

05050420
0505
PENDING

CERTIFICATE OF SERVICE

I, Devette McCain, do hereby certify that I have this day caused to be filed with the Commission by US Mail of the original and fourteen (04) copies of the foregoing Application to the following:

RECEIVED

MAY 10 1999

PUBLIC SERVICE
COMMISSION

Executive Secretary of the State
of Kentucky
Public Service Commission of Kentucky
730 Schemkel Lane
P.O. Box 615
Frankfort, Kentucky 40602

I further certify that in accordance with Kentucky Public Service Commission's Entry Requirements for Local Exchange Telephone Service, I have caused to be sent via United States Mail, Postage prepaid, a copy of this Notice to each certified provider of local exchange telecommunications services in the State of Kentucky" attached hereto.

This, the ~~7th~~ day of April, 1999


Devette McCain, President

M.Devette McCain
8829 Lem Turner Rd.
Jacksonville, Florida 32208
Telephone(904)766-3829

**BEFORE THE PUBLIC SERVICE COMMISSION OF
THE STATE OF KENTUCKY**

RE:Application of Talk Too, Com. for a
Certificate of Public Convince and
Necessity as a reseller of Prepaid Local
Exchange Communications Services
throughout the State of Kentucky

Docket No. _____

APPLICATION

Talk Too Communications, a Florida company hereby applies to the Kentucky Public Service Commission for a certificate of Public Convince and Necessity pursuant to the Public Utility Rules of Practice and Procedure, and other applicable statutes or Commission rules and regulations. In support of this applications Talk Too Communications provide the following information:

1. The full name and address of the applicant is:
Talk Too Communications
8829 Lem Turner RD..
Jacksonville, Florida 32208
Tel:(904)766-3829
Fax:(904)766-3038

2. Questions regarding this application should be directions to:
Devette McCain, President
8829 Lem Turner RD.
Jacksonville, Florida 32208
Tel:(904)766-3829
Fax:(904)766-3038

3. Contact name and address at the Company is:
Devette McCain, President
Talk Too Communications
8829 Lem Turner RD..
Jacksonville, Florida 32208
Tel:(904)766-3829

4. Certificate of Incorporations does no apply to this company.

5. Franchise Requirements
As a non-facilities based telecommunications reseller, no franchise agreements are required.

6. Stockholders, officers and directors:

A list of Talk Too communications stockholders, officers and directors is included herewith as Exhibit B. Also attached in Exhibit B is a summary of the managerial qualifications and technical ability of the applicant.

7. Map of Service Area:

Talk Too Communications propose to offer service to customer throughout the State of Kentucky. Talk Too Communications request a waiver of the requirement of providing a service area map.

8. Legal description of full service area:

Talk Too Communications proposes to offer services statewide in all areas served by equal access areas only.

9. Description of service and proposed tariff:

Talk Too Communications is a resale CLEC provider offering prepaid local telephone services.

Talk Too Communications utilizes the underlying networks of BellSouth, Sprint GTE, in Kentucky on a contract basis. Talk Too Communications contracts for services from its underlying carriers on a month to month basis. The underlying transmission carrier is selected based on the best quality, service and price. Calls originate via Feature Group D circuits purchased by the underlying carrier from the local exchange carrier or via special access circuits purchased directly by the customer.

A copy of Talk Too Communications' proposed tariff which includes a description of services offered and proposed rates is provided in exhibit C.

10. Health and Pollution Control Approvals:

Not Health Applicable

11. Net Investments and estimated customer bases:

The Talk Too Communications company plan is based on implementing service in a number of states. THEREFORE, Talk Too Communications does not have a business reason maintaining investment calculations or ongoing accounting on a state specific basis. In support of its financial viability, Talk Too Communications offers balance sheets and income statements as Exhibit D of this applications.

12. Testimony

Attached as Exhibit E is testimony sponsored by Devette McCain.

13. Operator Services:

Talk Too Communications does not offer operator assisted calling. Such calls are directed to the Local exchange carrier or underlying exchange carrier. Call are branded, handled and billed by the other carrier(s) according to that carrier's tariff

14. List of states where Applicant has pending or approved applications

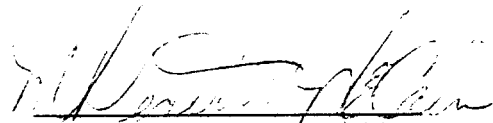
Pending: **Florida, Georgia, South Carolina, North Carolina, Tennessee
Alabama, Kentucky, Louisiana**

Upon certification, Talk Too Communications will abide by all applicable rules and regulations of the Commission and the findings, conclusions, terms and conditions set forth in pertinent Commission orders. Approval of this applications will serve the public interest by creating greater competition and providing consumer with a greater choice in local service.

WHEREFORE, Talk Too Communications request that the Commission issue a Certificate of Public Convenience and Necessity authorizing it to engage in the resale of Prepaid Local Exchange Telecommunication services to the public as proposed herein.

Respectfully submitted this 21 day of April, 1996

Talk Too Communications



M. Devette McCain, President
8829 Lem Turner RD.
Jacksonville, Florida 32208
(904)766-3829

AFFIDAVIT

STATE OF Ill.

COUNTY OF Franklin

I, Devette McCain, first having been duly sworn and
deposed do state the following:

1. That I am the President of Talk Too Communications.
2. That the information presented here is true and accurate and is a current as reasonably possible to the best of my knowledge.
3. Talk Too Communications has not provides services in the Commonwealth of Kentucky prior to the filing of this Notice of Intent to provide service.

Further Affiant Sayeth Not.

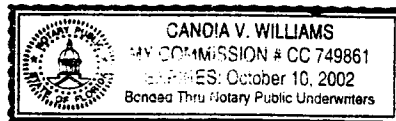
Dated this 23 day of April, 1900.

Devette McCain
Affiant Devette McCain, President

Sworn to and subscribed before me this 23rd day of April, 1900

Candia Williams
Notary Public

My Commission Expires: 10-10-2002



President and CEO
Devette McCain

Chief Financial Officers
Candia & Christopher Williams

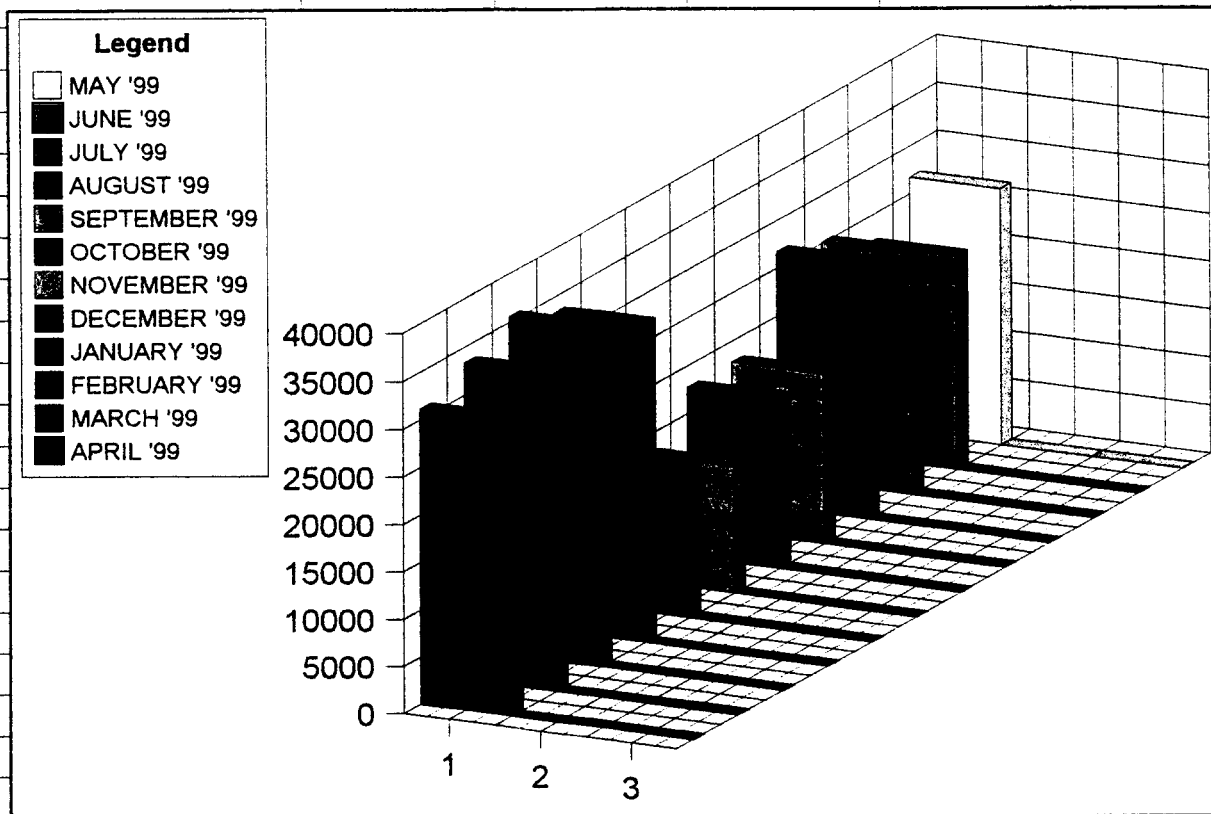
Vice President
Raymond Jones

Please see attached Resumes for additional information

Talk Too Projection Sheet Summary

The attached graphs represent the estimation of New Customers that this company anticipates having in the next fiscal year. The graph represents the number of customers times (1*89) the installation fees and monthly service fees with out taxes. The projections are based on the amount of advertisement and solicitation that is expected to be set forth in the next coming months. These figures are subject to change depending on the monthly intake of customers.

	A	B	C	D	E	F
1	MAY '99	26700				
2	JUNE '99	22250				
3	JULY '99	25089				
4	AUGUST '99	26700				
5	SEPTEMBER '99	17800				
6	OCTOBER '99	17800				
7	NOVEMBER '99	13350				
8	DECEMBER '99	15575				
9	JANUARY '99	33375				
10	FEBRUARY '99	35600				
11	MARCH '99	33375				
12	APRIL '99	31150				
13						
14	FISCAL YEARS TOTALS	298764				
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
25						
26						
27						
28						
29						
30						
31						
32						
33						
34						
35						
36						
37						
38						
39						
40						
41						
42						



Talk Too Communications
8829 Lem Turner Road
Jacksonville, Florida 32208
904-766-3829 Fax: 904-766-3038

Owners of Company (100%)
Christopher Williams and Monique McCain
D/B/A
Talk Too Communications

Contact Person for Customer Complaints and Regulatory Issues
Monique McCain