

**CORRECTED**

**APPLICATION FOR TRANSFER OF CERTIFICATE OF AUTHORITY  
TO PROVIDE TELECOMMUNICATIONS SERVICE 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. After accepting this application, the Commission will publish notice per ORS 759.020(2).

**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 1 – Transferee/Surviving Entity Information**

**1. EXACT LEGAL NAME OF SURVIVING ENTITY OR TRANSFEREE:**

Modus Networks, LLC

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):

limited liability company

Business Address:

240 Stockton Street, Third Floor, San Francisco, CA 94108

Phone: 415-902-4165

Email: [ecorkery@modus-corp.com](mailto:ecorkery@modus-corp.com)

**2. NAME AND ADDRESS OF PERSON TO CONTACT FOR MORE INFORMATION REGARDING THIS APPLICATION:**

John L. Clark

Goodin, MacBride, Squeri & Day, LLP; 505 Sansome St., Ninth Fl., San Francisco, CA 94111

Phone: 415-765-8443

Email: [jclark@goodinmacbride.com](mailto:jclark@goodinmacbride.com)

**3. NAME AND ADDRESS OF PERSON TO CONTACT FOR REGULATORY INFORMATION**

*(Commission will send requests for information to this person):*

Erik Corkery

240 Stockton Street, Third Floor, San Francisco, CA 94108

Phone: 415-902-4165

Email: [ecorkery@modus-corp.com](mailto:ecorkery@modus-corp.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 provide the name of entity, docket number, and order number.

Name of Entity	Docket Number	Order Number
Modus, Inc.	CP 1603	16-480

**SECTION 2 – Transferor/Transferring Entity 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):**

Modus, 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:

240 Stockton Street, Third Floor, San Francisco, CA 94108

Phone: 415-902-4165

Email: [ecorkery@modus-corp.com](mailto:ecorkery@modus-corp.com)

**2. NAME AND ADDRESS OF PERSON TO CONTACT FOR MORE INFORMATION REGARDING THIS APPLICATION:**

John L. Clark

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**3. NAME AND ADDRESS OF PERSON TO CONTACT FOR REGULATORY INFORMATION**

*(Commission will send requests for information to this person):*

Erik Corkery

240 Stockton Street, Third Floor, San Francisco, CA 94108

Phone: 415-902-4165

Email: [ecorkery@modus-corp.com](mailto:ecorkery@modus-corp.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
Modus, Inc.	CP 1603	16-480

- 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 3 – Nature of Transaction between Transferee and Transferor (describe in detail)**

Modus, Inc. (the Transferor) is assigning its Oregon certificate of authority to its affiliate, Modus Networks, LLC (the Transferee), pursuant to an internal restructuring. (The Transferor does not currently have any operations in Oregon and it has no Oregon customers.)

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

**SECTION 4 – 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. 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.

For your convenience, following is a summary of some conditions from OAR 860 Divisions 32 and 33. Additional conditions may be specified in the certificate.

Certificate holder must:

- Provide only the telecommunications service authorized in the certificate.
- Respond in a timely manner to Commission inquiries.
- Notify the Commission of changes to the certificate holder's name, address, email, or telephone number.
- Maintain its books and records according to the applicable rules of the Commission, and keep its books and records open to inspection by the Commission to the extent necessary to verify information required of the certificate holder.
- Meet service standards set forth in applicable Commission rules, including OAR 860-032-0012.
- Submit required reports in a timely manner, and timely pay all Commission taxes, fees, assessments, access charges, and subsidies pursuant to Oregon law or Commission rules, orders, tariffs, or price lists.
- 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. Certificate holder must 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.
- Pay a quarterly amount to the Oregon Universal Service Fund based on a Commission-approved surcharge percentage assessed on all retail telecommunications services sold in Oregon pursuant to ORS 759.425(4).
- Ensure that the Residential Service Protection Fund surcharge is remitted monthly 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).

<b>Signature of Person Authorized to Represent Transferee/Surviving Entity</b>  <hr/>	Title Counsel Date 05/01/2017
Typewritten Name John L. Clark	
<b>Signature of Person Authorized to Represent Transferor/Transferring Entity</b>  <hr/>	Title Counsel Date 05/01/2017
Typewritten Name John L. Clark	
<b>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.</b>	

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