

**BEFORE THE
UTAH PUBLIC SERVICE COMMISSION**

In the Matter of

Mobilitie, LLC)
for a Certificate to Provide) Docket No. _____
Public Telecommunications)
Services in Utah)

APPLICATION OF MOBILITIE, LLC

Mobilitie, LLC (“Mobilitie” or “Applicant”), by its attorneys and pursuant to Utah Admin. Code § R746-349-1 and Utah Code Ann. § 54-8b-2.1, respectfully requests that the Commission issue an Order granting Mobilitie’s request for a Certificate to provide public telecommunications services in Utah. Mobilitie submits the following information in support of its application:

1. Testimony and exhibits in support of the company’s technical, financial, and managerial abilities to provide the telecommunications applied for and a showing that the granting of a certificate is in the public interest

See resumes of key personnel attached as Exhibit A, illustrating Mobilitie’s technical and managerial capabilities. Exhibits in support of the company’s financial abilities are included in Exhibits C and D in response to Questions 10, 11, and 12 below.

Grant of this Application and Mobilitie’s entry into the local telecommunications marketplace within Utah will serve the public interest in a variety of ways. As demonstrated in Exhibits A, C and D, Mobilitie is technically and financially qualified to provide telecommunications service in Utah, and the public interest will be served by expanding the availability of competitive telecommunications services in Utah, thereby enhancing the telecommunications infrastructure in Utah and facilitating economic development. Moreover, Mobilitie’s services are designed in part to use wireline telecommunications to fill in gaps in wireless coverage without requiring the construction of large, unsightly towers. Although Mobilitie does not initially intend to provide voice service to end-use-subscribers, should it do so in the future, Mobilitie will provide (either directly or through arrangements with others) the following: (1) access to 911 and E911 services; (2) access to telecommunications relay services; (3) access to directory assistance; (4) access to operator services; and (5) non-discriminatory interconnection with other local exchange carriers.

2. Proof of a bond in the amount of \$100,000

Mobilitie, a carrier's carrier, respectfully requests a waiver of the \$100,000 bond requirement. Mobilitie's target customers for its telecommunications services are national wireless carriers. Anticipated sales will be made by way of heavily negotiated individual-case basis ("ICB") contracts. Mobilitie's customers are represented by counsel and thus capable of adequately protecting their own interests in sales transactions. Furthermore, Mobilitie does not at this time intend to collect customer deposits. Based on the foregoing, Mobilitie submits that the bond requirement is not necessary to protect customer deposits or other customer liabilities.

3. Statement as to whether the telecommunications corporation intends to construct its own facilities or acquire use of facilities from other than the incumbent local exchange carrier, or whether it intends to resell an incumbent local exchange carrier's and other telecommunications corporation's services

Applicant intends to use its own facilities to provide service. Where available, Applicant may also obtain capacity on dark fiber.

4. Statement regarding the services to be offered including:

a. Which classes of customer the applicant intends to serve,

b. The locations where the applicant intends to serve,

c. The types of services to be offered.

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

b. Mobilitie intends to offer services on a statewide basis. 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 Utah that qualify for the rural exemption outlined in Section 251(f)(1) of the Federal Act

In addition, Mobilitie has been granted authority by certification to provide telecommunications service in Arkansas, Florida, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nebraska, Nevada, New Mexico, New York, Oregon, Rhode Island, Texas, Vermont, Virginia, Washington, and Wisconsin.

- c. Mobilitie will offer *wireline-based* radio frequency (“RF”) Transport Services to business customers in Utah, which are typically wireless providers. Mobilitie’s RF Transport Services use optical technology, including multi-wavelength optical technology, over dedicated transport facilities to provide customers with links to emit RF coverage. RF Transport Services connect customer-provided wireless capacity equipment to customer-provided or Mobilitie-provided bi-directional RF-to-optical conversion equipment at a hub facility. The hub facility can be customer or Mobilitie-provided. The conversion equipment will allow Mobilitie to accept RF traffic from the customer and then send bi-directional traffic transmission across the appropriate optical networks. At the remote end, the customer’s RF is received at Mobilitie-provided RF-to-optical conversion equipment that allows bidirectional conversion between optical signals and RF signals. RF signals can be received and radiated at this remote node. Thus, Mobilitie provides *wireline-based* optical transit services for customer RF signals. Mobilitie will offer service subject to the availability of the necessary facilities and/or equipment.

5. Statement explaining how the applicant will provide access to ordinary intralata and interlata message toll calling, operator services, directory assistance, directory listings and emergency services such as 911 and E911

Applicant is not providing traditional switched access services to customers and, therefore, it is not required to provide access to ordinary intralata and interlata message toll calling, operator services, directory assistance, directory listings and emergency services.

6. Implementation schedule pursuant to 47 U.S.C. 252(c)(3) of the Telecommunications Act of 1996 which shall include the date local exchange service for residential and business customers will begin

Mobilitie does not currently anticipate entering into interconnection agreements with ILECs and thus an implementation schedule pursuant to Section 252(c)(3) would not apply.

7. Summaries of the professional experience and education of all managerial personnel who will have responsibilities for the applicant’s proposed Utah operations

See resumes of key personnel attached as Exhibit A.

8. Organization chart listing all the applicant’s employees currently working or that plan to be working in or for Utah operations and their job titles

See organizational chart attached as Exhibit B. See also resumes of key personnel attached as Exhibit A.

9. Chart of accounts that includes account numbers, names and brief descriptions

Applicant requests a waiver from any requirement to maintain its books and records in accordance with the Uniform System of Accounts (“USOA”). Applicant will maintain its books and records in accordance with Generally Accepted Accounting Principles (“GAAP”). In the interest of efficiency and because Applicant’s services are not subject to rate of return regulation, there is no need for Applicant to comply with the USOA. Applicant’s Chart of Accounts is included with Mobilities financial documents attached as Exhibit C.

10. Financial statements that at a minimum include:

- a. The most recent balance sheet, income statement and cash flow statement and any accompanying notes, prepared according to GAAP,**
- b. A letter from management attesting to their accuracy, integrity and objectivity, and that the statements were prepared in accordance with the GAAP,**
- c. If the applicant is a start-up company, a balance sheet following the above principles must be filed,**
- d. If the applicant is a subsidiary of another corporation, financial statements following the above principles must also be filed for the parent corporation.**

See financial statements attached as Exhibit C.

11. Financial statements to demonstrate sufficient financial ability on the part of the applicant. At a minimum, the applicant’s statements must show:

- a. Positive net worth for the applicant CLEC,**
- b. Sufficient projected and verifiable cash flow to meet cash needs as shown in a five-year projection of expected operations,**
- c. Proof of bond as specified in R746-349-3(A)(2).**

See financial statements attached as Exhibits C and D. In addition, please see response to Question 2 regarding proof of bond.

12. Five-year projection of expected operations including the following:

- a. Proforma income statements and proforma cash flow statements,**
- b. When applicable, a technical description of the types of technology to be deployed in Utah including types of switches and transmission facilities,**

- c. When applicable, detailed maps of proposed locations of facilities including a description of the specific facilities and services to be deployed at each location.**

See financial statements attached as Exhibit D. For additional technical descriptions, see the response provided for Question 4 above.

- 13. Evidence of sufficient managerial and technical ability to provide the public telecommunications services contemplated by the application must be demonstrated by a showing of at least the following:**

- a. Proof of certification in other jurisdictions; and that service is currently being offered in other jurisdictions by the applicant,**
- b. Or the corporation has had at least two years of recent experience in providing telecommunications services related to the type of services the CLEC intends to provide.**

See resumes of key personnel attached as Exhibit A for evidence of managerial and technical ability. In addition, see applicant's proof of certification and offering of service in Florida submitted as evidence of managerial and technical ability, attached as Exhibit E.

- 14. Statement as to why entry by the applicant is in the public interest**

As indicated in the response to Question 1 above, entry by the applicant is in the public interest, because Applicant will bring beneficial services and technology to the public and will increase competition in the market. This increased competition will provide customers with a wider variety of telecommunications choices at lower prices. This competition also will provide incentive for carriers to continue to improve their technology and service.

- 15. Proof of authority to conduct business in Utah**

See proof of authority attached as Exhibit F.

- 16. Statement regarding complaints or investigations of unauthorized switching, otherwise known as slamming, or other illegal activities of the applicant or any affiliates in any jurisdiction. This statement should include the following:**

- a. Sanctions imposed against the applicant for any of these activities,**
- b. Copies of any written documents related to these complaints, investigations, or sanctions, including: orders or other materials from the FCC or state commissions, any courts, or other government bodies, and any complaint letters or other documents from any non-government entities or person,**

c. Applicant's responses to any of these issues.

Applicant is not aware of any complaints or investigations of authorized switching or other illegal activities of Mobilitie or any affiliate in any jurisdiction.

17. Person to whom complaints may be directed

Yvonne Schroeder de Orr
Mobilitie, LLC
SVP/General Counsel
660 Newport Center Drive, Suite 200
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Tel: (949) 999-5778
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Email: yvonne@mobilitie.com

18. Statement about the applicant's written policies regarding the solicitation of new customers and a description of efforts made by the applicant to prevent unauthorized switching of Utah local service by the applicant, its employees or its agents

Applicant does not intend to engage in any switched local services. Therefore, Applicant does not believe it is required to maintain written policies regarding the unauthorized switching of Utah local service by the Applicant, its employees or agents. Similarly, Applicant does not provide switched local services to end-user customers in other states where it is authorized to provide telecommunications services. Accordingly, no sanctions have been imposed, and no complaints have been filed, against Applicant for unauthorized slamming.

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 Utah.

Respectfully submitted,

Mobilitie, LLC
a Nevada limited liability company

By: _____

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Counsel for Mobilitie, LLC

Dated: _____, 2010

Exhibit A

Resumes of Key Personnel

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.

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 B

Organizational Chart

Exhibit C

CONFIDENTIAL

Financial Statements – Questions 10 and 11

(FILED UNDER SEAL PURSUANT TO UTAH CODE ANN. § 63-2-301 ET SEQ.)

Exhibit D

CONFIDENTIAL

Financial Statements – Questions 11 and 12

(FILED UNDER SEAL PURSUANT TO UTAH CODE ANN. § 63-2-301 ET SEQ.)

Exhibit E

Evidence of Managerial and Technical Ability

Exhibit F

Proof of Authority to Conduct Business in Utah