

November 18, 2010

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Attention: International Bureau  
Wireline Competition Bureau  
445 – 12th Street SW  
Washington, D.C. 20554

*Via E-File and Overnight Delivery*

Re: In the Matter of INTEGRATELECOM HOLDINGS, INC., ESCHELON TELECOM OF ARIZONA, INC. and other affiliates of Integra Telecom, Inc. and NATIONAL BRANDS, INC. d/b/a SHARENET COMMUNICATIONS COMPANY Joint International and Domestic Application for Consent To Transfer of Control (Assignment of Customers) Pursuant to Section 214 of the Communications Act of 1934, as Amended.  
**File No. ITC-ASG-20101019-00418**  
**WC Docket No. 10-225**

Dear Ms. Dortch:

Per Staff request, Integra Telecom Holdings, Inc. (“Integra”) and National Brands, Inc. d/b/a Sharenet Communications Company (“Sharenet”) (together, “Applicants”) hereby amend the above-referenced Application with the following requested information. Applicants request that the Application filed on October 19, 2010, be amended to add the following information:

**1. Section IV. (b) The Government, State or Territory under the laws of which each of the Applicants is organized, is amended to add:**

State of Incorporation of Eschelon Telecom, Inc.: Delaware  
State of Incorporation of Integra Telecom, Inc.: Oregon

**2. Section IV. (h) Percentage of ownership of Integra Telecom, Inc. by entities holding a 10% or greater direct or indirect ownership interest in the Transferee, is amended to add:**

Goldman Sachs & Co. - 36.41%  
Tennenbaum Capital Partners, LLC - 21.86%  
Farallon Capital Management, LLC. - 10.20%

**3. Exhibit A, (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, is amended to add the following regarding ownership of other telecommunications companies by the owners of Integra Telecom, Inc.**

Goldman owns a 30.82 percent interest in Cequel Communications, LLC, and its operating subsidiary, Suddenlink, which provides communications, video and broadband services in Arkansas, California, Idaho, Kentucky, Louisiana, Maryland, Missouri, Mississippi, North Carolina, New Mexico, Nevada, Ohio, Oklahoma, Texas, Virginia, Washington and West Virginia. There is no overlap with the service area of Sharenet, which operates in Arizona.

Goldman also has a 29.30 percent interest in Arcadian Networks, Inc., which provides wireless broadband services, primarily to utilities and heavy industries in areas in thirty-one states, including Arizona. Given that Integra and Sharenet provide different services than Arcadian Networks, Inc., Applicants submit that there are no overlap concerns.

Goldman also has a 16.04 percent interest in Global Tel\*Link Corporation, which owns and operates prison payphones and public payphones and provides managed telecommunications services to inmates of state and county departments of corrections in thirty-eight states including Arizona. Given that Integra and Sharenet focus on different customer bases than Global Tel\*Link – i.e., Integra and Sharenet do not operate public or prison payphones – Applicants submit that Goldman's interests in both companies should not raise any overlap concerns.

Goldman also has a 13.33 percent interest in CURRENT Group, LLC, a broadband over power line provider which provides VOIP services in the northeastern United States. Given that Integra and Sharenet provide different services in different geographic areas than Current Communications Services LLC, Applicants submit that Goldman's interests in Integra and Current Communications Services LLC should not raise any overlap concerns.

Goldman has a 29.12 percent interest in Conterra Ultra Broadband Holdings, Inc., which provides transport services and Broadband Wide Area Networks, Voice over IP (VoIP) Telephony, Distance Learning and Internet services to mobile wireless carriers, school districts, and select enterprises in sixteen states including Arizona. Given that Integra and Sharenet provide different services than Conterra Ultra Broadband Holdings, Inc., Applicants submit that there are no overlap concerns.

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Attention: International Bureau  
Wireline Competition Bureau  
November 18, 2010  
Page 3

Goldman has a 20.40 percent interest in Wireless Capital Partners, LLC. Wireless Capital Partners, LLC holds wireless cell tower leases in the United States. Given that Integra and Sharenet provide different services than Wireless Capital Partners, LLC, Applicants submit that there are no overlap concerns.

The Tennenbaum Fund, Special Value Continuation Partners, LP, or SVCP, holds a 13.5 percent equity interest in ITC Deltacom, Inc., and Tennenbaum Opportunities Partners V, LP holds a 1.13% interest in ITC Deltacom, Inc., a facilities-based provider of integrated communications services principally to businesses in the Southeastern United States. Any services provided by ITC Deltacom, Inc. outside of that area is incidental and minimal in nature. Given that Integra and Sharenet focus their service offerings in different geographic areas than ITC Deltacom, Inc., Applicants submit that Tennenbaum's interests in both Integra and ITC Deltacom, Inc. should not raise any overlap concerns.

The Tennenbaum Fund, Special Value Opportunities Fund, LLC, Special Value Expansion Fund, LLC and Special Value Continuation Partners, LP, hold a 1.9 percent, .9 percent and 1.56 percent interest in Encompass Digital Media, Inc., a media service company, owns and operates media studios in Los Angeles and Atlanta. Encompass clients are major networks and broadcasters, sports leagues and cable channels. Given that Integra and Sharenet provide entirely different services than Encompass Digital Media, Inc. Applicants submit that there are no overlap concerns.

Farallon holds less than a ten percent or greater interest in Knology, Inc. Knology, Inc. provides television and bundled voice and data services to residential customers in Alabama, Florida, Georgia, Iowa, South Dakota and Tennessee. Given that Integra and Sharenet focus their service offerings in different geographic areas than Knology, Inc., Applicants submit that Farallon's interests in both companies should not raise any overlap concerns.

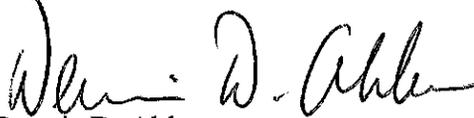
Accordingly, as discussed above, there is little overlap in the geographic areas and the types of customers served by Integra's principal owners and Transferors.

Please date stamp and return the additional copy of this filing in the enclosed, self-addressed, UPS envelope.

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Attention: International Bureau  
Wireline Competition Bureau  
November 18, 2010  
Page 4

Please do not hesitate to contact the undersigned at (763) 745-8460 with any questions regarding the information provided herein.

Respectfully submitted,



Dennis D. Ahlers  
Associate General Counsel  
Integra Telecom  
763-745-8460 (Direct)  
763-745-8459 (Fax)  
ddahlers@integratelecom.com

Enclosures: Original and six copies