

**APPLICATION FOR TRANSFER OF CERTIFICATE OF AUTHORITY TO
PROVIDE COMPETITIVE TELECOMMUNICATIONS SERVICES IN OREGON**

INSTRUCTIONS: Complete every applicable section of this application. Attach additional documents and/or sheets to complete responses (if needed). You will be notified when the Commission receives your application, and again when it has been processed. Upon acceptance of this application, the Commission will publish notice pursuant to ORS 759.020(2). After submitting this application electronically, mail one copy with original signature and all attachments.

Desired Effective Date:

To guarantee processing by the effective date, the Commission must receive an application at least 60 days prior to the desired effective date unless Commission Staff and Applicant have agreed to an earlier effective date. The Commission allows filing and notice prior to effective date of transaction. The Commission will issue an order on the desired effective date unless Applicant files a notice of extension or withdraws the application.

SECTION I -- Transferee/Surviving Entity Information

1. Exact Legal Name of Surviving Entity or Transferee:

United American Technology, Inc.

Applicant's Assumed Business Name(s) (if any) (e.g., dba, aka)
Must be registered with the Corporation Division.

Applicant's Type of Legal Entity (e.g., corporation, limited partnership)
Corporation

Business Address

**900 N.E. 63rd Street
Suite 100
Oklahoma City OK 73105**

Phone **405-418-0340**

Fax **405-840-9002**

Email **tom@uatnow.com**

2. Name and Address of Person to be Contacted for Further Information Regarding This Application:

**Jonathan S. Marashlian, Esq.
The Helein Law Group, LLP
8180 Greensboro Drive, Suite 700
McLean VA 22102**

Phone **703-714-1313**

Fax **703-714-1330**

Email **jsm@thlglaw.com**

3. Name and Address of Person to be Contacted for Regulatory Information (Commission will send requests for information to this person).

**Tom Anderson, CEO
900 N.E. 63rd Street
Suite 100
Oklahoma City OK 73105**

Phone **405-418-0340**

Fax **405-840-9002**

Email **tom@uatnow.com**

4. **Affiliated Interests:**

As of the date of the transfer, will you be, or are you now, or have you ever been affiliated with any provider of telecommunications service that serves Oregon? If so, who? When? Describe affiliation. Affiliated interest is defined in OAR 860-032-0001.

5. Previous Certificates of Authority:

List each certificate of authority previously granted by the Oregon PUC to Applicant and to each affiliated entity, under a legal name, an assumed business name, or any other name. Include all certificates whether or not canceled. For each certificate include: name of entity, docket number, and order number.

	Name of Entity	Docket Number	Order Number
a.			
b.			
c.			
d.			

SECTION II -- Transferring Entity (Transferor) Information

By completing this information the Transferor acknowledges that it will no longer have authority and cannot provide the telecommunications services that are transferred.

1. Exact Legal Name of Transferring or Merging Entity (Transferor):

PromiseVision Technology, Inc.

Applicant's Assumed Business Name(s) (if any) (e.g., dba, aka)
Must be registered with the Corporation Division.

Applicant's Type of Legal Entity (e.g., corporation, limited partnership)

Corporation

Business Address

**1050 E. 2nd St.
Suite 212
Edmond OK 73034**

Phone **405-418-0341**

Fax **405-418-0344**

Email **sandi@ionet.com**

2. Name and Address of Person to be Contacted for Further Information Regarding the Application:

**Jonathan S. Marashlian, Esq.
The Helein Law Group, LLP
8180 Greensboro Drive, Suite 700
McLean VA 22102**

Phone **703-714-1313**

Fax **703-714-1330**

Email **jsm@thlglaw.com**

3. Name and Address of Person to be Contacted for Regulatory Information (Commission will send requests for information to this person). Please provide the email address:

**Carl Thompson, Acting President
1050 E. 2nd St.
Suite 212
Edmond OK 73034**

Phone **405-418-0341**

Fax **405-418-0344**

Email **sandi@ionet.com**

4. Certificates of Authority to be Transferred:

- a. List each certificate of authority previously granted by the Oregon PUC to Transferor, under its legal name, an assumed business name, or any other name. Include all certificates whether or not canceled. For each certificate provide the name of entity, docket number, and order number.

	Name of Entity	Docket Number	Order Number
1)	PromiseVision Technology, Inc.	712	99-695
2)			
3)			
4)			

- b. Do you request that ALL authority to provide telecommunications service be transferred? Yes No
- c. If response to 4.b. is No, describe what authority is to be transferred and what authority is to be retained by the Transferor.

Note: The transferring entity (Transferor) will no longer be authorized to provide the telecommunications services that are transferred.

SECTION III -- Nature of Transaction between Transferee and Transferor (describe in detail)

On December 29, 2003, United American Technology, Inc. (UAT) and PromiseVision Technology, Inc. (PV) entered into an Asset Purchase Agreement (APA), whereby PV agreed to sell and UAT agreed to purchase all of PV's assets. Closing of the APA is contingent on obtaining regulatory approvals, where required. Pending closing of the APA in each relevant jurisdiction, UAT will manage PV's assets pursuant to a Management Agreement. Upon obtaining regulatory approval, PV customers will be provided at least 30 days advance notice prior to the closing of the transaction. This notice will inform PV customers that: (1) after 30 days UAT will become their new long distance provider, (2) they may elect a different carrier without incurring any charges within the 30 day period, (3) the only change they will see on their bill is UAT's name replacing PV's and (4) all rates, terms & conditions will not change.

Please use additional sheets if necessary to fully answer any item.

SECTION IV -- Conditions of a Certificate of Authority

As a condition of a certificate of authority, certificate holder must comply with all applicable Commission rules and state law, as well as conditions listed in the certificate.

For your convenience, following is a summary of some conditions from OAR 860-032-0001 et seq. (Division 32). Additional conditions will be specified in the certificate.

- a. Certificate holder shall provide only telecommunications services authorized by the certificate.
- b. Certificate holder's books and records shall be open to inspection by the Commission to the extent necessary to verify information required by the Commission's rules.
- c. Certificate holder shall pay all access charges and subsidies imposed pursuant to the Commission's rules.
- d. Certificate holder shall pay an annual fee to the Commission pursuant to the Commission's rules. This fee will be based on the certificate holder's annual gross retail intrastate revenues and will be no less than \$100 per calendar year. The certificate holder shall collect the fee by charging an equitable amount to each retail customer and describe the amount of the apportioned charge on each retail customer's bill, pursuant to the Commission's rules.
- e. The surviving entity (Transferee) is responsible for the annual PUC fee and all other fees incurred by the transferring entity (Transferor) as of the date the Commission approves the transfer.
- f. Certificate holder shall respond in a timely manner to Commission inquiries.

Pursuant to Residential Service Protection statutes, Chapter 290, Oregon Laws 1987, and Division 033, certificate holder shall be responsible to ensure that the Residential Service Protection Fund surcharge is remitted to the Commission. This surcharge is assessed against each paying retail subscriber at a rate that is set annually by the Commission.

Applicant understands that all services provided by Applicant must comply with all applicable Commission rules and state law, and with conditions of the certificate (check box at left).

<p><i>Signature of Person Authorized to Represent Transferee/Surviving Entity</i></p> <hr/> <p>Typewritten Name Tom Anderson</p>	<p>Title President</p> <p>Date 4/16/2004</p>
<p><i>Person Authorized to Represent Transferring Entity (Transferor)</i></p> <hr/> <p>Typewritten Signature Carl Thompson</p>	<p>Title Acting President</p> <p>Date 4/16/2004</p>
<p>By signing this document I certify that I am a legal representative of this entity and that by transferring the authority to provide telecommunications to the above noted surviving entity, the transferring entity no longer has authority to provide telecommunications services that are transferred.</p>	



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.sos.state.or.us/corporation/corphp.htm

Registry Number: 211935-94
Type: FOREIGN BUSINESS CORPORATION

UNITED AMERICAN TECHNOLOGY, INC.
900 NE 63RD ST STE 100
OKLAHOMA CITY OK 73105

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document

APPLICATION FOR AUTHORITY

Filed On
04/06/2004

Jurisdiction
OKLAHOMA

Name

UNITED AMERICAN TECHNOLOGY, INC.

Principal Place of Business

900 NE 63RD ST STE 100
OKLAHOMA CITY OK 73105

Registered Agent

NATIONAL REGISTERED AGENTS, INC.
3533 FAIRVIEW INDUSTRIAL DR SE
SALEM OR 97302-1155

Mailing Address

900 NE 63RD ST STE 100
OKLAHOMA CITY OK 73105

President

JOHN BACHMAN
900 NE 63RD ST STE 100
OKLAHOMA CITY OK 73105

Secretary

TOM ANDERSON
900 NE 63RD ST STE 100
OKLAHOMA CITY OK 73105