

WC 06-165

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

FEDERAL COMMUNICATIONS COMMISSION
AUG 11 2006

_____)	
In the Matter of)	
ONEEIGHTY COMMUNICATIONS, INC.)	
Transferor,)	File No. ITC-T/C-2006_____
ESCHELON TELECOM, INC.)	
Transferee,)	WC Docket No. 06-_____
Joint Application for Consent to a Transfer)	
Pursuant to Section 214 of the Communications)	
Act of 1934, as Amended)	
_____)	

**JOINT INTERNATIONAL AND DOMESTIC APPLICATION
FOR STEAMLINED CONSENT TO TRAFER CONTROL**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"),¹ and Sections 63.04 and 63.24 of the Commission's rules,² this Application seeks the consent of the Federal Communications Commission to the proposed transfer of ultimate control of OneEighty Communications, Inc. ("OCI") to Eschelon Telecom, Inc. ("ETI"). ETI and OCI are non-dominant carriers authorized by the Commission to provide international³ and domestic telecommunications services. A Domestic

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04(b), 63.24(e).

³ ETI provides international telecommunications services pursuant to International Section 214 authorization granted by the Commission in File No. ITC-214-19990729-00490 on August 27, 1999. OCI provides international telecommunications services pursuant to International Section 214 authorization granted by the Commission in File No. ITC-ASG-20040426-00243 on June 30, 2004. ETI and OCI are referred to collectively as the "Applicants."

Supplement, containing the information required by 47 C.F.R. § 63.04, is attached hereto as Exhibit A.

Applicants seek streamlined processing of this Joint International and Domestic Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules.⁴ 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, ETI and its affiliates, combined; 1) will have less than 10 percent market share in the interstate, interexchange marketplace, 2) will provide competitive services exclusively in areas served by dominant local carriers that are not parties to the transaction, and (3) 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) Applicants are not affiliated with a dominant foreign carrier, (b) ETI 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.

Applicants seek to complete the proposed transaction on an expedited basis, and therefore request *expedited* treatment and consideration of this Application, so that Applicants' business plans can be implemented, which business plans include consummation of the proposed transfer on or about September 30, 2006.

In support of this Application, Applicants submit the following information:

⁴ 47 C.F.R. §§ 63.03 and 63.12.

I. APPLICANTS

(a) OneEighty Communications, Inc. (FRN # 0005075866)

OneEighty Communications, Inc. (“OCI”) is a privately owned corporation organized under the laws of the state of Montana. OCI is located at 206 North 29th Street, Billings, MT 59101. OCI is authorized to provide and does provide telecommunications services only in the state of Montana, where, it provides resold and facilities-based local, resold long distance, and data services to small and medium-sized businesses and residential customers. Altogether, OCI provides voice, data, Internet services and business telephone systems to over 3,400 customers and has over 7,900 access lines⁵ in service.

OCI holds Section 214 authorizations from the Federal Communications Commission to provide domestic and international resold telecommunications services.⁶ OCI is considered a non-dominant carrier under the Commission’s Rules. OCI has no affiliates that offer telecommunications services. The company has no affiliation, within the meaning of Section 63.09(e) of the Commission’s Rules, 47 C.F.R. § 63.09(e), with a dominant U.S. or foreign facilities-based carrier.

(b) ESCHELON TELECOM, INC. (FRN #0010289114)

Eschelon Telecom, Inc. is a corporation organized under the laws of the state of Delaware. ETI’s principal place of business is located at 730 2nd Avenue South, Suite 900, Minneapolis, Minnesota 55402. Eschelon Operating Company (“OPCO”) is a Minnesota corporation that functions as a holding company, which in turn is a direct, wholly owned subsidiary of ETI, the ultimate parent corporation. ETI itself is authorized to provide telecommunications services in California, Idaho, New Mexico and New

⁵ Applicants define “access lines” as 64bps channels.

York; however, ETI presently provides no service in New Mexico and only provides service, specifically long distance resale service, to 1 business customer in New York and fewer than 10 business customers in Idaho. 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,” are headquartered at the above address, provide voice, data, Internet services and business telephone systems to over 60,000 customers, and have over 500,000 access lines in service. ETI owns switches in all states where it offers local services. ETI and its subsidiaries provide local and/or long distance facilities-based service in 19 markets in 10 states. There are no other affiliates of ETI that offer domestic telecommunications services. As permitted by Section 63.21 of the Commission’s Rules, 47 C.F.R. § 63.21, ETI’s subsidiaries currently provide resold international switched telecommunications services pursuant to the parent company, ETI’s, international Section 214 authorization.⁸

As a part of the proposed transaction, a newly created subsidiary of OPCO, Degree Merger Sub, Inc., a Montana Corporation, will be merged with and into OCI. As a result of the merger, the separate corporate existence of Degree Merger Sub, Inc. shall

⁶See Footnote 3, *supra*.

⁷ Advanced TelCom, Inc. provides telecommunications services in the states of California, Nevada, Oregon and Washington. Oregon Telecom, Inc. provides telecommunications services in Oregon and Washington. 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. each provide telecommunications services in the state that bears their name.

On July 6, 2006, ETI and Mountain Telecommunications, Inc. (MTI) filed a Joint International and Domestic Application for consent to transfer control of MTI to ETI pursuant to Section 214 of the Communications Act. File No. ITC-T/C-20060706-00336 and WC Docket No. 06-141. The international authorization was granted on July 28, 2006. (DA No. 06-1579). The domestic application is pending, as is the application before the Arizona Corporation Commission. MTI provides service in the state of Arizona.

⁸ See Footnote 3, *supra*.

cease and OCI will continue as the surviving corporation of the merger as a wholly owned subsidiary of OPCO, which is a wholly owned subsidiary of ETI. Thus, ETI will be the ultimate parent company for OCI after consummation of the transactions contemplated by the Agreement and Plan of Merger.

II. DESCRIPTION OF THE TRANSACTION

On August 9, 2006, ETI and OCI signed an Agreement and Plan of Merger (“Agreement”) providing for the merger of OCI and Degree Merger Sub, Inc., a Montana corporation and a direct wholly owned subsidiary of Eschelon Operating Company, Inc., (“OPCO”), which is a Minnesota Corporation and a direct wholly owned subsidiary of ETI. Pursuant to the terms of the Agreement, Degree Merger Sub, Inc. will be merged into OCI, with OCI to be the surviving corporation of the merger (the “Transaction”). As a result of the merger, the separate corporate existence of Degree Merger Sub, Inc. will cease and OCI shall continue as the surviving corporation of the merger as a wholly owned subsidiary of OPCO. Thus, following the completion of the Transaction, OCI will be wholly owned by OPCO, which will continue to be wholly owned by ETI. Closing of the Transaction is contingent upon, among other things, receipt of necessary regulatory approvals from the Commission and other Governmental approvals.

Applicants emphasize that the proposed Transaction will be entirely transparent to customers of OCI. Because of the nature of this merger, the transfer of control will not result in a change of carrier for any OCI customers. Immediately after consummating the transaction, OCI will continue to provide the identical end user telecommunications and other services to the affected customers and will continue to provide these services at the rates and pursuant to the terms and conditions of service these customers currently receive from OCI. Any future changes in the rates, terms and conditions of service will be made

consistent with applicable law. Further, OCI will continue to provide services under the OCI name. The Transaction is not expected to result in any discontinuance of service for the OCI customers. In sum, consummation of the Transaction will result in no perceivable changes to OCI's customers.

III. PUBLIC INTEREST

The Applicants respectfully submit that the Transaction serves the public interest. After consummation of the Transaction, OCI will continue to operate under its name and operating authorities as at present. The Transaction involves no change in the entity providing service directly to customers or the end user services, rates, terms and conditions of such services. All existing tariffs will remain in place. The transfer of control will be entirely transparent to OCI customers and will not have any adverse impact on them. The only change will be in the ultimate ownership of OCI.

The Applicants expect that the Transaction will increase competition in the telecommunications market by strengthening ETI's position as an effective and multifaceted telecommunications carrier and giving them a presence in a new market. The Transaction will allow ETI to combine its financial, technical and market resources and expertise with that of OCI, thereby enhancing its ability to provide reliable, competitively priced services to customers. By permitting ETI to strengthen its competitive position the proposed Transaction will make ETI a more financially secure competitive alternative to the incumbents and promote ETI's ability to enter additional markets, thus expanding competitive choices for customers.

OCI focuses on delivering reliable, high-quality voice, data and Internet services to the small and medium business markets. Customers currently served by OCI fall

squarely within ETI's market niche and therefore make an ideal fit with ETI's long term expansion goals.

Consummation of the proposed Transaction will allow ETI to make its technical, product development, and service resources available to help support and service OCI customers. ETI is committed to exceeding customer expectations and understands that service and support are just as important as having the latest technology at competitive prices. That is why ETI supports its products and services with dedicated and skilled account teams. OCI customers can expect the same dedicated attention if the proposed Transaction is consummated.

The transfer of control of OCI to ETI does not result in any anticompetitive effects. OCI and ETI do not currently provide services in the same markets. The transfer of control will facilitate ETI's entrance into the market currently served by OCI (Montana). The combined market share post-closing, in the interstate, interexchange market in the relevant markets will not exceed 10 percent. In all instances where OCI and ETI provide local exchange services, 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 are participants in these markets. Accordingly, the transfer of control of OCI to ETI will increase, not degrade, the competitiveness of these markets.

For each of the foregoing reasons, grant of the proposed transaction is in the public interest.

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

As required by Section 63.24(e) (2) of the Commission's Rules, Applicant submits the following information:

(a) Names, addresses and telephone numbers of Applicants:

Transferee

Eschelon Telecom, Inc.,
730 2nd Avenue South, Suite 900
Minneapolis, MN 55402
Telephone: (612) 376-4400

Transferor

OneEighty Communications, Inc.
206 North 29th Street
Billings, MT 59101
Telephone: (406) 294-4007

(b) The Government, State, or Territory under the laws of which each of the Applicants is organized:

<u>Applicant</u>	<u>State of Organization</u>
Eschelon Telecom, Inc.	Delaware
OneEighty Communications, Inc.	Montana

(c) Correspondence concerning this Application should be addressed to:

Dennis D. Ahlers
Eschelon Telecom, Inc.
730 2nd Avenue South, Suite 900
Minneapolis, MN 55402
Telephone: (612) 436-6249
Facsimile: (612) 436-7349
E-mail: ddahlers@eschelon.com

Christopher Dimock
President and CEO
OneEighty Communications, Inc.
206 North 29th Street
Billings, MT 59101
Telephone: (406) 294-4006
Facsimile: (406) 294-4004
E-mail: cdimock@oneeighty.com

With a copy to:

J. Jeffery Oxley
Eschelon Telecom, Inc.

730 2nd Avenue South, Suite 900
Minneapolis, MN 55402
Telephone: (612) 436-6692
Facsimile: (612) 436-6792
E-mail: jjoxley@eschelon.com

(d) Statement as to previous Section 214 authorization:

ETI, then known as Advanced Telecommunications, Inc., received its international authorization to provide resale telecommunications services on August 27, 1999 in ITC-214-19990729-00490, On May 2, 2000, the Commission was advised by letter of a change in name from Advanced Telecommunications, Inc. to Eschelon Telecom, Inc. ETI's subsidiaries provide interstate and international service pursuant to their parent's Section 214 authorization.

OCI received its international authorization to provide resale services on June 30, 2004, in File No. ITC-214-20040426-00243.

- (e) Not applicable.
- (f) Not applicable.
- (g) Not applicable.
- (h) The following persons or entities hold a 10% or greater direct ownership interest in ETI:**

Upon consummation of the Transaction, OCI will become a wholly owned subsidiary of OPCO, which in turn is the wholly owned subsidiary of ETI. Thus, ETI will be the new ultimate parent corporation and indirectly own 100% of the equity interest in OCI. ETI is a Delaware corporation with its principal offices located at 720 2nd Avenue South, Suite 900, Minneapolis, Minnesota 55402. OPCO is a Minnesota Corporation, also located at 720 2nd Avenue South, Suite 900, Minneapolis, Minnesota 55402 and functions as a holding company. ETI and its subsidiaries currently provide local and/or long distance telecommunications services in the states of Arizona, California, Colorado, Idaho, Minnesota, Nevada, New York, Oregon, Utah and Washington.

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

Name:	Eschelon Telecom, Inc. ("ETI")
Address:	730 2 nd 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%

None of ETI's officers or directors sits on the boards of any foreign telecommunications carriers.

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: 16.7 %

Wind Point Partners IV, L.P., does not have an ownership interest in any telecommunications company other than ETI. The Wind Point Partners investment in ETI is through three separate funds and multiple limited partners, none of whom hold 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

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

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: 20.9%

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

Bain Capital Partners VI, L.P. has a 5.2% ownership interest in one other telecommunications company—US LEC Corp. Other Bain entities, who do not have an ownership interest in ETI, own an additional 7.1% in US LEC Corp. US LEC Corp. does not provide service in any of the markets served by ETI.

No limited partner of Bain Partners holds a ten percent or greater ownership interest in ETI under the Commission's ownership attribution rules. The Bain Partners investment in Eschelon is made through ten separate funds with multiple limited partners, none of whom own a ten percent or greater ownership interest in ETI. 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

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 ETI.

Following consummation of the proposed Transaction, there will be no interlocking directorates with any foreign carrier.

(i) Certification that ETI is not a foreign carrier and is not affiliated with a foreign carrier:

As evidenced by the signatures to this Application, ETI certifies that following consummation of the proposed Transaction, ETI will not be a foreign carrier and will not be affiliated with any foreign carriers. As evidenced by the signatures to this Application, OCI certifies that following consummation of the

proposed Transaction, OCI will not be a foreign carrier and will not be affiliated with any foreign carriers.

- (j) Certification that ETI does not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. § 63.18(j)(1)-(4) is true.**

As evidenced by the signatures to this Application ETI certifies that it does not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. § 63.18(j)(1)-(4) is true.

- (k)** Not applicable (see response to item (j)).

- (l)** Not applicable (see response to item (j)).

- (m)** Not applicable. ETI 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. Following the transaction, ETI and OCI will continue to be presumptively classified as non-dominant carriers.

- (n) Certification that ETI has not agreed to accept special concessions 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:**

As evidenced by the signatures to this Application, ETI certifies that it has not agreed to accept special concessions 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.

See Exhibit B.

- (o) Certifications by Parties that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a):**

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) **Streamlined Processing.**

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 is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules because: (1) ETI, the transferee, is not affiliated with a foreign carrier; (2) ETI is not affiliated with a dominant U.S. carrier; and (3) ETI does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines, and none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules apply. See 47 C.F.R. §§ 63.12(a)-(c).

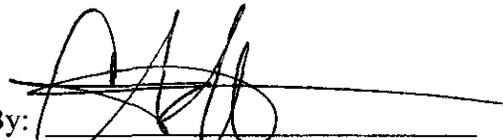
V. **CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,

By: 

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By: 

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EXHIBIT A

DOMESTIC SUPPLEMENT TO JOINT INTERNATIONAL AND DOMESTIC APPLICATION FOR CONSENT TO TRANSFER CONTROL

- I. Pursuant to 47 C.F.R. § 63.04(b), the following information required by 47 C.F.R. 63.04(a)(6)-(a)(12) is supplied in connection with the attached Joint International and Domestic Application for Consent to Transfer Control.

(6) Description of the transaction:

On August 9, 2006, ETI and OCI signed a Agreement and Plan of Merger (“Agreement”) providing for the merger of OCI and Degree Merger Sub, Inc. a Montana corporation and a direct wholly owned subsidiary of Eschelon Operating Company, Inc., (“OPCO”) a Minnesota Corporation and a direct wholly owned subsidiary of ETI (the “Transaction”). Pursuant to the terms of the Agreement, Degree Merger Sub. will be merged into OCI, with OCI to be the surviving corporation of the merger. As a result of the merger, the separate corporate existence of Degree Merger Sub will cease and OCI shall continue as the surviving corporation of the merger as a wholly owned subsidiary of OPCO. Thus following the completion of the Transaction, OCI will be wholly owned by OPCO, which will continue to be wholly owned by ETI. Closing of the Transaction is contingent upon, among other things, receipt of necessary regulatory approvals from the Commission and other Governmental approvals.

Applicants emphasize that the proposed Transaction will be entirely transparent to customers of OCI. Because of the nature of this merger, the transfer of control will not result in a change of carrier for any OCI customers. Immediately after consummating the transaction, OCI will continue to provide the

identical end user telecommunications and other services to the affected customers and will continue to provide these services at the rates and pursuant to the terms and conditions of service these customers currently receive from OCI. Any future changes in the rates, terms and conditions of service will be made consistent with applicable law. Further, OCI will continue to provide services under the OCI name. The Transaction is not expected to result in any discontinuance of service for the OCI customers. In sum, consummation of the Transaction will result in no perceivable changes to OCI's customers.

(7) A description of the geographic areas in which the transferor and transferees offer domestic telecommunications services, and what services are provided in each area:

ETI and its subsidiaries provide local and/or long-distance voice, data, internet services and business telephone systems in Minnesota, California, Colorado, Arizona, , Utah, Nevada, Washington and Oregon, Idaho and New York. OCI provides resold and facilities-based local, resold long distance, and data services to small and medium-sized businesses and residential customers in Montana.

(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment:

ETI, as transferee, will have less than a 10 percent market share in the interstate, interexchange market as a result of the transaction and will provide services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. Further, neither ETI nor OCI is dominant with respect to any service. Therefore, this Application is appropriate for streamlined treatment pursuant to 47 C.F.R. § 63.03(b) (2).

(9) Identification of all other Commission applications related to the same transaction:

The attached Application for consent to the transfer of control related to the provision of international telecommunications services is being submitted herewith.

(10) A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

Applicants do not seek special consideration in this Application.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

Applicants do not seek any waivers in conjunction with the transactions discussed in this Application.

(12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The Applicants respectfully submit that the Transaction serves the public interest. After consummation of the Transaction, OCI will continue to operate under its name and operating authorities as at present. The Transaction involves no change in the entity providing service to customers or the end user services, rates, terms and conditions of such services. All existing tariffs will remain in place. The transfer of control will be entirely transparent to customers and will not have any adverse impact on them. The only change will be in the ultimate ownership of OCI.

The Applicants expect that the Transaction will increase competition in the telecommunications market by strengthening ETI's position as an effective and multifaceted telecommunications carrier. The Transaction will allow ETI to

combine its financial, technical and market resources and expertise with that of OCI, thereby enhancing its ability to provide reliable, competitively priced services to customers in Montana. The Transaction will facilitate the entrance of Eschelon into the markets presently served by OCI. Accordingly, the transfer of control of OCI to ETI will increase, not degrade, the competitiveness of the markets served by the Applicants.

Consummation of the proposed Transaction will allow ETI to make its technical, product development, and service resources available to help support and service OCI customers. ETI is committed to exceeding customer expectations and understands that service and support are just as important as having the latest technology at competitive prices. That is why ETI supports its products and services with dedicated and skilled account teams. OCI customers can expect the same dedicated attention upon consummation of the proposed Transaction.

The transfer of control of OCI to ETI does not result in any anticompetitive effects. OCI and ETI do not presently provide services in the same markets and the combined interstate, interexchange market share post-closing will not exceed 10 percent in any market. In all instances where OCI and ETI provide local exchange services, the incumbent local exchange carrier has a virtual monopoly and this Transaction will not diminish the ILEC's dominant market position. Furthermore, in all instances where OCI and ETI provide telecommunications services other competitive carriers participants in these markets. For each of the foregoing reasons, grant of the proposed transaction is in the public interest.