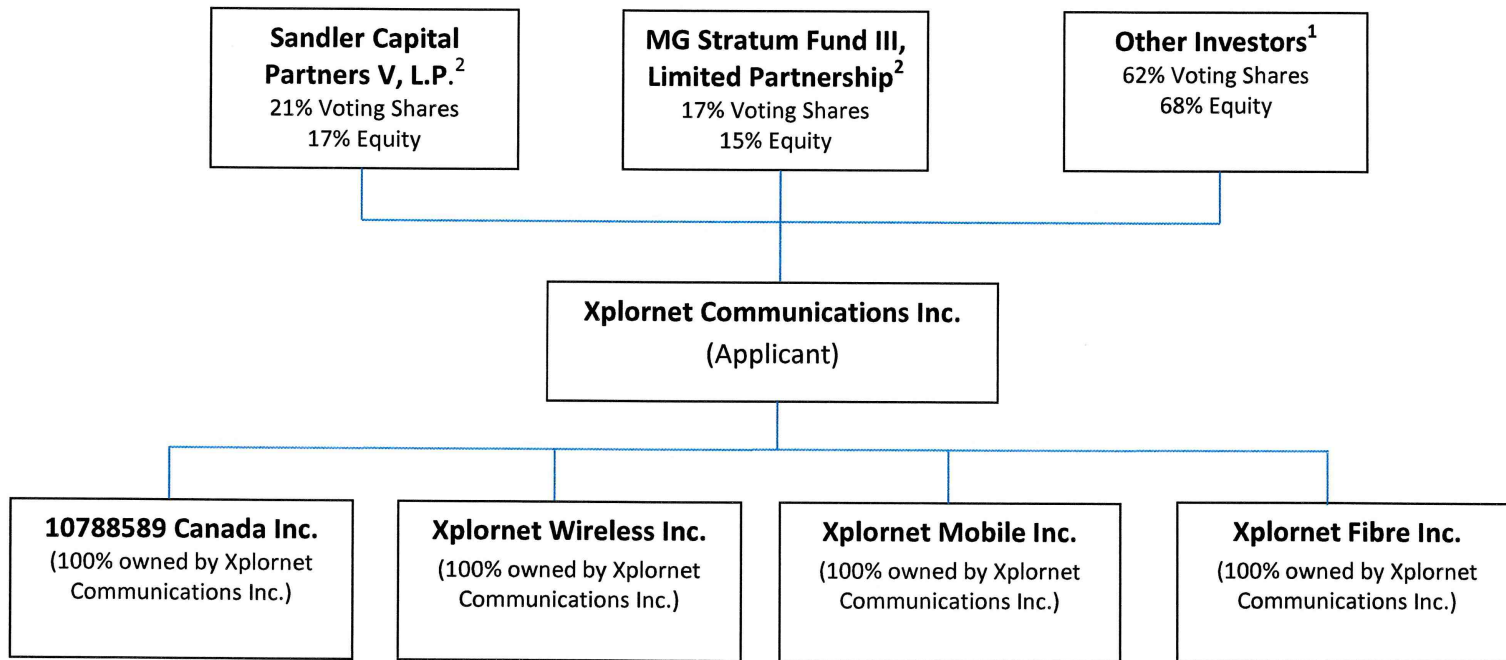


List of Affiliates



1. Xplornet Communications Inc. has over 50 equity holders. Except for Sandler Capital Partners V, L.P. and MG Stratum Fund III, Limited Partnership, no person or entity holds, directly or indirectly, more than 10% of the voting shares or equity of Xplornet Communications Inc.
2. Sandler Capital Partners V, L.P. and MG Stratum Fund III, Limited Partnership are private equity funds. Xplornet has no visibility into the specific names of the participants in such funds. However, both fund managers advise that there are greater than 10 participants in each fund, that no participant has a controlling interest in such fund and no participant owns, directly or indirectly, more than 20% of such fund. We are advised that no person or entity, through these funds, could have more than a 3% interest in the voting shares or equity of Xplornet Communications Inc.