



Integra Telecom  
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November 19, 2010

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Attention: International Bureau  
Wireline Competition Bureau  
445 – 12th Street SW  
Washington, D.C. 20554

*Via E-File and Overnight Delivery*

Re: In the Matter of INTEGRA TELECOM HOLDINGS, INC., 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.  
**Second Supplemental Filing**  
**File No. ITC-ASG-20101019-00418**  
**WC Docket No. 10-225**

Dear Ms. Dortch:

Per Staff request, Integra Telecom Holdings, Inc. ("Integra") and National Brands, Inc. d/b/a Sharenet Communications Company ("Sharenet") (together, "Applicants") hereby amend the above-referenced Application with the following requested information. Applicants request that the Application filed on October 19, 2010, be amended to add the following information:

**1. Section IV. (h) Percentage of ownership of Integra Telecom, Inc. by entities holding a 10% or greater direct or indirect ownership interest in the Transferee.**

Goldman Sachs & Co. - 36.41%  
Tennenbaum Capital Partners, LLC - 21.86%  
Farallon Capital Management, LLC. - 10.20%

**No other entity or individual holds a 10 percent or greater, direct or indirect, equity or voting interest in Integra.**

Footnote 8, on page 9 of the Application should be deleted and replaced with the following:

Tennenbaum Capital Partners, LLC is the Investment Manager to the Tennenbaum Funds, four registered investment companies which in the aggregate hold 21.86 percent of the common stock of Integra Telecom. The Tennenbaum Funds are: Special Value Opportunities

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Fund, LLC ("SVOF"); Special Value Expansion Fund, LLC ("SVEF"); Special Value Continuation Partners, LP ("SVCP"); and Tennenbaum Opportunities Partners V, LP ("TOPV").

Tennenbaum Funds hold equity interests in Integra Telecom as follows:

|                                   | <u>Percent</u> |
|-----------------------------------|----------------|
| TENNENBAUM - SPECIAL VAL CONT     | 1.27%          |
| TENNENBAUM - SPECIAL VALUE<br>EXP | 4.78%          |
| TENNENBAUM - SPECIAL VALUE OPP    | 5.73%          |
| TENNENBAUM OPP PARTNERS V         | <u>10.08%</u>  |
|                                   | 21.86%         |

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. 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 Capital Partners, LLC. 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.

Footnote 9 on page 10 of the Application is amended to state:

Farallon Capital Management, L.L.C. 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; Tinicum 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.

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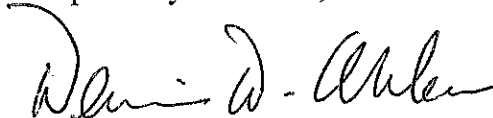
Six individual Farallon Funds hold interests in Integra. They are the following: FCP, L.P., 2.29%; FCIP, L.P., 2.69%; FCIP II, L.P., 0.21%; FCIP III, L.P., 0.12%; FCOI II, L.P., 2.36%; and FCOI III, Inc., 2.52%. None of the remaining funds hold an interest in Integra. In the aggregate, the Farallon Funds will hold approximately 10.20 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 have a cognizable interest in Integra's certificated carriers.

Please date stamp and return the additional copy of this filing in the enclosed, self-addressed, envelope.

Please do not hesitate to contact the undersigned at (763) 745-8460 with any questions regarding the information provided herein.

Respectfully submitted,



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Enclosures: Original and six copies