



210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

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

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

**RE: Name Change and Replacement Tariff Filing for
Talk America Inc. Formerly Known as Talk.com Holding Corp.
d/b/a The Phone Company of New Hope,
and also d/b/a Network Services
Proposed Effective Date: June 4, 2001**

Dear Mr. Huelsmann:

Enclosed for filing please find one original and three (3) copies of the Local and Access replacement tariffs filed on behalf of Talk America Inc. formerly known as Talk.com Holding Corp. d/b/a The Phone Company of New Hope, and also d/b/a Network Services. This filing incorporates the Company's new name. The company respectfully requests this tariff revision to become effective on June 4, 2001.

On April 9, 2001, Talk.com Holding Corp. amended its Articles of Incorporation to change its name to Talk America Inc. ("Company"). This name change reflects the Company's nationwide reach, and will allow the Company to have all of its entities to operate under one brand name. Consequently, all of the d/b/a's of Talk.com Holding Corp. should be changed to reflect the Company's new name, Talk America Inc. The Company is currently authorized to provide local telecommunications services in the State of Kentucky in Case No. 61-1511. This amendment changed only the name of the corporation and did not alter any assets or holdings, the Company's corporate structure, nor its personnel, directors and officers. Additionally, the Company has not altered its service offerings or prices, so its customers should not be adversely affected by this name change.

Questions regarding this filing may be directed to me at (407) 740-8575.

Please acknowledge receipt of this filing by returning, file-stamped the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

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May 3, 2001
Via Overnight Delivery

RECEIVED

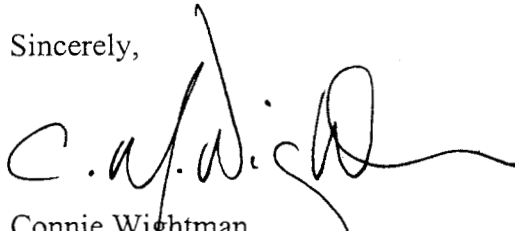
MAY 04 2001

PUBLIC SERVICE
COMMISSION

May 3, 2001
Mr. Martin J. Huelsmann
Executive Director
Public Service Commission of Kentucky
Page 2

Thank you for your assistance.

Sincerely,



Connie Wightman
Consultant to Talk America

CW/im.

cc: Katherine E. Barker, Kelley-Drye (*Cover Letter Only*)
Sharon Thomas, Talk America
File: Talk America - KY Local
Talk America - KY Access
TMS: KYL0109

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0300606.09

John Y. Brown III
Secretary of State
Received and Filed
04/27/2001 10:51 AM
Fee Receipt: \$40.00
sperry - P102



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for an amended certificate of authority on behalf of the corporation named below and for that purpose submits the following statements:

- 1. The corporation is a business corporation (KRS 271B).
 a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).

2. Talk.com Holding Corp
(Name of corporation or fictitious name adopted for use in Kentucky)

is a corporation organized and existing under the laws of the state or country of Pennsylvania
and received authority to transact business in Kentucky on May 16, 1992

3. The corporation's name in the state or country of incorporation has been changed to
Talk America Inc.

The name of the corporation to be used in Kentucky is
Talk America Inc.
(If "real name" is unavailable for use)

4. The corporation's period of duration has been changed to _____

5. The corporation's state or country of incorporation has been changed to _____

6. A certificate of existence duly authenticated by the Secretary of State accompanies this application.

7. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)

Aloysius T. Lawn, IV
Signature

Aloysius T. Lawn, IV-Executive Vice President & Sec
Type or Print Name & Title

Date: 4/26, 2001