

Joann Ekblad

From: Susan OConnell
Sent: Thursday, March 09, 2006 11:13 AM
To: Mikelle Morra
Cc: Joann Ekblad; David Krech; Sumita Mukhoty
Subject: Eschelon-Oregon, ITC-T/C-20060201-00083
Importance: High

For tomorrow's streamlined PN. I deleted the 10% shareholders of the assignee since it already holds a 214. David: I can put it back in if you think we need it (it's Bain Capital (25.7%) and Wind Point (20.5%), two private equity firms. Neither appears to have a controlling interest in any event.

3/9/2006

ITC-T/C-20060201-00083

Transfer of Control

Licensee: Oregon Telecom, Inc.

000 91 94960

From: Oregon Telecom, Inc.

To: Eschelon Telecom, Inc.

Application for consent to transfer control of international section 214 authorization, ITC-214-20051103-00449, held by Oregon Telecom, Inc. ("OTI"), from the shareholders of OTI to Eschelon Telecom, Inc. ("ETI"). ETI is the direct parent corporation of Eschelon Operating Company ("OPCO"), which, in turn, wholly owns a newly created subsidiary, Eschelon Acquisition Corp. ("EAC"). Under the contemplated agreement and plan of merger, EAC will merge with and into OTI. OTI will continue as the surviving corporation of the merger as a wholly-owned subsidiary of OPCO, with ETI remaining as the ultimate parent company.