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BY OVERNIGHT DELIVERY

Executive Secretary
Utah Public Service Commission
160 East 300 South
Salt Lake City, UT 84111

Docket No. 13-2545-01

Re: Notification by Wholesale Carrier Services, Inc. and Digizip.com, Inc. of an Asset Purchase Agreement

Dear Sir or Madam:

On behalf of Wholesale Carrier Services, Inc. ("WCS") and Digizip.com, Inc. ("Digizip") (together "Applicants"), this letter is to advise the Commission of an Asset Purchase Agreement (the "Agreement"), whereby WCS will acquire substantially all of the assets of Digizip, including, but not limited to, Digizip's customer accounts in this State (the "Acquisition").

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.

Wholesale Carrier Services, Inc. is a Florida corporation with principal offices located at 5471 North University Drive, Coral Springs, FL 33067. WCS is a certified long distance telecommunications resale provider in this State.¹ Digizip is an Arizona corporation with principal offices located at 168 Irving Avenue #302, Port Chester, NY 10573. Digizip is a certified long distance telecommunications resale provider in this State.²

¹WCS provides facilities-based local exchange telecommunications services in this State pursuant to a notice.

² Digizip provides resold long distance telecommunications services in this State pursuant to a notice filed on 3/23/04.

The Acquisition contemplates the following:

- a. WCS will receive ownership, right, title and interest in and to substantially all of Digizip's assets, including its customer accounts, as defined in the Agreement.
- b. Digizip will receive the purchase price pursuant to the terms of the Asset Purchase Agreement.

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

The customers of Digizip will be given the opportunity to switch their service from Digizip to a different carrier. WCS anticipates that none of the customers of Digizip will experience any change in rates due to the Acquisition. To the extent that any of Digizip's rates are not presently included in WCS's tariffs, WCS 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 Digizip or WCS. Those customers of Digizip who choose not to switch their service to a different carrier will receive service from WCS.

The technical, managerial and financial personnel of Digizip will assist with the transition and integration of the acquired Assets by WCS. After the transaction has been consummated, the technical, managerial and financial personnel of WCS will continue to serve the transferred Digizip customers with the same high level of expertise.

Critical to the Acquisition is the need to ensure the continuation of high quality service to all customers currently served by Digizip. The Acquisition will serve the public interest in that it will ensure that current Digizip 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 WCS 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.

In addition, Digizip requests relinquishment of their certificate of authority and/or tariff pursuant to this Notification.

Enclosed are the original and three (3) 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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