

The parties hereto, intending to be legally bound hereby, have duly executed this Agreement and Plan of Merger as of the date first above written.

ESCHELON TELECOM, INC.

By: 

Name: Richard A. Smith

Title: Chief Executive Officer and  
President

INTEGRA TELECOM HOLDINGS, INC.

By: \_\_\_\_\_

Name: Dudley R. Slater

Title: Chief Executive Officer

ITH ACQUISITION CORP.

By: \_\_\_\_\_

Name: Dudley R. Slater

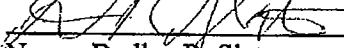
Title: Chief Executive Officer

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