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A Professional Limited Liability Company

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March 8, 2002

RECEIVED

BY OVERNIGHT DELIVERY

MAR 11 2002

Mr. Martin J. Huelsmann
Executive Director
Kentucky Public Service Commission
730 Schenkel Lane
Frankfort, KY 40601

PUBLIC SERVICE
COMMISSION

Re: Notification by Universal Broadband Communications, Inc. d/b/a
Business Savings Plan and Norstar Communications, Inc. d/b/a
Business Savings Plan of an Asset Purchase and Sale Agreement

05162800 - Active

*05152000
INACTIVE*

Dear Mr. Huelsmann:

On behalf of Universal Broadband Communications, Inc. d/b/a Business Savings Plan ("UBC") and Norstar Communications, Inc. d/b/a Business Savings Plan ("Norstar"), this letter is to advise the Commission of an Asset Purchase and Sale Agreement (the "Agreement") which the companies propose to consummate. 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.

UBC and Norstar propose to consummate the Agreement whereby UBC will purchase, and Norstar will sell the direct billing customer base and selected other assets of Norstar, including Norstar's certification and license to provide telecommunications services in this State. A copy of the Agreement is available for inspection and review upon request by the Commission.

UBC is a publicly held Nevada corporation with principal offices located at 18200 Von Karman Avenue, Suite 900, Irvine, California 92612. UBC is informing the Commission of the transfer of Norstar's certificate to provide telecommunications services in this State to UBC. In connection with the Acquisition, UBC has filed applications for the transfer of Norstar's certificate to UBC and has filed applications for authority to provide interexchange telecommunications services in a number of other states, where required. UBC's foreign qualification certificate of authority filed with the Secretary of State of this State is attached hereto as Exhibit "A".

Norstar is a privately held California corporation with principal offices located at 18200 Von Karman Avenue, Suite 900, Irvine, California 92612. Norstar is authorized to provide resold interexchange services in 48 states. Norstar is a certificated carrier in this State.¹

The proposed Acquisition will accomplish the following:

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

UBC proposes these transactions to ultimately ensure that Norstar's customers continue to receive high quality telecommunications services, uninterrupted. The customers of Norstar will be given the opportunity to switch their service from Norstar to a different carrier. Those customers of Norstar who choose not to switch their service to a different carrier will continue to receive service pursuant to authority previously granted to Norstar by this State and hereby transferred to UBC.²

The transaction should not cause any inconvenience or confusion to the pre-existing customers of Norstar. In no event will any transferred customers be charged higher rates as a result of the proposed transaction.

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

Critical to the proposed transaction and consolidation of customer accounts is the need to ensure the continuation of high quality service to all customers currently served by Norstar. The proposed transaction will serve the public interest for the following reasons:

- a. It will enable UBC to provide a streamlined level of service for all involved customers by creating a single, larger operation to provide long distance service to the customers in this State as well as other states. The transaction will enhance the operating efficiencies, including market efficiencies, of UBC.

¹ Norstar is authorized to provide interexchange telecommunications services in this State pursuant to authority granted by initial tariff filing and acceptance, #61-0359 dated April 25, 2000.

² A copy of the customer notice is attached as Exhibit "B".

- d. Accordingly, the requested transaction and consolidation will serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of UBC to compete in the marketplace and to provide telecommunications services for a greater number of consumers of 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 eleven (11) 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 the undersigned. Thank you for your assistance in this matter.

Respectfully submitted,



EllenAnn Sands
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3500 North Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
(504) 832-1984
Counsel for Universal Broadband
Communications, Inc. d/b/a Business
Savings Plan and Norstar
Communications, Inc. d/b/a Business
Savings Plan

EXHIBIT B

Customer Notice

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

Norstar Communications, Inc.
d/b/a Business Savings Plan

(Customer Name)
(Address)

Dear Customer:

Universal Broadband Communications, Inc. d/b/a Business Savings Plan ("UBC") and Norstar Communications, Inc. ("Norstar") have entered into an agreement whereby, subject to the regulatory approval, the telecommunications assets of Norstar will be acquired by UBC, and UBC will become your telecommunication service provider. UBC 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 UBC will be the same as those offered by NORstar. 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 UBC's expense.

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 1-800-390-8959.

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

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

We at UBC 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.

ADOPTION NOTICE

The undersigned of Universal Broadband Communications, Inc. d/b/a Business Savings Plan ("UBC") of Nevada hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed and posted by it, all tariffs and supplements containing rates, rules and regulations for furnishing telecommunications service state wide in the Commonwealth of Kentucky filed with the Public Service Commission of Kentucky by Norstar Communications, Inc. of California and in effect on the _____ day of _____, 2001, the date on which the public service business of the said Norstar was taken over by it.

This notice is issued on the 8th day of March, 2002, in conformity with 807 KAR 5:011, Section 10 of the Regulations for filing of Tariffs of Public Utilities with the Public Service Commission of Kentucky.

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


By: 
EllenAnn G. Sands
Counsel for Universal Broadband
Communications, Inc. d/b/a Business
Savings Plan and Norstar
Communications, Inc. d/b/a Business
Savings Plan

EXHIBIT A

Foreign Qualification

**COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE**



APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to ~~conduct business in~~ Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).
2. The name of the corporation is
Universal Broadband Communications, Inc.
3. The name of the corporation to be used in Kentucky is _____

4. Nevada is the state or country under whose law the corporation is incorporated.
(If "real name" is unavailable for use)
5. September 8, 2000 is the date of incorporation and the period of duration is perpetual

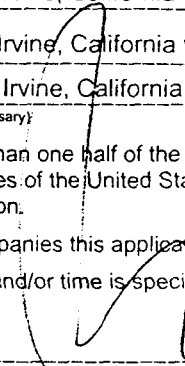
6. The street address of the corporation's principal office is
18200 Von Karman Avenue, 10th Floor, Irvine, California 92612

<u>400 West Market Street, Suite 1800</u>	<u>Louisville</u>	<u>KY</u>	<u>40202</u>
<small>Street</small>	<small>City</small>	<small>State</small>	<small>Zip Code</small>

and the name of the registered agent at that office is
National Registered Agents, Inc.

8. The names and usual business addresses of the corporation's current officers and directors are as follows:
- | | | |
|----------------|---|---|
| President | <u>Mark Ellis, 18200 Von Karman Avenue</u> | <u>10th Floor, Irvine, California 92612</u> |
| Vice President | _____ | _____ |
| Secretary | <u>Mark Ellis, 18200 Von Karman Avenue</u> | <u>10th Floor, Irvine, California 92612</u> |
| Treasurer | <u>Mark Ellis, 18200 Von Karman Avenue</u> | <u>10th Floor, Irvine, California 92612</u> |
| Directors | <u>Mark Ellis, 18200 Von Karman Avenue</u> | <u>10th Floor, Irvine, California 92612</u> |
| | <u>Harold Stokes, 18200 Von Karman Avenue</u> | <u>10th Floor, Irvine, California 92612</u> |

- (Attach a continuation sheet, if necessary)
9. If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.
10. A certificate of existence duly authenticated by the Secretary of State accompanies this application.
11. This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)



Signature

Mark Ellis, President

Type or Print Name & Title

Date: 12/27, 2001

I, National Registered Agents, Inc.
Type or print name of registered agent consent to serve as the registered agent on behalf of the corporation.
National Registered Agents, Inc.
By: _____
Signature of Registered Agent
see attached

Type or Print Name & Title

0528027.09
John Y. Brown III
Secretary of State
Received and Filed
01/02/2002 10:36 AM
Fee Receipt: \$90.00
F Blevins - P101

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



STATEMENT OF CONSENT OF REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 271B, 273, 275 or 362, the undersigned hereby consents to act as registered agent on behalf of the business entity named below and for that purpose submits the following statements:

1. The business entity is a corporation (KRS 271B or KRS 273)
 a limited liability company (KRS 275)
 a limited partnership (KRS 362)

2. The name of the business entity is

Universal Broadband Communications, Inc.

3. The state or country of incorporation, organization or formation is Nevada

4. The name of the initial registered agent is

National Registered Agents, Inc.

5. The street address of the registered office address in Kentucky is

400 West Market Street, Suite 1800

Louisville

KY

40202

Street

City

State

Zip Code

Charles A. Coyle

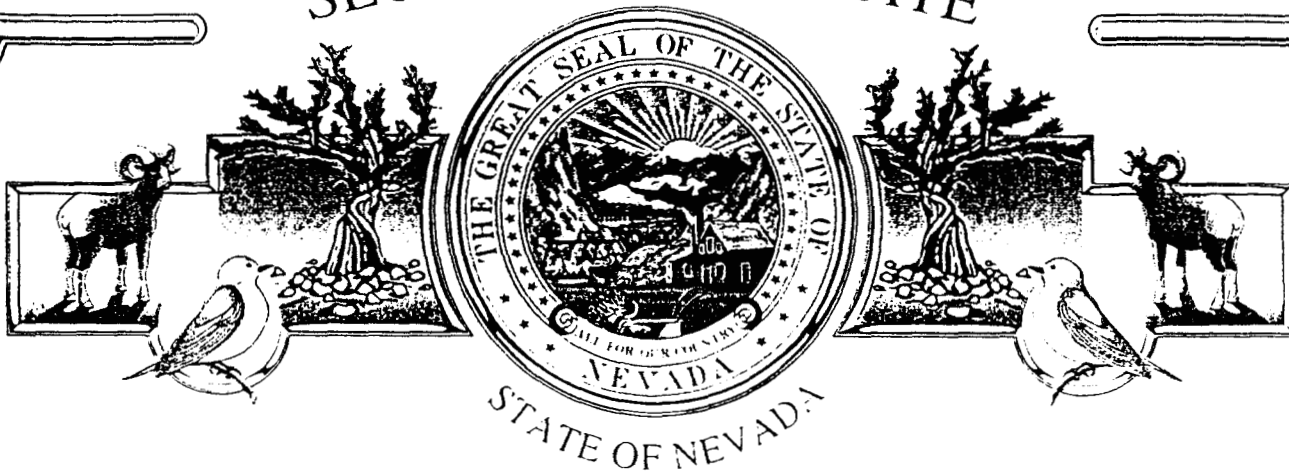
Signature of registered agent

Charles A. Coyle - Asst. Secretary
For National Registered Agents, Inc.

Type or Print Name & Title, if applicable

Date: 12/27, 2001

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **UNIVERSAL BROADBAND COMMUNICATIONS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 8, 2000, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on December 20, 2001.



Dean Heller

DEAN HELLER
Secretary of State

By

M. K. Kishman

Certification Clerk

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0528027.04
John Y. Brown III
Secretary of State
Received and Filed
02/12/2002 12:17 PM
Fee Receipt: \$20.00

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CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of
Business Savings Plan

(Name under which the business will be conducted)

has been adopted by Universal Broadband Communications, Inc.

(Real name - KRS 365.015(1))

which is the "real name" of (YOU MUST CHECK ONE)

a Domestic General Partnership

a Foreign General Partnership

a Domestic Registered Limited Liability Partnership

a Foreign Registered Limited Liability Partnership

a Domestic Limited Partnership

a Foreign Limited Partnership

a Domestic Business Trust

a Foreign Business Trust

a Domestic Corporation

a Foreign Corporation

a Domestic Limited Liability Company

a Foreign Limited Liability Company

a Joint Venture

organized and existing in the state or country of Nevada, and whose address is

18200 Von Karman Avenue, 10th Floor, Irvine, CA 92612

Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by

Signature

Mark Ellis, President

Print or type name and title

1/11/02

Date

Signature

Print or type name and title

Date