

FEDERAL COMMUNICATIONS COMMISSION
BOOKLET FILE COPY ORIGINAL
REMITTANCE ADVICE

WC 07-158

(1) LOCKBOX # 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) Bingham McCutchen LLP	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00
(4) STREET ADDRESS LINE NO. 1 c/o Troy Tanner	
(5) STREET ADDRESS LINE NO. 2 2020 K Street, NW	
(6) CITY Washington	(7) STATE DC
	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000	(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) 0004-3539-00	(12) FCC USE ONLY
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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 Inter-Tel NetSolutions, Inc.	
(14) STREET ADDRESS LINE NO. 1 4310 E Cotton Center Blvd	
(15) STREET ADDRESS LINE NO. 2 Suite A-100	
(16) CITY Phoenix	(17) STATE AZ
	(18) ZIP CODE 85040-8852
(19) DAYTIME TELEPHONE NUMBER (include area code) 602-253-6004	(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) 0003-7363-78	(22) FCC USE ONLY
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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) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT
I, **M. Renee Britt**, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE *M. Renee Britt* DATE 06/08/2007

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA X AMEX _____ DISCOVER _____

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

Page No 2 of 3

SPECIAL USE

FCC ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME
Inter-Tel (Delaware), Inc.

(14) STREET ADDRESS LINE NO. 1
1615 S. 52nd Street

(15) STREET ADDRESS LINE NO. 2

(16) CITY
Tempe

(17) STATE
AZ

(18) ZIP CODE
85281

(19) DAYTIME TELEPHONE NUMBER (include area code)
480-449-8900

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)
0016-5668-12

(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	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159-C

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

Page No 3 of 3

SPECIAL USE

FCC ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Mitel Networks Corporation

(14) STREET ADDRESS LINE NO. 1

350 Legget Drive

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Kanta, Ontario

(17) STATE

(18) ZIP CODE

K2K 2W7

(19) DAYTIME TELEPHONE NUMBER (include area code)

613-592-2122

(20) COUNTRY CODE (if not in U.S.A.)

Canada

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0016-5651-52

(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

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

BINGHAM

LEGAL INSIGHT, BUSINESS INSTINCT

Catherine Wang
Troy F. Tanner
Phone: (202) 373-6000
Fax: (202) 373-6001

June 8, 2007

Via Courier

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

Re: In the Matter of the Joint Application of Inter-Tel (Delaware), Inc. (“Transferor”), Mitel Networks Corporation (Transferee”) and Inter-Tel NetSolutions, Inc. (“Licensee”) For Approval of the Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, for Approval of a Transfer of Control of a Holding Company

Dear Ms. Dortch:

On behalf of Inter-Tel (Delaware), Inc. (“Transferor” or “Inter-Tel”), Mitel Networks Corporation (Transferee” or “Mitel”) and Inter-Tel NetSolutions, Inc. (“Licensee”) (together, “Applicants” or “NetSolutions”), enclosed please find an original and six (6) copies of an application for approval to transfer control of NetSolutions from Inter-Tel to Mitel. Pursuant to Section 63.04(b) of the Commission’s Rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application (“Combined Application”).

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission’s Rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Catherine Wang
Troy F. Tanner

- Boston
- Hartford
- Hong Kong
- London
- Los Angeles
- New York
- Orange County
- San Francisco
- Santa Monica
- Silicon Valley
- Tokyo
- Walnut Creek
- Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806
T 202.373.6000
F 202.373.6001
bingham.com

ACTIVE/72046000.1

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

In the Matter of)
)
Inter-Tel NetSolutions, Inc.)
)
Application Pursuant to Section 214 of the)
Communications Act of 1934, as amended,)
and Sections 63.04 and 63.24 of the)
Commission's Rules for Approval of the)
Transfer of Control of a Company Holding)
Domestic and International Section 214 Authority)

File No. ITC-T/C-2007 _____
WCB Docket No. 07- _____

JOINT APPLICATION FOR APPROVAL OF A TRANSFER OF CONTROL

I. INTRODUCTION

A. Summary of Transaction

Inter-Tel (Delaware), Inc. ("Transferor" or "Inter-Tel"), Mitel Networks Corporation ("Transferee" or "Mitel"), and Inter-Tel NetSolutions, Inc. ("Licensee" or "Inter-Tel NetSolutions") (collectively "Applicants"), by their undersigned attorneys and pursuant to Section 214 of the Communications Act of 1934 (the "Act"), as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 and 63.24, hereby respectfully seek approval to transfer control of NetSolutions from Inter-Tel to Mitel.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants are filing a combined international and domestic Section 214 transfer of control Application. Applicants provide below the information required by Section 63.24(e) of the Commission's Rules, 47 C.F.R. § 63.24(e). 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 the domestic Section 214 authorizations.

Although the proposed transaction will result in a change in the ultimate control of Inter-Tel NetSolutions, no assignment of authorizations, assets, or customers will occur as a consequence of the proposed transaction. Inter-Tel NetSolutions will continue to provide service to its existing customers pursuant to its authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent to the customers of Inter-Tel NetSolutions.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for presumptive streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic interstate authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Inter-Tel NetSolutions and its affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market;¹ (2) Inter-Tel NetSolutions and its Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions), and; (3) neither Inter-Tel NetSolutions nor any of its Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, none of the exclusionary criteria set forth in Section 63.12(c) apply as described more

¹ 47 U.S.C. § 153(1); 47 C.F.R. § 63.03(b)(3).

fully in Section V below. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules.

C. Request for Expedited Consideration

For important business and financial reasons, the Applicants have targeted July 13, 2007 as the closing date for this transaction. In order for the transition to be completed by July 13th, with all required federal approvals, Applicants request that the Commission complete its review process so that the Public Notice granting the approvals will be issued no later than July 12, 2007.²

In support of this Application, Applicants also provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Inter-Tel (Delaware) Inc. (Transferor)

Inter-Tel is a publicly traded company (Nasdaq: INTL) that offers value-driven communications products; applications utilizing networks and server-based communications software; and a wide range of managed services that include voice and data network design and traffic provisioning, custom application development, and financial solutions packages. An industry-leading provider focused on the communication needs of business enterprises, Inter-Tel employs approximately 1,950 communications professionals, and services business customers through a network of 57 company-owned, direct sales offices and approximately 300 authorized providers in North America, the United Kingdom, Ireland, other parts of Europe, Australia and South Africa.

² In order to meet this goal, the Public Notice establishing a streamlined pleading cycle for the Domestic 214 Application would need to be issued by June 11, 2007 and the Public Notice accepting the International Section 214 Application for filing would need to be issued by June 22, 2007.

B. Mitel Networks Corporation (Transferee)

Mitel, a *Canadian corporation*, is a leading provider of unified communications solutions and services for business customers. Although Mitel does not provide telecommunications services, it does offer its customers voice-centric IP-based communications solutions consisting of a combination of telephony hardware and software that integrate voice, video and data communications with business applications and processes. These solutions enable customers to realize significant cost benefits and to conduct business more efficiently and effectively by enabling enhanced communications, information sharing and collaboration within a business and with customers, partners and suppliers. Mitel is headquartered in Ottawa, Canada, with offices, partners and resellers worldwide.

C. Inter-Tel NetSolutions, Inc. (Licensee)

Inter-Tel NetSolutions, a wholly owned subsidiary of Inter-Tel, holds blanket domestic Section 214 authority to provide interstate telecommunications services, and holds international Section 214 authority to provide resold international services pursuant to FCC File No. ITC-214-19920731-00066. In particular, Inter-Tel NetSolutions resells local communications services; domestic and international long-distance services; calling card services; 800 services; dedicated data services; Internet, DSL, MPLS services and Web voice and videoconferencing; disaster recovery solutions; and network monitoring and management. NetSolutions resells these services through its agreements with major U.S. long-distance carriers. In addition, Inter-Tel NetSolutions is licensed as a CLEC to provide resale of local dial tone services in 26 states.

III. DESCRIPTION OF THE PROPOSED TRANSACTION (Answer to Question 13)

Applicants have entered into an Agreement and Plan of Merger dated April 26, 2007 ("Merger Agreement") through which: (1) Mitel's wholly owned subsidiary, Arsenal Acquisition

Corporation ("Arsenal"), which was created for this purpose, will be merged with and into Inter-Tel whereupon the separate existence of Arsenal shall cease and Inter-Tel shall be the surviving corporation ("Surviving Corporation"), (2) the certificate of incorporation and by-laws of Arsenal shall become the certificate of incorporation and by-laws of Surviving Corporation, and Surviving Corporation will be called "Inter-Tel," (3) the stock of Inter-Tel will be cancelled and converted into the right to receive a certain amount of cash, and (4) each share of the common stock of Arsenal will be converted into one share of the common stock of Surviving Corporation. At the conclusion of the transaction, Surviving Corporation will be the wholly owned subsidiary of Mitel, and the direct parent of Inter-Tel NetSolutions.³ For the Commission's convenience, pre- and post-closing organization illustrative charts are provided as Exhibit B.

IV. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the transaction will serve the public interest because it brings together the unique strengths of each company in the IP communications market, providing increased scale to grow in the SMB sector and expand into the large business IP communications market. In particular, the merger brings together two extensive product portfolios with strengths in unified communications, networking, management and applications such as messaging, contact centers, mobility and collaboration. As a result, the transfer of control will ensure the ongoing provision of high quality IP telecommunications services to the public, the introduction of new services, and will promote competition in the U.S. IP telecommunications service market for the benefit of all consumers.

³ For business reasons, Mitel may create a wholly-owned U.S. subsidiary prior to the closing that will receive all of Mitel's shares in Inter-Tel. Inter-Tel would then be a wholly-owned indirect subsidiary of Mitel. If Mitel moves forward with the creation of this subsidiary prior to the closing of the transaction, the Applicants will promptly notify the FCC of this *pro forma* change to the transaction structure.

Further, as stated above, the transaction will be conducted in a manner that will not affect the ongoing service of existing customers. Following consummation of the transaction, Inter-Tel NetSolutions will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's Rules, in support of this Application Applicants submit the following information from Section 63.18(a)-(d)(h) for the Transferor and the Transferee, and from Section 63.18(i)-(p) for the Transferee:

Section 63.18 (Transferor and Transferee) -

- (a) Name, address and telephone number of Transferor, Transferee and Licensee:

Transferor: Inter-Tel (Delaware), Inc.
1615 S. 52nd Street
Tempe, AZ 85281
Tel: (480) 449-8900
Fax: (480) 449-8929
FRN: 0016566812

Transferee: Mitel Networks Corporation
350 Legget Drive
Kanata, Ontario
Canada K2K 2W7
Tel: 613-592-2122
Fax: 613-592-7807
FRN: 0016565152

Licensee: Inter-Tel NetSolutions, Inc.
4310 E. Cotton Center Blvd., Ste. A-100
Phoenix, AZ 85040-8852
Tel: (602) 253-6004
Fax: (602) 254-9634
FRN: 0003736378

- (b) Place of Formation:

Transferor: Inter-Tel (Delaware), Inc. is a corporation organized under the

laws of Delaware.

Transferee: *Mitel Networks Corporation is a corporation formed under the laws of Canada.*

Licensee: Inter-Tel NetSolutions, Inc. is a corporation organized under the laws of Texas.

- (c) **(Answer to Question 10)** Correspondence concerning this Application should be sent to:

For Inter-Tel NetSolutions:

Catherine Wang
Troy F. Tanner
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
catherine.wang@bingham.com
troy.tanner@bingham.com

With a copy to:

John Gardner
General Counsel
Inter-Tel (Delaware), Inc.
1615 S. 52nd Street
Tempe, AZ 85281
Tel: (480) 449-8900
Fax: (480) 449-8929
John_gardner@inter-tel.com

For Mitel Networks Corporation:

Peter D. Lyons
Shearman & Sterling LLP
599 Lexington Avenue
New York, NY 10022
Tel: (212) 848-7666
Fax: (212) 848-7179
pylons@shearman.com

With a copy to:

Greg Hiscock
Senior Corporate Counsel
Mitel Networks Corporation
350 Legget Drive
Kanata, Ontario
Canada K2K 2W7
Tel: 613-592-2122
Fax: 613-592-7807

(d) Transferor: Inter-Tel (Delaware), Inc. has not received authority under Section 214 of the Act.

Transferee: Mitel Networks Corporation has not received authority from the FCC under Section 214 of the Act.

Licensees: Inter-Tel NetSolutions, Inc. provides domestic telecommunications services pursuant to the blanket Section 214 authority granted in Section 63.01 of the Commission's Rules, and holds Section 214 authority to provide international resale telecommunications services pursuant to FCC File No. ITC-214-19920731-00066.

(h) (Answer to Questions 11 & 12)

Information concerning the ten percent (10%) or greater shareholders of Transferor and Licensee:

Inter-Tel NetSolutions, Inc. is a wholly owned direct subsidiary of Inter-Tel (Delaware) Inc. The ownership of Inter-Tel (Delaware), Inc. is as follows:

The following individual is the only shareholder holding a ten percent (10%) or greater interest in Inter-Tel (Delaware) Inc.:

Name: Steven G. Mihaylo
Address: P.O. Box 19790
Reno, NV 89511
Ownership: 18.3%
Citizenship: U.S.
Principal Business: Investor

Inter-Tel NetSolutions, Inc. does not have any interlocking directorates with a foreign telecommunications carrier.

**Information concerning the ten percent (10%) or greater shareholders of
Transferee:**

As of the date of the closing, the 10% or greater shareholders of Mitel Networks Corporation will be:

Name: Dr. Terry Matthews
Address: c/o Mitel Networks Corporation
350 Legget Drive
Kanata, Ontario
Canada K2K 2W7
Ownership: 32.6%
Citizenship: U.K. and Canada
Principal Business: Investor

Name: Arsenal Holdco Sàrl
Address: 8-10 rue Mathias Hardt
L 1717 Luxembourg
Ownership: 38%
Citizenship: Luxembourg
Principal Business: Investments

The following entities will hold an indirect ten percent (10%) or greater equity or controlling interest in Transferee:

Name: Francisco Partners II (Cayman) L.P.
Address: c/o Francisco Partners
2882 Sand Hill Road
Suite 280
Menlo Park, CA 94025
Ownership: 100% of Arsenal Holdco Sàrl
Citizenship: Cayman Islands
Principal Business: Investments

Name: Francisco Partners GP II (Cayman) L.P.
Address: c/o Francisco Partners
2882 Sand Hill Road
Suite 280
Menlo Park, CA 94025
Ownership: General Partner of Francisco Partners II (Cayman) L.P.
Citizenship: Cayman Islands
Principal Business: Investments

Name: Francisco Partners GP II Management (Cayman) Limited
Address: c/o Francisco Partners
2882 Sand Hill Road
Suite 280
Menlo Park, CA 94025
Ownership: General Partner of Francisco Partners GP II (Cayman) L.P.
Citizenship: Cayman Islands
Principal Business: Investments

There are no other entities with an indirect 10% or greater equity or controlling interest in Transferee through their ownership in any of the above entities.

Interlocking Directorates:

Mitel Networks Corporation does not have any interlocking directorates with a foreign telecommunications carrier.

Section 63.18 (Transferee) –

(i) **(Answer to Question 14) Foreign Carrier Affiliations:**

Pursuant to Section 63.18(i) of the Commission's Rules, Applicants certify they are not foreign carriers, and are not affiliated with any foreign carriers.

(Answer to Question 15)

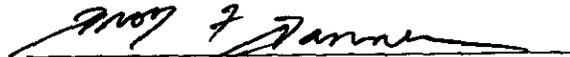
- (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country for which any of the statements set forth in Section 63.18(j)(1)-(4) of the Commission's Rules is true.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have 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.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853a; see also 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R.

§63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application for consent to the transfer of control from Inter-Tel (Delaware), Inc. to Mitel Networks Corporation of Inter-Tel NetSolutions, Inc., a holder of domestic and international section 214 authority.

Respectfully submitted,



Catherine Wang
Troy F. Tanner
Bingham McCutchen LLP
2020 K Street, NW
Washington, D.C. 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)

Counsel to
Inter-Tel (Delaware), Inc. and Mitel Networks
Corporation

Date: June 8, 2007

63.04(b)(11): Waiver Requests (If Any)

None.

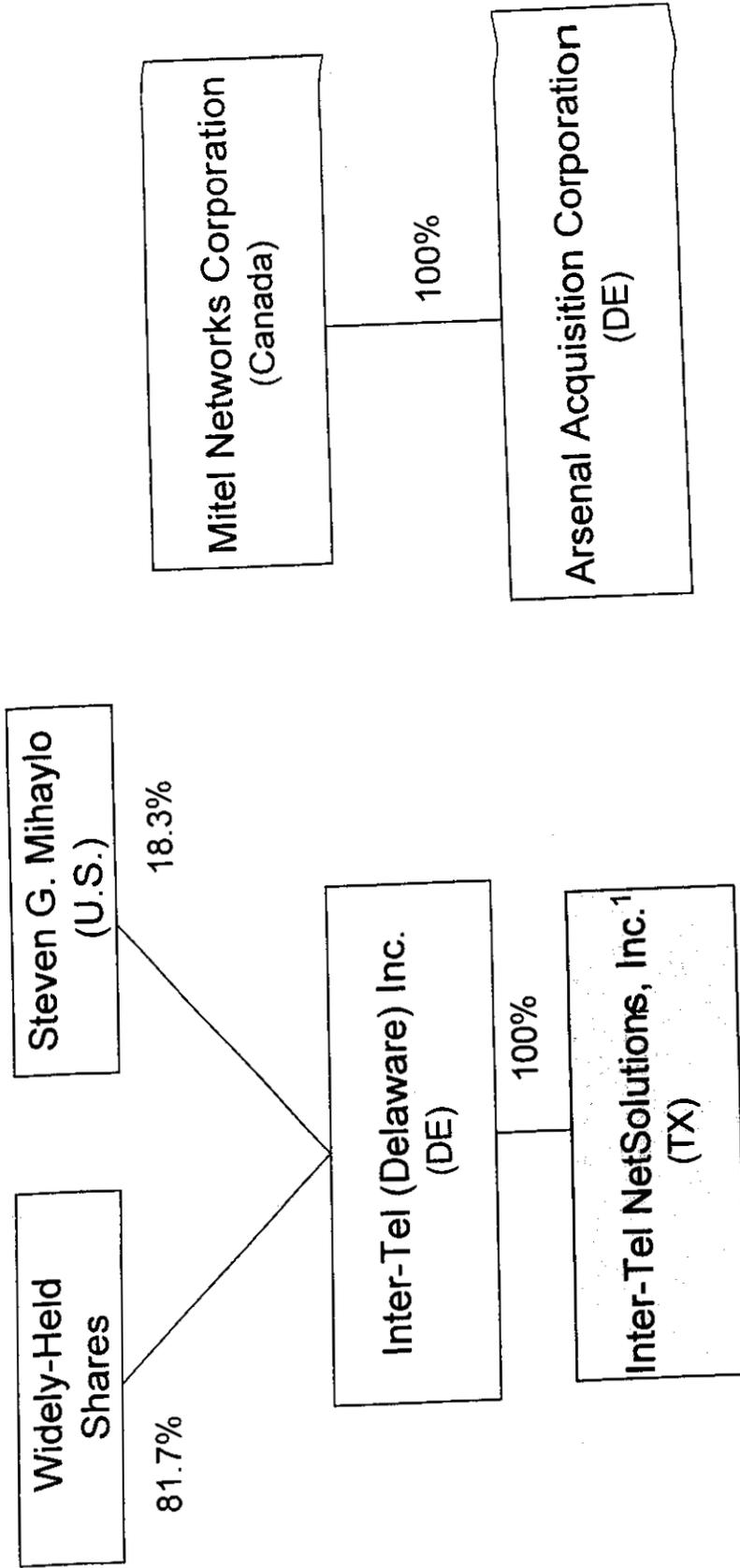
63.04(b)(12): Public Interest Statement

Section IV of the Application contains the required public interest statement.

EXHIBIT B

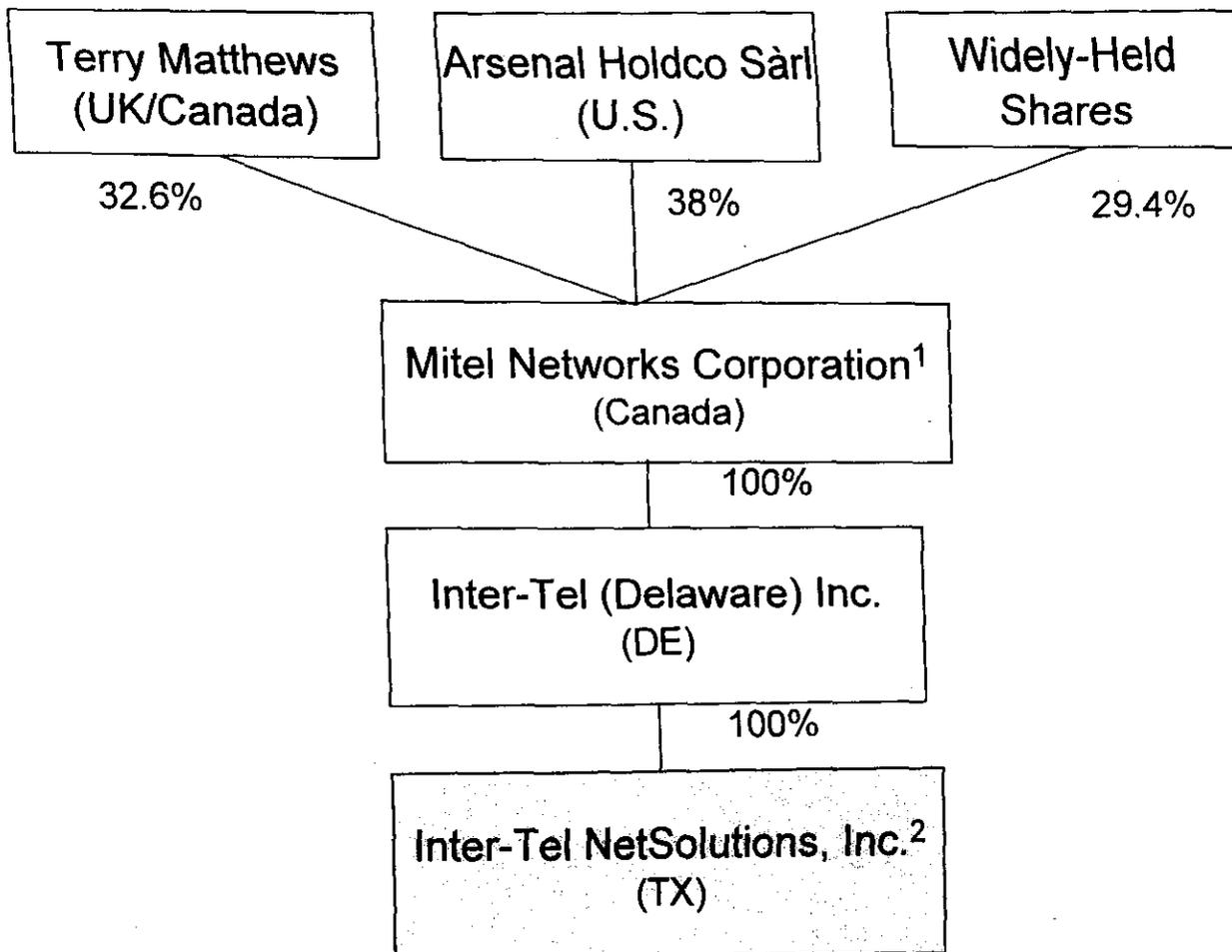
PRE- AND POST-CLOSING ORGANIZATIONAL CHARTS

Pre-Transaction Corporate Structure



¹ Inter-Tel NetSolutions is authorized to provide telecommunications services in the states.

Post-Transaction Corporate Structure



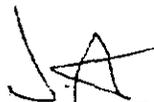
For business reasons, Mitel may create a wholly-owned U.S. subsidiary prior to the closing that will receive all of Mitel's shares in Inter-Tel. It would then be a wholly-owned indirect subsidiary of Mitel. If Mitel moves forward with the creation of this subsidiary prior to the closing of the transaction, the Applicants will promptly notify the FCC of this *pro forma* change to the transaction structure.

Inter-Tel NetSolutions is authorized to provide telecommunications services in the states.

CERTIFICATIONS

CERTIFICATION

I, Douglas McCarthy, Vice President, Finance and Treasurer of Mitel Networks Corporation ("Mitel"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Mitel, the Transferee in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferee is true and accurate to the best of my knowledge, and that the Transferee is not 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 amended.

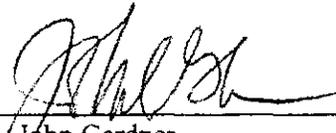


Douglas McCarthy
Vice-President, Finance and Treasurer

Date: June 7th, 2007

CERTIFICATION

I, John Gardner, General Counsel of Inter-Tel (Delaware), Inc. ("Inter-Tel"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Inter-Tel and Inter-Tel NetSolutions, Inc. the Transferor and Licensee, respectively, in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferor and Licensee is true and accurate to the best of my knowledge, and that neither the Transferor nor the Licensee 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 amended.



John Gardner
General Counsel

Date: 6-7-07