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FCC/WELTON
MAY 25 2005

May 25, 2005

VIA COURIER

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Application of LDMI Telecommunications, Inc. for a Transfer of Control
of an Authorized International and Domestic Carrier

Dear Ms. Dortch:

On behalf of LDMI Telecommunications, Inc. (“LDMI”), Talk America Inc. (“Talk America”) and Talk America Holdings, Inc. (“Talk Holdings”) (collectively, “Applicants”), enclosed please find an original and six (6) copies of the above-referenced Application.

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$895.00 to cover the requisite filing fee required for this Application.

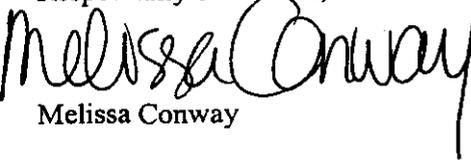
Pursuant to Section 63.04(b) of the Commission’s Rules, Applicants submit this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application (“Combined Application”). Applicants have filed the Combined Application with the International Bureau through the IBFS filing system.

KELLEY DRYE & WARREN LLP

Marlene H. Dortch, Secretary
May 25, 2005
Page Two

Please date-stamp the stamp-and-return copy upon receipt and return it to the courier. Should you have any questions with respect to this filing, please contact Melissa Conway at (202) 955-9667.

Respectfully Submitted,


Melissa Conway

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145		
SECTION A - PAYER INFORMATION		
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kelley Drye & Warren LLP	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)	
(4) STREET ADDRESS LINE NO. 1 1200 19th Street, N.W.		
(5) STREET ADDRESS LINE NO. 2 Suite 500		
(6) CITY Washington	(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-955-9600	(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(11) PAYER (FRN) 0003-7201-58		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(13) APPLICANT NAME LDMI Telecommunications, Inc.		
(14) STREET ADDRESS LINE NO. 1 27777 Franklin Road		
(15) STREET ADDRESS LINE NO. 2 Suite 500		
(16) CITY Southfield	(17) STATE MI	(18) ZIP CODE 48034
(19) DAYTIME TELEPHONE NUMBER (include area code) 248-840-2896	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0004-371-043		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	
(28B) FCC CODE 1	(29B) FCC CODE 2	
SECTION D - CERTIFICATION		
CERTIFICATION STATEMENT I, <u>Melissa Conway</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.		
SIGNATURE <u>Melissa Conway</u>		DATE <u>May 25, 2005</u>
SECTION E - CREDIT CARD PAYMENT INFORMATION		
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____		
ACCOUNT NUMBER _____	EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.		
SIGNATURE _____		DATE _____

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
LDMI TELECOMMUNICATIONS, INC.) File No. ITC-T/C-2005 ____
)
)
Application for Consent to Transfer) WC Docket No. 05-_____
of Control of Company Holding)
International Authorization and Blanket)
Domestic Authorization Pursuant)
to Section 214 of the Communications Act)
of 1934, as Amended)

APPLICATION

LDMI Telecommunications, Inc. ("LDMI"), Talk America Inc. ("Talk America") and Talk America Holdings, Inc. ("Talk Holdings," and together with Talk America, "Talk" or the "Company"), by their attorneys, hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and Sections 63.03, 63.04, 63.10, 63.12, 63.18 and 63.24 of the Commission's Rules,¹ for the proposed transfer of control of LDMI to Talk.² LDMI holds authority under Section 214 of the Act to provide domestic and international telecommunications services. After consummation of the proposed transfer of control, LDMI will be a direct, wholly owned subsidiary of Talk America which itself will remain a direct, wholly owned subsidiary of Talk Holdings.

¹ See 47 CFR §§ 63.03, 63.04, 63.18 and 63.24. Unless an obvious reference is otherwise called for under the circumstances, all referenced to the "Commission's Rules" or "Section" refer to the corresponding provision of 47 CFR Part 63.

² LDMI, Talk America and Talk Holdings are referred to herein collectively as the "Parties" or "Applicants."

Transfer of Domestic and International Authority. Pursuant to Section 63.04(b) of the Commission's Rules, Applicants are filing a combined application for the proposed transfer of control of LDMI, a holder of domestic and international Section 214 authorizations, to Talk. In connection with the transfer of control, Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules. *Exhibit A* hereto provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, in connection with the transfer of control of LDMI as holder of domestic Section 214 authority.

Request for Streamlined Treatment. The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules because (a) after the proposed transaction, Talk will have market share in the interstate, interexchange market of substantially less than 10 percent, and will provide competitive services exclusively in areas served by a dominant local carrier not a party to the transaction, and (b) the Applicants are not currently dominant with respect to any domestic service, and will not become dominant with respect to any domestic service after consummation of the proposed transaction. This Application also qualifies for streamlined treatment under Section 63.12 because, although LDMI has three subsidiaries that are foreign carriers (in Canada, Ireland and the United Kingdom), these subsidiaries do not serve any customers, and thus, do not have market power. Therefore, they are non-dominant under Section 63.10(a)(3) of the Commission's Rules, and this Application is eligible for streamlined

treatment under Section 63.12(c)(1)(ii). Further, LDMI is not affiliated with any dominant U.S. carrier whose services Applicants may resell.

The Applicants respectfully request *expedited* treatment and consideration of this Application so that the Applicants' business plans can be implemented, which business plans include consummation of the proposed transfer of control on or about *July 8, 2005*.

I. APPLICANTS

Pursuant to Section 63.04(a)(6) and (7) of the Commission's Rules, the Applicants provide the following information:

A. LDMI Telecommunications, Inc. (FRN 0004-3710-43)

LDMI Telecommunications, Inc. ("LDMI"), a privately-held Michigan corporation based in Southfield, Michigan, is a facilities-based telecommunications company that provides local and long distance telephone service, and data services such as high-speed connectivity, security, web hosting and network services, primarily to small and medium sized business customers in Michigan and Ohio. LDMI serves approximately 131,000 voice equivalent lines and 27,000 data equivalent lines and has annual revenues in excess of \$120 million. The FCC granted LDMI authority to provide international telecommunications services on July 23, 1994, ITC-94-330. In 2003, LDMI acquired all the assets and customers of Mpower Communications Corp. in Michigan and Ohio (ITC-ASG-20030127-00034; ITC-ASG-20030127-00035; February 21, 2003).

LDMI is authorized to provide local and long distance telecommunications services in Illinois, Indiana, Michigan, Ohio and Wisconsin, and long distance telecommunications services virtually nationwide. LDMI has three (3) subsidiaries that do not conduct business in the United States and are not authorized to provide

telecommunications services in any state: LDMI of Canada, Ltd. (a Canadian company holding a Class A License for the provision of International Telecommunications Services); LDMI of Ireland, Ltd. (an Irish company holding a General Telecommunications License); and LDMI of the U.K., Ltd. (a United Kingdom company holding an International Simple Voice Resale Standard License under Section 7 of the Telecommunications Act of 1984). These three (3) carriers do not have any customers and are considered nondominant under the Commission's Rules.

LDMI has no affiliates that offer domestic telecommunications services. The following entities hold ten percent or greater ownership interest in LDMI:

- (i) WindTel Holdings L.L.C. ("WindTel"), a Michigan limited liability company, owns 18.3% of LDMI. WindTel's principal place of business is One Town Square, Suite 780, Southfield, Michigan 48076.
- (ii) Primus Capital Fund IV Limited Partnership ("Primus"), a Delaware limited partnership, owns 13.2% of LDMI. Primus' principal place of business is 5900 Landerbrook Drive, Suite 200, Mayfield, Ohio 44124.
- (iii) PNC Capital Corp. ("PNC"), a Delaware corporation, owns 16.1% of LDMI. PNC's principal place of business is 3150 CNG Tower, 625 Liberty Avenue, Pittsburgh, Pennsylvania 15222.
- (iv) CID Equity Capital V, L.P. ("CID"), a Delaware limited partnership, owns 10.3% of LDMI. CID's principal place of business is One America Square, Suite 2850, Indianapolis, Indiana 46282.

The primary business of these companies is equity investment. None of these companies hold a ten percent or greater ownership interest in another telecommunications company.

B. Talk America Inc. (FRN 0004-3194-30)

Talk America Inc. ("Talk America"), 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. No entity owns directly or indirectly 10% or more of the equity of Talk Holdings. Talk America is authorized to provide local and long distance telecommunications services virtually nationwide and offers a bundle of these phone services to residential and small business customers. Talk America has built a large base of bundled phone service customers using the wholesale operating platforms of the incumbent local exchange companies and has begun and plans to continue to migrate customers to its own networking platform in Detroit and Grand Rapids, Michigan. Talk America serves approximately 591,000 billed bundled lines in 33 states and 100,000 billed long distance customers across the United States and has annual revenues in excess of \$470 million. The FCC granted Talk America authority to provide international telecommunications services on March 18, 1996, ITC-214-19960119-00025.

In addition to Talk America, Talk Holdings has two other subsidiaries that offer domestic telecommunications services: (1) Talk America of Virginia, Inc., which provides local and long distance services to customers in Virginia; and (2) The Other Phone Company, Inc., which provides local and long distance services to customers in the following states: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North

Carolina, South Carolina and Tennessee. Talk America has no other affiliates that offer domestic telecommunications services.

II. DESCRIPTION OF THE TRANSACTION

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. As mentioned above, Talk Holdings is a publicly held corporation that does not have, and after the proposed transfer of control will not have, any direct or indirect 10% or greater shareholders. Closing of the Transaction is contingent upon, among other things, receipt of necessary regulatory approvals.

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. The Transaction is not expected to result in any discontinuance of service for the 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.

III. PUBLIC INTEREST STATEMENT

The Applicants respectfully submit that the Transaction serves the public interest. After consummation of the Transaction, LDMI will continue to operate under its same name and operating authorities as at present. The Transaction involves no change in the entity providing service to customers, the facilities used to provide such service or the services, rates, terms and conditions of such service. All existing tariffs will remain in place. The transfer of control will be generally transparent to customers and will not have any adverse impact on them; they will continue to use the same number to reach customer service. The only change will be in the ultimate ownership of LDMI.

The Applicants expect that the Transaction will increase competition in the telecommunications market by strengthening Talk's position as an effective and multifaceted telecommunications carrier. The Transaction will allow Talk to combine its financial, technical and market resources and expertise with that of LDMI, thereby enhancing its ability to provide reliable, competitively priced services to customers. Talk will be able to expand its product offerings by adding the offerings of LDMI to its current offerings.

Both Talk and LDMI have created strong customer service organizations that provide high levels of customer satisfaction as demonstrated by their low customer churn rates. Both organizations share similar technology platforms and LDMI's focus on the small to medium sized business customers will complement Talk's focus on the consumer and small business markets. In an era of increasing telecommunications products and services, these customers require expert assistance to find the best solution for their telecommunications requirements. The similarity of business models between Talk and LDMI means that integrating their operations will not occasion significant

changes in what either company does and thus the Transaction poses little risk to customers.

The transfer of control of LDMI to Talk does not result in any anticompetitive effects. LDMI and Talk together will achieve economies of scale and scope which will enhance the company's ability to roll out new products and services and expand into new markets. Although LDMI and Talk both provide service in certain markets (e.g. Michigan, Ohio), neither has significant market share in any of these markets, and the combined market share post-closing will not exceed 10 percent in any market. In all instances, the incumbent local exchange carrier has a virtual monopoly and this Transaction will not diminish the ILEC's dominant market position. Furthermore, other carriers such as AT&T and MCI are active participants in many of these markets. Accordingly, the transfer of control of LDMI to Talk will increase, not degrade, the competitiveness of these markets.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, which require the Applicants to supply certain information requested by Section 63.18:

Responses to 47 CFR Section 63.18(a) – (d)

- (a) Name, address and telephone number of Applicants:

Talk America Inc. and Talk America Holdings, Inc.
6805 Route 202
New Hope, Pennsylvania 18938
Tel: (215) 862-1500
Fax: (215) 862-1960

LDMI Telecommunications, Inc.

27777 Franklin Road
 Southfield, Michigan 48034-2337
 Tel. (248) 440-4010
 Fax: (888) 877-5364

- (b) Talk America Inc. is a Pennsylvania corporation. Talk America Holdings, Inc. is a Delaware corporation. LDMI Telecommunications, Inc. is a Michigan corporation.
- (c) Correspondence concerning this Application should be sent to:

For Talk	For LDMI
<p>Brad E. Mutschelknaus Melissa S. Conway Kelley Drye & Warren LLP 1200 19th Street, N.W., Suite 500 Washington, D.C. 20036 (202) 955-9667 (telephone) (202) 955-9792 (facsimile) mconway@kelleydrye.com</p> <p>with copies to:</p> <p>Aloysius T. Lawn IV EVP-General Counsel Talk America Holdings, Inc. 6805 Route 202 New Hope, Pennsylvania 18938 (215) 862-1092 (telephone) (215) 862-1960 (facsimile) ALawn@talk.com</p>	<p>Michael H. Salsbury and Dana Frix Chadbourne & Parke LLP 1200 New Hampshire Avenue, Suite 300 Washington, D.C. 20036 (202) 974-5691 (telephone) (202) 974-6791 (facsimile) dfrix@chadbourne.com</p> <p>with copies to:</p> <p>Michael Mahoney Chief Financial Officer LDMI Telecommunications, Inc. 27777 Franklin Road, Suite 500 Southfield, Michigan 48034 (248) 440-4025 (telephone) mmahoney@ldmi.com</p>

- (d) Talk America Inc. has authority to provide international services on a resold basis as granted in File No. ITC-214-19960119-00025. LDMI Telecommunications, Inc. has authority to provide on a resold basis as granted in File No. ITC-94-330.

Responses to 47 CFR 64.18(h) – (p)

- (h) Following consummation of the proposed Transaction, LDMI will be a direct, wholly owned subsidiary of Talk America Inc., which itself will continue to be a direct, wholly owned subsidiary of Talk America Holdings, Inc., a publicly traded corporation. Talk America Inc. is a Pennsylvania corporation located at 6805 Route 202, New Hope, Pennsylvania 18938 that offers local and long distance telecommunications services virtually nationwide. Talk America Holdings, Inc. is a

Delaware corporation located at the same address that functions as a holding company for Talk America and various other subsidiaries.

Following consummation of the proposed Transaction, no person or entity will directly or indirectly own 10% or more of the equity of Talk America Holdings, Inc.

Following consummation of the proposed Transaction, there will be no interlocking directorates with any foreign carrier.

- (i) As evidenced by the signatures to this Application, Talk certifies that Talk is not a foreign carrier and currently is not affiliated with a foreign carrier. After consummation of the proposed transaction, Talk will not be a foreign carrier, but will be affiliated with the three (3) nondominant foreign carriers listed in Section I (A) above. These carriers, subsidiaries of LDMI, do not serve any customers.
- (j) As evidenced by the signatures to this Application, Talk certifies that through its acquisition of control of LDMI it does not seek to provide international telecommunications services to any destination country where (a) Talk is a foreign carrier; (ii) any entity that owns more than 25 percent of Talk, or that controls Talk, controls a foreign carrier in that country; or (iii) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Talk and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States. Through its acquisition of control of LDMI, Talk will indirectly control the three (3) nondominant foreign carriers listed in Section 1 (A) above. These carriers, subsidiaries of LDMI, do not serve any customers.
- (k) Through its acquisition of control of LDMI, Talk will indirectly control the three (3) nondominant foreign carriers listed in Section 1 (A) above. These carriers, subsidiaries of LDMI, do not serve any customers. Thus, these carriers lack market power.
- (l) Not applicable.
- (m) Talk qualifies for a presumption of non-dominance under Section 63.10(a)(3). Although, through its acquisition of control of LDMI, Talk will indirectly control LDMI's three (3) subsidiaries that are foreign carriers (in Canada, Ireland and the United Kingdom), these subsidiaries do not serve any customers, and thus, do not have market power. Therefore, they are non-dominant under Section 63.10(a)(3) of the Commission's Rules.
- (n) As evidenced by the signatures to this Application, Talk certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses

market power on the foreign end of the route, and that neither Talk nor LDMI will enter into such agreements in the future.

- (o) As evidenced by the signatures to this Application, Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules. This Application qualifies for streamlined treatment under Section 63.12 because, although LDMI has three (3) subsidiaries that are foreign carriers (in Canada, Ireland and the United Kingdom), these subsidiaries do not serve any customers, and thus, do not have market power. Therefore, they are non-dominant under Section 63.10(a)(3) of the Commission's Rules, and this Application is eligible for streamlined treatment under Section 63.12(c)(1)(ii). Further, neither Talk nor LDMI has any affiliation with any dominant U.S. carrier, and no authority is requested to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in *Exhibit A*.

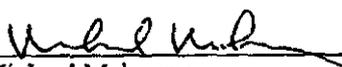
VI. CONCLUSION

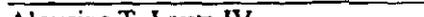
Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

LDMI Telecommunications, Inc.

**Talk America Inc.
Talk America Holdings, Inc.**


Michael Mahoney
Chief Financial Officer
LDMI Telecommunications, Inc.
27777 Franklin Road, Suite 500
Southfield, Michigan 48034
(248) 440-4025 (telephone)
mmahoney@ldmi.com


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Its Attorneys

Their Attorneys

Date: May 25, 2005

VI. CONCLUSION

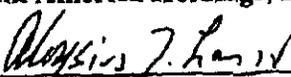
Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

LDMI Telecommunications, Inc.

**Talk America Inc.
Talk America Holdings, Inc.**

Michael Mahoney
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LDMI Telecommunications, Inc.
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Southfield, Michigan 48034
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Its Attorneys

Their Attorneys

Date: May 25, 2005

LIST OF EXHIBITS

EXHIBIT A	Domestic Section 214 Transfer of Control Information
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EXHIBIT A

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the Applicants provide the following information in support of their request.

63.04(a)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules. Following the consummation of the proposed Transaction, Talk will have market share in the interstate, interexchange market of substantially less than 10 percent, and Talk will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the Transaction. Finally, neither Talk nor LDMI nor any affiliate of either company is dominant with respect to any service it provides.

63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(a)(10): Special Considerations

None.

63.04(a)(11): Waiver Requests (If Any)

None.

63.04(a)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.