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FPSC - Records/Reporting

980471 - TI

March 31, 1998

VIA AIRBORNE EXPRESS

Executive Secretary
Florida Public Service Commission
2450 Schumard Oak Boulevard
Tallahassee, Florida 32399-0850

**Re: Notification by Wavetech, Inc., Imagitel, Inc. and
DDD Calling, Inc. of a Corporate Reorganization**


Dear Sir:

On behalf of Wavetech, Inc. ("Wavetech"), Imagitel, Inc. ("Imagitel") and DDD Calling, Inc. ("DDD"), this letter is to advise the Commission of a series of transactions (the "Reorganization") whereby DDD will become a wholly owned subsidiary of Imagitel, Imagitel will become a wholly owned subsidiary of Wavetech, and the present shareholders of DDD will receive, on a pro rata basis, a designated number of shares of Wavetech's publicly traded common stock listed on the NASDAQ SmallCap Exchange. Copies of the Reorganization instruments and the parties' financial statements shall be furnished to the Commission upon request.

It is our understanding, based upon review of the applicable statutes and regulations, that the Reorganization does not require prior Commission approval. Accordingly, absent written notice to the contrary within thirty (30) days from the date of this letter, the parties will proceed to consummate the Reorganization in a timely fashion.

Wavetech is a publicly held Nevada corporation with principal offices located at 5210 East Williams Circle, Suite 200, Tuscon, Arizona 85711. Wavetech does not directly offer long distance telecommunications services, but rather shall merely act as the publicly held parent company after giving effect to the Reorganization.

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FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

03803 APR-1 88

FPSC-RECORDS/REPORTING

Imagitel is a privately held Nevada corporation with principal offices located at 5120 Woodway Drive, Suite 7007, Houston, Texas 77056. Imagitel does not directly offer long distance telecommunications services, but rather is a corporation which has been specifically organized for purposes of acting as a holding company for the common stock of DDD.

DDD is a privately held Texas corporation with principal offices located at 5120 Woodway Drive, Suite 7007, Houston, Texas 77056. DDD is a development stage company with no presently existing operations or revenues. DDD is authorized to resell domestic interstate and international long distance service purchased from various facilities based carriers as a non-dominant carrier pursuant to the FCC's *Competitive Carrier* policies. DDD is authorized by the FCC to offer domestic interstate and international services in all fifty (50) states and the District of Columbia as a non-dominant carrier. DDD is also authorized to provide intrastate service, pursuant to certification, registration or tariff requirements, or on an unregulated basis, in thirty-six (36) states. DDD became certificated in this State on July 16, 1996, Docket No. 960498-TI, Order No. PSC-96-0914-FOF-TI.

The Reorganization will include the following series of transactions:

1. Imagitel, which has the same ownership composition as DDD, shall form a wholly owned Delaware subsidiary called DDD Interim, Inc. ("DDD Interim");
2. DDD Interim shall merge with and into DDD, and in the process, DDD shall become a wholly owned subsidiary of Imagitel;
3. Wavetech shall form a wholly owned Nevada subsidiary called Wavetech Interim, Inc. ("Wavetech Interim");
4. Wavetech Interim shall merge with and into Imagitel, and in the process, Imagitel shall become a wholly owned subsidiary of Wavetech; and
5. DDD, as a second-tier subsidiary of Wavetech and first-tier subsidiary of Imagitel, intends to operate as a regulated entity pursuant to its present certifications, registrations, tariff requirements and rate structures, or on an unregulated basis, as provided by and pursuant to applicable law.

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There shall be no change of control of DDD, the regulated entity, as a result of the Reorganization. As a result, it is our understanding that no approval or other formal action is required by the Commission in connection with the Reorganization. However, the parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files.

Included with this original letter are seven (7) copies. Please return one (1) of the copies file-stamped in the envelope provided. If you need any further information or have any questions regarding the matters discussed herein, please do not hesitate to contact the undersigned.

Thank you for your assistance in this matter.

Respectfully submitted,



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DDD Calling, Inc.

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BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of corporate reorganization whereby D.D.D. Calling, Inc. (holder of IXC Certificate No. 4693) will become a wholly-owned subsidiary of Imagitel, Inc., and Imagitel will become a wholly-owned subsidiary of Wavetech, Inc.

DOCKET NO. 980471-TI
ORDER NO. PSC-98-0624-FOF-TI
ISSUED: May 4, 1998

The following Commissioners participated in the disposition of this matter:

JULIA L. JOHNSON, Chairman
J. TERRY DEASON
SUSAN F. CLARK
JOE GARCIA
E. LEON JACOBS, JR.

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING CORPORATE REORGANIZATION

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.

Section 364.33, Florida Statutes, provides that a person may not acquire ownership or control of any telecommunications facility, or any extension thereof for the purpose of providing telecommunications services to the public, including the acquisition, transfer, or assignment of majority organizational control or controlling stock ownership, without prior approval from this Commission.

D.D.D. Calling, Inc. (D.D.D. Calling) holds Interexchange Telecommunications (IXC) Certificate No. 4693. By letter dated March 31, 1998, D.D.D. Calling filed with this Commission a request for approval of a corporate reorganization whereby D.D.D. Calling will become a wholly-owned subsidiary of Imagitel, Inc. (Imagitel) and Imagitel will become a wholly-owned subsidiary of

ORDER NO. PSC-98-0624-POP-TI
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Navetech, Inc. D.D.D. Calling has stated that it will continue to operate under its current tariff on file with this Commission.

We determine that D.D.D. Calling has met the requirements of Section 364.33, Florida Statutes. Accordingly, we find that the reorganization is in the public interest, and we approve it pursuant to Section 364.33, Florida Statutes.

Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that D.D.D. Calling Inc.'s request for approval of corporate reorganization whereby D.D.D. Calling will become a wholly-owned subsidiary of Imagitel, Inc. and Imagitel, Inc. will become a wholly-owned subsidiary of Navetech, Inc. is hereby approved. It is further

ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective unless an appropriate petition, in the form provided by Rule 25-22.036, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings or Judicial Review" attached hereto. It is further

ORDERED that in the event this Order becomes final, this Docket shall be closed.

By ORDER of the Florida Public Service Commission, this 4th day of May, 1998.

/s/ Blanca S. Bayó
BLANCA S. BAYÓ, Director
Division of Records and Reporting

This is a facsimile copy. A signed copy of the order may be obtained by calling 1-850-413-6770.

(S E A L)

FLORIDA PUBLIC SERVICE COMMISSION - RECORDS AND REPORTING

Form for Photographs and Mailing

Date 1/3/74
Number of Originals 4 Copies Per Original 17
Requested By [Signature]

Item Presented
Agenda For (Date) _____ Order No. 95-0624 In Docket No. 1-171
Notice of _____ For (Date) _____ In Docket No. _____
Other _____

Special Handling Instructions _____

Distribution/Mailing			
Number	Distributed/Mailed To	Number	Distribution/Mailed To
<u>17</u>	<u>Commission Offices</u>	<u>--</u>	_____
	<u>Docket Mailing List - Mailed</u>	_____	_____
<u>5</u>	<u>Docket Mailing List - Faxed</u>	_____	_____

Note: Items must be mailed and/or returned within one working day after issue unless specified here:

Print Shop Verification
Job Number 42 Verified By W.S.
Date and Time Completed 5-6 Job Checked For Correctness and Quality (Initial) _____

Mail Room Verification
Date Mailed _____ Verified By _____