

REQUEST TO ESTABLISH DOCKET
(PLEASE TYPE)

Date: September 15, 1997

Docket No. 971198-TI

1. Division Name/Staff Name: Communications/T. Williams

2. OPR: T. Williams

3. OCR: _____

4. Suggested Docket Title: Request for approval of merger of Interexchange Telecommunications Certificate No. 2669 from CONQUEST OPERATOR SERVICES CORP. #119097 to SMARTALK TELESERVICES, INC.

Conquest Telecommunications Services Corp., parent company of Conquest Operator Services Corp., holder of

with

5. Suggested Docket Mailing List (attach separate sheet if necessary)

- A. Provide NAMES ONLY for regulated companies or ACRONYMS ONLY regulated industries, as shown in Rule 25-22.104, F.A.C.
- B. Provide COMPLETE name and address for all others. (Match representatives to clients.)
 - 1. Parties and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2. Interested Persons and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

6. Check one:
 Documentation is attached.
 Documentation will be provided with the recommendation.

MCGILL, GOTSDINER, WORKMAN & LEPP, P.C.

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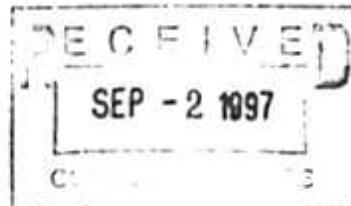
August 29, 1997

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Director of the Division of Communications
Florida Public Service Commission
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RE: SmarTalk TeleServices, Inc.
ConQuest Operator Services Corp.

Dear Sir or Madam:

This firm represents SmarTalk TeleServices, Inc. ("SmarTalk") with respect to its regulatory compliance matters. SmarTalk received authority from the commission to operate as a reseller of long distance and other intrastate telecommunications services on June 12, 1995, in docket number 95-0350-TI. Pursuant to SmarTalk's current tariff, SmarTalk offers various debit card and 1+ services with the majority of revenues generated by sales of debit card services.

This letter is written to notify the commission that on July 30, 1997 SmarTalk entered into a Merger Agreement to acquire ConQuest Telecommunication Services Corp., the parent company of ConQuest Operator Services Corp. ("ConQuest"). ConQuest received authority from the commission to offer long distance (1+) and alternative operator services (0+) on June 8, 1991, in docket number 91-0153-TI. This proposed merger will become effective upon the receipt of all necessary corporate and regulatory approvals.

After the merger is complete, ConQuest Operator Services Corp. will continue to maintain its separate corporate existence and certification as a subsidiary of SmarTalk and provide ConQuest's 0+ services. The 1+ and debit card services offered by ConQuest will be offered by SmarTalk. The name ConQuest will be used only in connection with 0+ services, except on debit cards currently in circulation (it is expected that all "ConQuest" label debit cards will be phased out in approximately 18 months). In the coming weeks, SmarTalk will amend its tariff to include ConQuest's 1+ and prepaid products and delete such services from the current ConQuest tariff.

Thank you in advance for your assistance with this transition. Should you require further information regarding this matter, please feel free to call me.

Very truly yours,

A handwritten signature in cursive script that reads "Nancy Crawford".

Nancy L. Crawford
FOR THE FIRM

#53136 (8/29/97 - 18 36) 8258 0111
via Certified Mail - Return Receipt