, 1997.

As a result of this Transfer, LDMI will become a wholly owned subsidiary of Talk America Inc. and will remain a separate operating company in Kentucky under its current name of LDMI Telecommunications, Inc. d/b/a LDMI Telecommunications and d/b/a FoneTel.

I. THE BUYER

Talk America Inc., a Pennsylvania corporation headquartered in New Hope, Pennsylvania, is a direct wholly owned subsidiary of Talk America Holdings, Inc. ("Talk Holdings"), a publicly held Delaware corporation located at the same address. Talk America is a certificated telecommunications carrier in the state of Kentucky, having been granted long distance resale authority by Commission Order, issued on October 9, 1992 in Case Number 92-190 and local exchange authority in Case Number 61-1511.

II. THE AGREEMENT

On May 23, 2005, the parties signed an Agreement and Plan of Merger (the "Agreement") providing for Talk America's acquisition of all of the issued and outstanding capital stock of LDMI (the "Transaction"). Following completion of the Transaction, LDMI will be a direct, wholly owned subsidiary of Talk America, which itself will remain a direct, wholly owned subsidiary of Talk Holdings. Closing of the Transaction is contingent upon, among other things, receipt of necessary regulatory approvals.

III. CUSTOMER IMPACT

The proposed Transaction will be generally transparent to customers of LDMI. In particular, because the Transaction is a stock transaction, the transfer of control of LDMI will not result in a change of carrier for any of the LDMI customers. Immediately after completion of the Transaction, LDMI will continue to provide the same services at the same rates, terms and conditions as at present and any future changes in the rates, terms and conditions of service will be made consistent with applicable law and Commission rules. The Transaction is not expected to result in any discontinuance of service for LDMI customers. Furthermore, in addition to having access to Talk's experienced and high-quality management team, the operations of LDMI in numerous instances will continue to be supervised by LDMI's management, technical and customer service personnel. The toll free telephone numbers for LDMI customer service will remain the same.

IV. CONTACT INFORMATION

The name and address of the individual to contact regarding this filing is:

Sharon Thomas
Technologies Management, Inc.
210 Park Avenue North
Winter Park, Florida 32789
Telephone: (407) 740-3031
Facsimile: (407) 740-0613
email: sthomas@tminc.com

The name and address of the individual who currently handles regulatory affairs on behalf of LDMI is:

Jerry Finefrock, Vice President of Regulatory Affairs
27777 Franklin Road
Suite 500
Southfield, MI 48034
Phone: (248) 440-4021
Fax: (866) 731-0450
e-mail: jfinefro@ldmi.com

The name and address of the individual who handles regulatory affairs on behalf of Talk America is:

Francie McComb, Vice President of Regulatory Affairs
6805 Route 202
New Hope, PA 18938
Phone: 215-862-1517
Fax: 215-862-1085
e-mail: francie@talk.com

A complete listing of officers and directors for LDMI and Talk America is included as Attachment 1.

Attachment 1

OFFICERS AND DIRECTORS

Officers and Directors

LDMI Telecommunications, Inc. d/b/a LDMI Telecommunications also d/b/a FoneTel

Officers:

Patrick O'Leary	CEO and President
Kim McDonald	Executive VP of IT & Operations
Linda Hanson	Executive VP of Customer Care & Small Business
Mark Wayne	Executive VP of Sales & Marketing
Mike Mahoney	Executive VP & Chief Financial Officer
Richard Riordan	Director of Business Planning & Asst Secretary
Thomas Vaughn	Secretary

Directors:

James Blanchard
Thomas E. Darden, Jr.
Dan Dennis
David M. Hillman
Greg Jones
Michael A. M. Keehner
William C. Mulligan
Patrick O'Leary
Kevin E. Sheehan
Michael Skinner

Officers and Directors (Cont'd.)

Talk America Inc.

Officers:

Edward Meyercord, III	CEO and President
Aloysius T. Lawn, IV	Executive Vice President, General Counsel and Secretary
David G. Zahka	Chief Financial Officer
Thomas Walsh	Senior Vice President – Finance and Treasurer
Jeffrey Earhart	Executive Vice President – Customer Operations
Warren Brasselle	Executive Vice President – Network Operations
Timothy Leonard	Chief Information Officer
Craig Pizer	Associate General Counsel and Assistant Secretary

Directors:

Edward Meyercord, III
Aloysius T. Lawn, IV
David G. Zahka