

Telecommunications
E Commerce
Technology
Corporate & Finance
Trademarks
Proprietary Rights
Complex Litigation
General Business Law

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jsm@thglaw.com

August 11, 2003

AUG 12 2003

**PUBLIC SERVICE
COMMISSION**

VIA OVERNIGHT DELIVERY

Helen Helton, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

Re: Notification of Buyers United, Inc., d/b/a buyersonline, d/b/a United Carrier Networks and Glyphics Communications, Inc. Regarding Proposed Customer Base Transfer

Dear Ms. Helton:

Buyers United, Inc., d/b/a buyersonline, d/b/a United Carrier Networks ("Buyers") and Glyphics Communications, Inc. ("Glyphics") (together the "Parties"), through undersigned counsel hereby notify the Kentucky Public Service Commission ("Commission") of a proposed transaction whereby Glyphics agrees to sell and Buyers agrees to purchase Glyphics' long distance customers ("Customer Base").

Buyers and Glyphics are authorized to provide resold interexchange telecommunications services in Kentucky, as set forth below.

As set forth in greater detail below, Buyers and Glyphics have entered into an agreement whereby Buyers will purchase Glyphics' Customer Base. Closing of the transaction is subject to the Parties' obtaining regulatory approvals, where required. The transaction described herein will ensure that Glyphics' current Kentucky long distance customers continue to receive uninterrupted service pursuant to their current rates and terms and conditions of service while at the same time enabling them to take advantage of the full suite of products and services available to other Buyers; members. The Parties emphasize that the transition of Glyphics' Customer Base to Buyers will be seamless and transparent. Following the transfer of customer accounts from Glyphics to Buyers, Buyers will continue to provide the same long distance services under the

same rates and same terms and conditions of service as those customers currently receive from Glyphics.

Based upon a review of Kentucky law, it is the understanding of the Parties that Commission approval is not required to complete the transaction described herein. The Parties therefore submit this letter for informational purposes, to notify the Commission of the proposed asset transfer and their intent to consummate their transaction as soon as possible.

Additional information is set forth below.

Description of the Parties

A. Buyers United, Inc., d/b/a buyersonline, d/b/a United Carrier Networks

Buyers United, Inc., d/b/a buyersonline, d/b/a United Carrier Networks ("Buyers") is a Delaware corporation with its principal place of business located at 14870 South Pony Express Drive, Bluffdale, Utah 84065. Buyers is a publicly traded corporation (OTC Bulletin Board: BYRS.OB) providing both commercial and residential customers discounted long distance telecommunications services. Buyers provides services on a resold basis, offering primarily 1+ equal access, calling cards and toll free access calling to customers throughout the contiguous United States and Hawaii. Buyers United provides its telecommunications services to niche markets under two doing business as (d/b/a) names – "buyersonline" and "United Carrier Networks" – buyersonline is intended to cater to the residential consumer and United Carrier Networks targets business customers. In Kentucky, Buyers is authorized to provide interexchange telecommunications services pursuant to Filing No. T 64-0348.

B. Glyphics Communications, Inc.

Glyphics is a Utah corporation with its principal place of business located at 66 E. Wadsworth Park Dr., Suite 200, Draper, Utah 84020. Glyphics is a privately held corporation and provides resold long distance telecommunications services throughout the contiguous United States. In Kentucky, Glyphics is authorized to provide interexchange telecommunications services pursuant to Utility ID No. 5145600.

Contact Information

Questions or inquiries concerning this notification may be directed to:

For Buyers United:

Kimm Partridge
Buyers United, Inc.
14870 South Pony Express Drive
Bluffdale, Utah 84065
(866) 541-0000 (Tel)
(866) 800-0007 (Fax)
Email: kimm.partridge@ucn.net

with a copy to:

Jonathan S. Marashlian
The Helein Law Group, P.C.
8180 Greensboro Drive, Suite 700
McLean, Virginia 22102
(703) 714-1313 (Tel)
(703) 714-1330 (Fax)
Email: jsm@thlglaw.com

For Glyphics:

Liz Petroni
Glyphics Communications, Inc.
66 E. Wadsworth Park Dr., Suite 200
Draper, Utah 84020
(801) 558-8140 or
(801) 365-0500 ext. 1254 (Tel)
(801) 406-0261 (Fax)
Email: liz@glyphics.com

Description of the Transaction

Through this transaction, Buyers will acquire all of Glyphics' existing long distance customers ("Customer Base") located in Kentucky.¹ Until closing, when regulatory approvals have been obtained, Buyers will manage the purchased customers on behalf of Glyphics under a Transition Agreement.

As a result of the transaction, the transferred Customer Base will not experience any changes to the rates and terms and conditions of service currently being provided by Glyphics. In fact, the transferred Customer Base will continue to see the Glyphics' trade name(s) on their bills. Pursuant to the parties' agreement, although the customer accounts will be transferred from Glyphics to Buyers, the transfer will only result in Buyers becoming the "behind the scenes" provider of services to the transferred Customer Base. The only change customers will visibly

¹ Approximately 152 customers are affected by the transaction in Kentucky.

notice is Buyers name (or one of the company's d/b/a names – buyersonline or United Carrier Networks) appearing on their bill, to advise them that Buyers is their telecommunications provider:

In accordance with the rules of the Federal Communications Commission, the Parties have sent written notice to affected customers of Glyphics informing them of the proposed transfer of their accounts to Buyers. Attached hereto at Exhibit 1 is a copy of the FCC filing and customer notice.

Public Interest Considerations

The proposed transaction will serve the public interest by allowing Buyers to become the underlying telecommunications provider for Glyphics' long distance customers. As described above, after the transfer to Buyers the Customer Base will continue to receive the same rates and terms and conditions of service currently provided by Glyphics. In fact, transferred customers will continue to see Glyphics' trade name(s) on their bills. The only changes resulting from the transaction are that Buyers will become the underlying telecommunications provider and its name, or one of its d/b/a names, will appear on customer bills, in addition to Glyphics' name(s). Because the transfer is transparent, customers will not be billed any charges to effectuate the transfer.

The public interest is also served, because, as explained above, the Parties have provided written notice of the proposed transaction to assure that affected Glyphics customers will understand how the proposed transfer will affect them.

Accordingly, the Parties respectfully submit that the proposed transaction will serve the public interest.

Conclusion

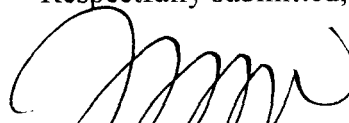
Rapid completion of the transaction is an important factor in order to allow Buyers to fully incorporate the transferred Customer Base into its operations. Accordingly, the Parties respectfully notify the Commission of their intent to consummate this transaction as soon as possible.

August 11, 2003

Page 5

An original and three (3) copies of this letter are enclosed for filing. Kindly date-stamp and return the enclosed extra copy of this filing in the postage-paid envelope provided.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'J. Marashlian', written in a cursive style.

Jonathan S. Marashlian
Regulatory Counsel

cc (via e-mail):

Liz Petroni (Glyphics)

Kimm Partridge (Buyers United)

EXHIBIT 1

FCC Filing and Customer Notice

Telecommunications
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Writer's Direct Dial Number

(703) 714-1313

STAMP & RETURN

RECEIVED

JUL 31 2003

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Writer's E-mail Address

jsm@thlglaw.com

July 30, 2003

HAND DELIVERED VIA COURIER

Marlene F. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445-12th Street, S.W.
Room tw-204B
Washington, D.C. 20554

**Re: Notice of Proposed Customer Base Transfer and Certification of
Compliance With FCC Rules – CC Docket No. 00-257**

Dear Ms. Dortch:

Enclosed are an original and four (4) copies plus two (2) additional public copies of Buyers United, Inc., d/b/a buyersonline, d/b/a United Carrier Networks ("Buyers") Notice of Proposed Customer Base Transfer and Certification of Compliance with the Federal Communications Commission's ("FCC's") rules prescribed in CC Docket No. 00-257 and set forth in C.F.R. § 64.1120(e)(1).

In compliance with C.F.R. § 64.1120, Buyers presents the following:

1. Names of Parties Involved in Transaction:

Acquiring Carrier:

Buyers United, Inc.
d/b/a buyersonline
d/b/a United Carrier Networks

Transferring Carrier:

Glyphics Communications, Inc.

2. Types of Telecommunications Services Provided:

1+ switched voice long distance, dedicated voice long distance,
800/888/877 toll-free and calling card

Marlene F. Dortch
July 30, 2003

3. Date of Proposed Transfer:

On or shortly before August 30, 2003, but not earlier than customers' receipt of 30 days' prior notice.

4. Certification of Compliance with Customer Notice Requirements:

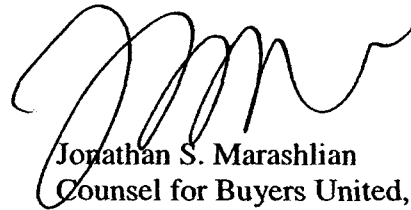
See Attachment A.

5. Copy of Customer Notice:

See Attachment B.

A duplicate original copy of this letter is enclosed, please date stamp this copy as acknowledgement of its receipt and return it. Questions regarding this filing may be directed to Jonathan S. Marashlian at the above address or by telephone at (703) 714-1313.

Respectfully submitted,



Jonathan S. Marashlian
Counsel for Buyers United, Inc.
d/b/a buyersonline,
d/b/a United Carrier Networks

Enclosures

cc: Michele Walters, Accounting Policy Division

ATTACHMENT A

Certification of Compliance

CERTIFICATION

State of Utah)
)
) ss.
County of Salt Lake)

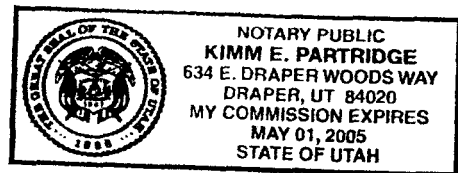
I, Paul Jarman, hereby declare under penalty of perjury that:

1. I am President of Buyers United, Inc. ("Buyers");
2. I am authorized to make this declaration on its behalf;
3. Buyers has and/or will comply with:
 - a. the requirement to provide advance subscriber notice in accordance with C.F.R. § 64.1120(e)(3);
 - b. the obligations specified in that notice; and
 - c. all statutory and Federal Communications Commission requirements applying to the streamlined procedures promulgated in CC Docket No. 00-257
4. The facts stated in the foregoing submission are true and correct to the best of my knowledge, information and belief.

By: Paul Jarman
Paul Jarman
Buyers United, Inc.

Sworn and subscribed before me this 25 day of July, 2003.

My Commission Expires: 5-1-2005
Kimm E. Partridge



ATTACHMENT B

Customer Notice



UNITED CARRIER NETWORKS
A Division of Buyers United, Inc.

14870 Pony Express Road
Bluffdale, Utah 84065



July 21, 2003

XXXXXXXXXXXXXX
XXXXXXXXXXXXXX
XXXXXXXXXXXXXX

**** IMPORTANT NOTICE ABOUT YOUR LONG DISTANCE SERVICE ****

Dear Customer:

Glyphics Communications is excited to tell you about some new improvements to your long distance service. To better serve you and to provide additional products and savings in the near future, we have contracted with United Carrier Networks (UCN) to become the underlying provider of your long distance service.

Here are a few key pieces of information that answer some questions you may have:

- Although UCN will provide the underlying long distance service, Glyphics will remain involved with your account indefinitely and you will continue to see the Glyphics name on your monthly bill.
- There will be no costs, delays, or service interruptions to you associated with the transfer.
- Your long distance rates will not change nor will the terms and conditions of your service. You will be billed by UCN for the services you contracted for through Glyphics.
- UCN is a profitable, publicly held company. To learn more about UCN, please visit us at www.ucn.net.
- UCN is happy to provide references of highly satisfied customers, upon request.

While you have the right to select another long distance carrier for your service, UCN and Glyphics are committed to providing you with the most advanced, reliable and competitively priced telecommunications services available.

UCN extends a warm welcome and is excited to have you as a customer. UCN is proud of its commitment to quality and record of outstanding customer service.

If you have any questions at all, please contact UCN toll-free at **800-675-0132**.

Once more, welcome to UCN!

Warmest Regards,

Paul Jarman
President
United Carrier Networks
A division of Buyers United, Inc.

Gary L. Moulton
President & CEO
Glyphics Communications, Inc.