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Monica R. Borne
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ORIGINAL

November 11, 1998

VIA AIRBORNE EXPRESS

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

Re: Notification by RRV Enterprises, Inc. d/b/a Consumer Access of a Corporate Reorganization, Docket No. 980560-TI, Order No. PSC-98-0876-FOF-TI

Dear Sir:

On or about April 24, 1998, Wavetech, Inc., Imagitel, Inc. and RRV Enterprises, Inc. (collectively, the "Parties") provided the Commission with written notification of a proposed corporate reorganization (the "Reorganization"). A copy of said notification is enclosed herewith for reference.

The Commission issued an order approving the reorganization on July 2, 1998. On behalf of the Parties, please accept this letter as formal notification to the Commission of the Parties' intention to abandon the proposed Reorganization. By this letter the parties request that the Commission vacate or otherwise satisfy the record with regard to the abandonment of the referenced transaction.

Included with this original letter are six (6) copies. Please return the enclosed additional copy file-stamped in the envelope provided.

We apologize for any inconvenience or added burden which these matters may have caused the Commission. Thank you for your continued cooperation and assistance.

Respectfully submitted,



EllenAnn G. Sands
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3500 North Causeway Boulevard, Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Counsel for Wavetech, Inc., Imagitel, Inc. and
RRV Enterprises, Inc.

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Enclosures

DOCUMENT NUMBER-DATE

12806 NOV 16 88

FPSC-RECORDS/REPORTING

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request by RRV Enterprises, Inc. d/b/a Consumer Access (holder of IXC Certificate No. 4754) for approval of transfer of control whereby RRV will become a wholly-owned subsidiary of Imagitel, Inc., Imagitel will become a wholly-owned subsidiary of Wavetech, Inc. and present shareholders of RRV will receive, on a pro rata basis, designated number of shares of Wavetech's publicly traded common stock listed on the NASDAQ SmallCap Exchange.

DOCKET NO. 980560-TI
ORDER NO. PSC-98-0876-FOF-TI
ISSUED: July 2, 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.

DOCUMENT NUMBER-DATE

16952 JUL-28

ORDER NO. PSC-98-0876-FOF-TI
DOCKET NO. 980560-TI
PAGE 2

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.

By letter dated April 23, 1998, RRV Enterprises, Inc. d/b/a Consumer Access (RRV) requested approval of RRV's corporate reorganization whereby RRV will become a wholly-owned subsidiary of Imagitel, Inc. (Imagitel), Imagitel will become a wholly-owned subsidiary of Wavetech, Inc. (Wavetech), and present shareholders of RRV will receive, on a pro rata basis, designated number of shares of Wavetech's publicly traded common stock listed on the NASDAQ SmallCap Exchange.

We determine that RRV 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 RRV Enterprises, Inc. d/b/a Consumer Access' request for approval of its corporate reorganization is hereby approved. It is further

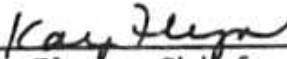
ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective unless an appropriate petition, in the form provided by Rule 25-22.036, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, 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.

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By ORDER of the Florida Public Service Commission, this 2nd
day of July, 1998.

BLANCA S. BAYÓ, Director
Division of Records and Reporting



Kay Flynn, Chief
Bureau of Records

(S E A L)

KMP

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), 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.

Mediation may be available on a case-by-case basis. If mediation is conducted, it does not affect a substantially interested person's right to a hearing.

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 July 23, 1998.

ORDER NO. PSC-98-0876-FOF-T1
DOCKET NO. 980560-TI
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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.

NOWALSKY, BRONSTON & GOTHARD, L.L.C.

Attorneys at Law

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April 23, 1998

Monica R. Borne
EllenAnn G. Sands

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FPSC - Records/Reporting

VIA AIRBORNE EXPRESS

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

980560 - TI

Re: Notification by RRV Enterprises, Inc. of a
Corporate Reorganization

Dear Sir:

On behalf of RRV Enterprises, Inc. ("RRV"), this letter is to advise the Commission of a series of transactions (the "Reorganization") whereby RRV will become a wholly owned subsidiary of Imagitel, Inc. ("Imagitel"), Imagitel will become a wholly owned subsidiary of Wavetech, Inc. ("Wavetech"), and the present shareholders of RRV 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.

RRV is a privately held Texas corporation with principal offices located at 5120 Woodway Drive, Suite 7007, Houston, Texas 77056. RRV has been in operation since 1996. RRV 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. RRV 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. RRV is also authorized to provide intrastate service, pursuant to certification, registration or tariff requirements, or on an unregulated basis, in forty-two (42) states. RRV became certificated in this State on November 19, 1996 in Docket Number PSC-96-1380-FOF-TI, Order No. 960890-TI.

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OFFICE OF RECORDS

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 RRV.

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.

The Reorganization will include the following series of transactions:

1. Imagitel, which has the same ownership composition as RRV, shall form a wholly owned Delaware subsidiary called RRV Interim, Inc. ("RRV Interim");
2. RRV Interim shall merge with and into RRV, and in the process, RRV 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. RRV, 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.

There shall be no change of control of RRV, 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.

Executive Secretary
Florida Public Service Commission
April 23, 1998
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Included with this original letter are six (6) 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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