

March 19, 2004

VIA SECOND DAY DELIVERY

Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-0615

RECEIVED

MAR 23 2004

PUBLIC SERVICE
COMMISSION

Re: Advice Letter No. 5
Motion Telecom, Inc. ("Motion")

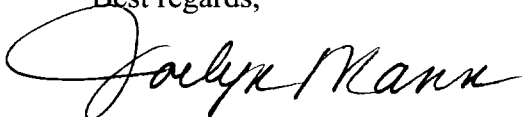
In re: Ownership Change of Motion's Parent Company

Dear Docket Clerk:

Attached are an original and three copies of Motion's Advice Letter No. 5 for the purpose of information concerning notification of the transfer in stock of Motion's parent company, Advantage Advisory Service, Inc. to a third party. I have enclosed an additional copy of the advice letter and a self-addressed stamped envelope for the return of a stamped copy to my attention.

Motion is respectfully requesting acknowledgement and approval of this notice on an expedited basis. In the event you have questions, please feel free to contact me at jmann@awipcs.com or at (303) 643-6627.

Best regards,



Joelyn Mann
Corporate & Regulatory Compliance Manager
Motion Telecom, Inc.

Enclosures



March 19, 2004

VIA SECOND DAY DELIVERY

Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-0615

Re: Advice Letter No. 5
Motion Telecom, Inc. ("Motion")

In re: Ownership Change of Motion's Parent Company

Dear Commission:

Pursuant to the applicable Statutes of this State and the Commission's Rules and Regulations currently in effect and/or subsequently enacted, Motion Telecom, Inc., a Colorado corporation ("Motion"), Advantage Advisory Service, Inc., d/b/a Advantage Wireless, a California corporation in good standing ("Advantage") and Wireless Channels, Inc., a Delaware corporation in good standing ("Wireless") hereby respectfully submit notice to this Commission of the transfer of control of Motion in a transaction where the Class A Common shareholders of its affiliate/parent, Advantage, sold their shares (constituting 75.72% of the outstanding shares of Advantage) to Wireless. The remaining 24.28% of Advantage is now owned by Advantage Advisory Service, Inc. Employee Stock Ownership Plan and Trust (the "ESOP") until on or about January 1, 2005 when the ESOP will be terminated and its shares shall be returned to Advantage.

Motion is a corporation organized under the laws of the state of Colorado, with its principal offices located at 7101 South Fulton Street, Suite 200, Centennial, Colorado 80112. Motion was granted its approval to resell interexchange toll telecommunications services to residential and small business customers in Kentucky by the Commission on or about August 1, 2003. Motion is authorized to do business in 48 states and has approximately 52 long distance customers in the state of Kentucky. Motion is a corporation organized under the laws of the state of Colorado, with its principal offices located at 7101 South Fulton, Street, Suite 200, Centennial, Colorado 80112 and is authorized to do business in the State of Kentucky. Advantage is a corporation organized under the laws of the state of California, with its principal offices located at 7101 South Fulton Street, Suite 200, Centennial, Colorado 80112 and is an operating company in the wireless distribution business, as well as a holding company, and holds no certificates of authority. Wireless is a corporation organized under the laws of the state of Delaware, with its principal offices located at 111775 Redwood Ave., Boulder, CO 80304, and is a holding

7101 South Fulton Street, Suite 200, Centennial, Colorado 80112 tel (303) 784-5300 fax (303) 784-5345

www.advantagewireless.com

company which holds no certificates of authority. A copy of Wireless' Certificate of Incorporation is attached hereto as Exhibit A.

This advice letter is not an application for transfer of operating authority and does not involve any transfer of customers. Instead, the letter is intended to submit notice of the change in ultimate control of Motion by virtue of a stock transaction at the parent level. Advantage owns 100% of the outstanding stock of Motion. Until consummation of the Control Proposal, Victor and Anamaria Mitchell Family Partnership, a California limited partnership ("Mitchell") was the controlling shareholder of Advantage with approximately 67% of the shares of Advantage. The remaining shareholders consisted of approximately 4.3% held by two other officers of Advantage (Sue Spurr (3.7%) and Mark Gritz (.6%)), and the remaining shares (approximately 28.7%) have been held by the ESOP.

Wireless entered into a Stock Purchase Agreement with the shareholders of Advantage on March 10, 2004. In connection with this transaction, Ben Joseph, the President of Wireless, became Chairman of the Board of Directors and Chief Executive Officer of both Advantage and Motion, and Victor Mitchell resigned. (See attached Exhibit B, Resume of Ben Joseph). The shareholders of Wireless, and their percentage ownership of the outstanding shares of Wireless are set forth in Exhibit C hereto. The above-described change of control (i) will have no impact on the ratepayers, and the tariff will not be revised; and (ii) will not adversely impact competition; neither Wireless, the ESOP nor their respective affiliates is a public utility and have no controlling interest in any other public utility offering the Services. Simplified charts showing the pre-close and post-close corporate structures are attached hereto as Exhibits D and E, respectively.

Motion, Advantage and Wireless respectfully request that the Commission acknowledge this notice and indirect transfer of control of Motion Telecom, Inc. nunc pro tunc to March 10, 2004 on an expedited basis. In the event you have questions or discussion items, please contact me at (303) 784-5329, bvonderheid@awipcs.com or Joelyn Mann, Corporate Regulatory & Compliance Manager for Motion at 303-643-6627, jmann@awipcs.com. Thank you.

Respectfully submitted,



Barbara H. Vonderheid
Vice President & General Counsel
Motion Telecom, Inc. and
Advantage Advisory Service, Inc. and
Special Counsel to Wireless Channels, Inc.

Enclosures

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WIRELESS CHANNELS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE SECOND DAY OF FEBRUARY, A.D. 2004, AT 7:34 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "WIRELESS CHANNELS, LLC" TO "WIRELESS CHANNELS, INC.", FILED THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2004, AT 2:39 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, CHANGING ITS NAME FROM "WIRELESS CHANNELS, LLC" TO "WIRELESS CHANNELS, INC.", FILED THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2004, AT 2:39 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



3759858 8100H

040158478

Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2964063

DATE: 03-02-04

CERTIFICATE OF FORMATION

OF

Wireless Channels, LLC

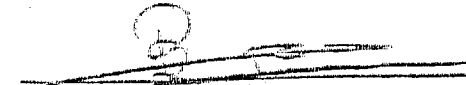
This Certificate of Formation of Wireless Channels, LLC, dated as of February 2, 2004, is being duly executed and filed by L. Ben-Joseph, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. 18-101, et seq.).

FIRST: The name of the limited liability company formed hereby is Wireless Channels, LLC (the Company).

SECOND: The address of the registered office of the Company in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, County of Newcastle, Wilmington, DE 19802.

THIRD: The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, County of Newcastle, Wilmington, DE 19802.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.


L. Ben-Joseph, Authorized Manager

CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATION PURSUANT TO SECTION 266
OF THE DELAWARE GENERAL CORPORATION LAW

1. The date on which the limited liability company was first formed is February 2, 2004.
2. The name of the limited liability company immediately prior to filing this Certificate is Wireless Channels, LLC.
3. The name of the corporation as set forth in the Certificate of Incorporation filed in accordance with Section 253(b) is Wireless Channels, Inc.
4. The limited liability company herein being converted is duly organized and existing under the laws of Delaware.

Dated this 20th day of February, 2004.

WIRELESS CHANNELS, LLC

By: 

Ben Joseph

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:40 PM 02/24/2004
FILED 02:39 PM 02/24/2004
SRV 040131339 - 3759256 FILE

CERTIFICATE OF INCORPORATION

OF

WIRELESS CHANNELS, INC.

I, the undersigned, for the purpose of incorporating and organizing a corporation under the Delaware General Corporation Law do hereby certify as follows:

ARTICLE I

The name of the corporation is Wireless Channels, Inc. (the "Corporation").

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware, and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

ARTICLE III

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

ARTICLE IV

The name and mailing address of the incorporator is L. Ben Joseph, 1496 Redwood Road, Boulder, Colorado 80304.

ARTICLE V

A. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is Ten Million (10,000,000) shares. One Million (1,000,000) shares shall be Common Stock, \$1.00 par value, and Nine Million (9,000,000) shares shall be Preferred Stock, \$1.00 par value.

B. The Board of Directors of the Corporation may issue Preferred Stock from time to time in one or more series. The Board of Directors of the Corporation is hereby authorized to adopt a resolution or resolutions from time to time, within the limitations and restrictions stated in this Certificate of Incorporation, to fix or alter the voting powers, designations, preferences, rights, qualifications, limitations and restrictions of any wholly unissued class of Preferred Stock, or any wholly unissued series of any such class, and the number of shares constituting any such series and the designation thereof, or any of them, and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:40 PM 02/24/2004
FILED 02:39 PM 02/24/2004
SRV 040131339 - 3759258 FILE

ARTICLE VI

The Corporation shall indemnify its officers and directors, and shall provide for advancement of the expenses of such persons, to the fullest extent provided by Section 145 of the Delaware General Corporation Law. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which State law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents, vote of stockholder or permitted by Section 145 of the Delaware General Corporation Law subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions of a breach of duty to the Corporation, its stockholders and others. 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 of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

Any amendment, repeal or modification of the foregoing provisions of this Article VI by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such amendment, repeal or modification, or increase the liability of any director or officer of the Corporation with respect to any acts or omissions of such director or officer occurring prior to such amendment, repeal or modification.

ARTICLE VII

The powers of the incorporator shall terminate upon the filing of this Certificate of Incorporation, and L. Ben Joseph shall thereupon serve as the director of the Corporation until the first annual meeting of stockholders or until his successors are duly elected and qualified.

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE IX

Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

ARTICLE X

The Corporation expressly elects not to be governed by Section 203 of the Delaware General Corporation Law.

ARTICLE XI

A director or any officer of the Corporation shall be not be personally liable to the Corporation or its stockholders for the breach of any duty owed to the Corporation or its

stockholders except to the extent that an exemption from personal liability is not permitted by the Delaware Corporation Law.

ARTICLE III

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend, repeal and rescind the Bylaws of the Corporation.

ARTICLE IV

Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Corporation or in the Bylaws of the Corporation.

* * * * *

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, and do hereby certify that the facts herein stated are true, and I have accordingly returned set my hand this 22nd day of February, 2004.



E. Ben Joseph, Incorporator

Exhibit B

I. Ben Jogeroh short summary of business career

- Education: BSc. Electronic Engineering.
- 1973-1976: Motorola Israel- System Engineering
- 1976-1978: Motorola Israel- Sales Manager - Special Markets
- 1978-1981: Motorola Israel- National Sales Manager - Local and export markets.
- 1981-1984: Motorola Australia: National Sales Manager - Indirect distribution and ROC markets.
- 1984-1990: Established Instapage Communications, a wide area paging network carrier in Melbourne and Sydney, Australia. Grew the company to become the second largest paging carrier in Australia. Developed large indirect distribution channels to distribute network services, pagers, cell phones and value added services.
- Sold the business to Atlanta based Bell South.
- 1990 -1995: Established and funded Visiplex Communications in Australia and the US. Visiplex manufactured and distributed communication systems to the Healthcare market. Developed a dealer network in the US and Southeast Asia. Acquired through a management buyout, a division of Agfa specializing in medical imaging print, display and communication (Teleradiology).
- Sold the Australian business to Retrovision LTD, an Australian public company.
- Sold the US company to AFP imaging.
- 1995 -2003: Established Callconnect Communications funded by myself and several VC'S. Acquired a variety of companies specializing in outsourcing patient contact centers from hospitals and large employers.
- Sold the business to Workscape, Inc. in August 2003.

In all the companies I have established I served in the position of Chairman and CEO.

EXHIBIT C

WIRELESS CHANNELS, INC. OWNERSHIP SUMMARY

Purchaser	Number of Series A Preferred Stock	Percentage Ownership
ABLI, LLC 1495 Redwood Avenue Boulder, CO 80304	466,500	11.36 %
L. Ben Joseph 1495 Redwood Avenue Boulder, CO 80304	305,000	7.24 %
Coral Technology Partners VI, Limited Partnership 60 South Sixth Street Suite 3510 Minneapolis, MN 55402	1,125,000	27.16 %
Enhanced Colorado Issues, LLC 6501 S. Fiddler's Green Circle Suite 300 Greenwood Village, CO 80111	625,000	15.09 %
Andrew M. Paul 283 Pondfield Road Bronxville, NY 10708	1,125,000	27.16 %
Pilot Eutte Company 1450 U.S. Trust Building 730 South Avenue South Minneapolis, MN 55402	250,000	6.04 %
Price Family Limited Partnership c/o Evercore Partners 65 East 55 th Street New York, NY 10022	250,000	6.04 %
Total:	4,141,500	100 %

Exhibit D

Motion Telecom, Inc.

**Organization & Ownership
February 19, 2004**

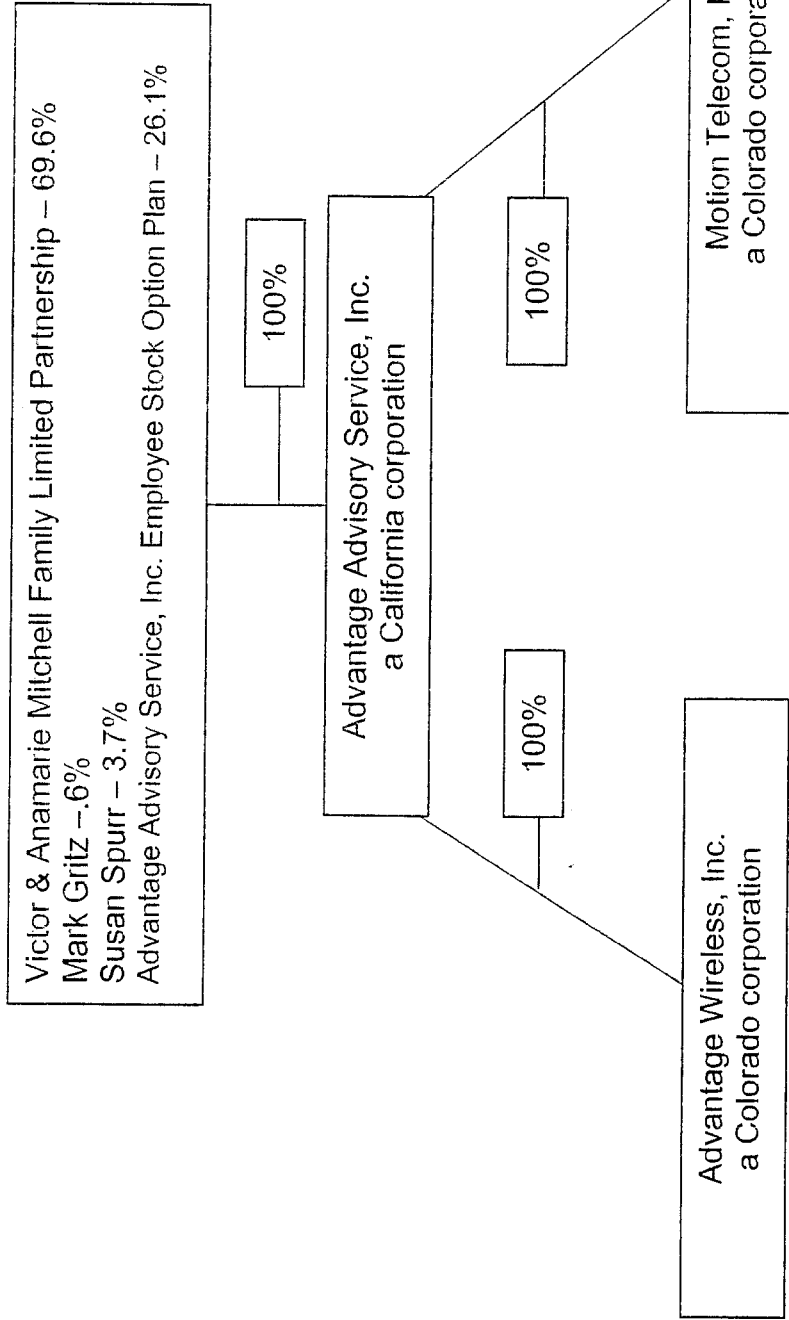


Exhibit E

Motion Telecom, Inc.

**Organization & Ownership
Post-Stock Transfer (Circa March, 2004)**

