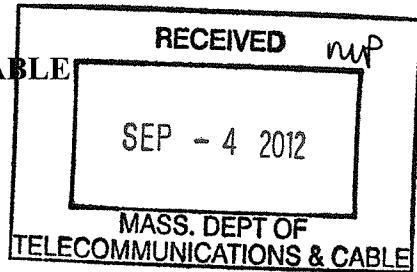


Before the
COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS AND



**In the Matter of Budget PrePay, Inc.)
Petition for Limited Designation as an) Docket No. 11-12
Eligible Telecommunications Carrier)**

MOTION FOR ADMISSION *PRO HAC VICE* OF BROOKS E. HARLOW

Budget PrePay, Inc. (“Budget PrePay”) requests that the Massachusetts Department of Telecommunications and Cable admit Brooks E. Harlow, Esq. as counsel *pro hac vice* to appear before the Department on behalf of Budget PrePay. In support of this motion, Budget PrePay states that Mr. Harlow is engaged by Budget PrePay in at least two other states for Budget PrePay in similar matters and Mr. Harlow’s admission *pro hac vice* is requested for the efficient representation with respect to Budget PrePay’s petition for ETC status in the Commonwealth.

In support of this motion, Budget PrePay submits the affidavit of Brooks E. Harlow.

Respectfully submitted,

Budget PrePay, Inc. d/b/a Budget Mobile

By Counsel:

LUKAS, NACE, GUTIERREZ & SACHS, LLP
8300 Greensboro Drive, Suite 1200
McLean, Virginia 22102
(703) 584-8678
tlantor@fcclaw.com
bharlow@fcclaw.com

Jill B. Lato

By: Todd B. Lantor (MA BBO #633715)
Brooks E. Harlow

August 30, 2012

Before the
COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF TELECOMMUNICATIONS AND CABLE

In the Matter of Budget PrePay, Inc.)
Petition for Limited Designation as an) Docket No. 11-12
Eligible Telecommunications Carrier)

AFFIDAVIT OF BROOKS E. HARLOW IN SUPPORT OF
MOTION FOR ADMISSION PRO HAC VICE

Brooks E. Harlow, first being duly sworn, deposes and states the following:

1. Budget PrePay, Inc. ("Budget PrePay") has engaged Lukas, Nace, Gutierrez & Sachs, LLP, of which I am a principal, to obtain Eligible Telecommunications Carrier ("ETC") status in Massachusetts and elsewhere. My firm's address and contact information is:

LUKAS, NACE, GUTIERREZ & SACHS, LLP
8300 Greensboro Drive, Suite 1200
McLean, Virginia 22102
(703) 584-8680
bharlow@fcclaw.com

2. I request admission as counsel *pro hac vice* for the purpose of representing Budget PrePay with respect to its petition filed with the Massachusetts Department of Telecommunications and Cable to obtain ETC status in the Commonwealth.

3. I am admitted to practice before the following state and federal courts:

- a. State Bar of Oregon (2003) (#030420);
- b. State Bar of Washington (1981) (#11843);
- c. U.S. District Court for the Eastern District of Washington;
- d. U.S. District Court for the Western District of Washington;
- e. U.S. District Court for the Northern District of California;
- f. U.S. District Court for the District of Colorado;
- g. United States Court of Appeals for the Ninth Circuit; and
- h. U.S. Supreme Court.

4. I am a member in good standing and eligible to practice in each jurisdiction and court to which I have been admitted. I have never been disciplined by any bar.

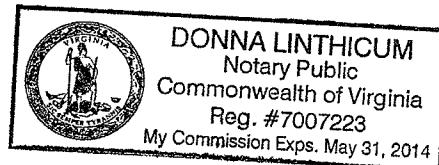
5. I am familiar with, and will follow, the Department's rules, procedures, timetables, and all applicable Massachusetts laws.

6. My practice concentrates in telecommunications law, including ETC matters that are the main subject of this case. My experience and qualifications are helpful to the representation of Budget PrePay in this proceeding.

Brooks E. Harlow
By: Brooks E. Harlow

Sworn and subscribed before me

this 30th day of August 2012



My Commission expires May 31, 2014