

ON



1609 Fairway Drive
Cookeville, Tennessee 38501
888-876-6928 phone | 866-875-2264 fax
www.onwav.com

March 28, 2008

Director Sara Kyle
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

08-00046

RECEIVED
2008 MAR 31 PM 1:52
T.R.A. DOCKET ROOM

Re: OnWav, Inc CLEC Application

Dear Director Kyle:

Please find enclosed the original and 13 copies of the application of OnWav, Inc. for a Certificate of Convenience and Necessity to operate as a Competing Local Exchange Carrier in Tennessee. We have enclosed a check in the amount of \$25.00 for the filing fee.

Also, please note that sensitive proprietary information is under separate seal and clearly marked. If appropriate, we ask here that this information be kept in the strictest confidence and not be made public.

We look forward to working with you and the TRA. Should you have any questions, please contact me at 931-544-7224 or email at Mpowell@OnWav.com.

Sincerely,

Michael Powell, Ed.S
President/CEO

BEFORE THE TENNESSEE REGULATORY AUTHORITY

**IN THE MATTER OF THE APPLICATION)
OF ONWAV, INC. FOR A CERTIFICATE)
TO PROVIDE COMPETING LOCAL)
TELECOMMUNICATION SERVICES)**

Docket No. _____

**APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), OnWav, Inc. ("OnWav") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to OnWav authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. OnWav is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services TCA 65-4-201.

In support of its Application, OnWav submits the following:

1. The full name and address of the Applicant is:

OnWav, Inc.
1609 Fairway Drive
Cookeville, TN 38501
Telephone: (931) 544-7224
Facsimile: (866) 875-2264

Questions regarding this application should be directed to:

Michael Powell
President/CEO
1609 Fairway Dr
Cookeville, TN 38501
Telephone: (931) 544-7224
Facsimile: (866) 875-2264
Email: Mpowell@OnWav.com

Contact name and address at the Company is:

Michael Powell
1609 Fairway Dr
Cookeville, TN 38501
Telephone: (931) 544-7224
Facsimile: (866) 875-2264
Email: Mpowell@OnWav.com

2. Organizational Chart of Corporate Structure: Include any pertinent acquisition or merger information.

OnWav, Inc is a privately held corporation organized under the laws of the State of Tennessee on February 23, 2007. OnWav has no parent company, subsidiaries or affiliates. OnWav has no acquisitions or mergers in its history. The owners are the officers and directors of the corporation and serve the daily operations functions as well. The names and addresses of the principal corporate officers are included; see **Exhibit D**.

3. Corporate information:

OnWav, Inc. was incorporated in the state of Tennessee on February 23, 2007. A copy of OnWav's Authority to transact business as a corporation in the State of Tennessee as well as our business license and Federal EIN are provided in **Exhibit C**. A copy of OnWav's Articles of Incorporation and amendments are provided in **Exhibit D**. The names and addresses of the principal corporate officers are in **Exhibit D**. The biographies of the principal officers are in **Exhibit E**. Other key technical staff/partners are supplied in confidence in **Exhibit F**.

4. OnWav possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

A. Financial Qualifications:

OnWav is a newly formed entity that has not begun providing telecommunications service. Each owner has built a residual income as telecom agents over the past 6 years and have all committed and guaranteed their time and a portion of their income toward the endeavors of OnWav. These residual funds, the large beginning capital cash deposit, and the current lines of established credit will provide Onwav an adequate liquidity in meeting its anticipated funding needs. The foresaid provides Onwav an excess of capital and operating funds that can sustain OnWav's business model over the next 3 year period. Revenues will increase rapidly as OnWav begins provisioning customers.

In support of its financial qualifications, OnWav, Inc. submits all applicable documents of proof under separate confidential cover in **Exhibit G**. OnWav has attached a projected balance sheet and profit and loss statement for its first three years of business as well as projected cash flows. As a last-mile provider, OnWav requires construction of its WiMax network and has included a three year capital expenditure statement. Thus, OnWav asserts that it has the financial resources necessary to operate as a competitive local service provider in Tennessee.

Irrevocable Letter of Credit: **Exhibit H**

B. Managerial Ability:

As shown in **Exhibits E and F** of this Application, OnWav has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. As described in the attached biographical information, OnWav's management team has extensive management and business experience in telecommunications as well as extensive experience in managing other businesses within the State of Tennessee. As seen in the biographical information, President Powell has a B.S. in Business Management/Personnel as well as a Masters and Ed.S in Leadership. The OnWav management team is well balanced in management skills as well as technical abilities.

C. Technical Qualifications:

OnWav services will satisfy the minimum standards established by the TRA. The company will file and maintain tariffs in the manner prescribed by the TRA and will meet minimum basic local standards, including quality of service and billing standards required of all LEC'S regulated by the TRA. OnWav will not require consumers who are not accessing the PSTN or Internet through our wireless network to purchase a CPE which cannot be used with the Incumbent Local Exchange Carrier's systems. However, those consumers who are using our wireless network to access the PSTN and Internet will use a special CPE which OnWav will provide; customers will not be required to make any deposit for said equipment. Should the consumer wish to discontinue OnWav's services for any reason, then OnWav will ensure that the customer has not lost compatibility to other service choices such as the ILEC.

Biographies of the principal officers, **Exhibit E**, the strategic partnerships with telecommunications equipment vendors, and the retained expert services of network/switching/data companies, as seen under confidential cover in **Exhibit F**, prove OnWav has a well-rounded and balanced group of professionals ready to meet the challenges.

As the separate pieces of technology are combined to deploy and operate a carrier-class last-mile WiMax network, the network becomes technically secured through the unique partnerships and maintenance contracts with equipment vendors, the specialized technical services retained through partnerships, the expertise of the ILEC, and the 24/7 abilities of OnWav owners. OnWav will resell the services of the local ILEC's and therefore will depend on them through contracts to operate and manage their networks. Thus, OnWav is certainly technically qualified to provide local exchange service in Tennessee.

5. Proposed Service Area:

OnWav proposes to operate as a Competitive Local Exchange Carrier offering competitive facilities and non-facilities-based local exchange services throughout the State of Tennessee beginning our first operation in the Cookeville/Algood area of Putnam

County. This area is currently being served by Frontier/Citizens Communications and is designated as open to competition. OnWav intends to offer a broad range of telecommunications services through the utilization of its own facilities, resold facilities, and through a combination of these provisioning methods. Interconnects as well as resell agreements and collocating arrangements in the central offices of the ILEC's will be entered into upon approval of this application.

6. Types of Local Exchange Service to be provided:

OnWav expects to offer a broad variety of local exchange services to both business and residential customers in Tennessee. Residential customers will become a higher priority in time as OnWav is able to reach out to the most rural and deprived areas of the counties. OnWav's initial line of local services will be comparable to that currently offered by the incumbent LECS. OnWav will have a limited license Class 5 Softswitch and will also rely on the underlying carrier/s facilities for customer provisioning, routing and switching.

As examples, OnWav plans to offer basic access line service, PBX and DID Services, E911, 911, Long Distance and International Calling, Internet Access, Optional Calling Features, Directory Assistance, Directory Services, as well as all services required under Chapter 1220-4-8-.04 (3) (6) and (2). The resell agreements with the ILEC will help further determine the complete line of services OnWav will offer its customers.

7. Repair and Maintenance:

OnWav understands, appreciates, and commits to effective customer service for all customers. OnWav has made arrangements and announcements for its customers to call the company at its local number, 931-525-1607 or its toll-free customer service number 888-87-OnWav (888-876-6928). In addition, customers may contact the company in writing at the headquarters address, 1609 Fairway Dr, Cookeville TN 38501, as well as via email at [www. CustomerCare@OnWav.com](mailto:CustomerCare@OnWav.com) . The local number, toll free number, physical address and email address will be printed on the customer's monthly billing statements. OnWav's contact person knowledgeable about operations is Michael Powell, President/CEO.

8. Small and Minority-Owned Telecommunications Business Participation Plan: (65-5-112):

Exhibit I

9. Toll Dialing Parity Plan:

Exhibit J

10. OnWav certifies that notice of this application has been served to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the company's intention of operating geographically.

Documentation provided in **Exhibit K**

11. Numbering Issues: Provided in **Exhibit L**

12. Tennessee Specific Operational Issues: Provided in **Exhibit M**

13. Miscellaneous:

A. Sworn Pre-filed testimony: **Exhibit N**

B. OnWav does not require customer deposits.

C. OnWav has not been subject to any customer complaints in any of the states in which we are doing business.

D. OnWav understands and agrees to fulfill its obligations and responsibilities to serve the public interest. Furthermore but not limited to, OnWav shall either directly or through arrangements with other carriers or companies, provide the following:

1. Access to 911 and /or E911 emergency service;
2. White page directory listings and directory assistance;
3. Consumer access to and support for the Tennessee Relay Center in the same manner as incumbent local exchange telephone companies;
4. Provide free blocking service for 900/976 type services in accordance with TRA policy;
5. Provide Lifeline and Link-up services to qualifying citizens of Tennessee;
6. Provide educational discounts in existence as of June 6, 1995 TRA Rule 1220-4-8-04.

E. OnWav will set all its individual services tariffs at or below those currently listed tariffs of the ILECs in all areas that OnWav will be approved to offer service.

Further, OnWav will subsequently submit its tariffs for TRA approval upon the Tennessee Regulatory Authority's approval of this CLEC Application.

F. OnWav will comply with TCA 65-4-201.

CONCLUSION:

OnWav is very serious about our responsibility to providing the best services possible at the most reasonable prices for the people of our home state of Tennessee. Through our Master Agency we have been able to provide our family, friends, neighbors, and businesses hundreds of thousands of dollars in telecommunications savings over the past 7 years. OnWav wishes to take our telecommunications ambitions to the next level and respectfully requests that the TRA enter an order granting it a certificate of convenience and necessity to operate as a competing telecommunications service provider with authority to provide a full range of local exchange services on a facilities-based and resale basis throughout the State of Tennessee in the service areas of any ILEC that does not enjoy a rural exemption under Section 251(f) of the Telecommunications Act of 1996. For the reasons stated above and throughout this application, the services OnWav intends to provide would promote and enhance the public interest by insuring high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted this 28th day of March, 2008



Michael Dale Powell
President/CEO
OnWav, Inc.

OnWav, Inc

Exhibit List

A. Affidavit of Michael Dale Powell

B. Letters of Support

- United States Congressman Lincoln Davis
- TN State Representative John Mark Windle
- Attorney John M Roberts
- Attorney James Madewell
- Attorney Robert E Washburn

C. Corporate Charter Approval, FEIN, Business License

D. Corporate Mission, Board of Directors, Bylaws

E. Directors Biographies

F. Confidential Seal Technical Partners

G. Financial Statements

H. Irrevocable Letter of Credit

I. Small and Minority-Owned Telecommunications

Business Participation Plan

J. Toll Dialing Parity Plan

K. ILEC Notification

L. Numbering Issues

M. Tennessee Specific Operational Issues

N. Pre-Filed Testimony of Michael Dale Powell

O. FCC License

Exhibit A

Affidavit of

Michael Dale Powell

OnWav, Inc

AFFIDAVIT

Michael Dale Powell

THIS INSTRUMENT HEREBY ACKNOWLEDGES that the undersigned,
Michael Dale Powell ("affiant"), President of corporation OnWav, Inc residing at 1609
Fairway Dr, Cookeville TN 38501 and does hereby swear and affirm that the following is
true and accurate, to the best of his knowledge, under penalty of perjury:

1. I am President of OnWav, Inc. (Company) and am authorized to make
verifications on behalf of the Company;
2. The facts contained in the CLEC Application and Exhibits are true and correct to
the best of my knowledge and belief;
3. OnWav will operate in compliance with all applicable federal and state laws and
all **Tennessee Regulatory Authority rules, regulations, policies, and orders** as
well as, all rules and regulations of the Federal Communications Commission;
4. In accordance with TRA Rule 1220-4-8.04, OnWav submits this CLEC
Application and Exhibits.

Signed to this 28 day of March, 2008

Michael Dale Powell
(SIGNATURE OF AFFIANT)

Michael Dale Powell
(PRINT NAME OF AFFIANT)

1609 Fairway Dr, Cookeville TN 38501
(ADDRESS OF AFFIANT)

Barbara D. Murphy
NOTARY PUBLIC

My Commission Expires: 3-25-09
(SEAL)

Exhibit B

Letters of Support

United States Congressman Lincoln Davis

State Representative John Mark Windle

Attorney John M. Roberts

Attorney James Madewell

Attorney Robert E. Washburn

OnWav, Inc



Congressman Lincoln Davis

Proudly serving Tennessee's Fourth Congressional District

March 20, 2008

Sara Kyle, Director
The Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Michael Powell
1609 Fairway Drive
Cookeville, Tennessee 38501

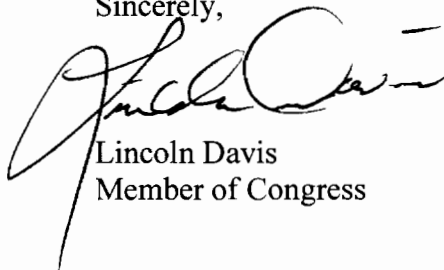
Dear Director Kyle:

I am most happy to write this letter in support of Michael Powell. I have known Michael for many years and have found him to be an outstanding individual.

I know that Michael is the kind of person that takes on each assignment and project with dedication and a seriousness of purpose, and I feel Michael will provide a very worthwhile and beneficial service to the community.

I want you to know that I highly recommend Michael, and I do so without the slightest reservation.

Sincerely,



Lincoln Davis
Member of Congress

Cc: Michael Powell

JOHN MARK WINDLE
STATE REPRESENTATIVE

FENTRESS, MORGAN, AND
OVERTON COUNTIES

**House of Representatives
State of Tennessee**

NASHVILLE

108 WAR MEMORIAL BUILDING

NASHVILLE, TENNESSEE 37243-0141

615.741.1260

March 10, 2008

Eddie Roberson, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

RE: Michael Powell

Dear Chairman Robertson,

I, Representative John Mark Windle, certify that I have known Mr. Michael Powell for approximately tens years and have found him to be truly dedicated to his undertakings, a strong community leader, of sound mind and judgment, and of exceptional character.

Sincerely,



John Mark Windle
State Representative



The Chamber
Livingston
OVERTON COUNTY

3/10/2008

Tennessee Regulatory Authority

I, John M. Roberts, Attorney certify that I have known Mr. Michael Powell for approximately tens years and have found him to be truly dedicated to his undertakings, a strong community leader, of sound mind and judgment, and of exceptional character.

Sincerely,

John M. Roberts, Attorney

Livingston-Overton County Chamber of Commerce
222 East Main Street • P.O. Box 354A • Livingston, TN 38570
931-823-6421 • 800-876-7393 • Fax 931-823-6422
chamber@twlakes.net • www.overtonco.com

COME ON UP

MADEWELL, JARED, HALFACRE & WILLIAMS

Attorneys at Law

230 No. Washington Avenue Cookeville, Tennessee 38501
Telephone (931) 526 - 6101 Facsimile (931) 528 - 1909

Eugene Jared (*of counsel*)
James D. Madewell

William E. Halfacre, III
Kenneth S. Williams

March 28, 2008

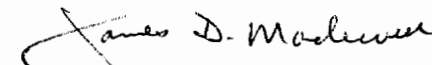
Tennessee Regulatory Authority

I, Attorney Jim Madewell, certify that I have known Mr. Michael Powell for more than ten years through our church and have found him to be a truly dedicated individual to his undertakings and of exceptional moral character and judgment.

He has been very strong in church, giving freely of his time and resources..

Yours very truly,

Madewell, Jared, Halfacre & Williams


James D. Madewell

bm

**ROBERT E. WASHBURN
ATTORNEY AT LAW
190 GREENHOUSE LANE
PALL MALL, TN 38577
615-879-4741
BOBWASH1947@YAHOO.COM
BPR # 2109**

March 20, 2008

Tennessee Regulatory Authority
Nashville, Tn.

I am a licensed attorney in Tennessee and live in the Pall Mall community of Fentress County.

I have known Michael Powell for over five years and have found him to be a person of character and integrity. I respect his professional and business judgment, and I support his efforts to extend broadband service to rural areas such as my community.

If further information is needed, please do not hesitate to call me.

Respectfully submitted,


Robert E. Washburn

Exhibit C

Corporate Charter Approval

Federal Employer Identification Number

Putnam County Business License

OnWav, Inc

Secretary of State
Division of Business Services
312 Eighth Avenue North
5th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 02/26/07
REQUEST NUMBER: 5957-1971
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 02/23/07 1144
EFFECTIVE DATE/TIME: 02/23/07 1144
CONTROL NUMBER: 0542288

TO:
LEGALZOOM.COM, INC.
7083 HOLLYWOOD BLVD
SUITE 180
LOS ANGELES, CA 90028

RE:
ONWAY INC.
CHARTER - FOR PROFIT

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CHARTER - FOR PROFIT

ON DATE: 02/26/07

FROM:
LEGALZOOM.COM INC (7083 HOLLYWOOD BLVD)
7083 HOLLYWOOD BLVD
SUITE-180
LOS ANGELES, CA 90028-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00004109932
ACCOUNT NUMBER: 00412420



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Date of this notice: 03-09-2007

004906.366854.0016.001 2 MB 0.563 1075



Employer Identification Number:
20-8560825

Form: SS-4

Number of this notice: CP 575 A

ONWAV INC
1609 FAIRWAY DRIVE
COOKEVILLE TN 38501

**For assistance you may call us at:
1-800-829-4933**

IF YOU WRITE, ATTACH THE
STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 20-8560825. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, please use the label we provided. If this isn't possible, it is very important that you use your EIN and complete name and address exactly as shown above on all federal tax forms, payments and related correspondence. Any variation may cause a delay in processing, result in incorrect information in your account or even cause you to be assigned more than one EIN. If the information isn't correct as shown above, please correct it using tear off stub from this notice and return it to us so we can correct your account.

Based on the information from you or your representative, you must file the following form(s) by the date(s) shown.

Form 941	04/30/2007
Form 1120	03/15/2008
Form 940	01/31/2008

If you have questions about the form(s) or the due date(s) shown, you can call or write to us at the phone number or address at the top of the first page of this letter. If you need help in determining what your tax year is, see Publication 536, Accounting Periods and Methods, available at your local IRS office or you can download this Publication from our Web site at www.irs.gov.

If you believe your yearly employment taxes will be \$1,000 or less for the tax year (average annual wages of \$4,000 or less), please contact us on 1-800-829-0115. You will be required to file Form 944, Employer's Annual Federal Tax Return, rather than Form 941, Employer's Quarterly Federal Tax Return. This return will be due annually, on January 31, following the end of the tax year. You can pay your tax liability annually when you file your return, or you may choose to make more frequent deposits to reduce the balance due with your annual return. If you use a Reporting Agent or Tax Practitioner, inform him or her of your Form 944 filing requirement. If your annual liability rises to \$2,500 or more, you will be required to make deposits. If you do not make the required deposits, you may be subject to penalties and/or interest. Please refer to Publication 15 (Circular E), Employer's Tax Guide, for deposit requirements and for more details on the Form 944 annual filing program.

**WAYNE NABORS
PUTNAM COUNTY CLERK**

PO BOX 220
COOKEVILLE, TN 38503

LICENSE
0591007

MINIMUM BUSINESS LICENSE AND GROSS SALES RECEIPT, NOT A BILL

Mailing

Location

13249 ONWAV INC
1609 FAIRWAY DR
COOKEVILLE TN 38501

ONWAV INC
1609 FAIRWAY DR

COOKEVILLE TN 38501

ONWAV INC

TELECOMMUNICATIONS

ACCOUNT NUMBER 13249
TRANSACTION NUMBER 1
CLASS 03
SALES TAX NUMBER _____

ISSUE DATE 03/25/08
TAX PERIOD Started 05/01/2008
EXPIRATION DATE 06/30/2008

THIS IS YOUR OFFICIAL NOTICE THAT IF GROSS SALES TAX IS NOT PAID
WITHIN 60 DAYS FROM ABOVE EXPIRATION DATE, A DISTRESS WARRANT
MAY BE ISSUED TO SATISFY THE TAX DEBT. FURTHER NOTIFICATION OF
EXPIRATION IS NOT REQUIRED BY LAW. PLEASE MAKE NOTE OF THESE
DATES.

IF PAID BY CHECK, THIS LICENSE VALID ONLY AFTER CHECK IS PAID.

THIS LICENSE DOES NOT PERMIT OPERATION UNLESS PROPERLY ZONED,
AND/OR IN COMPLIANCE WITH ALL OTHER APPLICABLE LAWS/RULES.


DEPUTY CLERK SIGNATURE

BB WK11 Drawer:19 Site:1

-- POST AT LOCATION OF BUSINESS --
IF BUSINESS CLOSSES, MOVES, OR CHANGES OWNERS, NOTIFY THIS OFFICE

Exhibit D

Corporate Mission and Philosophy

Board of Directors/Officers

Corporate Structure

Bylaws

OnWav, Inc



Mission and Philosophy

To provide reliable and secure municipal-wide wireless networks to the areas of our heritage: the deployment of Cookeville/Algood being the first of many networks. The OnWav Corporation holds owners, partners, and employees to the highest standards of integrity, honesty, caring, and dedication for success. OnWav will always listen to our customers and do our very best to satisfy them in every possible way:

They are why we're here.

OnWav Corporate Structure

Board of Directors/Officers

President: Michael Powell 1609 Fairway Dr, Cookeville TN 38501

Treasurer: Beauregard Smith 1631 Doris Dr, Cookeville TN 38501

Secretary: Charlotte Smith 5490 Buck Mountain Road, Jamestown TN 38556

CEO/CFO

Michael Powell

Vice President Operations	Vice President Sales/Marketing	Vice President Finance
Interim Beau Smith	Beau Smith	Interim Michael Powell
Retained/Partners		
Director of Operations	Director of Marketing	Director of Finance
IT Manager		
Engineers	Sales Force	Store/Officer Manager
Technicians/Installers		
NetSys, Epic, Russell		
Equipment Vendors ongoing maintenance contracts		

BYLAWS

OF

OnWav Inc.

ARTICLE I

Shareholders

Section 1.1. Annual Meetings. An annual meeting of shareholders shall be held for the election of directors on a date and at a time and place either within or without the State of Tennessee fixed by resolution of the Board of Directors. Any other proper business may be transacted at the annual meeting, except as limited by any notice or other requirements under the Tennessee Business Corporation Act.

Section 1.2. Special Meetings. Special meetings of the shareholders may be called at any time by the Board of Directors or the holders of shares entitled to cast not less than 10% of the votes at the meeting, such meeting to be held on a date and at a time and place either within or without the State of Tennessee as may be stated in the notice of the meeting.

Section 1.3. Notice of Meetings. Whenever shareholders are required or permitted to take any action at a meeting a written notice of the meeting shall be given not less than ten (10) nor more than two months before the date of the meeting to each shareholder entitled to vote thereat. Such notice shall state the place, date and hour of the meeting, and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the shareholders. The notice of any meeting at which directors are to be elected shall include a list of the names of the nominees intended at the time of the mailing of the notice to be presented by the Board for election.

Notice of a shareholders' meeting or any report shall be given either personally or by first-class mail or other means of written communication, addressed to the shareholder at the address of such shareholder appearing on the books of the corporation or given by the shareholder to the corporation for the purpose of notice. The notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

Section 1.4. Adjournments. When a shareholders' meeting is adjourned to another time or place, except as otherwise provided in this Section 1.4, notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation

may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 45 days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section 1.5. Validating Meeting of Shareholders; Waiver of Notice. The transactions of any meeting of shareholders, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of shareholders need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as required by the Tennessee Business Corporation Act.

Section 1.6. Quorum. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. The shareholders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. In the absence of a quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares represented either in person or by proxy, but no other business may be transacted, except as provided in this Section 1.6.

Section 1.7. Organization. Meetings of shareholders shall be presided over by the Chairman of the Board of Directors, if any, or in the absence of the Chairman of the Board by the Vice Chairman of the Board, if any, or in the absence of the Vice Chairman of the Board by the President, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary, or in the absence of the Secretary, an Assistant Secretary, shall act as secretary of the meeting, or in their absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 1.8. Voting. Unless otherwise provided in the Charter, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote of shareholders.

Any holder of shares entitled to vote on any matter may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal, other than elections to office, but, if the shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

If a quorum exists, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the charter or the Tennessee Business Corporation Act requires a greater number of affirmative votes. Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Where a separate vote by class or classes is required, the affirmative vote of the holders of a majority of the shares of such class or classes at a meeting in which a quorum is present shall be the act of such class or classes, except as otherwise provided by Tennessee law or by the Charter or these bylaws.

Section 1.9. Shareholder's Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto, except as otherwise provided in this Section 1.9. Such revocation may be effected by a writing delivered to the corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy.

Section 1.10. Inspectors. In advance of any meeting of shareholders the Board of Directors may appoint inspectors of election to act at the meeting and any adjournment thereof.

Section 1.11. Fixing Date for Determination of Shareholders of Record. In order that the corporation may determine the shareholders entitled to notice of any meeting or to vote or to express consent to corporate action in writing without a meeting or entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any rights in respect of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days prior to the date of such meeting nor more than sixty days prior to any other action.

If no record date is fixed: (1) the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held; (2) the record date for determining shareholders entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given; and (3) the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto or the sixtieth day prior to the date of such other action, whichever is later. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 1.12. Consent of Shareholders in Lieu of Meeting. Except as otherwise provided in the Charter or under the Tennessee Business Corporation Act, any action which may be taken at any annual or special meeting of the shareholders may be taken without a meeting and without prior notice under the following circumstances: If all shareholders entitled to vote on the action consent to taking such action without a meeting, the affirmative vote of the number of shares that would be necessary to authorize or take such action at a meeting is the act of the shareholders. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each shareholder entitled to vote on the action in one (1) or more counterparts, indicating each signing shareholder's vote or abstention on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

ARTICLE II

Board of Directors

Section 2.1. Powers; Number; Qualifications. The business and affairs of the corporation shall be managed by, and all corporate powers shall be exercised by or under, the direction of the Board of Directors, except as otherwise provided in these by-laws or in the Charter. The Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by the Board.

Section 2.2. Election; Term of Office; Resignation; Vacancies. At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. Any director may resign effective upon giving written notice to the Chairman of the Board, the Secretary or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Subject to the provisions of the Tennessee Business Corporation Act, any director may be removed with or without cause at any time by the shareholders of the corporation at a special meeting called for such purpose. In addition, any director may be removed for cause by action of the Board.

Unless otherwise provided in the Charter or these by-laws and except for a vacancy caused by the removal of a director, vacancies on the Board may be filled by appointment by the Board. The shareholders may elect a director at any time to fill a vacancy not filled by the Board of Directors.

Section 2.3. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such places within or without the State of Tennessee and at such times as the Board may from time to time determine.

Section 2.4. Special Meetings; Notice of Meetings; Waiver of Notice. Special meetings of the Board of Directors may be held at any time or place within or without the State of Tennessee whenever called by the Chairman of the Board, by the Vice Chairman of the Board, if any, or by any two directors. Subject to any greater notice requirements set forth in the Tennessee Business Corporation Act, special meetings shall be held on five days' notice by mail or 48 hours' notice delivered personally or by telephone, telegraph or any other means of communication authorized by the Tennessee Business Corporation Act. Notice delivered personally or by telephone may be transmitted to a person at the director's office who can reasonably be expected to deliver such notice promptly to the director.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board.

Section 2.5. Participation in Meetings by Conference Telephone Permitted. Members of the Board, or any committee designated by the Board, may participate in a meeting of the Board or of such committee, as the case may be, through the use of conference telephone or similar communications equipment permitted by the Tennessee Business Corporation Act, so long as all members participating in such meeting can hear one another, and participation in a meeting pursuant to this Section 2.5 shall constitute presence in person at such meeting.

Section 2.6. Quorum; Adjournment; Vote Required for Action. At all meetings of the Board of Directors one-half of the authorized number of directors shall constitute a quorum for the transaction of business. Subject to the provisions of the Tennessee Business Corporation Act, every act or decision done or made by a majority of

the directors present at a meeting at which a quorum is present shall be the act of the Board unless the Charter or these by-laws shall require a vote of a greater number.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 2.7. Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in the absence of the Chairman of the Board by the Vice Chairman of the Board, if any, or in their absence by a chairman chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8. Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board or of such committee, as the case may be, shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 2.9. Compensation of Directors. The Board of Directors shall have the authority to fix the compensation of directors for services in any capacity.

ARTICLE III

Executive and Other Committees

Section 3.1. Executive and Other Committees of Directors. The Board of Directors, by resolution adopted by a majority of the authorized number of directors, may designate an executive committee and other committees, each consisting of two or more directors, to serve at the pleasure of the Board, and each of which, to the extent provided in the resolution but subject to the Tennessee Business Corporation Act, shall have all the authority of the Board.

The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Unless the Board of Directors otherwise provides, each committee designated by the Board may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board of Directors or a provision in the rules of such committee to the contrary, each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these by-laws.

ARTICLE IV

Officers

Section 4.1. Officers; Election. As soon as practicable after the annual meeting of shareholders in each year, the Board of Directors shall elect a President, a Treasurer and a Secretary. The Board may also elect one or more Vice Presidents, one or more Assistant Secretaries, and such other officers as the Board may deem desirable or appropriate and may give any of them such further designations or alternate titles as it considers desirable. Any number of offices may be held by the same person.

Section 4.2. Term of Office; Resignation; Removal; Vacancies. Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board or to the Chairman of the Board or the Secretary of the corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. The Board may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the corporation, but the election of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board at any regular or special meeting.

Section 4.3. Powers and Duties. The officers of the corporation shall have such powers and duties in the management of the corporation as shall be stated in these by-laws or in a resolution of the Board of Directors which is not inconsistent with these by-laws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board. The Secretary shall have the duty to record the proceedings of the meetings of the shareholders, the Board of Directors and any committees in a book to be kept for that purpose.

Section 4.4. Salaries. The salaries, compensation and other benefits, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the corporation.

ARTICLE V

Forms of Certificates; Loss and Transfer of Shares

Section 5.1. Forms of Certificates. Every holder of shares in the corporation shall be entitled to have a certificate signed in the name of the corporation by (1) the President, any Vice President, Chairman of the Board or Vice Chairman, and (2) by the Chief Financial Officer, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary, of the corporation, certifying the number of shares and the class or series of shares owned by such shareholder. If such certificate is manually signed by one officer or manually countersigned by a transfer agent or by a registrar, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

Section 5.2. Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The corporation may issue a new share certificate or a new certificate for any other security in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the corporation a bond sufficient to indemnify it against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VI

Records and Reports

Section 6.1. Shareholder Records. The corporation shall keep at its principal executive office or at the office of its transfer agent or registrar a record of the names and addresses of all shareholders and the number and class of shares held by each shareholder.

Section 6.2. Corporate Documents and By-laws. The corporation shall keep at its principal executive office the original or a copy of the Charter and by-laws as amended to date, which shall be open to inspection by the shareholders at all reasonable times during office hours. The corporation shall, upon the written request of any shareholder, furnish to that shareholder a copy of the Charter or by-laws as amended to date.

Section 6.3. Minutes and Accounting Records. The minutes of proceedings of the shareholders, the Board of Directors, and committees of the Board,

and the accounting books and records shall be kept at the principal executive office of the corporation, or at such other place or places as designated by the Board of Directors. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form.

Section 6.4. Inspection by Directors. Subject to applicable Tennessee law, every director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations for purposes relating to his or her status as director. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 6.5. Annual Report to Shareholders. Subject to the Tennessee Business Corporation Act, for as long as the corporation has fewer than the number of shareholders specified in the applicable statute, if any, any requirement of an annual report to shareholders is expressly waived. However, nothing in this provision shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the shareholders, as the Board considers appropriate.

Section 6.6. Financial Statements. The corporation shall keep a copy of each annual financial statement, quarterly or other periodic income statement, and accompanying balance sheets prepared by the corporation on file in the corporation's principal office for 12 months; these documents shall be exhibited at all reasonable times, or copies provided, to any shareholder on demand.

Section 6.7. Form of Records. Any records maintained by the corporation in the regular course of its business, with the exception of minutes of the proceedings of the shareholders, and of the Board of Directors and its committees, but including the corporation's stock ledger and books of account, may be kept on, or be in the form of magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

ARTICLE VII

Miscellaneous

Section 7.1. Principal Executive or Business Offices. The Board of Directors shall fix the location of the principal executive office of the corporation at any place either within or without the State of Tennessee.

Section 7.2. Fiscal Year. The fiscal year of the corporation shall be determined by the Board of Directors.

Section 7.3. Seal. The corporation may have a corporate seal which shall have the name of the corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 7.4. Indemnification. The corporation shall have the power to indemnify, to the maximum extent and in the manner permitted by the Tennessee Business Corporation Act (the "Code"), each of its directors, officers, employees and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the corporation.

The corporation shall have the power, to the extent and in the manner permitted by the Code, to indemnify each of its employees and agents (other than directors and officers) against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation.

Section 7.5. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 7.6. Dividends. The Board of Directors may from time to time declare, and the corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by Tennessee law and its Charter. No distribution may be made if, after giving it effect:

(1) The corporation would not be able to pay its debts as they become due in the usual course of business; or

(2) The corporation's total assets would be less than the sum of its total liabilities plus (unless the charter permits otherwise) the amount that would be needed, if the corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

Section 7.7. Amendment of By-Laws. To the extent permitted by law, these by-laws may be amended or repealed, and new by-laws adopted, by the Board of Directors. The shareholders entitled to vote, however, retain the right to adopt additional by-laws and may amend or repeal any by-law whether or not adopted by them.

ARTICLE VIII

OTHER MATTERS

1. Corporate Seal

The Board of Directors has adopted a corporate seal and may alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

2. Fiscal Year

The fiscal year of the Corporation shall be the twelve months ending December 31st, but may be such other period as may be fixed by the Board of Directors.

3. Elected Officers

The following persons be, and they hereby are, elected to hold the offices of OnWav set forth opposite their respective names until their respective successors are elected and qualified or until their earlier resignation or removal:

President: Michael Powell

Treasurer: Beauregard Smith

Secretary: Charlotte Smith

4. Agent for Service of Process

Michael Powell, 1609 Fairway Dr, Cookeville, TN 38501 shall be appointed the Corporation's agent for service of process.


IN WITNESS WHEREOF, this consent has been executed as of the date below.

March 1, 2007

President Mpowell:



Treasurer Bsmith:



Secretary Csmith:

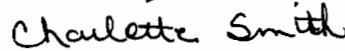


Exhibit E

Board of Directors/Officers

Biographies

OnWav, Inc

Michael Dale Powell

1609 Fairway Dr
Cookeville, TN 38501
931-544-7224
Mpowell@OnWav.com

Education: Ed.S, Education Specialist in Instructional Leadership, 2003
Tennessee Technological University
MA, Masters of Art in Instructional Leadership, 2002
Tennessee Technological University
BS, Business Administration, Management/Personnel, 1985
Tennessee Technological University

2001-Present: Creator and CEO, **CAN|SAVE.com**, a Master Agency for ATT, Qwest, and UsLec currently serving over 1,000 business and residential customers throughout the Upper Cumberland Region of Tennessee by delivering the full spectrum of communications services from these major companies. Partnered with TCS and Epic Technologies to sell and install phone equipment. Currently work hand and hand with all levels of telecommunications personnel from CEOs on special projects to helping technicians install and trouble shoot. Currently manage sub-agents and all aspects of the Master Agency such as accounting, tax preparation, payroll, and budgeting, etc; worked heavily in different areas of telecommunications since 1995 such as sales, customer service, customer provisioning, trouble shooting, etc.

1991-Present: Director, Volunteer State Community College, Livingston Campus
Responsible for all aspects of an Associate Degree Granting Center that averages 500 to 600 students. The Livingston Campus consists of 50 faculty and staff.

Highlighted duties:

- Developed college from ground floor of 14 students
- Manage daily operations
- Train staff and conduct weekly staff meetings
- Develop and maintain budget
- Serve as liaison resolving conflicts/concerns between students and faculty
- Serve as community liaison
- Develop programs and grants

1987-1991: Creator and CEO, Career Development Center, Cookeville, TN 38501.
The CDC contracted with the State of Tennessee to serve disadvantaged youth in career and employability training in the Upper Cumberland Region.

Highlighted duties:

- Responsible for all aspects of Center and daily operations
- Created, planned and implemented programs

- Developed and monitored budget
- Hired and trained staff
- Organized events

1978-1987: Owned and operated a Licensed Electrical and Plumbing Contractor Business; managed all aspects of an electrical and plumbing business. Sole responsibilities included job development to completion including bidding, accounting, invoicing, employee management, installing conduit and wiring to finishing trim out and inspection.

1975-1978: Owned and operated a Trucking Business; Owner/Operator of a semi-tractor and trailer; built the business to a three truck operation. Responsibilities included haul development, bookkeeping, driving and managing drivers, adhering to all legal requirements, repairs and maintenance.

Personal: Search committee member for Tennessee Tech and Volunteer State Colleges, Dedicated community supporter, Active Board of Director for the Livingston/Overton County Chamber of Commerce, Charter President Kiwanis International, Teach Senior Adult Sunday School Class, Play/Sing music in church band, Experienced traveler, and Developed and worked Youth Services Programs throughout 14 Upper Cumberland counties from 1981 to 1987.

Character References Attached:

United States Congressman Lincoln Davis, Byrdstown, TN 38549

State Representative John Mark Windle, Livingston TN 38570

Attorney John Roberts, Livingston TN 38570

Attorney Jim Madewell, Cookeville TN 38501

Attorney Robert E Washburn, Pall Mall TN 38556

BEAUREGARD SMITH

1631 Doris Drive
Cookeville, TN 38501

Mobile: 931-261-5337
Bsmith@OnWav.com

EDUCATION:

Jackson County High School
Class Salutatorian and Class President

Volunteer State Community College
Associates in Business & Commerce

Citizen's Communications Direct Sales Training Rochester, NY

This sales training course applied knowledge of industry trends, government regulations, and customer needs to specific products and services Citizens (a Fortune 1000 Company) offer and compete against on a daily basis.

Citizens Communications Professional Selling Skills Training Middletown, NY

This sales training course applied the knowledge of an Achieve Global sales training class. Including role playing a specific listening and questioning skills to deal with indifferent customers and provide real solutions to customers unrealized needs.

Trango Broadband Wireless Communications Wireless Backhaul Training Orlando, FL

This wireless backhaul training class focused on wireless backhaul in the 6 & 18 GHz wireless spectrum. The topic ranged from market width to product specifics of equipment and encompassed many areas of improvement when dealing with the Federal Communications Commission's processes.

Intuitive Voice EVOLUTION VOIP PBX Training Phoenix, AZ

The beginning of this class was very general in topics of VOIP, LAN/WAN connectivity, compression, routing, switching, and telecommunications history. Later in the class, we were lead into topics on the ASTERISK platform of open sourced VOIP PBX's and product specifics of Evolution VOIP PBX. The last day of the class was a hands on lab session.

WORK EXPERIENCE:

OnWav Inc. - WiMax Mesh Network

Sept. 1, 2007- Present

Design a network from top to bottom to support VOIP directly to the PSTN, Internet Access, many managed services, along with the future proofing for television programming all over FCC approved WiMax.

Frontier Communications (A Citizens Company: ticker CZN)

Aug. 1, 2006- Aug. 30, 2007

Sales and Account Manager for Enterprise Customers

- Work within parameters of government tariffs and regulations to provided customer services with a balance of price and value.
- Successful management & growth of 2.5 million dollar a year base.
- Working with newer deregulated IP and wireless IP products.
- In charge of helping in the development of BDT(Business Development Tools) which compare the cost of ILEC builds, state and federal tariffs, and business needs to find a meaningful relationship between the three entities.
- Customer base includes companies like Averitt Express, Oreck Vacuums, SunTrust Bank, State of Tennessee, Cookeville City Government, Multiple Government Funded Agencies
- Worked to gain city approval and worked engineering to deploy a WiFi Network covering 4 square miles in Cookeville, TN

CanIsave Telecommunications

Sales Manager/Owner 2001-2006

- Closed \$20,000 business monthly through multiple-year contracts
- Well-versed in telecommunications industry
- Successfully generated revenue on a commission-only basis
- Deal with many companies that are CLEC's and Resellers
- Large Customer base including: Cookeville Regional Medical Center, Cumberland Medical Center, DCI Transportation, Heritage Ford, Upper Cumberland Community Services Agency

Epic Technologies

Sales Agent 2004-2006

- Generate new business sales
- Closed new business within existing customer base
- Sold high end technology solutions including data switches, IP PBX's, routers, and more.
- Successfully generated revenue on a commission only basis
- Responsible for closing over \$200,000 in business with a margin over 40%
- Customer base includes Putnam First Mercantile Bank, Boswells Harley Davidson, Attorney Donna Simpson, Clear Channel Radio, R&D Services, First Vision Bank

American General Life Insurance

Sales Consultant

2002

- Extensive training in complex selling techniques
- Maintained 100% client confidentiality
- Experience using technology for work purposes

Work with all vendors for:

Class 5 Soft switch

Custom Servers

CRM, OSS, and Billing System

WiMax Equipment

Tower Site Leases

Federal Communications Commission to acquire Spectrum License

Different service providers to gain inter-connect agreements for voice & internet.

Charlotte Ann Smith

5490 Buck Mountain Road
Jamestown, TN 38556
931-879-5482

2002-Present:

Current telecommunications Sub-agent for CanIsave.com/Michael Powell, which is a Master Agent for ATT/ACC, PNG/Qwest, and UsLec/Paetec; responsibilities include sales, customer analysis, customer provisioning, and customer service. Routinely work with ILECs to provision customers and resolve any customer issues.

2007-Present

Serve on the OnWav, Inc Board of Directors as Secretary.

1990-Present:

Union Bank, Jamestown TN

Currently serve in many areas of banking such as customer service, vault, and teller. My most important skill base is in customer service and making sure that every customer is cared for appropriately and effectively. Other skills include accounting, financial planning, secretarial.

IRREVOCABLE LETTER OF CREDIT

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

REFERENCE: Onwav, Inc., 1609 Fairway Dr, Cookeville TN 38501
Company ID # as assigned by the TRA:

Irrevocable Letter of Credit Number: 219100801-1
Effective Date: March 19, 2008
Expiration Date: March 19, 2009

Sir/Madam:

You have requested of **First National Bank of Tennessee** (the "Lender") that we establish an irrevocable letter of credit which will remain available on behalf of **Onwav, Inc** (the "Company") who has applied to the Tennessee Regulatory Authority (the "TRA") for authority to provide telecommunications services in the state of Tennessee. The purpose of this letter of credit is to secure payment of any monetary sanction imposed against the Company, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA.

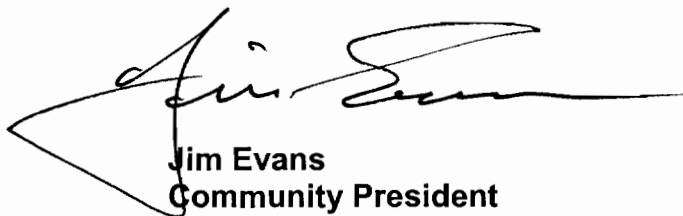
We hereby establish and issue, in favor of the TRA, an irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America. The TRA may draw upon this letter of credit, at any time and from time to time, by delivering a Letter of Credit Notice, substantially in the form set forth below (a "Notice"), which Notice shall specify the amount (the "Draw Amount") to be drawn and the bank account (the "Bank Account") to which the Draw Amount should be delivered and shall be signed by an official designated and duly authorized by the TRA, to Lender at the address listed below, or to such other address as the Lender shall notify the TRA in writing by certified mail. Promptly after the delivery of each Notice, the Lender hereby covenants and agrees to deliver, by wire transfer of immediately available funds, the Draw Amount to the Bank Account.

This letter of credit shall be deemed automatically renewed without amendment for successive one-year periods and may be canceled by the Lender by giving thirty (30) days advanced written notice by certified mail of such cancellation to the TRA and the Company, it being understood that the Lender shall not be relieved of liability that may have accrued under this letter of credit prior to the date of cancellation.

The Lender hereby represents and warrants that it is qualified and authorized to issue this letter of credit and is a bank designated by the Treasurer of the State of Tennessee as an authorized depository bank for the deposit of state funds.

Except as otherwise expressly stated, this letter of credit is subject to the Uniform Customs and Practice for Documentary Credit (1993 Revision) International Chamber of Commerce Publication No. 500, or any revisions thereto.

Yours Very Truly,
First National Bank of Tennessee



Jim Evans
Community President

Post Office Box 379
1115 West Main Street
Livingston, TN 38570

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing letter of credit and found the same to be sufficient and in conformity to law and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this day of March, 2008.

Name:
Title:

**FORM OF
LETTER OF CREDIT NOTICE**

First National Bank of Tennessee
PO Box 379
1115 W Main St
Livingston, TN 38570

Re: Irrevocable Letter of Credit No. 219100801-1

Dear Sir or Madam:

You are hereby notified, and the undersigned hereby certifies, that the undersigned is an official designated and duly authorized by the TRA to deliver this notice and that a monetary sanction in the amount of \$ (the "Draw Amount") has been imposed against **Onwav Inc.** its representatives, successors or assigns, in an enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA. Pursuant to that certain Irrevocable Letter of Credit referenced above, we hereby request that you deliver payment of the Draw Amount to the bank account listed below by wire transfer of immediately available funds:

Name of Bank Account: Onwav Inc
Account Number: 61903
ABA Routing Number: 064101233
Reference: Letter of Credit
Name of Contact: Jim Evans, Community President
Telephone Number: 931.403.4401
Facsimile Number: 931.403.4475

Please confirm receipt of this Notice and the Federal Reserve wire confirmation number of the delivery of the Draw Amount by sending a facsimile to the person at the number listed above.

Sincerely,
TENNESSEE REGULATORY AUTHORITY

Name:
Title:

Exhibit I

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

OnWav, Inc

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-112, as amended, OnWav, Inc. ("OnWav") submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-112 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. OnWav is committed to the goals of §65-5-112 and hereby commits to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. OnWav will continually be sensitive toward providing opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services as needed. We are currently developing partnerships and relationships with small and minority owned businesses in our area as our growth continues to develop.

As part of its procurement process, OnWav will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to OnWav of such opportunities. OnWav's representatives will contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, OnWav will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-112.

Minority-Owned Business: Minority-Owned Business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business: Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

OnWav's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting OnWav's full efforts to provide equal opportunities for small and minority-owned businesses.

The Administrator of the Plan will be:

Michael Dale Powell, President/CEO
OnWav, Inc.
1609 Fairway Drive
Cookeville, TN 38501
Telephone: 931-544-7224
Facsimile: 866-875-2264

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-112 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-112.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within OnWav and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
Small Business Administration
Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

OnWav will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, OnWav will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan. OnWav will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, OnWav will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

OnWav, Inc.

By:  _____

Michael Dale Powell
President/CEO/Compliance Officer

Dated: March 28, 2008

Exhibit J

Toll Dialing Parity Plan

OnWav, Inc

IntraLata Toll Dialing Parity Plan For Tennessee

Purpose

In compliance with FCC Orders 96-333, 38, 41, 49, 80, 81 OnWav, Inc. ("OnWav") files the following as its plan for implementing and maintaining IntraLata Toll Dialing Parity. The intent of this Plan is to provide customers the ability to select the telecommunications carrier of their choice for routing their IntraLATA toll calls. IntraLATA toll calls (1+ and 0+ calls, plus Directory Assistance, 1+ area code + 555-1212) will automatically be directed to the customer's designated carrier without them having to dial an access code at any time.

The implementation date will be subsequent to the TRA approval of our CLEC Application and Tariff and immediately upon commencement of OnWav telecommunications services.

OnWav will comply with all established guidelines and procedures for implementation of IntraLATA Parity of Toll Dialing.

Areas of Availability

IntraLATA Toll Dialing Parity will be provided in all Tennessee area codes and LATAs, 423, 615, 731, 865, 901, and 931; 468 Memphis, 470 Nashville, 472 Chattanooga, 474 Knoxville, and 956 Tri-Cities respectively. IntraLATA pre-subscription will be available in all LATAs and exchanges where OnWav is authorized to provide its services within the State of Tennessee. The OnWav corporate office is in the Nashville LATA and is the LATA we propose to associate.

Method of Selection Process

To comply with FCC ORDER 96-333, 49, OnWav will deploy the two-PIC strategy; thus, customers will be able to pre-subscribe to one telecommunications carrier for interLATA toll calls and pre-subscribe to the same or a different carrier, including their existing local exchange company, for all intraLATA toll calls. OnWav customers will have the ability to access all participating carriers by dialing their appropriate access code (1010432 Qwest or 1010288 ATT as examples).

A. New Customers

OnWav will insure that all new customers have the opportunity to choose their intraLATA toll carrier at the time of sign-up and at no charge. This process will comply with (FCC Order 96-333, 80) and be accomplished by the training of those OnWav employees who sale, accept and/or provision customers so that verbally or in writing OnWav educates each customer of their carrier choices. The list of intraLATA toll carriers, including OnWav, will be presented in a competitively neutral manner to new customers who do not make an immediate and positive choice for an intraLATA carrier.

To further comply with FCC Order 96-333, 80 customers will also be advised that a list of available intraLATA toll carriers is available upon request from customer service. OnWav also believes that promotional material by other carriers will help educate and make customers aware of the choices available to them.

Further, OnWav will change a customer PIC/LPIC at any time to a different carrier's PIC at the customer's request but only with proper customer authorization (OnWav anticipates a \$5.00 charge for each PIC/LPIC change; however it could be lower depending on OnWav's cost to provide the change). OnWav will make sure it is the true customer who is making the change request and not a slammer before proceeding.

Customers who do not choose a carrier for intraLATA toll calls will be identified as a "No-PIC" and will have to dial an access code to make intraLATA calls. New customers will have 90 days from the date they order local exchange service to make their free PIC/LPIC selection. No charge applies to PIC/LPIC selections made within this time limit. After the time limit expires, the tariff rate of \$5.00 for PIC/LPIC changes may apply.

In compliance with FCC ORDER 96-333, 41 and 81, OnWav will not assign PIC/LPIC codes automatically to OnWav or any other carrier. The customer will always be made aware of and encouraged to make a conscious informed choice when choosing their intraLATA carrier.

B. Existing Customers

OnWav has no existing customers and therefore has no existing customer to notify or educate.

Miscellaneous Items

A. Slamming

OnWav will adhere to rules relating to anti-slamming procedures as indicated in Tennessee Regulatory Authority Rule 1220-4-2-56 and will take extra precaution to guard every OnWav customer against any form of slamming, cramming, or unauthorized third party billing. OnWav strongly believes in protecting its customers from any form of service mistreatment, fraud or over-charging.

B. Nondiscriminatory Access

OnWav will provide nondiscriminatory access for their customers as it relates to access of telephone numbers; operator assistance; directory assistance; directory listings or any other service where discrimination could be viewed as a possible factor. OnWav will not tolerate any form of discrimination for any reason.

C. Compliance

OnWav will fully comply with all rules of the Federal Communications Commission and the Tennessee Regulatory Authority.

March 28, 2008

Michael Powell



Exhibit K

Certification of ILEC Notification

OnWav, Inc

Certification of ILEC Notification

I hereby certify that I have served the following notice to each ILEC listed below to fulfill the TRA requirement. The notice was mailed via the United States Postal Service, first class and properly addressed.

BEFORE THE TENNESSEE REGULATORY AUTHORITY

IN THE MATTER OF THE APPLICATION
OF ONWAV, INC. FOR A CERTIFICATE
TO PROVIDE COMPETING LOCAL
TELECOMMUNICATIONS SERVICES

NOTICE OF FILING

TO: ALL INCUMBENT LOCAL EXCHANGE CARRIERS (ILECS)

PLEASE TAKE NOTICE, that in accordance with the Tennessee Regulatory Authority Rules for the Provision of Competitive Intrastate Telecommunications Services, you are hereby given notice that on the 28th day of March, 2008, OnWav, Inc. filed an Application for a Certificate of Public Convenience and Necessity to Provide Competing Local Telecommunications Services.

This 28th day of March, 2008



Michael Dale Powell, President/CEO
Compliance Officer
OnWav, Inc.



1609 Fairway Drive
Cookeville, Tennessee 38501
888-876-6928 phone | 866-875-2264 fax
www.onwav.com

BEFORE THE TENNESSEE REGULATORY AUTHORITY

**IN THE MATTER OF THE APPLICATION
OF ONWAV, INC. FOR A CERTIFICATE
TO PROVIDE COMPETING LOCAL
TELECOMMUNICATIONS SERVICES**

NOTICE OF FILING

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This 28th day of March, 2008

Michael Dale Powell, President/CEO
Compliance Officer
OnWav, Inc.

**INCUMBENT LOCAL EXCHANGE SERVICE PROVIDERS
CERTIFICATED IN TENNESSEE
(FACILITIES-BASED)**

1) Ardmore Telephone Company, Inc.

P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449
(205) 423-2131
(205) 423-2208 (Fax)

2) BellSouth

333 Commerce Street
Nashville, TN 37201-3300
(615) 214-3800
(615) 214-8820 (Fax)

3) Century Telephone of Adamsville

P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310
(901) 632-3311
(901) 632-0232 (Fax)

4) Century Telephone of Claiborne

P.O. Box 100
507 Main Street
New Tazewell, TN 37825
(423) 626-4242
(423) 626-5224 (Fax)

5) Century Telephone of Ooltewah-Collegedale, Inc.

P.O. Box 782
5616 Main Street
Ooltewah, TN 37363
(423) 238-4102
(423) 238-5699 (Fax)

6) Citizens Communications Company of Tennessee

P.O. Box 770
300 Bland Street
Bluefield, WV 24701

7) Citizens Communications Company Of The Volunteer State

P.O. Box 770
300 Bland Street
Bluefield, WV 24701

8) Loretto Telephone Company, Inc.

P.O. Box 130
Loretto, TN 38469
(931) 853-4351
(931) 853-4329 (Fax)

9) Millington Telephone Company, Inc.

P.O. Box 429
4880 Navy Road
Millington, TN 38083-0429
(901) 872-3311
(901) 873-0022 (Fax)

10) Sprint-United

112 Sixth Street
Bristol, TN 37620
(423) 968-8161
(423) 968-3148 (Fax)

11) TDS Telecom-Concord Telephone Exchange, Inc. (A Tennessee Telephone Company)

P.O. Box 22995
Knoxville, Tennessee 37933
(865) 671-4753
(865) 675-3881 (Fax)

12) TDS Telecom-Humphreys County Telephone Company (A Tennessee Telephone Company)

P.O. Box 22995
Knoxville, Tennessee 37933
(865) 671-4753
(865) 675-3881 (Fax)

13) TDS Telecom-Tellico Telephone Company, Inc. (A Tennessee Telephone Company)

P.O. Box 22995
Knoxville, Tennessee 37933
(865) 671-4753
(865) 675-3881 (fax)

14) TDS Telecom-Tennessee Telephone Company (A Tennessee Telephone Company)

P.O. Box 22995
Knoxville, TN 37933
(865) 671-4753
(865) 675-3881 (Fax)

15) TEC-Crockett Telephone Company, Inc.

P.O. Box 7
Friendship, TN 38034
(901) 677-8181

16) TEC-People's Telephone Company, Inc.

P.O. Box 310

Erin, TN 37061

(931) 289-4221

(931) 289-4220 (Fax)

17) TEC-West Tennessee Telephone Company, Inc.

P.O. Box 10

244 E. Main Street

Bradford, TN 38316

(901) 742-2211

(901) 742-2212 (Fax)

18) United Telephone Company

P.O. Box 38

120 Taylor Street

Chapel Hill, TN 37034

(931) 364-2289

(931) 364-7202 (Fax)

Exhibit L

Numbering Issues

OnWav, Inc

OnWav, Inc

Numbering Issues

1. What is your company's expected demand for NXXs per NPA within a year of approval of your application?

Answer:

OnWav's business model is one that will sell services to established businesses therefore porting mostly existing numbers and does not expect a large demand for new NXXs during the first year after CLEC approval. OnWav does expect to serve some new businesses without currently assigned telephone numbers and reserves the option to order a one thousand block NXX over the next year.

2. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?

Answer:

Upon the Authority's CLEC approval, OnWav's Tennessee footprint will be an ongoing expansion over the next few years. Due to a larger percentage of customers porting their current telephone numbers to OnWav, OnWav doesn't expect a huge demand for new NXXs in the near future. OnWav will order in one thousand blocks as new NXX demand dictates.

3. When and in what NPA do you expect to establish your service footprint?

Answer:

OnWav, being a new startup company, intends to begin its services in the 931 NPA and extend its footprint to other areas as opportunities and demand dictate. Further, OnWav intends to be ever cautious to manage its growth in a way that customers are always provided the most reliable and price competitive service.

4. Will the company sequentially assign telephone numbers within NXXs?

Answer:

Yes. OnWav will sequentially assign numbers.

5. What measures does the company intend to take to conserve Tennessee numbering resources?

Answer:

OnWav is aware that the 931 NPA could exhaust new numbers by 2018 and will continually conserve Tennessee numbers by every possible method.

6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the company use to determine when a request for a new NXX will be initiated?

Answer:

OnWav will closely watch NXX order turn-around time as well as new NXX growth over time. Dependent upon these, OnWav would hope that an order for a new NXX block would not be initiated until at least a 95 percent fill rate had occurred.

Exhibit M

Tennessee Specific Operational Issues

OnWav, Inc

Tennessee Specific Operational Issues

Please provide answers to the following questions concerning Tennessee Specific Operational Issues.

1. How does the company intend to comply with TCA §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.

Answer:

OnWav is aware of and will fully comply with TCA 65-21-114 and the process currently in place (summarized below) to ensure that no OnWav customer will be billed for intra-county or metro calling area calls.

Firstly, OnWav has billing software which can identify and distinguish local calls from long distance calls. All calls within a county will be routed as a local call.

Secondly, OnWav will offer its customers unlimited local and long distance for a flat monthly fee which will also help safeguard against any intra-county calling charges.

Thirdly, OnWav will resell services from the ILEC's and will depend on the ILEC's to safeguard in their routing and switching against any intra-county charges

Brief Summary from Bellsouth,

Within the state of Tennessee, County Wide Calling (CWC) is a mandated service. CWC provides intra-county calling at no charge. The vehicle utilized to determine if a particular call is intra-county or intra-parish (LA) is the TAR (Taxing Area Rate) Code Master file. In order for CWC to be administered appropriately, the following general guidelines are in place:

- NPA/NXX Codes are routinely administered in such a way that end users in multiple counties can be assigned telephone numbers in the same NPA/NXX. This makes it impossible to use the originating and terminating NPA/NXX Codes as the sole determinant of whether calls fall within county boundaries.*

- The LECs (Local Exchange Carriers) have assigned a county TAR code to each county. By creating a unique file that attaches the TAR Code to every individual ten-digit end user number, LECs can determine if a call is toll-free in TN. Regardless of the NPA/NXX, if the TAR Codes match, the calls are intra-county free calls in TN.*

- In TN, all LECs providing local service use the same TAR Code designation.*

In order to insure free intra-county calling for eligible users, all CLECs and ICOs (Independent Company) must submit on a bi-monthly basis to BellSouth the end user(s) 10-digit telephone

number and TAR Code for inclusion in a statewide file. Tapes furnished by the 10th should include data through the 6th. Tapes furnished by the 24th should include data through the 20th. This information may be submitted via cartridge tape or electronically. When the information is received, BellSouth will combine the data with the TAR information of BellSouth customers to create the TAR Master File. Once the data is combined, BellSouth will send the files to the CLECs, ICOs, and Interexchange Carriers twice monthly. Anyone processing intra-county calls can receive the TAR Master File free of charge from BellSouth.

The data contained in each record of the TAR Master File includes the following:

- NPA (Numbering Plan Area)
- NXX (Numbering Exchange)
- Low Line (See Section 5.1)
- High Line (See Section 5.1)
- County TAR
- OCN (Operating Company Number) of the company owing the telephone number(s) on the record
- Effective Date of the telephone number-TAR combination
- End Date

2. Is the company aware of the Tennessee County Wide-Calling database maintained by BellSouth and the procedures to enter your telephone numbers in the database?

Answer:

Yes, as seen in the answer to question 1.

3. Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?

Answer:

Yes. OnWav is aware of the local calling areas provided by the ILEC in our proposed service area.

4. Explain the procedures that will be implemented to assure that your customers will not be billed long distance charges for calls within the metro calling areas.

Answer:

Firstly, OnWav has billing software which can identify and distinguish local calls from long distance calls. All calls within a metro calling area will be routed as local calls.

Secondly, OnWav will offer its customers unlimited local and long distance for a flat monthly fee which will also help safeguard against any intra-county calling charges.

Thirdly, OnWav will resell services from the ILEC's and will depend on the ILEC's to safeguard in their routing and switching against any intra-county charges

5. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA on resolving customer complaints.

Answer:

Michael Dale Powell, President/CEO
931-544-7224, 866-875-2264 fax
1609 Fairway Dr, Cookeville, TN 38501
Mpowell@onwav.com

6. Does the company intend on telemarketing its services in Tennessee? Is the company aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* and Chapter 1220-4-11?

Answer:

No. OnWav will not be telemarketing its services in any area.

Exhibit N

**PRE-FILED TESTIMONY OF
MICHAEL DALE POWELL**

OnWav, Inc

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**IN THE MATTER OF THE)
APPLICATION OF ONWAV, INC)
FOR A CERTIFICATE OF)
CONVENIENCE AND NECESSITY)
TO PROVIDE COMPETING LOCAL)
EXCHANGE TELECOMMUNICATIONS)
SERVICES IN TENNESSEE)**

Docket No. _____

**PRE-FILED TESTIMONY OF
MICHAEL DALE POWELL**

I, Michael Dale Powell, do hereby testify as follows in support of the application of OnWav, Inc. (OnWav) for a Certificate of Convenience and Necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee. All testimony is true and correct to the best of my ability, knowledge, and information.

Q1: Please state your full name, business address, and position.

Michael Dale Powell,
President/CEO of OnWav, Inc
1609 Fairway Dr, Cookeville, TN 38501
931-544-7224 866-875-2264 fax
Mpowell@OnWav.com

Q2: Please briefly describe your duties.

A. As President/CEO, I am responsible for all aspects of OnWav, Inc. I personally handle all financial and legal matters. I oversee daily operations along side my talented partners.

Q3: Please describe your business experience and educational background.

I have been in business for myself, as well as running others' business, for 30 years. From my early years of owning and operating a trucking company to managing all aspects of a 500 plus student Community College, Volunteer State Livingston, for the past 16 years, I have been involved in every facet of business on a daily basis.

I created, owned and operated the Career Development Center, an agency that contracted with the State of Tennessee to provide career and employability skills training to area disadvantaged youth.

As a licensed electrician, I owned and operated a commercial electrical and plumbing business for many years.

Currently and for the past seven years, I created and manage a telecommunications Master Agency (canIsave.com) of ATT/ACC, Qwest/PNG and UsLec/Paetec. This agency has allowed me the opportunity to work with all levels of personnel in the telecom industry from CEOs to technicians and every management level in-between.

I hold three degrees from an accredited university, Tennessee Technology University:

Ed.S in Educational Leadership

M.A. in Educational Leadership

B.S. in Business Administration, Management/Personnel

I am fully confident that I possess the managerial and technical skills necessary to operate a successful CLEC in Tennessee.

Q4: Are all statements in OnWav, Inc.'s application true and correct to the best of your knowledge, information and belief?

A. Yes. I am the author of OnWav's CLEC application and all statements and information are true and accurate to the best of my knowledge, information and belief.

Q5: Please describe the current corporate structure of OnWav, Inc.

A. Formed on February 23 2007, OnWav is a privately held independent corporation and has no parent or subsidiaries.

Q6: Does OnWav possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A. Yes. OnWav does possess the requisite managerial, financial, and technical abilities to provide the services that we are applying to the authority for. Evidence of this fact is found in **Exhibits B, E, F, and G.**

Q7: Please describe OnWav, Inc.'s financial qualifications.

A. OnWav possesses the financial structure and qualifications to adequately meet all funding needs for the next three years.

OnWav has not begun providing services to date and therefore hasn't generated any revenue at this time. However, three distinct financial accesses provide OnWav the funds

necessary to sustain operations as a going concern and are evidenced in **Exhibit G** under separate confidential seal:

1. OnWav's capital deposit
2. OnWav's established line of credit
3. OnWav owners' commitment of current personal telecom residual income built over the past seven years.

Q8: Please describe OnWav, Inc.'s managerial and technical qualifications.

A. OnWav has the managerial and technical qualifications to operate a successful CLEC in a professional manner and will place customer satisfaction as the cornerstone of our providing telecommunications services to businesses and residents of our heritage. This fact is evidenced in my personal qualifications described in question 3 above and further documented below and in **Exhibits B, E, F.**

An extremely talented partner, Beauregard Smith, has excellent previous training and hands-on experience through his work with Frontier/Citizens Communications, Epic, Trango Broadband Wireless, Intuitive Voice, Cisco, and Mitel. His experience in these technical aspects of the telecommunications industry and his being proficient in routing/switching and servers combine to give him the knowledge to lead a highly skilled technical team. Also, Beau is highly skilled in management, sales, needs analysis, implementation, troubleshooting, problem solving, and evaluation. He is truly an outstanding individual.

Further, another very talented partner is Charlotte Smith. Her expertise is in the areas of customer service, sales, organizing, tracking projects and customer analysis. Charlotte's heartfelt caring for all her customers makes her a truly unique individual. She also shines brightly in her face to face sales ability as proofed by her long list of current and satisfied telecommunications customers through her sub-agency of canIsave.com. Charlotte will help lead a very caring and detailed customer service group.

Lastly, OnWav has retained and partnered with local, national and international companies who have reached the highest level of telecommunications expertise and professionalism in their chosen niches, **Exhibit B, E, and F.**

Q9: What services will OnWav offer?

A. OnWav expects to offer a broad variety of local exchange services, to both business and residential customers in Tennessee. Residential customers will become a higher priority in time as OnWav is able to reach out to the most rural and deprived areas of the counties. OnWav's initial line of local services will be comparable to that currently offered by the incumbent LECS. OnWav will have a limited license Class 5 Softswitch and will also rely on the underlying carrier/s facilities for customer provisioning and switching.

As examples, OnWav plans to offer basic access line service, PBX and DID Services, E911, 911, Long Distance and International Calling, Internet Access, Optional Calling Features, Directory Assistance, Directory Services, as well as all services required under Chapter 1220-4-8-.04 (3) (6) and (2). The resell agreements with the ILEC will help further determine the complete line of services OnWav will offer its customers.

Q10: Will OnWav, Inc. offer service to all consumers within its service area?

A. Yes. OnWav will offer services to all consumers within the reach of our network in the service area and offer resold services to all others. At first, our main focus will be small to mid-sized businesses but we intend to expand service to all consumers rapidly. As our network reach increases through a continual build-out, more customers will be within our wireless reach and offered WiMax as the last-mile connection at that time.

Q11: Does OnWav, Inc. plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

A. No. OnWav will only offer services in those areas of Tennessee currently open to competition.

Q12: Will the granting of a certificate of convenience and necessity to OnWav, Inc. serve the public interest?

A. Yes. The State of Tennessee encourages telecommunication competition in hopes of increasing the quality of services at the lowest cost to its citizenry. True innovation is more prevalent in open markets and the openness of competition creates a deep drive in the hearts of the companies in any industry to be the best or number one; this philosophy is good for the citizens of Tennessee. Many Tennesseans, both business and residential, have already saved thousands of dollars over the past seven years because of the "caring for the customer needs" nature of the OnWav owners. OnWav has a mission to serve the people of our birthplace with the highest level of service and care.

Further, granting of this application will help speed the process of the State of Tennessee enhancing the telecommunications offerings to the more rural and deprived areas of the State. OnWav's WiMax deployment will be among the first true WiMax systems deployed in the State, especially for the most rural areas. OnWav holds a National frequency license from the FCC, **Exhibit O**, which will allow us to reach these areas quickly. As WiMax technology continues to become more accepted as the "last mile" choice and capable of reaching out farther to the most rural and deprived areas, more and more Tennesseans will benefit economically as broadband to their home opens the world up to them.

OnWav also has the expertise and equipment through our world-wide equipment partners to provide and maintain the emerging 4.9 frequency to the Public Emergency Services as the State becomes more inline with the U.S. Homeland Security Department's new frequencies enhancements. Authorizing OnWav to compete as a local exchange telecommunications service provider will further advance OnWav's ability to give back to the State with our wireless expertise by assisting our State with Homeland Security compliancy.

Q13: Does OnWav, Inc. intend to comply with all TRA rules, statues, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A. Yes. OnWav will fully comply with all rules, statues, orders and regulations of the Tennessee Regulatory Authority.

Q14: Has any state ever denied OnWav, Inc. or one of its affiliate's authorizations to provide intrastate service?

A. No

Q15: Has any state ever revoked the certification of OnWav, Inc. or one of its affiliates?

A. No

Q16: Has OnWav, Inc. or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A. No

Q17: Who is knowledgeable about OnWav, Inc.'s operations and will serve as OnWav, Inc.'s regulatory and customer service contact?

A. Michael Dale Powell, President/CEO; the TRA will always be notified should pertinent information ever change.

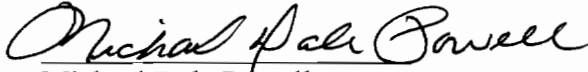
Q18: Please explain in detail OnWav, Inc.'s proposed procedures for responding to information requests from the TRA and its staff.

A. OnWav will always respond to the TRA and its staff in a timely and accurate manner. I, Michael Dale Powell, acting Regulatory Agent, can be contacted directly by phone or email as listed herein, 931-544-7224 or Mpowell@OnWav.com

Q19: Does this conclude your testimony?

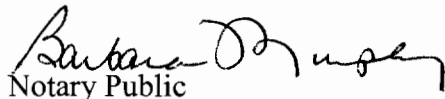
A. Yes. However, I reserve the right to give further testimony, amend or modify my testimony as appropriate.

I swear that the foregoing testimony is true and correct to the best of my knowledge.



Michael Dale Powell
President/CEO
Regulatory Affairs Officer
OnWav, Inc.

Respectfully submitted this 28th day of March, 2008



Notary Public

State of Tennessee

County of Putnam

My commission expires: 2-25-09

Exhibit O

**Federal Communications Commission
Wireless Telecommunications Bureau**

Radio Station Authorization

OnWav, Inc

REFERENCE COPY

This is not an official FCC license. It is a record of public information contained in the FCC's licensing database on the date that this reference copy was generated. In cases where FCC rules require the presentation, posting, or display of an FCC license, this document may not be used in place of an official FCC license.



Federal Communications Commission

Wireless Telecommunications Bureau

RADIO STATION AUTHORIZATION

LICENSEE: ONWAY INC.

ATTN: BEAUREGARD SMITH
ONWAY INC.
609 FAIRWAY DRIVE
COOKEVILLE, TN 38501

Call Sign WQIH439	File Number 0003274911
Radio Service NN - 3650-3700 MHz	
Regulatory Status Common Carrier, Non Common Carrier, Private	

FCC Registration Number (FRN): 0017285826

Grant Date 02-12-2008	Effective Date 02-12-2008	Expiration Date 01-18-2018	Print Date 02-12-2008
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Market Name: Nationwide

Channel Block: 003650.00000000 - 003700.00000000 MHz

Waivers/Conditions:

This nationwide, non-exclusive license qualifies the licensee to register individual fixed and base stations for wireless operations in the 3650-3700 MHz band. This license does not authorize any operation of a fixed or base station that is not posted by the FCC as a registered fixed or base station on ULS and mobile and portable stations are authorized to operate only if they can positively receive and decode an enabling signal transmitted by a registered base station. To register individual fixed and base stations the licensee must file FCC Form 601 and Schedule M with the FCC. See Public Notice DA 07-4605 (rel November 15, 2007)

Conditions:

Pursuant to §309(h) of the Communications Act of 1934, as amended, 47 U.S.C. §309(h), this license is subject to the following conditions: This license shall not vest in the licensee any right to operate the station nor any right in the use of the frequencies designated in the license beyond the term thereof nor in any other manner than authorized herein. Neither the license nor the right granted thereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934, as amended. See 47 U.S.C. § 310(d). This license is subject in terms to the right of use or control conferred by §706 of the Communications Act of 1934, as amended. See 47 U.S.C. §606.