

REQUEST TO ESTABLISH DOCKET
(PLEASE TYPE)

Date January 6, 1998

Docket No. 780023-TP

1. Division Name/Staff Name Communications/Pruitt
2. OPR CMU
3. OCR Legal
4. Suggested Docket Title Request for approval of acquisition of American Express Telecom, Inc. (holder of IXC Certificate No. 4085) by SmarTalk TeleServices, Inc. (holder of IXC Certificate No. 4046).

5. Suggested Docket Mailing List (attach separate sheet if necessary)

- A. Provide NAMES ONLY for regulated companies or ACRONYMS ONLY regulated industries, as shown in Rule 25-22.104, F.A.C.
- B. Provide COMPLETE name and address for all others. (Match representatives to clients.)

1. Parties and their representatives (if any)

<u>SmarTalk Teleservices, Inc.</u>	_____
<u>American Express Telecom, Inc.</u>	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2. Interested Persons and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

6. Check one:

- Documentation is attached.
 Documentation will be provided with recommendation.



December 30, 1997

Director of the Division of Communications
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0866

RECEIVED

DEC 31 1997

RE: SmarTalk TeleServices, Inc.
American Express Telecom, Inc.

CMU

Dear Sir or Madam:

SmarTalk TeleServices, Inc. ("SmarTalk") received authority from the commission to operate as a reseller of long distance and other intrastate telecommunications services on June 12, 1995, in Docket No. 95-0350-TI. Pursuant to SmarTalk's current tariff, SmarTalk offers various debit card and 1+ services with the majority of revenues generated by sales of debit card services.

This letter is written to notify the commission that on December 22, 1997 SmarTalk entered into a Stock Purchase Agreement to acquire all of the issued and outstanding shares of American Express Telecom, Inc. ("AETI"). AETI received authority from the commission to offer intrastate telecommunication services, including debit card services, on October 18, 1995, pursuant to Docket No. T-95-483. This proposed acquisition will become effective upon the receipt of all necessary corporate and regulatory approvals, in addition to the satisfaction of other contractual conditions.

After the acquisition is complete, AETI will cancel its certificate and withdraw its tariff, whereupon the card services offered by AETI will be offered by SmarTalk. The name AETI will be used only in connection with debit cards currently in circulation. Upon approval of the acquisition by the commission, SmarTalk will amend its tariff to include AETI's prepaid products.

Thank you in advance for your assistance with this transition. Should you require further information regarding this matter, please feel free to contact me.

Very truly yours,

Marianne Townsend
Vice President - Regulatory Affairs
SmarTalk TeleServices, Inc.
(614) 764-2933