

**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:

OnFiber Communications, 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)

Delaware corporation

Business Address

**11921 N. Mopac Expressway, Suite 100
Austin TX 78759**

Phone **(866) 663-4237**

Fax **(512) 651-7310**

Email **see below**

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

**James F. Booth, General Counsel
OnFiber Communications, Inc.
7887 E. Belleview Ave., Suite 820
Englewood CO 80111**

Phone **(303) 729-3150**

Fax **(720) 554-7257**

Email **jbooth@onfiber.com**

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

**James F. Booth, General Counsel
OnFiber Communications, Inc.
7887 E. Belleview Ave., Suite 820
Englewood CO 80111**

Phone **(303) 729-3150**

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Email **jbooth@onfiber.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.

OnFiber Carrier Services, Inc., a wholly owned subsidiary of OnFiber Communications, Inc., holds a current valid certificate of authority, effective July 20, 2000, to provide telecommunications service in Oregon and classification as a competitive provider.

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.	OnFiber Carrier Services, Inc.	CP 798	00-401
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):

Portland General Distribution, LLC

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

Must be registered with the Corporation Division.

d.b.a. Portland General Broadband

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

limited liability company

Business Address

121 SW Salmon Street

1WTC 0704

Portland OR 97204

Phone **866-563-4164**

Fax **(503) 464-7586**

Email **pgbroadband@pgn.com**

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

Dorothy Woster, Senior Analyst

121 SW Salmon Street

1WTC 0704

Portland OR 97204

Phone **(503) 464-8260**

Fax **(503) 464-7586**

Email **dorothy_woster@pgn.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:

Cheryl Chevis, Associate General Counsel

121 SW Salmon Street

1WTC 1301

Portland OR 97204

Phone **(503) 464-7193**

Fax **(503) 464-2200**

Email **cheryl_chevis@pgn.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)	Portland General Distribution, LLC	CP 813	00-486
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)

Portland General Distribution, LLC, d.b.a. Portland General Broadband (PGB), and OnFiber Communications, Inc. (OnFiber) entered into a Purchase and Sale Agreement dated June 23, 2004, providing for the sale of substantially all of PGB's assets to OnFiber. The sale is expected to close on or before September 15, 2004, pending receipt of all third-party consents required for closing. PGB requests that the transfer of PGB's certificate of authority to OnFiber become effective on the date of the closing of the sale of assets to OnFiber, which is expected to be September 15, 2004.

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 James F. Booth</p>	<p>Title General Counsel & VP Law and Government Affairs</p> <p>Date 7/27/04</p>
<p><i>Person Authorized to Represent Transferring Entity (Transferor)</i></p> <hr/> <p>Typewritten Signature Stephen R. Hawke</p>	<p>Title President</p> <p>Date 7/27/04</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>	