

**Exhibit 5****Change in Interests as a Result of the Transfers**

The proposed transfer of control of Three Eagles Communications, Inc. (“Company”) involves the acquisition by Three Eagles Investors, LLC (“Transferee”) of all of the issued and outstanding shares of the Company’s Class A common stock and Class B common stock, either through the payment of cash in the amount of \$3.50 per share or the rollover of Company stock in exchange for 3.5 Class A Units of the Transferee for each rollover share.

In consequence of this proposal, the following owners of the Class A common stock or Class B common stock have agreed to transfer the stock held by them. The below-listed Class B common stock shares represent 71.8% of the voting equity of Three Eagles Communications, Inc.

<b>Stockholder’s Name and Address</b>	<b>Number of Shares Owned of Record and Beneficially</b>	
	<b>Class A Common Stock</b>	<b>Class B Common Stock</b>
Rolland C. Johnson 19340 Furrow Road Monument, CO 80132	66,500	530,000
Brian Frank 3 Norgate Road Brookville, NY 12033	16500	460,000
Kinder Investments, LP Nesher LLC, General Partner 100 Park Avenue, 28 <sup>th</sup> Floor New York, NY 10017		750,000
Adam Rentzer 175 Ash Drive East Hills, NY 11576		20,000
Michael Solomon 9 West Beechcroft Road Shorthills, NJ 07078	23,000	200,000
Kenton Wood 779 CR 403 Greenville, NY 12033		40,000
<b>Totals</b>	106,000	2,000,000