

Exhibit 1
Mobilitie's Certificate of Authority
to Transact Business in South Dakota

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority Limited Liability Company

ORGANIZATIONAL ID #: FL005255

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **MOBILITIE, LLC (NV)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application for certificate of authority.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this July 30, 2010.



Chris Nelson
Chris Nelson
Secretary of State

Exhibit 2
Mobilitie Financial Statements
Confidential & Proprietary
Filed Separately Under Seal
With Petition for Confidential Treatment

Exhibit 3
Mobilitie's Proposed Initial Tariff

COMPETITIVE SERVICE TARIFF OF

Mobilitie, LLC

for the provision of

TELECOMMUNICATION SERVICES

in the

STATE OF SOUTH DAKOTA

Date Issued:

Date Effective:

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

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 South Dakota 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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2.3 RF Transport Service is only available within the exchanges served by Qwest Corporation in South Dakota.

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.

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

4.4 Notices. Rate information and information regarding the terms and conditions of service will be provided upon request by a current or potential Customer. Notice of any materially adverse change to any rate term or condition will be provided in writing (via U.S. Mail) to Customers at least 30 days prior to the effective date of the change. No Customer notice is required for rate decreases. Customers will be advised of optional service plans in writing as they become available. In addition, Customers shall be advised of changes to the terms and conditions of service no later than the Company's next periodic billing cycle.

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.

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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 Commission's procedures to include the limits of its liability relating to errors or omissions in telephone numbers and directories.

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 Commission'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 Commission's procedures to include rates for such service.

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Exhibit 4

Biographies of Mobilitie's Key Executives

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 Mobilitie 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 Sprint/Nextel communications over a period of ten years. During his tenure, Vince had performance management responsibility for Network, Technology, and IT functions, managing annual budgets of \$5 billion. His roles encompassed budgeting and planning, financial and decision making analysis, identifying and driving cost reduction programs with focus on margin improvement. Prior to Sprint/Nextel, Vince worked in the UK for a wireless provider holding various Financial and Business Planning positions. 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 came to Mobilitie 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 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, D.C. 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 Vice President at Yahoo! Inc., where he was 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 \$2 billion 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 U.S. sub-region 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 degree from the University of Washington.

Bryon Davis – Vice President, National Network Deployment

Bryon Davis joined Mobilitie after four years with the Real Estate Strategy & Operations practice of 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 \$1 billion national wireless infrastructure spend. Bryon has lectured on the criticality of corporate infrastructure development governance through an association with Tradeline Inc. Bryon is licensed architect and has led design and construction related activities for a \$1.6 billion 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 California Polytechnic State University at San Luis Obispo.

Exhibit 5
Mobilitie's Corporate Family
Organizational Chart