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June 5, 2003

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COMMISSION
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BY OVERNIGHT DELIVERY

Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

Re: Notification by Network US, Inc. d/b/a CA Affinity and Universal Broadband Communications, Inc. d/b/a Business Savings Plan of an Asset Purchase Agreement and request to Waive Verification Requirements of Florida Administrative Code Rule 25-4.118.

Dear Sir or Madam:

On behalf of Network US, Inc. d/b/a CA Affinity ("Network") and Universal Broadband Communications, Inc. d/b/a Business Savings Plan ("UBC") this letter is to advise the Commission of an Asset Purchase Agreement (the "Agreement") which the companies propose to consummate, **and to request that the Commission waive the verification requirements of Florida Administrative Code Rule 25-4.118.** It is our understanding, based upon review of the applicable statutes and regulations, that this transaction does not require prior Commission approval. Accordingly, absent written notice to the contrary within thirty (30) days of the date of this letter, the parties will proceed to consummate the transaction in a timely fashion.

Network and UBC propose to consummate the Agreement whereby Network will acquire certain of the telecommunications assets of UBC, including but not limited to UBC's customer accounts (the "Acquisition"). The transition from UBC to Network will be seamless and transparent.

Network is a privately held Illinois corporation with principal offices located at W229 N1433 Westwood Drive, Suite 205, Waukesha, WI 53186. Network is a non-dominant

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carrier that provides resold interexchange telecommunications services. Network is a certificated carrier in this State.¹

UBC is a privately held Nevada corporation with principal offices located at 4 Park Plaza, Suite 800, Irvine, CA 92614. UBC is authorized to provide resold interexchange telecommunications services throughout the United States. UBC is a certificated carrier in this State.²

The proposed Acquisition will accomplish the following:

- a. UBC will sell, transfer and assign to Network all of UBC's right, title and interest in and to certain of UBC's assets, as defined in the Agreement;
- b. In consideration for the above transfer and sale of Assets, Network will pay to UBC the purchase price set forth in the Agreement.

Network proposes the Acquisition to consolidate the business and customer accounts of UBC with Network US in order to create a single, larger provider of telecommunications services, facilitating efficiencies for the benefit to all of Network's and UBC's customers. Service to UBC's customers will continue uninterrupted.

The customers of UBC will be given the opportunity to switch their service from UBC to a different carrier. (A copy of the customer notice is attached hereto as Exhibit "A"). Those customers of UBC who choose not to switch their service to a different carrier will receive service from Network US.

The technical, managerial and financial personnel of UBC will assist with the transition and integration of the acquired Assets after the transaction. The technical, managerial and financial personnel of Network will continue to serve the transferred UBC customers with the same high level of expertise.

Upon consummation of the proposed Acquisition, Network intends to notify all current end users of UBC of the Acquisition by bill insert. Network anticipates that none of the customers of UBC will experience any change in rates due to the Acquisition. To the extent that any of UBC's rates are not presently included in Network's Tariffs, Network

¹ Network US provides intrastate interexchange telecommunications services in this State pursuant to authority granted in Docket No. 010792-T1 as of 9/14/01.

² UBC provides intrastate interexchange telecommunications services in this State pursuant to authority granted in Docket No. 020472-T1, Order No. PSC 02-1014-PAA-TT, dated 8/19/02.


will amend its Tariffs accordingly to include such rates. As a result, the transaction should not cause any inconvenience or confusion to the pre-existing customers of either UBC or Network.

Critical to the Acquisition is the need to ensure the continuation of high quality service to all customers currently served by UBC. The Acquisition will serve the public interest in that it will ensure that current UBC customers maintain uninterrupted service. The Acquisition will also serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of Network to compete in the marketplace and to provide telecommunications services for a greater number of consumers in this State at competitive rates.

The parties are forwarding this letter to the Commission for informational purposes, to be included in the appropriate files. Absent receipt of written notification to the contrary within thirty (30) days of the date of this letter, we will proceed under the understanding that no approval or other formal action is required by the Commission prior to consummation of the proposed transaction.

Enclosed are the original and seven (7) copies of this letter. 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 me. Thank you for your assistance in this matter.

Respectfully submitted,



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Counsel for Network US, Inc. and Universal
Broadband Communications, Inc.

Exhibit “A”

Network US, Inc.
d/b/a CA Affinity

Universal Broadband Communications, Inc.
d/b/a Business Savings Plan

(Customer Name)
(Address)

Dear Customer:

Network US, Inc. d/b/a CA Affinity (“Network”) and Universal Broadband Communications, Inc. d/b/a Business Savings Plan (“UBC”) have entered into an agreement whereby, subject to the regulatory approval, the telecommunications assets of UBC will be acquired by Network, and Network will become your telecommunication service provider. Network anticipates becoming your telecommunications provider on **[date]** or shortly thereafter.

This change in ownership will not affect or in any way disrupt your current service. The rates and terms and conditions of the services offered by Network will be the same as those offered by UBC. No charges or fees will be imposed and no rate increase will occur as a result of this transaction.

You have a choice of carriers. If you do not wish to remain a customer, you may change carriers and such change will be at Network’s expense.

Network will make every effort to resolve outstanding UBC customer complaints.

The toll free Customer Service number will remain the same and if you have any questions, please call one of our Customer Service Representatives at 1-800-[].

All customers receiving this notice, including those who have arranged preferred carrier freezes through their local service providers, will be transferred to Network if a different preferred carrier is not selected before **[date]**.

We at Network US, Inc. are pleased to welcome you to our team and would like to express our appreciation for allowing us the opportunity of being your telecommunication service provider. We are confident that you will be pleased with the high quality of our service.