

THE REBENSORF GROUP, INC.

• MANAGEMENT CONSULTING • INVESTMENT BANKING • REGULATORY COMPLIANCE •

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August 20, 1998

Executive Secretary
Florida Public Service Commission
Division of Communications
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

981109-TI

Dear Sir or Madam

The undersigned counsel represents STAR Telecommunications, Inc ("STAR") and PT-1 Communications, Inc. ("PT-1") with respect to the regulatory matters described herein. PT-1 received authority from the Commission to operate as a reseller of long distance intrastate on August 7, 1996, in Docket Number 960634-TI. Pursuant to its current tariff, PT-1 offers predominately prepaid telecommunications services to end-users within the state; STAR provides domestic and international switched voice services to long distance carriers and commercial customers in the United States and throughout the world. STAR received a CPCN from the Commission at Order No. PCS-97-1260-FOF-TI.

This letter is written to notify the Commission that on June 9, 1998, PT-1 entered into an Agreement and Plan of Merger with STAR, whereby STAR will acquire all of the capital stock of PT-1 as follows: STAR will cause a wholly-owned subsidiary of STAR, to be merged with and into PT-1, after the merger, PT-1 will be the surviving corporation and a wholly-owned subsidiary of STAR, and the merged subsidiary shall cease to exist. The transaction will close, *inter alia*, upon receipt of all necessary regulatory filings and approvals.

After the merger, PT-1, through its wholly owned subsidiary, PT-1 Phonecard, to whom PT-1 shall assign its CPCN, shall continue to manage its telecommunications operations in the same manner as prior to the merger. The services provided to end-users as described in the PT-1 tariffs shall not be disturbed by this transaction. PT-1 will maintain its tariffs as prescribed in the Rules of the Commission and laws of the State.

An original and 5 copies of this letter are enclosed. Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided.

Should you have any questions regarding this matter, please contact me as soon as possible. The parties anticipate closing by September 30, 1998.

Respectfully Submitted,

George Rebensdorf, Esq.

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