



June 2, 2005  
*Via Overnight Delivery*

210 N. Park Ave.  
Winter Park, FL  
32789

Blanca Bayo, Director  
Division of the Commission Clerk &  
Administrative Services  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0870

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 Ms. Bayo:

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

Enclosed please find one (1) original and six (6) copies of a 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 Florida. The stock of LDMI is being acquired by Talk America Inc., which is authorized as an alternative local exchange carrier and a long distance resale carrier in Florida. 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 Florida 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](mailto: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

Enclosures

cc: B. Shires – LDMI  
C. Pizer - Talk  
File: LDMI – FL  
Talk – LDMI Acquisition  
TMS: FLx0501

DOCUMENT NUMBER-DATE

05408 JUN-3 05

FPSC-COMMISSION CLERK

## 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 Florida, having been granted Certificate No. 4376 to provide interexchange telecommunications service on March 22, 1996.

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 Florida 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 Florida, having been granted long distance resale authority by Commission Certificate No. 2985, issued July 29, 1992 (Docket Number 920294-TI, Order Number PSC-92-0621-FOF-TI) and authority as an alternative local exchange carrier by Commission Order No. PSC-96-1020-FOF-TX issued on May 5, 1996 in Docket Number 960569-TX.

## **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](mailto: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](mailto: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