

Everest Connections Holdings, Inc.
199 Water Street, 20th Floor
New York, NY 10038

June 16, 2006

Mr. Benton J. Campbell
Acting Deputy Assistant Attorney General
Criminal Division
United States Department of Justice
950 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Mr. Stewart A. Baker
Assistant Secretary for Policy
United States Department of Homeland Security
3801 Nebraska Avenue, N.W.
Washington, D.C. 20528

Ms. Elaine N. Lammert
Deputy General Counsel
Federal Bureau of Investigation
935 Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Re: Pending Acquisition by Everest Connections Holdings, Inc. of Everest
Midwest, LLC

Dear Mr. Campbell, Mr. Baker, and Ms. Lammert:

This letter outlines the commitments made by Everest Connections Holdings, Inc. (“the Company”), to the U.S. Department of Justice (“DOJ”), including the Federal Bureau of Investigation (“FBI”), and to the U.S. Department of Homeland Security (“DHS”), in order to address national security, law enforcement, and public safety concerns raised with regard to the Company’s application to the Federal Communications Commission (“FCC”) for transfer of control of authority pursuant to Section 214 of the Communications Act of 1934, as amended.

I. Description of the Transaction

The Company was created for the purpose of acquiring the membership interests of Everest Holdings I, LLC, from its current direct owner, Everest Global Technologies Group, LLC, which is indirectly owned and controlled by Aquila, Inc., the transferor. Everest Holdings I, LLC wholly owns Everest Midwest, LLC, the entity holding

authorizations from the FCC to provide interstate domestic and international telecommunications services. Everest Midwest is a competitive local exchange carrier providing voice and data communication services to residential and business customers in the Kansas City metropolitan area. In addition to local telephone service, Everest Midwest is providing domestic and international long distance service to its customers on a resale basis. As part of the same transaction, Everest Connections Holdings will acquire 100% of the membership interests of Everest Connections, LLC, and Everest Holdings III, LLC from Everest Global Technologies Group, LLC.

II. Description of the Company's Commitments

The Company agrees that, for all customer billing records, subscriber information, and any other related information used, processed, or maintained in the ordinary course of business relating to communications services offered to U.S. persons ("U.S. Records"), the Company will store such U.S. Records exclusively in the United States. For these purposes, U.S. Records shall include information subject to disclosure to a U.S. Federal or state governmental entity under the procedures specified in Sections 2703(c) and (d) and Section 2709 of Title 18 of the United States Code. The Company agrees to ensure that U.S. Records are not made subject to mandatory destruction under any foreign laws. The Company agrees to take all practicable measures to prevent unauthorized access to, or disclosure of the content of, communications or U.S. Records, in violation of any U.S. Federal, state, or local laws or of the commitments set forth in this letter.

The Company agrees that it will not, directly or indirectly, disclose or permit disclosure of or access to U.S. Records, or to any information (including the content of communications) pertaining to a wiretap order, pen/trap order, subpoena or other lawful demand by a U.S. law enforcement agency for U.S. Records, to any person if the purpose of such disclosure or access is to respond to the legal process or request on behalf of a non-U.S. government without first satisfying all pertinent requirements of U.S. law and obtaining the express written consent of the DOJ and DHS or the authorization of a court of competent jurisdiction in the United States. The term "non-U.S. government" means any government, including an identified representative, agent, component or subdivision thereof, that is not a local, state or Federal government in the United States. Any such requests or legal process submitted by a non-U.S. government to the Company shall be referred to the DOJ and DHS as soon as possible, and in no event later than five (5) business days after such request or legal process is received by or known to the Company, unless the disclosure of the request or legal process would be in violation of U.S. law or an order of a court in the United States.

The Company's Procedures and Policies drafted to meet its CALEA Systems Security and Integrity obligations are consistent with the procedures and policies of other regional competitive local exchange carriers. Because the Company's operations are largely confined to a single metropolitan area, a single senior staff person ("Contact Person") most familiar with the Company's operations has been designated. The Contact Person can be reached 24 hours per day, 7 days per week at the number for the Company's Network Operations Center ("NOC") that is staffed continuously (24 x 7) by technically qualified personnel. The current Contact Person is the Company's Chief

Technical Officer, Kenneth E. Johnson. The Company has established procedures to ensure that all requests from law enforcement agencies ("LEAs") to conduct electronic surveillance, either interception of communications or access to call-identifying information, are reviewed and approved by the Contact Person to ensure that the legal authorization presented to the Company by an LEA is consistent with applicable state or federal law and thereafter ensure that the Company's staff undertake the necessary steps to assist law enforcement in implementing the electronic surveillance at or through access to the Company's facilities consistent with the search warrant or other legal authorization. The Company agrees that, upon closing of the underlying transaction, the Contact Person will continue to be an officer or employee of the Company located in the United States. In the event of any post closing changes in such designation, in addition to filing an amendment with the FCC pursuant to 47 C.F.R. 64.2105(a), the Company will notify the FBI, DOJ, and DHS in writing of the new Contact Person, and thereafter shall promptly notify the FBI, DOJ, and DHS of any further change in such designation. Any subsequent Contact Person shall be a resident U.S. citizen, and the Company shall cooperate with any request by a U.S. government authority that a background check or security clearance process be completed for a designated Contact Person.

The Company agrees that it will notify the FBI, DOJ, and DHS promptly if there are material changes in any of the facts as represented in this letter or in the event that the Company acquires ownership of another telecommunications carrier. All notices to be provided to the FBI, DOJ, or DHS shall be directed to the named addressees of this letter.

The Company agrees that, in the event the commitments set forth in this letter are breached, in addition to any other remedy available at law or equity, the DOJ, FBI, or DHS may request that the FCC modify, condition, revoke, cancel, or render null and void any relevant license, permit, or other authorization granted by the FCC to the Company or any successor-in-interest to the Company.

Nothing in this letter is intended to excuse the Company or its subsidiaries from any obligation it may have to comply with U.S. legal requirements for the retention, preservation, or production of information, records or data, or from any applicable requirements of the Communications Assistance for Law Enforcement Act, 47 U.S.C. 1001, et. seq., nor shall it constitute a waiver of: (a) any obligation imposed by any U.S. Federal, state or local laws on the Company or its subsidiaries, (b) any enforcement authority available under any U.S. or state laws, (c) the sovereign immunity of the United States, or (d) any authority the U.S. government may possess (including without limitation authority pursuant to International Emergency Economic Powers Act) over the activities of the Company or its subsidiaries located within or outside the United States. Nothing in this letter is intended to or is to be interpreted to require the parties to violate any applicable U.S. law. Likewise, nothing in this letter limits the right of the United States Government to pursue criminal sanctions or charges against the Company or its subsidiaries, and nothing in this letter provides the Company or its subsidiaries with any relief from civil liability.

We understand that, upon execution of this letter by an authorized representative or attorney for the Company, the DOJ, FBI, and DHS shall notify the FCC that the DOJ, FBI, and DHS have no objection to the FCC's grant of the Company's application filed with the FCC.

Sincerely,



Stephen McCall, President
Everest Connections Holdings, Inc.

DATED: June 16, 2006

cc:

Jon Pifer, FBI
Lou Brenner, DHS
Joe Springsteen, DOJ