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October 4, 2000  
Overnight Delivery



Mr. Martin Huelsmann  
Executive Director  
Kentucky Public Service Commission  
730 Schenkel Lane  
Frankfort, KY 40602

RE: Sale of Certain Retail Long Distance Calling Card Assets to **Telecare, Inc.**  
("Telecare")  
**Docket No. 92-072**

Dear Mr. Huelsmann:

Premiere Communications, Inc. ("Premiere") hereby notifies the Kentucky Public Service Commission (the "Commission") of its sale of certain retail long distance calling card assets to Telecare. In furtherance thereof, Premiere states as follows.

**I. DESCRIPTION OF PREMIERE**

Premiere is a Florida corporation headquartered at 3399 Peachtree Road, NE, The Lenox Building, Suite 600, Atlanta, Georgia 30326. Premiere is the primary, regulated, operating subsidiary within the PTEK Holdings, Inc. family of companies. As such, Premiere provides retail and wholesale calling card and travel card services whereby subscribers obtain access to information (e.g., voice messaging, conference calling, travel and concierge services) and telecommunications (e.g., intrastate, interstate and international long distance) services utilizing a toll-free telephone number. Premiere has been providing long distance telecommunications services (including calling card services) since 1991, and currently is authorized to provide intrastate, interexchange services in Kentucky and in nearly all other states.

**II. DESCRIPTION OF TELECARE**

Telecare is an Indiana corporation headquartered at 444 Lafayette Road, Noblesville, Indiana 46060. Telecare, a switchless telecommunications reseller, provides intrastate, long distance, calling card services in Kentucky pursuant to its registration and report filed with the Commission on the above referenced Docket Number.

### III. DESCRIPTION OF THE TRANSACTION

Premiere and Telecare executed an Asset Sale Agreement, as well as certain other related transactional documents (collectively, the "Asset Sale Agreement Documents"),<sup>1</sup> as of August 25, 2000, pursuant to which Premiere sold certain retail long distance calling card assets to Telecare. Under the terms of the Asset Sale Agreement Documents, in exchange for consideration in the form of the assumption of certain liabilities and the execution and delivery of a promissory note and a contingent promissory note, Telecare acquired from Premiere certain retail long distance calling card assets including, *inter alia*, customer and marketing "partner" contracts, accounts receivable, databases, intellectual property rights (e.g., product, service and marketing names), certain office and computer equipment (including an office lease), marketing materials, files and records.

Pursuant to the terms of the Asset Sale Agreement Documents, Premiere will continue to provide retail long distance calling card services to all customers affected by the transaction for a period of six (6) months (until February 25, 2001). Such services will be provided by Premiere, in Premiere's name, and pursuant to Premiere's existing tariffs and operating authorizations. Prior to the expiration of this six (6) month period, Premiere will provide all affected customers with written notification of the asset sale transaction with Telecare.

### IV. PUBLIC INTEREST

Premiere's sale to Telecare of the retail long distance calling card assets is in the public interest. Telecare has been providing switchless long distance telecommunications resale services (including calling card services) since 1991, and currently is certificated or authorized to provide intrastate interexchange services in Kentucky and in nearly all other states. The infusion of Premiere's retail long distance calling card assets into Telecare's existing operations will allow Telecare to expand its operations and to achieve economies of scale, thus enhancing Telecare's ability to compete in the Kentucky market for telecommunications services. Upon the expiration of the six (6) month period referenced above (on February 26, 2001), Telecare will assume all managerial, technical and financial responsibilities in connection with the operation of the retail long distance calling card assets in order to provide long distance calling card services to the affected customers in Kentucky. In this regard, Telecare will amend its tariff or price list to incorporate Premiere's service offerings, thereby enabling the customers affected by the transaction to obtain the same services from Telecare under comparable rates, terms and conditions. In turn, Premiere will cease offering telecommunications services to the affected customers in Kentucky.

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<sup>1</sup> The other transactional documents include a promissory note, a contingent promissory note, various amendments to existing carrier agreements between Premiere and Telecare, a management service agreement, a guarantee, a security agreement and a pledge agreement.

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However, Premiere will continue to provide other telecommunications services mainly to corporate and wholesale customers in Kentucky. Consequently, Premiere does not request any change to its existing operating authorization in Kentucky. Thus, the transfer of assets from Premiere to Telecare will not result in any interruption or diminution in the quality of service provided to customers in Kentucky and will be essentially transparent to such customers.

**V. CONTACT INFORMATION**

Addresses for receipt of official notices, and regulatory contact persons are as follows:

Mr. Donald Roudebush  
Telecare, Inc.  
444 Lafayette Road  
Noblesville, Indiana 46060

05100500

Patrick G. Jones  
Premier Communications, Inc.  
The Lenox Building, Suite 600  
3399 Peachtree Road NE  
Atlanta, Georgia 30326

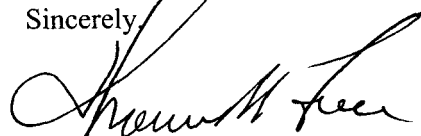
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Questions regarding this filing should be directed to my attention at 407 - 740 - 3001.

We are enclosing a duplicate of this letter and would appreciate it if you would receipt-stamp it and return it to us in the enclosed self-addressed, stamped envelope.

If the Commission requires any further information, please contact the undersigned.

Sincerely,



Thomas M. Forte  
Consultant for Premier Communications, Inc.

TMF/ks

cc: Patrick Jones, Premiere Communications, Inc.  
Donald Roudebush, Telecare, Inc.  
file: Premiere - KY  
Telecare - KY  
tms: KYx0001