



Sharon Mullin  
Director  
External Affairs

2003 Point Bluff  
Austin, TX 78746  
T: 512-330-1698  
F: 832-213-0203  
[Sharon.Mullin@att.com](mailto:Sharon.Mullin@att.com)

September 10, 2012

Public Utility Commission of Oregon  
550 Capitol Street NE, Suite 215  
Salem, Oregon 97308-2148

**RE: Transfer Certificate of Authority for Competitive Telecommunications Services  
From AT&T Communications of the Pacific Northwest, Inc. to AT&T Corp.**

AT&T Corp. will merge with AT&T Communications of the Pacific Northwest, Inc (“AT&T Communications”), with AT&T Corp. being the surviving entity. As such, AT&T Communications requests that its Certificate of Operating Authority be transferred to AT&T Corp. The Application for Transfer of Certificate of Authority to Provide Competitive Telecommunications Services in Oregon was electronically filed and it attached as Exhibit 1.

The proposed merger is part of a multi-state initiative to consolidate in AT&T Corp. the provision of telephone services that are currently provided through multiple state-specific subsidiaries of AT&T Corp. AT&T Corp. is the sole stockholder of AT&T Communications. The transaction will be entirely pro forma in that it will involve only AT&T affiliates and no non-affiliated entity. AT&T Corp. will merge with AT&T Communications, with the surviving entity being AT&T Corp. The entities are coordinating merger proceedings in multiple states with an expected implementation date of October 31, 2012.

AT&T Communications is a competitive local exchange carrier, certified to provide local and long distance services and operator services in Oregon pursuant to operating authority granted in CP1245, Order 04-494. At the time of the merger, the only change customers will see is the service provider name on their telephone bill. Customers’ services and the prices, terms and conditions for those services will not be affected by the merger.

AT&T began providing notice of this change via a bill message to consumers in June 2012 with notice to small and large business customers starting in July 2012. The bill message will continue through October 2012 and is attached hereto as Exhibit 2. Additionally, the AT&T entities involved in this merger will revise service guides to reflect the change in provider name from AT&T Communications of the Pacific Northwest, Inc. to AT&T Corp. Exhibit 3 is the current and revised organization charts for AT&T Communications. AT&T Corp. is registered with the Oregon Secretary of State.

If you have any questions regarding this notice or the underlying transaction, please feel free to contact me at (512) 330-1698.

Very truly yours,

*Sharon Mullin by Dac with permission*

Sharon Mullin  
Director  
AT&T Services, Inc.

Exhibit 1  
Electronic Application for Transfer

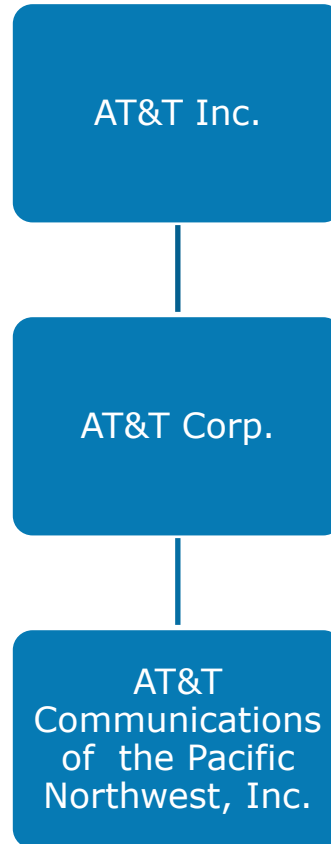
Exhibit 2  
Customer Notice

**Exhibit 2**  
**Customer Notice**

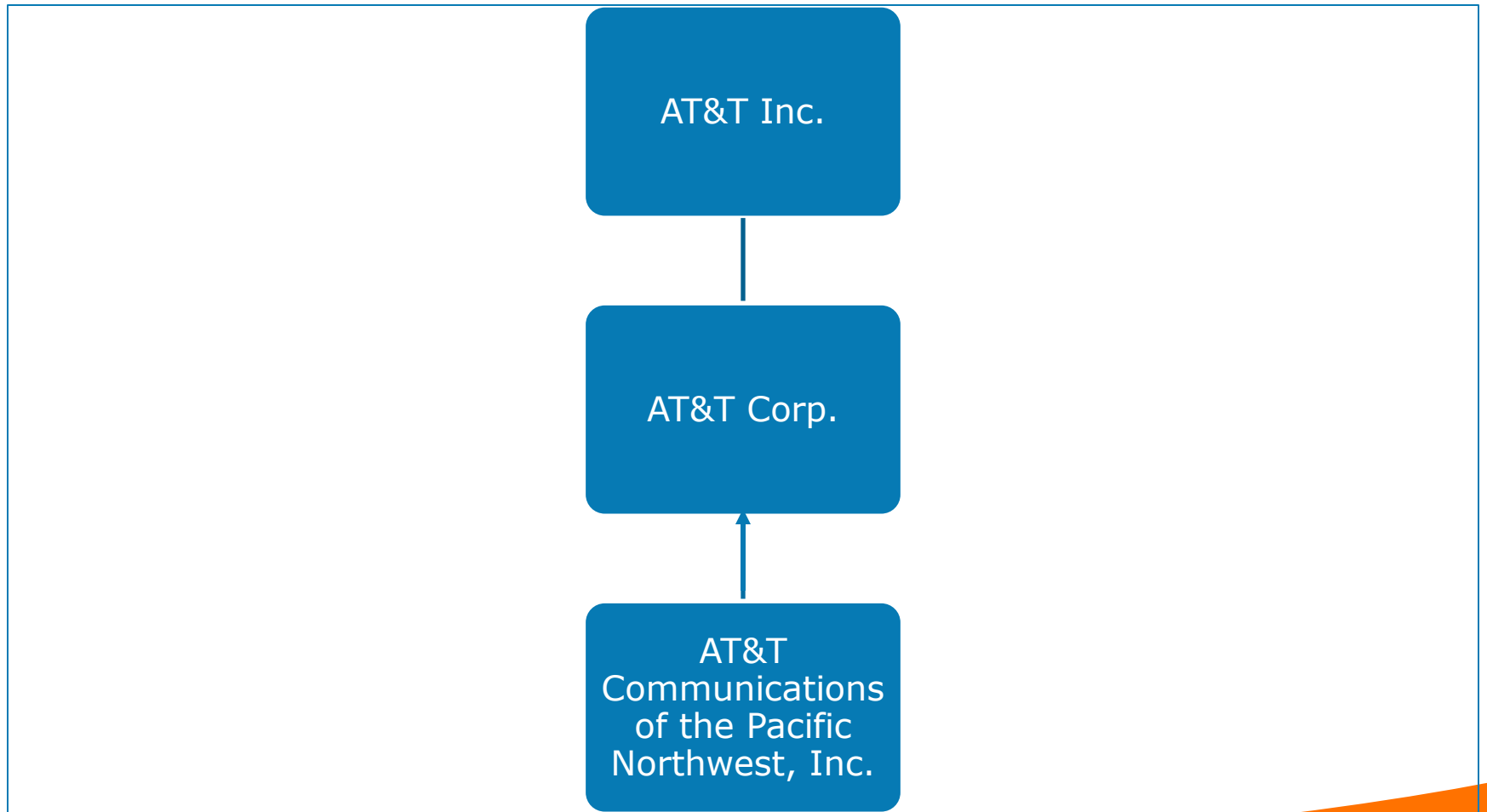
Currently, AT&T intrastate svcs are provided by AT&T Communications of the Pacific Northwest, Inc., and AT&T interstate and international svcs are provided by AT&T Corp. Subject to state regulatory approvals, on or about 11/1/12, AT&T Corp. will also provide AT&T intrastate svcs in your state. This change does not impact the rates, terms or conditions applicable to these svcs. To view service publications go to [www.att.com/servicepublications](http://www.att.com/servicepublications) and click on Service Guides and/or Tariffs. If you have questions, please contact the number at the top of this bill.

Exhibit 3  
Organization Charts

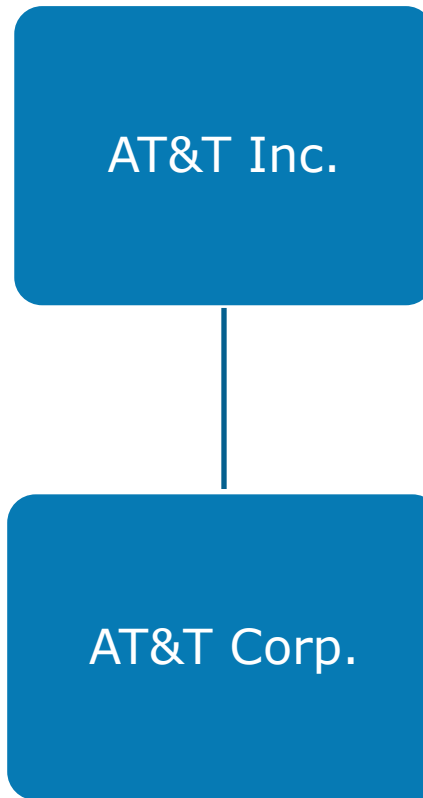
**Currently, AT&T Communications of the Pacific Northwest, Inc. is a wholly owned subsidiary of AT&T Corp., which is a wholly owned subsidiary of AT&T Inc.**



# AT&T Communications of the Pacific Northwest, Inc. will merge into AT&T Corp.



**AT&T Corp. will be the surviving entity and will remain a wholly owned subsidiary of AT&T Inc.**







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If you have any questions regarding this notice or the underlying transaction, please feel free to contact me at (512) 330-1698.

Very truly yours,

/s/  
Sharon Mullin  
Director  
AT&T Services, Inc.

Exhibit 1  
Electronic Application for Transfer

Exhibit 2  
Customer Notice

Exhibit 3  
Organization Charts

**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:

**AT&T Corp.**

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  
**One AT&T Way  
Bedminster NJ 07921**

Phone **775-333-3986** Fax **775-333-2364** Email **dc1787@att.com**

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

**Cindy Manheim  
16331 NE 72nd Way, Rm. 1164B  
Redmond WA 98052**

Phone **425-580-8112** Fax **425-580-8652** Email **cm9268@att.com**

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

**Sharon Mullin  
816 Congress Ave.  
Austin TX 78701**

Phone **512-330-1698** Fax **832-213-0203** Email **sm3162@att.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.

Yes. TCG Joint Venture Holdings, Inc dba TCG Oregon. TCG Oregon is a general partnership organized under the laws of the State of New York. The partners of TCG Oregon are TCG Joint Venture Holdings, Inc. and TCG Partners, each of which is a subsidiary of Teleport Communications Group Inc., which is a wholly owned subsidiary of AT&T Corp., which, in turn, is a wholly owned subsidiary of AT&T Inc. AT&T Corp. is the sole stockholder of AT&T Communications of the Pacific Northwest, Inc. ("AT&T Communications").

**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.	AT&T Communications of the Pacific Northwest, Inc. dba Lucky Dog	CP 1245	04-494
b.	SBC Long Distance, LLC. dba SBC Long Distance, and AT&T Long Distance	CP 1218	10-286
c.	SNET America, Inc. dba AT&T Long Distance East	CP 24	95-278
d.	TCG Joint Venture Holdings, Inc. dba TCG Oregon	CP 409	98-178

**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):**

**AT&T Communications of the Pacific Northwest Inc.**

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

*Must be registered with the Corporation Division.*

**Lucky Dog**

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

**Corporation**

Business Address

**One AT&T Way  
Bedminster NJ 07921**

Phone **775-333-3986**

Fax **775-333-2364**

Email **dc1787@att.com**

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

**Cindy Manheim  
16331 NE 72nd Way, RM. 1164B  
Redmond WA 98052**

Phone **425-580-8112**

Fax **425-580-8652**

Email **cm9268@att.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:**

**Sharon Mullin  
816 Congress Ave.  
Austin TX 78701**

Phone **512-330-1698**

Fax **832-213-0203**

Email **sm3162@att.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)	AT&T Communications of the Pacific Northwest, Inc.	CP 1245	04-494
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)**

AT&T Communications of the Pacific Northwest, Inc. is merging with AT&T Corp. See cover letter attached. Also, please note that Section I part 5 should include the following affiliated entity but there was not room on this form: BellSouth Long Distance Inc. dba AT&T Long Distance Service CP 12901 05-883.

**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).

<i>Signature of Person Authorized to Represent Transferee/Surviving Entity</i> <hr/> Typewritten Name <b>Sharon Mullin</b>	Title <b>Director - External Affairs</b>  Date <b>9/10/12</b>
<i>Person Authorized to Represent Transferring Entity (Transferor)</i> <hr/> Typewritten Signature <b>Sharon Mullin</b>	Title <b>Director - External Affairs</b>  Date <b>9/10/12</b>
<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>	