

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

In the Matter of the Joint Application of)	
)	
ADVANCED TELCOM, INC. AND SHARED COMMUNICATIONS)	
SERVICES, INC.)	
)	
and)	
)	Case No. _____
ESCHELON TELECOM, INC.)	
)	
)	
For Expedited Approval of a Change in Ownership of)	
Authorized Telecommunications Providers)	

**APPLICATION AND MOTION FOR EXPEDITED TREATMENT,
OR IN THE ALTERNATIVE, AN ORDER DECLINING JURISDICTION
OVER THE PROPOSED TRANSACTION**

Advanced TelCom, Inc. (“ATI”), Shared Communications Services, Inc. (“SCS”) and Eschelon Telecom, Inc. (“ETI”) (collectively, “Applicants”), through their undersigned counsel and pursuant to 4 CSR 240-3.535, hereby respectfully request that the Missouri Public Service Commission (“Commission”) grant them authority to consummate a transaction involving the transfer of ultimate control of ATI and SCS to ETI. Pursuant to the terms of a Stock Purchase Agreement (“Agreement”) dated October 13, 2004, as described in more detail below, ETI intends to purchase all of the issued and outstanding shares of common stock of ATI, and thus SCS, from ATI’s parent company, Advanced TelCom Group, Inc. (“ATGI”), and immediately transfer the shares to ETI’s subsidiary, Eschelon Operating Company (the “Transaction”). Upon completion of the Transaction, ETI will be the new ultimate parent company of ATI and SCS.

This change in control does not involve a transfer of operating authority and therefore will not affect the identity of the telecommunications company, SCS, providing service in Missouri, or the services, rates, terms and conditions under which services currently are being provided in Missouri. Accordingly, the contemplated Transaction will be generally transparent to customers. The only change is that ATI, the parent of SCS (the regulated company in Missouri), will be owned and controlled by ETI, rather than ATGI.

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*. Thus, Applicants respectfully request that the Commission grant all relief sought herein on or before December 31, 2004. In the alternative, since the Applicants do not believe that the Commission has jurisdiction over the proposed transaction since it is the stock of the parent (ATI) of the regulated company, and not the regulated company (SCS) that is being purchased, the Applicants would request that the Commission issue its Order Declining Jurisdiction over the proposed transaction.

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

I. APPLICANTS

A. Advanced TelCom, Inc. and Shared Communications Services, Inc.

In mid-2003, General Electric Company ("GE") acquired ATGI and its two subsidiary telecommunications carriers, ATI and SCS. ATI is a direct, wholly owned subsidiary of ATGI, a holding company, which is a direct, wholly owned subsidiary of VFS Financing Inc. SCS is a

direct, wholly owned subsidiary of ATI. The ultimate parent company of all these entities is GE. ATI currently provides facilities-based and resold interexchange and local exchange telecommunications services to customers primarily in California, Nevada, Oregon and Washington, and also provides interexchange services to a small number of customers in several other states. ATI holds Section 214 authorizations from the Federal Communications Commission to provide domestic and international facilities-based and resold telecommunications services. SCS currently provides resold local exchange and interexchange telecommunications services to customers in Nevada, Oregon and Washington, and also provides resold interexchange telecommunications services to customers in approximately 20 other states, including Missouri.¹ SCS also holds Section 214 authorizations from the Federal Communications Commission to provide domestic and international resold telecommunications services. GE has another operating subsidiary, GE Business Productivity Solutions, Inc. (“GEBPS”), which is authorized to provide resold long distance telecommunications services virtually nationwide, including in Missouri.²

B. Eschelon Telecom, Inc.

ETI, a Delaware corporation, is located at 730 2nd Avenue South, Suite 900, Minneapolis, Minnesota 55402, (612) 376-4400 (telephone), (612) 436-6816 (facsimile). ETI’s direct, wholly

¹ In Missouri, Shared Communications Services, Inc., d/b/a Missouri Shared Communications Services, Inc., is authorized to provide resold interexchange telecommunications services pursuant to Case No. TA-98-186, dated December 18, 1997.

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. The ownership and control of GEBPS is not the subject of the instant Application. However, simultaneously with the signing of the Agreement, ETI and GEBPS signed an Asset Purchase Agreement (“Asset Purchase Agreement”) whereby ETI will acquire substantially all of the assets of GEBPS, including the GEBPS customers, which will be transferred to a newly created subsidiary of ETI, Business Productivity Solutions, Inc. Thus, upon closing of the Asset Purchase Agreement, GEBPS will no longer be offering service in Missouri. This transaction is the subject of a separate application filed with the Commission on October 21, 2004.

owned subsidiary is Eschelon Operating Company (“OPCO”), a Minnesota corporation. OPCO has several direct, wholly owned subsidiaries that offer telecommunications services in various states.³ 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 lines⁴ in service. Eschelon provides local and long distance facilities-based service in 12 markets in 7 states.

As noted above, in footnote 2, a newly created subsidiary of OPCO, Business Productivity Solutions, Inc. (“BPS”), will acquire substantially all of GEBPS’s assets and customers. Thus, ETI will be the ultimate parent company for various subsidiaries operating virtually nationwide after consummation of the transactions contemplated by the Agreement and the Asset Purchase Agreement. As one of the fastest growing telecommunications companies in the nation, Eschelon has the financial, managerial and technical qualifications needed to assume ownership and control of ATI and SCS in Missouri, as described further below.

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

³ 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.

⁴ 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.

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
ADVANCED TELCOM GROUP, 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

On October 13, 2004, ETI and ATGI signed the Agreement providing for ETI's acquisition of all of the issued and outstanding shares of common stock (the "Shares") of ATI from ATGI. Immediately after closing under the Agreement, ETI will transfer the Shares to its subsidiary, OPCO. Thus, following completion of the Transaction, SCS will continue to be wholly owned by ATI, which will be wholly owned by OPCO, which will continue to be wholly owned by ETI.

The proposed Transaction will be generally transparent to customers of SCS in Missouri. In particular, because the Transaction is a stock transaction, the transfer of control of ATGI's operating subsidiaries will not result in a change of carrier for any of the SCS customers in Missouri. Immediately after completion of the Transaction, SCS will continue to provide the same services at the same rates, terms and conditions as at present and any future changes in the rates, terms and conditions of service will be made consistent with Commission requirements. The Transaction is not expected to result in any discontinuance of service for the SCS customers. Furthermore, in addition to having access to ETI's experienced and high-quality management team, the operations of SCS in numerous instances will continue to be supervised by the same management, technical and customer service personnel that currently oversee those operations.

Even though their service provider is not changing and the Transaction will be invisible to them, to ensure that there is no customer confusion and to make ATI and SCS customers in Missouri aware of the Transaction, the Applicants will give customers notice of the Transaction explaining that their service provider is undergoing a change in ultimate ownership. A copy of the notification letter that will be sent to the affected customers is appended hereto as *Exhibit B*.

As discussed above, the Applicants do not believe that the Commission has jurisdiction over the proposed transaction since it is the stock of the parent (ATI) of the regulated company, and not the regulated company (SCS) that is being purchased.

Subsection 392.300.1 RSMo 2000 does not apply to this transaction because ETI is not acquiring "...the franchise, facilities or system" of a telecommunications company as is required under the statute to create Commission jurisdiction. All that is occurring is a change in the direct ownership of ATI from ATGI to ETI. In essence, the transaction is merely a change in control of the parent company of a regulated telecommunications company, SCS. In addition, the transfer

of control does not merge or consolidate the regulated company's "franchise, line or system with any other corporation, person or public utility" as required by the jurisdictional language of the statute. No merger or consolidation is taking place. The regulated entity will continue to perform under its original corporate identity and through its "franchise, facilities or system."

Subsection 392.200.2 RSMo 2000 does not apply to this transaction because no telecommunications company stock is being transferred. This transaction involves the transfer of control of ATI, which is not a telecommunications company in Missouri. SCS, the regulated telecommunications company in Missouri, will continue to be wholly owned by ATI following the proposed transaction.

In similar situations, the Commission has dismissed similar applications for lack of jurisdiction after determining that the transfer involved unregulated non-telecommunications companies.⁵ Applicants therefore request that the Commission approve the proposed transaction on an expedited basis, or in the alternative, issue its Order Declining Jurisdiction over the proposed transaction.

IV. QUALIFICATIONS OF ESCHELON

By this Application, the Applicants request that the Commission approve the transfer of ultimate control of ATI, and indirectly of SCS, to ETI, which will acquire all of the Shares of ATI, and, thus, SCS, and transfer the Shares to its subsidiary, OPCO. As noted above, Eschelon currently provides telecommunications services in 7 states, and is poised to expand its operations

⁵ *In the Matter of the Application of Business Telecom, Inc. d/b/a BTI for Approval of a Pro Forma Transfer of Control Through a Merger of its Corporate Parent*, Case No. TM-2004-0043, *Order Granting Motion to Dismiss* (September 11, 2003); and *In the Matter of the Joint Application of VarTec Telecom, Inc., VarTec Telecom Holding Company, Tele globe Holdings (U.S.) Corporation, Excel Telecommunications, Inc., eMeritus Communications, Inc., and Long Distance Wholesale Club, Inc. for Approval of Transfers of Control*, Case No. TM-2001-0173, *Order Granting Staff's Motion to Dismiss*, December 11, 2001.

into other states. Several state commissions have already determined that Eschelon is well-qualified to provide telecommunications services. As demonstrated below, ETI has the requisite financial, managerial, and technical competence to provide backing for the provision of telecommunications service in Missouri by ATI and SCS.

A. Financial Qualification

ATI and SCS will now be backed by ETI and have access to the financing and capital necessary to conduct their telecommunications operations and to fulfill any obligations they may undertake with respect to the operation and maintenance of their services. Submitted herewith as *Exhibit C* 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 in three of the 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

ETI has the requisite technical and managerial qualifications to support the provision of telecommunications services by ATI and SCS 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 for ATI and SCS customers will continue to 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 D* 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.

V. PUBLIC INTEREST CONSIDERATIONS AND REQUEST FOR EXPEDITED PROCESSING

The Applicants respectfully submit that the Transaction serves the public interest. After consummation of the Transaction, ATI and SCS will continue to operate under their same names and operating authorities as at present. The Transaction involves no change in the entities providing service to customers, the facilities used to provide such service or the services, rates, terms and conditions of such service. All existing tariffs will remain in place. The transfer of control will be transparent to customers and will not have any adverse impact on them; they will

continue to use the same number to reach customer service. The only change will be in the ultimate ownership of the companies.⁶

The Applicants expect that the Transaction will increase competition in the Missouri telecommunications market by strengthening Eschelon's position as an effective and multifaceted telecommunications carrier. The Transaction will allow Eschelon to combine its financial, technical and market resources and expertise with that of ATI and SCS, thereby enhancing its ability to provide reliable, competitively priced services to customers in Missouri. Eschelon will be able to expand its product offerings by adding the offerings of ATI and SCS to its current offerings. Eschelon also anticipates achieving significant cost reductions which will permit Eschelon and ATI/SCS to price more competitively. Through its increase in aggregate purchasing power, Eschelon expects to be able to negotiate more favorable terms with many of its vendors. Eschelon expects additional cost reductions to arise from the enhanced utilization of its back office support systems and operations.

Both Eschelon and ATI/SCS have created strong customer service organizations that provide high levels of customer satisfaction as demonstrated by their low customer churn rates. Both organizations share similar technology platforms and both focus their products and marketing efforts on the same customer class – small to medium sized business customers. In an era of increasing telecommunications products and services, these customers require expert assistance to find the best solution for their telecommunications and internet access requirements. Both organizations use a direct sales force model in which trained sales and sales

⁶ The contemplated transfer of control does not raise any slamming concerns or necessitate compliance with FCC or state procedures to notify customers prior to a carrier-to-carrier sale or transfer of a subscriber base as the contemplated transaction does not involve any change in a customer's existing service provider. ATI and SCS customers will remain with those companies and will continue to be served under their existing authorizations

support personnel visit the customer premise, assess the requirements, and suggest a specifically tailored product and service offering. The similarity of business models between Eschelon and ATI/SCS means that integrating their operations will not occasion significant changes in what either company does and thus the Transaction poses little risk to customers.

Grant of this Application will serve the public interest by enabling Eschelon to expand its operations in a cost-effective manner, thereby enhancing its competitive position and ability to provide high-quality services at more competitive rates to Missouri consumers. The Transaction will also enhance the companies' ability to invest additional resources in expanding the scope of their services, the range of their operations and additional operational stability. The Transaction will expand the service area within which Eschelon can offer service, thereby increasing the potential market for the companies and enhancing sales productivity, as well as providing a greater incentive for deploying additional facilities and making further investments in telecommunications infrastructure. The combination of the companies results in a larger and more financially secure competitive alternative to the incumbents. By permitting Eschelon to strengthen its competitive position and accelerate its entry into additional markets, the proposed transaction will expand competitive choices for U.S. telecommunications customers, including customers in Missouri, and do so for the long run.

As this Commission is well aware, the CLEC sector of the telecommunications industry faces significant challenges ranging from the uncertain availability of unbundled network elements to the dearth of investment capital available for long term investment in telecommunications infrastructure.

and tariffs. Nevertheless, as noted above, the Applicants will be notifying the customers of the Transaction in the interest of full disclosure.

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. Applicants 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.

VI. 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.

VII. 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.

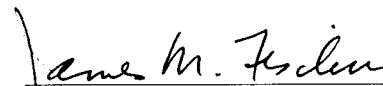
X. NO ANNUAL REPORTS AND REGULATORY ASSESSMENTS OVERDUE

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 resold long distance telecommunications services in order to provide service to the existing customers of GEBPS, and (3) grant GEBPS's request to abandon service and, (4) 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,



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

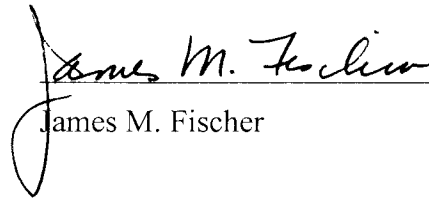
Dated: October 25, 2004

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 25th day of October, 2004 to:

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

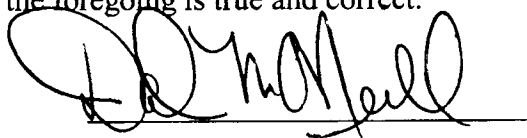
General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102


James M. Fischer

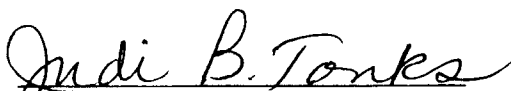
VERIFICATION

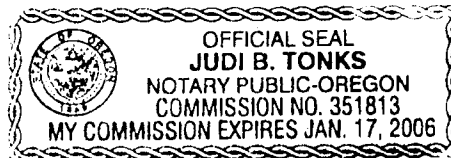
I, David M. O'Neill, am President of Advanced TelCom, Inc. and am authorized to represent it and its subsidiary and to make this verification on their behalf. The statements in the foregoing document relating to this company and its subsidiary, except as otherwise specifically attributed, are true and 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 15 day of
October 2004.


Notary Public

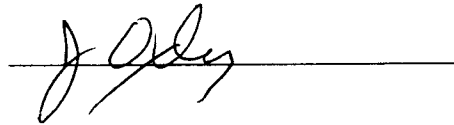


My Commission expires: 1-17-2006

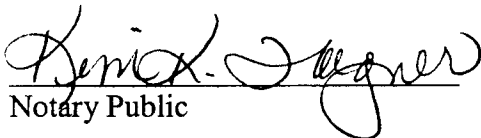
VERIFICATION

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

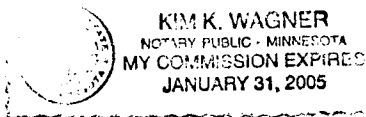
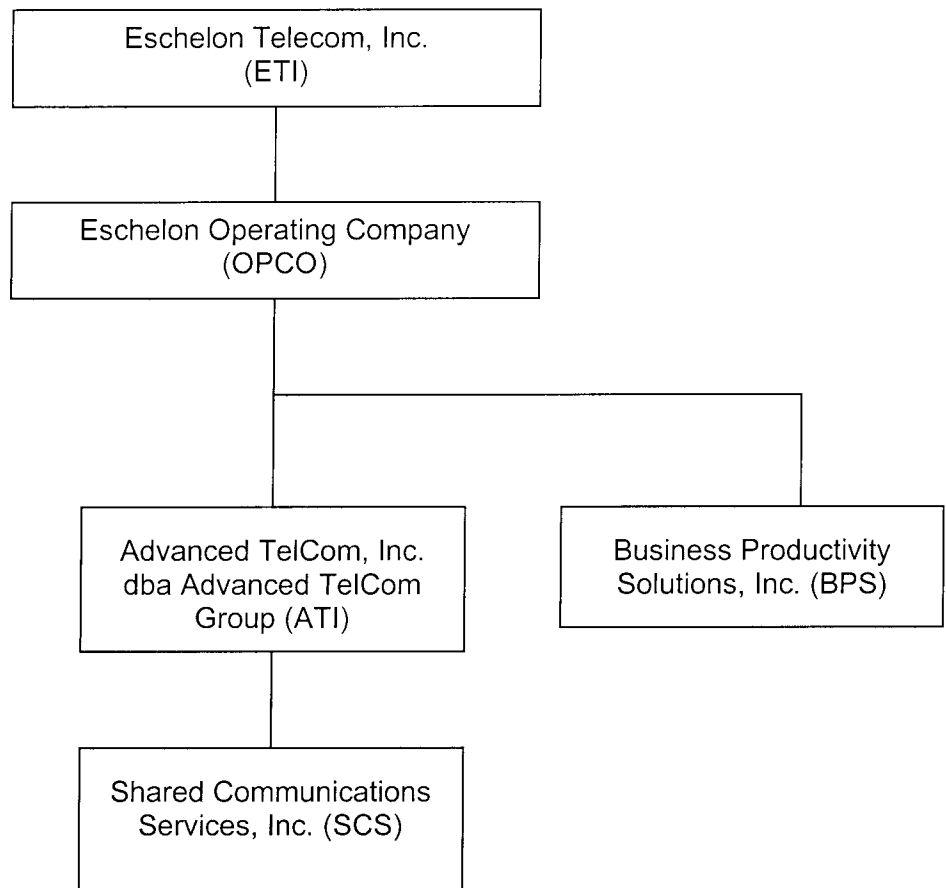


EXHIBIT A

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 B

Customer Notice



AdvancedTelCom

October 20, 2004

Dear Advanced TelCom, Inc. and Shared Communications Services, Inc. Customers:

We are writing to share with you an exciting announcement regarding your Advanced TelCom, Inc. and Shared Communications Services, Inc. (together, "Advanced TelCom") telecommunications services.

Recently, Advanced TelCom Group, Inc. (parent company of Advanced TelCom) and Eschelon Telecom, Inc. ("Eschelon") signed a definitive agreement whereby Eschelon will acquire Advanced TelCom. The transaction is expected to be finalized by year-end and is subject to customary regulatory approvals.

Eschelon is an integrated communications provider of voice, data, internet services and business telephone systems, and serves over 38,000 customers in seven states. Eschelon is one of the fastest growing telecommunications companies in the nation, and is a leader in the industry on customer satisfaction and retention metrics.

By bringing Advanced TelCom and Eschelon together, we will create a premier regional telecommunications provider serving California, Oregon, Washington and Nevada. This combination will offer a wider range of expertise and resources, and offer the most complete line of innovative, high-quality, cost-effective products and services available on the market today. In addition, you will continue to be supported by a team of highly-trained associates who will provide best-in-class customer service. Best of all, Eschelon's financial strength and leading market presence will position the combined company for a successful future in the highly competitive telecommunications industry.

What are the next steps?

There is no need for you to do anything. Both before and after the transaction is completed, you will receive the same services at the same rates, terms and conditions as you do today from the same service provider. All existing customer contracts will be honored and supported. We are confident that you will continue to be satisfied with our quality services, and that you will continue to receive the same high level of customer service and support that you have come to expect from us. As we get closer to completing this transaction, we will provide you with additional details regarding any planned changes in billing statement design, remittance addresses and customer contact information.

Thank you for the opportunity to serve you. We look forward to continuing to serve your telecommunications and data needs. If you have any questions or concerns regarding this transaction please contact Advanced TelCom's customer service department at **1-800-285-6100**.

Thank you,

David M. O'Neill
President, Advanced TelCom

EXHIBIT C

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

EXHIBIT D

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.