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**CONNERS ■ BERRY PLC**

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Rose Mulvany-Henry  
 (615) 252-4634  
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IDAHO PUBLIC  
 UTILITIES COMMISSION

April 28, 2008

Via Federal Express

*MNT-T-08-01*

Ms. Jean D. Jewell, Secretary  
 Idaho Public Utilities Commission  
 472 W. Washington Street  
 Boise, ID 83702

Re: Application of **Momentum Telecom, Inc.** for a Certificate of Public Convenience and Necessity to Provide Facilities-Based Local Exchange and Resold Interexchange Telecommunications Services within the State of Idaho

Dear Ms. Jewell:

Please find enclosed, on behalf of Momentum Telecom, Inc. ("Momentum"), an original and seven (7) copies of Momentum's Application for a Certificate of Public Convenience and Necessity to Provide Facilities-Based Local Exchange and Resold Interexchange Services. An electronic version of the Illustrative Tariff contained in this Application is also included on the enclosed disk.

Please note that the stockholder and financial information attached as Exhibits C and E to the original copy of the application are proprietary and confidential information and thus are being submitted under seal. Momentum respectfully requests that the information be accorded confidential treatment and that it not be made a part of the public record or otherwise be made available for public disclosure. This information is provided in a sealed envelope attached only to the original copy of the application.

Please date stamp and return the enclosed extra copy of this filing in the self-addressed, postage-prepaid envelope provided. Should you have any questions concerning this mater, please do not hesitate to contact the undersigned at (615) 252-4634.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: *Rose M. Henry Isa*  
 Rose Mulvany-Henry

Rose Mulvany-Henry  
Boult Cummings Conners & Berry  
1600 Division Street, Suite 700  
Nashville, Tennessee 37203  
(615) 252-4634  
(615) 252-4713 (fax)  
Attorney for Momentum Telecom, Inc.

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IDAHO PUBLIC  
UTILITIES COMMISSION

**BEFORE THE  
IDAHO PUBLIC UTILITIES COMMISSION**

In the Matter of the Application of )  
 )  
**Momentum Telecom, Inc.** )  
 )  
For a Certificate of Public Convenience and )  
Necessity to Provide Competitive Local Exchange )  
and Interexchange Services within the State of )  
Idaho )

Case No. MNT-T-08-01

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**APPLICATION OF MOMENTUM TELECOM, INC.**

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Momentum Telecom, Inc. ("Momentum" or "Applicant"), by its undersigned attorneys, and pursuant to Titles 61 and 62 of the Idaho Code and IDAPA 31.01.01.111 (Rules 111 & 112) as clarified by Procedural Order No. 26665, hereby applies to the Idaho Public Utilities Commission ("Commission") for a Certificate of Public Convenience and Necessity to authorize Momentum to provide facilities-based local exchange services and resold interexchange services in the State of Idaho.

In support of its application, Momentum provides the following:

**I. Proposed Services**

Momentum seeks authority to provide facilities-based local exchange services and resold interexchange services throughout the State of Idaho.

Momentum, a wholly-owned subsidiary of MBS Holdings, Inc., does not currently offer services in Idaho but does offer local and interexchange telecommunications services to approximately 40,000 retail end user customers in the Southeastern states of: Alabama, Florida,

Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. Additionally, Momentum is certified to provide the telecommunications services sought through this application in Arkansas, Illinois, Indiana, Missouri and Wisconsin and applications are pending for the same in Colorado, Kansas, Michigan, Minnesota, Nebraska, Nevada, New Hampshire, New Mexico, North Dakota, Oklahoma, Oregon, Pennsylvania, South Dakota, Texas, Utah, Vermont and Washington.

Upon initiation of services in Idaho, Momentum will comply with all applicable Commission rules, regulations and standards, and will provide safe, reliable and high-quality telecommunications services. Specifically, Momentum proposes to offer wholesale switching and interconnection services to small cable providers and other such similarly situated wholesale customers. Momentum will utilize its own soft switches and media gateways in conjunction with its wholesale customers' "last mile" portion of the network which typically consists of hybrid fiber coaxial facilities.

Momentum will interconnect with the applicable Incumbent Local Exchange Carrier ("ILEC") to offer competitive alternatives in telecommunications services to consumers in Idaho through a business model in which Momentum, together with other competitive service providers, will provide local voice service to its wholesale customers' end users. While the cable company will provide the "last mile" portion of the network which includes the cable company's hybrid fiber coax facilities, Momentum will provide all public switched telephone network interconnection utilizing Momentum's switch and the interconnection agreements Momentum will be negotiating with the applicable ILECs.

## **II. Form of Business**

Momentum is a competitive provider of local and long distance phone services. Momentum is currently authorized to provide traditional local and interexchange telecommunications services to approximately 40,000 retail end user customers in the Southeastern states of: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. Additionally, Momentum is certified to provide the telecommunications services sought through this application in Arkansas, Illinois, Indiana, Missouri and Wisconsin and applications are pending for the same in Colorado, Kansas, Michigan, Minnesota, Nebraska, Nevada, New Hampshire, New Mexico, North Dakota, Oklahoma, Oregon, Pennsylvania, South Dakota, Texas, Utah, Vermont and Washington. Momentum has not been denied requested certification in any jurisdiction.

1. Momentum Telecom, Inc. is a corporation organized and in good standing under the laws of the State of Delaware.

2. Momentum may be reached at its principal place of business:

Momentum Telecom, Inc.  
2700 Corporate Drive  
Suite 200  
Birmingham, Alabama 35242

Momentum does not currently have a principal business address within the State of Idaho.

3. Momentum's Certificate of Incorporation are attached hereto as Exhibit A.

4. A Certificate of Authority to transact business in Idaho is attached hereto as Exhibit B.

5. Momentum's registered agent for service in Idaho is:

CT Corporation System  
1111 W Jefferson, Ste 530  
Boise, Idaho 83702

6. A summary of the stockholders holding a 5% or greater interest in Momentum is provided under seal as Confidential Exhibit C.

7. The Officers of Momentum are:

Alan Creighton, President/Chief Executive Officer  
Momentum Telecom, Inc.  
2700 Corporate Drive  
Suite 200  
Birmingham, AL 35242

Dennis Lipford, Vice President, Financial/Treasurer/Chief Financial Officer  
Momentum Telecom, Inc.  
2700 Corporate Drive  
Suite 200  
Birmingham, AL 35242

Charles E. Richardson III, Vice President & General Counsel  
Momentum Telecom, Inc.  
2700 Corporate Drive  
Suite 200  
Birmingham, AL 35242

8. The Director of Momentum:

Alan L. Creighton

Mr. Creighton may be contacted at Momentum's headquarters located at 2700 Corporate Drive, Suite 200, Birmingham, Alabama 35242.

9. Momentum is a wholly-owned subsidiary of MBS Holdings, Inc.

10. Momentum has no subsidiaries.

11. Correspondence pertaining to this Application should be directed to:

Rose Mulvany Henry  
Boult, Cummings, Connors & Berry, PLC  
1600 Division Street, Suite 700  
Nashville, TN 37203

(615) 252-4634 (phone)  
(615) 252-4713 (fax)  
[rhenry@boultcummings.com](mailto:rhenry@boultcummings.com)

### **III. Telecommunications Service**

1. Momentum intends to begin providing service in Idaho within sixty days after it obtains authorization from the Commission to do so.

2. Momentum intends to offer wholesale switching and interconnection services to cable providers and other such similarly situated wholesale customers. Accordingly, Momentum does not, at this time, intend to offer services to residential customers in the State of Idaho.

### **IV. Service Territory**

1. Momentum intends to provide services on a statewide basis in the State of Idaho. Initially, Momentum seeks to provide its services in the geographic areas currently served by Qwest Communications and Verizon. Momentum will mirror the basic local calling scopes of the incumbent local exchange carriers.

2. Momentum intends to offer facilities-based local exchange services and resold interexchange services. Momentum will utilize its own soft switches in conjunction with its wholesale customers' "last mile" portion of the network. The soft switch will be located out of state and, if necessary, media gateways will be located at the applicable cable company's head end location, which will vary by provider.

### **V. Technical and Managerial Qualifications**

Momentum possesses the technical and managerial qualifications necessary to operate as a competitive local exchange carrier within the State of Idaho. Currently, Momentum provides telecommunications services in several states and possesses considerable telecommunications

expertise. Biographical summaries of the technical and managerial experience of the key members of Momentum's management team are attached hereto as Exhibit D.

**VI. Financial Information**

Momentum is well-qualified financially to operate and expand its business. Financial information demonstrating Momentum's financial qualifications is provided under seal as Confidential Exhibit E.

**VII. "Illustrative" Tariff Filings**

Momentum's Illustrative Tariff is attached hereto as Exhibit F. Momentum will file its proposed tariff establishing its proposed services and charges upon completion of interconnection and upon receipt of certification by the Commission.

**VIII. Customer Contacts**

1. The individual responsible for consumer inquiries and complaints from the public is:

Teri Hennington  
Regulatory Manger  
Momentum Telecom, Inc.  
2700 Corporate Drive  
Suite 200  
Birmingham, AL 35242  
Telephone: (205) 978-3445  
Fax: (205) 978-3402  
E-mail: [thennington@momentumtelecom.com](mailto:thennington@momentumtelecom.com)

2. A toll-free number for customer inquiries and complaints is 1-877-271-0236.

3. The individual designated as a contact for the Commission Staff for resolving complaints, inquires and matters concerning rates and price lists or tariffs is:

Peggy McKay  
Vice President of Operations  
Momentum Telecom, Inc.  
2700 Corporate Drive  
Suite 200

Birmingham, AL 35242  
Telephone: (205) 978-4410  
Fax: (205) 978-4401  
E-mail: [pmckay@momentumtelecom.com](mailto:pmckay@momentumtelecom.com)

**IX. Interconnection Agreements**

Momentum has not yet negotiated an interconnection agreement with any incumbent local exchange carrier. Momentum will file the same for approval with the Commission at the time that one has been negotiated and executed by the parties.

**X. Compliance with Commission Rules**

Momentum has reviewed the laws and regulations of this Commission governing local exchange and interexchange telecommunications services in Idaho and will provide service in accordance with all laws, rules and regulations to the extent they are not preempted by the Federal Act and such laws, rules and regulations are applicable to the services sought to be provided by Momentum in Idaho. Attached hereto is a sworn verification executed by Momentum stating that Momentum agrees to comply with all applicable Idaho laws and Commission rules and regulations, to the extent they are applicable to the services sought to be provided by Momentum in Idaho.

**XI. Escrow Account or Security Bond**

At this time, Momentum does not intend to require advance deposits from its customers. Should Momentum require advance deposits at any point in the future, Momentum will submit to the Commission a signed copy of an escrow account with a bonded escrow agent or a security bond.

**XII. Public Interest Standard**

Grant of this Application and Momentum's entry into the local telecommunications marketplace within Idaho will serve the public interest in a variety of ways. As demonstrated

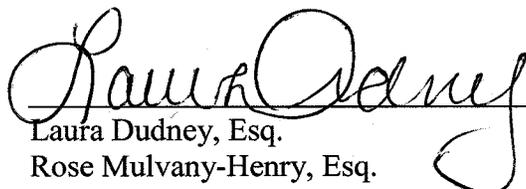
above, Momentum is technically and financially qualified to provide telecommunications services in Idaho, and the public interest will be served by expanding the availability of competitive telecommunications services in Idaho, thereby enhancing the telecommunications infrastructure in Idaho and facilitating economic development. Additionally, grant of this Application will benefit the public because the presence of Momentum in the market will increase the incentives for other carriers to operate more efficiently and offer more innovative services. Thus, grant of the instant Application will serve the public interest.

### **XIII. Conclusion**

This Application demonstrates that Momentum Telecom, Inc. possesses the technical, financial and managerial resources to provide local exchange and interexchange services in Idaho.

WHEREFORE, Momentum Telecom, Inc. requests that the Idaho Public Utilities Commission enter an order granting a Certificate of Public Convenience and Necessity authorizing Momentum Telecom, Inc. to provide facilities-based local exchange services and resold interexchange telecommunications services.

Respectfully submitted,

  
\_\_\_\_\_  
Laura Dudney, Esq.  
Rose Mulvany-Henry, Esq.

Boult, Cummings, Conners & Berry, PLC  
1600 Division Street, Suite 700  
Nashville, TN 37203  
Telephone: (615) 252-4634  
Email: [rhenry@boultcummings.com](mailto:rhenry@boultcummings.com)

*Attorneys for Applicant Momentum Telecom, Inc.*

Dated this 28<sup>th</sup> day of April, 2008

STATE OF ALABAMA            )  
  )  
COUNTY OF SHELBY         )        ss.

**VERIFICATION**

I, Charles E. Richardson III, state that I am the Vice President and General Counsel of Momentum Telecom, Inc.; that I am authorized to make this Verification on behalf of Momentum Telecom, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information and belief. As required by Idaho Code § 61-406 and by the Commission Procedural Order No. 26665 in Case No. GNR-T-96-4, the Applicant agrees to comply with all applicable state laws and Commission rules and regulations.



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Name:        Charles E. Richardson III  
Title:        Vice President & General Counsel  
Company:    Momentum Telecom, Inc.

## LIST OF EXHIBITS

- Exhibit A Certificate of Incorporation
- Exhibit B Certificate of Authority to Transact Business
- Exhibit C Stockholders [**CONFIDENTIAL – Submitted Under Seal**]
- Exhibit D Management Team Biographies
- Exhibit E Financial Statements [**CONFIDENTIAL – Submitted Under Seal**]
- Exhibit F Illustrative Tariff
- Exhibit G Proposed Service Area Map
- Verification

**EXHIBIT A**

**MOMENTUM TELECOM, INC.**

**Certificate of Incorporation**  
(see attached)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOMENTUM TELECOM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF APRIL, A.D. 2008.

3216570 8300

080401647



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6508982

DATE: 04-08-08

**EXHIBIT B**

**MOMENTUM TELECOM, INC.**

**Certificate of Authority to Transact Business in Idaho**  
(see attached)

# ***State of Idaho***

Office of the Secretary of State

## **CERTIFICATE OF EXISTENCE**

OF

**MOMENTUM TELECOM, INC.**

File Number C-176177

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation records of this State.

I FURTHER CERTIFY That the records of this office show that the above-named corporation was incorporated under the laws of DELAWARE and filed to transact business in Idaho on 12/11/2007.

I FURTHER CERTIFY That the corporation is in goodstanding on the records of this office.

Dated: 4/24/2008 10:15 AM



*Ben Yursa*  
SECRETARY OF STATE

Authentic Access Idaho Document ( <http://www.accessidaho.org/public/portal/authenticate.html> )  
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**CONFIDENTIAL EXHIBIT C**

**MOMENTUM TELECOM, INC.**

**Confidential Stockholder Summary**

**Filed Separately Under Seal**

## **EXHIBIT D**

### **MOMENTUM TELECOM, INC.**

#### **Technical and Managerial Qualifications of Momentum's Key Personnel**

##### **Alan L. Creighton, President & CEO**

After graduating from the University of Alabama with a Bachelor of Science in Finance and a minor in Computer Science, Alan Creighton joined BellSouth Advanced Systems, where he won the Presidential Circle of Excellence Award for his achievement in sales. In his first startup, Alan worked with NuCel, Inc., a wireless telecommunications company that built entire cellular systems for independent owners of MSAs. Alan moved into the managed care industry where he helped create and build significant businesses in terms of members, revenues and valuations. During his tenure at Complete Health, he served in management positions, including Vice President of development, regional Vice President and President focusing on development and sales. Complete Health became a regional managed care plan which was later acquired by UnitedHealthcare.

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##### **Charles E. (Rick) Richardson III, Vice President & General Counsel**

Rick Richardson brings Momentum Business Solutions several years of experience in the cable and Internet industry, most recently with High Speed Access Corporation. Mr. Richardson also served as chief counsel for Birmingham Steel and American Calculator, \$1 billion and \$100 million companies, respectively. Mr. Richardson received his undergraduate degree from the University of Alabama and his J.D. from the University of Alabama School of Law. In addition, he completed Anglican Studies at Yale University and Berkeley Episcopal Divinity School.

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##### **Dennis E. Lipford, Vice President and Chief Financial Officer**

Dennis E. Lipford came to Momentum Business Solutions as Vice President of finance from one of the nation's largest health care organizations, UnitedHealthcare. While at United, Dennis held senior level positions in finance, operations, and network development. Most recently, he was Vice President of contracting and government programs. Prior to his career with United, Dennis was a CPA with Ernst & Young, a public accounting firm. Dennis holds a B.S. in Accounting from Auburn University.

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##### **Hilaire B. deSa, Vice President and Chief Technology Officer**

Mr. deSa spent 19 years in Information Technology after receiving his Masters spanning both System and Application environments in the Educational, Defense, ISP and Telecommunications industries. Before joining Momentum Business Solutions Mr. deSa was a Senior Technical Manager for BellSouth Telecommunications. He was key in the deployment of BellSouth's Microsoft based server environment. With the transition from BellSouth to Electronic Data Systems Mr. deSa was Project Manager and Team lead at the BellSouth

Distributed Systems Management Center in Birmingham Alabama. This center was responsible for monitoring all Microsoft based server class machines in the BellSouth Network.

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**Peggy McKay, Vice President, Operations**

Ms. McKay graduated from the University of Alabama in Birmingham with a Bachelor of Science Degree in Business Administration. Ms. McKay has 35 years experience in the telecommunication industry, including positions at AT&T and BellSouth. Ms. McKay retired from BellSouth in May of 2000.

Ms. McKay joined the BellSouth Interconnection Sales team as Director in 1997, which supported the Competitive Local Exchange Carriers (CLECs). She managed the Complex Resale Support Group, which received and processed complex resale orders from CLECs. She then managed a team responsible for supporting the CLECs, which included subject matter experts in the areas of operational support system (OSS) interfaces, local interconnection trunking, billing, local number portability, unbundled network elements, and collocation. After retiring, Ms. McKay was contracted by BellSouth to develop and deliver training to CLECs on subjects, to include collocation, unbundled network elements, LENS, and switched port loop combinations.

**CONFIDENTIAL EXHIBIT E**  
**MOMENTUM TELECOM, INC.**  
**Confidential Financial Statements**  
**Filed Separately Under Seal**