

1. REPORT DATE: 00/00/00	:	
2. BUREAU: FUS	:	
3. SECTION(S):	:	
5. APPROVED BY:	:	4. PUBLIC MEETING DATE:
DIRECTOR:	:	00/00/00
SUPERVISOR:	:	
6. PERSON IN CHARGE:	:	7. DATE FILED: 04/06/06
8. DOCKET NO: A-310828 F0005	:	9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT: SURVIVING CORPORATION

RESPONDENT/APPLICANT: FIBERNET TELECOMMUNICATNS OF PA

COMP/APP COUNTY:

UTILITY CODE: 310828

ALLEGATION OR SUBJECT

JOINT APPLICATION OF CTC COMMUNICATIONS GROUP, INC., CTC COMMUNICATIONS CORP, LIGHTSHIP TELECOM, LLC, CHOICE ONE COMMUNICATIONS, INC., CHOICE ONE COMMUNICATIONS OF PENNSYLVANIA, INC., CONVERSENT COMMUNICATIONS, INC., CONVERSENT COMMUNICATIONS OF PA, INC., AND FIBERNET TELECOMMUNICATIONS OF PENNSYLVANIA, LLC, FOR APPROVAL OF A CHANGE IN OWNERSHIP OF AUTHORIZED TELECOMMUNICATIONS PROVIDERS. DOCKET NUMBERS: CTC COMMUNICATIONS CORPORATION: A-310295F0007; LIGHTSHIP TELECOM, LLC: A-310943F0007; CHOICE ONE COMMUNICATIONS OF PA, INC: A-310781F0007; CONVERSENT COMMUNICATIONS OF PA, LLC: A-310921F0006; AND FIBERNET TELECOMMUNICATIONS OF PA, LLC: A-310828F0005.....

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APR 24 2006



ORIGINAL

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A-310828F0005

April 6, 2006

VIA UPS

Mr. James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor, Room N201
Harrisburg, PA 17120

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APR 6 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Joint Application of CTC, Lightship, Choice One, Conversent and
FiberNet for Approval of a Change in Ownership;
Motion for Confidential Treatment of Exhibit A to the Application

Dear Mr. McNulty:

Enclosed for filing with the Pennsylvania Public Utility Commission, please find an original and three (3) copies of the above-captioned Application, as well as the requisite filing fee of \$350.00. In addition, please find an original and three (3) copies of a Motion for Confidential Treatment of Exhibit A to the above-captioned Application. Also enclosed is a duplicate and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. If you have any questions, please contact the undersigned at (202) 955-9667.

Respectfully submitted,

Melissa Conway
Melissa S. Conway

Enclosures

cc: Gail Wickwire, Bureau of Fixed Utility Services, Finance/Tariff Section
Robert Wilson, Bureau of Fixed Utility Services, Finance/Tariff Section
Service List

155

ORIGINAL

Before the
Pennsylvania Public Utility Commission

In the Matter of)
Joint Application of)
CTC Communications Group, Inc.,)
CTC Communications Corp.)
Lightship Telecom, LLC)
Choice One Communications Inc.)
Choice One Communications of Pennsylvania Inc.)
Conversent Communications, Inc.)
Conversent Communications of Pennsylvania, LLC)
FiberNet Telecommunications of Pennsylvania, LLC)
For Approval of a Change in Ownership of)
Authorized Telecommunications Providers)

DOCUMENT
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Docket No. A. 310828F0005

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APR 24 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

APPLICATION

By this Joint Application and pursuant to 66 PA Code § 1102(a)(3) and Policy Statement Section 69.901, CTC Communications Group, Inc. ("CTC"), CTC Communications Corp. ("CTC Communications"), Lightship Telecom, LLC ("Lightship"), Choice One Communications Inc. ("Choice One"), Choice One Communications of Pennsylvania Inc. ("Choice One PA"), Conversent Communications, Inc. ("Conversent"), Conversent Communications of Pennsylvania, LLC ("Conversent PA") and FiberNet Telecommunications of Pennsylvania, LLC ("FiberNet PA") (collectively, the "Parties") hereby request that the Pennsylvania Public Utility Commission ("Commission") grant the approval or such authority as may be necessary to enable the Parties to consummate the change of control transaction described below.

As described more fully below, pursuant to the terms of an Agreement and Plan of Merger (“Merger Agreement”)¹ dated as of March 24, 2006, between CTC, Choice One, Choice One Acquisition Inc. (“Acquisition Sub”), Conversent, and Fanch Communications, Inc., Acquisition Sub will merge with and into Conversent, with Conversent surviving and becoming a direct subsidiary of the surviving corporation from the merger of Choice One and CTC,² Surviving Corporation³ (the “Transaction”). Thus, upon completion of the Transaction, Surviving Corporation will be the new parent of Conversent PA and FiberNet PA in Pennsylvania. This change in ultimate control does not involve transfer of operating authority, assets or customers. Immediately following the consummation of the Transaction, Conversent PA and FiberNet PA, in addition to CTC Communications, Lightship and Choice One PA, will continue to offer the same services at the same rates, terms and conditions pursuant to existing authorizations and tariffs in Pennsylvania. Accordingly, the contemplated Transaction will be generally transparent to consumers. The only change will be that Conversent PA and FiberNet PA, along with CTC Communications, Lightship and Choice One PA, will be under common control of Surviving Corporation.

In connection with the Transaction, Conversent PA and FiberNet PA will be providing their guarantee, serve as co-borrowers, or otherwise provide security in connection with the financing of up to \$925 million being arranged for various affiliated companies, including, but not limited to, Surviving Corporation, which financing is addressed in the prior

¹ A copy of the Merger Agreement is being filed separately, under seal, as *Exhibit A*.

² On February 23, 2006, CTC and Choice One sought approval from the Commission for the proposed merger of the two companies (the “CTC-Choice One merger”). See Docket Nos. A-310295F0006, A-310943F0006, A-310781F0006. The CTC-Choice One merger application currently is pending. The Commission is scheduled to approve the CTC-Choice One merger on May 4, 2006.

³ As indicated in the CTC-Choice One merger Application, the name of the merged company has not yet been determined.

registration filed in connection with the CTC-Choice One merger.⁴ Conversent PA and FiberNet PA are filing simultaneously with this Application, under separate cover, a request for registration of an Abbreviated Securities Certificate that describes the details of the financing transaction.

The closing of the Transaction is contingent upon receipt of the necessary regulatory approvals. In addition, the financing arrangements for this Transaction are interrelated to the financing arrangements relating to the CTC-Choice One merger. As such, in order for the Parties to timely meet critical business objectives, the Parties request that the Commission grant all relief sought herein as expeditiously as possible so that the Parties can close both this Transaction and the CTC-Choice One merger as soon as practicable, but no later than **June 16, 2006**.

In connection with this Application, the Parties provide the following information:

I. THE PARTIES

A. CTC, CTC COMMUNICATIONS AND LIGHTSHIP

CTC is a Delaware corporation with headquarters at 220 Bear Hill Road, Waltham, Massachusetts 02451. CTC is a wholly owned subsidiary of Columbia Ventures Broadband, LLC (“CVB”), which is, in turn, a wholly owned subsidiary of Columbia Ventures Corporation (“CVC”). CVB, a Washington state limited liability company, is a holding company. CVC, a Washington state corporation, owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the

⁴ The Commission acknowledged the registration of a securities certificate in connection with the CTC-Choice One merger. *See* S-00061103, letter dated March 6, 2006 (filed February 23, 2006).

world. CVC is authorized to provide domestic interstate and international telecommunications services pursuant to Section 214 authorizations from the Federal Communications Commission, but neither CVC nor CVB provide telecommunications services. A U.S. citizen, Mr. Kenneth D. Peterson, Jr., holds 100 percent of the ownership interest in CVC. Mr. Peterson is Chairman of the Board of CTC and Chief Executive Officer, Chairman and Founder of CVC. He is also the sole director of Lightship and the sole manager of CVB. The address of CVB, CVC, and Mr. Peterson is 203 Park Plaza Drive, Suite 270, Vancouver, Washington 98684.

CTC Communications, a Massachusetts corporation, is a subsidiary of CTC. CTC Communications is a privately held company with a principal business office located at 220 Bear Hill Road, Waltham, Massachusetts 02451. Lightship, a Delaware limited liability company, and its immediate parent, Lightship Holding, Inc. ("Lightship Holding"), a Delaware corporation, are also subsidiaries of CTC. Lightship and Lightship Holding are privately held companies with a principal business office located at One Executive Park Drive, Bedford, New Hampshire 03110.

CTC Communications and Lightship provide telecommunications services to medium and large businesses predominantly in the Northeast and Mid-Atlantic regions.⁵ Service

⁵ CTC Communications is authorized to provide interexchange telecommunications services virtually nationwide and provides intrastate telecommunications services in Pennsylvania and, in addition, in Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Delaware, District of Columbia, West Virginia and Maryland. In Virginia, intrastate telecommunications services are provided by CTC Communications of Virginia, Inc. In Pennsylvania, CTC Communications is authorized to provide telecommunications services. *See* Docket No. A310295, February 4, 2000.

Lightship provides intrastate telecommunications services only in Maine, Massachusetts, New Hampshire, Rhode Island and Vermont. It is authorized to provide intrastate telecommunications services in Pennsylvania, and in addition, in Connecticut, Delaware, New Jersey and New York, but does not currently provide service to customers in these states. In Pennsylvania, Lightship is authorized to provide telecommunications services. *See* Docket No. A310943, October 13, 2000.

offerings include local, long distance, and toll free telephony services; post-paid calling card services; conference calling; frame relay, private line, DSL, VPN, ATM; Internet access, webmail and converged services. Where possible, CTC Communications and Lightship provide their services using their broadband, IP-based network known as the PowerPath® Network. The PowerPath® Network uses Cisco network infrastructure and a redundant fiber optic backbone (8,200 fiber miles). This network consists of ATM switches as well as transmission facilities that they obtain from other telecommunications carriers. In addition, CTC Communications and Lightship operate a more traditional circuit switch-based network and provide service by reselling the local and interexchange telephony services of other telecommunications carriers

B. CHOICE ONE AND CHOICE ONE PA

Choice One is a Delaware corporation with headquarters at 100 Chestnut Street, Suite 600, Rochester, New York 14604. Choice One PA, a Delaware corporation, is a subsidiary of Choice One. Choice One PA is also headquartered at 100 Chestnut Street, Suite 600, Rochester, New York 14604. Choice One and its subsidiaries⁶ are common carriers that provide communications and information services to small and medium businesses predominantly in the Northeast and Midwest regions.

The Choice One Subsidiaries' service offerings include local exchange services, long distance services, Internet access (including DSL), and web hosting, design, and development services. The Choice One Subsidiaries provide their services using TDM, ATM, and a broadband packet-based network that includes an extensive fiber optic backbone. In

⁶ In addition to Pennsylvania, Choice One is authorized to operate pursuant to authority held by its subsidiaries in Connecticut, Illinois, Indiana, Maine, Massachusetts, Michigan, New Hampshire, New York, Ohio, Rhode Island, and Wisconsin. These subsidiaries are collectively referred to as the "Choice One Subsidiaries." In Pennsylvania, Choice One PA is authorized to provide telecommunications services. See Docket No. A310781, May 21, 1999 (CLEC); Docket A310781, May 4, 1999 (IXC).

addition, the Choice One Subsidiaries provide service by reselling, to a limited extent, the local and interexchange telephony services of other telecommunications carriers.

C. CONVERSENT, CONVERSENT PA AND FIBERNET PA

Conversent is a Delaware corporation with headquarters at 313 Boston Post Road West, Marlborough, Massachusetts 01752. Conversent is the parent company of two principal subsidiaries, Conversent Holdings, Inc., a Delaware corporation (“CHI”) and Mountaineer Telecommunications, LLC, a West Virginia limited liability company (“Mountaineer”). CHI in turn is the parent of Conversent Communications, LLC, which is the direct parent of Conversent PA, a Pennsylvania limited liability company, which is also headquartered at 313 Boston Post Road West, Marlborough, Massachusetts 01752. CHI is also the direct parent of PayPhone, LLC, a Colorado limited liability company, which is also headquartered at 313 Boston Post Road West, Marlborough, Massachusetts 01752. Mountaineer is the parent of FiberNet PA, a Pennsylvania limited liability company headquartered at 211 Leon Sullivan Way, Charleston, West Virginia 25301. Conversent and its subsidiaries⁷ are common carriers that provide communications and information services to small and medium size businesses in the Northeast and Mid-Atlantic regions. FiberNet, L.L.C. also provides service to residential customers in West Virginia.

The Conversent Subsidiaries’ service offerings include local and long distance telephone service, broadband services, Internet access, DSL, VPN, private networks, and hosted

⁷ In addition to Pennsylvania, Conversent is authorized to operate pursuant to authority held by its subsidiaries in Connecticut, Kentucky, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Rhode Island, Vermont, and West Virginia. These subsidiaries are collectively referred to as the “Conversent Subsidiaries.” In Pennsylvania, Conversent PA is authorized to provide telecommunications services. See Docket Nos. A-310921, A-310921F002, A-310921F003, January 24, 2001. In Pennsylvania, FiberNetPA is authorized to provide telecommunications services. See Docket Nos. A-310828, A-310828F002, A-310828F003, September 15, 1999.

services. The Conversent Subsidiaries provide their services using Class 5 Lucent switches, ATM switches, Cisco and Juniper routers and digital access cross connect equipment. Like CTC and Choice One, Conversent's network also includes an extensive fiber optic backbone. In addition, the Conversent Subsidiaries provide their services by reselling the local and interexchange telephony services of other telecommunications carriers.

II. DESIGNATED CONTACTS

The designated contacts for questions concerning this Application are:

FOR CTC, CTC COMMUNICATIONS AND LIGHTSHIP	FOR CHOICE ONE AND CHOICE ONE PA	FOR CONVERSENT, CONVERSENT PA AND FIBERNET PA
James P. Prenetta, Jr. Senior Vice President and General Counsel CTC Communications Corp. 220 Bear Hill Road Waltham, MA 02451 (781) 522-8773 (telephone) (781) 522-8711 (facsimile) James.Prenetta@ctcnet.com	Roger W. Byrd Senior Vice President and General Counsel Choice One Communications, Inc. 100 Chestnut Street, Suite 600 Rochester, NY 14604 (585) 530-2708 (telephone) (585) 697-7805 (facsimile) RByrd@choiceonecom.com	Scott Sawyer Vice President of Regulatory Affairs Conversent Communications, Inc. 24 Albion Road Lincoln, RI 02865 (401) 865-3377 (telephone) (401) 865-3350 (facsimile) ssawyer@conversent.com

With copy to:

Melissa Conway Kelley Drye & Warren LLP 1200 19 th Street, N.W. Suite 500 Washington, DC 20036 (202) 955-9667 (telephone) (202) 955-9792 (facsimile) mconway@kelleydrye.com	Cherie R. Kiser Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. 701 Pennsylvania Ave. NW Suite 900 Washington, DC 20004 (202) 434-7300 (telephone) (202) 434-7400 (facsimile) ckiser@mintz.com
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III. REQUEST FOR APPROVAL OF TRANSFER OF CONTROL

Pursuant to the terms of the Merger Agreement and following the receipt of the necessary regulatory approvals, among other things, Acquisition Sub will merge with and into Conversent, with Conversent surviving. Conversent will become a direct subsidiary of Surviving Corporation. The new name of Surviving Corporation has yet to be determined. Post-

Transaction, Conversent PA and FiberNet PA will be subsidiaries of Surviving Corporation. Diagrams showing the current and proposed corporate structure of the Parties are provided in *Exhibit B*.

In order to facilitate the Transaction, The Robert C. Fanch Revocable Trust (a revocable trust of which Robert C. Fanch is the sole trustee) will transfer one-half of its ownership in NEVD Holdings Delaware, LLC to Fanch Family Foundation, Inc., a Colorado not-for-profit corporation.⁸ NEVD Holdings Delaware, LLC owns 43 percent of the common stock of Conversent, and currently, The Robert C. Fanch Revocable Trust owns 88 percent of NEVD Holdings Delaware, LLC. This transfer will occur virtually simultaneous with the Transaction. As Robert C. Fanch is the sole trustee of both The Robert C. Fanch Revocable Trust and The Fanch Family Foundation, the preliminary transfer of control is entirely pro forma. However, to the extent necessary, the Parties seek Commission approval to complete this preliminary pro forma transfer of control in connection with the Transaction.

In addition, in connection with the Transaction, Choice One will engage in an offering (the "Offering"), whereby its existing stockholders will be given the opportunity to purchase additional shares of Choice One common stock for an aggregate purchase price of \$75 million.⁹ In addition, Choice One has entered into an equity commitment agreement with CVB whereby CVB has agreed to purchase shares of Choice One common stock for an aggregate

⁸ The Fanch Family Foundation, Inc. is a 501(c)(3) entity whose purpose is to make charitable contributions. Robert C. Fanch is the sole trustee of The Fanch Family Foundation, Inc.

⁹ Varde Investment Partners, L.P. ("Varde"), which currently holds an 11.6 percent ownership interest in Choice One, and an existing debt holder, Camulos Capital LP ("Camulos"), have agreed to purchase these shares on an equal basis to the extent not purchased by the existing shareholders of Choice One, including Quantum Partners LDC ("Quantum"), which currently holds 24.8 percent of the outstanding common stock of Choice One.

purchase price of \$75 million (the "Equity Commitment Agreement"). CVB will purchase shares of Choice One pursuant to the Equity Commitment Agreement contemporaneously with the closing of the Transaction. The Offering, the sale of shares to CVB pursuant to the Equity Commitment Agreement, and the debt financing will provide Surviving Corporation sufficient capital to fund the merger with Conversent and to provide working capital. As a result of the CTC-Choice One merger and the sale of shares to CVB pursuant to the Equity Commitment Agreement, fifty percent (50%) of the ownership interest in Conversent and the Conversent Subsidiaries will be held, indirectly, by CVB at closing. The remaining ownership interest will be held by the existing stockholders of Choice One and by Camulos to the extent that certain existing stockholders do not participate in the Offering. As such, to the extent the Commission may require approval, by this Application, the Parties seek Commission consent for the issuance of shares in connection with the Offering.

As indicated in the CTC-Choice One merger Application,¹⁰ some time following the closing, CVB may obtain up to an additional 20 percent of the voting stock, on a fully diluted basis, of Surviving Corporation. As a result, CVB may obtain majority control of Surviving Corporation. In other words, CVB will hold between 50 percent and 70 percent of Surviving Corporation, and the stockholders of Choice One will hold between 30 percent and 50 percent of Surviving Corporation.¹¹ CVB is already the parent of CTC, CTC Communications and Lightship, and, at some point after closing of the CTC-Choice One merger, may be the majority owner of Surviving Corporation, Choice One PA, Conversent PA and FiberNet PA. The Commission has already reviewed and passed on CVB's qualifications to be a parent of a

¹⁰ See Docket Nos. A-310295F0006, A-310943F0006, A-310781F0006.

¹¹ The additional percentage acquired may be less than 20 percent, but will not exceed 20 percent.

telecommunications utility in connection with the original certification request of CTC Communications, which is incorporated herein by reference.¹² If CVB becomes the majority owner of Surviving Corporation, there will be no impact on any customers of Conversent PA or FiberNet PA. As such, to the extent the Commission may require approval, by this Application, the Parties seek Commission consent for CVB to acquire and hold up to 70 percent of the voting stock of Surviving Corporation.

The proposed Transaction, including the possible acquisition of additional voting stock of Surviving Corporation by CVB, will be transparent to any customers of Conversent PA or FiberNet PA, as well as to the customers of CTC Communications, Lightship and Choice One PA. In particular, the Transaction will not result in a change of carrier for any customer.¹³ Immediately after completion of the Transaction, Conversent PA and FiberNet PA will continue to offer the same services at the same rates, terms and conditions as at present and any further changes in the rates, terms and conditions of services will be made consistent with Commission requirements. The Transaction is not expected to result in any discontinuance of service for any customer.¹⁴

¹² See Docket No. A310295, February 4, 2000. The Commission also reviewed and passed on CVB's qualifications in connection with the transfer of ultimate control of Lightship Holding and Lightship to CTC. See Docket No. A310943 F0005, Order of approval dated May 19, 2005. CVB has the necessary managerial, technical, and financial capabilities to gain majority control of Surviving Corporation.

¹³ In connection with the Transaction, either Conversent PA, FiberNet PA, CTC Communications, Lightship or Choice One PA may seek authority to utilize a d/b/a in Pennsylvania. If this is the case, upon receipt of the necessary documents from the Pennsylvania Secretary of State, the Commission will be notified of the use of the d/b/a in Pennsylvania. Any filing required in connection with the use of a d/b/a in Pennsylvania will be made at that time.

¹⁴ The Transaction does not raise slamming concerns, and does not otherwise necessitate compliance with the procedures prescribed by the Federal Communications Commission, 47 C.F.R. § 64.1120(e) or by the Commission for notification of customers prior to a carrier-to-carrier sale or transfer of a carrier's subscriber base.

IV. PUBLIC INTEREST ANALYSIS

The Parties respectfully submit that the Transaction serves the public interest. Immediately after consummation of the Transaction, Conversent PA and FiberNet PA, as well as CTC Communications, Lightship and Choice One PA, will continue to offer service under the same operating authority at present in Pennsylvania. The Transaction involves no change in the entity offering 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 at this time. The Transaction will be transparent to consumers in Pennsylvania and will not have any adverse impact on them.

Further, the Transaction will serve the public interest because consumers in Pennsylvania will benefit from the operation of five strong competitive telecommunications providers – Conversent PA, FiberNet PA, CTC Communications, Lightship and Choice One PA – under one umbrella company, Surviving Corporation. Conversent PA, FiberNet PA, CTC Communications, Lightship and Choice One PA share a similar serving strategy and customer focus. The combination of these leading regional competitive telecommunications providers will increase the scope of each of the existing companies and should enable the combined companies to compete more effectively in the telecommunications market. The combined companies will benefit from increased economies of scale that will permit them to operate more efficiently and *thus realize substantial financial synergies that should enable the combined companies to* increase their operating income and free cash flow. Given the difficulties in the competitive telecommunications industry, the enhancement of Conversent PA, FiberNet PA, CTC Communications, Lightship and Choice One PA in this manner would benefit consumers in Pennsylvania.

V. CONCLUSION

The Parties respectfully request that the Commission expeditiously grant approval of the Transaction described herein and any other relief the Commission determines is appropriate.

Respectfully submitted,

**CTC, CTC COMMUNICATIONS AND
LIGHTSHIP**

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Melissa Conway
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Their Counsel

CHOICE ONE AND CHOICE ONE PA

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Their Counsel

**CONVERSENT, CONVERSENT PA
AND FIBERNET PA**

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(401) 865-3350 (facsimile)
ssawyer@conversent.com

Date: April 6, 2006

CONFIDENTIAL

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

EXHIBIT A

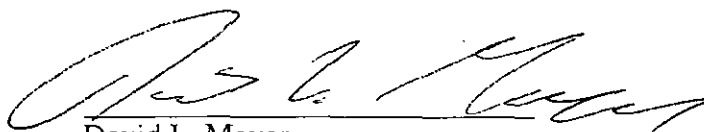
MERGER AGREEMENT

[FILED UNDER SEAL]

VERIFICATION

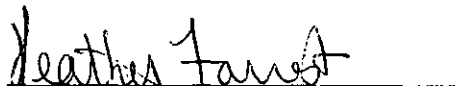
I, David L. Mayer, am Executive Vice President and General Counsel of Conversent Communications, Inc, and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to Conversent Communications, Inc., and its affiliates, 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.



David L. Mayer
Executive Vice President and General Counsel
Conversent Communications, Inc.

Subscribed and sworn to before me this 28th day of March 2006.



Notary Public

My Commission expires: June 23, 2007

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APR - 6 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

VERIFICATION

I, Roger W. Byrd, am Senior Vice President and General Counsel of Choice One Communications Inc, and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to Choice One Communications Inc., and its affiliates, 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.

Roger W Byrd

Roger W. Byrd
Senior Vice President and General Counsel
Choice One Communications Inc.

Subscribed and sworn to before me this 28th day of March 2006.

Adam Michael
Notary Public *Adam Michael*

State of New York
County of Monroe

My Commission expires: 8/4/07

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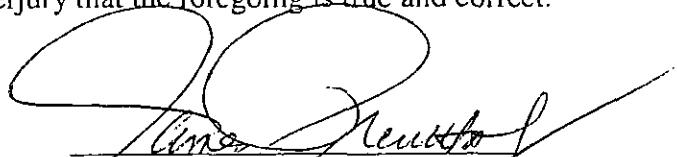
APR - 6 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU


VERIFICATION

I, James P. Prenetta, Jr., am Vice President, Secretary and General Counsel of CTC Communications Group, Inc., and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to CTC Communications Group, Inc., and its affiliates, 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.


James P. Prenetta, Jr.,
Vice President, Secretary and General Counsel
CTC Communications Group, Inc.

Subscribed and sworn to before me this 28th day of March 2006.


Notary Public



MEGAN JANE LOWE
Notary Public
Commonwealth of Massachusetts
My Commission Expires
~~October 16, 2009~~

My Commission expires:

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APR - 6 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**Before the
Pennsylvania Public Utility Commission**

In the Matter of)
)
Joint Application of)
)
CTC Communications Group, Inc.,)
CTC Communications Corp.)
Lightship Telecom, LLC)
)
Choice One Communications Inc.)
Choice One Communications of Pennsylvania Inc.)
)
Conversent Communications, Inc.)
Conversent Communications of Pennsylvania, LLC)
)
FiberNet Telecommunications of Pennsylvania, LLC)
)
For Approval of a Change in Ownership of)
Authorized Telecommunications Providers)

Docket No. A. _____

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PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

**MOTION FOR CONFIDENTIAL TREATMENT
OF AN AGREEMENT AND PLAN OF MERGER**

CTC Communications Group, Inc. ("CTC"), CTC Communications Corp. ("CTC Communications"), Lightship Telecom, LLC ("Lightship"), Choice One Communications Inc. ("Choice One"), Choice One Communications of Pennsylvania Inc. ("Choice One PA"), Conversent Communications, Inc. ("Conversent"), Conversent Communications of Pennsylvania, LLC ("Conversent PA") and FiberNet Telecommunications of Pennsylvania, LLC ("FiberNet PA") (collectively, the "Parties"); through their undersigned counsel and pursuant to Section 5.423 of the Pennsylvania Public Utility Commission's ("Commission") rules, respectfully request that the Commission grant protection from public disclosure and afford confidential treatment to the enclosed information: *Exhibit A* to the above-captioned

Application: an Agreement and Plan of Merger ("Merger Agreement") dated as of March 24, 2006, between CTC, Choice One, Choice One Acquisition Inc. ("Acquisition Sub"), Conversent and Fanch Communications, Inc. The Parties request that the Commission afford the highest level of protective treatment to the Merger Agreement and that it be made available only to the Commission.

The Merger Agreement sets forth the details of the transaction, whereby Acquisition Sub will merge with and into Conversent, with Conversent surviving and becoming a direct subsidiary of the surviving corporation from the merger of Choice One and CTC, Surviving Corporation (the "Transaction"). Thus, upon completion of the Transaction, Surviving Corporation will be the new parent of Conversent PA and FiberNet PA in Pennsylvania. The information contained in the Merger Agreement is competitively sensitive, proprietary, and confidential. The details of the Merger Agreement are not known to the Parties' competitors, and this type of information is not ordinarily disclosed in the industry.

Disclosure would have adverse competitive consequences for the Parties. Absent protection from disclosure, the Parties' competitors would have access to sensitive corporate financial data and proprietary information of the Parties. Because the Parties are operating in a highly competitive market, public availability of this information will disadvantage the Parties to the benefit of its competitors. Release of this information to the public would cause unfair economic damage and substantially harm the Parties' ability to compete in the marketplace.

Protecting the Merger Agreement from disclosure would not affect the public interest and in no way restricts interested parties from having access to the administrative hearing process. Furthermore, the harm that would result from disclosure of this information far outweighs the public interest in accessing this information

Accordingly, and for the foregoing reasons, the Parties respectfully request that the Commission afford confidential treatment to the Merger Agreement, *Exhibit A* to the above captioned Application.

Respectfully submitted,

CTC, CTC COMMUNICATIONS
AND LIGHTSHIP

By: Melissa Conway
Joan M. Griffin
Melissa Conway
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Washington, DC 20036
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mconway@kelleydrye.com

Their Counsel

CHOICE ONE AND CHOICE ONE
PA

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Their Counsel

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PA AND FIBERNET PA

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Date: April 6, 2006

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MUMBAI, INDIA

A-310828F0005

April 7, 2006

VIA UPS

Mr. James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor, Room N201
Harrisburg, PA 17120

DOCUMENT RECEIVED
FOLDER APR 7 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

Re: Joint Application of CTC, Lightship, Choice One, Conversent and
FiberNet for Approval of a Change in Ownership – **corrected Exhibit B**

Dear Mr. McNulty:

On April 6, 2006, the above-captioned Application was filed with the Commission. The Parties hereby file a corrected **Exhibit B** to the Application. The attached **Exhibit B** should replace the one originally filed. Sorry for the inconvenience. Also enclosed is a duplicate and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. If you have any questions, please contact the undersigned at (202) 955-9667.

Respectfully submitted.

Melissa Conway
Melissa S. Conway

Enclosures

cc: Gail Wickwire, Bureau of Fixed Utility Services, Finance/Tariff Section
Robert Wilson, Bureau of Fixed Utility Services, Finance/Tariff Section
Service List

62

RECEIVED

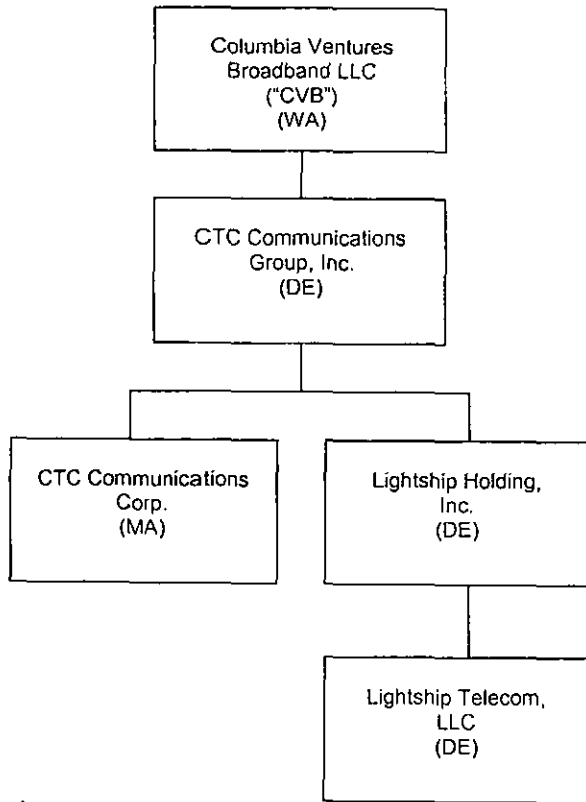
APR 7 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

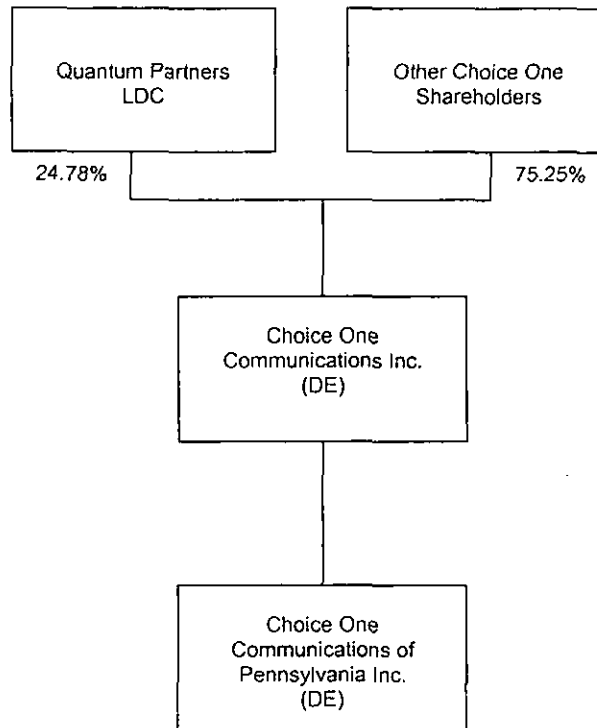
EXHIBIT B

CURRENT CORPORATE STRUCTURE

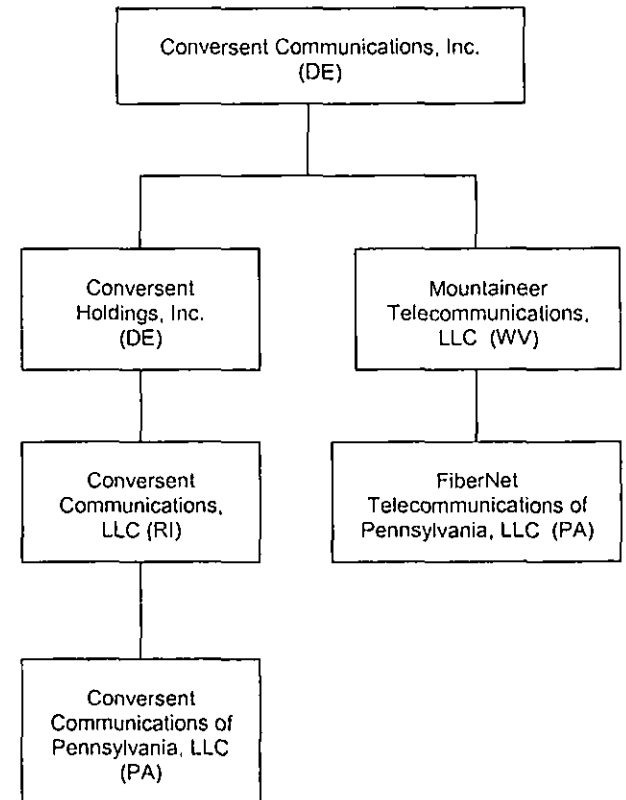
CTC Entities



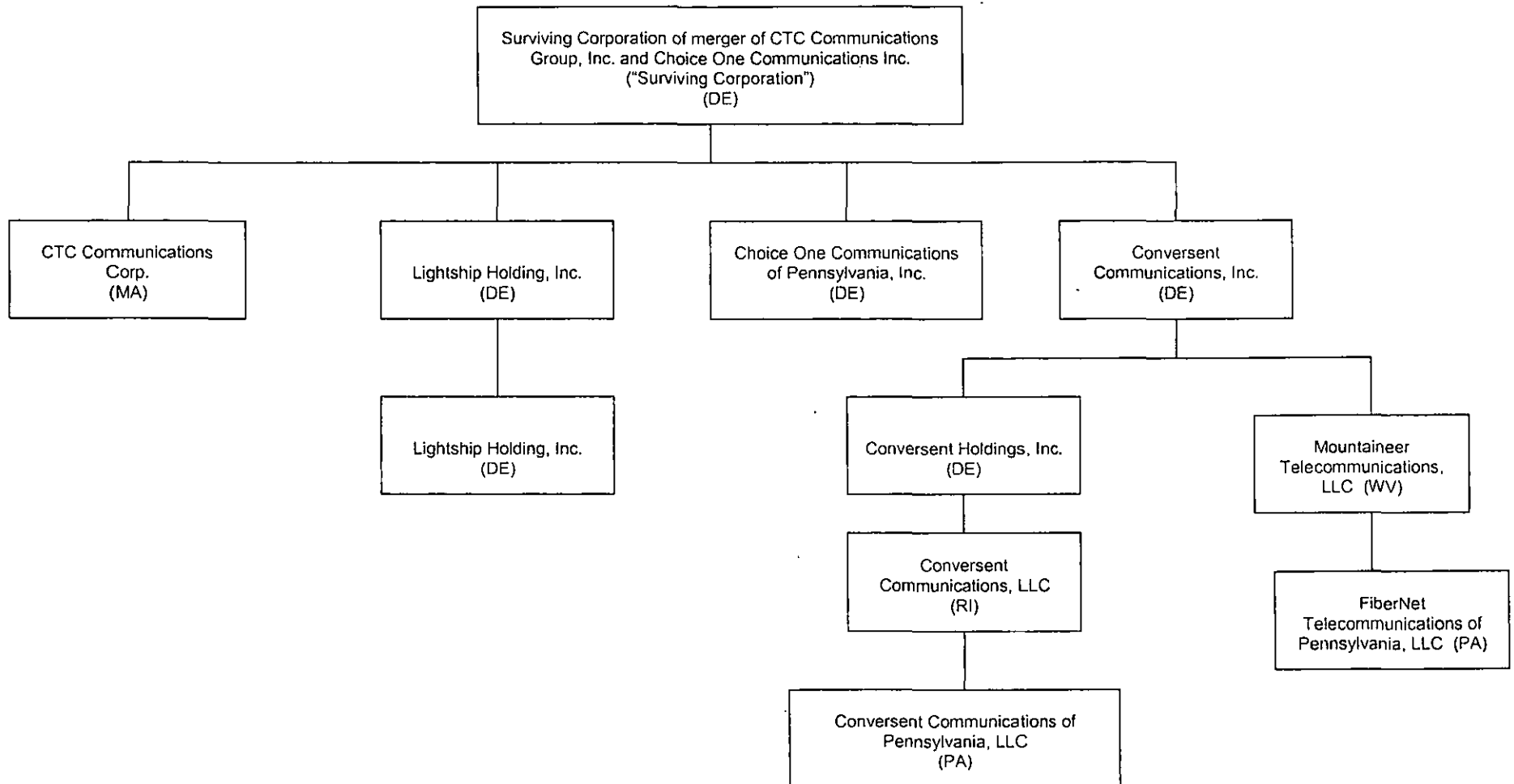
Choice One Entities



Conversent Entities



POST MERGER CORPORATE STRUCTURE



At Closing, the shares of Surviving Corporation will be owned 50% by Columbia Ventures Broadband LLC and 50% by the existing Shareholders of Choice One at the time of the closing of the CTC-Choice One merger.

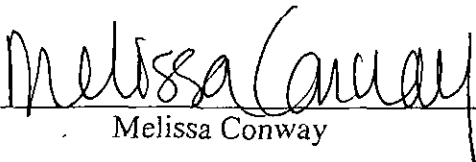
CERTIFICATE OF SERVICE

I, Melissa Conway of Kelley Drye & Warren LLP, do hereby certify that on this 7th day of April 2006 a copy of the corrected Exhibit B to the Application referenced in the attached letter was sent by U.S. mail postage pre-paid to each of the following:

Office of the Consumer Advocate
555 Walnut Street
8th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Office of Attorney General
Office of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120


Melissa Conway

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APR 7 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

CERTIFICATE OF SERVICE

I, Melissa Conway of Kelley Drye & Warren LLP, do hereby certify that on this 6th day of April 2006, unless otherwise noted, a copy of the attached Application and Motion for Confidential Treatment for Exhibit A was sent by U.S. mail postage pre-paid to each of the following:

Office of the Consumer Advocate
555 Walnut Street
8th Floor, Forum Place
Harrisburg, PA 17101-1923


Office of Small Business Advocate
Commerce Building, Suite 1102
300 North Second Street
Harrisburg, PA 17101

Office of Attorney General
Office of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

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APR - 6 2006

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU



Melissa Conway

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG PA 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE
Secretary
717-772-7777

April 25, 2006

A-310295F0007; A-310943F0007;
A-310781F0007; A-310921F0006;
A-310828F0005

MELISSA S CONWAY ESQUIRE
KELLEY DRYE AND WARREN LLP
1200 19TH STREET NW SUITE 500
WASHINGTON DC 20036

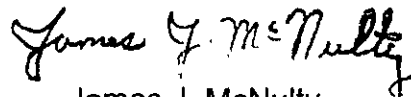
DOCUMENT
FOLDER

Dear Ms. Conway:

Receipt is acknowledged of the Joint Application of CTC Communications Group, Inc., CTC Communications Corporation, Lightship Telecom, LLC, Choice One Communications, Inc., Choice One Communications of Pennsylvania, Inc., Conversent Communications, Inc., Conversent Communications of Pennsylvania, LLC., and FiberNet Telecommunications of Pennsylvania, LLC, for approval of a Change in Ownership of Authorized Telecommunications Providers, which has been captioned and docketed to the above numbers.

This matter will receive the attention of the Commission and you will be advised of any further necessary procedure.

Sincerely,



James J. McNulty
Secretary

JJM:ddt

Cc: James P. Prenetta, Jr.
Roger W. Byrd
Cherie R. Kiser
Scott Sawyer

DOCKETED

APR 24 2006

DATE: April 25, 2006

SUBJECT: A-310295F0007; A-310943F0007
A-310781F0007; A-310921F0006
A-310828F0005

TO: Bureau of Fixed Utility Services

DOCUMENT
FOLDER

FROM: James J. McNulty, Secretary *ddt*

**JOINT APPLICATION OF CTC, LIGHTSHIP, CHOICE ONE,
CONVERSENT AND FIBERNET**

We attach hereto a copy of the Joint Application of CTC Communications Group, Inc., CTC Communications Corp, Lightship Telecom, LLC, Choice One Communications, Inc., Choice One Communications of Pennsylvania, Inc., Conversent Communications, Inc., *Conversent Communications of Pa, LLC, and FiberNet* Telecommunications of Pennsylvania, LLC, for approval of a Change in Ownership of Authorized Telecommunications Providers, which has been captioned and docketed to the above numbers.

Applicant has served a copy of the application upon the Office of Consumer Advocate, the Office of Small Business Advocate, and the Office of Attorney General, and has filed proof of such service with this Commission.

May we have a report prepared by your Bureau for Public Meeting.

Attachment

cc: Law Bureau

ddt

DOCKETED

APR 24 2006