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June 3, 2009

VIA OVERNIGHT DELIVERY

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

VGP-T-09-01

IDAHO PUBLIC
UTILITIES COMMISSION

2009 JUN -4 PM 1:59

RECEIVED

Re: Velocity The Greatest Phone Company Ever, Inc.

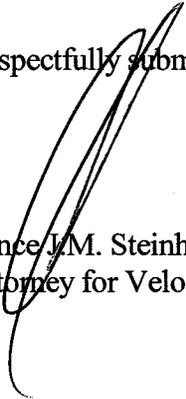
Dear Ms. Jewell:

Enclosed please find for filing an original and three (3) copies of Velocity The Greatest Phone Company Ever, Inc.'s Application for a Certificate of Public Convenience and Necessity to Provide Resold Local Exchange telecommunications services within the State of Idaho. The company has no local exchange customers at this time in the State of Idaho and this is a new filing.

APPLICANT HAS ALSO ENCLOSED ONE (1) COPY OF FINANCIAL STATEMENTS IN A SEPARATE ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY", AND RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED FINANCIAL INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope. If you have any questions or if I may provide you with additional information, please do not hesitate to contact me.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for Velocity The Greatest Phone Company Ever, Inc.

cc: Judi Reed

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

RECEIVED

IN THE MATTER OF THE)
APPLICATION OF)
Velocity The Greatest Phone)
Company Ever, Inc.)
for a Certificate of Public)
Convenience and Necessity to)
Provide)
Local Exchange Telecommunications)
Services Within the)
State of Idaho)

2009 JUN -4 PM 1:59
IDAHO PUBLIC
UTILITIES COMMISSION

CASE NO.

VGP-T-09-01

APPLICATION AND REQUEST FOR AUTHORITY

Application is hereby made to the Idaho Public Utilities Commission for a Certificate of Public Convenience and Necessity authorizing Velocity The Greatest Phone Company Ever, Inc., ("Applicant" or "Velocity") to provide local exchange telecommunications services pursuant to Idaho Code Sections 61-526 through -528 and IDAPA 31.01.01.111 (Rules 111 & 112) as clarified by Procedural Order No. 26665 in Case No. GNR-T-96-4. The following general information and exhibits are furnished in support thereof:

- 1.) Applicant's legal name, address of its principal offices and telephone number are:

Velocity The Greatest Phone Company Ever, Inc.
7130 Spring Meadows West Drive
Holland, Ohio 43528
(419) 868-9983

The Applicant has no office located in the State of Idaho. The Applicant intends to provide resold local exchange service throughout the service areas of Qwest North, Qwest South and Verizon, initially utilizing the facilities of the incumbent LECs.

2.) Applicant is incorporated in the State of Delaware and is in good standing under the laws of that state. In addition, the Company is authorized to do business as a foreign Velocity in the State of Idaho. Attached as Exhibit 1 to this Application is a copy of the Company's Articles of Incorporation.

A copy of Applicant's certificate of authority to transact business in Idaho is attached hereto as Exhibit 2.

3.) The name and business address of Applicant's registered agent for service in Idaho are:

TCS Corporate Services, Inc.
5527 Kendall Street
Boise, Idaho 83706

4.) The names and addresses of the ten common stockholders of Applicant Owning the Greatest

Number of Shares of Common Stock and the Number of Such Shares Owned by Each are:

<u>Name and Address</u>	<u>Shares Owned</u>	<u>Percentage of All Shares Issued & Outstanding</u>	<u>Percentage of Voting Control</u>
The Kiley Family LLC	2,500,000		50%
Doug Tiffany	30,999		6.5%
Kimberly Driscoll	30,000		6.4%
David L. Hart	35,000		7.4%
George Newcomer	33,333		7.1%
Maria Best	106,666		22.6%

Address: All of the shareholders can be reached through the company at the address listed in 1.) above.

5.) The names, addresses & ownership of Applicant's Officers and Directors are:

<u>Officer</u>	<u>Title</u>
Gregory Kiley	President and Chief Executive Officer
William Werner	Secretary

Directors
Gregory Kiley
William Werner
Edward J. Kiley, Jr.

Each can be reached at Applicant's primary place of business and telephone number as follows:

Velocity The Greatest Phone Company Ever, Inc.
7130 Spring Meadows West Drive
Holland, Ohio 43528
(419) 868-9983

6.) The Name and Address of Any Corporation, Association, or Similar Organization Holding a 5% or Greater Ownership or Management Interest in Applicant are as follows:

See answer to 4. above.

7.) The names and addresses of Subsidiaries Owned or Controlled by Applicant are as follows:

Not applicable.

8.) Applicant proposes to provide resold local exchange services, utilizing facilities provided by existing LECs: Qwest North, Qwest South, and Verizon. Applicant has no current plans to install facilities in Idaho. Applicant intends to provide all forms of intrastate local exchange and interexchange telecommunications services including:

1. Interexchange (switched and dedicated services):

- A. 1+ and 101XXXX outbound dialing;
- B. 800/888 toll-free inbound dialing;
- C. Calling cards;
- D. Directory Assistance; and
- E. Frame Relay and other data services.

2. Local Exchange:

- A. Local Exchange Services for business and residence customers that will enable customers to originate and terminate local calls in the local calling area served by other LECs, including local dial tone and custom calling features.
- B. Switched local exchange services such as flat-rated and measure-rated local services; vertical services, Direct Inward and Outward Dialed trunks, carrier access, public and semi-public coin telephone services, and any other switched local services that currently exist or will exist in the future.
- C. Non-switched local services (e.g., private line) that currently exist or will exist in the future.
- D. Centrex and/or Centrex-like services that currently exist or will exist in the future.
- E. Digital subscriber line, ISDN, and other high capacity line services.

Applicant seeks authority to resell local exchange services initially throughout the State where provided by incumbent LECs, however, Applicant does not intend to service areas serviced by any LECs which are eligible for a small or rural carrier exemption pursuant to Section 251 of the Federal Telecom Act of 1996.

Copies of Applicant's Profit & Loss Statements for the years ending December 31, 2006, December 31, 2007 and December 31, 2008 and Balance Sheets as of December 31, 2006, December 31, 2007 and December 31, 2008, Exhibit 3, are being filed in a separately sealed envelope marked "Confidential and Proprietary".

10.) A copy of Applicant's illustrative tariff is attached hereto as Exhibit 4. Applicant will file its proposed tariff establishing its proposed services and charges upon completion of its resale agreements and upon receipt of certification by the Commission.

11.) Questions concerning this application and Applicant's tariff should be directed to Applicant's representative:

Lance J.M. Steinhart
Lance J.M. Steinhart, PC
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005
(770) 232-9200 (Telephone)
(770) 232-9208 (Facsimile)
lsteinhart@telecomcounsel.com (E-Mail)

Customer Complaints and Inquiries are to be addressed to:

Chip Werner
7130 Spring Meadows West Drive
Holland, Ohio 43528
(866) 983-5624 (Customer Service)

- 12.) Applicant has not initiated resale negotiations.
- 13.) Applicant has reviewed the laws and regulations of this Commission governing local exchange 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.
- 14.) Applicant will not require advance payments or deposits, therefore, no escrow account is being filed.

WHEREFORE, Velocity The Greatest Phone Company Ever, Inc., requests that the Idaho Public Utilities Commission enter an order granting a Certificate of Public Convenience and Necessity authorizing Velocity The Greatest Phone Company Ever, Inc., to provide resold local exchange telecommunications services pursuant to Idaho Code Sections 61-526 through -528 and IDAPA 31.01.01.111.

Respectfully submitted this 3rd day of June, 2009.

VELOCITY THE GREATEST PHONE COMPANY EVER, INC.

By: _____

Lance J.M. Steinhart, Esq.
Lance J.M. Steinhart, P.C.
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005
Telephone: 770/232-9200
Facsimile: 770/232-9208
Email: lsteinhart@telecomcounsel.com

Attorney for
VELOCITY THE GREATEST PHONE
COMPANY EVER, INC.

State of Ohio

County of Lucas

Gregory Kiley, being first duly sworn, deposes and says that he is the President of Velocity The Greatest Phone Company Ever, Inc., the Applicant in the proceeding entitled above, that he has read the foregoing application and knows the contents thereof and; that the same are true of his knowledge, except as to matters which are therein stated on information or belief, and to those matters he believes them to be true.

Velocity The Greatest Phone Company Ever, Inc. has also reviewed all of the Commission Rules and agrees to comply with them.



Gregory Kiley
President

Subscribed and sworn to before this 20th day of October, 2008.



Notary Public

My Commission expires:

W. Stevens Newcomer
Attorney-at-Law
Notary Public, State of Ohio
My Commission has no Expiration Date
Section 147.03 R.C.

LIST OF EXHIBITS

- | | |
|-----------|---|
| EXHIBIT 1 | ARTICLES OF INCORPORATION |
| EXHIBIT 2 | CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS |
| EXHIBIT 3 | FINANCIAL INFORMATION |
| EXHIBIT 4 | ILLUSTRATIVE TARIFF |

EXHIBIT 1 – ARTICLES OF INCORPORATION

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "VELOCITY THE GREATEST PHONE COMPANY EVER, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2005, AT 4:32 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2006, AT 1:51 O'CLOCK P.M.

CERTIFICATE OF RENEWAL, FILED THE TWENTY-NINTH DAY OF MAY, A.D. 2008, AT 12 O'CLOCK P.M.

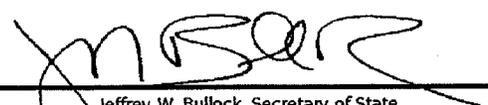
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "VELOCITY THE GREATEST PHONE COMPANY EVER, INC.".

4052380 8100H

090328391

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7225012

DATE: 04-02-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:32 PM 10/24/2005
FILED 04:32 PM 10/24/2005
SRV 050867298 - 4052380 FILE

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION OF
Velocity The Greatest Phone Company Ever, Inc.
A STOCK CORPORATION

FIRST: THE NAME OF THIS CORPORATION IS: Velocity The Greatest Phone Company Ever, Inc.

SECOND: THE STREET ADDRESS IN DELAWARE OF THE CORPORATION'S REGISTERED OFFICE IS: THE NAAMAN'S BUILDING SUITE 206, 3501 SILVERSIDE RD., WILMINGTON (NEW CASTLE COUNTY), DELAWARE 19810. THE REGISTERED AGENT IN CHARGE THEREOF IS THE DELAWARE COMPANY, USA.

THIRD: THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS FOR WHICH A CORPORATION MAY BE FORMED UNDER THE DELAWARE GENERAL CORPORATION LAW.

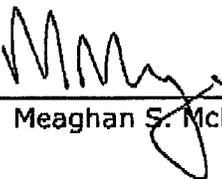
FOURTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 1,500 SHARES OF COMMON STOCK HAVING NO PAR VALUE.

FIFTH: THE NAME AND ADDRESS OF THE INCORPORATOR IS: THE DELAWARE COMPANY, USA., THE NAAMAN'S BUILDING SUITE 206, 3501 SILVERSIDE ROAD, WILMINGTON, DE 19810.

SIXTH: TO THE FULLEST EXTENT PERMITTED BY LAW, NO DIRECTOR OF THIS CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY OF SUCH DIRECTOR.

THE UNDERSIGNED INCORPORATOR EXECUTED THIS CERTIFICATE OF INCORPORATION, ON October 24, 2005, AND HEREBY ACKNOWLEDGES THAT THE FOREGOING CERTIFICATE IS THE ACT AND DEED OF THE UNDERSIGNED AND THAT THE FACTS CONTAINED HEREIN ARE TRUE.

INCORPORATOR:
THE DELAWARE COMPANY, USA.



Meaghan S. McKaige, Vice President

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
VELOCITY THE GREATEST PHONE COMPANY EVER, INC.

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. That by a Joint Written Consent of the Sole Director and Sole Stockholder of the Corporation, resolutions were duly adopted declaring the advisability of and approving an amendment to the Certificate of Incorporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered "**FOURTH**" so that, as amended, said Article shall be and read as follows:

FOURTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 5,000,000 SHARES OF COMMON STOCK, \$.001 PAR VALUE PER SHARE, OF WHICH 2,500,000 SHALL BE DESIGNATED AS CLASS A COMMON STOCK, \$.001 PAR VALUE PER SHARE, AND 2,500,000 SHALL BE DESIGNATED AS CLASS B COMMON STOCK, \$.001 PAR VALUE PER SHARE (THE CLASS A COMMON STOCK AND CLASS B COMMON STOCK, COLLECTIVELY, THE "COMMON STOCK"). THE RELATIVE RIGHTS, PREFERENCES AND LIMITATIONS OF THE SHARES OF EACH CLASS OF COMMON STOCK ARE:

DIVIDENDS. THE HOLDERS OF OUTSTANDING COMMON STOCK SHALL BE ENTITLED TO RECEIVE A DIVIDEND WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS OF THE CORPORATION. THE HOLDERS OF THE COMMON STOCK SHALL PARTICIPATE EQUALLY PER SHARE IN ANY DIVIDEND DISTRIBUTION WITHOUT DISTINCTION BETWEEN THE CLASSES.

VOTING. THE HOLDERS OF CLASS A COMMON STOCK SHALL HAVE THE RIGHT TO ELECT THREE (3) DIRECTORS. THE HOLDERS OF CLASS B COMMON STOCK SHALL HAVE THE RIGHT TO ELECT ONE (1) DIRECTOR. THE HOLDERS OF THE COMMON STOCK SHALL PARTICIPATE EQUALLY PER SHARE IN VOTING ON ALL OTHER CORPORATE MATTERS WITHOUT DISTINCTION BETWEEN THE CLASSES.

LIQUIDATION. IN THE EVENT OF ANY LIQUIDATION, DISSOLUTION, OR WINDING-UP OF THE CORPORATION, THE HOLDERS OF THE COMMON STOCK SHALL

PARTICIPATE EQUALLY PER SHARE IN ANY DISTRIBUTION TO STOCKHOLDERS WITHOUT DISTINCTION BETWEEN THE CLASSES.

THE PREVIOUSLY ISSUED AND OUTSTANDING 1,500 SHARES OF COMMON STOCK HAVING NO PAR VALUE SHALL, UPON THE FILING OF THIS CERTIFICATE OF AMENDMENT BE CHANGED INTO 2,500,000 ISSUED AND OUTSTANDING SHARES OF CLASS A COMMON STOCK, \$.001 PAR VALUE PER SHARE.

2. That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have subscribed this certificate this 29th day of November, 2006.

/s/ Edward J. Kiley Jr.
Edward J. Kiley Jr., sole Stockholder

EXHIBIT 2 - CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

State of Idaho

Office of the Secretary of State

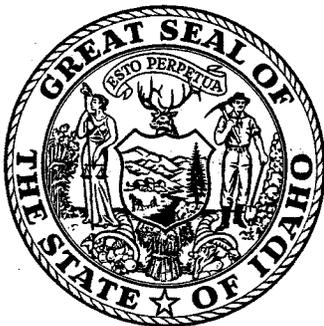
**CERTIFICATE OF AUTHORITY
OF
VELOCITY THE GREATEST PHONE COMPANY EVER, INC.**

File Number C 181025

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: December 1, 2008



Ben Yursa

SECRETARY OF STATE

By *Idene Dackin*

EXHIBIT 3 - FINANCIAL INFORMATION

FILED AS CONFIDENTIAL AND PROPRIETARY