



**Federal Communications Commission**

**The FCC Acknowledges Receipt of Comments From ...  
 Integra Telecom Holdings, Inc., Eschelon Telecom, Inc., Electric  
 Lightwave, LLC  
 ...and Thank You for Your Comments**

**Your Confirmation Number is: '20071015063356 '**

**Date Received: Oct 15 2007**

**Docket: 07-206**

**Number of Files Transmitted: 1**

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*updated 12/11/03*

October 15, 2007

Filed via ECFS and IBFS

Ms. Marlene Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

RE: Joint International and Domestic Section 214 Application Filed for the Transfer of Control of Integra Telecom Holdings, Inc., Eschelon Telecom, Inc., Electric Lightwave, LLC, and other subsidiaries of Integra Telecom Holdings, Inc., WC Docket No. 07-206: IB Dockets: ITC-T/C-20070918-00383; ITC-T/C-20070928-00395; ITC-T/C-20070928-00396:  
Supplemental Filing

Dear Ms. Dortch:

On behalf of Integra Telecom Holdings, Inc. ("Integra Holdings"), Eschelon Telecom, Inc., Electric Lightwave, LLC, and other subsidiaries of Integra Holdings set forth in the above-referenced application (collectively, the "Applicants"), this supplement is filed pursuant to Section 1.65 of the Commission's Rules to update the record with respect to the above-referenced application in connection with a request from Commission staff in the International Bureau.

First, Commission staff in the International Bureau have requested that pre-and post-transaction ownership information for the Transferors and the Transferees in the above-referenced application be provided in chart form. Commission staff requested that the ownership charts depict the organizational control of each Transferee, as well as entities holding direct and indirect equity interests of 10% or greater in each Transferee. Charts containing this requested ownership information is attached. Because Transferee Warburg Pincus Private Equity IX, L.P. ("WP IX") may elect to assign its right to purchase an interest in Integra Telecom, Inc., the parent company of Integra Holdings, to Warburg Pincus Private Equity X, L.P. ("WP X"), the post-transaction information is set forth in two charts, one assuming WP IX will hold the interest, and the other assuming that WP X will hold the interest. All entities identified on the ownership charts are either organized in or citizens of the United States, unless otherwise noted.

In addition, pursuant to Section 1.65 of the Commission's rules, the Applicants have set forth in the charts and herein additional ownership information pertaining to the organizational control of Transferor and Transferee Boston Ventures Limited Partnership V ("Boston Ventures"). Specifically, Boston Ventures Company V, L.L.C. ("BV LLC") is the sole general partner of and directly controls Boston Ventures. BV LLC also holds a limited partner interest in

Boston Ventures which, aggregated with its general partner interest, is below 10% of the equity of Boston Ventures.

BV LLC is in turn controlled in the aggregate by its four managing directors: Anthony J. Bolland, Roy F. Coppedge, III, Barbara M. Ginader, and James M. Wilson. As noted in the ownership charts, two of these managing directors (Anthony J. Bolland and James M. Wilson) are citizens of the United Kingdom. The other two individuals, Roy F. Coppedge, III and Barbara M. Ginader, are U.S. citizens. Pursuant to the terms of the operating company agreement for BV LLC, no single managing director controls BV LLC; rather, decisions of BV LLC require the consent of three out of four of the managing directors. Thus, the managing directors of BV LLC in the aggregate control BV LLC and indirectly in the aggregate control Boston Ventures.

The address for BV LLC and the managing directors identified above is as follows:

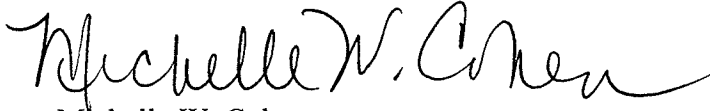
125 High Street, 17th Floor  
Boston, MA 21001

In addition, and as indicated in the relevant attachments and in the application captioned above, the entity BACM I GP, LLC holds a nominal General Partnership interest in Banc of America Capital Management V, L.P. (the nominal General Partner of Transferee Banc of America Capital Investors V, LP). The Applicants clarify that BACM I GP, LLC does not hold a limited partnership interest in Transferee Banc of America Capital Management V, L.P. This clarification also applies to Transferor Banc of America Capital Investors, LP.

Further, Commission staff have requested information concerning how Boston Ventures is related to Boston Ventures Limited Partnership VII, a proposed transferee in a separate, unrelated application, WC Docket 07-202. Our understanding is that the two entities are related because the General Partners of the two funds have two managing directors in common. Those two individuals are Anthony J. Bolland and Roy F. Coppedge, III.

Please do not hesitate to contact the undersigned if you have any questions regarding the foregoing.

Respectfully submitted,

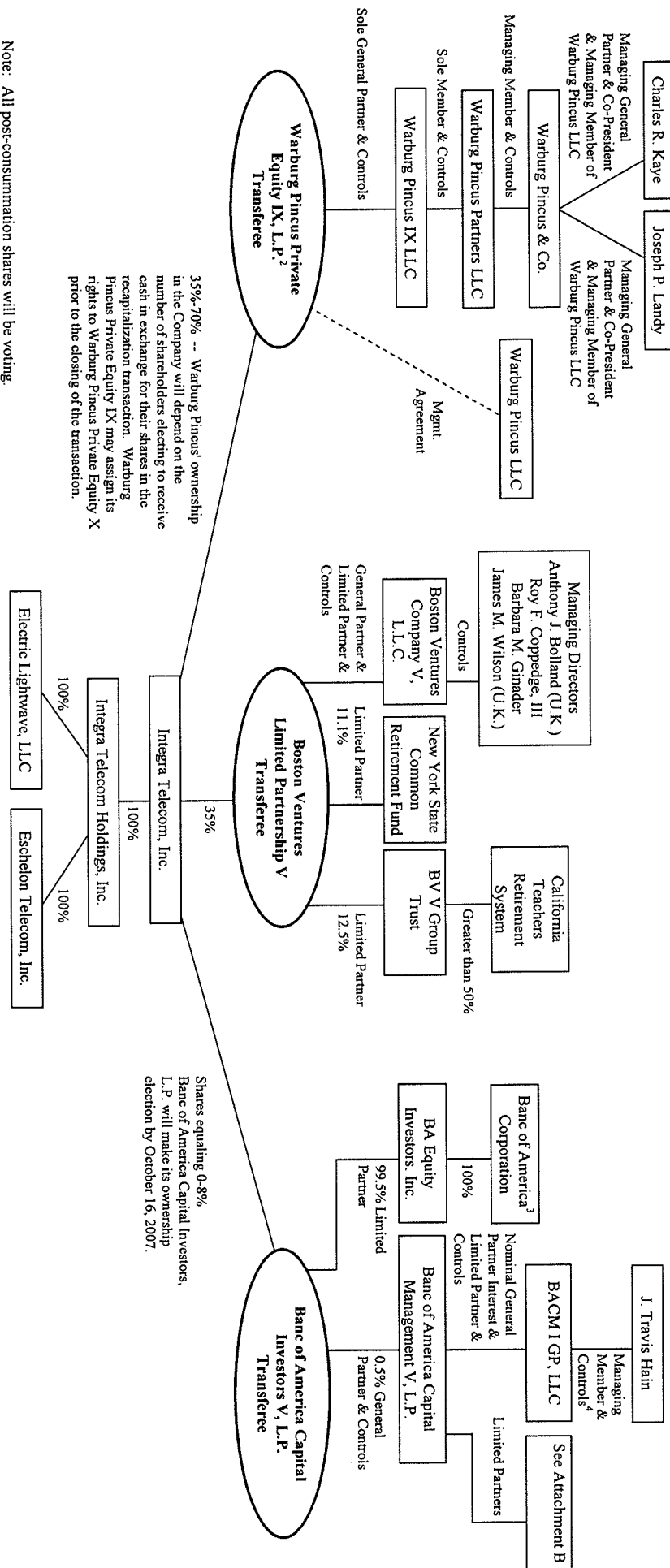


Michelle W. Cohen

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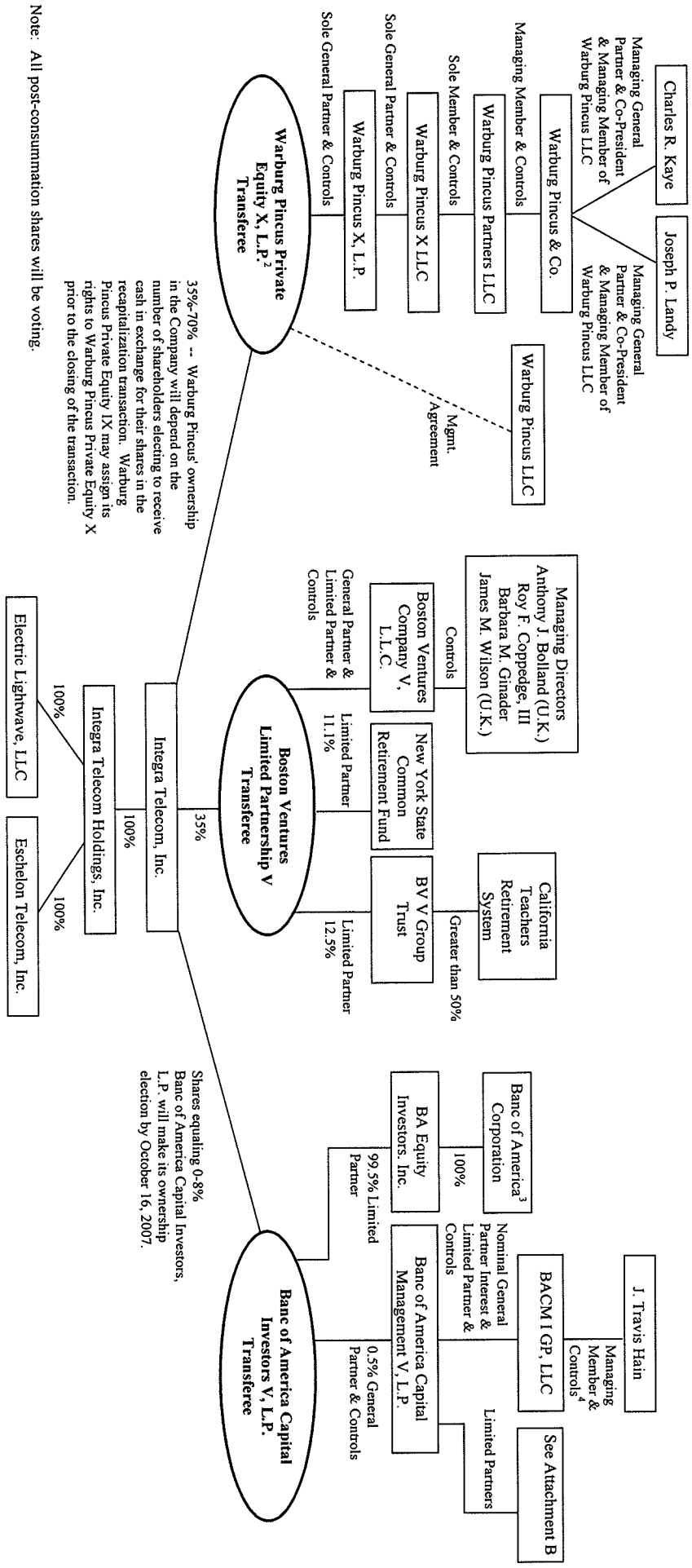


**INTEGRA TELECOM, INC.**  
Post-Transaction<sup>1</sup>



Note: All post-consummation shares will be voting.

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<sup>1</sup> This chart depicts the proposed, direct shareholders of Integra Telecom, Inc. that are identified as Transferees in the Application. This chart also depicts those entities/persons with direct or indirect 10% or greater equity interest in a Transferee. Finally, the chart depicts the control structure of each Transferee. All entities and persons are organized in or citizens of the U.S., unless otherwise noted.

<sup>2</sup> It is expected that none of the limited partners in Warburg Pincus Private Equity X, L.P. will own a 10% or greater equity interest in the fund. Moreover, neither Warburg Pincus X L.P. nor Warburg Pincus Private Equity X, LLC owns a 10% or greater equity interest in Warburg Pincus Private Equity X, L.P.

<sup>3</sup> Banc of America Corporation is publicly traded. No single individual or entity owns a 10% or greater interest in Banc of America Corporation.

<sup>4</sup> J. Travis Hain is an employee of Banc of America Corporation. As managing member of BACM I GP, LLC, Mr. Hain has authority to make decisions related to the day-to-day operations of Banc of America Capital Management V, L.P. and Banc of America Capital Investors V, L.P., subject to certain rules of governance contained in the governance documents of these entities. In the event Mr. Hain ceases to be an employee of Banc of America, a new managing member would be chosen by the other members of BACM I GP, LLC with the consent of Banc of America as the majority limited partner.

The following entities have a 10% or greater limited partner ownership interest in Transferee **Banc of America Capital Management, L.P.** (all are U.S. citizens):

Name: J. Travis Hain  
Ownership: 13.3% Limited Partnership interest  
Mr. Hain is also the managing member of BACM I GP, LLC.

Name: W.W. Walker, Jr.  
Ownership: 14.3% Limited Partnership interest

Name: Ann H. Browning  
Ownership: 13.3% Limited Partnership interest

Name: George E. Morgan, III  
Ownership: 13.3% Limited Partnership interest

Name: Walker L. Poole  
Ownership: 13.3% Limited Partnership interest

Name: Robert H. Sheridan, III  
Ownership: 13.3% Limited Partnership interest



The following entities have a 10% or greater limited partner ownership interest in Transferee **Banc of America Capital Management V, L.P.** (all are U.S. citizens):

Name: J. Travis Hain  
Ownership: 12.79375% Limited Partnership interest  
Mr. Hain is also the managing member of BACM I GP, LLC.

Name: George E. Morgan, III  
Ownership: 11.51437% Limited Partnership interest

Name: Walker L. Poole  
Ownership: 12.79375% Limited Partnership interest

Name: Robert H. Sheridan, III  
Ownership: 12.79375% Limited Partnership interest

Name: Robert L. Edwards, Jr.  
Ownership: 10.235% Limited Partnership interest

Name: Craig A. Elson  
Ownership: 10.235% Limited Partnership interest

Name: John A. Shimp  
Ownership: 10.235% Limited Partnership interest

Name: Scott R. Poole  
Ownership: 10.235% Limited Partnership interest