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June 14, 2001

BY HAND DELIVERY

Ms. Blanca Bayó, Director
Division of Records and Reporting
Room 110, Easley Building
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

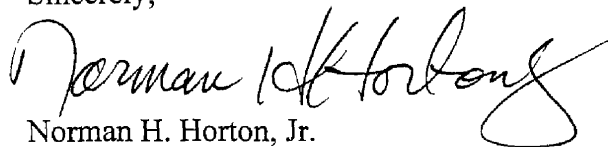
Dear Ms. Bayó:

Enclosed for filing on behalf of OmniCall, Inc. are an original and fifteen copies of the OmniCall's Application for Authority to Cancel its Certificates to Provide Local and Long Distance Service.

Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed" and returning the same to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance with this filing.

Sincerely,



Norman H. Horton, Jr.

NHH/amb
Enclosures
cc: Steve Augustino, Esq.

DOCUMENT NUMBER-DATE
07434 JUN 14 2001
FPSC-RECORDS/REPORTING

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

Application of OmniCall, Inc.)
For Authority to Cancel its)
Certificates to Provide Local and)
Long Distance Service)
_____)

Docket No.:
Filed: June 14, 2001

APPLICATION

OmniCall, Inc. (“OmniCall” or “Applicant”), by its attorneys and pursuant to Fla. Regs. 25-24.474 and 25-24.820 and the statutes, rules and regulations of the Florida Public Service Commission (“Commission”) respectfully requests authority to voluntarily return its Certificates of Public Convenience and Necessity (“Certificates”) to provide local and long distance service within the State of Florida and the authority to transfer its customers to its affiliate, Talk America Inc. (“Talk America”)¹. OmniCall respectfully requests that the Commission cancel its authority to provide these services as well as its accompanying tariffs.

The surrender of OmniCall’s certificates and the transfer of OmniCall’s 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 Florida 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 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 is a Florida Alternative Local Exchange

¹ On May 4, 2001, Talk.com Holding Corp., d/b/a Network Services d/b/a The Phone Company (“Talk Holding”) filed with the Commission to change its name to Talk America Inc. At that time, the company also filed tariff stickers and amended state qualification documents with the Commission.

Carrier (“ALEC”) under Certificate No. 4692, and is an interexchange carrier (“IXC”) under Certificate No. 2985. TOPC is a Florida ALEC under Certificate No. 4099 and is an IXC under Certificate No. 4100. OmniCall is a Florida ALEC under Certificate No. 5293 and is an IXC under Certificate No. 5312.² It is OmniCall’s authorizations that we seek to surrender by this Application.

Through the proposed cancellation of OmniCall’s licenses and subsequent transfer of its customers to Talk America, Talk seeks to simplify its operations in Florida and throughout the United States.

I. THE PARTIES

As wholly owned subsidiaries of Talk, OmniCall, Talk America and TOPC are affiliated entities. OmniCall is a South Carolina corporation headquartered in Greenville, South Carolina. Prior to the merger, OmniCall was authorized to provide local telecommunications services in 16 states and long distance service in 32 states, with a focus on the BellSouth region. Outside of that region, OmniCall’s services were limited to resold long distance services, including 1+, inbound 800 and calling card services to business customers. OmniCall’s ultimate parent, Talk, is a publicly held Delaware corporation with principal offices at 12020 Sunrise Valley Drive, Suite 250, Reston, Virginia 20190. Talk’s direct wholly owned subsidiary, Talk America, is authorized to provide a suite of intrastate local and/or long distance telecommunications services to business and residential customers virtually nationwide via resale or the use of UNE-Platform arrangements where available. Talk’s other operating subsidiary, TOPC, is authorized to provide a combination of facilities-based and resold local and resold long distance telecommunications services in most of the BellSouth region. All three entities also are authorized by the FCC to

² OmniCall is up-to-date in its Florida filings, including the Florida Regulatory Assessment Fee.

provide interstate and international telecommunication services. For an illustration of the company's post-merger structure, please see Talk's corporate organizational chart, appended hereto as *Attachment A*.

II. DESIGNATED CONTACTS

The designated contacts for purposes of this filing are:

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Tallahassee, Florida 32302
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KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036
Telephone: (202) 955-9600
Facsimile: (202) 955-9792

Copies of all correspondence, notices, inquiries and Orders related to this request should also be sent to:

Sharon Thomas
TALK AMERICA INC.
12001 Science Drive
Suite 130
Orlando, Florida 32826
Telephone: (407) 313-1353
Facsimile: (407) 313-1313

III. PURPOSE OF TRANSACTION

This transaction has been initiated by Talk in order to consolidate certain of its telecommunications operations in Florida and throughout the United States. As a result of the merger of Talk and Access One Communications Corp., consummated in August 2000, Talk became the ultimate corporate parent of OmniCall, Talk America and TOPC. 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.

IV. DESCRIPTION OF THE TRANSACTION

As described below, the Applicant specifically seeks authority to:

- (1) Transfer all current OmniCall customers and operations associated with the provision of intrastate local and long distance telecommunications services in Florida to Talk America; and
- (2) Cancel OmniCall's certificates of authority and tariffs.

V. PUBLIC INTEREST CONSIDERATIONS

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 will be fully informed of the change. Talk America will make reasonable attempts to contact each affected customer in Florida individually by mail to explain the process, and inform the customer of its rights and options, including the customer's right to select a carrier other than Talk America. Specifically, Talk America will send a

notification letter to each OmniCall customer substantially in the form of *Attachment B*, appended hereto. The letter will inform 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 will also invite customers to dial Talk America's toll-free number for more information and inform customers that Talk America will investigate and resolve any outstanding customer complaints regarding services provided by OmniCall. After Talk America sends the letter to OmniCall customers, Talk America will certify to the commission that such notice was sent.

Notably, the parties have applied to the FCC for a waiver of its LOA rules, 47 C.F.R. §§ 64.1100-64.1190, as required to effectuate the anticipated OmniCall customer migration. In addition, because Talk America will provide OmniCall customers with adequate notification, the transfer of customers resulting from this reorganization does not present a slamming concern.

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 transfer 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.

OmniCall customers who choose to stay with Talk America will receive their final bills according to their regular billing cycle; Talk America will take over the billing function for those customers. Customers who choose not to stay with Talk America will receive a final bill for services rendered up to the date of disconnection within 30 days of the date that Omnical is informed of the disconnection by the customer's local exchange company or by the customer. OmniCall did not collect deposits from its Florida customers.

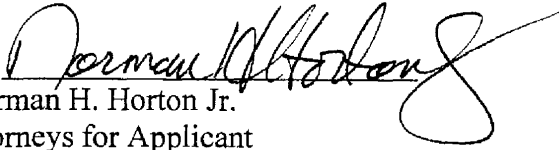
The proposed relinquishment of OmniCall's licenses and the transfer of its customers to Talk America will enable the Talk organization to provide more efficient service to the public without diminishing the quality of that service. As there are no changes proposed in the rates or services to be offered after the completion of the transfer, there will be no adverse impact to ratepayers or to the public. Accordingly, approval of the proposed transaction will serve the public interest.

V. CONCLUSION

OmniCall respectfully submits this request for approval and asks that the Commission expeditiously grant it the authority to transfer its customers to Talk America, and to cancel its certificates to provide telecommunications service in the State of Florida.

June 14, 2001

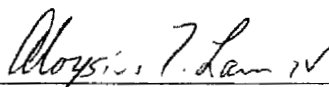
MESSER, CAPARELLO & SELF

By: 
Norman H. Horton Jr.
Attorneys for Applicant
215 South Monroe Street, Suite 701
P.O. Box 1876
Tallahassee, Florida 32302-1876
(850) 222-0720

VERIFICATION

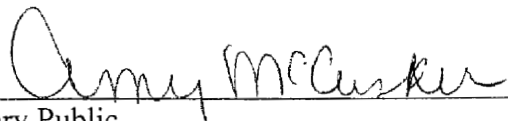
I am authorized to represent OmniCall, Inc. and to make this verification on its behalf. The statements in the foregoing document relating to OmniCall, Inc. are true of my own knowledge, except as otherwise specifically attributed, and as to matters that are stated therein on information and belief, I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.



Aloysius T. Lawn
Executive Vice President, General Counsel
and Secretary
OmniCall, Inc.

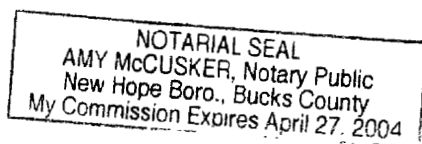
Subscribed and sworn to before me this 10th day of June, 2001.



Notary Public

My Commission expires:

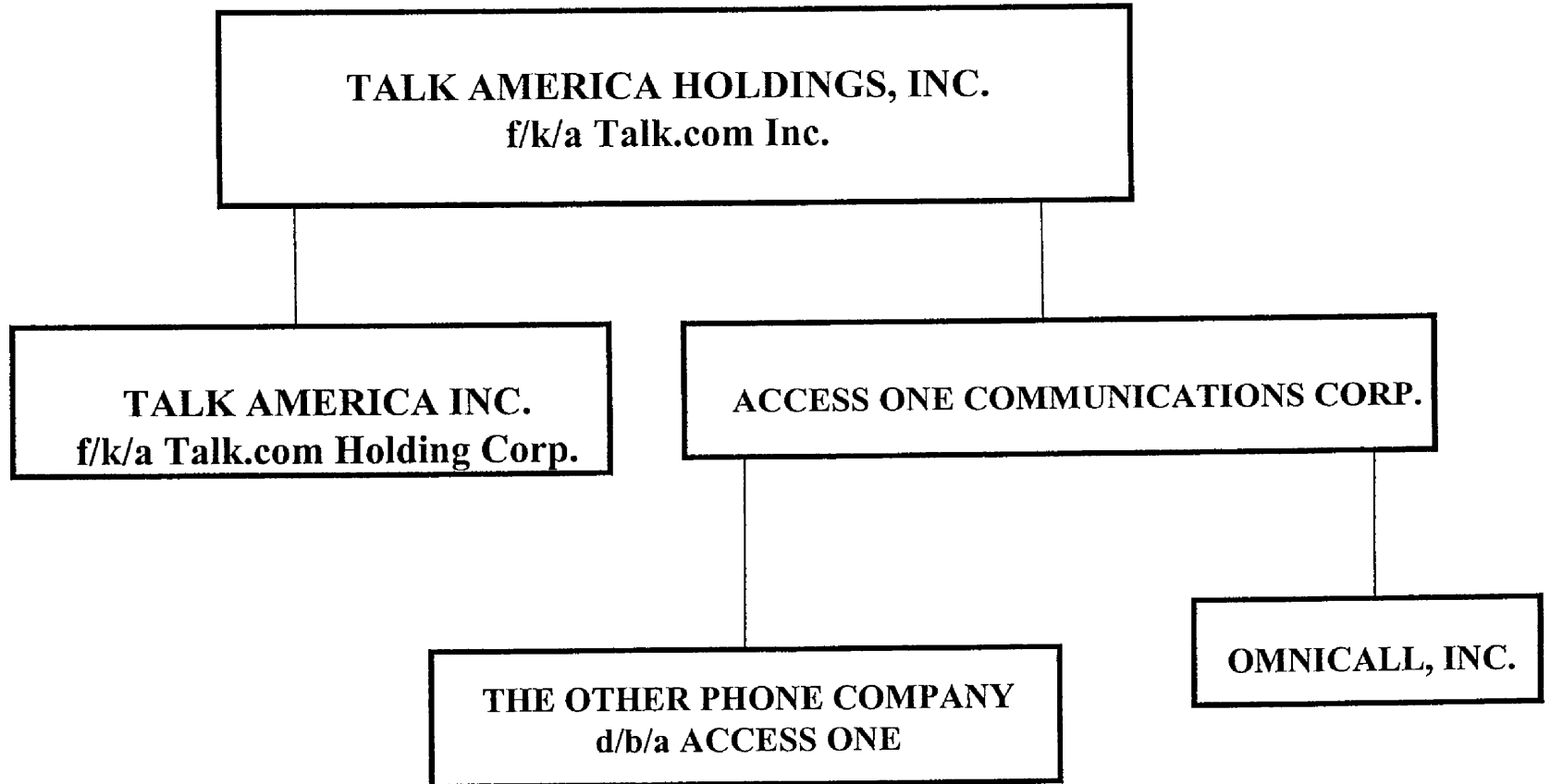
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Attachment A

Corporate Organizational Chart

TALK AMERICA CORPORATE STRUCTURE



Attachment B

Customer Notification Letter

June __, 2001

Dear OmniCall Customer:

We are continually striving to provide the best service possible for our customers. Last year, as part of a merger, OmniCall became a subsidiary of Talk America Holdings Inc. (formerly known as Talk.com). As part of our effort to serve you better, we are pleased to announce that Talk America will soon provide and bill all of the great telecommunications services you receive today. As a Talk America customer, you will continue to receive all the features, services and current low rates that you enjoy today as an OmniCall customer, but with the backing and experience of a provider serving nearly 2 million subscribers. Call us at 800-291-9699 or visit us at www.talk.com to see all of the services available to you.

You may choose another carrier for your local and long distance services at any point. If you do not choose another carrier within thirty (30) days of the date of this letter, you will automatically become a Talk America customer. If your local carrier charges you in connection with your becoming a Talk America customer, we will be responsible for paying any such charge. We hope you'll stay, and start experiencing the high quality service Talk America will provide.

We at Talk America will work to resolve any outstanding complaints you may have against OmniCall. We look forward to meeting your telephone communications needs and are happy to answer any questions you may have regarding this notice or any of our services. If you have any questions, please contact us at 800-291-9699.

Cordially,

Sharon Thomas
Director of Regulatory Affairs

Talk America