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September 21, 2010

**Via Federal Express**

filed electronically in docket office on 09/21/10

Docket No. 10-00191

Chairman, Tennessee Regulatory Authority  
c/o Sharla Dillon, Dockets and Records Manager  
460 James Robertson Parkway  
Nashville, Tennessee 37243

**Re: Mobilitie, LLC Application for Certificate to Provide Competing Local  
Telecommunications Service**

Dear Ms. Dillon:

Attached please find an original plus four (4) copies of Mobilitie, LLC's ("Mobilitie") Application for a Certificate to provide public telecommunications services within the State of Tennessee ("Application"). The company has no customers at this time in Tennessee, and this is a new filing. Also please find the attached Motion for Protective Order ("Motion") requesting confidential treatment of Mobilitie's financial information, which constitutes **CONFIDENTIAL Exhibits F, G, and H** of the Application and is included here under separate seal. A check is enclosed for the required filing fee of twenty-five dollars (\$25).

Please acknowledge receipt of this Application and Claim by date-stamping the extra copy of the filing marked stamp and return and returning it using the postage pre-paid envelope provided for this purpose. Please contact me if you have any questions. Thank you for your assistance.

Sincerely,



Robert Morgan

Attachments

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

**IN THE MATTER OF THE APPLICATION  
OF MOBILITIE, LLC FOR A CERTIFICATE  
TO PROVIDE COMPETING LOCAL  
TELECOMMUNICATION SERVICE**

**MOTION FOR PROTECTIVE ORDER**

Mobilitie, LLC (“Mobilitie” or “Applicant”), by counsel, and pursuant to Rules 1220-1-2-.11(10) and 1220-1-1-.06 of the Tennessee Rules and Regulations and Rule 26.03 of the Tennessee Rules of Civil Procedure, hereby files this Motion for a Protective Order (“Motion”) in the above captioned proceeding. By this Motion, Mobilitie seeks confidential treatment by the Tennessee Regulatory Authority (“TRA”) of certain commercially sensitive financial information attached as **Exhibits F, G, and H**, filed as Confidential, to Mobilitie’s Application for a Certificate to provide competing local telecommunications service (hereinafter referred to as “Services”) to customers throughout the State of Tennessee. Because this Motion is an inseparable part of Mobilitie’s Application, it is being filed concurrently therewith.

The Application requires Mobilitie to disclose evidence of its financial capability by submitting documentation of its financial resources and projections of its financial performance and capital expenditures. Pursuant to this requirement, Mobilitie is submitting copies of its financial statements, projected financial statements, and its projected capital expenditures in Tennessee. These documents contain highly confidential and strictly proprietary information, the public disclosure of which would result in direct, immediate and substantial harm to Mobilitie’s competitive position in states where Mobilitie is currently doing business.

The financial information submitted by Mobilitie in **Exhibits F, G, and H** of its Application fits squarely within the definition of “proprietary information” under Rule 12-1-1(g).<sup>1</sup> As a privately-held company, Mobilitie’s financial qualifications are not readily ascertainable. Mobilitie currently has no legal obligation to prepare or submit projected financial statements, or to report any financial information to a public entity. Further, the unavailability of this information derives independent economic value for Mobilitie because the disclosure of such information would jeopardize Mobilitie’s ability to compete in the provision of telecommunications services in Tennessee and other states where it operates. Mobilitie is not a public corporation, and its financial and business information is uniquely sensitive.

Mobilitie takes considerable efforts to maintain the secrecy of the information contained in its financial statements. Financial information of this type is not publicly disseminated, and Mobilitie takes reasonable steps to guard this information internally as well. Its disclosure is limited to Mobilitie’s senior officers, its counsel, and employees of the company who are directly involved with Mobilitie’s financial operations. Furthermore, when required to submit financial information to public authorities, all such information is clearly stamped “confidential” and is accompanied by formal requests to maintain the confidentiality of the information and to withhold it from public disclosure.

The financial information included in support of Mobilitie’s Application, for which confidential treatment is requested, is both proprietary and commercially sensitive. Mobilitie would suffer substantial direct harm if such information is made publicly available. The harm that would result from public disclosure of Mobilitie’s financial information is real and not

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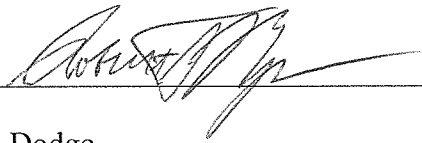
<sup>1</sup> “‘Proprietary information’ means documents and information in whatever form which ... the producing party in good faith deems to contain or constitute trade secrets, confidential research or development or commercially sensitive information.” Tennessee Rules & Regulations § 1220-1-1-.01(g).

speculative. For the foregoing reasons, the financial information included in **Exhibits F, G, and H** should be protected from public disclosure by the TRA.

WHEREFORE, Mobilitie respectfully requests that the information contained in **Exhibits F, G, and H** of Mobilitie's Application be treated as exempt from public disclosure and provided confidential treatment in accordance with Rules 1220-1-2-.11(10) and 1220-1-1-.06 of the Tennessee Rules and Regulations and Rule 26.03 of the Tennessee Rules of Civil Procedure.

Respectfully submitted,

**MOBILITIE, LLC**  
a Nevada Limited Liability Company

By: 

John Dodge  
Robert Morgan  
**Davis Wright Tremaine LLP**  
1919 Pennsylvania Avenue, NW  
Suite 800  
Washington, DC 20006  
(202) 973-4200

*Counsel for Mobilitie, LLC*

Dated: September 21, 2010

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

**IN THE MATTER OF THE APPLICATION  
OF MOBILITIE, LLC FOR A CERTIFICATE  
TO PROVIDE COMPETING LOCAL  
TELECOMMUNICATION SERVICE**

**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"), Mobilitie, LLC ("Mobilitie" or "Applicant") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to Mobilitie authority to provide competing local telecommunications services, including exchange access telecommunications services, within the State of Tennessee. Mobilitie is willing and able to comply with all applicable rules, regulations, and orders in Tennessee pertaining to the provision of competing local telecommunications services. TCA 65-4-201

In support of its Application, Mobilitie submits the following:

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

Mobilitie, LLC  
660 Newport Center Drive  
Suite 200  
Newport Beach, CA 92660  
Phone: (949) 515-1500  
Fax: (949) 274-7573

**Questions regarding this application should be directed to:**

John C. Dodge, Esq.  
Robert T. Morgan, Esq.  
Davis Wright Tremain LLP  
1919 Pennsylvania Ave., N.W.  
Suite 800  
Washington, DC 20006  
Phone: (202) 973-4200  
Fax: (202) 973-4499

**Name and address Applicant contact person knowledgeable about operations, repair, and maintenance information:**

Yvonne Schroeder de Orr  
Mobilitie, LLC  
Senior Vice President/General Counsel  
660 Newport Center Drive, Suite 200  
Newport Beach, California 92660  
Tel: (949) 999-5778  
Fax: (949) 274-7573  
Email: yvonne@mobilitie.com

**2. Organizational Chart of Corporate Structure:**

See **Exhibit A**.

**3. Corporate information:**

Mobilitie is a Nevada limited liability corporation. A copy of Mobilitie's Articles of Organization is provided in **Exhibit B**. A copy of Mobilitie's Authority to transact business in the State of Tennessee is provided in **Exhibit C**.

The names and addresses of Mobilitie's principal corporate officers are attached hereto as **Exhibit D**, and biographical information on each officer is included as **Exhibit E**. Mobilitie will not have management personnel located in Tennessee. The officers listed in Exhibits D and E will be responsible for implementing Mobilitie's services in Tennessee.

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

a. Financial Qualifications:

In support of its financial qualifications, Mobilitie submits its balance sheet and income statement for 2008 and 2009 as **CONFIDENTIAL Exhibit F**, which summarizes Applicant's recent financial performance. Also included as are Applicant's projected financial and income statements for 2010, 2011, and 2012, attached hereto as **CONFIDENTIAL Exhibit G**. Finally, Applicant includes its projected Tennessee Capital Expenditures budget for 2010, 2011, and 2012, attached hereto as **CONFIDENTIAL Exhibit H**. Thus, Mobilitie asserts that it has the financial resources necessary to operate as a competitive local service provider in Tennessee.

Applicant's Corporate Surety Bond is provided as **Exhibit I**. Mobilitie's services will not rely on the use of switches or unbundled network elements. Costs for such equipment are therefore not included here.

b. Managerial Ability:

As shown in **Exhibit E** to this Application, Mobilitie has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. As described in the attached biographical information, Mobilitie's management team has extensive management and business experience in telecommunications.

c. Technical Qualifications:

Mobilitie 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. Applicant will not require customers to purchase Customer Provided Equipment that would not be compatible with an incumbent carrier. As noted in the biographies (**Exhibit E**) of Applicant's principal officers, Mobilitie's management team has substantial experience in both telecommunications and engineering. In addition to the senior management, Mobilitie has highly qualified technical personnel to ensure that Mobilitie's operations will meet demanding standards for service quality and reliability. Thus, Mobilitie is technically qualified to provide local exchange service in Tennessee

5. Types of Local Exchange Service to be provided:

Generally, Mobilitie will offer *wireline-based* transport and backhaul services of voice and data radio frequency signals to business customers in Tennessee. These business customers are telecommunication companies (primarily wireless providers). At this time, however, Mobilitie does not intend to serve residential customers. Applicant proposes to provide these services through a combination of its own facilities and facilities to be leased from a variety of telecommunications carriers. Mobilitie will provide its services using backhaul linked by fiber optic cables with conversion equipment attached to poles, wires, fiber termination equipment, and other structures. Whenever possible, Mobilitie plans to use provide service using existing poles, buildings, fiber optic cables, conduits, ducts, rights-of-way and other facilities and structures of other carriers, utilities, and municipalities.

6. Proposed Service Area:

Applicant proposes to offer its services throughout the state of Tennessee. However, Mobilitie will reserve the right not to provide service to or from a location where the necessary facilities or equipment are not available. Mobilitie, as a "carrier's carrier" that makes its services available to major wireless carriers and not ultimate end-users, does not develop its business plans based on service to areas surrounding particular wire centers. Mobilitie does not at this time seek authority to provide local exchange telecommunications services in the service areas of small or rural LECs in Tennessee that qualify for the rural exemption outlined in Section 251(f)(1) of the Federal Act.

7. **Repair and Maintenance:**

Mobilitie understands the importance of effective customer service for local service customers. Its customers may call the company at its toll-free customer service number 1-877-999-7070. In addition, customers may contact the company in writing at the headquarters address. The Tennessee contact person responsible for and knowledgeable about providers operations in Tennessee is Yvonne Schroeder de Orr, whose contact information is included above in Section 1.

8. **Small and Minority-Owned Telecommunications Business Participation Plan: (TCA 65-5-212):**

See **Exhibit J**.

9. **Toll Dialing Parity Plan:**

Applicant does not intend to provide voice service. If Applicant chooses to offer voice-grade service at some point in the future, it will file an appropriate toll dialing parity plan for TRA consideration at least 60 days prior to offering such service.

10. **Notice of Mobilitie's Application:**

Applicant has served notice of this application to the seventeen (17) incumbent local exchange telephone companies in Tennessee with a statement regarding the Company's intention to offer services in Tennessee. See **Exhibit K** for the list.

11. **Numbering Issues:**

Statement provided in **Exhibit L**.

12. **Tennessee Specific Operational Issues:**

Statements provided in **Exhibit M**.

13. **Miscellaneous:**

- a. Sworn Pre-filed testimony: **Exhibit N**.
- b. Applicant does not require customer deposits.
- c. Mobilitie has not been subject to complaints in any of the states in which it currently offers its services.
- d. A copy of our draft tariff is attached hereto as **Exhibit O**, and upon approval of this application an official copy of the tariff will be filed.



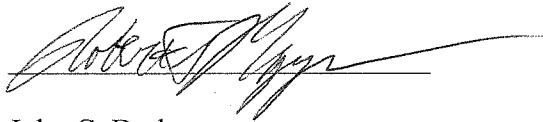
- e. A list of all states where applicant is certificated to provide telecommunications service is attached hereto as **Exhibit P**. Mobilitie has never been denied requested authority by any state. Mobilitie forfeited its authority to operate in New Hampshire, because it did not generate revenue from serving customers in New Hampshire within a statutory timeframe. The forfeiture was not for any transgression. A copy of a letter from the New Hampshire Public Utilities Commission that explains the state's forfeiture requirement is attached hereto as part of **Exhibit N**. Mobilitie intends to reapply for certification in New Hampshire under normal procedures.

WHEREFORE, for the reasons listed above, Applicant respectfully requests that the Commission issue an Order granting Applicant's request for a Certificate to provide public telecommunications services in the state of Tennessee.

Respectfully submitted,

**Mobilitie, LLC**  
**a Nevada limited liability company**

By:



John C. Dodge  
Robert T. Morgan  
DAVIS WRIGHT TREMAINE LLP  
1919 Pennsylvania Ave., N.W.  
Suite 800  
Washington, DC 20006  
(202) 973-4200 (Tel.)  
(202) 973-4499 (Fax)

*Counsel for Mobilitie, LLC*

Dated: Sept. 21, 2010

## **EXHIBIT LIST**

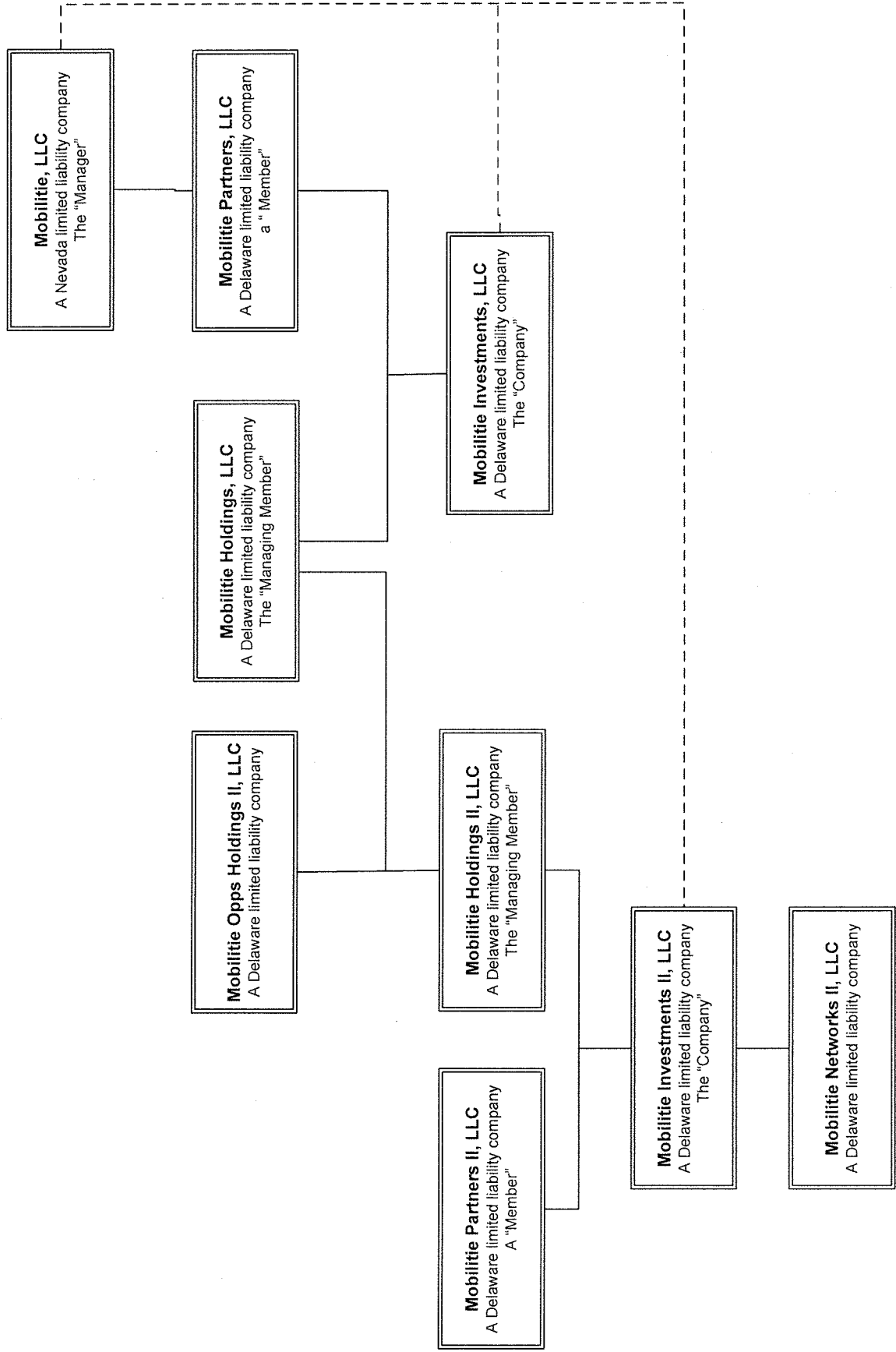
<u>Exhibit A</u>	Organizational Chart
<u>Exhibit B</u>	Articles of Incorporation
<u>Exhibit C</u>	Business License
<u>Exhibit D</u>	Names and Addresses of Corporate Principle Officers
<u>Exhibit E</u>	Resumes of Management
<u>Exhibit F</u>	<b><i>CONFIDENTIAL</i></b> Financial Statements
<u>Exhibit G</u>	<b><i>CONFIDENTIAL</i></b> Projected Financial Statements
<u>Exhibit H</u>	<b><i>CONFIDENTIAL</i></b> Capital Expenditures Budget
<u>Exhibit I</u>	Corporate Surety Bond
<u>Exhibit J</u>	Small and Minority-Owned Telecommunications Business Participation Plan
<u>Exhibit K</u>	Notice to ILECs
<u>Exhibit L</u>	Numbering Issues
<u>Exhibit M</u>	Tennessee Specific Operational Issues
<u>Exhibit N</u>	Sworn Pre-Filed Testimony & New Hampshire Forfeiture Letter
<u>Exhibit O</u>	Draft Tariff
<u>Exhibit P</u>	States Where Mobilitie is Certificated

**EXHIBIT A**

**MOBILITIE, LLC**

**ORGANIZATIONAL CHART OF  
CORPORATE STRUCTURE**

# Corporate Family Organization Chart

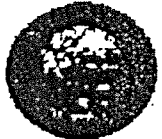


**EXHIBIT B**

**MOBILITIE, LLC**

**ARTICLES OF ORGANIZATION**

FILED # 9013-03

DEAN HELLER  
Secretary of State101 North Carson Street, Suite 3  
Carson City, Nevada 89701-4788  
(775) 684 5708**Limited-Liability  
Company**  
Articles of Organization  
(PURSUANT TO NRS-91A)

Under New Rules

JUN 18 2003

IN THE OFFICE OF  
Dean Heller  
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

1. <u>Name of Limited-Liability Company:</u>	MOBILITE, LLC.		
2. <u>Resident Agent Name and Street Address:</u> <small>(must be a Nevada address where service may be served)</small>	NATIONAL REGISTERED AGENTS, INC. OF NV		
	Name		
	Street Address	1000 E. William Street, Ste. 204, Carson City	NEVADA
		City	
3. <u>Dissolution Date:</u> <small>(OPTIONAL - see instructions)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual):		
4. <u>Management:</u> <small>(check one)</small>	Company shall be managed by <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Members		
<u>Names, Addresses, of Manager(s) or Members:</u> <small>(attach additional pages if there are more than 2 organizations)</small>	GARY JABARA		
	Name		
	Street Address	1551 Miramar Drive, Balboa	CA
		City	State
	Name		
	Street Address		
		City	State
	Name		
	Street Address		
		City	State
5. <u>Other Matters:</u> <small>(see instructions)</small>	Number of additional pages attached: _____		
6. <u>Names, Addresses and Signatures of Organizers:</u> <small>(attach additional pages if there are more than 2 organizations)</small>	GARY JABARA		
	Name	Signature:	
	Address	1551 Miramar Drive, Balboa	CA
		City	State
	Name	Signature: _____	
	Address		
		City	State
7. <u>Certificate of Appointment of Resident Agent:</u>	I, _____ hereby accept appointment as Resident Agent named limited-liability company.		
	Authorized Signature of R.A. or Organizer(s) of Company	Date	

**Certificate of Acceptance  
of Appointment by  
Resident Agent**

In the matter of MOBILITIE, LLC, I, National Registered Agents, Inc. of NV, hereby state that on June 18, 2003, I accepted the appointment as resident agent for the above named business entity.

The street address of the resident agent in this state is as follows:

1000 E. William Street  
Suite 204  
Carson City, Nevada 89701

*D Stanton*

June 18, 2003

Dean Stanton,  
Assistant Secretary  
on behalf of  
National Registered Agents, Inc. of NV

FILED # 9013-03

JUN 18 2003

IN THE OFFICE OF  
DEAN HELLER, SECRETARY OF STATE

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **MOBILITIE, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 18, 2003, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on July 24, 2006.



*Dean Heller*

DEAN HELLER  
Secretary of State

By

*Shondal*  
Certification Clerk



**EXHIBIT C**

**MOBILITIE, LLC**

**LICENSE TO DO BUSINESS IN**  
**THE STATE OF TENNESSEE**

Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 01/29/07  
REQUEST NUMBER: 5932-0216  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 01/29/07 1150  
EFFECTIVE DATE/TIME: 01/29/07 1150  
CONTROL NUMBER: 0539953

TO:  
CAPITAL FILING SERVICE INC  
8161 HWY 100 172  
NASHVILLE, TN 37221

RE:  
MOBILITIE, LLC  
APPLICATION FOR CERTIFICATE OF AUTHORITY -  
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY  
CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED  
ABOVE.

A LIMITED LIABILITY COMPANY 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  
LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN  
ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE  
WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED  
LIABILITY COMPANY 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 LIMITED LIABILITY  
COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE  
REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
LIMITED LIABILITY COMPANY

ON DATE: 01/29/07

FROM:  
CAPITAL FILING SERVICE (CFS)  
8161 HIGHWAY 100  
#172  
NASHVILLE, TN 37221-0000

FEES  
RECEIVED: \$300.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00004083885  
ACCOUNT NUMBER: 00101230



SS-4458

*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

State of Tennessee



Department of State  
Corporate Filings  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

APPLICATION FOR  
CERTIFICATE OF AUTHORITY

(Limited Liability Company)  
(For use on and after 1/1/2006)

RECEIVED  
STATE OF TENNESSEE  
For Office Use Only

2007 JAN 29 11:50  
RILEY GARNELL  
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of 548-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Mobilite, LLC

If different, the name under which the certificate of authority is to be obtained is: \_\_\_\_\_

**NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).**

2. The state or country under whose law it is formed is: Nevada

and its date of its formation is: 06/18/2003 (must be month, day and year)

3. The complete street address (including zip code) of its principal executive office is:

500 Newport Center Drive, Suite 830, Newport Beach, CA 92660

Street City/State Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee:

1900 Church Street, Suite 400, Nashville, TN, County of Davidson 37203

Street City/State County Zip Code

The name of its registered agent at that office is: National Registered Agents, Inc.

5. If the provisions of TCA §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing if more than six (6): \_\_\_\_\_

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) \_\_\_\_\_

**NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.**

01/11/2007

Signature Date

Manager MEMBER  
Signer's Capacity

Mobilite, LLC

Name of Limited Liability Company

[Signature]  
Signature

Mark Askelson

Name (typed or printed)

**EXHIBIT D**

**MOBILITIE, LLC**

**CORPORATE OFFICERS**

Gary Jabara	President and CEO	Mobilitie, LLC 660 Newport Center Drive, Suite 200 Newport Beach, California 92260 Phone: (949) 515-1500 Fax: (949)-274-7573
Vince O'Neill	Chief Financial Officer	Mobilitie, LLC 660 Newport Center Drive, Suite 200 Newport Beach, California 92260 Phone: (949) 515-1500 Fax: (949)-274-7573
Yvonne Schroeder	Senior Vice President / Vice President	Mobilitie, LLC 660 Newport Center Drive, Suite 200 Newport Beach, California 92260 Phone: (949) 515-1500 Fax: (949)-274-7573
Christos Karmis	Senior Vice President, Acquisitions and Leasing	Mobilitie, LLC 660 Newport Center Drive, Suite 200 Newport Beach, California 92260 Phone: (949) 515-1500 Fax: (949)-274-7573
David Lasky	Senior Vice President, Operations and Services	Mobilitie, LLC 660 Newport Center Drive, Suite 200 Newport Beach, California 92260 Phone: (949) 515-1500 Fax: (949)-274-7573

Gene Beall	Senior Vice President, Strategy and Services	Mobilitie, LLC 660 Newport Center Drive, Suite 200 Newport Beach, California 92260 Phone: (949) 515-1500 Fax: (949)-274-7573
Bryon Davis	Vice President, National Network Deployment	Mobilitie, LLC 660 Newport Center Drive, Suite 200 Newport Beach, California 92260 Phone: (949) 515-1500 Fax: (949)-274-7573

## **EXHIBIT E**

### **MOBILITIE, LLC**

#### **RESUMES OF MANAGEMENT**

Mobilitie's professionals are known throughout the telecommunications industry for their deep wireless and wireline expertise including strategy and network deployment as well as their extensive experience in real estate leveraged finance, network operations, asset management, portfolio strategies, and capital markets.

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##### **Gary Jabara - Founder, President and Chief Executive Officer**

Prior to founding Mobilitie, Gary was a Partner at Deloitte & Touche and the firm's Partner-in-Charge of Wireless Real Estate and Infrastructure. Gary leads the firm in its quest to fulfill its mission and vision of being the most innovative and open infrastructure firm in the world. While at Deloitte, Gary oversaw the negotiation of over \$10 billion of telecommunication infrastructure assets on behalf of Big Six Wireless Carriers. He also led the firm's National Practice for Capital Projects Advisory Services, and advised Global Fortune 100 firms on the efficient deployment of their capital. He has 18 years of experience in the mobile communication industry, starting with the Los Angeles Cellular Telephone Company, a McCaw Cellular/BellSouth joint venture, where he led the firm's real estate division and was responsible for all aspects of site acquisition, budgeting, engineering, and development.

##### **Vince O'Neill - Chief Financial Officer**

Prior to joining Mobilitie, Vince has served in a number of key finance roles for SprintNextel communications over a period of 10 years. During his tenure, Vince had performance management responsibility for Network, Technology, and IT functions, managing annual budgets of \$5bn. His roles encompassed budgeting and planning, financial and decision making analysis, identifying and driving cost reduction programs with focus on margin improvement. Prior to SprintNextel, Vince worked in the UK for a wireless provider holding various Financial and Business Planning positions. Vince is a CPA and a member of the Chartered Institute of Management Accountants. Vince is a CPA and obtained his CIMA qualification (Chartered Institute of Management Accountants) and national diploma in Accounting and Finance at a college in the Republic of Ireland.

##### **Yvonne Schroeder de Orr - Senior Vice President / General Counsel**

Yvonne comes to us with a rich background in real estate, commercial transactions, corporate compliance, and securities law surrounding REIT and syndication transactional work and 20 years of legal experience.

Prior to joining Mobilitie, Yvonne served as General Counsel for a privately held real estate investment company that acquires, syndicates and manages \$1.5 billion in real estate where she was responsible for all legal affairs of the company. Before this she was Franchise Counsel for Yum! Brands, the world's largest quick service restaurant company. In that capacity she was primarily accountable on a national basis for all matters legally related to Taco Bell's franchisees including transactions, litigation, real estate, and compliance. Earlier in her career, Yvonne was

Assistant General Counsel for Fujitsu Business Communications Systems where she was responsible for all legal aspects of the firm's commercial transactions on a national and international basis. She began her legal career at the prestigious firm of Holland & Knight in Washington DC where she was focused on federal regulatory issues. Yvonne is the Executive Officer of the Private Public Partnership for Legal Reform in Afghanistan, a group comprising of law firms and the U.S. State Department dedicated to educating Afghan lawyers on the rule of law. Yvonne has a Masters in International Law from Georgetown University, a law degree from American University, Washington College of Law, and a B.A. degree in Economics from Trinity College.

**Christos Karmis - Senior Vice President, Acquisitions and Leasing**

Christos specialized in real estate advisory services and the wireless communications industry with Deloitte Consulting before coming to Mobilitie.

While at Mobilitie, Christos has led the development and implementation of Mobilitie's customized Lease-to-Suit tower program. He currently oversees tower leasing and collocation activity on Mobilitie's wireless communication towers. While at Deloitte, Christos provided operational and network optimization strategies to several of the Big Six Wireless Carriers. In addition, he is experienced with process improvement, technology optimization, and establishing Sarbanes-Oxley-compliant financial controls for network lease administration. He has also led due diligence projects for the sale of significant wireless communication assets. Prior to joining Deloitte, Christos was an engineer for Harris Corporation specializing in digital mapping. He holds an MBA from the Warrington School of Business at the University of Florida, a Management Certificate from Harvard University, and a Bachelor of Science in Mechanical Engineering from Clemson University.

**David Lasky - Senior Vice President, Operations and Services**

Prior to joining Mobilitie, David was a Vice President at Yahoo! Inc., responsible for the quality of the paid search advertising inventory, with over 250 people under his leadership.

Before Yahoo!, David was with Deloitte Consulting, specializing in the Telecommunications sector. David managed engagements that involved financial planning for a \$2B capital expenditure program for a major wireless carrier, network equipment supply chain management optimization for a major equipment manufacturer, and wireless asset transaction process improvement for a major carrier. An operating executive with over 18 years experience in the Wireless and Internet Industries, David has specialized in strategy, marketing, business operations, technology, and finance. He comes to Mobilitie with solid operating experience in companies of various sizes as well as top-tier consulting experience with Deloitte and Arthur Andersen. David also has a broad international background with projects and/or operating experience in India, U.K., France, Spain, Finland, Ireland, Egypt, Honduras, Mexico, Chile, Korea, Taiwan, and Japan. David holds a B.A. in Economics from UC Santa Cruz, an MBA from UCLA's Anderson School of Management, and is a licensed real estate broker in the state of California.

**Gene Beall – Senior Vice President, Strategy & Services**

Gene spent 13 years with McCaw Cellular/AT&T Wireless in various senior leadership roles in network engineering and operations. Prior to joining Mobilitie, Gene was Head of Services for the US Subregion at Nokia Siemens Networks.

With more than 20 years in the telecom industry, Gene has extensive leadership experience with major carriers and equipment vendors. He has managed the build-out of thousands of cell sites and deployed next generation technologies to thousands more. He has led the development and deployment of enterprise network management systems; managed a portfolio of thousands of network and office properties; led teams to create technical standards, processes, training, and documentation; and managed large capital and expense budgets. Gene holds a Bachelor of Science from Oregon State University and a Masters from the University of Washington.

**Bryon Davis - Vice President, National Network Deployment**

Bryon Davis joined us after four years with the Real Estate Strategy & Operations practice at Deloitte Consulting. At Mobilitie, he is responsible for Network Deployment.

Bryon's career focus has been in the wireless and real estate industries. Bryon initiated the West Coast tower acquisitions program early in Mobilitie's history and ran tower acquisitions with a key client for a number of years. This work included responsibility for tower related due diligence and development activity. Prior to Mobilitie, Bryon led wireless network development process improvement initiatives for large wireless carriers as well as performed cost reduction and Sarbanes-Oxley initiatives for a \$1B national wireless infrastructure spend. Bryon has lectured on the criticality of corporate infrastructure development governance through an association with Tradeline Inc. Bryon is a licensed architect and has led design and construction related activities for a \$1.6B construction project as well as several multi-million dollar projects located in the Western United States. Bryon holds an MBA from Cornell University and a Bachelor of Architecture from the California Polytechnic State University at San Luis Obispo.



**EXHIBIT F**

**MOBILITIE, LLC**

**CONFIDENTIAL FINANCIAL STATEMENTS**

Mobilitie submits financial information required by the TRA under separate seal and requests confidential treatment of the information as these documents contain highly confidential and strictly proprietary information, the public disclosure of which would result in direct, immediate and substantial harm to Mobilitie's competitive position in states where Mobilitie is currently doing business.

## **EXHIBIT G**

### **MOBILITIE, LLC**

#### ***CONFIDENTIAL* PROJECTED FINANCIAL STATEMENTS**

Mobilitie submits financial information required by the TRA under separate seal and requests confidential treatment of the information as these documents contain highly confidential and strictly proprietary information, the public disclosure of which would result in direct, immediate and substantial harm to Mobilitie's competitive position in states where Mobilitie is currently doing business.

## **EXHIBIT H**

### **MOBILITIE, LLC**

#### ***CONFIDENTIAL* CAPITAL EXPENDITURES BUDGET**

Mobilitie submits financial information required by the TRA under separate seal and requests confidential treatment of the information as these documents contain highly confidential and strictly proprietary information, the public disclosure of which would result in direct, immediate and substantial harm to Mobilitie's competitive position in states where Mobilitie is currently doing business.

**EXHIBIT I**

**MOBILITIE, LLC**

**CORPORATE SURETY BOND**

# TENNESSEE REGULATORY AUTHORITY

## TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 1920800

**WHEREAS**, MOBILITIE, LLC (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

**WHEREAS**, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

**WHEREAS**, The Hanover Insurance Company (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

**NOW THEREFORE, BE IT KNOWN**, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, 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, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 19th day of August, 2010, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

### PRINCIPAL

MOBILITIE, LLC

A Nevada limited liability company

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL



Name:

Title:

### SURETY

The Hanover Insurance Company

Name of Surety

100 West Road, Suite 504 Towson, MD 21204

Address of Surety

SIGNATURE OF SURETY AGENT



Name: Beth K. McNellis

Title: Attorney-in-Fact

Address of Surety Agent:

100 West Road, Suite 504

Towson, MD 21204



THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

# ACKNOWLEDGMENT OF PRINCIPAL

STATE OF CA  
COUNTY OF Orange

Before me, a Notary Public of the State and County aforesaid, personally appeared Christos Karmis  
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing  
bond on behalf of MOBILITIE, LLC, and he acknowledged to me that he executed the same.

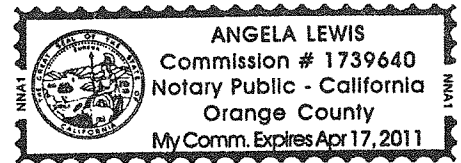
WITNESS my hand and seal this 23rd day of August, 2010.

My Commission Expires:

April 17, 2011

Angela Lewis  
Notary Public

## ACKNOWLEDGMENT OF SURETY



STATE OF Maryland  
COUNTY OF Howard

Before me, a Notary Public of the State and County aforesaid, personally appeared Beth K. McNellis  
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the  
foregoing bond on behalf of The Hanover Insurance Company, the within named Surety, a corporation licensed to do business in the  
State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state  
pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so,  
executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 19th day of August, 2010.

My Commission Expires:

January 13, 2014

Michelle L. Morehead  
Notary Public  
Michelle L. Morehead

## APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the  
sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory  
Authority, State of Tennessee, this \_\_\_\_\_ day of \_\_\_\_\_.

Name:

Title:

THE HANOVER INSURANCE COMPANY  
MASSACHUSETTS BAY INSURANCE COMPANY  
CITIZENS INSURANCE COMPANY OF AMERICA

POWERS OF ATTORNEY  
CERTIFIED COPY

KNOW ALL MEN BY THESE PRESENTS: That THE HANOVER INSURANCE COMPANY and MASSACHUSETTS BAY INSURANCE COMPANY, both being corporations organized and existing under the laws of the State of New Hampshire, and CITIZENS INSURANCE COMPANY OF AMERICA, a corporation organized and existing under the laws of the State of Michigan, do hereby constitute and appoint

**Beth K. McNellis**

of Columbia MD and each is a true and lawful Attorney(s)-in-fact to sign, execute, seal, acknowledge and deliver for, and on its behalf, and as its act and deed any place within the United States, or, if the following line be filled in, only within the area therein designated

any and all bonds, recognizances, undertakings, contracts of indemnity or other writings obligatory in the nature thereof, as follows:

Surety Bond Number: 1920800

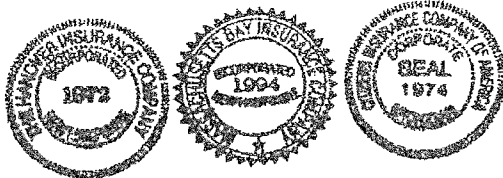
Principal: MOBILITE, LLC

Obligee: State of Tennessee

and said companies hereby ratify and confirm all and whatsoever said Attorney(s)-in-fact may lawfully do in the premises by virtue of these presents. These appointments are made under and by authority of the following Resolution passed by the Board of Directors of said Companies which resolutions are still in effect:

"RESOLVED, That the President or any Vice President, in conjunction with any Assistant Vice President, be and they are hereby authorized and empowered to appoint Attorneys-in-fact of the Company, in its name and as its acts, to execute and acknowledge for and on its behalf as Surety any and all bonds, recognizances, contracts of indemnity, waivers of citation and all other writings obligatory in the nature thereof, with power to attach thereto the seal of the Company. Any such writings so executed by such Attorneys-in-fact shall be as binding upon the Company as if they had been duly executed and acknowledged by the regularly elected officers of the Company in their own proper persons." (Adopted October 7, 1981 - The Hanover Insurance Company; Adopted April 14, 1982 - Massachusetts Bay Insurance Company; Adopted September 7, 2001 - Citizens Insurance Company of America)

IN WITNESS WHEREOF, THE HANOVER INSURANCE COMPANY, MASSACHUSETTS BAY INSURANCE COMPANY and CITIZENS INSURANCE COMPANY OF AMERICA have caused these presents to be sealed with their respective corporate seals, duly attested by a Vice President and an Assistant Vice President, this 1st day of September, 2005.



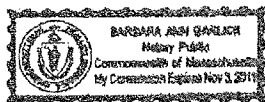
THE HANOVER INSURANCE COMPANY  
MASSACHUSETTS BAY INSURANCE COMPANY  
CITIZENS INSURANCE COMPANY OF AMERICA

*Richard M. Van Stenburgh*  
Richard M. Van Stenburgh, Vice President

*Paul F. Carleo*  
Paul F. Carleo, Assistant Vice President

THE COMMONWEALTH OF MASSACHUSETTS )  
COUNTY OF WORCESTER ) ss.

On this 1st day of September, 2005, before me came the above named Vice President and Assistant Vice President of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America, to me personally known to be the individuals and officers described herein, and acknowledged that the seals affixed to the preceding instrument are the corporate seals of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America, respectively, and that the said corporate seals and their signatures as officers were duly affixed and subscribed to said instrument by the authority and direction of said Corporations.



*Barbara A. Garlick*  
Notary Public

My commission expires on November 3, 2011

I, the undersigned Assistant Vice President of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America, hereby certify that the above and foregoing is a full, true and correct copy of the Original Power of Attorney issued by said Companies, and do hereby further certify that the said Powers of Attorney are still in force and effect.

This Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of The Hanover Insurance Company, Massachusetts Bay Insurance Company and Citizens Insurance Company of America.

"RESOLVED, That any and all Powers of Attorney and Certified Copies of such Powers of Attorney and certification in respect thereto, granted and executed by the President or any Vice President in conjunction with any Assistant Vice President of the Company, shall be binding on the Company to the same extent as if all signatures therein were manually affixed, even though one or more of any such signatures thereon may be facsimile." (Adopted October 7, 1981 - The Hanover Insurance Company; Adopted April 14, 1982 - Massachusetts Bay Insurance Company; Adopted September 7, 2001 - Citizens Insurance Company of America)

GIVEN under my hand and the seals of said Companies, at Worcester, Massachusetts, this 19th day of August, 2010

THE HANOVER INSURANCE COMPANY  
MASSACHUSETTS BAY INSURANCE COMPANY  
CITIZENS INSURANCE COMPANY OF AMERICA

*Charles T. Wells*  
Charles T. Wells, Assistant Vice President

## **EXHIBIT J**

### **MOBILITIE, LLC**

#### **SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS PARTICIPATION PLAN**

Pursuant to T.C.A. § 65-5-212, as amended, Mobilitie, LLC (“Mobilitie”) 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 § 65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Mobilitie is committed to the goals of § 65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Mobilitie will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Mobilitie will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Mobilitie of such opportunities. Mobilitie’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, Mobilitie 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 § 65-5-212.

*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).

## III. ADMINISTRATION

Mobilitie'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 Mobilitie's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Yvonne Schroeder de Orr  
Mobilitie, LLC  
Senior Vice President and General Counsel  
660 Newport Center Drive, Suite 200  
Newport Beach, CA 92660  
Telephone: (949) 999-5778  
e-mail: yvonne@mobilitie.com

The Administrator's responsibilities will include:

(1) Maintaining an updated Plan in full compliance with § 65-5-212 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 § 65-5-212.
- (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 cooperate 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 Mobilitie and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

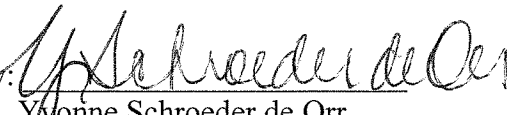
The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, and small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

#### **IV. RECORDS AND COMPLIANCE REPORTS**

Mobilitie will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Mobilitie will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.

Mobilitie will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Mobilitie will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Mobilitie, LLC

By:   
Yvonne Schroeder de Orr  
Senior Vice President and General Counsel

Dated: 9/10, 2010

**EXHIBIT K**

**MOBILITIE, LLC**

**Incumbent Local Exchange Service Providers Certificated In Tennessee**  
**(Facilities-based)**

<b>Ardmore Telephone Company, Inc.</b> P.O. Box 549 517 Ardmore Avenue Ardmore, TN 38449 (205) 423-2131 (205) 423-2208 (Fax)	<b>BellSouth</b> 333 Commerce Street Nashville, TN 37201-3300 (615) 214-3800 (615) 214-8820 (Fax)	<b>Century Telephone of Adamsville</b> P.O. Box 405 116 N. Oak Street Adamsville, TN 38310 (901) 632-3311 (901) 632-0232 (Fax)
<b>Century Telephone of Claiborne</b> P.O. Box 100 507 Main Street New Tazewell, TN 37825 (423) 626-4242 (423) 626-5224 (Fax)	<b>Century Telephone of Ooltewah-Collegedale, Inc.</b> P.O. Box 782 5616 Main Street Ooltewah, TN 37363 (423) 238-4102 (423) 238-5699 (Fax)	<b>Concord Telephone Exchange, Inc.</b> PO Box 22995 Knoxville, TN 37933
<b>Loretto Telephone Company, Inc.</b> P.O. Box 130 Loretto, TN 38469 (931) 853-4351 (931) 853-4329 (Fax)	<b>Millington Telephone Company, Inc.</b> 4880 Navy Road Millington, TN 38053 (901) 872-3311 (901) 873-0022 (Fax)	<b>Crockett Telephone Company</b> C/O TSI Payment Processing Center PO Box 24207 Jackson, MS 39225
<b>Frontier Communications of Tennessee</b> 300 Bland Street Bluefield, WV 24701	<b>Frontier Communications of the Volunteer State</b> 300 Bland Street Bluefield, WV 24701	<b>Humphreys County Telephone Company</b> PO Box 22995 Knoxville, TN 37933
<b>Peoples Telephone Company</b> C/O TSI Payment Processing Center PO Box 24207 Jackson, MS 39225	<b>Tellico Telephone Company</b> PO Box 22995 Knoxville, TN 37933	<b>Tennessee Telephone Company</b> PO Box 22995 Knoxville, TN 37933
<b>United Telephone Southeast, LLC</b> 611 Commerce Street Suite 2605 Nashville, TN 37203	<b>West Tennessee Telephone Co.</b> C/O TSI Payment Processing Center PO Box 24207 Jackson, MS 39225	

**EXHIBIT L**

**MOBILITIE, LLC**

**NUMBERING ISSUES**

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

**N/A, Mobilitie does not plan to offer switched local voice service.**

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

**N/A, Mobilitie does not plan to offer switched local voice service.**

*(3) When and in what NPA do you expect to establish your service footprint?*

**N/A, Mobilitie does not plan to offer switched local voice service.**

*(4) Will the company sequentially assign telephone numbers within NXXs?*

**N/A, Mobilitie does not plan to offer switched local voice service.**

*(5) What measures does the company intend to take to conserve Tennessee numbering resources?*

**N/A, Mobilitie does not plan to offer switched local voice service.**

*(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?*

**N/A, Mobilitie does not plan to offer switched local voice service.**

**EXHIBIT M**

**MOBILITIE, LLC**

**TENNESSEE SPECIFIC OPERATIONAL ISSUES**

*(1) How does the company intend to comply with TCA § 65-21-114? Explain technically how the company will not bill for countywide calls w/in Tennessee.*

**N/A, Mobilitie does not plan to offer switched local voice service.**

*(2) Is the company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database?*

**N/A, Mobilitie does not plan to offer switched local voice service.**

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

**N/A, Mobilitie does not plan to offer switched local voice service.**

*(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.*

**N/A, Mobilitie does not plan to offer switched local voice service.**

*(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.*

**Yvonne Schroeder de Orr, SVP/General Counsel, (949) 999-5778**

*(6) Does the company intend to telemarket its services in Tennessee? If yes is the company aware of the telemarketing statutes and regulations found in TCA § 65-4-401 et seq. and Chapter 1220-4-11?*

**No, Mobilitie does not intend to telemarket in Tennessee.**

**EXHIBIT N**

**MOBILITIE, LLC**

**SWORN PRE-FILED TESTIMONY**  
**OF YVONNE SCHROEDER DE ORR**

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

**IN THE MATTER OF THE APPLICATION  
OF MOBILITIE, LLC FOR A CERTIFICATE  
TO PROVIDE COMPETING LOCAL  
TELECOMMUNICATION SERVICE**

**Sworn Pre-Filed Testimony of  
Yvonne Schroeder de Orr**

I, Yvonne Schroeder de Orr, do hereby testify as follows in support of the application of Mobilitie, LLC for a Certificate of Convenience and Necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

**1. Please state full name, business address, and position.**

My name is Yvonne Schroder de Orr. I am the Senior Vice President and General Counsel of Mobilitie, LLC. My business address is 660 Newport Center Drive, Suite 200, Newport Beach, California 92660.

**2. Please briefly describe your duties.**

Manage due diligence activities for acquisitions  
Write and negotiate agreements for real estate and telecommunication leases  
Manage and oversee company use of outside legal counsel  
Acts as agent of corporation in various transactions  
Represents corporation in legal proceedings

Prepares business contracts and administers other legal matters

**3. Please briefly describe your business experience and background.**

I have a rich background in real estate, commercial transactions, corporate compliance, and securities law surrounding REIT and syndication transactional work and 20 years of legal experience.

Prior to joining Mobilitie, I served as General Counsel for a privately held real estate investment company that acquires, syndicates and manages \$1.5 billion in real estate where she was responsible for all legal affairs of the company. Before this, I was Franchise Counsel for Yum! Brands, the world's largest quick service restaurant company. In that capacity I was primarily accountable on a national basis for all matters legally related to Taco Bell's franchisees including transactions, litigation, real estate, and compliance. Earlier in my career, Yvonne was Assistant General Counsel for Fujitsu Business Communications Systems where I was responsible for all legal aspects of the firm's commercial transactions on a national and international basis. I began my legal career at the prestigious firm of Holland & Knight in Washington DC where I was focused on federal regulatory issues. I have a Masters in International Law from Georgetown University, a law degree from American University, Washington College of Law, and a B.A. degree in Economics from Trinity College.



4. **Are all statements in Mobilitie's application true and correct to the best of your knowledge, information and belief.**

To the best of my knowledge, information, and belief, all statements made in connection with Mobilitie's application for a Certificate of Convenience and Necessity are true and accurate.

5. **Please describe the current corporate structure of Mobilitie.**

Mobilitie is a Nevada Limited Liability Company.

6. **Does Mobilitie possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?**

Mobilitie possesses the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority.

7. **Please describe Mobilitie's financial qualifications.**

Mobilitie is financially qualified to render the proposed service. In particular, Applicant has access to the financing and working capital necessary to fulfill any obligations it may undertake with respect to operation and maintenance of all requested services.

8. **Please describe Mobilitie's managerial and technical qualifications.**

As shown in the attached biographical information contained in **Exhibit E**, Mobilitie's management team has extensive management and business experience in telecommunications. Likewise, Mobilitie services will satisfy the minimum technical standards established by the TRA. As noted in the biographies of the principal officers, multiple of the officers have substantial experience in both telecommunications and engineering. Thus, Mobilitie certainly possesses the managerial and technical qualifications to provide service in Tennessee.

9. **What services will Mobilitie offer?**

Generally, Mobilitie will offer *wireline-based* transport and backhaul services of voice and data radio frequency signals to business customers in Tennessee. These business customers are telecommunication companies (primarily wireless providers). At this time, however, Mobilitie does not intend to serve end users.

10. **Will Mobilitie offer service to all consumers w/in its service area?**

Mobilitie offers its services to certified wireless carriers, not individual residential or business consumers. However, Mobilitie will offer its services to any certified wireless carrier in the state with which it has reached a service agreement.

11. **Does Mobilitie 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?**

Mobilitie does not plan to offer local exchange telecommunications services.

**12. Will the granting of a certificate of convenience and necessity to Mobilitie serve the public interest?**

Granting Mobilitie a certificate of convenience and necessity will serve the public interest. Mobilitie's entry into the Tennessee market will benefit all wireless customers in the state by enabling wider, more cost effective wireless coverage and service. The growth of wireless alternatives to wireline service will, in turn, promote the availability and accessibility of high quality affordable telecommunications services to all residents and businesses in the state, and promote the development of effective competition as a means of providing customers with the widest possible choice of services. Moreover the development of a robust distributed antenna system network in Tennessee will facilitate the efficient development and deployment of telecommunications infrastructure, with interoperability and interconnectivity; and encourage shared use of existing facilities and cooperative development of new facilities where legally possible, and technically and economically feasible.

**13. Does Mobilitie intend to comply with all TRA rules, statutes and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection services?**

Mobilitie intends to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service.

**14. Has any state ever denied Mobilitie or one of its affiliates authorization to provide intrastate service?**

No state has ever denied Mobilitie authorization to provide intrastate service.

**15. Has any state ever revoked the certification of Mobilitie or one of its affiliates?**

Mobilitie forfeited its authority to operate in New Hampshire, because it did not generate revenue from serving customers in New Hampshire within a statutory timeframe. The forfeiture was not for any transgression. A copy of a letter from the New Hampshire Public Utilities Commission that explains the state's forfeiture requirement is attached hereto as part of this Exhibit, **Exhibit N**. Mobilitie intends to reapply for certification in New Hampshire under normal procedures.

**16. Has Mobilitie or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?**

Mobilitie has never been sanctioned or investigated by any regulatory authority for service or billing irregularities.

**17. Who is knowledgeable about Mobilitie's operations and will serve as Mobilitie's regulatory and customer service contact?**

I have full knowledge of Mobilitie's operations and will serve as the customer service contact.

**18. Please explain in detail Mobilitie's proposed procedures for responding to information requests from the TRA and its staff?**

Mobilitie will provide the TRA and its staff any supplemental information required and answer any questions raised to facilitate the review and certification process. Any such inquiries should be directed to Mobilitie's counsel

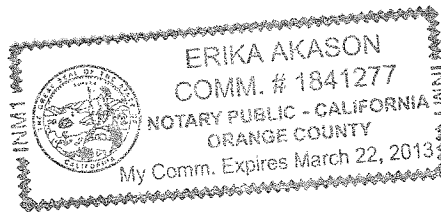
John Dodge  
Robert Morgan  
1919 Pennsylvania Ave., NW, Suite 800  
Washington, DC 20006  
202-973-4200  
JohnDodge@dwt.com  
RobertMorgan@dwt.com

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

Yvonne Schroeder de Orr  
Yvonne Schroeder de Orr  
SVP/General Counsel  
Mobilitie, LLC

Subscribed and sworn to me this 13<sup>th</sup> day of September, 2010.

Notary Public Erika Akason  
State of California  
County of Orange  
My commission expires March 22, 2013



**EXHIBIT O**

**MOBILITIE, LLC**

**DRAFT COMPETING TELECOMMUNICATION**  
**SERVICE TARIFF**

COMPETITIVE SERVICE TARIFF OF

**Mobilitie, LLC**

for the provision of

TELECOMMUNICATION SERVICES

in the

STATE OF TENNESSEE

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Date Issued:

Date Effective:

By: Gary Jabara  
Title: President and CEO  
Address: 660 Newport Center Drive, Suite 200, Newport Beach, CA 92660

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**Section 1: General**

1.1 This Tariff sets forth terms applicable to the provision of radio frequency transport services (RF Transport Services) by Mobilitie, LLC (Company). These services will be offered in Tennessee on a statewide basis. The Company will use its own facilities and, as required and where available, will purchase facilities or services for resale to Customers.

1.2 The Company's services are provided on a monthly basis unless otherwise provided, and are available twenty-four (24) hours per day, seven (7) days per week, subject to the availability of necessary service, equipment and facilities and the economic feasibility of providing such necessary service, equipment and facilities.

1.3 Title to all facilities provided by the Company under this Tariff remains in the Company's name.

**Section 2: Description and Availability of Service**

2.1 RF Transport Services utilize optical technology, including multi-wavelength optical technology over dedicated transport facilities to provide Customers with links to radiate RF coverage. RF Transport Services connect Customer-provided wireless capacity equipment to Customer-provided or Company-provided bi-directional RF-to-optical conversion. The conversion equipment allows the Company to accept RF traffic from the Customer and then send bi-directional traffic transmission across the appropriate optical networks. At the remote end, Customer- or Company-provided RF-to-optical conversion equipment allows bi-directional conversion between optical signals and RF signals. RF signals can be received and radiated at this remote node. Hence the Company provides optical transit services for RF signals.

2.2 RF Transport Services are provided only where technology permits. The furnishing of RF Transport Services requires certain physical arrangements of equipment and facilities of the Company and other entities and is subject to the availability of such equipment and facilities and the economic feasibility of providing such necessary equipment and facilities and the RF Transport Services. Service is offered subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this Tariff. The Company reserves the right not to provide service to or from a location where the necessary facilities or equipment are not available.

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**Section 3: Limitations on Service**

3.1 The specific limitations applicable to RF Transport Services are as follows:

- All optical services are provided on single mode optical fiber.
- Some optical services may be of a multi-wavelength nature.
- Current wireless standards limit the distance between a hub site and a remote node to 20 km.
- The optical loss between a hub site and a remote node must not exceed 18 dB.

3.2 The Company reserves the right to discontinue furnishing the service upon its written notice, when necessitated by conditions beyond its control or when the Customer is using the service in violation of the law.

**Section 4: Services Pricing**

4.1 RF Transport Services rates apply to service furnished to business customers. RF Transport Services are not available to residential customers. The monthly recurring rates and nonrecurring charges for RF Transport Services are as follows:

<u>Description</u>	<u>Range of Fees per Segment</u>
Nonrecurring connection charge	\$1,000 - \$15,000
Monthly recurring charge	\$1,000 - \$15,000

For purposes of this Tariff, Segment shall mean a one-way optical carrier between one (1) Customer hub site or remote node and another Customer hub site or remote node.

4.2 Customers will be billed monthly. Charges will be payable within 21 days of the billing date. Late charges will be assessed at 1-1/2% of the outstanding balance monthly.

4.3 The minimum service term for RF Transport Service is ten (10) years.

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**Section 5: Application for Service**

5.1 Service may be initiated only based on a written agreement between the Company and the Customer. To initiate a service request, the Customer must provide the following information: the Customer's name; the addresses for which the Company desires to receive service; and a billing address. The service application does not itself bind either the Customer to subscribe to the service or the Company to provide the service.

5.2 Request for service under this Tariff will authorize the Company to conduct a credit search on the Customer. The Company reserves the right to refuse service on the basis of credit history, and to refuse further service due to late payment or nonpayment by the Customer. Potential customers who are denied service must be given the reason for the denial in writing within ten (10) days of service denial.

**Section 6: Liability of the Company**

6.1 In the event an error or omission is caused by the gross negligence of the Company, the liability of the Company shall be limited to and in no event exceed the sum of \$10,000.

6.2 The liability of the Company for damages arising out of mistakes, omissions, interruptions, delays, or errors, or defects in any of the services or facilities furnished by the Company up to and including its local loop demarcation point, including exchange, toll, private line, supplemental equipment and all other services, shall in no event exceed an amount equal to the pro rata charges to the Customer for the period during which the services or facilities are affected by the mistake, omission, interruption, delay, error or defect; provided, however, that where any mistake, omission, interruption, delay, error or defect in any one service or facility affects or diminishes the value of any other service said liability shall include such diminution, but in no event shall the liability exceed the total amount of the charges to the Customer for all services or facilities for the period affected by the mistake, omission, interruption, delay, error or defect.

6.3 Prior to initiation of Directory Services, the Company shall revise this Tariff according to the Regulatory Authority's procedures to include the limits of its liability relating to errors or omissions in telephone numbers and directories.

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6.4 The Company shall not be liable for errors in transmitting, receiving or delivering oral messages by telephone over the network of the Company and connecting utilities.

6.5 The Company shall be liable for loss or damage that may occur in the course of the employment of any messenger not to exceed twenty-times the charge for such messenger service, and shall be liable for loss or damage that may occur in the transmission of any message over its network not to exceed the amount received for sending same.

6.6 The provisions of this Section 6 do not apply to errors and omissions caused by the Company's willful misconduct, fraudulent conduct or violations of law.

**Section 7: Service Exclusions and Tariff Revisions**

7.1 The Company does not offer residential exchange service at this time. Prior to initiating such service, the Company will revise this Tariff according to the Regulatory Authority's procedures to include rates for such service.

7.2 The Company does not offer business exchange service at this time. Prior to initiating such service, the Company will revise this Tariff according to the Regulatory Authority's procedures to include rates for such service.

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## **EXHIBIT P**

### **MOBILITIE, LLC**

#### **STATES WHERE CERTIFICATED**

<b>Mobilitie, LLC is authorized to provide telecommunications services in the twenty-four (25) states listed below.</b>		
Arkansas	Florida	Illinois
Indiana	Iowa	Kansas
Kentucky	Louisiana	Maryland
Massachusetts	Michigan	Minnesota
Missouri	Nebraska	Nevada
New Mexico	New York	North Dakota
Oregon	Rhode Island	Texas
Vermont	Virginia	Washington
Wisconsin		
<b>Mobilitie, LLC also has applications to provide telecommunications services pending in California, Georgia, North Carolina, and Utah.</b>		