

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

Attachment 2

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July 31, 2006

**VIA IBFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
445 12th Street, SW  
Washington, DC 20554

Re: One Communications Corp.  
Section 63.24(f) Notice of *Pro Forma* Assignment

Dear Ms. Dortch:

One Communications Corp. ("One Communications"), by its attorney, hereby notifies the Commission of a *pro forma* assignment of an international Section 214 authorization pursuant to Section 63.24(f) of the Commission's Rules. One Communications is the surviving entity resulting from the merger of CTC Communications Group, Inc. ("CTC Group") and Choice One Communications, Inc. ("Choice One"). The merger of CTC Group and Choice One was authorized by the Commission on June 26, 2006 in WC Docket No. 06-47 and IB File Nos. ITC-T/C-20060222-00100, ITC-T/C-20060222-00101, ITC-T/C-20060222-00102, ITC-T/C-20060222-00103, ITC-T/C-20060222-00105, and ITC-T/C-20060222-00106. The merger was consummated on June 30, 2006. Subsequent to the merger but on that same date, One Communications acquired control of Conversent Communications, Inc. ("Conversent"). The Commission authorized One Communications' acquisition of Conversent in WC Docket No. 06-85 and File Nos. ITC-T/C-20060410-00227, ITC-T/C-20060410-00228, and ITC-T/C-20060410-00229.

CTC Communications Corp. ("CTC Corp"), a Massachusetts corporation, has assigned its international Section 214 authority granted in IB File No. ITC-214-20040708-00260 to One Communications. The date of the assignment was July 7, 2006. CTC Corp is a wholly-owned indirect subsidiary of One Communications and thus this assignment is *pro forma*. In

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accordance with the requirements of Section 63.24(f)(i), One Communications provides the information required by Section 63.18(a) through (d) and (h), as follows:

(a) Name, address and telephone number of the assignee:

One Communications Corp. ("One Communications")  
220 Bear Hill Road  
Waltham, MA 02451  
Tel: (781) 466-8080  
Fax: (781) 890-1613

(b) One Communications is a corporation organized under the laws of Delaware.

(c) Correspondence concerning this Application should be sent to:

James P. Prenetta, Jr.  
Executive Vice President and General Counsel  
One Communications Corp.  
220 Bear Hill Road  
Waltham, MA 02451  
Tel: (781) 522-8773  
Fax: (781) 522-8711  
jprenetta@onecommunications.com

With copy to:

Joan M. Griffin  
Kelley Drye & Warren LLP  
3050 K Street, NW  
Suite 400  
Washington, D.C. 20007  
Tel: (202) 342-8400  
Fax: (202) 342-8451  
jgriffin@kelleydrye.com

(d) One Communications does not presently hold Section 214 authority.

(h) The following entities and individuals hold ten percent or greater ownership interests in One Communications:

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*CVC Broadband.* Columbia Ventures Broadband LLC (“CVC Broadband”), a Washington state limited liability company that is a holding company, holds a 50 percent ownership interest in One Communications and was authorized by the Commission in Docket No. WC 06-85 to hold up to a 70 percent ownership interest. CVC Broadband is, in turn, a wholly-owned subsidiary of Columbia Ventures Corporation (“CVC”), a Washington state corporation. CVC owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. Mr. Kenneth D. Peterson, Jr., a U.S. citizen, holds 100 percent of the ownership interest in CVC. Mr. Peterson is Chief Executive Officer, Chairman and Founder of CVC. The address of CVC Broadband, CVC, and Mr. Peterson is 203 SE Park Plaza Drive, Suite 270, Vancouver, WA 98684.

*Quantum Partners LLC.* Quantum Partners LLC (“Quantum”) holds a 13 percent ownership interest in One Communications. Quantum is a Cayman Islands limited duration corporation whose principal business is investment. Quantum is wholly owned by Quantum Emerging Growth Partners, C.V. (“Quantum Emerging”), a Netherlands Antilles limited partnership whose principal business is investment. The managing general partner of Quantum Emerging is Emerging Growth Fund Management C.V. (“Emerging Growth”), a Netherlands Antilles limited partnership whose principal business is investment. The managing general partner of Emerging Growth is Quastro N.V. (“Quastro”), a Netherlands Antilles corporation whose principal business is investment. The address of Quantum, Quantum Emerging, Emerging Growth and Quastro is Kaya Flamoyan 9, Willemstad, Curaçao, Netherlands Antilles. The sole shareholder of Quastro is George Soros, a U.S. citizen whose principal business is being Chairman of Soros Fund Management LLC (“SFM”). SFM, which is a Delaware limited liability company, by virtue of a management agreement between SFM and Quantum, exercises voting and dispositive power over the shares of Choice One held by Quantum. The address of SFM and George Soros is 888 Seventh Avenue, New York, NY 10106.

No other person or entity holds a 10 percent or greater ownership interest in One Communications. There are no interlocking directorates.

The certificate required by Section 63.24(f)(2)(ii) is provided in Attachment 1.

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Please contact the undersigned counsel if you have any questions regarding these matters.

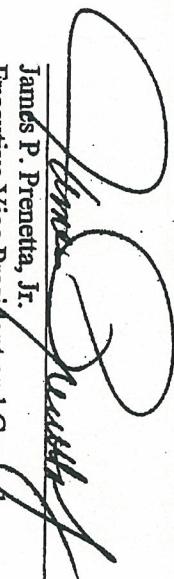
Sincerely,

A handwritten signature in cursive script, appearing to read "Joan M. Griffin".

Joan M. Griffin

Certificate

I hereby certify that the assignment described in the foregoing letter was a *pro forma* assignment and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.

  
James P. Prenetta, Jr.  
Executive Vice President and General  
Counsel  
One Communications Corp.

Date: 7/31/06

Attachment 3

Surrendered International Section 214 Authorizations

<u>Subsidiary</u>	<u>File No. of S214 Authority Surrendered</u>
Choice One Communications International Inc.	File No. ITC-214-19981117-00802
Connecticut Broadband, LLC	File No. ITC-214-19961001-00476
Connecticut Telephone & Communication Systems, Inc.	File No. ITC-214-19960717-00316
Conversent Communications Long Distance, LLC	File No. ITC-214-19990210-00081
Conversent Communications, LLC	File No. ITC-214-19960530-00721
Lightship Telecom, LLC	File No. ITC-214-19990203-00056
Moutaineer Telecommunications, LLC	File No. ITC-214-20000403-00192
US Xchange, Inc.	File No. ITC-214-19961219-00639