

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of)
)
INTEGRA TELECOM HOLDINGS, INC.,) File No.
ESCHELON TELECOM OF ARIZONA, INC.)
and other affiliates of Integra Telecom, Inc.)
)
and)
)
NATIONAL BRANDS, INC. d/b/a SHARENET)
COMMUNICATIONS COMPANY)
)
Joint International and Domestic Application for)
Consent To Transfer of Control)
(Assignment of Customers) Pursuant to Section 214)
of the Communications Act of 1934, as Amended.)

WC Docket No. 10-_____

JOINT INTERNATIONAL AND DOMESTIC APPLICATION
FOR STREAMLINED CONSENT TO TRANSFER (ASSIGNMENT OF
CUSTOMERS)

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"),¹ and Sections 63.03, 63.04 and 63.24 of the Rules of the Federal Communication Commission (the "Commission"),² this Application seeks the Commission's consent to the assignment of the Arizona local exchange subscriber base of National Brands, Inc. d/b/a Sharenet Communications Company, ("Sharenet" or "Transferor") to Integra Telecom Holdings, Inc., and its affiliate Eschelon Telecom of Arizona, Inc. (together "Integra" or "Transferee") (Sharenet and Integra together "Applicants"). The transfer of

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.03, 63.04, 63.24..

control will take place through submission of local service requests (LSRs) or access service requests (ASRs) to Sharenet and, if applicable, the underlying carrier.

Applicants seek presumptive streamlined processing of this Joint International and Domestic Application pursuant to Section 63.03 and 63.12 of the Commission's Rules.³ This Application is eligible for streamlined processing of domestic 214 authority pursuant to Section 63.03(b)(2)(i) of the Commission's Rules since (1) the proposed assignment of customers would result in the Transferee, Integra, having a market share of less than 10 percent of the interstate, inter-exchange market, (2) Integra would provide competitive telephone exchange service or exchange access service exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and (3) neither the Transferor or Transferee is dominant with respect to any service.⁴ This Application also qualifies for streamlined treatment under Section 63.12 because Integra is not affiliated with a dominant foreign carrier, will not become affiliated with a foreign carrier as a result of the transaction and none of the provisions contained in Section 63.12(c) of the Commission's Rules apply.

The transfer of control will not result in any change in service, except that Integra will be the provider of services instead of Sharenet. There will be no change to the types of services being provided to this customer base. These customers currently receive basic business telephone and T1-based voice services, with long distance and DSL/broadband services.

In support of this Application, Applicants submit the following information:

³ 47 C.F.R. §§ 63.03 and 63.12.

⁴ Qwest Corporation is the dominant carrier in Arizona.

I. APPLICANTS

(a) **Integra Telecom Holdings, Inc. (FRN: 0004257010) and Eschelon Telecom of Arizona, Inc.**

Eschelon Telecom of Arizona, Inc., and its parent company, Eschelon Telecom, Inc. are wholly-owned subsidiaries of Integra Telecom Holdings, Inc. (FRN: 0004257010) which is organized under the laws of the state of Oregon, with its principal place of business at 1201 NE Lloyd Blvd, Suite 500, Portland, Oregon 97232. Integra Telecom Holdings, Inc. holds Section 214 authorizations from the Commission to provide domestic and international services. Eschelon Telecom of Arizona, Inc., a Minnesota corporation, provides services pursuant to Integra Telecom Holdings, Inc.'s certification as permitted by Section 63.21 of the Commission's Rules⁵. Integra Telecom Holdings, Inc. is a wholly owned subsidiary of Integra Telecom Inc.⁶ Eschelon Telecom of Arizona, Inc. dba Integra Telecom operates in Arizona and focuses on providing local telephone service, long distance and international calling, and high-speed Internet access to small and mid-sized businesses in Arizona.⁷

(b) **National Brands, Inc. d/b/a Sharenet Communications Company (FRN 0003710662).**

National Brands, Inc. d/b/a Sharenet Communications Company (FRN 0003710662) is a corporation organized under the laws of the State of Arizona with its principal place of business at 4633 West Polk Street, Phoenix, AZ 85043. National Brands, Inc. d/b/a Sharenet Communications Company holds Section 214 domestic and international authorizations from the FCC and provides local and long distance telephone service, and high-speed Internet access to business customers in Arizona.

⁵ 47 C.F.R. § 63.21.

⁶ See complete list of subsidiaries and organization chart of Integra Telecom, Inc. at Attachment A.

⁷ Mountain Telecommunications of Arizona, Inc. and Electric Lightwave, LLC are the other subsidiaries of Integra Telecom, Inc. that provide service in the state of Arizona.

II. DESCRIPTION OF THE TRANSACTION

On October 13, 2010, Sharenet and Integra signed an Asset Purchase Agreement providing for the purchase of Sharenet's customer base and related customer premises equipment in the state of Arizona. The instant transaction for which Commission approval is sought involves the assignment of approximately 150 business customers in the state of Arizona, from Sharenet to Integra, as the result of an asset purchase agreement. Pursuant to that agreement Sharenet has agreed to sell to Integra all of Sharenet's local and long-distance CLEC customers and the related customer premises equipment in exchange for a cash payment.

Sharenet provides local and interstate telephone services and DSL/broadband and alternative operator services. This transaction involves only the transfer of Sharenet's Arizona CLEC business customers and related customer premises equipment but no other assets such as operating authorities, network facilities or plant. Following the purchase of customers by Integra the subject customers shall in the immediate future continue to receive the same services according to the same terms and conditions. Any future changes in the rates, terms and conditions of service will be made consistent with applicable law. The Parties will also be submitting a letter of notification in accordance with section 64.1120(e) (1) of the Federal Communications Commission's rules to notify the Commission of the pending transfer of subscribers from Sharenet to Integra.

III. PUBLIC INTEREST

Applicants respectfully submit that the assignment of customers described herein will serve the public interest. Transferee focuses on providing services to customers within the same geographical area of Arizona as Transferor, and has localized customer care, technical, and account management professionals to address any customer concerns

with the services provided. Transferring the customers to Integra, will allow Transferor to proceed with alternate business plans in Arizona, and will facilitate the seamless movement of its customers to Integra, a provider that has the proven ability and resources to readily meet their demands and to provide them with a wider range of services. Further, the transaction will be conducted in a manner that will be virtually transparent to these customers.

The Applicants expect the Transaction to increase competition in the telecommunications market by strengthening Integra's position as an effective and financially strong carrier. This will help make Integra a more financially secure competitive alternative and promote its ability to enter additional markets. The transfer does not result in any anticompetitive effects. The number of customers and lines involved is small but will help Integra achieve economies of scale and scope which will enhance Integra's ability to deploy new products and services and expand into new markets. This transaction will not result in a significant increase in Integra's market share which will remain below 10 percent in any market. In addition, there are several other CLECs providing service in Arizona which offer services in competition with Integra.

Given the increasingly competitive nature of the domestic marketplace and the deadlines set forth in the Agreement between Transferor and Transferee, the Applicants are seeking to complete the proposed transfer of control as soon as possible in order to ensure that customers and Applicants can rapidly obtain the benefits of the proposed transaction. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

For each of the foregoing reasons, grant of the proposed transfer of control is in the public interest.

IV. INFORMATION REQUIRED BY SECTION 63.24 OF THE RULES

As required by Section 63.24 (e)(2) of the Commission's Rules, Applicants submit the following information:

(a) Names, addresses and telephone numbers of Applicants:

Transferor:

National Brands, Inc. d/b/a Sharenet Communications Company
4633 West Polk St.
Phoenix, AZ 85043
Phone: (602) 269-3201

Transferee:

Integra Telecom Holdings, Inc. and
Eschelon Telecom of Arizona, Inc.
1201 NE Lloyd Blvd, Suite 500
Portland, Oregon 97232
Tele: 503-453-8000

(b) The State under the laws of which each of the Applicants are organized:

<u>Applicants</u>	<u>State of Organization</u>
National Brands, Inc d/b/a Sharenet Communications Company	Arizona
Integra Telecom Holdings, Inc.	Oregon
Eschelon Telecom of Arizona, Inc.	Minnesota

(c) Correspondence concerning this Application should be addressed to:

For Integra Telecom Holdings, Inc. and Affiliates:

Dennis D. Ahlers
Associate General Counsel
Integra Telecom, Inc.
6160 Golden Hills Drive

Golden Valley, MN 55416
Tele: (763) 745-8460
Fax: (763) 745-8459
Email: ddahlers@integratelecom.com

For National Brands, Inc. d/b/a Sharenet Communications Company

Gary Joseph
Vice President
4633 West Polk St.
Phoenix, AZ 85043
Tele: (602) 516-1207
Fax: (602) 272-3741

(d) Statement as to previous Section 214 Authorization

Integra Telecom Holdings, Inc. received its international authorization to provide telecommunications services on October 29, 1997, in ITC-214-19970820-00500.

National Brands, Inc. Received its international authorization to provide telecommunications services on December 13, 1996, in ITC-214- 19961030-00545.

(e) Not applicable.

(f) Not applicable.

(g) Not applicable.

(h) Name, address, citizenship, and principal business of entities that own at least ten percent (10%) of the equity of the Applicants (to the nearest one percent (1%)):

Transferor:

The following individuals own 10% or more of National Brands, Inc:

Name:	Terance W. Thomas
Address:	2020 E. University Drive Phoenix, Az. 85034
Ownership:	53%
Citizenship:	U S Citizen
Principal business:	Arizona Wholesale Supply Company, a wholesale distributor.

Name:	Tracy R. Thomas
Address:	4521 E/ Charles Drive Paradise Valley, Az. 85253

Ownership: 34%
Citizenship: U S Citizen
Principal business: Retired

Name: Richard E. Hollenbeck
Address: 4633 West Polk Street
Phoenix, Az. 85043
Ownership: 13%
Citizenship: U S Citizen
Principal business: National Brands, Inc.

Transferee:

Eschelon Telecom of Arizona Inc. is a wholly-owned subsidiary of Integra Telecom Holdings, Inc., which in turn is wholly-owned by Integra Telecom, Inc. The following entities have greater than 10 percent ownership in the ultimate parent company:

Goldman, Sachs & Co.

Address: 85 Broad Street, 17th Floor
New York, New York 10004
Tele: (212) 902-0300
Citizenship: Delaware
Principal Business: Investments

The following entities are deemed to have a 10 percent or greater interest in Goldman, Sachs & Co.:

Name: The Goldman Sachs Group, Inc.
Address: 85 Broad Street
New York, New York, 10004
Ownership: 99.8% Limited Partner Interest in Goldman, Sachs & Co.
and Sole Member of The Goldman Sachs & Co. L.L.C.
Citizenship: Delaware
Principal business: Investments

Name: The Goldman, Sachs & Co. L.L.C.
Address: 85 Broad Street
New York, New York 10004
Ownership: Sole General Partner of Goldman, Sachs & Co.
Citizenship: Delaware
Principal business: Holding company

All of the limited partner equity interests in Goldman, Sachs & Co. are held directly or indirectly by The Goldman Sachs Group, Inc., and The Goldman, Sachs & Co. L.L.C. controls Goldman, Sachs & Co. as its sole general partner. All of the equity interests (voting and non-voting) in The Goldman, Sachs & Co. L.L.C. are held by The Goldman Sachs Group, Inc., which is a public company listed on the New York Stock

Exchange. No person or entity owns 10 percent or more of The Goldman Sachs Group, Inc.

Tennenbaum Capital Partners, LLC

Address: 2951 28th Street, Suite 1000
Santa Monica, California 90405
Telephone: 310-566-1000
Citizenship: Delaware
Principal Business: Investments

The following entities have a 10 percent or greater interest in Tennenbaum Capital Partners, LLC:⁸

Name: Tennenbaum & Co., LLC
Address: 2951 28th Street, Suite 1000
Santa Monica, California 90405
Ownership: 40%
Citizenship: Delaware
Principal business: Investments

Name: Howard M. Levkowitz
Address: 2951 28th Street, Suite 1000
Santa Monica, California 90405
Ownership: 15%
Citizenship: U.S.
Principal business: Managing Partner of Tennenbaum Capital Partners, LLC

Name: Mark K. Holdsworth
Address: 2951 28th Street, Suite 1000
Santa Monica, California 90405
Ownership: 15%
Citizenship: U.S.
Principal business: Managing Partner of Tennenbaum Capital Partners, LLC

⁸ Tennenbaum is the Investment Manager to the Tennenbaum Funds, four registered investment companies which in the aggregate will hold approximately 18.80 percent of the common stock of Integra Telecom. The Tennenbaum Funds are: Special Value Opportunities Fund, LLC (“SVOF”); Special Value Expansion Fund, LLC (“SVEF”); Special Value Continuation Partners, LP (“SVCP”); and Tennenbaum Opportunities Partners V, LP (“TOPV”). The address for each of the Tennenbaum Funds is 2951 28th Street, Suite 1000, Santa Monica, California 90405. Each of the Tennenbaum Funds is organized under the laws of Delaware, and the principal business of each Fund is investments. It is anticipated that the Tennenbaum Funds will hold equity interests in Integra Telecom as follows: SVOF 5.61%; SVEF 4.67%; SVCP 1.25%; and TOPV 9.86%. Neither SVOF nor SVEF have a Managing Member. Both SVOF and SVEF have a majority-independent board of directors that serves the managing member role. For both SVCP and TOPV, SVOF/MM, LLC is the General Partner. The Managing Member of SVOF/MM, LLC is Tennenbaum. The General Partner has a limited role. Both SVCP and TOPV have a majority-independent board of directors. Information concerning equity holders in the Tennenbaum Funds is not provided, as no such equity holders will have a cognizable interest in Integra's certificated carriers.

Michael E. Tennenbaum, a U.S. citizen, is the Managing Member of Tennenbaum & Co., LLC, which is wholly-owned by Mr. Tennenbaum and his wife, Suzanne Stockfisch Tennenbaum, a U.S. citizen. The Tennenbaum's address is 2951 28th Street, Suite 1000, Santa Monica, California 90405.

Farallon Capital Management, L.L.C.

Address: 1 Maritime Plaza, Ste 2100
San Francisco, California 94111-3528
Tele: 415-421-2132
Citizenship: Delaware
Principal Business: Investments

The following entities have a 10% or greater interest in Farallon Capital Management, L.L.C.:⁹

Name: Thomas F. Steyer
Address: One Maritime Plaza, Ste 2100
San Francisco, California 94111
Ownership: 41%
Citizenship: U.S.
Principal business: Senior Managing Member and Co-Managing Partner of Farallon Capital Management, L.L.C.

⁹ Farallon is the investment manager to the Farallon Funds, which include the following 11 funds: Farallon Capital Partners, L.P. ("FCP, L.P."), a California limited partnership; Farallon FCP, Ltd. ("FFCP, Ltd.") a Delaware grantor trust; Farallon Capital Institutional Partners, L.P. ("FCIP, L.P."), a California limited partnership; Farallon FCIP, Ltd. ("FFCIP, Ltd."), a Delaware grantor trust; Farallon Capital Institutional Partners II, L.P. ("FCIP II, L.P."), a California limited partnership; Farallon Capital Institutional Partners III, L.P. ("FCIP III, L.P."), a Delaware limited partnership; Tincum Partners, L.P. ("TP, L.P."), a New York limited partnership; Farallon Capital Offshore Investors II, L.P. ("FCOI II, L.P."), a Cayman, B.W.I. exempted limited partnership; Farallon FCOI II, Inc. ("FFCOI II, Inc."), a Cayman, B.W.I. exempted company; Farallon Capital Offshore Investors, Inc. ("FCOI, Inc."), a B.V.I. company; and Farallon Capital Offshore Investors III, Inc. ("FCOI III, Inc."), a Cayman, B.W.I. exempted company. It is expected that the individual Farallon Funds will hold the following percentage equity interests in Integra Telecom: FCP, L.P., 1.49%; FFCP, Ltd., 0.37%; FCIP, L.P., 1.92%; FFCIP, Ltd., 0.69%; FCIP II, L.P., 0.17%; FCIP III, L.P., 0.12%; TP, L.P., 0.02%; FCOI II, L.P., 1.88%; FFCOI II, Inc., 1.06%; FCOI, Inc., 2.98%; and FCOI III, Inc., 2.18%. In the aggregate, the Farallon Funds will hold approximately 12.89 percent of the common stock of Integra Telecom. The address for each of the Farallon Funds is One Maritime Plaza, Ste 2100, San Francisco, California 94111. The sole general partner for each of the above-referenced partnerships is Farallon Partners, L.L.C. ("FP"). FP also acts as the administrative trustee for the above-referenced Delaware grantor trusts. For Farallon Capital Offshore Investors, Inc. and Farallon Capital Offshore Investors III, Inc., Farallon Capital Management, L.L.C. acts as agent and attorney-in-fact. For Farallon FCOI II, Inc., its sole director is Farallon Partners Directors, L.L.C., the sole member of which is FP. The interests of Messrs. Steyer and Spokes in Farallon are reported as of the date of such disclosure made in Farallon's Form ADV and submitted to the U.S. Securities and Exchange Commission. Information concerning equity holders in the Farallon Funds is not provided, as no such equity holders will have a cognizable interest in Integra's certificated carriers.

Name: Andrew J.M. Spokes
Address: One Maritime Plaza, Ste 2100
San Francisco, California 94111
Ownership: 25%
Citizenship: United Kingdom
Principal business: Managing Member and Co-Managing Partner of Farallon
Capital Management, L.L.C.

The name and citizenship of the Managing Members of Farallon Capital Management, L.L.C., in addition to Mr. Steyer and Mr. Spokes, are as follows: (1) Richard B. Fried, U.S.; (2) Stephen L. Millham, U.S.; (3) Mark C. Wehrly, U.S.; (4) William F. Duhamel, U.S.; (5) Monica R. Landry, U.S.; (6) Gregory S. Swart, New Zealand; (7) Rajiv A. Patel, U.S.; (8) Alice F. Evarts, U.S.; (9) Jason E. Moment, U.S.; (10) Douglas M. MacMahon, U.S.; (11) Ashish H. Pant, India; (12) Daniel J. Hirsch, U.S.; and (13) Richard H. Voon, U.S. The address for each of these Managing Members is One Maritime Plaza, Ste 2100, San Francisco, California 94111. None of the Managing Members other than Mr. Steyer and Mr. Spokes holds a 10 percent or greater interest in Farallon Capital Management, L.L.C.

(i) Certification that Applicants are not a foreign carrier and are not affiliated with a foreign carrier:

As evidenced by the signature to this Application, Integra certifies that it is not a foreign carrier and is not affiliated with any foreign carriers.

(j) Certification that Applicants do not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of 47 C.F.R. is true.

As evidenced by the signature to this Application, Applicants certify that they do not intend to provide international telecommunications services to a destination country for which any of Section 63.18(j) (1)-(4) of the Commission's Rules is true.

(k) Not applicable (see response to (j)).

(l) Not applicable (see response to (j)).

(m) Not applicable (see response to (j)).

Integra qualifies for a presumption of non-dominance under Section 63.10(a)(1) as it is not a foreign carrier, nor is it affiliated with a foreign carrier.

- (n) **Certification that Integra has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future:**

As evidenced by the signature on this Application, Integra certifies that it has not agreed to accept special concessions directly or indirectly from any foreign with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- (o) **Certification by Parties that no party to the Application is subject to the denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §853(a):**

By their signatures below, Applicants certify that no party to the Application is subject to the denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

- (p) **Statement of Qualification for Streamlined Processing.**

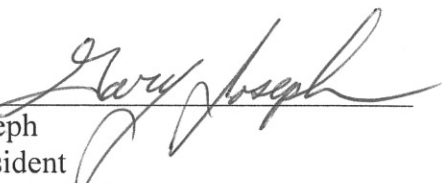
Applicants qualify for streamlined treatment under Section 63.12 of the Commission's Rules because: the Parties are not affiliated with a foreign carrier, neither party is affiliated with a dominant U.S. carrier; and Integra does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines, and none of the other scenerios outlined in Section 63.12(c) of the Commission's Rules apply. The proposed transaction will result in the Transferee having a market share in the interstate, interexchange market of less than ten percent, and the Transferee will provide

competitive telephone exchange service or exchange access service exclusively in geographic areas served by a dominant local exchange carrier, in this case Qwest Communications, that is not a party to the transaction. Further, neither of the Applicants is dominant with respect to any service.

Respectfully submitted,

By: 

J. Jeffery Oxley
EVP Law & Policy, General Counsel
Integra Telecom, Inc.
1201 NE Lloyd Blvd., Suite 500
Portland, OR 97232
Phone: 503-453-8118
Facsimile: 503-453-8223
jjoxley@integratelecom. Com

And By: 

Gary Joseph
Vice President
National Brands, Inc.
4633 West Polk St.
Phoenix, AZ 85043
Phone: 602-516-1207
Facsimile: 602-272-3741
email: garyj@sharenetworkcommunications.com

Dated: October 18, 2010

[Please see attached certifications of Transferee and Transferor which are incorporated herein by this reference.]

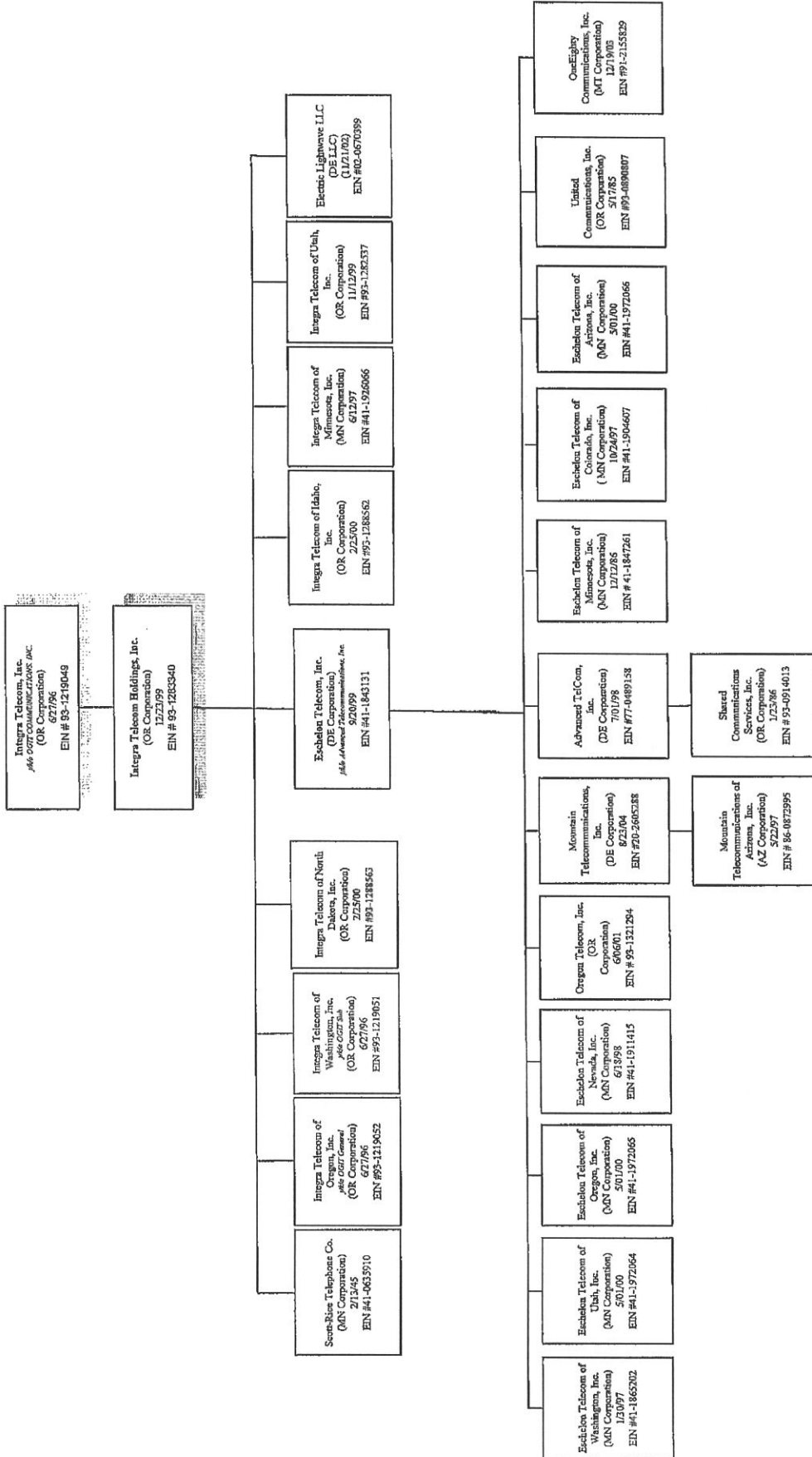


EXHIBIT A

DOMESTIC SUPPLEMENT TO JOINT INTERNATIONAL AND DOMESTIC APPLICATION FOR CONSENT TO TRANSFER CONTROL (Assignment of Customers)

- I. Pursuant to 47 C.F.R. § 63.04(b), the following information required by 47 C.F.R. 63.04(a)(6)-(a)(12) is supplied in connection with the attached Joint International and Domestic Application for Consent to Transfer Control.

(6) Description of the transaction:

The instant transaction for which Commission approval is sought involves the assignment of approximately 150 business customers in the state of Arizona, from Sharenet to Integra, as the result of an asset purchase agreement. Pursuant to that agreement Sharenet has agreed to sell to Integra all of Sharenet's customers and the related customer premises equipment in exchange for a cash payment. Sharenet provides local and interstate telephone services and DSL/broadband services exclusively to business customers. This transaction involves only the transfer of Sharenet's customers and customer premises equipment but no other assets such as operating authorities, network facilities or plant. Following the purchase of customers by Integra the subject customers shall in the immediate future continue to receive the same services according to the same terms and conditions. Any future changes in the rates, terms and conditions of service will be made consistent with applicable law. The Parties will also be submitting a letter of notification in accordance with section 64.1120(e) (1) of the Federal Communications Commission's rules to notify the Commission of the pending transfer of subscribers from Sharenet to Integra.

- (7) A description of the geographic areas in which the transferor and transferees offer domestic telecommunications services, and what services are provided in each area:**

Integra provides voice and data services in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington. Sharenet provides voice and data services in Arizona.

- (8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment:**

Integra as Transferee, will have less than a 10 percent market share in the interstate, interexchange market as a result of the transaction and will provide services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. Further, neither Integra nor Sharenet is dominant with respect to any service. Therefore, this Application is appropriate for streamlined treatment pursuant to 47 C.F.R. § 63.03(b)(2).

- (9) Identification of all other Commission applications related to the same transaction:**

The attached Application for consent to the transfer of control related to the provision of international telecommunications services is being submitted herewith.

- (10) A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:**

Applicants do not seek special consideration in this Application.

- (11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:**

Applicants do not seek any waivers in conjunction with the transactions discussed in this Application.

(12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

Applicants respectfully submit that the assignment of customers described herein will serve the public interest. Transferee focuses on providing services to customers within the same geographical area of Arizona as Transferor, and has localized customer care, technical, and account management professionals to address any customer concerns with the services provided. Transferor intends to cease operating as a telecommunications carrier in Arizona. Transferring the customers to Integra, will allow Transferor to exit the telecommunications business in Arizona, and facilitate the seamless movement of its customers to Integra, a provider that has the proven ability and resources to readily meet their demands and to provide them with a wider range of services. Further, the transaction will be conducted in a manner that will be virtually transparent to customers of the certificated carrier.

Consummation of the proposed Transaction will make available to Sharenet customers Integra's innovative and proprietary operations support systems, which provide leading edge electronic bonding, provisioning, customer care and billing system capabilities. Integra is committed to exceeding customer expectations and understands that service and support are just as important as having the latest technology at competitive prices. That is why Integra supports its products and services with dedicated and skilled account teams. Sharenet customers can expect the same dedicated attention upon consummation of the proposed Transaction.

The transaction does not result in any anticompetitive effects. The Applicants expect the transaction to increase competition in the telecommunications market by strengthening

Integra's position as an effective and financially strong carrier. This will help make Integra a more financially secure competitive alternative and promote its ability to enter additional markets. The number of customers and lines involved is small but will help Integra achieve economies of scale and scope which will enhance Integra's ability to deploy new products and services and expend into new markets. Although both parties operate in Arizona, this transaction will not result in a significant increase in Integra's market share which will remain below 10 percent in any market. Finally, a number of other CLECs operate in Arizona in competition with Qwest and Integra.

Given the increasingly competitive nature of the domestic marketplace and the deadlines set forth in the Agreement between Transferor and Transferee, the Applicants are seeking to complete the proposed transfer of control as soon as possible in order to ensure that customers and Applicants can rapidly obtain the benefits of the proposed transaction. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

For each of the foregoing reasons, grant of the proposed transfer of control is in the public interest.


EXHIBIT B

CERTIFICATIONS OF APPLICANT

DECLARATION OF

I, J. Jeffery Oxley, for Integra Telecom Holdings, Inc., do hereby declare under penalty of perjury that I have read the foregoing "APPLICATION FOR CONSENT FOR TRANSFER OF CONTROL," and the information contained therein is true and accurate to the best of my knowledge, information, and belief.

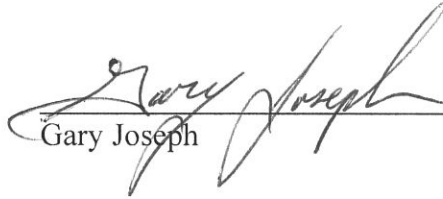
10/19/10
Date


J. Jeffery Oxley

DECLARATION OF GARY JOSEPH

I, Gary Joseph, Vice President for National Brands, Inc. d/b/a Sharenet Communications Company, do hereby declare under penalty of perjury that I have read the foregoing "JOINT INTERNATIONAL AND DOMESTIC APPLICATION FOR CONSENT FOR TRANSFER OF CONTROL," and the information contained therein is true and accurate to the best of my knowledge, information, and belief.

10/15/2010
Date


Gary Joseph