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August 29, 2001

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Via Federal Express

Mr. Thomas M. Dorman, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-0615

05603200-0505
22250032-0510
INACTIVE

Re: Notification of OmniCall, Inc. of Cancellation of its Certificates to Provide Local and Long Distance Services and Transfer of Customers to its Affiliate

Dear Mr. Dorman:

OmniCall, Inc. ("OmniCall" or the "Party"), by its attorneys and pursuant to Administrative Case No. 370 and the statutes, rules and regulations of the Kentucky Public Service Commission ("Commission"), respectfully notifies the Commission of the voluntary return of its Certificates of Public Convenience and Necessity ("Certificates") to provide local and long distance service within the State of Kentucky and the transfer of its customers to its affiliate, Talk America Inc. ("Talk America").¹ OmniCall respectfully requests that the Commission cancel its Certificates as well as its accompanying tariffs.²

The surrender of OmniCall's Certificates and the transfer of all of OmniCall's remaining customers has been initiated by its corporate parent, Talk America Holdings, Inc. (f/k/a Talk.com Inc.) ("Talk"), in order to consolidate certain of its telecommunications operations in Kentucky and throughout the United States. Talk has undertaken a national consolidation and restructuring plan stemming from its August 2000 merger with Access One Communications Corp., at which time Talk became the ultimate

¹ On May 3, 2001, Talk.com Holding Corp., d/b/a/ The Phone Company and Network Services of New Hope ("Talk Holding") filed with the Commission a letter of notification of its name change to Talk America Inc. The company also filed amended tariffs and amended state qualification documents with the Commission.

² OmniCall was authorized to provide local and long distance services in Kentucky and has filed local Tariff No. 59-0814, effective May 25, 1998 and long distance Tariff No. 59-0464, effective May 30, 1998.

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corporate parent of OmniCall and two other utility subsidiaries that hold various state telecommunications authorizations: Talk America and The Other Phone Company d/b/a Access One ("TOPC"). Talk America (at the time, Talk Holding) was authorized to provide facilities-based local (in Case No. 61-1511 in May 1997) and resold long distance (in Case No. 92-190 on October 9, 1992) service in Kentucky and has filed local Tariff No. 61-1511, effective November 27, 2000 and local and access Tariff No. 61-1385, effective November 4, 2000. On May 3, Talk America filed replacement long distance and local and access tariffs to be effective June 4, 2001. OmniCall proposes to cancel its Certificates and transfer its entire customer base to Talk America.

Through the cancellation of OmniCall's Certificates and tariffs and subsequent transfer of its customers to Talk America, Talk seeks to simplify its operations in Kentucky and throughout the United States. Since the merger, Talk has conducted business through multiple utility subsidiaries, each operating pursuant to separate operating authorizations. Talk is in the process of simplifying and streamlining its corporate structure in order to operate more efficiently and effectively. Talk intends to make the Talk America brand a central element of its local, intraLATA and interLATA services offered to the public. In connection with the August 2000 merger, some of OmniCall's authorizations outside of the BellSouth region were successfully surrendered in states where OmniCall had *de minimis* intrastate revenues and customers. To implement Talk's business plans and to complete this corporate simplification, the company now wishes to terminate OmniCall's authorizations nationwide – in all states where OmniCall currently has a telecommunications authorization – and transfer any remaining customers to Talk America.

The transfer of all current OmniCall customers and operations associated with the provision of intrastate local and interexchange telecommunications services in Kentucky to Talk America and the cancellation of OmniCall's Certificates and tariffs is in the public interest. Talk America operates under the same management team, has the same directors and parent company, and shares the same pool of underlying financial and technical resources as OmniCall. As such, the transfer of customers from OmniCall to Talk America will be a virtually seamless process that, at its core, is fundamentally a name change.

Importantly, affected customers are fully informed of the change. Talk America, prior to effecting the transfer, will have made reasonable attempts to contact each affected customer in Kentucky individually by mail to explain the process, and informed the customer of its rights and options, including the customer's right to select a carrier other than Talk America. Specifically, Talk America will have sent a notification letter to each OmniCall customer substantially in the form of *Attachment A*, appended hereto. The letter informs customers of the automatic switch in their service provider to Talk America 30 days after the date of the letter, if they don't select another carrier within that timeframe; that Talk America will be responsible for any carrier change charges associated with the transfer; that there will be no change to the customer service available to them; and that they will continue to receive all features, services and current low rates that they enjoy with OmniCall. The notification letter also invites customers to dial Talk America's toll-free number for more information and informs customers that Talk America will investigate and resolve any outstanding customer complaints regarding services provided by OmniCall.

In addition, the parties have filed notice at the FCC, as required by amended 47 C.F.R. § 64.1120 of the FCC's Rules, of the anticipated OmniCall customer migration. Because Talk America

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will have provided OmniCall customers with adequate notification, the transfer of customers resulting from this reorganization is in the public interest.

Furthermore, inasmuch as OmniCall and Talk America are managed by the same team of experienced telecommunications personnel, the day-to-day operations will continue to function as they have to-date. For instance, the former customers of OmniCall will continue to be served by the same qualified team of customer service representatives. Customers will be able to contact these customer service representatives with questions about the transfer. Thus, the migration of customers will be transparent, and affected customers will experience no disruption in service. After the migration, virtually all affected customers will be provided service at equivalent or lower rates. The proposed relinquishment of OmniCall's licenses and the transfer of its customers to Talk America will enable the Talk organization to provide more efficient service to the public without diminishing the quality of that service. As there are no changes proposed in the rates or services to be offered after the completion of the transfer, there will be no adverse impact to ratepayers or to the public.

It is OmniCall's understanding that prior Commission approval is not required to transfer its customers to Talk America, and to cancel its Certificates and tariffs. If this understanding is incorrect, it is respectfully requested that the Commission notify the undersigned as soon as possible. Absent written notification to the contrary within *30 days* of the date hereof, OmniCall will assume that its understanding is correct and will proceed with its plans as contemplated.

Enclosed please find a duplicate copy of this filing, four (4) additional copies and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Please do not hesitate to contact Melissa Conway at (202) 955-9667 if you have any questions relating to this filing.

Respectfully submitted,

OMNICALL, INC.

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