

**BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI**

In the Matter of the Joint Application of)	
)	
GE BUSINESS PRODUCTIVITY SOLUTIONS, INC.)	
)	
and)	
)	
BUSINESS PRODUCTIVITY SOLUTIONS, INC.)	
)	
)	Case No. XM-2005-0106
For Expedited Approval of (i) the Transfer of)	
Assets, Including the Customer Base, of)	
GE Business Productivity Solutions, Inc. to)	
Business Productivity Solutions, Inc.; (ii) the Approval)	
of Business Productivity Solutions, Inc. to Provide)	
Resold Long Distance Service in the State of Missouri;)	
and (iii) the Voluntary Discontinuance of Service in)	
Missouri by GE Business Productivity Solutions, Inc.)	

**FIRST AMENDED APPLICATION
AND MOTION FOR EXPEDITED TREATMENT**

GE Business Productivity Solutions, Inc. (“GEBPS”) and Business Productivity Solutions, Inc. (“BPS”) (together, “Applicants”), through their undersigned counsel and pursuant to MO Rev. Stat. § 392.300 and 4 CSR 240-3.520, hereby respectfully request that the Missouri Public Service Commission (“Commission”) grant them authority to consummate a transaction involving the transfer of substantially all of the assets of GEBPS, including the GEBPS customer base, to BPS without interruption of service. Pursuant to the terms of an Asset Purchase Agreement (“Agreement”) dated October 13, 2004, as described in more detail below, BPS’s

ultimate parent company, Eschelon Telecom, Inc. (“ETI”), will acquire 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 (the “Transaction”). Accordingly, Applicants request that the Commission approve the transfer of the customers of GEBPS to BPS. BPS currently is not authorized to provide telecommunications services in Missouri. Thus, Applicants request that the Commission approve the transfer of the telecommunications authorizations of GEBPS in Missouri to BPS so that BPS can provide service to the existing customers of GEBPS. Should the Commission not permit the transfer of authorizations, the Applicants request that the Commission grant BPS new authority to provide intrastate, interexchange and non-switched local exchange telecommunications services so that BPS can provide service to the existing customers of GEBPS. In either case, 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.

BPS also respectfully requests, pursuant to Section 392.420, that the Commission suspend, waive or modify the application of the following rules and statutory provisions as they relate to the regulation of the applicant:

4 CSR 240-10.020	--	Depreciation fund income
4 CSR 240-30.040	--	Uniform system of accounts
Section 392.210.2	--	Uniform System of Accounts
Section 392.240(1)	--	Just & Reasonable Rates
Section 392.270	--	Property valuation
Section 392.280	--	Depreciation rates
Section 392.290	--	Issuance of securities
Section 392.300.2	--	Acquisition of Stocks
Section 392.310	--	Issuance of stocks and bonds
Section 392.320	--	Stock dividends
Section 392.330	--	Issuance of securities, debt and notes
Section 392.340	--	Reorganization

The above referenced rules and statutory provisions have been waived with regard to other interexchange carriers in prior cases. These rules or statutory provisions are principally designed to apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 392.530 to apply them to a competitive telecommunications carrier such as the Applicant.

After consummation of the Transaction, including the transfer of all of the GEBPS customers to BPS, GEBPS will no longer offer telecommunications services in Missouri, and, therefore, GEBPS requests authority to voluntarily 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 Applicants respectfully request *expedited* treatment and consideration of this Application so that the Applicants' business plans can be implemented, which business plans include consummation of the Transaction on or about *December 31, 2004*.¹ Thus, Applicants respectfully request that the Commission grant all relief sought herein on or before *December 31, 2004*.

¹ In order to ensure that the GEBPS customers continue to receive high quality services 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 and related services to GEBPS on an interim basis until all required regulatory approvals 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 and tariffs of GEBPS, and applicable law and regulations.

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

I. APPLICANTS

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 Missouri.² In Missouri, GEBPS is authorized to provide resold long distance 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 Missouri.

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

² GEBPS (formerly known as GE Capital Telemanagement Services Corporation) was granted authority to provide resold long distance telecommunications services in the State of Missouri in Case No. TM-2001-578 on May 14, 2001.

³ 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

B. Business Productivity Solutions, Inc.

BPS, a newly formed Minnesota corporation incorporated on October 7, 2004, is located at 730 2nd 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.⁴ 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 lines⁵ in service. Eschelon provides local and long distance facilities-based service in 12 markets in 7 states.

As noted above, BPS is applying for authority to provide intrastate, interexchange and non-switched local exchange telecommunications services in Missouri or to acquire GEBPS’s telecommunications authorizations in Missouri so that it can acquire the existing customers of GEBPS. As one of the fastest growing telecommunications companies in the nation, currently providing service in 7 states, Eschelon has the financial, managerial and technical qualifications needed to provide quality telecommunications services to customers in Missouri, as described further below. BPS’s Certificate to Transact Business as a Foreign Corporation and Articles of Incorporation are appended hereto as *Exhibit A*.

ATI, and thereby, SCS. This transaction is the subject of a separate application to be filed with the Commission.

⁴ 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..

⁵ 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.

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 Application is:

James M. Fischer
Fischer & Dority, P.C.
101 Madison Street--Suite 400
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Email: jfischerpc@aol.com

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 2nd Avenue, South, Suite 900
Minneapolis, MN 55402
(612) 436-6692 (telephone)
(612) 436-6792 (facsimile)

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 resold long distance 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, Applicants 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 and state requirements 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 C*.

IV. QUALIFICATIONS OF BPS

The Applicants respectfully request that the Commission approve the transfer of GEBPS's existing telecommunications authorizations in Missouri to BPS. As noted above, GEBPS is authorized to provide resold long distance telecommunications services pursuant to the authorizations granted by the Commission on May 14, 2001, in Case No. TM-2001-578. As BPS is not currently certified in this state, the transfer of GEBPS's authority to BPS is necessary to enable BPS to begin providing service to GEBPS's existing customers as part of the Transaction. Appended hereto as *Exhibit A* is a copy of BPS's Certificate to Transact Business As Foreign Corporation and its Articles of Incorporation. Should the Commission not permit the transfer of authorizations, the Applicants request that the Commission grant BPS authority to provide the same types of services as GEBPS is authorized to provide at present, intrastate, interexchange and non-switched local exchange telecommunications services, throughout the entire state of Missouri. BPS has no plans to construct outside plant or loop distribution facilities or any other facilities at this time; BPS offers only resold services.

As demonstrated below, BPS has the requisite financial, managerial, and technical competence to provide telecommunications service in Missouri and grant of the proposed transfer of GEBPS's operating authority is in the public interest.

A. Financial Qualification

BPS is financially qualified to provide telecommunications services in Missouri. 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. Submitted herewith as *Exhibit D* is 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, consolidated statements of cash flows for the six months ended June 30, 2003 and 2004, and notes to the consolidated statements. ETI is a privately-held company, but because of a recent bond issue, ETI is a public reporting company with filing obligations with the SEC. As noted in the 10-Q, ETI has increased its annual revenue from \$41.7 million for the year ended December 31, 1999 to \$141.1 million for the year ended December 31, 2003, and increased gross profits from \$14.8 million to \$80.3 million over the same period. ETI has been cash-flow positive three out of four quarters since September 2003 and is EBITDA positive in all of its markets. Clearly, ETI is financially qualified to provide quality telecommunications services to customers in Missouri.

B. Managerial and Technical Qualification

BPS has the requisite technical and managerial qualifications to provide telecommunications services in Missouri. 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. For customer inquiries, the toll-free customer service number will be 1-800-285-6100 after consummation of the Transaction. Eschelon has an experienced management team with more than 100 years of combined telecommunications experience. As the resumes appended hereto as *Exhibit E* show, Eschelon's management team possesses significant experience in successfully running a telecommunications business. Collectively, members of Eschelon's management team have designed, managed, and/or operated advanced telecommunications facilities throughout the United States. These already formidable capabilities will be augmented by the facilities and personnel obtained in the Transaction.

V. ADOPTION OF GEBPS'S EXISTING TARIFF

In connection with the transfer of GEBPS's authorizations to BPS, the Applicants 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 Applicants 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 transfer of authorizations, the Applicants 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. DISCONTINUANCE OF SERVICE OF GEBPS

As noted previously, upon completion of the Transaction, GEBPS will no longer be offering telecommunications services in Missouri and GEBPS, therefore, requests that the Commission grant it authority to discontinue service upon the transfer of its customers to BPS. In addition, should the Commission not permit the transfer of authorizations, GEBPS respectfully requests that it be permitted to voluntarily withdraw its telecommunications authorizations and tariff, effective upon the transfer of customers to BPS.

The Applicants are complying with the Commission's regulations relating to the transfer of a customer base and, as noted above, will provide notice of the transfer of service to the affected GEBPS customers at least 30 days prior to the transfer. A copy of the notification letter is appended hereto as *Exhibit C*.

VII. PUBLIC INTEREST CONSIDERATIONS AND REQUEST FOR EXPEDITED PROCESSING

The Applicants submit that the Transaction is in the public interest. It is expected that the Transaction will increase competition in the Missouri 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 of ATI, SCS and GEBPS, thereby enhancing its ability to provide reliable, competitively

priced services to customers in Missouri. 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 Applicants 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 Centrex-based service to its business customers and Eschelon has many years of experience supporting Centrex. GEBPS resells long distance services to its residential and business customers and Eschelon has extensive experience with long distance resale. 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, grant of this Application will serve the public interest by furthering competition in the Missouri telecommunications market, as a result of the strengthened competitive position of Eschelon. Pursuant to 4 CSR 240-2.080(16), Applicants state that they desire to complete the proposed transaction by *December 31, 2004*. To that end, Applicants respectfully request that the Commission expedite the processing and grant of approval of this Application as soon as possible. Applicants have already explained herein the public interest benefits that will accrue from an expedited approval of the transaction. There will be no negative effect on the customers or the general public from the expedited approval of the Application. Finally, this Motion For Expedited Treatment was filed as soon as it could have been since it is being filed as part of the Application in this proceeding.

VIII. TAX IMPACT

Since there will be no change in the location of any structures, facilities or equipment in Missouri, the proposed transaction will have no impact upon the tax revenues of the political subdivisions in which any structures, facilities, or equipment of the Applicants is located.

IX. NO PENDING ACTIONS INVOLVING CUSTOMER SERVICE OR RATES

Applicants have no pending actions or final unsatisfied judgments or decisions against them from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of the application.

X. NO ANNUAL REPORTS AND REGULATORY ASSESSMENTS OVERDUE

Applicants have no annual reports or regulatory assessment fees that are overdue in Missouri.

XI. CONCLUSION

The Applicants respectfully request that the Commission grant approval for the transfer of substantially all of the assets, including the customers, of GE Business Productivity Solutions, Inc. to Business Productivity Solutions, Inc. Applicants further request that the Commission (1) approve the transfer of GEBPS's authorizations to BPS and the adoption of GEBPS's tariff by BPS effective as of *December 31, 2004* or, should the Commission not permit the transfer of GEBPS's authority, (2) grant authority to BPS to provide intrastate, interexchange and non-switched local exchange telecommunications services as a competitive telecommunications company in order to provide service to the existing customers of GEBPS, (3) waive the standard regulatory and statutory provisions typically waived for competitive interexchange carries; and

(4) grant GEBPS's request to abandon service and, (5) if necessary, voluntarily withdraw its authorizations and tariff once its customers have been fully transferred to BPS. Applicants respectfully request that the Commission grant all relief requested herein, and any additional relief the Commission determines is appropriate, on or before December 31, 2004. In the alternative, Applicants respectfully request that the Commission issue its Order Declining Jurisdiction on or before December 31, 2004.

Respectfully submitted,

/s/ James M. Fischer

James M. Fischer, Esq. MBN 27543
FISCHER & DORITY, P.C.
101 Madison Street, Suite 400
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383
E-mail: jfischerpc@aol.com

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

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered, emailed or mailed, First Class, postage prepaid, this 15h day of November, 2004 to:

Office of the Public Counsel
P.O. Box 2230
Jefferson City, MO 65102

General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

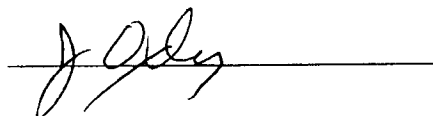
/s/ James M. Fischer_____

James M. Fischer

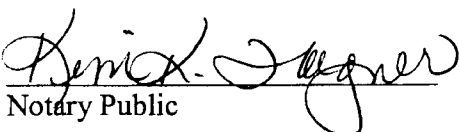
VERIFICATION

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.



Subscribed and sworn to before me this 14th day of
October 2004.


Notary Public

My Commission expires: 1/31/05

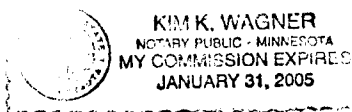


EXHIBIT A

Certificate to Transact Business As a Foreign Corporation and Articles of Incorporation Business Productivity Solutions, Inc.

STATE OF MISSOURI



Matt Blunt
Secretary of State
CERTIFICATE OF AUTHORITY

WHEREAS,

Business Productivity Solutions, Inc.
F00618690


using in Missouri the name

Business Productivity Solutions, Inc.

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Minnesota.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 27th day of October, 2004.


Secretary of State





Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

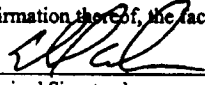
File Number: 200430210201
F00618690
Date Filed: 10/27/2004
Matt Blunt
Secretary of State

**Application for Certificate of Authority
For a Foreign For-Profit Corporation**

(Submit in duplicate with filing fee of \$155.00)

1. The corporation's name is Business Productivity Solutions, Inc.
and it is organized and existing under the laws of Minnesota
2. The name it will use in Missouri is Business Productivity Solutions, Inc.
3. The date of its incorporation was October 07, 2004, and the period of its duration is Perpetual
month/day/year
4. The address of its principal place of business c/o J. Jeffery Oxley, 730 Second Avenue South, Minneapolis, MN 55402
Address City/State/Zip
5. The name and address of its registered agent and office in the State of Missouri is
CSC - Lawyers Incorporating Service Company
221 Bolivar Street, Jefferson City, MO 65101
Name Address City/State/Zip
6. The specific purpose(s) of its business in Missouri are:
To provide telecommunication services. To engage in any act or activity for which corporations may be organized.
7. The name of its officers and directors and their business addresses are as follows:
(Officers) Name Address City/State/Zip
President See attached officers/directors rider
Vice President _____
Secretary _____
Treasurer _____
(Board of Directors) See attached officers/directors rider
Director _____
Director _____
Director _____
8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:
(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.


(Authorized Signature) Michael A. Donahue, Vice President October 20, 2004
(Printed Name) (Title)

Note: You must submit current original certificate of good standing from your Secretary of State or other authority that issues corporate

State of Missouri
Creation - General Business - Foreign 3 Page(s) x1



T0430116562

OFFICERS/DIRECTORS RIDER

MO-Application for Certificate of Authority

Business Productivity Solutions, Inc.

List of Officers

Name: Richard A. Smith **Title:** President
Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: J. Jeffery Oxley **Title:** Secretary
Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: Michael A. Donahue **Title:** VP & Treasurer
Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: Clifford D. Williams **Title:** Chief Executive Officer
Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: Geoffrey M. Boyd **Title:** Chief Financial Officer
Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: Dennis D. Ahlers **Title:** Asst. Secretary
Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

List of Directors

Name: Clifford D. Williams **Term:** Oct 07, 2005
Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: Richard A. Smith **Term:** Oct 07, 2005
Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

Name: Geoffrey M. Boyd **Term:** Oct 07, 2005
Bus. Addr.: 730 Second Avenue South, Minneapolis, MN 55402

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

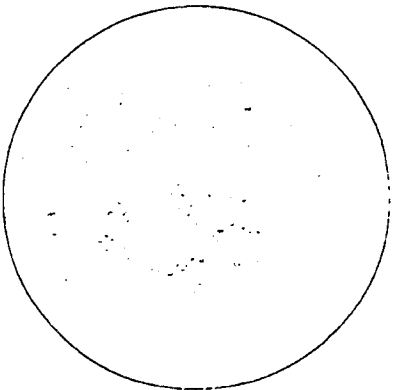
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Business Productivity Solutions, Inc.

Date Formed: 10/07/2004

Chapter Governed By: 302A

This certificate has been issued on 10/25/04.



Mary Kiffmeyer
Secretary of State.



OFFICE OF THE SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY
65101

MATT BLUNT
SECRETARY OF STATE

CORPORATIONS DIVISION
(573) 751-4153

Dear Corporation:

Congratulations, we wish you every success in your new business enterprise. In this letter, we have provided an important notice that your first Annual Registration Report is due.

This report is due three months from your incorporation/qualification date. Our office will allow you to file this report in person or via mail, at the \$45.00 fee for three months after your incorporation/qualification date. The annual report will be due each year, the month of the date of your incorporation/qualification. After the due date, fees will increase \$15.00 each month, not to exceed \$90.00 if filed in person or via mail. Failure to file this report will result in administrative dissolution of your corporation.

- As of August 28, 2004, **IF YOU FILE ONLINE**, the fee is only **\$20.00** on or before your Annual Report due date. After the due date, fees will increase \$15.00 each month, not to exceed **\$65.00, if filed online.** For filing online we accept Visa, Master Card, American Express and Discover cards.

You may file your Annual Registration Report online 24 hours a day from our website at: www.sos.mo.gov. Once at the website use the hotlink for "Online Business Services", then click "File Annual Registration Report Online". This link accesses the page where you enter your charter number, which is located under the name of the corporation on your certificate. Just follow the easy step-by-step instructions.

If online filing is not an option, you may either print your annual report from our website by clicking "Online Business Services", then "Print Corporation's Annual Report", enter your charter number and then click on the link to print, or call us toll free at 866-223-6535 to request a form.

- Please note that by filing your annual report online, next year's annual report will be pre-populated with the information you filed online this year. You will then have the choice online to edit or file without changes.

A BLUE POSTCARD will be mailed to your corporation's registered agent within the next few weeks to provide additional notice that the first Annual Registration Report is due for your new corporation.

Questions regarding any corporate information should be directed to 866-223-6535.

Sincerely,

Matt Blunt
Secretary of State

Ltr. #11 - 8/04

JAMES C. KIRKPATRICK STATE INFORMATION CENTER
600 W. MAIN STREET • PO BOX 778 • JEFFERSON CITY 65102

ARTICLES OF INCORPORATION

OF

BUSINESS PRODUCTIVITY SOLUTIONS, INC.

The undersigned, a natural person of full age, for the purpose of forming a corporation under Minnesota Statutes, Chapter 302A, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be Business Productivity Solutions, Inc..

ARTICLE II

REGISTERED OFFICE

The registered office of this corporation is located at 730 Second Avenue So., Suite 1200, Minneapolis, MN 55402.

ARTICLE III

INCORPORATOR

The name and address of the incorporator are:

Name

Address

Michael Donahue

730 Second Avenue South
Suite 1200
Minneapolis, MN 55402

ARTICLE IV

CAPITAL

The aggregate number of shares of stock which this corporation shall have the authority to issue is One Thousand (1,000) shares with a par value of One Cent (\$0.01) per share.

ARTICLE V

CLASSES AND SERIES OF STOCK

In addition to, and not by way of limitation of, the powers granted to the Board of Directors by Minnesota Statutes, Chapter 302A, the Board of Directors of this corporation shall have the power and authority to fix by resolution any designation, class, series, voting power, preference, right, qualification, limitation, restriction, dividend, time and price of redemption, and conversion right with respect to any stock of the corporation. Upon adoption of such resolution, a statement shall be filed with the Secretary of State in compliance with Section 302A.401, Minnesota Statutes, before the issuance of any shares for which the resolution creates rights or preferences not set forth in these Articles; provided, however, where the shareholders have received notice of the creation of shares with rights or preferences not set forth in the Articles before the issuance of the shares, the statement may be filed any time within one year after the issuance of the shares.

ARTICLE VI

SHAREHOLDER VOTING

No shareholder of this corporation shall be entitled to any cumulative voting rights.

The shareholders of the corporation shall take action by the affirmative vote of the holders of a majority of the shares present and entitled to vote, except where a larger proportion is required by law, these Articles of Incorporation or a shareholder control agreement.

ARTICLE VII

PREEMPTIVE RIGHTS

No shareholder of this corporation shall have any preferential, preemptive, or other rights of subscription to any shares of any class or series of stock of this corporation allotted or sold or to be allotted or sold, whether now or hereafter authorized, or to any obligations or securities convertible into any class or series of stock of this corporation.

ARTICLE VIII

BOARD OF DIRECTORS

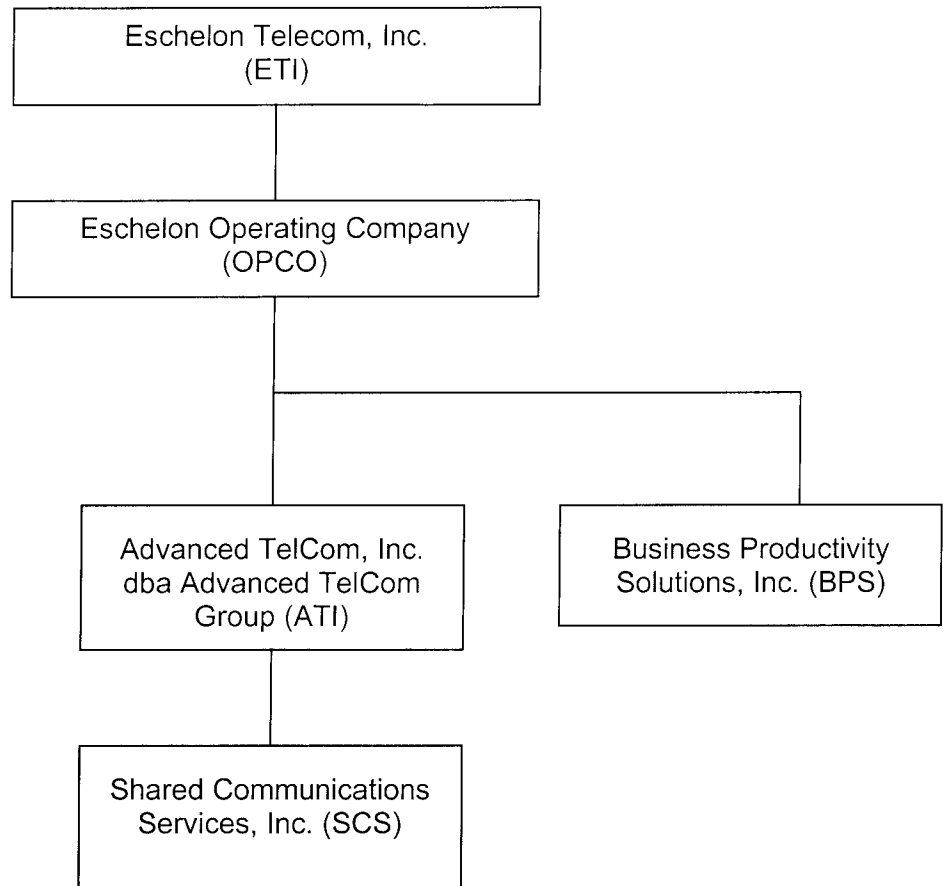
The names and addresses of the members of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Cliff D. Williams	730 Second Avenue So., Suite 1200 Minneapolis, MN 55402
Richard A. Smith	730 Second Avenue So., Suite 1200 Minneapolis, MN 55402

EXHIBIT B

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 Missouri.

EXHIBIT C

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 www.bizproductivity.com. 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 D

Consolidated Financial Statements SEC Form 10-Q for Eschelon Telecom, Inc.

EXHIBIT E

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.