** FLORIDA PUBLIC SERVICE COMMISSION *

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

971430-TI

APPLICATION FORM
for
AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).

B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.

C. Use a separate sheet for each answer which will not fit the alloted space.

D. If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Communications
Bureau of Service Evaluation
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6600

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RAR with proof of deposit.

Initials of person who forwarded check:

E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of $250.00 to:

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6251

FORM PSC/CMU 31 (11/95)
Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

DOCUMENT NUMBER-DATE
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FPSC-RECORDS/REPORTING

1. This is an application for (check one):

( ) **Original Authority** (New company).
( ) **Approval of Transfer** (To another certificated company).
(x) **Approval of Assignment of existing certificate** (To a uncertificated company).
( ) **Approval for transfer of control** (To another certificated company).

2. Select what type of business your company will be conducting (check all that apply):

( ) **Facilities based carrier** - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.

( ) **Operator Service Provider** - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.

( ) **Reseller** - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.

(x) **Switchless Rebiller** - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.

( ) **Multi-Location Discount Aggregator** - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.

3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:

   Talton Invision, Inc.

4. Name under which the applicant will do business (fictitious name, etc.):

   Talton Invision, Inc.

5. National address (including street name & number, post office box, city, state, and zip code).

   611 SW Third Street
   Lee's Summit, Missouri 64063

6. Florida address (including street name & number, post office box, city, state, and zip code):

   N/A

7. Structure of organization;

   ( ) Individual
   (x) Foreign Corporation
   ( ) General Partnership
   ( ) Corporation
   ( ) Foreign Partnership
   ( ) Limited Partnership
   ( ) Other, ____________________

8. If applicant is an individual or partnership, please give name, title, and address of sole proprietor or partners.

   (a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.169 FS), if applicable.

   (b) Indicate if the individual or any of the partners have previously been:

      (1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.

      (2) officer, director, partner, or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

      N/A

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9. If incorporated, please give:

(a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: F97000004630

(b) Name and address of the company's Florida registered agent.

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301-2525

(c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable.

Fictitious name registration number: ____________

N/A

(d) Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.

(2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

N/A

10. Who will serve as liaison with the Commission in regard to (please give name, title, address and telephone number):

(a) The application;

Patrick K. Wiggins
Wiggins & Villacorta, P.A.
501 East Tennessee Street, Suite B
Post Office Drawer 1657
Tallahassee, Florida 32302

(b) Official Point of Contact for the ongoing operations of the company;

John R. Summers
Vice President/Secretary/Treasurer
611 SW Third Street
Lee's Summit, Missouri 64063

(c) Tariff;

Patrick K. Wiggins
Wiggins & Villacorta, P.A.
501 East Tennessee Street, Suite B
Post Office Drawer 1657
Tallahassee, Florida 32302

(d) Complaints/Inquiries from customers;

John R. Summers
Vice President/Secretary/Treasurer
611 SW Third Street
Lee's Summit, Missouri 64063

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11. List the states in which the applicant:

a) Has operated as an interexchange carrier.

N/A

b) Has applications pending to be certificated as an interexchange carrier.

N/A

c) Is certificated to operate as an interexchange carrier.

N/A

d) Has been denied authority to operate as an interexchange carrier and the circumstances involved.

N/A

e) Has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

N/A

f) Has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

N/A

12. What services will the applicant offer to other certificated telephone companies:

( ) Facilities. ( ) Operators.
( ) Billing and Collection. ( ) Sales.
( ) Maintenance.
( ) Other: ______________________

13. Do you have a marketing program?

14. Will your marketing program:
    ( ) Pay commissions?
    ( ) Offer sales franchises?
    ( ) Offer multi-level sales incentives?
    ( ) Offer other sales incentives?

15. Explain any of the offers checked in question 14 (To whom, what amount, type of franchise, etc.).

16. Who will receive the bills for your service (Check all that apply)?

    ( ) Residential customers.
    ( ) Business customers.
    ( ) PATS providers.
    ( ) PATS station end-users.
    ( ) Hotels & motels.
    ( ) Hotels & motel guests.
    ( ) Universities.
    ( ) University dormitory residents.
    ( ) Other: (specify) correctional facilities.

17. Please provide the following (if applicable):

    (a) Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?

    (b) Name and address of the firm who will bill for your service.

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service in Florida.

A. Financial capability.

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements, including:

1. the balance sheet

Attached as Exhibit 1.

2. income statement

Attached as Exhibit 1.

3. statement of retained earnings for the most recent 3 years.

Attached as Exhibit 1.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

B. Managerial capability

Attached as Exhibit 2.

C. Technical capability.

Attached as Exhibit 2.

19. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

Applicant is requesting that Certificate No. 3123 be transferred to it. Applicant would operate under the currently approved tariff of Invision Telecom., Inc. the holder of Certificate No. 3123.

20. The applicant will provide the following interexchange carrier services (Check all that apply):

___ **MTS with distance sensitive per minute rates**
____ Method of access is FGA
____ Method of access is FGB
____ Method of access is FGD
____ Method of access is 800

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___ **MTS with route specific rates per minute**
____ Method of access is FGA
____ Method of access is FGB
____ Method of access is FGD
____ Method of access is 800

___ **MTS with statewide flat rates per minute (i.e. not distance sensitive)**
____ Method of access is FGA
____ Method of access is FGB
____ Method of access is FGD
____ Method of access is 800

___ **MTS for pay telephone service providers**

____ **Block-of-time calling plan (Reach out Florida, Ring America, etc.)**

___ **800 Service (Toll free)**

___ **WATS type service (Bulk or volume discount)**
____ Method of access is via dedicated facilities
____ Method of access is via switched facilities

___ **Private Line services (Channel Services)**
(For ex. 1.544 mbs., DS-3, etc.)

___ **Travel Service**
____ Method of access is 950
____ Method of access is 800

___ **900 service**

___ **Operator Services**
____ Available to presubscribed customers
____ Available to non presubscribed customers (for example to patrons of hotels, students in universities, patients in hospitals)
____ Available to inmates

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Services included are:

___ Station assistance
___ Person to Person assistance
___ Directory assistance
___ Operator verify and interrupt
___ Conference Calling

21. What does the end user dial for each of the interexchange carrier services that were checked in services included (above).

22. ___ **Other:**

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****APPLICANT ACKNOWLEDGEMENT STATEMENT****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of $50 is required.

2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.

3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.

4. **APPLICATION FEE:** A non-refundable application fee of $250.00 must be submitted with the application.

5. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange service.

6. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement.

   Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083".

UTILITY OFFICIAL:

Joe K Summer	10-28-97
Signature	Date
Vice President	816-525-4151
Title	Telephone No.

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Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be responded to in one of the following ways (applicant please check one):

(x) **The applicant will not collect deposits nor will it collect payments for service more than one month in advance.**

( ) **The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)**

UTILITY OFFICIAL:

J. R. Summers
Signature

10-28-97
Date

Vice President
Title

816-525-4151
Telephone No.

FORM PSC/CMU 31 (11/95)
Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

** APPENDIX C **

INTRASTATE NETWORK

1. **POP:** Addresses where located, and indicate if owned or leased.

    1) 2)

    3) 4)

2. **SWITCHES:** Address where located, by type of switch, and indicate if owned or leased.

    1) 2)

    3) 4)

3. **TRANSMISSION FACILITIES:** Pop-to-Pop facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

    1) POP-to-POP TYPE OWNERSHIP

    2)

4. **ORIGINATING SERVICE:** Please provide the list of exchanges where you are proposing to provide originating service within thirty (30) days after the effective date of the certificate (Appendix D).

5. **TRAFFIC RESTRICTIONS:** Please explain how the applicant will comply with the EAEA requirements contained in Commission Rule 25-24.471 (4) (a) (copy enclosed).

    Talton Invision, Inc. will comply with the requirements of Commission Rule 25-24.471(4)(a) as modified by Order No. PSC-95-0203-FOF-TP.

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Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has ( ) or has not (x) previously provided intrastate telecommunications in Florida. If the answer is <u>has</u>, fully describe the following:

a) What services have been provided and when did these services begin?

b) If the services are not currently offered, when were they discontinued?

<u>UTILITY OFFICIAL:</u>

J R Simmon	6-28-97
Signature	Date
Vice President	816-525-4151
Title	Telephone No.

FORM PSC/CMU 31 (11/95)
Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

** APPENDIX D **

FLORIDA TELEPHONE EXCHANGES

AND

EAS ROUTES

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate.

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS).

** FLORIDA EAS FOR MAJOR EXCHANGES **

Extended Service Area	with	These Exchanges
PENSACOLA:		Cantonment, Gulf Breeze, Pace, Milton Holley-Navarre.
PANAMA CITY:		Lynn Haven, Panama City Beach, Youngstown-Foutain and Tyndall AFB.
TALLAHASSEE:		Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburg, Orange Park, Ponte Vedra and Julington.
GAINESVILLE:		Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.

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OCALA:	Belleview, Citra, Dunnellon, Forest Lady Lake (B21), McIntosh, Oklawaha, Orange Springs, Salt Springs and Silver Springs Shores.
DAYTONA BEACH:	New Smyrna Beach.
TAMPA:	Central None East Plant City North Zephyrhills South Palmetto West Clearwater
CLEARWATER:	St. Petersburg, Tampa-West and Tarpon Springs.
ST. PETERSBURG:	Clearwater.
LAKELAND:	Bartow, Mulberry, Plant City, Polk City and Winter Haven.
ORLANDO:	Apopka, East Orange, Lake Buena Vista, Oviedo, Windermere, Winter Garden, Winter Park, Montverde, Reedy Creek, and Oviedo-Winter Springs.
WINTER PARK:	Apopka, East Orange, Lake Buena Vista, Orlando, Oviedo, Sanford, Windermere, Winter Garden, Oviedo-Winter Springs, Reedy Creek, Geneva and Montverde.
TITUSVILLE:	Cocoa and Cocoa Beach.
COCOA:	Cocoa Beach, Eau Gallie, Melbourne and Titusville.
MELBOURNE:	Cocoa, Cocoa Beach, Eau Gallie, and Sebastian.
SARASOTA:	Bradenton, Myakka and Venice.

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FT. MYERS:	Cape Coral, Ft. Myers Beach, North Cape Coral, North Ft. Myers, Pine Island, Lehigh Acres and Sanibel-Captiva Islands.
NAPLES:	Marco Island and North Naples.
WEST PALM BEACH:	Boynton Beach and Jupiter.
POMPANO BEACH:	Boca Raton, Coral Springs, Deerfield Beach and Ft. Lauderdale.
FT. LAUDERDALE:	Coral Springs, Deerfield Beach, Hollywood and Pompano Beach.
HOLLYWOOD:	Ft. Lauderdale and North Dade.
NORTH DADE:	Hollywood, Miami and Perrine.
MIAMI:	Homestead, North Dade and Perrine.

EXHIBIT 1

Talton Holdings, Inc.

Consolidated Financial Statements
Six Months Ended June 30, 1997
(Unaudited)

TALTON HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

ASSETS	December 31, 1996	June 30, 1997 (Unaudited)
CURRENT ASSETS:		
Cash and cash equivalents	$ 294,494	$ 34,151,980
Accounts receivable	7,346,270	9,300,701
Refundable income taxes	601,842	515,715
Inventories	941,819	926,376
Prepaid expenses	259,984	449,333
Deferred income tax asset	673,259	495,189
Total current assets	10,117,668	45,839,294
PROPERTY AND EQUIPMENT	7,969,134	10,508,609
INTANGIBLE AND OTHER ASSETS	62,046,732	74,330,406
TOTAL	$80,133,534	$130,678,309

LIABILITIES AND STOCKHOLDERS' EQUITY	December 31, 1996	June 30, 1997 (Unaudited)
CURRENT LIABILITIES:		
Accounts payable	$ 1,369,697	$ 5,501,480
Accrued expenses	6,021,241	8,716,331
Income taxes payable	978,000	
Current portion of long-term debt	3,150,000	60,365
Total current liabilities	11,518,938	14,278,176
LONG-TERM DEBT	60,164,500	115,551,627
DEFERRED INCOME TAXES	1,968,767	495,189
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Preferred stock, $.01 par value; 6,000 shares authorized, 5,925 shares issued and outstanding (cumulative liquidation value of $5,925,000)	59	59
Common stock, $.01 par value; 50,000 shares authorized, 15,300 and 16,200 shares issued and outstanding at December 31, 1996 and June 30, 1997, respectively	153	162
Additional paid-in capital	21,610,972	22,510,963
Retained earnings (deficit)	(15,129,855)	(22,157,867)
Total stockholders' equity	6,481,329	353,317
TOTAL	$80,133,534	$130,678,309

See notes to consolidated financial statements.

TALTON HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1996 (Combined Predecessors)	1997	1996 (Combined Predecessors)	1997
OPERATING REVENUE	$ 14,208,268	$ 15,026,670	$ 27,362,006	$ 30,082,290
OPERATING EXPENSES:				
Telecommunication costs	6,353,933	6,210,369	12,340,994	12,405,583
Facility commissions	3,617,420	4,155,797	6,962,254	8,160,713
Field operations and maintenance	463,201	577,750	892,732	1,165,678
Selling, general and administrative	1,005,012	1,231,480	1,999,900	2,327,093
Depreciation	351,953	317,736	732,336	617,084
Amortization of intangibles	480,577	2,518,665	923,824	4,738,419
Total operating expense	12,272,096	15,011,797	23,852,040	29,414,570
OPERATING INCOME	1,936,172	14,873	3,509,966	667,720
OTHER (INCOME) EXPENSE:				
Interest expense, net	402,006	2,054,850	799,068	3,931,885
Other, net	3,423	(35,287)	24,433	(19,220)
Total other expense	405,429	2,019,563	823,501	3,912,665
INCOME (LOSS) BEFORE INCOME TAXES AND EXTRAORDINARY LOSS	1,530,743	(2,004,690)	2,686,465	(3,244,945)
INCOME TAXES EXPENSE (BENEFIT)	45,468	(917,447)	524,790	(849,614)
NET INCOME (LOSS) BEFORE EXTRAORDINARY LOSS	1,485,275	(1,087,243)	2,161,675	(2,395,331)
EXTRAORDINARY LOSS ON DEBT EXTINGUISHMENT		4,395,681		4,395,681
NET INCOME (LOSS)	$ 1,485,275	$ (5,482,924)	$ 2,161,675	$ (6,791,012)

See notes to consolidated financial statements.

TALTON HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Six Months Ended June 30, 1996 (Combined Predecessors)	Six Months Ended June 30, 1997
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ 2,161,675	$ (6,791,012)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	732,336	617,084
Amortization of intangible assets, including deferred financing costs and bond discount	923,824	5,110,365
Extraordinary loss on debt extinguishment		4,395,681
Deferred income taxes	252,882	(1,295,508)
Changes in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable	(523,817)	(505,303)
Inventories	566,976	41,541
Prepaid expenses and other assets	(1,487,550)	(84,759)
Accounts payable	3,243,550	1,569,933
Accrued expenses	(3,381,433)	(113,274)
Income taxes	641,340	(891,873)
Net cash provided by operating activities	3,129,783	2,052,875
CASH FLOWS FROM INVESTMENT ACTIVITIES:		
Capital expenditures	(671,057)	(1,296,817)
Cash outflows for acquisitions	(4,069,919)	(10,367,497)
Net cash used in investing activities	(4,740,976)	(11,664,314)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the issuance of debt	3,200,000	118,200,000
Repayment of advances	(107,724)	(1,158,671)
Repayment of debt	(1,682,204)	(67,400,000)
Payments of deferred financing and acquisition costs		(6,142,404)
Net cash provided by financing activities	1,430,072	43,468,925
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(181,121)	33,857,486
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	1,292,763	294,494
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 1,111,642	$ 34,151,980
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for interest	$ 952,422	$ 3,734,387
Cash paid for income taxes	$ 223,500	$ 1,192,215
NONCASH TRANSACTIONS:		
Dividends payable	$	$ 237,000
Issuance of stock for acquisition of assets	$	$ 900,000
Issuance of debt for acquisition of assets	$ 200,000	$ 300,000
Amounts payable for acquisition costs	$	$ 3,240,355

See notes to consolidated financial statements.

TALTON HOLDINGS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements as of and for the six-month and three-month periods ended June 30, 1997, and of Talton Holdings, Inc. and Subsidiaries (the "Company") and the combined financial statements of the Company's predecessors, AmeriTel Pay Phones, Inc. and Talton Telecommunications Corporation and Subsidiaries (the "Predecessors") for the six-month and three-month periods ended June 30, 1996, have been prepared by the Company without audit.

In the opinion of management, all necessary adjustments (which include only normal recurring adjustments) to present fairly, in all material respects, the consolidated financial position, results of operations and cash flows as of and for the respective periods, have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted. These financial statements should be read in conjunction with the Company's 1996 financial statements contained in its Offering Memorandum dated June 24, 1997 of 11% Senior Notes due 2007.

2. ACCOUNTS RECEIVABLE

Accounts receivable consist of the following:

	December 31, 1996	June 30, 1997 (Unaudited)
Trade accounts receivable, net of advance payments received of $1,188,671 and $2,141,502 at December 31, 1996, and June 30, 1997, respectively	$ 7,975,016	$ 10,491,430
Advance commissions receivable	349,094	230,630
Amounts receivable from stockholders	135,627	172,148
Employees and other	11,556	95,275
	8,471,293	10,989,483
Less allowance for unbillable and uncollectible chargebacks	(1,125,023)	(1,688,782)
	$ 7,346,270	$ 9,300,701

At December 31, 1996, and June 30, 1997, the Company had advanced commissions to certain facilities of $835,641 and $596,255 (unaudited) which are recoverable from such facilities as a reduction of earned commissions at specified monthly amounts. Amounts include in accounts receivable represent the estimated recoverable amounts during the next fiscal year with the remaining balance recorded in other assets.

3. PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

	December 31, 1996	June 30, 1997 (Unaudited)
Leasehold improvements	$ 432,036	$ 445,452
Telephone system equipment	7,259,333	9,783,445
Vehicles	123,977	142,422
Office equipment	264,591	865,177
	8,079,937	11,236,496
Less accumulated depreciation	(110,803)	(727,887)
	$7,969,134	$ 10,508,609

4. INTANGIBLE AND OTHER ASSETS

Intangible and other assets consist of the following:

	December 31, 1996	June 30, 1997 (Unaudited)
Intangible assets:		
Acquired telephone contracts	$18,408,871	$ 24,908,172
Noncompete agreements	203,522	403,611
Deferred loan costs	3,804,120	5,839,642
Goodwill	39,759,416	47,836,580
Acquisition costs and other intangibles	33,644	89,227
Billing agreements with local exchange carriers	153,635	363,933
	62,363,208	79,441,165
Less accumulated amortization	(803,023)	(5,476,384)
Total intangible assets	61,560,185	73,964,781
Other assets - noncurrent portion of commission advances to facilities	486,547	365,625
	$62,046,732	$ 74,330,406

5. ACCRUED EXPENSES

Accrued expenses consist of the following:

	December 31, 1996	June 30, 1997 (Unaudited)
Facility commissions	$2,034,070	$ 2,390,454
Billing and collection fees	455,517	311,545
Uncollectible call chargebacks	840,000	840,000
Long-distance charges	1,428,148	780,370
Accrued interest	9,946	103,973
Amounts payable for acquisitions	1,068,124	3,889,832
Other	185,436	400,157
	$6,021,241	$ 8,716,331

The accrual for uncollectible call chargebacks represents a reserve for amounts collected from the various LECs or third-party billing services which are expected to be charged back to the Company in future periods.

The amounts payable for acquisition balance at June 30, 1997 includes a holdback of the purchase price of the Security Telecom Corporation acquisition (see footnote 7) which will be paid to the sellers after certain regulatory approvals have been obtained.

6. LONG-TERM DEBT

The following is a summary of long-term debt:

	December 31, 1996	June 30, 1997 (Unaudited)
Senior Notes	$ -	$ 115,000,000
Senior Credit Agreement:		
Revolving loan facility	5,700,000	
Term loan facility	45,000,000	
Senior subordinated notes	8,500,000	
Subordinated notes	5,000,000	
Other	200,000	611,992
	64,400,000	115,611,992
Less unamortized discount	(1,085,500)	
Less current portion of long-term debt	(3,150,000)	(60,365)
	$60,164,500	$ 115,551,627

On June 27, 1997, the Company issued $115 million of 11% Senior Notes due 2007 in a private placement under Section 144A of the Securities Act of 1933. A portion of the proceeds of the issuance was used to repay all of the debt outstanding under the Senior Credit Agreement, the Senior Subordinated Notes and the Subordinated Notes and to fund the purchase of Security Telecom Corporation. As a result of the repayment of the outstanding debt, the Company incurred an extraordinary loss of $4.4 million resulting from the write-off of the unamortized deferred loan costs and the unamortized discount on the Senior Subordinated Notes. In addition, on July 30, 1997, the Company's Senior Credit Agreement was amended to provide the Company a $35 million revolving loan commitment with interest rates similar to the prior revolving loan commitment and a maturity date of December 31, 2000. No balances were outstanding under the revolving loan commitment as of June 30, 1997.

7. ACQUISITIONS

As discussed in Note 6, on June 27, 1997, the Company acquired substantially all of the net assets of Security Telecom Corporation for cash of $9.9 million and issuance of 900 shares of the Company's Common Stock. Approximately $2.5 million of additional purchase price was withheld at closing, pending certain regulatory approvals and final adjustments.

Additionally, on April 4, 1997, the Company acquired substantially all of the net assets of Tri-T, Inc. (d/b/a "Tataka") for cash of $0.6 million and a contingent payment of $0.3 million, subject to certain performance related benchmarks to be evaluated in the future.

8. SUBSEQUENT EVENTS

On July 31, 1997, the Company acquired all of the net assets of Correctional Communications Corporation for a cash purchase price of $10.5 million. Of this amount, $5.5 million is held in escrow serving as security for certain representations and warranties made by the sellers. The acquisition agreement also provides for a contingent payment of up to $1.5 million if certain financial performance benchmarks are achieved in the future and grants the sellers the right to acquire up to 267 shares of the Company's common stock at a price of at least $3,000 per share.

On August 21, 1997, the Company entered into an agreement to purchase substantially all of the net assets of the inmate pay-phone division of Communications Central Inc. ("Invision Telecom") for $42 million in cash, subject to various adjustments as defined in the agreement. The closing of the acquisition is subject to certain closing conditions.

* * * * * *

TALTON HOLDINGS, INC. AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

The Company derives substantially all of its revenues from its operation of inmate telecommunication systems located in correctional facilities in 37 states and the provision of related services. The Company entered into multi-year agreements with the correctional facilities, pursuant to which the Company serves as the exclusive provider of telecommunications services to inmates within each facility. In exchange for the exclusive service rights, the Company pays a commission to the correctional facility based upon inmate telephone use. The Company installs and generally retains ownership of the telephones and the associated equipment and provides additional services to the correctional facility that are tailored to the specialized needs of the corrections industry and to the requirements of the individual correctional facility, such as call activity reporting and call blocking. The Company also generates revenues from public pay telephones that are ancillary to its inmate telephone business. See "Business - Other Operations."

The Company accumulates call activity data from its various installations and bills its revenues related to this call activity through major local exchange carriers ("LECs") or through third-party billing services for smaller volume LECs. In addition, during the same period, the Company accrues the related telecommunications costs for validating, transmitting, billing and collection, and line and long-distance charges, along with commissions payable to the facilities. Allowances for bad debts are based on historical experience.

The Company's principal operating expenses consist of (i) telecommunication costs; (ii) commissions paid to correctional facilities, which are typically expressed as a percentage of either gross or net revenues and are fixed for the term of the agreements with the facilities; (iii) field operations and maintenance costs, which consist primarily of field service on the Company's installed base of inmate telephones; and (iv) selling, general and administrative costs. The Company pays monthly line and usage charges to regional bell operating companies ("RBOCs") and other LECs for interconnection to the local network for local calls, which are computed on a flat monthly charge plus, for certain LECs, on a per message or per minute usage rate based on the time and duration of the call. The Company also pays fees to RBOCs and other LECs and long distance carriers based on usage for long distance calls.

The Company became the holding company for the operations of AmeriTel and Talton Telecommunications effective December 1, 1996 and acquired the operations of Security Telecom Corporation on June 27, 1997. Because these acquisitions have been accounted for using the purchase method of accounting, the Company's results of operations only reflect the operations of AmeriTel, Talton Telecommunications and Security Telecom Corporation subsequent to the effective date of their acquisitions. Management believes that the growth of the Company and its predecessors through acquisitions makes meaningful period-to-period comparisons of historical results of operations difficult. Consequently, management believes that an investor is presented with more meaningful information through discussion of the Company and its predecessors on a combined basis for the periods discussed below.

Results of Operations

The following table sets forth, for the three and six months ended June 30, 1997, the results of operations of the Company. For comparative purposes, the table also includes the combined results of operations of the Company's predecessors, AmeriTel Pay Phones, Inc. and Talton Telecommunications Corporation and Subsidiaries, for the three and six months ended June 30, 1996.

	Three Months Ended June 30,				Six Months Ended June 30,			
	1996		1997		1996		1997	
	(Combined Predecessors)				(Combined Predecessors)			
	(Dollars in thousands)							
Operating revenues	$ 14,208	100.0%	$ 15,027	100.0%	$ 27,362	100.0%	30,082	100.0%
Operating expenses:								
Telecommunication costs	6,354	44.7	6,210	41.3	12,341	45.1	12,405	41.2
Facility commissions	3,617	25.4	4,156	27.7	6,962	25.4	8,161	27.1
Field operations and maintenance	463	3.3	578	3.8	895	3.3	1,166	3.9
Selling, general and administration	1,006	7.1	1,231	8.2	2,000	7.3	2,327	7.7
Depreciation	352	2.5	318	2.1	733	2.7	617	2.1
Amortization of intangibles	481	3.4	2,519	16.8	924	3.4	4,738	15.8
Non-recurring expenses	—	—	—	—	—	—	—	—
Total operating expenses	12,272	86.4	15,012	99.9	23,852	87.2	29,414	97.8
Operating income (loss)	1,936	13.6	15	0.1	3,510	12.8	668	2.2
Other (income) expense:								
Interest expense, net	402	2.8	2,055	13.6	799	2.9	3,932	13.1
Other, net	3	0.0	(35)	(0.2)	24	0.1	(19)	(0.1)
Total other (income) expense	405	2.8	2,020	13.4	823	3.0	3,913	13.0
Income (loss) before income taxes and extraordinary loss	1,531	10.8	(2,005)	(13.3)	2,687	9.8	(3,245)	(10.8)
Income tax expense (benefit)	46	0.3	(918)	(6.1)	525	1.9	(850)	(2.8)
Income (loss) before extraordinary loss	1,485	10.5	(1,087)	(7.2)	2,162	7.9	(2,395)	(8.0)
Extraordinary loss	—	—	4,396	29.3	—	—	4,396	14.6
Net income (loss)	$ 1,485	10.5%	$ (5,483)	(36.5)%	$ 2,162	7.9%	$ (6,791)	(22.6)%
EBITDA	$ 2,767	19.5%	$ 2,887	19.2%	$ 5,142	18.8%	$ 6,042	20.1%

Three Months Ended June 30, 1997, Compared to Three Months Ended June 30, 1996

Operating Revenues - The Company's operating revenues increased by $0.8 million, or 5.8%, from $14.2 million for the three months ended June 30, 1996 to $15.0 million for the three months ended June 30, 1997. The increase in operating revenues was primarily due to acquisitions by the Company of inmate facility contracts during 1996 and the first six months of 1997, and increases in operating revenues from new contract installations.

Operating Expenses - Total operating expenses increased $2.7 million, or 22.3%, from $12.3 million for the three months ended June 30, 1996 to $15.0 million for the three months ended June 30, 1997. Operating expenses as a percentage of operating revenues increased from 86.4% for the three months ended June 30, 1996 to 99.9% for the three months ended June 30, 1997. Excluding depreciation and amortization, operating expenses as a percentage of operating revenues increased from 80.5% for the three months ended June 30, 1996 to 81.0% for the three months ended June 30, 1997. The dollar increase in operating expenses, excluding depreciation and amortization which is discussed below, was primarily due to the increased costs associated with servicing newly acquired inmate facility contracts.

Telecommunication costs decreased by $144,000, from $6.4 million for the three months ended June 30, 1996 to $6.2 million for the three months ended June 30, 1997. Telecommunication costs represented 44.7% of operating revenues for the three months ended June 30, 1996 and 41.3% of operating revenues for the three months ended June 30, 1997, a decrease of 3.4%. The decrease as a percentage of operating revenues is primarily due to a decrease in telecommunication costs resulting from bad debt reduction, lower billing and collection costs attributable to direct billing arrangements entered into with various major LECs and lower rates as a result of new long distance agreements.

Facility commissions increased by $0.5 million, from $3.6 million for the three months ended June 30, 1996 to $4.2 million for the three months ended June 30, 1997. Facility commissions represented 25.4% of operating revenues for the three months ended June 30, 1996 and 27.7% of operating revenues for the three months ended June 30, 1997, an increase of 2.3%. The increase as a percentage of operating revenues is primarily due to higher commission percentages being paid as a result of periodic increases in percentages paid to the existing base.

Field operations and maintenance costs increased by $0.1 million, from $0.5 million for the three months ended June 30, 1996 to $0.6 million for the three months ended June 30, 1997. Field operations and maintenance costs represented 3.3% of operating revenues for the three months ended June 30, 1996 and 3.8% of operating revenues for the three months ended June 30, 1997, an increase of 0.5%. The increase as a percentage of operating revenues is primarily due to the increased cost associated with servicing acquired inmate facilities.

Selling, general and administrative expenses ("SG&A") increased by $0.2 million, from $1.0 million for the three months ended June 30, 1996 to $1.2 million for the three months ended June 30, 1997. SG&A represented 7.1% of operating revenues for the three months ended June 30, 1996 and 8.2% of operating revenues for the three months ended June 30, 1997, an increase of 1.1%. The increase as a percentage of operating revenues is primarily due to an increase in the infrastructure necessary to support the Company's acquisitions.

Depreciation and amortization costs increased by $2.0 million, from $0.8 million for the three months ended June 30, 1996 to $[illegible].8 million for the three months ended June 30, 1997. Depreciation and amortization costs represented 5.9% of operating revenues for the three months ended June 30, 1996 and 18.9% of operating revenues for the three months ended June 30, 1997, an increase of 13.0%. The increase as a percentage of operating revenues is primarily due to additional amortization expense associated with the acquisitions by the Company of inmate facility contracts and from the intangible assets related to the acquisition of AmeriTel and Talton Telecommunications Corporation and Subsidiaries in December 1996.

Operating Income - The Company's operating income decreased $1.9 million or 13.6% of revenues for the three months ended June 30, 1996 to break-even for the three months ended June 30, 1997, as a result of the increase in amortization expense from the acquisitions of AmeriTel and Talton Telecommunications Corporation.

Other (Income) Expense - Total other (income) expense, consisting primarily of interest expense, increased by $1.6 million, from $0.4 million for the three months ended June 30, 1996 to $2.0 million for the three months ended June 30, 1997. The increase was primarily due to increased interest expense associated with indebtedness incurred by the Company in December 1996 in connection with the acquisition of AmeriTel and Talton Telecommunications Corporation and Subsidiaries

The Company incurred an extraordinary loss of $4.4 million in 1997 related to the write-off of the unamortized deferred loan costs and the unamortized discount on the Senior Subordinated Notes, in conjunction with the repayment of this debt.

Net Income (Loss) - The Company's net income decreased by $7.0 million, from $1.5 million for the three months ended June 30, 1996 to a loss of $5.5 million for the three months ended June 30, 1997, as a result of the factors described above.

EBITDA - Earnings before interest, income taxes, depreciation and amortization ("EBITDA") increased by $0.1 million, from $2.8 million for the three months ended June 30, 1996 to $2.9 million for the three months ended June 30, 1997. EBITDA as a percentage of operating revenues decreased from 19.5% for the three months ended June 30, 1996 to 19.2% for the three months ended June 30, 1997, primarily due to higher operating costs as a percentage of revenues discussed above.

Six Months Ended June 30, 1997, Compared to Six Months Ended June 30, 1996

Operating Revenues - The Company's operating revenues increased by $2.7 million, or 9.9%, from $27.4 million for the six months ended June 30, 1996 to $30.1 million for the six months ended June 30, 1997. The increase in operating revenues was primarily due to acquisitions by the Company of inmate facility contracts during 1996 and the first six months of 1997 and increases in operating revenues from new contract installations.

Operating Expenses - Total operating expenses increased $5.5 million, or 23.3%, from $23.9 million for the six months ended June 30, 1996 to $29.4 million for the six months ended June 30, 1997. Operating expenses as a percentage of operating revenues increased from 87.2% for the six months ended June 30, 1996 to 97.8% for the six months ended June 30, 1997. Excluding depreciation and amortization, operating expenses as a percentage of operating revenues decreased from 81.1% for the six months ended June 30, 1996 to 80.0% for the six months ended June 30, 1997. The percentage increase in operating expenses, excluding depreciation and amortization which is discussed below, was primarily due to the increased costs associated with servicing newly acquired inmate facility contracts.

Telecommunication costs increased by $0.1 million, from $12.3 million for the six months ended June 30, 1996 to $12.4 million for the six months ended June 30, 1997. Telecommunication costs represented 45.1% of operating revenues for the six months ended June 30, 1996 and 41.2% of operating revenues for the six months ended June 30, 1997, a decrease of 3.9%. The decrease as a percentage of operating revenues is primarily due to a decrease in telecommunication costs resulting from bad debt reduction, lower billing and collection costs attributable to direct billing arrangements entered into with various major LECs and lower rates as result of new long distance agreements.

Facility commissions increased by $1.2 million, from $7.0 million for the six months ended June 30, 1996 to $8.2 million for the six months ended June 30, 1997. Facility commissions represented 25.4% of operating revenues for the six months ended June 30, 1996 and 27.1% of operating revenues for the six months ended June 30, 1997, an increase of 1.7%. The increase as a percentage of operating revenues is primarily due to higher commission percentages being paid as a result of periodic increases in percentages paid to the existing base.

Field operations and maintenance costs increased by $0.3 million, from $0.9 million for the six months ended June 30, 1996 to $1.2 million for the six months ended June 30, 1997. Field operations and maintenance costs represented 3.3% of operating revenues for the six months ended June 30, 1996 and 3.9% of operating revenues for the six months ended June 30, 1997, an increase of 0.6%. The increase as a percentage of operating revenues is primarily due to the increased cost associated with servicing acquired inmate facilities.

Selling, general and administrative expenses ("SG&A") increased by $0.3 million, from $2.0 million for the six months ended June 30, 1996 to $2.3 million for the six months ended June 30, 1997. SG&A represented 7.3% of operating revenues for the six months ended June 30, 1996 and 7.7% of operating revenues for the six months ended June 30, 1997, an increase of 0.4%. The increase as a percentage of operating revenues is primarily due to in part to an increase in the infrastructure necessary to support the Company's acquisitions.

Depreciation and amortization costs increased by $3.7 million, from $1.7 million for the six months ended June 30, 1996 to $5.4 million for the six months ended June 30, 1997. Depreciation and amortization costs represented 6.1% of operating revenues for the six months ended June 30, 1996 and 17.9% of operating revenues for the six months ended June 30, 1997, an increase of 11.8%. The increase as a percentage of operating revenues is primarily due to additional amortization expense associated with the acquisitions by the Company of inmate facility contracts and from the intangible assets related to the acquisition of AmeriTel and Talton Telecommunications Corporation and Subsidiaries in December 1996.

Operating Income - The Company's operating income decreased by $2.8 million, from $3.5 million for the six months ended June 30, 1996 to $0.7 million for the six months ended June 30, 1997, as a result of the factors describe above. The Company's operating margin decreased from 12.8% for the six months ended June 30, 1996 to 2.2% for the six months ended June 30, 1997 primarily due to the increase in amortization expense from the acquisition of AmeriTel and Talton Telecommunications Corporation and Subsidiaries.

Other (Income) Expense - Other (income) expense, consisting primarily of interest expense, increased by $3.1 million, from $0.8 million for the six months ended June 30, 1996 to $3.9 million for the six months ended June 30, 1997. The increase was primarily due to increased interest expense associated with indebtedness incurred by the Company in December 1996 in connection with the acquisition of AmeriTel and Talton Telecommunications Corporation and Subsidiaries.

The Company incurred an extraordinary loss of $4.4 million in 1997 related to the write-off of the unamortized deferred loan costs and the unamortized discount on the Senior Subordinated Notes, in conjunction with the repayment of this debt.

Net Income (Loss) - The Company's net income decreased by $9.0 million, from $2.2 million for the six months ended June 30, 1996 to a loss of $6.8 million for the six months ended June 30, 1997, as a result of the factors described above.

EBITDA - EBITDA increased by $0.9 million, from $5.1 million for the six months ended June 30, 1996 to $6.0 million for the six months ended June 30, 1997. EBITDA as a percentage of operating revenues increased from 18.8% for the six months ended June 30, 1996 to 20.1% for the six months ended June 30, 1997, primarily due to increased revenues and lower operating costs as a percentage of revenue as discussed above.

Liquidity and Capital Resources

As of June 30, 1997, the Company had approximately $115.6 million of long-term indebtedness outstanding, stockholders' equity of $0.4 million and $34.2 million of cash. On July 30, 1997, the Company's Senior Credit agreement was amended to provide the Company a $35 million revolving loan commitment.

Cash Flow. Historically, the working capital needs of the Company have been met with cash flow from operations along with borrowings under revolving credit facilities. Net cash provided by operating activities was $2.1 million for the six months ended June 30, 1997 as compared with net cash provided by operating activities of $3.0 million for the six months ended June 30, 1996. Investing activities for the six months ended June 30, 1997 included $11.7 million for acquisitions.

Future Capital Requirements. The Company expects that cash in bank, cash flow from operations and available borrowings of the revolver will be sufficient to meet the Company's requirements for the remainder of 1997 and for the foreseeable future. During the remainder of 1997 and in the future, the Company intends to pursue additional acquisitions.

EXHIBIT 2

Todd Follmer, Talton Invision, Inc. - President and Sole Director. Mr. Follmer is the President and Sole Director of Talton Invision, Inc. He became Vice President, Assistant Secretary, and Assistant Treasurer and was elected to Talton Holdings, Inc.'s Board of Directors in December 1996. In addition, he serves as the President and Sole Director of Talton STC, Inc., a telecommunications operation very similar to Talton Invision, Inc. Mr. Follmer has served as the President of EUFCC since January 1996. From January 1993 until December 1995, Mr. Follmer served as President of Gulf Capital Partners, Inc., a merchant banking firm. From May 1988 until December 1992, Mr. Follmer was a vice president of Donaldson, Lufkin & Jenrette Securities Corporation, an investment banking firm.

John Summers, Talton Invision, Inc. - Vice President/Secretary/Treasurer. Mr. Summers is the Vice President, Secretary and Treasurer of Talton Invision, Inc. He also currently serves as Vice President, Chief Financial Officer, Secretary and Treasurer of Talton Holdings, Inc. Mr. Summers serves as Vice President/Secretary/Treasurer for Talton STC, Inc., and as Sr. Vice President of AmeriTel Pay Phones, Inc. Both Talton STC, Inc. and AmeriTel Pay Phones, Inc. are sister subsidiaries of Talton Invision, Inc. His prior experience includes thirteen years with Missouri Public Service, a division of UtiliCorp United, a $3 billion NYSE public utility company, where he served as Vice President of Administration primarily responsible for regulatory issues, human resources, administration and finance.

Brenda J. King, Talton Invision, Inc. - Assistant Secretary. Ms. King, Controller and Assistant Secretary, has nine years of accounting experience, four (4) specifically in the inmate telecommunications business and five (5) in public accounting. She joined AmeriTel Pay Phones, Inc. in 1994 and became Controller of AmeriTel Pay Phones, Inc. in 1995. Ms. King also serves as Assistant Secretary of Talton STC., Inc.

John A. Crooks, Jr. - Talton InVision, Inc. - Vice President/Assistant Secretary. Mr. Crooks is a Vice President and Assistant Secretary at Talton InVision, Inc. He became President and Chief Operating Officer of Talton Holdings, Inc., in June 1997. Prior to joining Talton Holdings, he spent ten years in several executive position with MCI. He spent five years in Washington D.C., where he had responsibility for directing MCI's business products marketing. For the past five years, he has directed their data products management organization in Richardson, Texas. His management scope at MCI included marketing, sales, operations, network and systems development, and finance. He worked closely with executives from British Telecom in London in the development of the Concert joint venture between MCI and British Telecom that created the infrastructure for marketing turnkey, global communications systems to large, multinational customers. Concert in 1996 became the organizational platform for the proposed merger between the two companies.

WIGGINS & VILLACORTA, P.A.
ATTORNEYS AT LAW
501 EAST TENNESSEE STREET
POST OFFICE DRAWER 1657
TALLAHASSEE, FLORIDA 32302

TELEPHONE (850) 222-1534
TELECOPIER (850) 222-1689

DEPOSIT D644

DATE OCT 30 1997

October 29, 1997

971430 - TI

VIA HAND DELIVERY

Ms. Blanca Bayo
Director of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

Re: Talton Invision, Inc.

Dear Ms. Bayo:

Enclosed for filing are the original and six (6) copies of Talton Invision, Inc.'s Application Form for Authority to Provide Interexchange Telecommunications Service Within the State of Florida, along with the $250.00 filing fee.

Also enclosed are the original and five (5) copies of Talton Invision, Inc.'s Florida Pay Telephone Certificate Application, along with the $100.00 filing fee.

Thank you for your assistance in this matter.

Sincerely,

Patrick K. Wiggins

Patrick K. Wiggins

Check for filing fee for
Interexchange - 250.00
Pay Telephone 100.00
check # 8810

PKW:plk
Enclosures

WIGGINS & VILLACORTA, P.A.
ATTORNEYS AT LAW
501 EAST TENNESSEE STREET
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TALLAHASSEE, FLORIDA 32302

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TELECOPIER (850) 222-1689

DEPOSIT D644

DATE OCT 30 1997

October 29, 1997

VIA HAND DELIVERY

Ms. Blanca Bayo
Director of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

971430-TI

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Also enclosed are the original and five (5) copies of Talton Invision, Inc.'s Florida Pay Telephone Certificate Application, along with the $100.00 filing fee.

Thank you for your assistance in this matter.

Check for filing fee for
Interexchange - $250.00
Pay Telephone $100.00

Sincerely,

Patrick K. Wiggins

FOR SECURITY PURPOSES THE BORDER OF THIS DOCUMENT CONTAINS MICROPRINTING

WIGGINS & VILLACORTA, P.A.
POST OFFICE DRAWER 1657
TALLAHASSEE, FL 32302-1657
PHONE (850) 222-1534

Capital City Bank TALLAHASSEE, FLORIDA
63-68/631

8810

10/29/97

PAY TO THE ORDER OF FL Public Service Commission $ **350.00

Three Hundred Fifty and 00/100*** DOLLARS

FL Public Service Commission

MEMO Talton/573

THE REVERSE SIDE OF THIS DOCUMENT INCLUDES AN ARTIFICIAL WATERMARK - HOLD AT AN ANGLE TO VIEW