

CAPTION SHEET

CASE MANAGEMENT SYSTEM

1. REPORT DATE: 00/00/00 :
2. BUREAU: FUS :
3. SECTION(S) : 4. PUBLIC MEETING DATE:
5. APPROVED BY: : 00/00/00
DIRECTOR: :
SUPERVISOR: :
6. PERSON IN CHARGE: : 7. DATE FILED: 10/24/97
8. DOCKET NO: A-310614 : 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT: TALTON HOLDINGS

RESPONDENT/APPLICANT: TALTON INVISION, INC

COMP/APP COUNTY:

UTILITY CODE: 310614

ALLEGATION OR SUBJECT

APPLICATION OF TALTON HOLDINGS, INC., AND TALTON INVISION, INC., FOR THE APPROVAL OF THE TRANSFER OF ASSETS ACQUIRED BY TALTON HOLDINGS FROM INVISION TELECOM TO TALTON INVISION, DOCKETED AT A-310373F2000; AND ADDITIONALLY GRANT TALTON INVISION THE AUTHORITY TO OPERATE AS AN INTEREXCHANGE RESELLER IN THE COMMONWEALTH OF PENNSYLVANIA, DOCKETED AT A-310614. UPON COMMISSION AUTHORIZATION, TALTON HOLDINGS WILL TRANSFER ITS PENNSYLVANIA INTEREXCHANGE RESELLER ASSETS TO TALTON INVISION.

DOCKETED
NOV 26 1997

DOCUMENT
FOLDER

ORIGINAL

COMMONWEALTH OF PENNSYLVANIA

PENNSYLVANIA PUBLIC UTILITY COMMISSION

In Re: Application of)
Talton Holdings, Inc. and)
Talton Invision, Inc.)
for the approval and)
transfer of the right to offer,)
render, furnish or supply)
telecommunication service as)
an interexchange reseller)
to the public in the)
Commonwealth of Pennsylvania)
pursuant to the Certificate)
of Public Convenience issued)
To InVision Telecom, Inc.)
at Docket No. A-310373 to)
Talton Invision, Inc.)

Docket No. A-310614

91 OCT 24 AM 10:20
PROTHONOTARY'S OFFICE

Application for Approval of
Transfer and Exercise of Right

1. Applicant, Talton Holdings, Inc. ("Talton Holdings") is a Delaware Corporation having its principal place of business at 3811 Turtle Creek Boulevard, Suite 1300, Dallas, Texas 75219.
2. Applicant, Talton Invision, Inc. ("Talton Invision") is a Delaware Corporation having its registered office at 1013 Centre Road, Wilmington, Delaware.
3. Applicant's attorney is James H. Norris, Eckert Seamans Cherin & Mellott LLC, 42nd Floor, 600 Grant Street, Pittsburgh, Pennsylvania 15219. Applicants' attorney's telephone number is (412) 566-6159.
4. InVision Telecom, Inc. ("InVision Telecom") is a Georgia Corporation with its headquarters located at 1150 Northmeadow Parkway, Suite 118, Roswell, Georgia,

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30076. InVision Telecom is authorized to offer, render, furnish or supply telecommunication services as an interexchange reseller to the public in the Commonwealth of Pennsylvania pursuant to the Certificate of Public Convenience granted to it in accordance with the Commission's Order entered September 8, 1996 at Docket Nos. A-310373 and A-310027 F2000.

5. Pursuant to 66 Pa. C.S.A. § 1102, Talton Holdings and Talton Invision respectfully request that the Commission approve the transfer of InVision Telecom's Pennsylvania interexchange reseller assets to Talton Holdings. Pursuant to the terms of an Asset Purchase Agreement dated August 21, 1997 (and supplemental letter dated August 21, 1997) InVision Telecom has agreed to transfer its Pennsylvania interexchange reseller assets to Talton Holdings. Pursuant to Sections 2.8 and 5.1 of said Agreement, said interexchange reseller assets will be transferred to Talton Holdings only upon Commission approval of such transfer. The parties are anxious to consummate the transaction and therefore request the Commission's authorization as soon as possible. Attached as Exhibit A is the Asset Purchase Agreement and Letter.

6. Talton Invision was incorporated on or about August 22, 1997. A copy of its Certificate of Incorporation is attached hereto as Exhibit B. Talton Invision has applied to do business in Pennsylvania in accordance with the Pennsylvania Business Corporation Law. A copy of Talton Invision's authorization to do business in Pennsylvania from the Secretary of State will be provided as soon as it is available.

7. Talton Holdings and Talton Invision also respectfully request that the Commission, pursuant to 66 Pa. C.S.A. § 1102, approve the subsequent transfer of assets

acquired by Talton Holdings from InVision Telecom to Talton Invision and additionally grant Talton Invision the authority to operate as an interexchange reseller providing service to the public in the Commonwealth in Pennsylvania. Upon Commission authorization, Talton Holdings will transfer its Pennsylvania interexchange reseller assets to Talton Invision. The parties would also like to consummate this part of the restructuring as soon as possible.

8. The transfer of the InVision Telecom assets to Talton Holdings and then ultimately to Talton Invision will result only in a change of ownership and will have no adverse effect on the customers in Pennsylvania. Furthermore, the transfer will be undertaken in a manner that will not affect the provision of services within Pennsylvania. Customers will continue to be able to purchase the same high quality products and services from Talton Invision that they currently receive from InVision Telecom.

9. Talton Invision has the corporate authority and the financial, managerial and technical ability to offer, render, furnish or supply telecommunication services as an interexchange reseller to the public in the Commonwealth of Pennsylvania.

10. A list of the officers and directors of Talton Invision is attached hereto as Exhibit C.

11. Talton Invision is a wholly owned subsidiary of Talton Holdings. As a newly formed subsidiary of Talton Holdings, Talton Invision does not have a balance sheet or income statement.

12. If this application is approved, Talton Invision will initially adopt the tariff provisions currently utilized by InVision Telecom.

13. Pursuant to Section 2.8(e) of the Asset Purchase Agreement, InVision Telecom will continue to render the service under its Certificate of Public Convenience until this Application is approved.


14. Upon approval of this Application InVision Telecom desires to abandon service under its Certificate of Public Convenience at Docket No. A-310373 and said Certificate will be submitted by InVision Telecom for cancellation.

WHEREFORE, Applicants, Talton Holdings, Inc. and Talton Invision, Inc., respectfully request that your Honorable Commission (1) approve the transfer of Pennsylvania interexchange reseller assets from InVision Telecom, Inc. to Talton Holdings, Inc. and then to Talton Invision, Inc., (2) grant Talton Invision, Inc. a Certificate of Public Convenience to offer, render, furnish or supply telecommunication services as an interexchange reseller to the public in the Commonwealth of Pennsylvania and (3) approve the abandonment of service by InVision Telecom, Inc. under its Certificate of Public Convenience at Docket No. A-310373.

RESPECTFULLY SUBMITTED,

Eckert Seamans Cherin & Mellott, LLC

BY:


James H. Norris
42nd Floor, 600 Grant Street
Pittsburgh, PA 15219
(412) 566-6159
fax (412) 566-6099

Attorneys for Talton Holdings,
Inc. and Talton Invision, Inc.

Dated: October 23, 1997

AFFIDAVIT

I, John R Summers, upon being duly sworn, under oath respectfully state:

1. I am the Vice President of Talton Holdings, Inc. and that I am authorized to make this affidavit on its behalf.

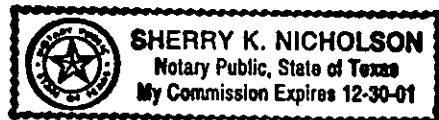
2. I have reviewed the foregoing Application and other documents submitted herewith and the facts set forth therein are true and correct to the best of my knowledge, information and belief.



THE STATE OF TEXAS)
COUNTY OF DALLAS)

The foregoing instrument was sworn to and subscribed before me this 1st day of October, 1997.

Sherry K. Nicholson
NOTARY PUBLIC



AFFIDAVIT

I, John R Summers, upon being duly sworn, under oath respectfully state:

1. I am the Vice President of Talton Invision, Inc. and that I am authorized to make this affidavit on its behalf.

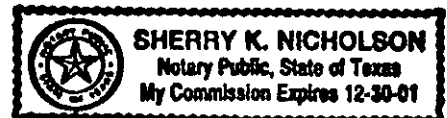
2. I have reviewed the foregoing Application and other documents submitted herewith and the facts set forth therein are true and correct to the best of my knowledge, information and belief.

John R Summers

THE STATE OF TEXAS)
COUNTY OF DALLAS)

The foregoing instrument was sworn to and subscribed before me this 1st day of October, 1997.

Sherry K. Nicholson
NOTARY PUBLIC



AFFIDAVIT

I, Barry E. Selvidge, upon being duly sworn, under oath respectfully state:

1. I am the Vice President of Regulatory Affairs and General Counsel of InVision Telecom, Inc. and that I am authorized to make this affidavit on its behalf.

2. I have reviewed the foregoing Application and other documents submitted herewith and the facts set forth therein are true and correct to the best of my knowledge, information and belief.



STATE OF GEORGIA)
)
COUNTY OF FULTON)

The foregoing instrument was sworn to and subscribed before me this 6th day of October, 1997.

Theresa C. Stroud

NOTARY PUBLIC



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG PA 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE
Acting Secretary
717-772-7777

December 3, 1997

A-310373 F2000
A-310614

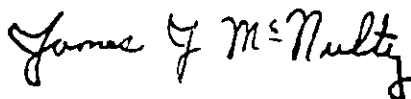
JAMES H NORRIS
ECKERT SEAMANS CHERIN AND MELLOTT, LLC
42ND FLOOR, 600 GRANT STREET
PITTSBURGH PA 15219

Dear Mr. Norris:

Receipt is acknowledged of the Application of Talton Holdings, Inc., and Talton Invision, Inc., which has been captioned and docketed to the above numbers.

This matter will receive the attention of the Commission and you will be advised of any further necessary procedure.

Sincerely,



James J. McNulty
Secretary

JJM:ddt

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DATE: December 3, 1997

SUBJECT: A-310373 F2000
A-310614

TO: Bureau of Fixed Utility Services

FROM: James J. McNulty, Secretary *ddt*

**Application of
Talton Holdings, Inc.,
and
Talton Invision, Inc.,**

We attach hereto a copy of the Application of Talton Holdings, Inc., and Talton Invision, Inc., which has been captioned and docketed to the above numbers.

May we have a report prepared by your Bureau for Public Meeting.

Attachment

cc: Law Bureau
Office of Special Assistants-w/memo and caption only

ddt

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NOV 26 1997

**DOCUMENT
FOLDER**

PENNSYLVANIA PUBLIC UTILITY COMMISSION
RECEIPT

The addressee named here has paid the PA P.U.C. for the following bill:

ECKERT SEAMANS CHERIN & MELLOTT LLC
600 GRANT ST, 42 FL
PITTSBURGH, PA 15219

DATE 2/24/98
RECEIPT # 194076

RECEIVED
PROTHONOTARY'S OFFICE
98 FEB 25 PM 4:17

136698

IN RE: Application fees for TALTON INVISION INC

A-310614..... \$350.00
REVENUE ACCOUNT: 001780-017601-102

DOCKETED
FEB 26 1998

CHECK NUMBER: 191523

DOCUMENT
FOLDER

CHECK AMOUNT \$350.00

C. Joseph Meisinger
(for Dept. of Revenue)