

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Request for) DOCKET NO. 961304-TI
acknowledgement of transfer of) ORDER NO. PSC-97-0030-FOF-TI
control of stock from Heartline) ISSUED: January 7, 1997
Communications, Inc. to Total)
National Telecommunications,)
Inc.)
_____)

The following Commissioners participated in the disposition of this matter:

SUSAN F. CLARK, Chairman
J. TERRY DEASON
JOE GARCIA
JULIA L. JOHNSON
DIANE K. KIESLING

NOTICE OF PROPOSED AGENCY ACTION ORDER
APPROVING TRANSFER OF CONTROL

BY THE COMMISSION:

NOTICE IS HEREBY GIVEN by the Florida Public Service Commission that the action discussed herein is preliminary in nature and will become final unless a person whose interests are substantially affected files a petition for a formal proceeding, pursuant to Rule 25-22.029, Florida Administrative Code.

On October 31, 1996, Heartline Communications, Inc. (HCI), filed with this Commission a notice of transfer of control from HCI to Total National Telecommunications, Inc. (TNT). HCI, a privately held Texas corporation, is a non-dominant carrier that resells domestic interstate and international services acquired from underlying facilities-based carriers. Like HCI, TNT is a non-dominant carrier that resells domestic interstate and international services acquired from underlying facilities-based carriers. TNT holds Interexchange Telecommunications Certificate No. 3600, issued December 23, 1994, pursuant to Order No. PSC-94-1481-FOF-TI.

HCI and TNT have entered into a Purchase Agreement whereby TNT acquired substantially all of the assets, as well as liabilities, of HCI in exchange for 155,000 shares of TNT common stock. These 155,000 shares were then transferred in equal amounts of 38,750 shares to HCI's four Shareholders. Among other things, the assets which were transferred from HCI to TNT include all contracts,

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agreements and other arrangements; all price lists, customer lists and other customer information; accounts receivable; and all cash and cash equivalents or similar types of investments. TNT also acquired all rights to use the name "Heartline" or "HCI." Notwithstanding the disposition of substantially all of its assets and liabilities, HCI remains a separate incorporated entity.

HCI states that this transaction will facilitate lower prices and higher quality service to the public. No disruption of service nor inconvenience will result to HCI customers since the transaction will have been transparent to customers.

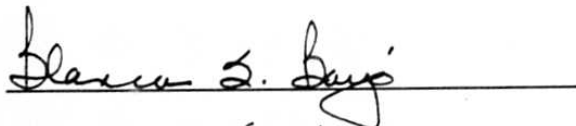
Pursuant to Section 364.345(2), Florida Statutes, we determine that the transfer of control from HCI to TNT is in the public interest and, accordingly, we grant our approval.

Based on the foregoing, it is, therefore,

ORDERED by the Florida Public Service Commission that the transfer of control of Heartline Communications, Inc. to Total National Telecommunications, Inc. is hereby approved. It is further

ORDERED that, unless a person whose substantial interests are affected by the action proposed herein files a petition in the form and by the date specified in the Notice of Further Proceedings or Judicial Review, this Order shall become final and effective and this docket shall be closed.

By ORDER of the Florida Public Service Commission, this 7th day of January, 1997.



BLANCA S. BAYÓ, Director
Division of Records and Reporting

(S E A L)

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NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.59(4), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

The action proposed herein is preliminary in nature and will not become effective or final, except as provided by Rule 25-22.029, Florida Administrative Code. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, as provided by Rule 25-22.029(4), Florida Administrative Code, in the form provided by Rule 25-22.036(7)(a) and (f), Florida Administrative Code. This petition must be received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on January 28, 1997.

In the absence of such a petition, this order shall become effective on the day subsequent to the above date as provided by Rule 25-22.029(6), Florida Administrative Code.

Any objection or protest filed in this docket before the issuance date of this order is considered abandoned unless it satisfies the foregoing conditions and is renewed within the specified protest period.

If this order becomes final and effective on the date described above, any party substantially affected may request judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or by the First District Court of Appeal in the case of a water or wastewater utility by filing a notice of appeal with the Director, Division of Records and Reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days of the effective date of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.