

**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:

**XO Communications Services, Inc.**

Applicant's Assumed Business Name(s) (if any) (e.g., dba, aka)

*Must be registered with the Corporation Division.*

**XO Communications Services, Inc.**

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

**Corporation**

Business Address

**11111 Sunset Hills Road**

**Reston VA 20190**

Phone **(703) 547-2000**

Fax **(703) 547-2361**

Email **doug.kinkoph@xo.com**

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

**Erin W. Emmott**

**Kelley Drye & Warren, LLP**

**1200 19th Street, NW, Suite 500**

**Washington DC 20036**

Phone **(202) 955-9766**

Fax **(202) 955-9792**

Email **eemmott@kelleydrye.com**

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

**Doug Kinkoph**

**Two Easton Oval**

**Suite 300**

**Columbus OH 43219**

Phone **(614) 416-1468**

Fax **(614) 416- 9268**

Email **doug.kinkoph@xo.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.

XO Communications Services, Inc. is affiliated through its common parent, XO Communications, Inc., with XO Oregon, Inc. and Allegiance Telecom of Oregon, Inc., both competitive telecommunications service providers in Oregon

**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.	XO Oregon, Inc.	CP 573	99-227
b.	Allegiance Telecom of Oregon, Inc.	CP 821	00-477
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):**

**Allegiance Telecom of Oregon, Inc.**

Applicant's Assumed Business Name(s) (if any) (e.g., dba, aka)

*Must be registered with the Corporation Division.*

**Allegiance Telecom of Oregon, Inc.**

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

**Corporation**

Business Address

**11111 Sunset Hills Road  
Reston VA 20190**

Phone **(703) 547-2000**

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**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:**

**Doug Kinkoph  
Two Easton Oval  
Suite 300  
Columbus OH 43219**

Phone **(614)416-1468**

Fax **(614) 416-9268**

Email **doug.kinkoph@xo.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)	Allegiance Telecom of Oregon, Inc.	CP 821	00-477
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)**

Please see attachment A.

**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 <b>Lee Weiner</b></p>	<p>Title <b>Senior Vice President, General Counsel &amp; Secretary</b></p> <p>Date <b>08/17/2004</b></p>
<p><i>Person Authorized to Represent Transferring Entity (Transferor)</i></p> <hr/> <p>Typewritten Signature <b>Lee Weiner</b></p>	<p>Title <b>Senior Vice President, General Counsel &amp; Secretary</b></p> <p>Date <b>08/17/2004</b></p>
<p><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></p>	