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Of Counsel

March 11, 1997

Florida Public Service Commission
2540 Schumard Oak Blvd
Tallahassee, Florida 32399

Attn: Docketing

Re: Transfer of Assets
Sunbelt Line, Inc.

Dear Sir:

Enclosed herewith for filing please find an original plus twelve (12) copies of the Application of Sunbelt Line, Inc to transfer its assets and CPCN to its subsidiary TelMatch Telecommunication, Inc.

A copy amount of \$250.00 has been enclosed in payment of filing fee

An additional copy of this letter has been enclosed to be date-stamped and returned to the undersigned in stamped self-addressed envelope

Sincerely,

Leon Nowalsky

Leon Nowalsky

Enclosures

cc: Ed Miller

LLN/sk

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Sun Belt Line, Inc.
TelMatch Telecommunications,
Inc.

DOCUMENT NUMBER-DATE
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FISC-RECORDS/REPORTING

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

Application for Approval)
of Transfer of Assets Along With CPCN From)
Sunbelt Line, Inc.)
(Parent Corporation) to TelMatch)
Telecommunications.)
Inc (Subsidiary Corporation))

DOCKET NO 20311

APPLICATION

Sunbelt Line, Inc. D/B/A TelMatch Telecommunications ("Sunbelt"), pursuant to the applicable Statutes of Florida and the Commission's Rules and Regulations currently in effect and/or subsequently enacted, hereby requests Commission approval of a transaction through which it will transfer all of the telecommunications assets (customer base, accounts receivables and authority to operate as a public utility) to TelMatch Telecommunications, Inc. (TelMatch) a wholly subsidiary of Sunbelt. As will be described in more detail below, following the transfer, TelMatch will operate the telecommunications business on a going-forward basis. As a regulated telecommunications provider, Sunbelt hereby seeks Commission approval of the Agreement.

Commission approval of the proposed Agreement will be beneficial to the involved companies as well as their customers. Following consummation of the Agreement, TelMatch will be able to provide telecommunications services to the Sunbelt customers in a more efficient manner because providing such services will be the only type of business conducted by TelMatch. Whereas, prior to the Agreement Sunbelt was providing both

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trucking and telecommunications services. Approval of the proposed agreement will not be in any way detrimental to the public interests of the State of Florida. The customers of Sunbelt will continue to receive the same high quality service presently rendered to them. Additionally, no party to the Agreement will be given undue advantage over any other party.

In support of the Application, Applicant shows the following

I. THE PARTIES

1 Sunbelt Line, Inc. is a South Carolina Corporation with its principal offices located at 2736 TV Road, Florence, South Carolina 29501. Sunbelt is a regulated entity which provides long distance telecommunications services.

2 TelMatch Telecommunications, Inc. is a South Carolina Corporation with its principal offices located at 2736 TV Road, Florence, South Carolina 29501. TelMatch was organized specifically to assume the telecommunications assets of Sunbelt.

3 Sunbelt is authorized by the FCC to offer domestic interstate services in all fifty (50) states as a non-dominant carrier. Sunbelt currently provides intrastate service, pursuant to certification, registration or tariff requirements, or on an unregulated basis, in four (4) states. Sunbelt is a certified carrier in the State of Florida.¹

¹ In Florida, Sunbelt provides intrastate telecommunications services pursuant to Certificate Of Public Convenience and Necessity issued in matter entitled "Sunbelt Line, Inc. Application for a Certificate of Public Convenience and Necessity to Provide Intrastate Interexchange Telecommunications Services Within the State of Florida". Docket No. 940355-TI, Order No. PSC-94-0997-FOF-TI, effective date August 18, 1994.

4 Pursuant to the transaction which is the subject matter of this Application, Sunbelt will transfer to TelMatch, its wholly owned subsidiary, all of its telecommunications assets. TelMatch will operate these assets on a going-forward basis.

II. DESIGNATED CONTACT

5 The designated contact for questions concerning this Application is

Leon Nowalsky, Esquire
Nowalsky & Bronston
3500 N. Causeway Blvd. Suite 1442
Metairie, LA 70002
(504) 832-1984

III. REQUEST FOR PERMISSION TO TRANSFER

6 TelMatch was organized for the purpose of allowing Sunbelt Line, Inc. to separate out Sunbelt's two main lines of business: trucking and telecommunications. The original certificate granted by the Florida Public Service Commission was issued in the name of Sunbelt. However, the subsequent growth of both companies along with the differing nature of the trucking and telecommunications businesses makes a formal separation of the telecommunications business from the trucking business imperative so that more effort can be directed towards satisfying the end users' telecommunications needs.

7 While TelMatch does not have its own certification, Sunbelt would request that since the relationship of Sunbelt to TelMatch is that of parent-subsidiary, it would be more economical and expedient to allow the operational authority presently vested in Sunbelt to be transferred to TelMatch so that TelMatch can immediately assume the ongoing telecommunications operations of Sunbelt without interruption of service.

IV. PUBLIC INTEREST CONSIDERATIONS

8. Critical to the proposed transaction is the need to ensure the continuation of high quality service to all customers currently served by Sunbelt. The proposed transaction will serve the public interest for the following reasons:

9. First, with TelMatch being separated from its corporate parent, TelMatch will be able to direct more effort towards satisfying end-users by devoting resources exclusively to the telecommunications business.

10. Second, it will increase the appeal to present and potential customers of TelMatch as this entity will not be viewed, in the public's perception, as a trucking company.


11. Finally, it may result in cost savings because of discounts TelMatch could receive by entering into telecommunications buying consortiums which are limited exclusively to businesses whose primary business is the provisioning of telecommunications services.

V. CONCLUSION

12. WHEREFORE, for the reasons stated herein, Applicant requests that the Commission authorize Sunbelt to consummate the Agreement and transfer its telecommunications assets to TelMatch.

Dated this 10th day of MARCH, 1997

Respectfully submitted,



Leon Nowalsky, Esquire
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3500 N. Causeway Blvd. Suite 1442
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(504) 832-1984

STATE OF SOUTH CAROLINA

COUNTY OF FLORIANCIS

VERIFICATION

I, Bert Belk, am the President of Sunbelt Line, Inc., and am authorized to make this verification on it's behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as those matters I believe them to be true

By 
Name Bert Belk
Title President

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 5TH day of MARCH, 1997


Notary Public

My Commission is issued for life.