

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Application of)
)
Momentum Telecom, Inc.)
)
for Certificates of Service)
Authority to Provide Basic Local Exchange) Case No. _____
Telecommunications Services and Resold)
Interexchange Telecommunications Services in)
the State of Missouri and to Classify)
those Services and the Company as Competitive)

**APPLICATION FOR CERTIFICATES OF SERVICE AUTHORITY
TO PROVIDE BASIC LOCAL EXCHANGE AND RESOLD INTEREXCHANGE
SERVICE AND FOR COMPETITIVE CLASSIFICATION**

Comes now Momentum Telecom, Inc. ("Momentum"), by its undersigned counsel, and hereby applies pursuant to Section 392.361, 392.410, 392.430 and 392.450 R.S.Mo 2000, the Federal Telecommunications Act of 1996, and 4 C.S.R. § 240-2.060, for authority to provide basic local exchange telecommunications services and resold interexchange services in the State of Missouri and to classify said services and company as competitive. In support of its Application, Momentum states:

1. Applicant Momentum is a corporation duly organized and existing under and by virtue of the laws of the State of Delaware. A true and correct copy of a Certificate of Good Standing from the Delaware Secretary of State is attached as Exhibit A. A true and correct copy of Momentum's Certificate to Transact Business in Missouri is attached as Exhibit B. The legal name and principal office or place of business of Momentum are:

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

2. All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to the case should be addressed to:

Rose Mulvany Henry
Boult, Cummings, Conners & Berry, PLC
1600 Division Street, Suite 700
Nashville, TN 37203
(615) 252-4634 (phone)
(615) 252-4713 (fax)
rhenry@boultcummings.com

and

Charles E. ("Rick") Richardson III
Vice President, Legal & Regulatory
Momentum Telecom, Inc.
2700 Corporate Drive, Suite 200
Birmingham, AL 35242
(205) 978-4411 (phone)
(205) 978-3402 (fax)
rrichardson@momentumtelecom.com

3. Momentum proposes to provide facilities-based local exchange telecommunications services throughout the exchanges currently serviced in Missouri by the following incumbent local exchange telecommunications companies ("ILECs"): Southwestern Bell Telephone, L.P. d/b/a AT&T Missouri, Embarq Missouri, Inc. d/b/a Embarq, CenturyTel of Missouri, LLC d/b/a CenturyTel, and Spectra Communications Group, LLC d/b/a CenturyTel. The specific exchanges within which Momentum proposes to offer services are listed in the incumbent providers respective local exchange tariffs. Momentum may seek authority to provide service in other areas of the state in a subsequent proceeding. Momentum seeks to provide its resold interexchange telecommunications services on a statewide basis.

4. Pursuant to this Application, Momentum seeks to offer and provide wholesale switching and interconnection services to cable providers and other such similarly situated

wholesale customers. Momentum will utilize its own soft switches 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 seeks classification of itself and its services as competitive. Further, Momentum will give consideration to equitable access for all Missourians, regardless of where they might reside or their income, to affordable voice services in Momentum's proposed service areas in accordance with applicable law.

5. Momentum is fully qualified to provide the services requested through this Application as it is currently authorized to provide telecommunications services in the following states: Alabama, Arkansas, Florida, Georgia, Kentucky, Illinois, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee and Wisconsin. Momentum possesses the technical and managerial expertise and experience necessary to provide the services it proposes. Descriptions of the backgrounds of Momentum's key management personnel, which demonstrates the extensive experience and expertise, are attached hereto and incorporated by reference as Exhibit C.

6. Momentum will offer a high level of customer service support to its wholesale customers, utilizing Tier 2 support, via a toll free number available 24 hours a day, 7 days a week. Momentum also possesses the necessary financial resources required to provide the proposed services and meets the financial tests described in state statutes. Pro forma financial statements for Momentum are attached as Highly Confidential Exhibit D. Furthermore, Momentum is a wholly owned subsidiary of MBS Holdings, Inc., which has adequate resources to fund the development and growth of Momentum.

7. Momentum has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of the Application. No Missouri annual reports or assessment fees are overdue.

8. Momentum is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards, including, but not limited to billing, quality of service, and tariff filing and maintenance in a manner consistent with whom Momentum seeks authority to compete. Additionally, Momentum agrees that, pursuant to Section 392.455(3) and (4) RSMo. 2000, its service area shall be no smaller than an exchange. Consistent with the Commission's treatment of other certificated competitive local providers, Momentum requests that the following statutes and regulations be waived for Momentum and its local service offerings:

Statutes

392.210.2
392.240.1
392.270
392.280
392.290
392.300.2
392.310
392.320
392.330
392.340

Missouri Public Service Commission Rules

4 C.S.R. § 240-3.550(5)(C)
4 C.S.R. § 240-10.020
4 C.S.R. § 240-30.040

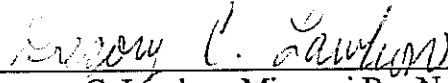
9. Momentum will promptly file tariffs bearing no less than a 45 day effective date with the Commission in a manner consistent with law and the Commission's practice in similar cases. In any circumstance, Momentum will file its proposed local exchange service tariff no later than 30 days after Commission approval of Momentum's interconnection agreement.

10. Momentum submits that the public interest will be served by Commission approval of this Application because Momentum's proposed services will create and enhance competition and expand customer service options consistent with the legislative goals set forth in the Federal Telecommunications Act of 1996 and Chapter 392 R.S.Mo. Prompt approval of this Application also will expand the availability of innovative, high quality, and reliable voice services within the State of Missouri.

11. Momentum submits, notwithstanding the provisions of Section 392.500 R.S.Mo., as a condition of certification and competitive classification, Momentum agrees that, unless otherwise ordered by the Commission, Momentum's originating and terminating switched exchange access rates in a service area will be no greater than the lowest Commission-approved corresponding access rates in effect for the ILEC serving such service area. Additionally, pursuant to the Commission's Report and Order in Case No. TO-99-596, Momentum agrees that, if the ILEC in whose service area Momentum is operating decreases its originating and/or terminating access service rates, Momentum shall file an appropriate tariff amendment to reduce its originating and/or terminating access rates within thirty (30) days of such ILEC's reduction of its originating and/or terminating access rates in order to maintain the cap on switched exchange access rates.

WHEREFORE, Momentum respectfully requests that the Commission grant it a certificate of service authority to provide local and interexchange services as herein requested, classify Momentum and its proposed services as competitive, and grant a waiver of the aforesaid statutes and regulations.

Respectfully submitted,



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Scudder Law Firm, P.C.
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816-994-9940
glawhon@scudderlaw.com

Henry Walker, 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

*Attorneys for Applicant Momentum
Telecom, Inc.*

VERIFICATION

STATE OF ALABAMA)
) ss.
COUNTY OF SHELBY)

I, Charles E. Richardson III, state that I am 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.



Name: Charles E. Richardson III

Title: Vice President & General Counsel

Company: Momentum Telecom, Inc.

Subscribed and sworn to before me this 18th day of February, 2008.

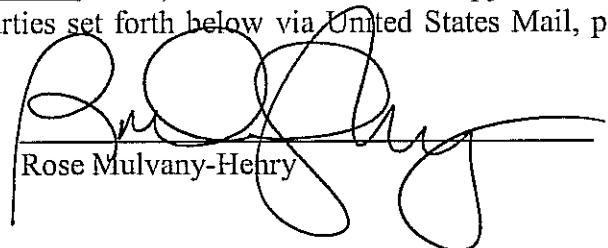


Notary Public

My Commission Expires: 8/23/2010

CERTIFICATE OF SERVICE

On this 25th day of February, 2008, a true and correct copy of the above document was served upon each of the parties set forth below via United States Mail, postage prepaid.



Rose Mulvany-Henry

Office of the Public Counsel
Governor Office Building
P.O. Box 7800
200 Madison, Suite 650
Jefferson City, MO 65102

General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

EXHIBIT A
Certificate of Good Standing

(copy 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 JANUARY, A.D. 2008.



3216570 8300

080021577

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

EXHIBIT B

Certificate of Authority to Transact Business in Missouri

(copy attached)

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF AUTHORITY

WHEREAS,

MOMENTUM TELECOM, INC.
F00862717

using in Missouri the name

MOMENTUM TELECOM, INC.

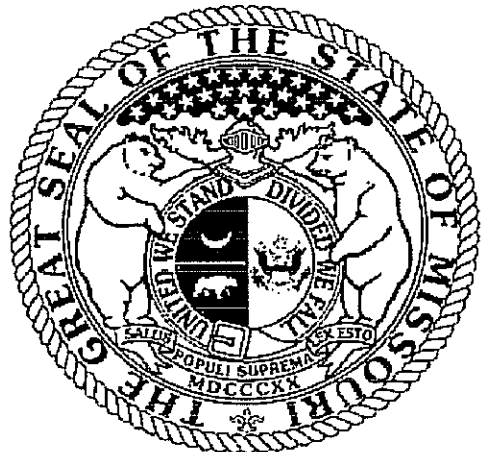
has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Delaware.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
17th day of December, 2007.

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State





State of Missouri

Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number:
F00862717
Date Filed: 12/17/2007
Robin Carnahan
Secretary of State

Application for Certificate of Authority For a Foreign For-Profit Corporation

(Submit with filing fee of \$155.00)

1. The corporation's name is Momentum Telecom, Inc.
and it is organized and existing under the laws of Delaware
2. The name it will use in Missouri is _____
3. The date of its incorporation was 4/20/2000, and the period of its duration is Perpetual
month/day/year
4. The address of its principal place of business 2700 Corporate Drive Suite 200, Birmingham, AL 35242
Address City/State/Zip
5. The name and physical address of its registered agent and office in the State of Missouri is
C T Corporation System 120 South Central Avenue Clayton, MO 63105
Name Address City/State/Zip
6. The specific purpose(s) of its business in Missouri are:
Telecommunications
7. The name of its officers and directors and their business addresses are as follows:

Officers	Name	Address	City/State/Zip
President	<u>Alan L. Creighton</u>	<u>2700 Corporate Drive Suite 200, Birmingham, AL</u>	<u>35242</u>
Vice President	_____	_____	_____
Secretary	<u>Charles E. Richardson III</u>	<u>2700 Corporate Drive Suite 200, Birmingham, AL</u>	<u>35242</u>
Treasurer	<u>Dennis Lipford</u>	<u>2700 Corporate Drive Suite 200, Birmingham, AL</u>	<u>35242</u>

Board of Directors

Director	<u>Alan L. Creighton</u>	<u>2700 Corporate Drive Suite 200, Birmingham, AL</u>	<u>35242</u>
Director	_____	_____	_____
Director	_____	_____	_____
Director	_____	_____	_____
Director	_____	_____	_____

Name and address to return filed document:

Name: Momentum Telecom/Teri Hennington
Address: 2700 Corporate Dr. Suite 200
City, State, and Zip Code: Birmingham, AL 35242

State of Missouri
Creation - General Business - Foreign 3 Page(s)

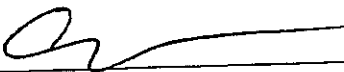


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8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: Upon Registration
(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

	Charles E. Richardson III	Secretary	12/10/2007
<i>Must be an Officer or Chairman listed in #7, above</i>	<i>Printed Name</i>	<i>Title</i>	<i>Date</i>

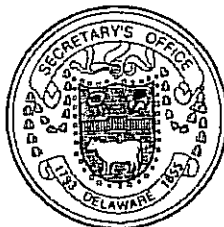
Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.

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 ELEVENTH DAY OF DECEMBER, A.D. 2007.



3216570 8300

071304695

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

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6225204

DATE: 12-11-07

EXHIBIT C

Background of Key Momentum Telecom, Inc. Management

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.

HIGHLY CONFIDENTIAL EXHIBIT D

Financial Information

(Highly Confidential Financial Information is attached)