

**APPLICATION FOR
SERVICE PROVIDER CERTIFICATE OF OPERATING AUTHORITY**

DOCKET NO. _____

APPLICANT:

Momentum Telecom, Inc.

Authorized Representative or Attorney to contact about this Application:

NAME: Rose Mulvany Henry TITLE: Attorney

ADDRESS:

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

TELEPHONE: 615-252-4634 FAX: 615-252-4713

EMAIL ADDRESS: rhenry@boultcummings.com

Agent for Service of Process:

NAME: CT Corporation Systems TITLE: _____

ADDRESS: 350 N. St. Paul Street, Dallas, Texas 75201

TELEPHONE: 214-979-1172 FAX: 214-754-0921

EMAIL ADDRESS: _____

AFFIDAVIT

STATE OF ALABAMA §
 §
COUNTY OF SHELBY §

1. My name is Charles E. Richardson III. I am Vice President and General Counsel and Secretary of the Applicant, Momentum Telecom, Inc.

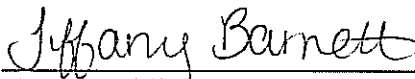
2. I swear or affirm that I have personal knowledge of the facts stated in this Application for a Service Provider Certificate of Operating Authority, that I am competent to testify to them, and that I have the authority to make this Application on behalf of the Applicant. I further swear or affirm that all of the statements and representations made in this Application for a Service Provider Certificate of Operating Authority are true and correct. I swear or affirm that the Applicant understands and will comply with all requirements of law applicable to a Service Provider Certificate of Operating Authority.



Signature

Charles E. Richardson III
Typed or Printed Name

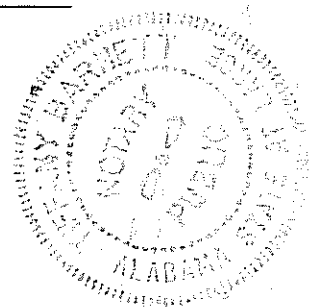
SWORN TO AND SUBSCRIBED before me on the 10th day of March, 2008.



Notary Public In and For the
State of Alabama

**My Commission Expires
June 19, 2011**

My commission expires: _____



SECTION ONE – BASIC INFORMATION

1. Check one or more of the following Requests:

(a) Check only one.

New SPCOA Application

Amended SPCOA Application

Amending SPCOA No. _____

New COA Application

Amended COA Application

Amending COA No. _____

(b) If you are filing an amendment, check one or more of the following as requests made in this amendment filing:

Name Change Amendment

Certification Relinquishment

Change in Ownership/Control

Service Discontinuation

Change in Service Area

Change in Type of Provider

Corporate Restructuring

Other

(c) Provide a summary explanation of all items checked in “b” above.

This is not applicable as the instant filing is not an amendment.

2. Provide a description of the Applicant, which shall include the following:

(a) Legal name and all assumed names under which the Applicant conducts business, if any;

Momentum Telecom, Inc.

Address of principal office and business office;

Momentum Telecom, Inc.

2700 Corporate Drive

Suite 200

Birmingham, AL 35242

(c) Principal office/business office telephone number: 205-978-4400

Fax number: 205-978-3402

Website address: <http://www.momentumtelecom.com/>

E-mail address: help@momentumtelecom.com

Toll-free customer service telephone number: 877.271.0236

- (d) FCC Carrier Identification Code (CIC) or National Exchange Carriers Association (NECA) Operating Carrier Numbers (OCNs), if available;

Momentum's CIC Code is 5951.

Momentum's Resale OCN is 5841. Others OCNs for states in the Southeast assigned to Momentum are 1417, 9774, 9011, 9498, 9815, 9158, 9650, 9477, 9291, 799E, 800E, and 954E.

- (e) Form of business in Texas (*e.g.*, corporation, partnership, sole proprietorship), Charter/Authorization number, date business was formed and date change was made (if applicable). Provide the State and date in which parent company is registered. (*The Commission requires registration with the Secretary of State for all forms of business, except sole proprietorships.*)

Momentum Telecom, Inc. is a corporation formed under the laws of the State of Delaware. Copies of the company's Certificate of Incorporation and the Certificate to transact business in Texas are attached as **Exhibit 1**.

The parent company of Momentum Telecom, Inc., MBS Holdings, Inc., was incorporated in the State of Delaware on March 19, 2001.

- (f) Name, address, and office address of each director, officer, or partner;

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

Dennis E. Lipford, Jr.
Vice President, Financial/Treasurer/Chief Financial Officer
2700 Corporate Drive
Suite 200
Birmingham, AL 35242

Charles E. Richardson III
Vice President, Legal and Regulatory /Secretary
2700 Corporate Drive
Suite 200
Birmingham, AL 35242

- (g) Name, address, and office address of each of the five largest shareholders, if not publicly traded:

MBS Holdings, Inc.
2700 Corporate Drive
Suite 200
Birmingham, AL 35242

- (h) Legal name of parent company, if any, and a description of its primary business interests; and,

MBS Holdings, Inc.'s purpose is to act as a holding company for Momentum Telecom, Inc. and its other subsidiaries.

- (i) Legal name of all affiliated companies that are public utilities or that are providing telecommunications services and the states in which they are providing service. Give a description of all affiliates and explain in detail the relationship between the Applicant and its affiliates. An organizational chart should be provided.

None.

3. State the name **and only one name**, in which the Applicant wants the Commission to issue its certificate. *(NOTE: If the Applicant is a corporation, the Commission will issue the certificate in either the Applicant's corporate or assumed name, not both. The certificate holder must use only the name approved by the Commission on all bills and advertisements sent to or viewed by the public. Name Changes require Commission Approval as well as Secretary of State Approval.)*

Momentum Telecom, Inc.

SECTION TWO – TECHNICAL INFORMATION

4. (a) Provide a detailed description of the telecommunications services to be provided.

Momentum will utilize its own soft switch (located in Atlanta, GA) and media gateways in conjunction with its customer's (the cable company) "last mile" portion of the network which typically consists of hybrid fiber coaxial facilities.

Momentum will interconnect with the applicable ILEC to offer competitive alternatives in telecommunications services to consumers in Texas through a business model in which Momentum together with other competitive service providers provide local voice service to those consumers. Momentum will enter into a business arrangement with various independent cable companies to support the cable company's offering of local and long distance voice services to the general public in the service territories of certain ILECs. While the cable company will provide the "last mile" portion of the network which includes the cable company's hybrid fiber coax facilities, the same facilities it uses to provide video and broadband Internet access, Momentum will provide all public switched telephone network interconnection utilizing Momentum's switch and the interconnection agreements Momentum will be negotiating with the incumbent local exchange carriers.

- (b) Indicate with a yes or no response, whether the Applicant will be providing the following telecommunications services:

	<u>Business</u>	<u>Residential</u>
<u> </u> POTS (Plain Old Telephone Service)	<u> </u> NO	<u> </u> NO
<u> </u> ADSL	<u> </u> NO	<u> </u> NO
<u> </u> ISDN	<u> </u> NO	<u> </u> NO
<u> </u> HDSL	<u> </u> NO	<u> </u> NO
<u> </u> SDSL	<u> </u> NO	<u> </u> NO
<u> </u> RADSL	<u> </u> NO	<u> </u> NO
<u> </u> VDSL	<u> </u> NO	<u> </u> NO
<u> </u> Optical Services	<u> </u> NO	<u> </u> NO
<u> </u> T1-Private Line	<u> </u> NO	<u> </u> NO
<u> </u> Switch 56 KBPS (KiloBits Per Second)	<u> </u> NO	<u> </u> NO
<u> </u> Frame Relay	<u> </u> NO	<u> </u> NO
<u> </u> Fractional T1	<u> </u> NO	<u> </u> NO
<u> </u> Long Distance	<u> </u> NO	<u> </u> NO
<u> </u> Wireless	<u> </u> NO	<u> </u> NO
<u> </u> Other (Please Describe):		

Applicant will provide interconnection, switching and interexchange services on a wholesale basis.

5. (a) Is the Applicant providing prepaid calling services?

No.

(b) If yes to (a), provide a yes or no response to the list of telecommunications services below:

- Residential Prepaid Local Calling Services
- Business Prepaid Local Calling Services
- Residential Prepaid Domestic Long Distance Calling Services
- Business Prepaid Domestic Long Distance Calling Services
- Residential Prepaid International Long Distance Calling Services
- Business Prepaid International Long Distance Calling Services

6. (a) Indicate below the type of local exchange provider being requested: (*Facilities-based, Resale Only, Data Only, or a combination these types of providers*).

Facilities-based.

(b) If the answer involves facilities-based or data, please provide a detailed description of the telecommunication facilities, platforms, or systems that will be used to provide these services. Telecommunication facilities include: conduits, ducts, poles, wires, cables, end-office switches, telecommunications circuit equipment, telecommunications signaling systems, and telecommunications transmission facilities used to provide basic local exchange telephone service, basic local telecommunications service, and switched access service.

Please see Applicant's response to 4(a), above.

7. Provide a written description of the exchanges, local access and transportation areas (LATAs), or incumbent local exchange company (ILEC) service areas or attach a scaled map of the geographic area for which the certificate is requested within the State of Texas that the Applicant proposes to serve.

Applicant proposes to offer its service throughout the State of Texas, to the extent permitted by law.

8. Does the Applicant, owner, or any affiliate currently hold a service provider certificate of operating authority (SPCOA), certificate of operating authority (COA), or certificate of convenience and necessity (CCN) for any part of the area covered by this Application?

No.

9. (a) Does the Applicant expect to provide service to customers other than itself and its affiliates?

Yes, Applicant will provide its wholesale interconnection, switching and interexchange services to wholesale customers, other than itself.

- (b) Has the Applicant provided one copy of this Application to the Commission on State Emergency Communications (a.k.a. 911 Commission)? *(Send copy to Commission on State Emergency Communications, Accounts Payable Section at 333 Guadalupe Street, Suite 2-212, Austin, Texas 78701-3942, with phone number 512-305-6911, fax number 512-305-6937, and website address www.911.state.tx.us).*

Yes.

- (c) As part of the Application provided to the 911 Commission, the applicant shall provide the name, title, address, and telephone number of the applicant's 911 contact person as required in Substantive Rule No. 26.433(e)(2)(a). Any change in the information about the applicant's designated 911 contact person shall be filed with the 911 Commission with five days of the change.

Michael Jacobs
Momentum Telecom, Inc.
2700 Corporate Drive
Suite 200
Birmingham, AL 35242
(205) 978-4415 (Office)
(205) 978-4422 (Fax)

10. (a) Is the Applicant a municipality?

No.

- (b) Will the Applicant enable a municipality or municipal electric system to offer for sale to the public, directly or indirectly, local exchange telephone service, basic local telecommunications service, switched access service, or any non-switched telecommunications service used to provide connections between customers' premises within an exchange or between a customer's premises and a long distance provider serving the exchange?

No.

11. (a) State whether the Applicant has applied for any necessary municipal consent, franchise, or permit required for the types of services and facilities for which it is applying.

Applicant has not applied for any municipal consent, franchise or permit for the types of services and facilities for which it is applying.

- (b) Identify the municipalities from which such consent, franchise, or permit has been requested.

Applicant has not applied for any municipal consent, franchise or permit for the types of services and facilities for which it is applying.

12. (a) **APPLICABLE TO SPCOA APPLICANTS ONLY.** Report total intrastate switched access minutes of use for the Applicant, together with its affiliates, for the twelve-month period beginning sixteen months before the first day of the month in which this Application is filed. (*In calculating minutes of use for this question, include minutes of all entities affiliated with the Applicant.*)

Zero.

- (b) **APPLICABLE TO SPCOA APPLICANTS ONLY.** Identify all affiliates whose minutes of use are included in the calculation required in 12(a).

See response to 12 (a).

SECTION THREE – TECHNICAL QUALIFICATIONS

13. (a) Has the Applicant, its owners, or any affiliate applied for a permit, license, or certificate to provide telecommunications services in any state other than Texas? If yes, identify the state(s) and fully explain.

Yes, Applicant and or its affiliate, Momentum Business Solutions, Inc., has filed for certification and been approved to provide telecommunications services in: Alabama, Arkansas, Florida, Georgia, Illinois, Kentucky, Louisiana, Mississippi, North Carolina, Pennsylvania, South Carolina, Tennessee, Wisconsin.

Applicant also has applications for certification to provide telecommunications services pending in Indiana and Missouri.

- (b) Has the Applicant, its owners, or any affiliate ever had a permit, license, or certificate to provide telecommunications services granted by any state? If yes, identify the state(s) and fully explain.

Yes, please see the response provided for Question 13(a).

- (c) Has the Applicant, its owners, or any affiliate ever had any permit, license, or certificate denied or revoked by any state? If yes, identify the state(s) and fully explain.

Yes. On November 7, 2003, the Kentucky Public Service Commission revoked Momentum's certification in Kentucky for failing to pay its annual assessment in a timely manner. On March 3, 2004, Momentum petitioned the Kentucky Commission for reinstatement, which was subsequently granted on April 2, 2004. Momentum is currently active and in good standing with the Kentucky Public Service Commission.

- (c) Has the Applicant, its owners, or any affiliate ever provided telecommunications services in Texas or any other state? If yes, identify the state(s) and fully explain.

Yes, Applicant currently provides both local exchange and interexchange services on a retail basis in the Southeastern states of: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee. Additionally, Applicant is authorized to provide telecommunications services in Arkansas, Illinois and Wisconsin.

- (e) List any telecommunications certifications/authorizations or registrations granted to the Applicant, its parent company, its owners, or any of its affiliates within the State of Texas.

None.

- 14. (a) Provide the complaint history and history of regulatory actions taken against the Applicant, its parent company, any affiliated companies, and/or any companies of the owners that are public utilities or that have provided telecommunications services for the past 24 months in other states. The information should include, but not be limited to, the type of complaint, status of the complaint, and the resolution of the complaint.

Applicant is not aware of any formal complaints or history of regulatory actions within the past 24 months in any state in which it provided telecommunications services.

- (b) Has the Applicant, its parent company, any affiliated companies, and/or any companies of the owner been notified that it is currently under investigation in Texas or another state or jurisdiction for violation of any deceptive trade or consumer protection law or regulation? If yes, please explain.

No.

- (c) Provide the number of customers per state (including Texas) for the past 24 months, for the Applicant, its parent company, and/or any affiliates that are providing telecommunications services.

Please see filed **Under Seal, Confidential Exhibit 2**, attached hereto.

- 15. (a) Provide a detailed description of the Applicant's technical qualifications to provide the local exchange service, basic local telecommunications service, and/or switched access service proposed in this Application.

Please see **Exhibit 3**, attached hereto.

- (b) If the Applicant plans to rely upon a consultant to meet the technical qualifications requirements, provide the following information: (1) name, address, and phone number of consultant, (2) a copy of the contract between the principals and the consultant, (3) consultant's resume or description of experience, (4) information regarding any professional registrations or certifications, (5) percentage of the consultant's time being contracted, and (6) a list of other telecommunications companies served by the consultant and the percentage of time allotted to each company.

Applicant will not rely upon a consultant to meet the technical qualifications requirements.

- (c) Provide a detailed description or individual resumes setting forth the qualifications of the Applicant's key personnel. Descriptions or resumes shall include (1) Key Personnel Names, (2) Applicant Company Titles, (3) Detailed Telecommunications Experience, and (4) Years of Experience.

Please see **Exhibit 3**, attached hereto.

16. Attach a completed Service Quality Questionnaire.

Please see **Exhibit 4**, attached hereto.

SECTION FOUR – FINANCIAL QUALIFICATIONS

17. If the Applicant is relying on a third party, including a parent, subsidiary, or affiliate company to support its financial ability to provide the services covered by this Application, provide the following information:
- (a) identify the third party: MBS Holdings, Inc.
 - (b) state the third party's relationship to the Applicant: MBS Holdings, Inc. is the parent company of Momentum Telecom, Inc; and
 - (c) detail the nature and extent of the reliance: Applicant is providing the audited Consolidated Financial Statements of MBS Holdings, Inc. as proof of its financial qualification to provide telecommunications services in Texas, **Under Seal, Confidential Exhibit 5.**

18. Provide a projected monthly cash-flow forecast for the initial 24-month period following the provision of service by the Applicant. This cash-flow forecast should detail all anticipated revenues and expenses, including operating and marketing expenses. Itemize one-time costs such as the purchase of start-up equipment, and the costs of obtaining an operating certificate from the Commission. Explain any assumptions made in the forecast (revenue-per-customer, sales growth, expense growth) in footnotes.

Please see filed **Under Seal, Confidential Exhibit 6.**

19. Provide a monthly forecast of the accounts receivable balance anticipated to be carried by the Applicant during the initial 24-month period of service provision.

Please see filed **Under Seal, Confidential Exhibit 6.**

20. If the Applicant plans to be a facilities-based carrier, provide a 36 month estimate of capital expenditures, a description of the facilities to be installed, and a description of any anticipated financing. Indicate whether or not these capital expenditures are included in the cash-flow forecast provided above. If so, please explain in detail how they were included.

Please see filed **Under Seal, Confidential Exhibit 6.**

21. Provide evidence of the Applicant's financial qualifications, or the financial qualifications of the third party on which the Applicant is relying, to provide the proposed services. Such evidence should be sufficient to satisfy the financial requirements in PUC Substantive Rule §§26.109 and/or 26.111. Financial instruments that will meet the cash requirements are delineated in PUC Substantive Rule §§ 26.109 and/or 26.111. The Applicant must provide copies of documents from independent sources that demonstrate

the Applicant's access to cash or other financial resources. Examples of documentation that may be provided include copies of:

- (a) three recent, consecutive bank statements;
- (b) an attestation letter of net financial strength from a certified public accountant or investment account manager;
- (c) audited financial statements;
- (d) line-of-credit agreements or letters of credit;
- (e) sworn letters of guaranty from third parties on which the Applicant is relying for financial support; and
- (f) bank loan approval documents.

Please see filed **Under Seal, Confidential Exhibit 5**.

22. Applicants that are established business entities shall provide historical financial statements (audited, if available) for the last two years, including income statements, balance sheets, cash-flow statements, and any related footnotes or schedules.

Please see filed **Under Seal, Confidential Exhibit 5**.

23. If the Applicant is an established business entity, state whether the Applicant, or the third party on which the Applicant is relying for financial support, is currently under the protection of the federal bankruptcy laws or has been under the protection of the federal bankruptcy laws in the past two years. If so, please explain in detail the extent to which the bankruptcy affects the Applicant's financial qualifications.

No.

24. Please provide a summary of any history of bankruptcy, dissolution, merger or acquisition of the applicant or any predecessors in interest for two calendar years immediately preceding this Application.

Applicant has no history of bankruptcy, dissolution, merger or acquisition for two calendar years immediately preceding this Application.

SECTION FIVE - MISCELLANEOUS

25. Are any owners, directors, officers, or partners in the organization convicted felons? If yes, please explain.

No.

26. OPTIONAL RESPONSE: Provide any additional information that the Applicant believes may be relevant to the Applicant's qualifications to provide the proposed service.

Applicant believes that it has provided sufficient information with this Application to demonstrate its managerial, technical and financial expertise to obtain an SPCOA. Therefore, Applicant is not providing any additional information.

Exhibit 1

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 JANUARY, A.D. 2008.



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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6295256

DATE: 01-08-08



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Application for Registration for Momentum Telecom, Inc. (file number 800793785), a DELAWARE, USA, Foreign For-Profit Corporation, was filed in this office on March 28, 2007.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 04, 2008.



A handwritten signature in cursive script that reads "Phil Wilson".

Phil Wilson
Secretary of State

Confidential Exhibit 2

Exhibit 3

Senior Management Team – Momentum Telecom, Inc.

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.

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.

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.

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.

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.

Exhibit 4

EXHIBIT 4

SERVICE QUALITY QUESTIONNAIRE for SPCOA and COA APPLICANTS

Will the Applicant meet each of the following benchmark service quality standards? For each "NO" response, please provide an explanation. If the Applicant is relying on an underlying carrier to meet any of the following standards, identify the standard and the carrier.

Applicant does not believe that the following service quality standards are applicable to the wholesale offerings it seeks to offer through this certification application, however, Applicant realizes that its authorization could extend beyond its current offerings and

responds to the questionnaire regarding its compliance in the event that the service quality standards become applicable to the wholesale offerings in the future.

YES NO Make one-party line service available upon request to all subscribers of local exchange service.

YES NO Install 95% of primary service orders and 90% of regular service orders within five working days of customer orders, excluding those orders where a later date is requested by the customer.

YES NO Meet 90% of commitments to customers regarding the date of installation of service orders, excepting customer-caused delays.

YES NO Maintain the level of held regrade orders (as defined in Substantive Rule 26.54) at or below one percent of access lines served.

YES NO Answer 85% of toll and assistance operator calls within ten seconds.

YES NO Answer 90% of repair service calls and calls to business offices within 20 seconds.

YES NO Provide dial tone within 3 seconds for 98% of calls.

YES NO Maintain an availability factor for stored program controlled digital and analog switching facilities (local intra-office) at 99.99%, or keep total unscheduled outages below 53 minutes per year.

YES NO Maintain an availability factor for stored program controlled digital and analog switching facilities (local inter-office) at 99.93%, or keep total unscheduled outages below 365 minutes per year.

- YES NO Complete 97% of properly dialed tolled calls without encountering failure because of blockages or equipment irregularities.
- YES NO Maintain an average monthly rate of customer trouble reports, excluding CPE reports, at or below 6%.
- YES NO Clear 90% of out-of-service trouble reports within 8 working hours, except where access to the customer's premises is required and not available or where interruptions are caused by unavoidable casualties and acts of God affecting large groups of customers.
- YES NO Maintain the number of repeated trouble reports on residence and single-line business lines at or below 22% of the total customer trouble reports on those lines.
- YES NO Maintain transmission facilities meeting the requirements of Substantive Rule 26.54, Transmission Requirements.
- YES NO Meet the Commission's continuity-of-service requirements established in Substantive Rule 26.51.
- YES NO Provide 911 emergency telephone service in accordance with Chapters 771 and 772 of the Texas Health and Safety Code, as applicable.
- YES NO Commit to providing equipment that will comply with 911 requirements.
- YES NO Commit to providing at least 1 customer service representative per every 2,500 customers during normal business hours.
- YES NO Commit to providing equipment that is local number portability (LNP) capable.
- YES NO Maintain an emergency operations plan that addresses disaster recovery procedures.
- YES NO Comply with PUC Substantive Rules §26.32 and §26.130 requiring notification of customers about slamming and cramming information on monthly bills.
- YES NO Comply with PUC Substantive Rules §26.31 for customer disclosure.
- YES NO Comply with PUC Substantive Rules §26.122 regarding customer proprietary network information.

YES NO Comply with applicable portions of Chapter 26, Subchapter B regarding customer service and protection.

YES NO Comply with anti-discrimination laws on the basis of race, nationality, color, religion, sex, marital status, income level, source of income, or geographic location.

YES NO Disclose to customer that they may contact the PUC and pursue complaints if the customer and certificate holder cannot resolve the complaint.

Confidential Exhibit 5

Confidential Exhibit 6

**APPLICATION FOR CERTIFICATE OF AUTHORITY
TO PROVIDE TELECOMMUNICATIONS SERVICE 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.

Classification for which application is made. Check one.

- Competitive Telecommunications Provider (local, long-distance, shared telecommunications service).
 Telecommunications Utility

1. Exact Legal Name of Applicant:

Momentum Telecom, 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)

Corporation

Business Address

**2700 Corporate Drive
Suite 200
Birmingham AL 35242**

Phone **205-978-4411**

Fax **205-978-3402**

Email **rrichardson@momentumtelecom.com**

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

**Rose M. Henry, Boulton Cummings Connors & Berry
1600 Division Street
Suite 700
Nashville TN 37203**

Phone **615-252-4634**

Fax **615-252-6634**

Email **rhenry@boultoncummings.com**

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

**Charles E. Richardson
2700 Corporate Drive
Suite 200
Birmingham AL 35242**

Phone **205-978-4411**

Fax **205-978-3402**

Email **rrichardson@momentumtelecom.com**

4. Affiliated Interests:

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.

No

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.	N/A		
b.			
c.			
d.			

AUTHORITY REQUESTED

6. Does applicant request authority to provide the following services?

- a. Shared telecommunications service (STS). STS includes resale of long-distance service to the STS provider's user group, but not to customers outside the user group. If yes, applicant must complete items 10 and 11. Yes No
- b. Local exchange (intraexchange) switched service (i.e., local dial tone). If yes, applicant must complete item 10. Yes No
- c. Local exchange (intraexchange) nonswitched, private line service (i.e., dedicated transmission service). Yes No
- d. Interexchange, switched service (i.e., long-distance toll). If yes, applicant must complete item 10. Yes No
- e. Interexchange, nonswitched, private line service (i.e., dedicated transmission service). Yes No

7. How Services Will Initially Be Provided

The following is required for public notice and information purposes and does not request authority.

- a. Will Applicant resell finished services of other Oregon certified carriers? (Resell means resale of finished services, not unbundled network elements.) Yes No
- b. Will applicant construct lines, loops, wires, fiber, or other transport facilities? Yes No
- c. Will Applicant have its own switching equipment? Yes No
- d. Will Applicant purchase (lease) unbundled network elements from other Oregon certified carriers? Yes No
- e. Will Applicant purchase or lease network components which are not unbundled network elements? Yes No

8. Areas for which Applicant seeks authority:

a. Intraexchange Authority:

Alternative I: List every local exchange in which Applicant seeks to provide local exchange (intraexchange) service.

Alternative II: List every incumbent local exchange carrier in whose exchanges Applicant seeks authority to provide local exchange (intraexchange) service.

Alternative III: If Applicant seeks authority to provide local exchange (intraexchange) service within every telephone exchange in Oregon, then specify "Statewide."

Statewide

b. Interexchange Authority:

Alternative I: List every local exchange in which Applicant seeks to provide interexchange service.

Alternative II: List every incumbent local exchange carrier in whose exchanges Applicant seeks authority to provide interexchange service.

Alternative III: If Applicant seeks authority to provide interexchange service in every telephone exchange in Oregon, then specify "Statewide."

Statewide

9. Describe special characteristics, limitations, or restrictions that will be part of Applicant's services:

The applicant will offer its services on a wholesale basis only.

10. Operator Services:

- a. Operator service includes, but is not limited to, billing or completion of third-party billing calls, person-to-person calls, collect calls, and credit card calls. See OAR 860-032-0001.
Will Applicant directly offer operator services? Yes No
- b. ORS 759.690(1)(d) defines "operator service provider" as a person who furnishes operator service under contract with a call aggregator. ORS 759.690(1)(a) defines a call aggregator as a person who furnishes a telephone for use by the public, i.e., transient use.
Will Applicant be an "operator service provider" as defined in ORS 759.690(1)(d)? Yes No

11. Shared Telecommunications Service:

Shared Telecommunications Service (STS) service is defined in OAR 860-032-0001. STS includes resale of long-distance service to the STS provider's user group, but not to customers outside the user group.

- a. Provide the address of the building where shared service will be provided through privately owned customer premises equipment. If Applicant intends to serve a user group located in two or more buildings, include an electronic copy of a map clearly showing the locations to be served by the Applicant. The information on the map must be precise and legible and include street names and the city where the building(s) is(are) located.

N/A

- b. An STS site or location consists of one building, or it consists of a complex of buildings or a campus on contiguous property. An STS provider may interconnect separate sites in order to aggregate toll traffic. An STS provider may not interconnect separate sites in order to provide local exchange service between those sites.

If serving buildings at separate sites, will applicant interconnect the buildings in order to aggregate toll traffic? Yes No

- c. Describe the user group or association at the STS location.

N/A

NOTE: Applicant must apply to PUC for another certificate of authority in order to add subsequent STS sites.

Conditions of a certificate of authority:

As a condition of a certificate of authority, applicant 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 may be specified in the certificate.

- a. Certificate holder shall provide only telecommunications services authorized by the certificate.
- b. Certificate holder shall, at a minimum, meet the standard level of service specified in OAR 860-032-0012. The standard level of service is 99 percent probability that a call will not be blocked during the certificate holder's busy hour of the day.
- c. 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.
- d. Certificate holder shall maintain its books and records according to generally accepted accounting principles and the applicable rules of the Commission.
- e. Certificate holder shall pay all access charges and subsidies imposed pursuant to the Commission's rules.
- f. 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.
- g. The certificate holder shall pay a quarterly amount to the Oregon Universal Service Fund based on a Commission-approved surcharge percentage assessed on all retail telecommunications services sold in Oregon pursuant to ORS 759.425(4).
- h. Certificate holder shall respond in a timely manner to Commission inquiries.

Pursuant to Residential Service Protection statutes, Chapter 290, Oregon Laws 1987, and Division 22, 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).

Signature of Person Authorized to Represent Applicant

Title

Counsel for Momentum Telecom, Inc.

Date

4/7/08

Typewritten Name
Henry Walker