

WC 04-413

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November 5, 2004

Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of GE BUSINESS PRODUCTIVITY SOLUTIONS, INC., TRANSFEROR and
BUSINESS PRODUCTIVITY SOLUTIONS, INC. TRANSFEREE Joint Application for
Consent to a Transfer Of Assets under Section 214 of the Communications Act of
1934, as Amended

Dear Sir/Madam:

Enclosed for filing, on behalf of GE Business Productivity Solutions, Inc. (“GEBPS”), and Business Productivity Solutions, Inc. (“BPS”) (collectively the “Parties”), please find an original and five copies of the above-captioned application. The Parties request authority for the transfer of substantially all assets held by GEBPS, including its customer base, to BPS. This application is being filed concurrently with the International Bureau via its IBFS electronic program.

Remittance Form 159 and a check to cover the \$895 filing fee are appended. An additional copy of this filing for date-stamp and return has been provided as well. If there are any questions regarding this application, please contact Melissa Conway, counsel for the Parties, at (202) 955-9667. Thank you in advance for your assistance with this matter.

Sincerely,

Melissa Conway

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0389
Page 1 of 1

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kelley Dye & Warren LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 8000 Towers Crescent Drive			
(5) STREET ADDRESS LINE NO. 2 Suite 1200			
(6) CITY Vienna		(7) STATE VA	(8) ZIP CODE 22182
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-955-9667		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0006-5547-78		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME GE Business Productivity Solutions, Inc.			
(14) STREET ADDRESS LINE NO. 1 3225 Cumberland Boulevard			
(15) STREET ADDRESS LINE NO. 2 Suite 920			
(16) CITY Atlanta		(17) STATE GA	(18) ZIP CODE 30339
(19) DAYTIME TELEPHONE NUMBER (include area code) (770) 541-5782		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0003737350		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(30) CALL SIGN/OTHER ID	(31) PAYMENT TYPE CODE	(32) QUANTITY	

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of)
)
GE BUSINESS PRODUCTIVITY SOLUTIONS, INC.,)
TRANSFEROR)
) File No. ITC-T/C-2004 _____
and)
) WC Docket No. 04- _____
BUSINESS PRODUCTIVITY SOLUTIONS, INC.)
TRANSFeree)
)
Joint Application for Consent to a Transfer)
Of Assets under Section 214 of the)
Communications Act of 1934, as Amended)

**JOINT APPLICATION FOR CONSENT
TO TRANSFER OF ASSETS**

By this Joint Application and pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and Sections 63.03, 63.04 and 63.24(a) of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.04 and 63.24(a), GE Business Productivity Solutions, Inc. ("GEBPS") and Business Productivity Solutions, Inc. ("BPS") (together, "Applicants") seek the consent of the Federal Communications Commission (the "FCC" or "Commission") to the proposed transfer of substantially all of the assets of GEBPS, including the GEBPS customer base, to BPS, a newly formed subsidiary of Eschelon Telecom, Inc. ("ETI").

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants are filing a combined application for the proposed transfer of assets of GEBPS, an entity that holds authority under Section 214 of the Act to provide domestic and international telecommunications services, from GEBPS to BPS. ETI is also a carrier that holds authority

IMPORTANT NOTICE REGARDING YOUR TELECOMMUNICATIONS SERVICES

Dear GE Capital Communication Services Customer:

We are writing to share with you an exciting announcement regarding your GE Residential Long Distance service.

Recently, GE Business Productivity Solutions, Inc. d/b/a GE Capital Communication Services and Eschelon Telecom, Inc. ("Eschelon") signed a definitive agreement whereby Eschelon will acquire the assets of the company, including the GE Residential Long Distance customers. The transaction is expected to become final on or around December 31, 2004, subject to customary regulatory approvals. Eschelon is an integrated communications provider of voice, data, Internet services and business telephone systems that serves over 38,000 customers. Eschelon is one of the fastest growing telecommunications companies in the nation and will continue to provide you with quality telecommunications services.

The combined company will bring together a wide range of expertise and resources while offering you the most complete line of high-quality, cost-effective products and services available. We will continue to support you with a team of highly-trained associates who will provide best-in-class customer service.

How will this affect your rates and services?

As stated above, we anticipate that the transfer of the GE Residential Long Distance customers will take place on or around December 31, 2004. **Prior to and immediately following the transfer, you will continue to receive the same services at the same rates, terms and conditions as you do now.** After the transaction has completed, your service will automatically be transferred to Eschelon's telecommunications subsidiary, Business Productivity Solutions, Inc. ("BPS"). You will not be charged any fees in connection with this transfer. Notice of any future changes in rates, terms and conditions of service will be provided to you as required by law. Of course, at any time you are free to select a new service provider. If, however, you have a GE Residential Long Distance term contract, you will still be responsible for any applicable early termination charges.

What are the next steps?

You don't have to do a thing! We will notify you after the transaction has been completed. We are confident that you will be completely satisfied with BPS and will receive the same high level of customer service and support that you have come to expect.

Please note: If you have placed a "freeze" on your GE Residential Long Distance services account to prevent an unauthorized transfer to another carrier, it will be automatically lifted to implement the transfer to Eschelon and BPS. At your request, BPS can reestablish freeze protection for you after the transfer.

We will do everything to help ensure that this transition is a smooth one. If you would like to see a copy of GE Residential Long Distance service rates and charges, please visit the website at www.gephonehome.com. If you have any questions or concerns regarding rates, billing statements, service needs, complaints or about the transfer of your service to BPS, please contact Customer Service at 1-866-789-8668. We look forward to updating you on the progress of this transaction. We will provide additional details regarding invoice descriptions, contact information and remittance addresses as we approach the transfer date.

Thank you,

GE Capital Communication Services

Eschelon Telecom, Inc.

under Section 214 of the Act to provide domestic and international telecommunications services. In connection with the transfer of assets, Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2). Exhibit A provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. § 63.04(a)(6)-(12), in connection with the transfer of assets of GEBPS as a holder of domestic Section 214 authority.

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i), because (a) after the proposed transaction, BPS and affiliates will have market share in the interstate, interexchange market of substantially less than 10 percent, and will provide competitive services exclusively in areas served by a dominant local carrier not a party to the transaction, and (b) the Applicants are not currently dominant with respect to any domestic service, and will not become dominant with respect to any domestic service after consummation of the proposed transaction. This Application also qualifies for streamlined treatment under Section 63.12 because (a) BPS is not affiliated with a dominant foreign carrier, (b) BPS will not become affiliated with any foreign carrier as a result of the proposed transaction, and (c) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

The Applicants respectfully request *expedited* treatment and consideration of this Application so that the Applicants' business plans can be implemented, which business plans include consummation of the Transaction (as that term is defined hereinafter) on or about *December 31, 2004*.



GE Business Productivity Solutions



IMPORTANT NOTICE REGARDING YOUR TELECOMMUNICATIONS SERVICES

Dear GE Business Productivity Solutions, Inc. Customer:

We are writing to share with you an exciting announcement regarding your GE Business Productivity Solutions, Inc. ("GEBPS") telecommunications services.

Recently, GEBPS and Eschelon Telecom, Inc. ("Eschelon") signed a definitive agreement whereby Eschelon will acquire the assets of GEBPS, including the GEBPS customers. The transaction is expected to become final on or around December 31, 2004, subject to customary regulatory approvals. Eschelon is an integrated communications provider of voice, data, Internet services and business telephone systems that serves over 38,000 customers. Eschelon is one of the fastest growing telecommunications companies in the nation and will continue to provide you with quality telecommunications services.

The combined company will bring together a wide range of expertise and resources while offering you the most complete line of high-quality, cost-effective products and services available. We will continue to support you with a team of highly-trained associates who will provide best-in-class customer service.

How will this affect your rates and services?

As stated above, we anticipate that the transfer of the GEBPS customers will take place on or around December 31, 2004. **Prior to and immediately following the transfer, you will continue to receive the same services at the same rates, terms and conditions as you do now.** After the transaction has completed, your service will automatically be transferred to Eschelon's telecommunications subsidiary, Business Productivity Solutions, Inc. ("BPS"). You will not be charged any fees in connection with this transfer. Notice of any future changes in rates, terms and conditions of service will be provided to you as required by law. Of course, at any time you are free to select a new service provider. If, however, you have a term contract with GEBPS, you will still be responsible for any applicable early termination charges.

What are the next steps?

You don't have to do a thing! We will notify you after the transaction has been completed. We are confident that you will be completely satisfied with BPS and will receive the same high level of customer service and support that you have come to expect.

Please note: If you have placed a "freeze" on your GEBPS services to prevent an unauthorized transfer to another carrier, it will be automatically lifted to implement the transfer to Eschelon and BPS. At your request, BPS can reestablish freeze protection for you after the transfer.

We will do everything to help ensure that this transition is a smooth one. If you would like to see a copy of GEBPS's rates and charges, please visit GEBPS's website at www.bizproductivity.com. If you have any questions or concerns regarding rates, billing statements, service needs, complaints or about the transfer of your service to BPS, please contact GEBPS Customer Service at 1-800-775-4322. We look forward to updating you on the progress of this transaction. We will provide additional details regarding invoice descriptions, contact information and remittance addresses as we approach the transfer date.

Thank you,

GE Business Productivity Solutions, Inc.

Eschelon Telecom, Inc.

I. APPLICANTS

A. GE Business Productivity Solutions, Inc. (FRN #0003737350)

GEBPS is a Georgia corporation. GEBPS is a direct, wholly owned subsidiary of General Electric Capital Corporation ("GECC"), which is a direct, wholly owned subsidiary of General Electric Capital Services, Inc., which is a direct, wholly owned subsidiary of the ultimate parent corporation, General Electric Company ("GE"), a New York corporation headquartered at 3135 Easton Turnpike, Fairfield, Connecticut 06431. GE is a widely held public corporation, and one of the largest and most diversified industrial corporations in the world. GEBPS provides long distance services on a resale basis (no facilities-based services) to both residential and business customers in 49 of the 50 states (excluding Alaska). In addition, GEBPS provides local service, also on a resale basis, to customers in Massachusetts and Connecticut. GEBPS provides its customers with voice and data services, including audio conferencing, voice mail, dedicated Internet access, frame relay services, private line services and ISDN services. GEBPS currently holds Section 214 authorizations from the Commission to provide domestic and international resold switched services.¹ After consummation of the transfer of assets, all of GEBPS's customers will have been transferred to BPS, which will provide service to the existing GEBPS customers pursuant to BPS's ultimate parent's Section 214 authorizations. GEBPS will cease providing telecommunications services and will no longer require its international Section 214 authorization.

¹ On May 19, 1993, GE Capital Communication Services Corporation ("GECCS") received Section 214 authority in ITC-93-138. On July 20, 2001, the Commission was notified of a pro forma assignment of Section 214 authorization from GECCS to GEBPS, its direct, wholly owned subsidiary.

In addition to GEBPS, GE also has two other indirect, wholly owned subsidiary telecommunications carriers, Advanced TelCom, Inc. ("ATI") and Shared Communications Services, Inc. ("SCS"). In mid-2003, GE acquired Advanced TelCom Group, Inc. ("ATGI") and its two subsidiary telecommunications carriers, ATI and SCS. ATI is a direct, wholly owned subsidiary of ATGI, a holding company, which is a direct, wholly owned subsidiary of VFS Financing Inc.² SCS is a direct, wholly owned subsidiary of ATI. The ultimate parent company of all these entities is GE. ATI currently provides facilities-based and resold interexchange and local exchange telecommunications services to customers primarily in California, Nevada, Oregon and Washington, and also provides interexchange services to a small number of customers in several other states. ATI provides such services only to business customers through its own facilities, to those customers inside ATI's facilities footprint, and on a resale basis, in those areas outside of ATI's facilities footprint. ATI provides customers with voice and data services, Internet access, primary rate interface and basic rate interface services, voice mail, web hosting and domain name services. ATI holds Section 214 authorizations from the Commission to provide domestic and international facilities-based and resold telecommunications services.³ SCS currently provides resold local exchange and interexchange telecommunications services to customers in Nevada, Oregon and Washington, and also provides resold interexchange telecommunications services to business customers in approximately 20 other states. SCS provides its customers with voice and data services, Internet access, voice mail, web hosting and domain name services. SCS also holds Section 214 authorizations from the Commission to

² Control of the domestic authorizations of ATI and SCS was transferred to VFS in WC Docket No. 03-63, granted April 21, 2003. Control of the international authorizations of ATI and SCS was transferred to VFS in ITC-T/C-20030320-00154 and ITC-T/C-20030325-00155, granted April 17, 2003.

³ ITC-214-19990520-00377.

provide domestic and international resold telecommunications services.⁴ The customers and authorizations of ATI and SCS are not the subject of the instant Application; ATI and SCS will continue to provide service as they have in the past pursuant to their existing authorizations.⁵

In addition, GECC has an approximate 18% common equity ownership interest in KMC Telecom Holdings, Inc., the ultimate parent company of various KMC subsidiaries (KMC Telecom III, Inc., KMC Telecom V, Inc., KMC Data LLC) that are authorized to provide local and long distance telecommunications services virtually nationwide. GECC also has a 24% ownership interest in Startec Global Communications Corporation, the parent company of Startec Global Operating Company and Startec Global Licensing Company ("Startec Licensing"), facilities-based providers of communications services, including voice, data and Internet access. Startec Licensing offers domestic long distance services to residential customers nationwide with its dial-around services; however, its domestic long distance customers tend to be concentrated in major metropolitan areas on the east and west coasts of the United States. Additionally, GECC is the sole member of Indiana Fiber Works LLC, a company that offers dark fiber in Indiana. Finally, it is anticipated that GECC will have an approximate 14% limited voting common equity ownership interest in Choice One Communications, Inc. following its

⁴ ITC-92-129. With the acquisition of SCS by ATI (then known as Advanced TelCom Group, Inc.), transfer of control of SCS, and, therefore, control of SCS's international 214 authorization, was transferred to ATI on September 9, 1999. See File No. ITC-T/C-199990716-00513.

⁵ Simultaneously with the signing of the Asset Purchase Agreement, described below, the parent company of ATI and SCS, ATGI, and ETI signed a Stock Purchase Agreement whereby ETI will acquire all of the issued and outstanding shares of common stock of ATI, and thereby, SCS. Thus, although the authorizations and customers of ATI and SCS are remaining with those companies, ATI and SCS will undergo a transfer of control. *This transaction is the subject of a separate application being filed simultaneously with the Commission.*

emergence from bankruptcy later this month.⁶ Choice One Communications, Inc. has several operating subsidiaries that offer voice and data services, including Internet solutions, to business customers in 12 Midwest states. There are no other affiliates of GEBPS that offer domestic telecommunications services.

B. Business Productivity Solutions, Inc. (FRN # 0010289114)

BPS, a newly formed Minnesota corporation incorporated on October 7, 2004, is located at 730 2nd Avenue South, Suite 900, Minneapolis, Minnesota 55402, (612) 376-4400 (telephone), (612) 436-6816 (facsimile). BPS is a direct, wholly owned subsidiary of Eschelon Operating Company ("OPCO"), a Minnesota corporation that functions as a holding company, which in turn is a direct, wholly owned subsidiary of ETI, a Delaware corporation, the ultimate parent corporation. ETI is authorized to provide telecommunications services in California, Idaho, New Mexico and New York; however, ETI only provides service, specifically long distance resale service, to 1 business customer in New York. OPCO has several direct, wholly owned subsidiaries that offer telecommunications services in various states.⁷ In these states, the subsidiaries provide resold and facilities-based local, resold long distance, internet and data services to small and medium-sized businesses. ETI and its subsidiaries, collectively "Eschelon", all headquartered at the above address, provide voice, data, Internet services and

⁶ See Domestic Section 214 Application Filed for Transfer of Control of Choice One Communications, Inc. to Choice One Communications Reorganized, Public Notice, DA 04-3499, WC Docket No. 04-399, rel. November 1, 2004.

⁷ Eschelon Telecom of Minnesota, Inc., Eschelon Telecom of Washington, Inc., Eschelon Telecom of Colorado, Inc., Eschelon Telecom of Nevada, Inc., Eschelon Telecom of Arizona, Inc., Eschelon Telecom of Utah, Inc. and Eschelon Telecom of Oregon, Inc.

business telephone systems to over 38,000 customers and have over 225,000 access lines⁸ in service. Eschelon owns switches in all states where it is operational, except for Nevada. The average Eschelon customer has 5-8 lines. Eschelon provides local and long distance facilities-based service in 12 markets in 7 states.⁹ There are no other affiliates of BPS that offer domestic telecommunications services.

As noted above, BPS is a newly formed corporation. In order to acquire the GEBPS customer base, BPS currently is in the process of becoming authorized to provide intrastate telecommunications service in all the states in which GEBPS currently is authorized so that it can acquire the GEBPS customers. As a result, after the transfer of assets, BPS will be authorized to provide long distance resale services virtually nationwide and provide service to all of the GEBPS customers. With respect to domestic interstate and international service, BPS intends to operate, as permitted by Section 63.21 of the Commission's Rules, 47 C.F.R. § 63.21, pursuant to its parent company, ETI's, international Section 214 authorization. ETI received its international authorization to provide resale services on August 27, 1999 in ITC-214-19990729-00490, then known as Advanced Telecommunications Inc. On May 2, 2000, the Commission received a letter notifying them of a change in name from Advanced Telecommunications Inc. to Eschelon Telecom, Inc. ETI's other subsidiaries provide interstate and international service pursuant to ETI's Section 214 authorization as well. Thus, BPS does not have to obtain its own international Section 214 authorization, but rather, it will provide these services to the GEBPS customers pursuant to ETI's authorization.

⁸ Eschelon defines "access lines" as 64kbps channels. Consequently, for example, a T-1 line will be counted as multiple access lines depending upon the number of 64kbps channels established on the circuit.

⁹ ETI and its operating subsidiaries, not including BPS, are not involved in the instant transaction. They will continue to hold their telecommunications authorizations and serve their existing customers as they have in the past.

II. THE TRANSACTION

Pursuant to the terms of an Asset Purchase Agreement (“Agreement”) dated October 13, 2004, BPS’s ultimate parent company, ETI, will acquire substantially all of the assets of GEBPS, including the GEBPS customer base and, where necessary, state telecommunications authorizations, and immediately transfer these assets to BPS (the “Transaction”). The proposed transfer of customers from GEBPS to BPS will have no adverse impact on customers. Following completion of the Transaction, BPS will provide telecommunications services to the former customers of GEBPS. The GEBPS customers will continue to receive their existing services at the same rates, terms and conditions that they have prior to the transfer and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. To ensure a seamless transition and avoid customer confusion or inconvenience, Applicants have provided advance written notice to the affected customers, which notice was given at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable Commission and state requirements for changing a customer’s presubscribed carrier. Copies of the notification letters that were sent to both business and residential customers are appended hereto as *Exhibit A*. BPS will file the required notice with the Commission in CC Docket No. 00-257 pursuant to Section 64.1120 of the Commission’s Rules, 47 C.F.R. § 64.1120, to comply with the Commission’s slamming requirements.

III. PUBLIC INTEREST CONSIDERATIONS

The Applicants submit that the Transaction is in the public interest. It is expected that the Transaction will increase competition in the telecommunications market by strengthening

Eschelon's position as an effective and multifaceted telecommunications carrier. As noted above, the Transaction is part of a larger transaction whereby ETI, BPS's ultimate parent company, will acquire ownership and control of two GEBPS affiliates, ATI and SCS. ETI's acquisition of these operating subsidiaries of GE, including the customer base of GEBPS, will allow Eschelon to combine its financial, technical and market resources and expertise with that of ATI, SCS and GEBPS, thereby enhancing its ability to provide reliable, competitively priced services to customers. The public interest benefits applicable to ETI's acquisition of ATI and SCS, GEBPS's affiliates, will benefit the existing GEBPS customers as they will be joining a stronger Eschelon family of companies, all of which are focused exclusively on telecommunications services.

The Applicants emphasize that, following the transfer, the former GEBPS customers will continue to receive services from an experienced and qualified carrier, which services will be consistent with the quality of services currently provided by GEBPS. GEBPS provides Centrex-based service to some of its business customers and Eschelon has many years of experience supporting Centrex. GEBPS resells long distance services to its residential and business customers and Eschelon has extensive experience with long distance resale. The companies anticipate that customers will experience a seamless transition to their new service provider. Further, these customers have been sufficiently notified of the Transaction and their rights. Hence, the public interest will be served by BPS's provision of services to the transferred GEBPS customers.

The transfer of customers from GEBPS to BPS does not result in any anticompetitive effects. The enhanced Eschelon company will achieve economies of scale and scope which will enhance the company's ability to roll out new products and services and expand into new

markets. Although GEBPS and Eschelon both provide service in certain markets (Arizona, Colorado, Minnesota, Nevada, Oregon, Utah and Washington), neither has significant market share in any of these markets, and Eschelon's market share post-closing will not exceed 10 percent in any market. In all instances, the incumbent local exchange carrier has a virtual monopoly and this Transaction will not diminish the ILEC's dominant market position. Furthermore, other competitive carriers such as AT&T, MCI and Sprint are active participants in many of these markets. Accordingly, the transfer of GEBPS's customers to Eschelon will increase, not degrade, the competitiveness of these markets.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

- (a) Name, address and telephone number of Applicants:

GE BUSINESS PRODUCTIVITY SOLUTIONS, INC.
3225 Cumberland Boulevard, Suite 920
Atlanta, Georgia 30339
(770) 541-5780

BUSINESS PRODUCTIVITY SOLUTIONS, INC.
730 2nd Avenue South, Suite 900
Minneapolis, Minnesota 55402
(612) 376-4400

- (b) GEBPS is a Georgia corporation.

BPS is a corporation organized under the laws of the State of Minnesota. BPS's direct parent, OPCO, is also a Minnesota corporation. OPCO's direct parent, ETI, is a Delaware corporation.

- (c) Correspondence concerning this Application should be sent to:

Brad E. Mutschelknaus, Esq.
Melissa S. Conway, Esq.
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Fifth Floor
Washington, D.C. 20036
(202) 955-9600 (telephone)
(202) 955-9792 (facsimile)

with copies to:

Victor A. Allums
GE BUSINESS PRODUCTIVITY SOLUTIONS, INC.
3225 Cumberland Boulevard, Suite 920
Atlanta, Georgia 30339
(770) 541-5781 (telephone)
(770) 541-5703 (facsimile)

J. Jeffery Oxley
BUSINESS PRODUCTIVITY SOLUTIONS, INC.
730 2nd Avenue, South, Suite 900
Minneapolis, MN 55402
(612) 436-6692 (telephone)
(612) 436-6792 (facsimile)

- (d) On May 19, 1993, GE Capital Communication Services Corporation ("GECCS") received Section 214 authority in ITC-93-138. On July 20, 2001, the Commission was notified of a pro forma assignment of Section 214 authorization from GECCS to GEBPS, its direct, wholly owned subsidiary. Following consummation of the Transaction described in the Application, GEBPS will no longer require its international Section 214 authorization and, therefore, requests that it be surrendered upon consummation of the transfer of customers to BPS.

BPS does not hold its own international Section 214 authorization. Following consummation of the Transaction, BPS will offer service pursuant to the international 214 authorization of its ultimate parent company, ETI. ETI received its international authorization to provide resale services on August 27, 1999 in ITC-214-19990729-00490, then known as Advanced Telecommunications Inc. On May 2, 2000, the Commission received a letter notifying them of a change in name from Advanced Telecommunications Inc. to Eschelon Telecom, Inc. ETI's other subsidiaries provide interstate and international service pursuant to ETI's Section 214 authorizations as well.

- (e) Not applicable.
- (f) Not applicable.

- (g) Not applicable.
- (h) Upon consummation of the proposed Transaction, BPS will remain a direct, wholly owned subsidiary of OPCO, which will remain a direct, wholly owned subsidiary of ETI. Thus, ETI will remain the ultimate parent corporation and indirectly own 100% of the equity interests in BPS. OPCO, a Minnesota corporation, is located at 730 2nd Avenue South, Suite 900, Minneapolis, Minnesota 55402 and functions as a holding company. ETI, a Delaware corporation, is located at the same address and is authorized to provide local and long distance telecommunications services in several states as noted above. The following three (3) entities own 10% or more of the equity of ETI:

1. Bain Capital Fund VI, L.P.
Organized under the laws of Delaware
A private investment firm
111 Huntington Avenue
Boston, MA 02199
35.8%
2. Wind Point Partners
Organized under the laws of Delaware
A private equity investment firm
One Towne Square, Suite 780
Southfield, MI 48076
28.5%
3. Stolberg Equity Partners LLC
Organized under the laws of Delaware
A private equity investment firm
370 17th Street, Suite 3650
Denver, CO 80202
16.2%

No other person or entity owns, directly or indirectly, 10% or more of the equity of ETI.

One director of ETI, Anthony Cassara, is also a director on the Board of Teleglobe International Holdings, LTD, an international telecommunications company with principal offices in Hamilton, Bermuda. Following consummation of the proposed Transaction, there will be no other interlocking directorates with any foreign carrier.

- (i) As evidenced by the signatures to this Application, BPS certifies that following consummation of the proposed Transaction, BPS will not be a foreign carrier and will not be affiliated with any foreign carriers.
- (j) As evidenced by the signatures to this Application, BPS certifies that through its acquisition of the GEBPS assets it does not seek to provide international

telecommunications services to any destination country where, once the Transaction closes, (i) BPS is a foreign carrier; (ii) BPS controls a foreign carrier; (iii) any entity that owns more than 25% of BPS, or that controls BPS, controls a foreign carrier in that country; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of BPS and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

- (k) Not applicable.
- (l) Not applicable.
- (m) BPS 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) As evidenced by the signatures to this Application, BPS certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, 47 C.F.R. § 63.14(b), 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.
- (o) As evidenced by the signatures to this Application, Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined processing under Section 63.12(c) of the Commission's Rules, because (i) BPS is not affiliated with a dominant foreign carrier; (ii) BPS will not become affiliated with any foreign carrier as a result of the proposed Transaction; and (iii) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required by this section for the domestic Section 214 transfer of control application is provided in Exhibit B.

VII. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by an expedited grant of this Application.

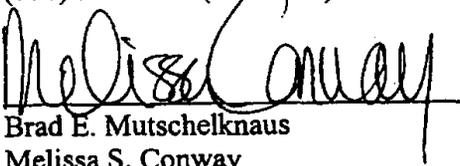
Respectfully submitted,

BUSINESS PRODUCTIVITY SOLUTIONS, INC.

GE BUSINESS PRODUCTIVITY
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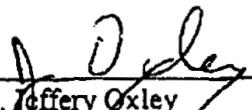
Dated: November 5, 2004

VII. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by an expedited grant of this Application.

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Dated: November 5, 2004

EXHIBIT A

Customer Notices

EXHIBIT B

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(b)(6): Description of the Transaction.

The proposed transaction is described in Section II of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i). Following the consummation of the proposed Transaction, BPS will have market share in the interstate, interexchange market of substantially less than 10 percent, and BPS will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the Transaction. Finally, neither BPS nor GEBPS nor any affiliate of either company is dominant with respect to any service it provides.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

As noted in the Application, pursuant to a Stock Purchase Agreement, ETI will acquire all of the issued and outstanding shares of common stock of ATI, and thereby, SCS. This

transaction is the subject of a separate application being filed simultaneously with the Commission.

63.04(b)(10): Special Consideration

None.

63.04(b)(11): Waiver Requests (if any)

None.

63.04(b)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.

VII. CONCLUSION

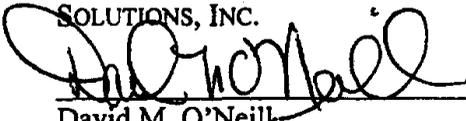
Based on the foregoing, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by an expedited grant of this Application.

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