#### KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

FACSIMILE (202) 955-9792

ORIGINAL

www.kelleydrye.com

DIRECT LINE. (202) 955-9785 EMAIL: moden@kelleydrye.com F October 25, 2004 N 0 2 0 041255-TI

#### **VIA UPS OVERNIGHT**

NEW YORK, NY

TYSONS CORNER, VA

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES BANGKOK, THAILAND JAKARTA, INDONESIA MUMBAI, INDIA TOKYO, JAPAN

> Ms. Blanca Bayo, Director Bureau of Records and Reporting Florida Public Service Commission 2540 Shumard Oak Boulevard Tallahassee, Florida 32399

Notification of GE Business Productivity Solutions, Inc. and Business Productivity Re: Solutions, Inc. of a Transfer of Assets; and, Registration of Business Productivity Solutions, Inc.

Dear Ms. Bayo:

GE Business Productivity Solutions, Inc. ("GEBPS") and Business Productivity Solutions, Inc. ("BPS") (together, "the Parties"), through their undersigned counsel and pursuant to Fla. Pub. Serv. Commission Rule 25-4.118, hereby respectfully notify the Florida Public Service Commission ("Commission") of their intention to consummate a transaction involving the transfer of substantially all of the assets of GEBPS, including the GEBPS customer base, to CMP BPS, without interruption of service on or about December 31, 2004.<sup>1</sup> Pursuant to the terms of an Asset Purchase Agreement ("Agreement") dated October 13, 2004, as described in more COM detail below, BPS's ultimate parent company, Eschelon Telecom, Inc. ("ETI"), will acquire CTR substantially all of the assets of GEBPS, including the GEBPS customer base and, where necessary, state telecommunications authorizations, and immediately transfer these assets to BPS ECR

In order to ensure that the GEBPS customers continue to receive high quality services OPC pending closing, Eschelon (as that term is defined hereinafter) or one of its subsidiaries may, should it be necessary and under certain conditions, provide certain management MMS and related services to GEBPS on an interim basis until all required regulatory approvals RCA and consents are received. BPS would provide any such services on behalf of GEBPS and subject to GEBPS' direction and control in a manner consistent with the certificates SCR and tariffs of GEBPS, and applicable law and regulations.

DC01/ODENM/228308.1

GCL

SEC

OTH

RECOIVED & FILED EPSC-BUREAU OF RECORDS



DOCUMENT NUMBER-DATE

1548 OCT 26 3

**FPSC-COMMISSION CLERK** 

Ms. Blanca Bayo October 25, 2004 Page Two

(the "Transaction"). BPS currently is not authorized to provide telecommunications services in Florida. Thus, the Parties request that the Commission register BPS as a provider of resold interexchange telecommunications services in Florida so that BPS can provide service to the existing customers of GEBPS. The existing tariff of GEBPS will be re-filed with the name BPS so that customers will continue to receive their same services at the same rates, terms and conditions.

After consummation of the Transaction, including the transfer of all of the GEBPS customers to BPS, GEBPS will no longer offer telecommunications services in Florida, and, therefore, GEBPS requests to discontinue the provision of telecommunications services effective as of the date of the customer transfer. The proposed Transaction is not expected to result in any loss or impairment of service to any of the customers of GEBPS. Customers will continue to receive their existing services at the same rates, terms and conditions and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. The only change will be in the customers' service provider.

The Parties understand that prior Commission approval of the Transaction is not required. The Parties therefore submit this letter for the Commission's information only. In further elucidation of the Transaction, the Parties respectfully provide the following information:

## I. <u>APPLICANTS</u>

## A. GE Business Productivity Solutions, Inc.

GEBPS is a Georgia corporation. GEBPS is a direct, wholly owned subsidiary of General Electric Capital Corporation, which is a direct, wholly owned subsidiary of General Electric Capital Services, Inc., which is a direct, wholly owned subsidiary of the ultimate parent corporation, General Electric Company ("GE"), a New York corporation headquartered at 3135 Easton Turnpike, Fairfield, Connecticut 06431. GE is a widely held public corporation, and one of the largest and most diversified industrial corporations in the world. GEBPS is authorized to provide resold long distance telecommunications services virtually nationwide, including in Florida.<sup>2</sup> In Florida, GEBPS is authorized to provide resold interexchange telecommunications services. GEBPS also holds Section 214 authorizations from the Federal Communications Commission to provide domestic and international resold switched services. After consummation of the Transaction, all of GEBPS's customers will have been transferred to BPS. In addition, GEBPS will cease providing telecommunications services and will no longer require its authorizations to provide telecommunications services in Florida.

<sup>&</sup>lt;sup>2</sup> GEBPS was granted authority to provide resold long distance telecommunications services in the State of Florida in Docket No. 930471 on August 12, 1993.

Ms. Blanca Bayo October 25, 2004 Page Three

GE also has two other subsidiary telecommunications carriers, Advanced TelCom, Inc. ("ATI") and Shared Communications Services, Inc. ("SCS").<sup>3</sup> The customers and authorizations of ATI and SCS are not the subject of the instant Notification; ATI and SCS will continue to provide service as they have in the past pursuant to their existing authorizations.<sup>4</sup>

#### B. Business Productivity Solutions, Inc.

BPS, a newly formed Minnesota corporation incorporated on October 7, 2004, is located at 730 2<sup>nd</sup> Avenue South, Suite 900, Minneapolis, Minnesota 55402, (612) 376-4400 (telephone), (612) 436-6816 (facsimile). BPS is a direct, wholly owned subsidiary of Eschelon Operating Company ("OPCO"), a Minnesota corporation, which in turn is a direct, wholly owned subsidiary of ETI, a Delaware corporation, the ultimate parent corporation. OPCO has several direct, wholly owned subsidiaries that offer telecommunications services in various states.<sup>5</sup> ETI and its subsidiaries, collectively "Eschelon", all headquartered at the above address, provide voice, data, Internet services and business telephone systems to over 38,000 customers and have over 225,000 access lines<sup>6</sup> in service. Eschelon provides local and long distance facilities-based service in 12 markets in 7 states.

As noted above, BPS is requesting to be registered as a resold interexchange telecommunications service provider in Florida so that it can acquire the existing customers of GEBPS. As one of the fastest growing telecommunications companies in the nation, currently

<sup>5</sup> 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.

<sup>6</sup> Eschelon defines "access lines" as 64kbps channels. Consequently, for example, a T-1 line will be counted as multiple access lines depending upon the number of 64kbps channels established on the circuit.

The Parties note that on October 25, 2004, ATI filed a Settlement Proposal with the Commission in order to resolve Docket No. 040978-TI, which addressed outstanding regulatory assessment fees owed by ATI. The Settlement Proposal was submitted to Ms. Paula Isler of the Florida Public Service Commission and contained an Interexchange Regulatory Assessment Fee Return and a payment in the amount of \$568.50. The Parties understand that remittance of the Settlement Proposal in conjunction with the outstanding regulatory fees, interest and penalties, fully settles and resolves the issues raised in Docket No. 040978-TI.

<sup>&</sup>lt;sup>2</sup> Simultaneously with the signing of the Agreement, the parent company of ATI and SCS, Advanced TelCom Group, Inc. ("ATGI"), and ETI signed a Stock Purchase Agreement whereby ETI will acquire all of the issued and outstanding shares of common stock of ATI, and thereby, SCS. This transaction is the subject of a separate notification to be filed with the Commission.

Ms. Blanca Bayo October 25, 2004 Page Four

providing service in 7 states, Eschelon has the financial, managerial and technical qualifications needed to provide quality telecommunications services to customers in Florida, as described further below. BPS currently is in the process of becoming authorized to transact business in Florida as a foreign corporation, but it is not licensed to provide telecommunications services in any state at this time. The parties will late-file the appropriate documentation from the Florida Secretary of State showing BPS's authorization to transact business in Florida.

An organizational chart showing the corporate structure of Eschelon upon completion of the Transaction is appended hereto as *Exhibit B*.

#### II. DESIGNATED CONTACTS

The designated contact for this Notification is:

M. Nicole Oden, Esq. KELLEY DRYE & WARREN LLP 1200 19<sup>th</sup> Street, N.W., Fifth Floor Washington, D.C. 20036 (202) 955-9600 (telephone) (202) 955-9792 (facsimile)

with copies to:

Victor A. Allums Meredith H. Gifford GE BUSINESS PRODUCTIVITY SOLUTIONS, INC. 3225 Cumberland Boulevard, Suite 920 Atlanta, Georgia 30339 (770) 541-5781 (Victor Allums telephone) (770) 541-5782 (Meredith Gifford telephone) (770) 541-5703 (facsimile)

J. Jeffery Oxley ESCHELON TELECOM, INC. 730 2<sup>nd</sup> Avenue, South, Suite 900 Minneapolis, MN 55402 (612) 436-6692 (telephone) (612) 436-6792 (facsimile) Ms. Blanca Bayo October 25, 2004 Page Five

#### III. THE TRANSACTION AND TRANSFER OF CUSTOMERS

On October 13, 2004, GEBPS and ETI signed the Agreement providing for ETI's acquisition of substantially all of the assets of GEBPS, including the GEBPS customers, which are to be transferred immediately to BPS. The proposed transfer of customers from GEBPS to BPS will have no adverse impact on customers. Following completion of the Transaction, BPS will provide the same telecommunications services to the former customers of GEBPS. The GEBPS customers will continue to receive their existing services at the same rates, terms and conditions that they have prior to the transfer and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. To ensure a seamless transition and avoid customer confusion or inconvenience, the Parties will provide advance written notice to the affected customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable Federal Communications Commission rules for changing a customer's presubscribed carrier. A copy of the notification letter that will be sent to the affected customers is appended hereto as *Exhibit B*.

#### IV. **QUALIFICATIONS OF BPS**

The Parties respectfully request that the Commission register BPS as a resold interexchange telecommunications service provider. As noted above, GEBPS is authorized to provide resold interexchange telecommunications services pursuant to Docket No. 930471 dated August 12, 1993. As BPS is not currently certified in this state, the registrationo of BPS is necessary to enable BPS to begin providing service to GEBPS's existing customers as part of the Transaction. As noted above, BPS is in the process of obtaining its qualification to transact business in Florida as a foreign corporation and will late-file a copy of this documentation upon receipt. The Parties request that the Commission register BPS to provide the same types of services as GEBPS, resold interexchange telecommunications services, throughout the entire state of Florida. BPS has no plans to construct outside plant or loop distribution facilities or any other facilities at this time.

BPS has the requisite financial, managerial, and technical competence to provide telecommunications service in Florida and grant of the requested registration authority is in the public interest. BPS is financially qualified to provide telecommunications services in Florida. BPS, with the financial backing of its ultimate parent company, ETI, has access to the financing and capital necessary to conduct its telecommunications operations and to fulfill any obligations it may undertake with respect to the operation and maintenance of its services.<sup>7</sup>

<sup>&</sup>lt;sup>7</sup> ETI's SEC Form 10-Q for the quarterly period ended June 30, 2004, which includes consolidated balance sheets for December 31, 2003 and June 30, 2004, consolidated statements of operations for the three months and six months ended June 30, 2004,

Ms. Blanca Bayo October 25, 2004 Page Six

BPS has the requisite technical and managerial qualifications to provide telecommunications services in Florida. As noted above, Eschelon already is authorized to provide telecommunications services in 7 states, provides voice, data, Internet services and business telephone systems to over 38,000 customers and has over 225,000 access lines in service. Eschelon has successfully provided a host of local and long distance telecommunications services over the past several years. Eschelon operates a reliable and diverse voice and data network using proven technology by leading manufacturers which includes: transport diversity to ensure the highest level of network reliability; local and centralized technical resources; and 24 by 7 network monitoring. Both sales and service personnel are trained professionals.<sup>8</sup> Eschelon has an experienced management team with more than 100 years of combined telecommunications experience. As the resumes appended hereto as *Exhibit C* show, Eschelon's management team possesses significant experience in successfully running a telecommunications business.

#### V. ADOPTION OF GEBPS'S EXISTING TARIFF

In connection with the registration of BPS, the Parties also request that BPS be allowed to adopt GEBPS's existing tariff, subject only to a minor name change to reflect the new name of the issuing carrier, BPS. None of the rates, terms, and conditions in GEBPS's existing tariff will change at this time. The Parties respectfully request that the tariff be allowed to take effect at the time of the customer transfer to BPS, to avoid any gap in service to customers. Should the Commission not permit the adoption of GEBPS's tariff, the Parties will file the existing GEBPS tariff, amended with the new name, BPS, as the initial tariff for BPS. This way, existing GEBPS customers will continue to receive the same services at the same rates, terms and conditions as at present.

#### VI. PUBLIC INTEREST CONSIDERATIONS

The Parties submit that the Transaction is in the public interest. It is expected that the Transaction will increase competition in the Florida telecommunications market by strengthening Eschelon's position as an effective and multifaceted telecommunications carrier. As noted above, the Transaction is part of a larger transaction whereby ETI, BPS's ultimate parent company, will acquire ownership and control of two GEBPS affiliates, ATI and SCS. ETI's acquisition of these operating subsidiaries of GE, including the customer base of GEBPS, will allow Eschelon to combine its financial, technical and market resources and expertise with that

consolidated statements of cash flows for the six months ended June 30, 2003 and 2004, and notes to the consolidated statements is available at www.sec.gov.

<sup>8</sup> For customer inquiries, the toll-free customer service number will be 1-800-285-6100 after consummation of the Transaction.

Ms. Blanca Bayo October 25, 2004 Page Seven

of ATI, SCS and GEBPS, thereby enhancing its ability to provide reliable, competitively priced services to customers in Florida. The public interest benefits applicable to ETI's acquisition of ATI and SCS, GEBPS's affiliates, will benefit the existing GEBPS customers as they will be joining a stronger Eschelon family of companies, all of which are focused exclusively on telecommunications services.

The Parties emphasize that, following the transfer, the former GEBPS customers will continue to receive services from an experienced and qualified carrier, which services will be consistent with the quality of services currently provided by GEBPS. GEBPS provides Centrexbased service to its business customers and Eschelon has many years of experience supporting Centrex. The companies anticipate that customers will experience a seamless transition of service provider. Further, these customers will be sufficiently notified of the Transaction and their rights. Hence, the public interest will be served by BPS's provision of services to the transferred GEBPS customers. In sum, this Transaction will serve the public interest by furthering competition in the Florida telecommunications market, as a result of the strengthened competitive position of Eschelon.

Ms. Blanca Bayo October 25, 2004 Page Eight

As noted above, the Parties do not believe that Commission approval of the Transaction is required. Should the Commission determine otherwise, the Parties respectfully request that the Commission notify them as soon as possible as the Parties intend to consummate the Transaction on or about *December 31, 2004*. Enclosed please find fifteen (15) copies of this filing, a duplicate and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Should the Commission have any questions, please contact M. Nicole Oden at (202) 955-9785.

Respectfully submitted Brad E. Mulschelknaus

Brad E. Mutschelknaus Melissa S. Conway M. Nicole Oden KELLEY DRYE & WARREN LLP 1200 19<sup>th</sup> Street, N.W., Fifth Floor Washington, D.C. 20036 (202) 955-9600 (202) 955-9792 (facsimile)

Counsel for GE Business Productivity Solutions, Inc. and Business Productivity Solutions, Inc.

cc: Mr. Tom Williams Florida Public Service Commission 2540 Shumard Oak Boulevard Tallahassee, Florida 32399

## VERIFICATION

I, David M. O'Neill, am President of GE Business Productivity Solutions, Inc. and am authorized to represent it and to make this verification on its behalf. The statements in the foregoing document relating to this company, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Subscribed and sworn to before me this  $\_/\_$  day of October 2004.

Tonks tary Public



My Commission expires: \_/\_\_\_\_\_\_

#### VERIFICATION

I, Jeffery Oxley, am Executive Vice President of Law and Policy of Eschelon Telecom, Inc. and am authorized to represent it and its subsidiaries, including Business Productivity Solutions, Inc., and to make this verification on their behalf. The statements in the foregoing document relating to this company and its subsidiaries, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

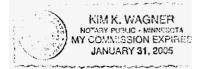
I declare under penalty of perjury that the foregoing is true and correct.

ÂÛÊ

Subscribed and sworn to before me this 1/4/4/4 day of October 2004.

100ner Notary Public

1/31/05 My Commission expires:

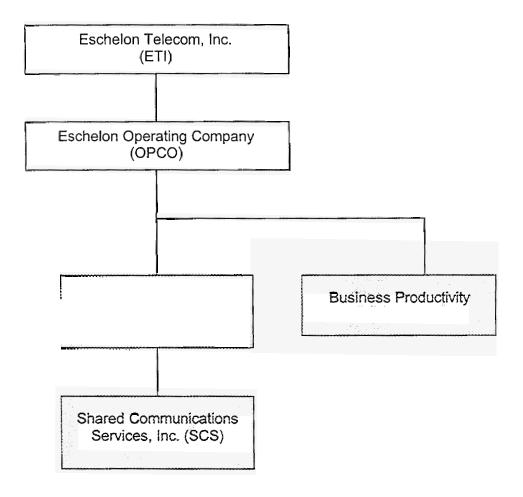


# **EXHIBIT** A

**Corporate Organizational Chart of Eschelon** 

# **Post Transaction**

# CORPORATE OWNERSHIP STRUCTURE OF ESCHELON - AFTER THE TRANSACTION\*



\* Each entity shown is 100% owned by the entity immediately above it. The shaded entities are the entities authorized to provide telecommunications services in Florida.

# **EXHIBIT B**

-

**Customer Notice** 



**GE Business Productivity Solutions** 



#### IMPORTANT NOTICE REGARDING YOUR TELECOMMUNICATIONS SERVICES

Dear GE Business Productivity Solutions, Inc. Customer:

We are writing to share with you an exciting announcement regarding your GE Business Productivity Solutions, Inc. ("GEBPS") telecommunications services.

Recently, GEBPS and Eschelon Telecom, Inc. ("Eschelon") signed a definitive agreement whereby Eschelon will acquire the assets of GEBPS, including the GEBPS customers. The transaction is expected to become final on or around December 31, 2004, subject to customary regulatory approvals. Eschelon is an integrated communications provider of voice, data, Internet services and business telephone systems that serves over 38,000 customers. Eschelon is one of the fastest growing telecommunications companies in the nation and will continue to provide you with quality telecommunications services.

The combined company will bring together a wide range of expertise and resources while offering you the most complete line of high-quality, cost-effective products and services available. We will continue to support you with a team of highly-trained associates who will provide best-in-class customer service.

#### How will this affect your rates and services?

As stated above, we anticipate that the transfer of the GEBPS customers will take place on or around December 31, 2004. Prior to and immediately following the transfer, you will continue to receive the same services at the same rates, terms and conditions as you do now. After the transaction has completed, your service will automatically be transferred to Eschelon's telecommunications subsidiary, Business Productivity Solutions, Inc. ("BPS"). You will not be charged any fees in connection with this transfer. Notice of any future changes in rates, terms and conditions of service will be provided to you as required by law. Of course, at any time you are free to select a new service provider. If, however, you have a term contract with GEBPS, you will still be responsible for any applicable early termination charges.

#### What are the next steps?

You don't have to do a thing! We will notify you after the transaction has been completed. We are confident that you will be completely satisfied with BPS and will receive the same high level of customer service and support that you have come to expect.

Please note: If you have placed a "freeze" on your GEBPS services to prevent an unauthorized transfer to another carrier, it will be automatically lifted to implement the transfer to Eschelon and BPS. At your request, BPS can reestablish freeze protection for you after the transfer.

We will do everything to help ensure that this transition is a smooth one. If you would like to see a copy of GEBPS's rates and charges, please visit GEBPS's website at <u>www.bizproductivity.com</u>. If you have any questions or concerns regarding rates, billing statements, service needs, complaints or about the transfer of your service to BPS, please contact GEBPS Customer Service at **1-800-775-4322**. We look forward to updating you on the progress of this transaction. We will provide additional details regarding invoice descriptions, contact information and remittance addresses as we approach the transfer date.

Thank you,

GE Business Productivity Solutions, Inc.

Eschelon Telecom, Inc.

## **EXHIBIT C**

## **Resumes of Senior Management of Eschelon Telecom, Inc.**

**Clifford Williams** is Eschelon's Founder and Chairman of the Board. He also previously served as the Company's Chief Executive Officer from July 1996 to August 2003. From September 1995 to July 1996, Mr. Williams was raising capital for the formation of the Company. From March 1992 to September 1995, Mr. Williams was President and Chief Executive Officer of Enhanced Telemanagement Incorporated, an integrated communications provider that offered a full line of telecommunications products and services to small businesses in Minnesota, Washington, Oregon, Illinois and Ohio. From 1971 to 1991, Mr. Williams held a variety of senior management positions in the cable television industry, leading to Vice President and General Manager for Rogers Communications Inc. in Minneapolis. He also served as Vice President and General Manager for Rogers Communications Inc. in Toronto, Ontario.

**Richard Smith** serves as Eschelon's President and Chief Executive Officer. Smith joined Eschelon in October, 1998 as the Chief Financial Officer, was appointed to the Company's Board of Directors in July 2000, served as the Company's Chief Operating Officer from March 1999 through July 2003 and was elected President in April 2000. From April 1997 to October 1998, Mr. Smith served as Vice President of Financial Management for Frontier Corp. where he had been employed since 1972. Prior to serving in this role at Frontier, Mr. Smith held various positions including Controller, Chief Information Officer and President of Frontier Information Technologies, Vice President of Midwest Telephone Operations, Network Plant Operations Director and Director of Business Development. He also was a member of the Board of Directors of the Upstate Cellular Network - a joint venture between Frontier and NYNEX. Mr. Smith holds degrees in Electrical Technology from the Rochester Institute of Technology, Electrical Engineering from the State University of New York at Buffalo, Mathematics from the State University of New York at Brockport, and Business from the University of Rochester's Simon School. Smith has also published books on deregulation strategies and productivity for telecommunications companies.

**Geoffrey Boyd** Geoffrey Boyd has served as our Chief Financial Officer since March 2000. Prior to joining Eschelon, from September 1997 to March 2000 Mr. Boyd served in a variety of roles at Dobson Communications Corporation including Director of Mergers and Acquisitions and Strategic Planning and Chief Financial Officer of the company's CLEC subsidiary. Mr. Boyd started his career in banking, spending six years with Shawmut Bank and CoreStates in communications and media finance. He received a BA degree from Dartmouth College.

**Robert Pickens** joined Eschelon in April 1996 and serves as Executive Vice President of Marketing. Prior to joining Eschelon from July 1995 to March 1996 Mr. Pickens served as General Manager of Local Services and Operations for Frontier Corp. From June 1990 to June 1995 Mr. Pickens served as Marketing Manager and Marketing Director for ETI. Mr. Pickens received a BSB degree in Marketing with distinction from the University of Minnesota Carlson School of Management.

**David Kunde** has served as Executive Vice President of Engineering and Operations since July 2000. Prior to that, serving as Vice President of Operations and Technology Planning since joining the firm in May 1999. From 1994 until joining Eschelon, Mr. Kunde held the positions of Vice President of Network Engineering and Director of Network Engineering and Operations at Citizens Communications. From 1986 to 1994, Mr. Kunde held a variety of positions with Frontier Corp. (then Rochester Telephone). Mr. Kunde received a BA in Physics from Wittenberg University in Springfield, Ohio and a MBA from the University of Rochester's William E. Simon Graduate School.

Arlin Goldberg serves as Executive Vice President of Information Technology and joined the Company in October of 1996. Previously, Mr. Goldberg was the Director of Information Services at Frontier Corp. Prior to that, Mr. Goldberg was the Director of Information Services for ETI. Early in his career, Mr. Goldberg served in a variety of roles at Norstan. Mr. Goldberg received his BSB in Accounting from the University of Minnesota.

Steven Wachter has served as Executive Vice President of Sales and Service Delivery since August 1999. Prior to joining Eschelon, Mr. Wachter served in a variety of capacities at Ameritech Corporation since October 1994 including Director Business Sales - Wisconsin, East Region GM/Director - Small Business Marketplace, General Manager/Director - Premises Sales, and Director of Sales Programming. Mr. Wachter received a BS degree from the State University of New York at Geneseo Campus.

**Carol Braun** currently serves as the Company's Vice President of Human Resources. Prior to joining Eschelon in 1997, Ms. Braun held several accounting positions leading to Manager of Accounting, Finance and Human Resources with Cady Communications, Inc. which was acquired by Eschelon in July 1996. Ms. Braun received her BA from Concordia College - Moorhead, and has an MBA through the University of St. Thomas.

**Michael Donahue** serves as Vice President of Finance and Treasurer. Mr. Donahue joined the company in July 1996 as Vice President and Controller. Previously, Mr. Donahue was Division Controller at Frontier Corp. Prior to that, Mr. Donahue was the Director of Finance and

Controller for ETI from November 1988 to July 1995. Mr. Donahue is a Certified Public Accountant and received his BS degree in Accounting and MBA in Finance from the University of Minnesota.

William Markert serves as Vice President - Network Financial Management. Mr. Markert joined Eschelon in January, 2000 as Director - Cost of Access. Prior to joining the company, Mr. Markert served in various financial analysis, accounting and management positions for Frontier Corp. Mr. Markert has a BS degree in Business Administration from the University of Wisconsin - Whitewater and an MBA from the University of St. Thomas.

Jeffery Oxley serves as Executive Vice President of Law and Policy and joined Eschelon in October, 1999. Prior to joining Eschelon, Mr. Oxley served as Assistant Attorney General for the state of Minnesota. Previously, Mr. Oxley was a product marketing manager at Oracle Corporation. Mr. Oxley has a BA degree in Economics from Stanford, an MA degree in Economics from Yale University and a JD degree from the University of Minnesota Law School, where he served as Editor-in-Chief of the Minnesota Law Review.

**Michael Evans** joined Eschelon in November 2002 as Vice President of Business Telephone System Operations. Prior to joining Eschelon, Mr. Evans spent over three years with XO Communications, most recently as the VP of Operations and Finance for the National Sales division in Dallas, Texas. From 1990 to 1999, Mr. Evans was employed by Frontier Corporation and held a variety of operations and finance positions with responsibilities in both network and equipment businesses (BTS) in Minnesota, Illinois and New York. From 1986 to 1990 he served in regulatory and controllership capacities with Universal Telephone in Milwaukee, Wisconsin. Prior to that, Mr. Evans was a senior auditor with PriceWaterhouseCoopers. Mr. Evans received a BA in Accounting from the University of Wisconsin - Oshkosh and is a Certified Public Accountant.