

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

FACSIMILE

(202) 955-9792

www.kelleydrye.com

NEW YORK, NY

TYSONS CORNER, VA

LOS ANGELES, CA

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

BRUSSELS, BELGIUM

HONG KONG

AFFILIATE OFFICES

BANGKOK, THAILAND

JAKARTA, INDONESIA
MANILA, THE PHILIPPINES

MUMBAI, INDIA

TOKYO, JAPAN

DIRECT LINE: (202) 955-9667

EMAIL: mconway@kelleydrye.com

November 18, 2004

VIA ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, DC 20554

Attention: Wireline Competition Bureau/International Bureau

Re: In the Matter of Advanced TelCom Group, Inc., Transferor and Eschelon Telecom, Inc., Transferee, Joint Application for Consent to a Transfer of Control Under Section 214 of the Communications Act – **File No. 04-414; ITC-T/C-20041105-00443; ITC-T/C-20041105-00444**

Dear Ms. Dortch :

Per Staff request, Advanced TelCom Group, Inc. (“ATG”) and Eschelon Telecom, Inc. (“ETI”) (together, “Applicants”) hereby supplement and clarify the above-referenced Application with the following requested information. After thoroughly reviewing the ownership structure, the Applicants hereby provide the Commission with the following accurate information which should be taken to replace the information provided in response to Section 63.18(h) in the Application. Upon consummation of the proposed Transaction, the following persons or entities will directly or indirectly own 10% or greater of the equity of ATG:

The following entity will own a ten percent or greater direct or indirect interest in ATG:

Name: Eschelon Operating Company (“OPCO”)
Address: 730 2nd Avenue South, Suite 900
Minneapolis, Minnesota 55402
Citizenship: US - Minnesota corporation
Principal business: Holding Company
Percent of ownership: 100%

The following entity owns a ten percent or greater direct or indirect interest in OPCO:

Name: Eschelon Telecom, Inc. ("ETI")
Address: 730 2nd Avenue South, Suite 900
Minneapolis, Minnesota 55402
Citizenship: US - Delaware corporation
Principal business: Provide of local and long distance telecommunications services
Percent of ownership: 100%

The following entities own a ten percent or greater direct or indirect interest in ETI:

- (1) Name: Wind Point Partners IV, L.P. ("Wind Point Partners")
Address: One Towne Square, Suite 780
Southfield, MI 48076
Citizenship: US – Delaware LP
Principal business: Investments
Percent of ownership: 28.22%

No limited partner of Wind Point Partners holds a ten percent or greater ownership interest in ETI under the Commission's ownership attribution rules. The general partner of Wind Point Partners is:

Name: Wind Point Investors IV, L.P. ("Wind Point Investors")
Address: One Towne Square, Suite 780
Southfield, MI 48076
Citizenship: US – Delaware LP
Principal business: Investments
Percent of ownership: 1.23% of Wind Point Partners

No limited partner of Wind Point Investors holds a ten percent or greater ownership interest in ETI under the Commission's ownership attribution rules. The general partner of Wind Point Investors is:

Name: Wind Point Advisors, LLC ("Wind Point Advisors")
Address: One Towne Square, Suite 780
Southfield, MI 48076
Citizenship: US – Delaware LLC
Principal business: Investments
Percent of ownership: 1.00% of Wind Point Investors

There is no managing member of Wind Point Advisors and no member of Wind Point Advisors has a ten percent or greater ownership interest in ETI under the Commission's ownership attribution rules.

- (2) Name: Bain Capital Fund VI, L.P. (“Bain Capital”)
Address: 111 Huntington Avenue
Boston, MA 02199
Citizenship: US – Delaware LP
Principal business: Investments
Percent of ownership: 27.83%

No limited partner of Bain Capital holds a ten percent or greater ownership interest in ETI under the Commission’s ownership attribution rules. The general partner of Bain Capital is:

Name: Bain Capital Partners VI, L.P. (“Bain Partners”)
Address: 111 Huntington Avenue
Boston, MA 02199
Citizenship: US – Delaware LP
Principal business: Investments
Percent of ownership: 1.00% of Bain Capital

No limited partner of Bain Partners holds a ten percent or greater ownership interest in ETI under the Commission’s ownership attribution rules. The general partner of Bain Partners is:

Name: Bain Capital Investors, LLC (“Bain Investors”)
Address: 111 Huntington Avenue
Boston, MA 02199
Citizenship: US – Delaware LLC
Principal business: Investments
Percent of ownership: Bain Investors has no economic interest in Bain Partners.

There is no managing member of Bain Investors and no member of Bain Investors has a ten percent or greater ownership interest in ETI under the Commission’s ownership attribution rules.

No other entity will hold a 10% or greater direct or indirect interest in ATG.

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.

Marlene H. Dortch, Secretary
November 18, 2004
Page Four

Please do not hesitate to contact the undersigned at (202) 955-9667 with any questions regarding the information provided herein.

Respectfully submitted,



Melissa S. Conway
Counsel for Applicants