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April 11, 2006

VIA ELECTRONIC MAIL

Pro Forma ITC-ASG-20060411-00305
Broadwing Communications, LLC

Ms. Sumita Mukhoty
International Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Broadwing/Focal Internal Corporate Restructuring

Dear Ms. Mukhoty:

Per our conversation, this letter provides information regarding the internal corporate restructuring that took place between Broadwing Communications, LLC (“Broadwing”) (FRN: 0008599706) and Focal Communications Corporation (“Focal”) (FRN: 0003772365).

Broadwing is a wholly-owned subsidiary of Broadwing Communications Corporation (“BCC”), which was formerly known as Corvis Corporation. Focal was a holding company for many operating subsidiaries that were authorized to provide local, domestic long distance, and domestic international services.^{1/} With respect to international services, a wholly-owned indirect subsidiary of Focal, Focal Telecommunications Corporation (“Focal Telecommunications”) (FRN: 0010712909), was authorized to provide resold and facilities-based international services. Focal Telecommunications was a wholly-owned subsidiary of Focal Financial Services, Inc., which in turn was a wholly-owned direct subsidiary of Focal. More information regarding the organizational structure of Broadwing and Focal can be found in the attached organizational charts.

On April 23, 2004, the Federal Communications Commission (“FCC”) approved the transfer of control of the international 214 license held by Focal Telecommunications to BCC (File No. ITC-T/C-20040317-00121). After the close of that transaction, Focal, and its wholly-owned indirect subsidiary Focal Telecommunications, became wholly-owned subsidiaries of

^{1/} Focal’s domestic operating companies were: Focal Telecommunications Corporation, Focal Communications Corporation of California, Focal Communications Corporation of Connecticut, Focal Communications Corporation of Florida, Focal Communications Corporation of Georgia, Focal Communications Corporation of Illinois, Focal Communications Corporation of Massachusetts, Focal Communications Corporation of Michigan, Focal Communications Corporation of the Mid-Atlantic, Focal Communications Corporation of Minnesota, Focal Communications Corporation of New Jersey, Focal Communications Corporation of New York, Focal Communications Corporation of Ohio, Focal Communications Corporation of Pennsylvania, Focal Communications Corporation of Texas, Focal Communications Corporation of Virginia, and Focal Communications Corporation of Washington.

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PAGE 2

BCC, with separate international 214 authorizations held by Broadwing^{2/} and Focal Telecommunications.

Beginning in April 2005, Broadwing undertook an internal corporate restructuring whereby the operating authority, customers, and assets of each of the Focal operating entities indicated in footnote one (1) would be transferred to Broadwing. This transaction was *pro forma* and did not result in any change in the actual controlling party of the operating entities holding FCC licenses. The transaction occurred in a piecemeal fashion, with the customers and assets of each operating entity being transferred to Broadwing at varying times. All aspects of the transaction were completed by August 30, 2005.^{3/} As a result of the transaction, all of Focal's former operating entities now offer services under the Broadwing name, and all of the Focal operating entities listed in footnote one (1) were dissolved via corporate action.

Feel free to contact me if you have any questions or need any additional information.

Respectfully submitted,



Angela F. Collins

Counsel for Broadwing Communications,
LLC

Attachments

^{2/} Broadwing was formerly known as CIII Communications Operations, LLC (see File No. ITC-214-20030313-00134).

^{3/} Attached to this letter are the slamming notifications filed by Broadwing regarding the transfer of customers from the Focal operating entities to Broadwing.

Attachment 1
Organizational Charts

CHART 1: PRE-INTERNAL CORPORATE RESTRUCTURING
(This chart reflects the relevant entities for the purpose of this transaction.)

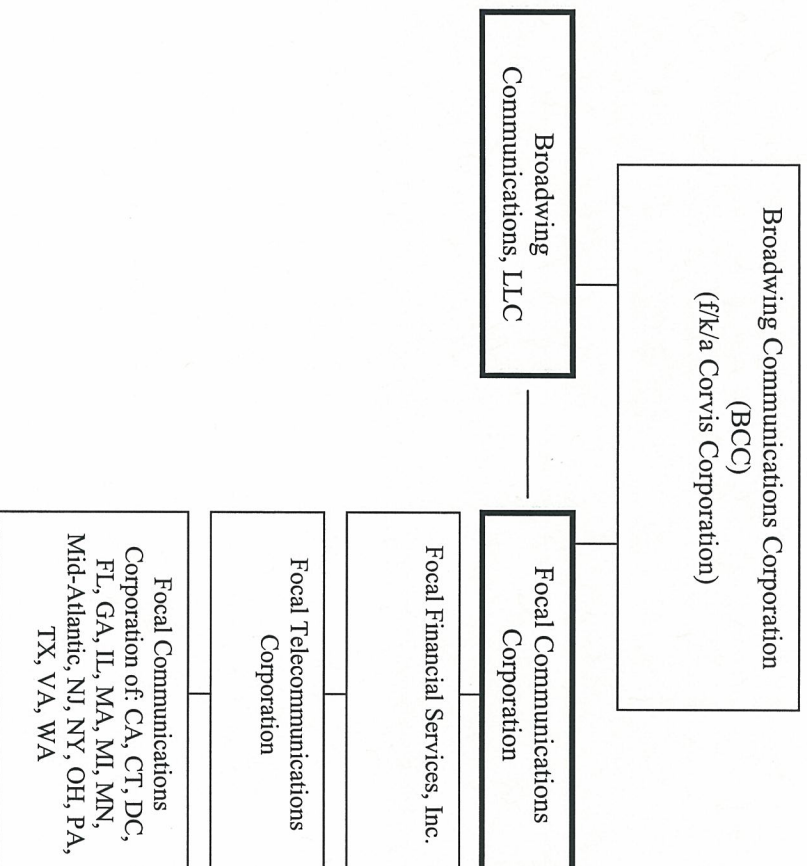
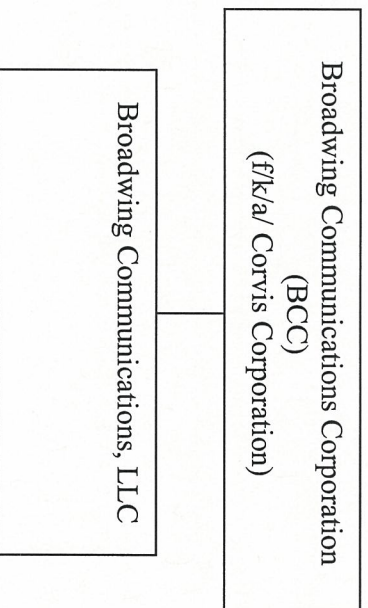


CHART 2: POST-INTERNAL CORPORATE RESTRUCTURING
(This chart reflects the relevant entities for the purpose of this transaction.)



Attachment 2
Slamming Notifications

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Federal Communications Commission
Office of Secretary

Angela F. Collins

afcollins@mintz.com
Direct dial 202 434 7394

April 5, 2005

BY HAND

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

POCKET FILE COPY ORIGINAL

Re: CC Docket No. 00-257 - Focal Communications Corporation of Georgia,
Focal Communications Corporation of Florida, and Broadwing
Communications, LLC Notification Pursuant to 47 C.F.R. § 64.1120

Dear Secretary Dortch:

Pursuant to 47 C.F.R. § 64.1120(e)(1), Focal Communications Corporation of Georgia ("Focal-GA"), Focal Communications Corporation of Florida ("Focal-FL"), and Broadwing Communications, LLC ("Broadwing") hereby notify the Commission of the pending transfer of the assets and customers of Focal-GA and Focal-FL to Broadwing.

Parties to the Transaction: Focal-GA and Focal-FL currently are wholly-owned indirect subsidiaries of Broadwing, which was formerly known as Corvis Corporation. Focal-GA and Focal-FL are subsidiaries of Focal Communications Corporation, also a wholly-owned subsidiary of Broadwing. The Commission previously approved the transfer of control of Focal Communications Corporation to Broadwing.^{1/} The pending transaction is an internal corporate restructuring that does not result in a change of ultimate ownership or control.^{2/}

Types of Telecommunications Services Provided to Affected Subscribers: The telecommunications services being provided to subscribers in Georgia and Florida include local, long distance, and international voice and data services.

Planned Date of Transfer: Subscribers in Georgia and Florida will be transferred no later than the end of May 2005.

^{1/} Transfer of the domestic 214 authorizations was approved on May 2, 2004 and transfer of the international 214 authorization was approved April 23, 2004.

^{2/} 47 C.F.R. § 63.03(d).

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Page 2

Certification of Compliance: Broadwing hereby certifies compliance with the requirement to provide advanced subscriber notice in accordance with 47 C.F.R. § 64.1120(e)(3), with the obligations specified in that notice, and with the other statutory and Commission requirements that apply to this streamlined process.

Copy of Notice Sent to Affected Subscribers: A copy of the notice to be sent to Georgia and Florida subscribers is attached hereto. These subscribers will receive the notice on or about April 7, 2005.

An original and five (5) copies of this letter are enclosed. Please date stamp the additional copy and return it to the waiting messenger. If you have any questions, please contact the undersigned.

Respectfully submitted,



Angela F. Collins
Counsel for Broadwing Communications, LLC

Attachments

cc: John Gockley, Broadwing

Attachment 1

Verification

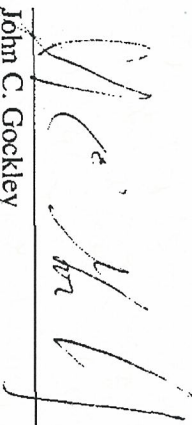
Focal Communications Corporation of Georgia, Focal Communications Corporation of Florida, and Broadwing Communications, LLC

Verification

I, John C. Gockley, Vice President and Associate General Counsel of Broadwing Communications, LLC, hereby certify under penalty of perjury that the statements in the foregoing filing are true, complete, and correct to the best of my knowledge and belief.

Dated:

4/11/25



John C. Gockley
VP and Associate General Counsel
Broadwing Communications, LLC

Attachment 2

Customer Notice



April 2, 2005

Dear Valued Customer,

We are pleased to inform you of some exciting changes at Focal Communications. Last September, Focal Communications was acquired by Corvis Corporation (now known as Broadwing Corporation). Broadwing Corporation is the parent company of telecommunications services provider Broadwing Communications, LLC. Broadwing Communications is a full-service, facilities-based provider of data, voice and video services for enterprises, carriers and government groups. Broadwing's focus is providing an innovative communications solutions with unparalleled focus and speed.

So what does this mean for you?

As the next logical step in the acquisition process, Focal is combining its operations with its sister company, Broadwing Communications. As a result, the services that you currently receive from Focal will soon be provided by Broadwing. This transfer will be completed and your services and billing will be provided under the Broadwing name no later than the end of May, 2005.

We are confident that this combination will only strengthen the quality and availability of service options that you receive from Focal today. Please be assured that Broadwing has taken measures to ensure that this change will occur smoothly and there will be no interruption to the services you currently receive. In fact, you should notice no change at all since your service will continue to be provided over the same network and facilities as today. You will not be charged any fees as a result of this transaction, and you will receive service under the Broadwing name based on substantially the same rates, terms, and conditions under which you currently receive service. Notice of any future changes in the rates, terms, and conditions of your services will be provided to you as required under applicable law. There will be no changes with respect to any of your preferred carrier freezes.

We recognize that you have the right to change providers, subject to the terms and conditions of any term agreements. We hope, however, that you choose to remain a Broadwing customer and continue to enjoy the same high-quality telecommunications services you currently receive from us. If you have questions about this notice, please call your account representative or Focal's customer toll-free number at 1-888-362-2522.

We appreciate your business.

Sincerely,

Robert J. Walentynowicz Jr.
Vice President Network Services

WDC 352387v1

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Angela F. Collins

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May 27, 2005

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MAY 27 2005

BY HAND
Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Federal Communications Commission
Office of Secretary

Re: **CC Docket No. 00-257 - Focal Communications Corporation and
~~Broadwing~~ Communications, LLC Notification Pursuant to 47 C.F.R. §
64.1120**

Dear Secretary Dortch:

Pursuant to 47 C.F.R. § 64.1120(e)(1), Focal Communications Corporation of New York (“Focal-NY”), Focal Communications Corporation of New Jersey (“Focal-NJ”), Focal Communications Corporation of Pennsylvania (“Focal-PA”), Focal Communications Corporation of the Mid-Atlantic (“Focal-Mid Atlantic”), Focal Communications Corporation of Virginia (“Focal-VA”), Focal Communications Corporation of Massachusetts (“Focal-MA”), and Broadwing Communications, LLC (“Broadwing”) hereby notify the Commission of the pending transfer of the assets and customers of Focal-NY, Focal-NJ, Focal-PA, Focal-Mid Atlantic, Focal-VA, and Focal-MA to Broadwing.

Parties to the Transaction: Focal-NY, Focal-NJ, Focal-PA, Focal-Mid Atlantic, Focal-VA, and Focal-MA currently are wholly-owned indirect subsidiaries of Broadwing, which was formerly known as Corvis Corporation. Focal-NY, Focal-NJ, Focal-PA, Focal-Mid Atlantic, Focal-VA, and Focal-MA are subsidiaries of Focal Communications Corporation, also a wholly-owned subsidiary of Broadwing. The Commission previously approved the transfer of control of Focal Communications Corporation to Broadwing.^{1/} The pending transaction is an internal corporate restructuring that does not result in a change of ultimate ownership or control.^{2/}

^{1/} Transfer of the domestic 214 authorizations was approved on May 2, 2004 and transfer of the international 214 authorization was approved April 23, 2004.

^{2/} 47 C.F.R. § 63.03(d).

Types of Telecommunications Services Provided to Affected Subscribers: The telecommunications services being provided to subscribers in New York, New Jersey, Pennsylvania, Maryland, District of Columbia, Delaware, Virginia, and Massachusetts include local, long distance, and international voice and data services.

Planned Date of Transfer: Subscribers in New York, New Jersey, Pennsylvania, Maryland, District of Columbia, Delaware, Virginia, and Massachusetts will be transferred no later than June 30, 2005.

Certification of Compliance: Broadwing hereby certifies compliance with the requirement to provide advanced subscriber notice in accordance with 47 C.F.R. § 64.1120(e)(3), with the obligations specified in that notice, and with the other statutory and Commission requirements that apply to this streamlined process.

Copy of Notice Sent to Affected Subscribers: A copy of the notice to be sent to New York, New Jersey, Pennsylvania, Maryland, District of Columbia, Delaware, Virginia, and Massachusetts subscribers is attached hereto. The notice was sent on May 27, 2005.

An original and five (5) copies of this letter are enclosed. Please date stamp the additional copy and return it to the waiting messenger. If you have any questions, please contact the undersigned.

Respectfully submitted,



Angela F. Collins
Counsel for Broadwing Communications, LLC

Attachments

cc: John Gockley, Broadwing

Focal Communications and Broadwing Communications, LLC

Attachment 1 Verification

WDC 365541v1

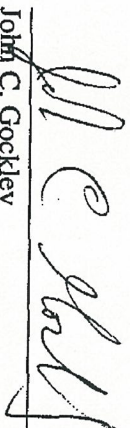
Focal Communications and Broadwing Communications LLC

Verification

I, John C. Gockley, Vice President and Associate General Counsel of Broadwing Communications, LLC, hereby certify under penalty of perjury that the statements in the foregoing filing are true, complete, and correct to the best of my knowledge and belief.

Dated:

5/25/25



John C. Gockley
VP and Associate General Counsel
Broadwing Communications, LLC

Focal Communications and Broadwing Communications LLC

Attachment 2 Customer Notice

WDC 365541v1



May 27, 2005

Dear Valued Customer,

We are pleased to inform you of some exciting changes at Focal Communications. Last September, Focal Communications was acquired by Corvis Corporation (now known as Broadwing Corporation). Broadwing Corporation is the parent company of telecommunications services provider Broadwing Communications, LLC. Broadwing Communications is a full-service, facilities-based provider of data, voice and video services for enterprises, carriers and government groups. Broadwing's focus is providing an innovative communications solutions with unparalleled focus and speed.

So what does this mean for you?

As the next logical step in the acquisition process, Focal is combining its operations with its sister company, Broadwing Communications. As a result, the services that you currently receive from Focal will soon be provided by Broadwing. This transfer will be completed and your services and billing will be provided under the Broadwing name no later than the end of June, 2005.

We are confident that this combination will only strengthen the quality and availability of service options that you receive from Focal today. Please be assured that Broadwing has taken measures to ensure that this change will occur smoothly and there will be no interruption to the services you currently receive. In fact, you should notice no change at all since your service will continue to be provided over the same network and facilities as today. You will not be charged any fees as a result of this transaction, and you will receive service under the Broadwing name based on substantially the same rates, terms, and conditions under which you currently receive service. Notice of any future changes in the rates, terms, and conditions of your services will be provided to you as required under applicable law. There will be no changes with respect to any of your preferred carrier freezes.

We recognize that you have the right to change providers, subject to the terms and conditions of any term agreements. We hope, however, that you choose to remain a Broadwing customer and continue to enjoy the same high-quality telecommunications services you currently receive from us. If you have questions about this notice, please call your account representative or Focal's customer toll-free number at 1-888-362-2522.

We appreciate your business.

Sincerely,

Robert J. Walentynowicz Jr.
Vice President Network Services

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Federal Communications Commission

Angela F. Collins

Chief of Secretariat

ajcollins@mintz.com
Direct dial 202 434 7394

July 30, 2005

BY HAND

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

DOCKET FILE COPY ORIGINAL

**Re: CC Docket No. 00-257 - Focal Communications Corporation and
Broadwing Communications, LLC Notification Pursuant to 47 C.F.R. §
64.1120**

Dear Secretary Dortch:

Pursuant to 47 C.F.R. § 64.1120(e)(1), Focal Communications Corporation of California ("Focal-CA"), Focal Communications Corporation of Connecticut ("Focal-CT"), Focal Communications Corporation of Illinois ("Focal-IL"), Focal Communications Corporation of Michigan ("Focal-MI"), Focal Communications Corporation of Minnesota ("Focal-MN"), Focal Communications Corporation of Ohio ("Focal-OH"), Focal Communications Corporation of Texas ("Focal-TX"), Focal Communications Corporation of Washington ("Focal-WA"), and Broadwing Communications, LLC ("Broadwing") hereby notify the Commission of the pending transfer of the assets and customers of Focal-CA, Focal-CT, Focal-IL, Focal-MI, Focal-MN, Focal-OH, Focal-TX, and Focal-WA to Broadwing.

Parties to the Transaction: Focal-CA, Focal-CT, Focal-IL, Focal-MI, Focal-MN, Focal-OH, Focal-TX, and Focal-WA currently are wholly-owned indirect subsidiaries of Broadwing, which was formerly known as Corvis Corporation. Focal-CA, Focal-CT, Focal-IL, Focal-MI, Focal-MN, Focal-OH, Focal-TX, and Focal-WA are subsidiaries of Focal Communications Corporation, also a wholly-owned subsidiary of Broadwing. The Commission previously approved the transfer of control of Focal Communications Corporation to Broadwing.^{1/} The pending transaction is an internal corporate restructuring that does not result in a change of ultimate ownership or control.^{2/}

^{1/} Transfer of the domestic 214 authorizations was approved on May 2, 2004 and transfer of the international 214 authorization was approved April 23, 2004.

^{2/} 47 C.F.R. § 63.03(d).

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Types of Telecommunications Services Provided to Affected Subscribers: The telecommunications services being provided to subscribers in California, Connecticut, Illinois, Indiana, Michigan, Minnesota, Ohio, Texas, and Washington include local, long distance, and international voice and data services.


Planned Date of Transfer: Subscribers in California, Connecticut, Illinois, Indiana, Michigan, Minnesota, Ohio, Texas, and Washington will be transferred no later than August 30, 2005.

Certification of Compliance: Broadwing hereby certifies compliance with the requirement to provide advanced subscriber notice in accordance with 47 C.F.R. § 64.1120(e)(3), with the obligations specified in that notice, and with the other statutory and Commission requirements that apply to this streamlined process.

Copy of Notice Sent to Affected Subscribers: A copy of the notice to be sent to California, Connecticut, Illinois, Indiana, Michigan, Minnesota, Ohio, Texas, and Washington subscribers is attached hereto. The notice was sent to subscribers in California, Illinois, Indiana, Michigan, Minnesota, Ohio, Texas, and Washington on July 20, 2005, and to subscribers in Connecticut on July 28, 2005.

An original and five (5) copies of this letter are enclosed. Please date stamp the additional copy and return it to the waiting messenger. If you have any questions, please contact the undersigned.

Respectfully submitted,



Angela F. Collins
Counsel for Broadwing Communications, LLC

Attachments

cc: John Gockley, Broadwing

Attachment 1

Verification

Focal Communications and Broadwing Communications LLC

Verification

I, John C. Gockley, Vice President and Associate General Counsel of Broadwing Communications, LLC, hereby certify under penalty of perjury that the statements in the foregoing filing are true, complete, and correct to the best of my knowledge and belief.

Dated:

7/28, 05

[Signature]

John C. Gockley
VP and Associate General Counsel
Broadwing Communications, LLC

Attachment 2 Customer Notice



July 14, 2005

Dear Valued Customer,

We are pleased to inform you of some exciting changes at Focal Communications. Last September, Focal was acquired by Corvis Corporation (now known as Broadwing Corporation). Broadwing Corporation is the parent company of telecommunications services provider Broadwing Communications, LLC. Broadwing Communications is a full-service, facilities-based provider of data, voice and video services for enterprises, carriers and government groups. Broadwing's focus is providing an innovative communications solutions with unparalleled focus and speed.

So what does this mean for you?

As the next step in the acquisition process, Focal is combining its operations with its sister company, Broadwing Communications. As a result, the services that you currently receive from Focal will soon be provided by Broadwing. This transfer will be finished and your services and billing will be provided under the Broadwing name no later than the end of August, 2005.

We are confident that this combination will strengthen the quality and availability of service options that you receive from Focal today. Please be assured that Broadwing has taken measures to ensure that this change will occur smoothly and there will be no interruption to the services you currently receive. You should notice no change at all since your service will continue to be provided over the same network and facilities as today. You will not be charged any fees as a result of this merger, and you will receive service under the Broadwing name based on substantially the same rates, terms, and conditions under which you currently receive service. Notice of any future changes in the rates, terms, and conditions of your services will be provided to you as required under applicable law. There will be no changes with respect to any of your preferred carrier freezes.

We recognize that you have the right to change providers, subject to the terms and conditions of any term agreements. We hope, however, that you choose to remain a Broadwing customer and continue to enjoy the same high-quality telecommunications services you currently receive from us. If you have questions about this notice, please call your account representative or Focal's customer toll-free number at 1-888-362-2522. We appreciate your business.

Sincerely,

Robert J. Walentynowicz Jr.
Vice President Network Services