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November 16, 2001

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PUBLIC SERVICE
COMMISSION

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Already
on

Mr. Thomas N. Dorman
Executive Director
Kentucky Public Service Commission
611 Sower Boulevard
P.O. Box 615
Frankfort, Kentucky 40601

**RE: Application of Momentum Business Solutions Inc. to Provide Intrastate
Interexchange, Local Exchange, and Exchange Access
Telecommunications Services in Kentucky**

Dear Mr. Dorman:

Momentum Business Solutions Inc. ("Momentum") submits this application and four copies thereof to the Public Service Commission of Kentucky ("Commission") to provide intrastate interexchange, local exchange, and exchange access telecommunications services within the Commonwealth of Kentucky. One additional copy is enclosed. Please file stamp this copy and return it to me in the enclosed envelope.

In support of its application, Momentum states as follows:

1. Momentum is a corporation organized and existing under the laws of the State of Delaware and has applied for and received authority to transact business in the Commonwealth of Kentucky. Copies of Momentum's Charter, Certificate of Existence, and Certificate of Authority are attached hereto as Exhibit A.
2. Momentum's legal name, address, and principal business office are:

Momentum Business Solutions, Inc.
2090 Columbiana Road, Suite 3000
Birmingham, AL 35216

3. Momentum's attorneys in this proceeding are:

C. Kent Hatfield
MIDDLETON REUTLINGER
2500 Brown & Williamson Tower
Louisville, Kentucky 40202
(502) 584-1135

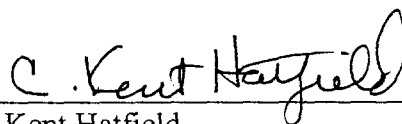
4. Momentum seeks to provide a full range of telecommunication services, including, but not limited to, various resold and facilities-based local exchange, interexchange and exchange access telecommunications services throughout the Commonwealth of Kentucky. A more detailed description of Momentum's initial services is attached hereto as Exhibit B. A copy of Momentum's initial tariffs for both local exchange service and intrastate switched and special access service are attached hereto as Exhibits C and D, respectively.
5. Momentum is currently certificated to provide intrastate telecommunications services in the States of Alabama, Tennessee, Georgia and Mississippi. Momentum is in the process of obtaining authority in the States of South Carolina, North Carolina, and Louisiana.
6. Momentum's management team has the extensive business experience needed in order to manage and execute the business plans described herein in a prompt and reasonable manner. Attached hereto as Exhibit E is a brief description of the experience and qualifications of Momentum's key management personnel.
7. Momentum submits (1) that it possesses the technical, financial, and managerial resources sufficient to provide the services requested; (2) service to be provided will meet the standards that the Commission may adopt; (3) provision of the service will not adversely impact the availability of affordable local exchange service; (4) Momentum, to the extent it may be required to do so by the Commission, will participate in the support of universally available telephone service at affordable rates; and (5) provision of the service does not otherwise adversely impact the public interest.
8. Momentum's Regulatory Contact is as follows:

Ms. Peggy D. McKay
Director, Product Management
Momentum Business Solutions, Inc.
2090 Columbiana Road, Suite 3000
Birmingham, AL 35216
Telephone No.: (205) 978-4410
Fax No.: (205) 978-4401
e-mail: pmckay@momentumbusiness.com

9. Attached hereto as Exhibit F is a notarized statement of an officer of Momentum that it has not provided or collected for intrastate service in Kentucky prior to the instant filing.
10. Momentum will comply with the Commission's mandates in Administrative Case No. 330 with respect to the provision of operator-assisted service to traffic aggregators.

WHEREFORE, Momentum submits this application to provide competitive local exchange, interexchange, and exchange access telecommunications services within the Commonwealth of Kentucky. Momentum requests that the Commission grant Momentum such other and further relief as is just and proper.

Respectfully submitted,



C. Kent Hatfield
MIDDLETON REUTLINGER
2500 Brown & Williamson Tower
Louisville, Kentucky 40202
(502)584-1135

Counsel for Momentum
Business Solutions, Inc.

This 16th day of November, 2001.

EXHIBIT A

**Momentum's Charter
Certificate of Existence
Certificate of Authority**

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0493712.09



John Y. Brown III
Secretary of State

APPLICATION FOR CERTIFICATE OF AUTHORITY

Received and Filed
04/28/2000 11:33 AM

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273). a professional service corporation (KRS 274). Fee Receipt: \$90.00

2. The name of the corporation is Momentum Business Solutions, Inc. dday - P101

3. The name of the corporation to be used in Kentucky is _____
(If "real name" is unavailable for use)

4. Delaware is the state or country under whose law the corporation is incorporated.

5. April 20, 2000 is the date of incorporation and the period of duration is perpetual

6. The street address of the corporation's principal office is
1401 20th Street South Birmingham, Alabama 35205
Street City State Zip Code

7. The street address of the corporation's registered office in Kentucky is
Kentucky Home Life Building Louisville Kentucky 40202
Street City State Zip Code

and the name of the registered agent at that office is
CT Corporation System

8. The names and usual business addresses of the corporation's current officers and directors are as follows:
President Alan L. Creighton 1401 20th Street South, Birmingham, AL 35205
Vice President John M. Sayler, Jr. 1401 20th Street South, Birmingham, AL 35205
Secretary Rich Fogle 1401 20th Street South, Birmingham, AL 35205
Treasurer _____
Directors Alan L. Creighton 1401 20th Street South, Birmingham, AL 35205

(Attach a continuation sheet, if necessary)

9. If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. A certificate of existence duly authenticated by the Secretary of State accompanies this application.

11. This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)

Signature
Alan L. Creighton, President
Type or Print Name & Title

Date: April 24, 20 00

1. CT Corporation System consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent

Signature of Registered Agent

Type or Print Name & Title
JENNIFER F AULTMAN
ASSISTANT SECRETARY

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOMENTUM BUSINESS SOLUTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MOMENTUM BUSINESS SOLUTIONS, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3216570 8300

AUTHENTICATION: 1278440

010379715

DATE: 08-03-01

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MOMENTUM BUSINESS SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF APRIL, A.D. 2001, AT 8:30 O' CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1080714

3216570 8100

010180633

DATE: 04-16-01

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MOMENTUM BUSINESS SOLUTIONS, INC.

It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is Momentum Business Solutions, Inc., which is the name under which the Corporation was originally incorporated; and the date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is April 20, 2000.

2. This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this Corporation, and has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware by the Board of Directors and the stockholders of the Corporation. The total number of outstanding shares entitled to vote or act by written consent was 161,750 shares of Common Stock. A majority of the outstanding shares of Common Stock approved this Amended and Restated Certificate of Incorporation by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware, and written notice of such was given by the Corporation in accordance with said Section 228.

3. The Certificate of Incorporation of the Corporation is hereby amended and restated to read as follows:

I.

The name of the Corporation is Momentum Business Solutions, Inc.

II.

The address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, City of Wilmington, County of New Castle, and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

III.

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

IV.

A. This Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which the Corporation is authorized to issue is five hundred thousand (500,000), all of which shares shall be Common Stock, each having a par value of No and 10/100 Dollars (\$0.10).

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation.

1. Voting Rights.

a. General Rights. Holders of Common Stock shall have one vote per share, except as otherwise provided herein or as required by law.

b. Election of Board of Directors. The election of the Board of Directors shall be conducted in the manner set forth in the Bylaws.

2. No Preemptive Rights. Stockholders shall have no preemptive rights except as granted by the Corporation pursuant to written agreements.

V.

A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the Delaware General Corporation Law, or (4) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. Any repeal or modification of this Article IV shall only be prospective and shall not effect the rights under this Article IV in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

VI.

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

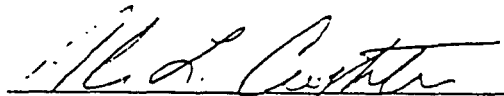
B. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws; provided, however, that the stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation; and, provided further, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

IN WITNESS WHEREOF, Momentum Business Solutions, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by the President and the Secretary in Birmingham, Alabama, as of the 19th day of March, 2001.

MOMENTUM BUSINESS SOLUTIONS, INC.

By:


Alan L. Creighton
Its President and Chief Executive Officer

Attest:

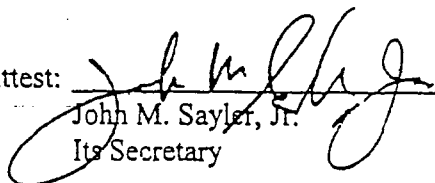

John M. Saylor, Jr.
Its Secretary

EXHIBIT B

Proposed Services

Momentum Business Solutions, Inc. intends to offer resold intrastate interexchange services, switched and special access services, and local exchange service through the use of the Unbundled Network Element – Platform offered by BellSouth. Momentum will offer a broad range of products and services that will be developed on an ongoing basis. These will initially focus on the 1-10 line market, with heavy emphasis on POTS services and vertical features, as well as long distance service provided on a resale basis by Momentum's designated long distance carrier.

Momentum anticipates that about 95% of its target market will utilize about 10% of its local services exclusively, with additional special application services being provided on an as-needed basis. Customers will also be able to change their existing pre-subscribed interexchange carrier for both intraLATA and interLATA long distance to Momentum's own long distance service, provisioned via a sub-PIC provided by Momentum's designated long distance carrier.

Since the majority of Momentum's customer base will initially be derived from ILEC and CLEC customers, Momentum will offer to switch their existing service to Momentum Business Solutions, Inc. "as specified". This will be done by utilizing the UNE-P contract to provision any loop/port combinations that apply to the existing end-user service, and offering those existing services not available on the UNE-P agreement via resale.

Momentum will not require customers to purchase Customer Premises Equipment, which cannot be used with the Incumbent Local Exchange Carrier's systems.

Momentum may also develop proprietary feature packages, usage plans and volume and term agreements. These services will emulate existing BellSouth products and services but provide greater value through discounts, greater variety of product offerings, consolidated billing and superior customer service.

All orders will be processed via BellSouth-approved OSS interfaces utilizing desktop programs and database systems that will provide proprietary front-ends for Momentum service representatives, customer care, and sales and marketing departments. This will allow Momentum's sales and marketing organization the ability to interface with BellSouth's CRIS, TAG, RSAG, PSOMS and other databases to retrieve pre-sales customer information after Momentum has obtained approval via an authorized LOA from the end user. This information will then be used to develop pricing and discounts. Once the customer accepts Momentum's service, the Ordering and Provisioning department will input orders via a BellSouth-complaint interface that conforms to LOE, OBF, EDI and any other standards necessary to complete an error-free electronic order.

Momentum will also develop a relationship with local CPE vendors and electrical contractors in each MSA to provide inside wire, equipment and maintenance to Momentum's end users. This will allow Momentum Business Solutions, Inc. to offer true one-stop shopping for its end users' telecommunications needs.

EXHIBIT C

**Momentum Business Solutions, Inc.
Tariff for the State of Kentucky
Local Exchange Telecommunications Services**

EXHIBIT D

**Momentum Business Solutions, Inc.
Tariff for the State of Kentucky
Intrastate Switched and Special Access Services**

EXHIBIT E

Momentum Business Solutions, Inc. Management Biographies

Alan L. Creighton President and CEO

Mr. Creighton graduated from the University of Alabama in 1985 with a Bachelor of Science Degree in Finance with a Minor in Computer Science.

Mr. Creighton joined BellSouth Advanced Systems after graduating from the University of Alabama. BellSouth employed Mr. Creighton as a large business Account Executive until 1988. During his time spent with BellSouth, he consistently achieved objectives and won the "Presidential Circle of Excellence Award". Mr. Creighton later joined NuCel, Inc. a wireless telecommunications company as Director of Marketing. NuCel built entire cellular systems for independent owners of MSA's. From 1989 through 1999, he helped create and build significant businesses (in terms of members, revenues and valuations) in the managed care business. As part of that, Mr. Creighton served in several senior management positions including Vice President, Development, Regional Vice President and President.

Jack M. Salyer Senior Vice President, Sales and Marketing

Mr. Salyer graduated from the University of Georgia in 1988 and holds a Bachelor of Science Degree in Risk Management and Insurance.

Mr. Salyer began his professional career in 1989 with Alnet Communications, a long distance telecommunications company (now part of Global Crossing). During his three years at Alnet, Mr. Salyer held various sales and sales manager positions. His production consistently ranked in the top 10% within the company. He was responsible for selling a wide range of telecommunications products, including voice, data, and dedicated services. From 1992 to 1999, prior to forming Momentum Business Solutions, L.L.C., Mr. Salyer ran the sales organizations for three managed care organizations (Complete Health, Triton Health Systems, and Momentum Health Services). Mr. Salyer was a founding shareholder and officer of both Triton Health Systems and Momentum Health Services, and his sales team significantly surpassed all production projections and quotas.

Todd Fowler
Vice President, Operations

Mr. Fowler graduated from the University of Alabama-Birmingham in 1985 and holds a Bachelor of Science Degree in Marketing. Mr. Fowler began his career at BellSouth Telecommunications, Inc. as Product Manager for CPE. Mr. Fowler quickly took on new responsibilities as Staff Manager responsible for the Billing and Collections product for Interexchange Carriers. Later, Mr. Fowler helped create Federal TransTel managing Billing and Collection contracts with Regional Bell Operating Companies. Mr. Fowler was recruited by Business Telecom, Inc. as Director - Customer Care Services in charge of National Call Center, National Trouble Dispatch Center, Field Support Services, Enhanced Communications Services, and Field Dispatch Operations.

Dennis E. Lipford
Vice President, Finance

Mr. Lipford graduated from Auburn University in 1989 with a Bachelor of Science Degree in Accounting. He joined Ernst & Young after graduating. Ernst & Young employed Mr. Lipford as an auditor until 1992. At that time, Mr. Lipford joined United healthcare, most recently in a senior management position as Vice President, Contracting and Government Programs.

Dr. Hiliare Bruno deSa
Director, Information Technologies

Dr. deSa holds a MB, BS, and Masters Degree in Medical Sciences and is currently certified as a Microsoft Certified Trainer, Certified Technical Trainer, Microsoft Certified Systems Engineer, Microsoft Certified Professional and Internet and Certified Novell Engineer. He began his career as a physician in internal medicine, but Dr. deSa moved into information technologies achieving many certifications as described above and has a wide range of experience, ranging from ISP management, network administration, and database application development. Most recently, Dr. deSa was with BellSouth Telecommunications and EDS working as Project Management, managing 450 NT and Novell servers and 20,000 work stations in a nine state region.

Peggy D. McKay
Director, Product Management

Ms. McKay graduated from the University of Alabama in Birmingham with a Bachelor of Science Degree in Business Administration. Ms. McKay has 35 years experience in the telecommunication industry, including positions at AT&T and BellSouth. Ms. McKay retired from BellSouth effective May 31, 2000.

Ms. McKay's career began as a Long Distance Operator in 1967 and held positions including Service Representative, Communications Consultant, Systems Designer, Manager and Director. Ms. McKay spent much of her career in the "line" business and has had experience working in customer ordering, billing, CPE sales, bid response sales

technical support and Interconnection.

Ms. McKay joined the BellSouth Interconnection Sales team as Director in 1997, which supported the Competitive Local Exchange Carriers (CLECs). She managed the Complex Resale Support Group, which received and processed complex resale orders from CLECs. She then managed a team responsible for supporting the CLECs, which included subject matter experts in the areas of operational support system (OSS) interfaces, local interconnection trunking, billing, local number portability, unbundled network elements, and collocation.

After retiring, Ms. McKay was contracted by BellSouth to develop and deliver training to CLECs on subjects, to include collocation, unbundled network elements, LENS, and switched port loop combinations.

EXHIBIT F

Notarized Statement of Momentum Business Solutions, Inc.

STATEMENT AND NOTARY

State of Alabama)
) ss.
County of Jefferson)

I, Alan L. Creighton, by my signature below, do hereby affirm that Momentum Business Solutions, Inc. has not provided and/or collected for intrastate services in the State of Kentucky and will not do so until approved by the Kentucky Public Service Commission.

Alan L. Creighton

Alan L. Creighton
President and CEO
Momentum Business Solutions, Inc.

Sworn and subscribed before me, the undersigned authority in and for the said jurisdiction above, the within name Alan L. Creighton, this 14th day of November 2001.

Patricia N. Davis
Notary Public

My Commission Expires: 2/3/2002