

**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:

**North County Communications Corporation of Oregon**

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

**3802 Rosecrans Street, Suite 485**

**San Diego CA 92110**

Phone **619-364-4750**

Fax **619-364-4777**

Email **todd@nccom.com**

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

**David O. Klein, Esq.**

**485 Madison Avenue, 15th Fl.**

**New York NY 10022**

Phone **212-935-6020**

Fax **212-753-8101**

Email **dklein@legal.org**

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

**David O. Klein, Esq.**

**485 Madison Avenue, 15th Fl.**

**New York NY 10022**

Phone **212-935-6020**

Fax **212-753-8101**

Email **dklein@legal.org**

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):  
**North County Communications Corporation**

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  
**3802 Rosecrans Street, Suite 485  
San Diego CA 92110**

Phone **619-364-4750** Fax **619-364-4777** Email **todd@nccom.com**

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Phone **212-935-6020** Fax **212-753-8101** Email **dklein@legal.org**

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:

**David O. Klein, Esq.  
485 Madison Avenue, 15th Fl.  
New York NY 10022**

Phone **212-935-6020** Fax **212-753-8101** Email **dklein@legal.org**

**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)	Local Exchange Switched Telecommunications Services	CP 310	97-3111
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)**

Sale of Certificate of Authority.

**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>Todd Lesser</b></p>	<p>Title <b>President</b></p> <p>Date <b>7/2/2007</b></p>
<p><i>Person Authorized to Represent Transferring Entity (Transferor)</i></p> <hr/> <p>Typewritten Signature <b>Todd Lesser</b></p>	<p>Title <b>President</b></p> <p>Date <b>7/2/2007</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>	

**KLEIN ZELMAN ROTHERMEL LLP**

ATTORNEYS AT LAW

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 935-6020

FAX (212) 753-8101

July 2, 2007

VIA FEDERAL EXPRESS

Ms. Lois Meerdink  
Program Manager  
Telecommunications Division  
Public Utility Commission  
550 Capitol Street, NE  
Salem, OR 97310-1380

Re: North County Communications Corporation

Dear Ms. Meerdink:

North County Communications Corporation (hereinafter "North County") and North County Communications Corporation of Oregon (hereinafter "North County Oregon") by and through their representative, Klein Zelman Rothermel LLP, hereby request that the State of Oregon Public Utility Commission (hereinafter "Commission") approve the transfer of control of the local exchange switched telecommunications service license held by North County, as granted by the Commission on August 15, 1997, in Order Number 97-311, to North County Oregon. As of June 8, 2007, the telecommunications license assets of North County were transferred to North County Oregon, and previous to that date, North County was operational in the State of Oregon.

Public Utility Commission  
July 2, 2007  
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In furtherance of the requested transfer, the parties provide the following information:

**I. THE PARTIES**

**A. North County Communications Corporation**

North County was incorporated under the laws of the State of California on September 26, 1990. The principal business office of North County is located at 3802 Rosecrans Street, Suite 485, San Diego, California 92110. North County is licensed as a reseller and facilities-based provider of local exchange telecommunications services in the State of Oregon. North County was granted a Certificate of Public Convenience and Necessity by the Commission on August 15, 1997 in Order No. 97-311. North County is presently providing services in the State of Oregon. North County is certified to provide telecommunications services in 14 other states of the Union.

**B. North County Communications Corporation of Oregon**

North County Oregon is a California Corporation with its principal business office located at 3802 Rosecrans Street, Suite 485, San Diego, California 92110, and its Registered Agents Office, National Registered Agents, Inc., located at 3533 Fairview Industrial Drive SE, Salem, Oregon, 97302. North County Oregon was organized on October 12, 2006 and received its Foreign Business Authorization on December 1, 2006. One copy of the Articles of Formation and Foreign Business Authorization of North County Oregon is attached hereto as Exhibit 1 and 2, respectively.

**II. REQUEST FOR APPROVAL OF TRANSFER OF CONTROL**

To accomplish this transfer of control, North County's Certificate of Public Convenience and Necessity will be transferred from North County to North County Oregon, so that North County Oregon will become the owner of the subject license and will have the authority to provide local exchange switched telecommunications services in the State of Oregon.

Consumers will continue to receive services under the North County name. As such, the proposed transaction will not in any way disrupt service nor cause inconvenience or confusion to the customers of North County.

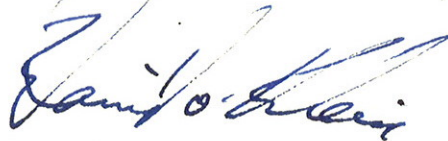
Public Utility Commission  
July 2, 2007  
Page 3

North County and North County Oregon have common ownership. As such, the proposed transfer of control will have no adverse impact on consumers of the State of Oregon.

To the extent required, the parties respectfully request that the Commission authorize the instant transfer of control request as summarized above and that the Commission grant any and all authority required to accomplish this end.

Should you have any questions or require additional information, please contact me at your convenience.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "David O. Klein", is written over the typed name below.

David O. Klein

# EXHIBIT 1

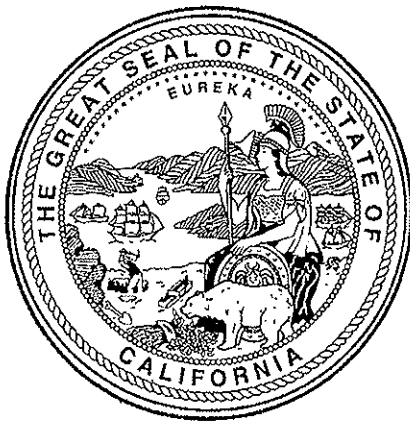




**State of California**  
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 17 2006

BRUCE McPHERSON  
Secretary of State

2597506

ENDORSED - FILED  
In the office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION

OCT 12 2006

OF

NORTH COUNTY COMMUNICATIONS CORPORATION  
OF OREGON

1. The name of this corporation is: NORTH COUNTY COMMUNICATIONS CORPORATION OF OREGON.

2. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

3. The name and address in the State of California of this corporation's initial agent for service of process is:

Todd Lesser  
3802 Rosecrans Street, #485  
San Diego, California 92110

4. This corporation is authorized to issue one class of shares, which may be designated "common shares." The total authorized number of shares which may be issued is one hundred thousand (100,000) shares.

5. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

6. This corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.

Dated: October 12, 2006



*Todd Lesser*

Todd Lesser, Incorporator

# EXHIBIT 2

CERTIFICATE

# State of Oregon

OFFICE OF THE SECRETARY OF STATE  
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the  
**Application for  
Authority to Transact Business**  
filed on  
**December 1, 2006**  
for

**NORTH COUNTY COMMUNICATIONS CORPORATION OF  
OREGON**

is a true copy of the original document  
that has been filed with this office.



In Testimony Whereof, I have hereunto set  
my hand and affixed hereto the Seal of the  
State of Oregon.

**BILL BRADBURY**, Secretary of State

By

A handwritten signature in black ink, appearing to read "Heather S. Davis", written over a horizontal line.

Heather S. Davis  
December 1, 2006



Phone: (503) 986-2200  
Fax: (503) 378-4381

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327  
FilingInOregon.com

**Application for Authority to Transact Business—Business/Professional**

Check the appropriate box below:

FOREIGN BUSINESS CORPORATION  
(Complete only 1, 2, 3, 4, 5, 6, 7, 8, 9, 11, 12)

FOREIGN PROFESSIONAL CORPORATION  
(Complete all items)

**FILED**

**DEC - 4 2006**

**OREGON  
SECRETARY OF STATE**

REGISTRY NUMBER: 398369-94  
For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME OF CORPORATION: North County Communications Corporation of Oregon

NOTE: Must be identical to the name on the Certificate of Existence. See #2.

2) CERTIFICATE OF EXISTENCE (This application must be accompanied by a certificate of existence, current within 60 days of delivery to this Division, authenticated by the official having custody of the corporate records in the jurisdiction of incorporation.)

CERTIFICATE ATTACHED

8) ADDRESS FOR MAILING NOTICES

3802 Rosecrans Street, Ste. 485  
San Diego, CA 92110

3) DATE OF INCORPORATION 10/12/2006 DURATION, IF NOT PERPETUAL

9) NAME AND ADDRESS OF PRESIDENT AND SECRETARY

President: Todd Lesser

4) STATE OR COUNTRY OF ORGANIZATION  
California

Address: 3802 Rosecrans Street, Ste. 485  
San Diego, CA 92110

5) ADDRESS OF PRINCIPAL OFFICE OF THE BUSINESS  
(Address, city, state, zip)

3802 Rosecrans Street, Ste. 485  
San Diego, CA 92110

Secretary: Todd Lesser

Address: 3802 Rosecrans Street, Ste. 485  
San Diego, CA 92110

6) NAME OF OREGON REGISTERED AGENT

National Registered Agents, Inc.

PROFESSIONAL CORPORATION ONLY

7) ADDRESS OF THE OREGON REGISTERED OFFICE

(Must be an Oregon Street Address which is identical to the registered agent's business office.)

3533 Fairview Industrial Drive, SE  
Salem, OR 97302-1155

10) PROFESSIONAL/BUSINESS SERVICES

(List professional service(s) and other business services, if applicable, to be rendered.)

11) EXECUTION

Signature

Todd Lesser

Printed Name

Todd Lesser

Title

President

10/21/06

12) CONTACT NAME (To resolve questions with this filing.)

Theresa Festa

DAYTIME PHONE NUMBER (include area code.)

212 356-8351

**FEES**

Required Processing Fee \$50 - Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

398369-94

State of California  
Secretary of State

FILED  
DEC -1 2006  
OREGON  
SECRETARY OF STATE

CERTIFICATE OF STATUS  
DOMESTIC CORPORATION

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the 12TH day of OCTOBER, 2006, NORTH COUNTY COMMUNICATIONS CORPORATION OF OREGON became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of November 2, 2006.



BRUCE McPHERSON  
Secretary of State

EMR

VOID WITHOUT WATERMARK OR IF ALTERED OR REPRODUCED