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JUL 30 2007

Federal Communications Commission
Office of the Secretary

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July 30, 2007

Via Hand Delivery

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

Re: WC Docket No. 07-158; Request of Inter-Tel (Delaware), Inc., Inter-Tel NetSolutions, Inc., and Mitel Networks Corporation for Approval of the Transfer of Control of a Company Holding Domestic and International Section 214 Authority

Dear Ms. Dortch:

Inter-Tel (Delaware), Inc. ("Inter-Tel"), Inter-Tel NetSolutions, Inc. ("NetSolutions") (collectively Inter-Tel and NetSolutions are referred to as the "Company") and Mitel Networks Corporation ("Mitel"), (Inter-Tel, NetSolutions and Mitel collectively referred to as "Applicants"), pursuant to Section 214 of the Communications Act of 1934, 47 U.S.C. §214, respectfully submit this urgent request for special temporary authority ("STA") for a period of sixty (60) days, commencing August 6, 2007, to transfer control of NetSolutions from Inter-Tel to Mitel.

As detailed in the underlying application filed by the Applicants on July 25, 2007 and attached hereto as Exhibit A (the "Application"), 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.

Applicants urgently require an STA to consummate their transfer transaction on time and without further delays resulting from extensive and unwarranted suspension of the processing of Applicants' application due to Commission error. With approval of this request by August 6, 2007, the Applicants hope to complete the financing process and any other conditions to closing, and consummate the transaction as early as August 8, 2007. The facts of this extensive and unwarranted delay are as follows.

On June 8, 2007, Applicants filed a combined international and domestic application for approval under Section 214 of the Communications Act, as amended, to transfer control of NetSolutions from Inter-Tel to Mitel. That application contained all of the ownership, transaction and other information required for this relatively straightforward transaction under the Commission's Rules. On June 11, 2007, Commission staff advised Inter-Tel that the application was subject to "red-light" status

- Boston
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based on Commission debt records and would not be processed unless and until the apparent delinquent debts had been resolved.¹ Commission staff specifically stated that 1) Inter-Tel owed the Commission \$99,217 an amount that apparently reflected a short payment of a \$3,336,488.12 fine imposed on Inter-Tel on February 27, 2005, and 2) NetSolutions owed the Commission \$23,721.88 for outstanding 2003 regulatory fees.

Inter-Tel immediately investigated these alleged delinquent debts and determined that the 2003 regulatory fee amount had in fact been inadvertently overlooked. NetSolutions immediately paid the \$23,721.88 to the Commission on June 15, 2007, at which time the Commission lifted the "red-light" status that pertained to this debt. Inter-Tel, however, was unable to confirm the delinquent debt of \$99,217.99 and first advised the Commission on June 12, 2007, that company records showed that all payments with respect to USAC and FCC obligations in fact had been completely and timely paid.² Over the next approximately 45 days, the Company left numerous messages with various FCC and USAC bill collection staff without response seeking resolution of the apparent error in Commission records.

During this time neither the international nor the domestic Section 214 transfer applications were placed on public notice. Despite the Company's numerous attempts to resolve the Commission's apparent error, the Commission dismissed the domestic application on July 12, 2007, for failure to make "full payment or satisfactory arrangement[s] to pay the delinquent debt."³ Applicant's refiled their domestic Section 214 application on July 25, 2007.

Finally, after the Company's repeated inquiries and nearly a month and a half after first advising the staff that the Company did not owe any debts to the Commission, Ms. Cottingham was able to speak to the original USAC bill collection staffer and was informed that the matter had been sent to USAC's legal department. Inter-Tel employed its outside counsel to contact USAC's General Counsel on the matter. On July 25, 2007, USAC's General Counsel called Ms. Cottingham and advised her that the delinquent "red-light" bill was, in fact, a Commission/USAC billing error. USAC's General Counsel referred Ms. Cottingham to the Commission's General Counsel's office for resolution of the "red-light" on the erroneous bill. The Commission's General Counsel's office advised the Company's outside counsel on July 26, 2007, that staff had in fact determined that the \$99,217.99 was erroneously reflected in the Commission's records as a

¹ Notice of Withholding of Action from Cheryl A. Collins, Revenue and Receivables Operations Group, Federal Communications Commission to John Gardner, Esq., Inter-Tel (Delaware), Inc., dated June 11, 2007.

² Telephone Conversation, Lisanne Cottingham, Inter-Tel Compliance Officer, and Mary Wallace, USAC (June 12, 2007) (concerning timely payment of Inter-Tel USAC and FCC fees). E-Mail from Lisanne Cottingham, Inter-Tel Compliance Officer, to Mary Wallace, USAC (June 12, 2007) (concerning same).

³ Notice of Dismissal from Christi Shewman, Chief Competition Policy Division, Federal Communications Commission to John Gardner, Esq., Inter-Tel (Delaware), Inc., *et al.*, dated July 12, 2007.

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delinquent debt and that Commission records would be corrected to lift the "red-light" status.⁴ That red-light status was lifted on July 27, 2007.⁵

Applicants now seek STA from the Commission by no later than August 6, 2007, in order to allow the timely consummation of the proposed transfer transaction scheduled as early as August 8, 2007. Applicants submitted their applications well in time to obtain Commission review and approval prior to the scheduled closing and but for the error in the agency's records and the significant difficulty in correcting the error, Applicants would likely have already received Commission approval by this time. Applicants have already obtained necessary approvals in 15 states and the FCC's approval is the only outstanding regulatory consent required. Applicants have experienced significant hardship due to the Commission's inaccurate records creating unusual and unwarranted delay for the Applicants, as well as significant added expense in attempting to correct the Commission's error. If the Applicants are not able to timely consummate their transaction, the companies involved will suffer significant commercial and strategic harm that will ultimately harm consumers. Further delays in FCC approval will also complicate the financing process, create uncertainty among shareholders, and endanger the Applicants' ability to close the transaction.

Grant of this STA is necessary to permit the Applicants to consummate their transfer transaction as planned. As described in the application, Applicants expect significant public interest benefits from the transaction without any harm to customers. As such, approval of this STA will serve the public interest.

Applicants acknowledge that the grant of this STA will not prejudice any action the Commission may take on the underlying application seeking Commission consent to the transfer of control. The parties further acknowledge that this STA can be revoked by the Commission upon its own motion without a hearing.

* * * *

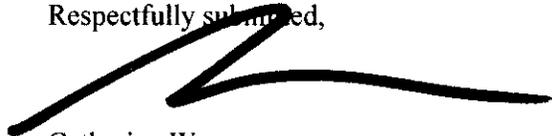
⁴ Telephone Conversation, Debra Weiner, Assistant General Counsel, Federal Communications Commission, and Catherine Wang, Bingham McCutchen LLP, outside counsel to Inter-Tel (Delaware), Inc., (July 26, 2007) (indicating Commission's error, and that "red light" status would be lifted).

⁵ Much to the Company's shock and dismay, on July 26, 2007, the Company discovered that a *new* "red-light" status had been imposed on NetSolutions for an apparently unpaid amount of \$8,987.39 for 2006 annual regulatory fees. Even though NetSolutions has confirmed that it has timely paid that amount, as evidenced by the FCC's cancelled check, and this "red-light" status is also in error, on July 27, 2007, NetSolutions paid the 2006 regulatory fee again in order to quickly lift the remaining "red-light" status and clear the way for processing the FCC transfer approvals so that the parties may close their transaction. NetSolutions will separately seek an appropriate refund of its overpayment.

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An original and four (4) copies of this request are enclosed for filing. Please date-stamp the enclosed extra copy of this filing and return it in the attached envelope. Should you have any questions concerning this filing, please do not hesitate to contact us.

Respectfully submitted,



Catherine Wang
Troy F. Tanner
Jeffrey Strenkowski

Counsel to the Applicants

Attachments

cc: Jodie Donovan-May (FCC)
Christi Shewman (FCC)
Tracey Wilson (FCC)

EXHIBIT A

Joint Domestic and International 214 Application (filed on July 25, 2007)

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

In the Matter of)	
)	
Inter-Tel NetSolutions, Inc.)	File No. ITC-T/C-2007 _____
)	WCB Docket No. 07- _____
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)	

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.
- Licenses: 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)

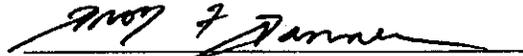
- (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country for which any of the statements set forth in Section 63.18(j)(1)-(4) of the Commission's Rules is true.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) 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

EXHIBIT A

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

Pursuant to Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, Applicants request authority to transfer control of Inter-Tel NetSolutions, Inc., a holder of domestic Section 214 authority. Applicants are filing a combined Application for this transfer of control pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b). Applicants provide the following information in support of their request.

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

Section III of the Application contains a full description of the proposed transaction.

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

Inter-Tel NetSolutions, Inc. provides domestic resold local, intrastate and/or interstate telecommunications services on a retail basis in every state in the United States plus the District of Columbia. Mitel Networks Corporation does not provide any domestic telecommunications services in the United States.

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), because as a result of the proposed transaction, Inter-Tel NetSolutions, Inc. will have market share in the interstate, interexchange market of substantially less than 10 percent and will provide competitive telephone exchange services exclusively in geographic areas serviced by a dominant local exchange carrier that is not a party to the proposed transaction, and none of the Applicants will be dominant with respect to any domestic service.

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

This Application is the only Application currently pending before the Commission in connection with the proposed transaction.

63.04(b)(10): Special Consideration

As described in Sections I.(C) above, expedited consideration of this Application is needed in order to quickly facilitate the acquisition of Inter-Tel.

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

None.

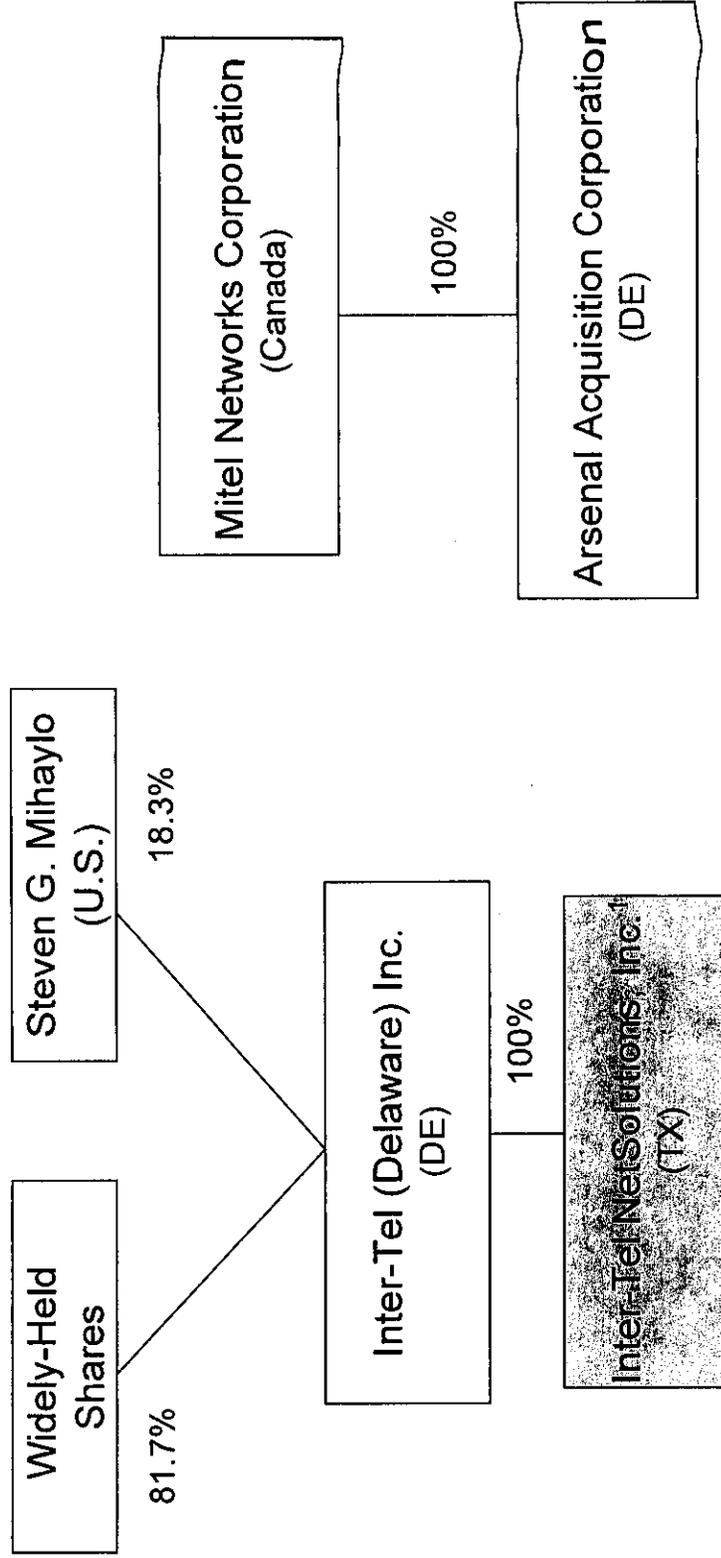
63.04(b)(12): Public Interest Statement

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

EXHIBIT B

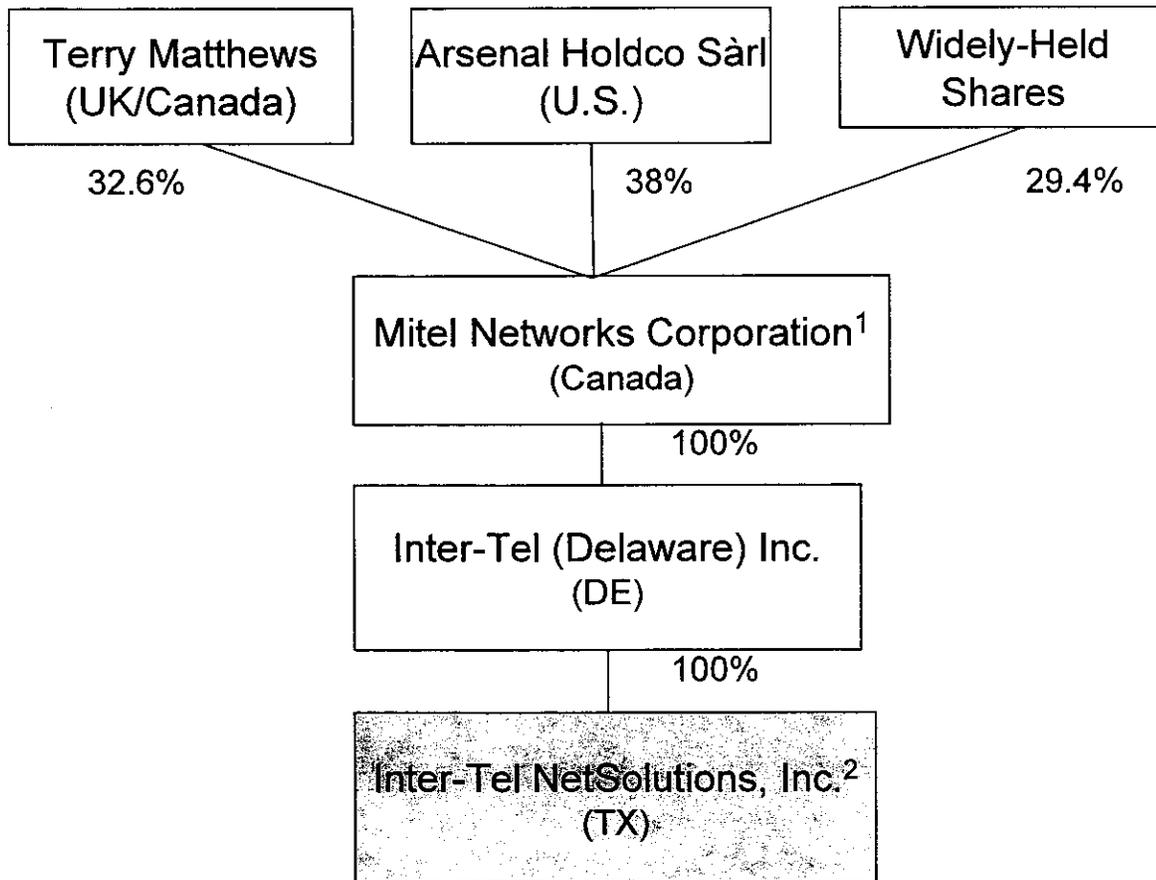
PRE- AND POST-CLOSING ORGANIZATIONAL CHARTS

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. 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.

² 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