

**Mikelle Morra**

---

**From:** Mikelle Morra  
**Sent:** Friday, May 26, 2006 1:27 PM  
**To:** 'Bert@ntgm.com'; 'pamela.hintz@ctcnet.com'; 'jgriffin@kelleydrye.com'  
**Cc:** George Li; David Krech; Susan OConnell; Joann Ekblad; Mikelle Morra; 'Myla Saldivar-Trotter'; 'amy.jablonek@usdoj.gov'; 'jpifer@leo.gov'; 'Louis.Brenner@dhs.gov'; 'joseph.springsteen@usdoj.gov'  
**Subject:** FCC Section 214 Removed from Streamlined

CTC Communications Group, Inc.  
ITC-T/C-20060410-00227

**CTC Communications Group, Inc.**  
**ITC-T/C-20060410-00228**

CTC Communications Group, Inc.  
ITC-T/C-20060410-00229

Sierra USA Communications, Inc.  
ITC-T/C-20060503-00263

The above referenced applications were placed on Public Notice on May 19, 2006 for streamlined processing. Since the Public Notice was released, the Commission has been requested by the Executive Branch agencies of the United States that we remove the subject applications from streamlined processing because of foreign ownership issues. Therefore, pursuant to Section 63.12(c)(3) of the Commission's Rules, we have removed these applications from streamlined processing.

Please be advised that your company may not commence operations until the Section 214 authorization is granted. See Section 63.12(d) of the rules, 47 C.F.R. Section 63.12(d). The Executive Branch will contact you or the "Contact" listed on your application directly for further information. You can be assured that your application will be processed expeditiously upon completion of Executive Branch's review. We will notify you by e-mail when your application is granted.

The Public Notice Report No. TEL-01030S (released May 26, 2006), is attached. If you have any questions, please email: [Mikelle.Morra@fcc.gov](mailto:Mikelle.Morra@fcc.gov), [JoAnn.Ekblad@fcc.gov](mailto:JoAnn.Ekblad@fcc.gov), [Susan.OConnell@fcc.gov](mailto:Susan.OConnell@fcc.gov), [David.Krech@fcc.gov](mailto:David.Krech@fcc.gov), and [George.Li@fcc.gov](mailto:George.Li@fcc.gov) or fax to 202-418-2824.

Thank you,

Mikelle Morra  
Federal Communications Commission  
International Bureau/ Policy Division  
202-418-7151

\*\*\* Non-Public: For Internal Use Only \*\*\*

**Mikelle Morra**

---

**From:** Mikelle Morra  
**Sent:** Thursday, June 29, 2006 1:59 PM  
**To:** 'Griffin, Joan M.'; 'pamela.hintz@ctcnet.com'  
**Cc:** George Li; David Krech; Susan OConnell; Joann Ekblad; 'Myia Saldivar-Trotter'; 'amy.jabloner@usdoj.gov'; 'jifer@leo.gov'; 'joseph.springsteen@usdoj.gov'; 'Louis.Brenner@dhs.gov'  
**Subject:** FCC Section 214 Application Granted

Choice One Communications International Inc.  
ITC-T/C-20060222-00100

Connecticut Telephone & Communication Systems  
ITC-T/C-20060222-00101

US Exchange Inc.  
ITC-T/C-20060222-00102

CTC Communications Corp.  
ITC-T/C-20060222-00103

Lightship Telecom LLC  
ITC-T/C-20060222-00105

Connecticut Broadband LLC  
ITC-T/C-20060222-00106

CTC Communications Group, Inc.  
ITC-T/C-20060410-00227

**CTC Communications Group, Inc.**  
**ITC-T/C-20060410-00228**

CTC Communications Group, Inc.  
ITC-T/C-20060410-00229

The above listed applications have been granted by Public Notice released June 29, 2006; Report No. TEL-01042, DA 06-1347 (attached).

Thank you,

Mikelle Morra  
Mikelle.Morra@fcc.gov  
International Bureau/ Policy Division  
202-418-7151

\*\*\* Non-Public: For Internal Use Only \*\*\*

6/29/2006

May 24, 2006

By E-File

Ms. Marlene H. Dortch  
Federal Communications Commission  
445 12th St. SW, Room TW-B204  
Washington, DC 20554

Re: CTC Communications Group, Inc./Choice One Communications Inc./Conversent  
W/C DK No. 06-85, DA 06-995  
ITC-T/C-20060410-00227  
ITC-T/C-20060410-00228  
ITC-T/C-20060410-00229

Dear Ms. Dortch:

The Department of Homeland Security ("DHS") with the concurrence of the Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), requests that the Federal Communications Commission ("Commission") defer action on the applications of CTC Communications Group, Inc., ("CTC Group"), Choice One Communications Inc. ("Choice One") and Conversent (together "Applicants") to transfer control of domestic and international section 214 authorizations under section 214 of the Communications Act of 1934 held by the CTC Group subsidiaries and the Choice One Subsidiaries as a result of the acquisition of Conversent by CTC Group and Choice One. We ask that the FCC defer these actions until such time as DOJ, FBI, and DHS (i) notify the Commission that potential national security, law enforcement, and public safety issues raised by the application have or have not been resolved, and (ii) on that basis, request appropriate action by the Commission. Necessarily, DOJ, FBI, and DHS also request that the Commission remove the application from streamlined processing.

After receiving notice of the applications, DOJ, FBI, and DHS have been in contact with the Applicant and have received information related to national security, law enforcement, and public safety concerns. DOJ, FBI, and DHS is reviewing the information, but are not yet in a position to address these concerns. DOJ, FBI, and DHS will act expeditiously and will advise the Commission promptly upon completion of our review.

Thank you for your consideration.

Sincerely,

/s/ STEWART A. BAKER

Stewart A. Baker  
Assistant Secretary for Policy  
United States Department of Homeland Security

cc: CTC Communications Group, Inc.  
Choice One Communications Inc.  
Conversent  
Best Copy and Printing  
Tracey Wilson-Parker  
Denise A. Coca  
Adam Kirschenbaum  
Renee Crittendon  
Susan O'Connell  
James Bird  
George Li  
Lou Brenner  
Lonnie Kishiyama

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

3050 K STREET, N.W.

SUITE 400

WASHINGTON, D.C. 20007

FACSIMILE

(202) 342-8451

www.kelleydrye.com

(202) 342-8400

RECEIVED

DIRECT LINE: (202) 342-8552

EMAIL: mconway@kelleydrye.com

JUL 27 2006

Policy Division  
International Bureau

NEW YORK, NY  
TYSONS CORNER, VA  
CHICAGO, IL  
STAMFORD, CT  
PARSIPPANY, NJ  
BRUSSELS, BELGIUM

AFFILIATE OFFICES  
MUMBAI, INDIA

July 13, 2006

RECEIVED

JUL 13 2006

BY HAND DELIVERY

Federal Communications Commission  
Office of Secretary

Marlene Dortch, Secretary  
Federal Communications Commission  
The Portals  
445 12th Street, S.W.  
Washington, D.C. 20554

Re: Notification of Consummation of Transfer of Control

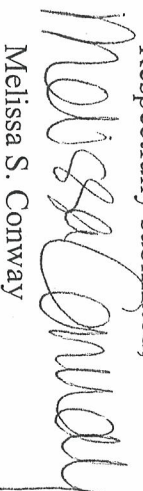
WC Docket Nos. 06-47 and 06-85;  
ITC-T/C-2006022-00100, 00101, 00102, 00103, 00105, 00106;  
ITC-T/C-20060410-00227, 00228, 00229

Dear Ms. Dortch:

CTC Communications Group, Inc., Choice One Communications Inc. and Conversent Communications, Inc., by their undersigned counsel and pursuant to Section 63.24(e)(4) of the Commission's Rules, hereby notify the Commission of the consummation of the transfer of control of their subsidiaries as described in the above-referenced dockets. The Commission's date of action was June 28, 2006.

Enclosed please find five (5) copies and a duplicate copy of this letter. Please date-stamp the duplicate and return it in the envelope provided. Should you have any questions, please contact the undersigned at (202) 342-8552.

Respectfully submitted,

  
Melissa S. Conway

Enclosures

cc: CeCi Seppings, Competitive Policy Division, Wireline Competition Bureau  
Denise Coca, Competitive Policy Division, Wireline Competition Bureau  
David Krech, International Bureau

**KELLEY DRYE & WARREN LLP**  
A LIMITED LIABILITY PARTNERSHIP

**WASHINGTON HARBOUR, SUITE 400**

**3050 K STREET, NW**

**WASHINGTON, D.C. 20007-5108**

(202) 342-8400

FACSIMILE  
(202) 342-8451  
www.kelleydrye.com

NEW YORK, NY  
TYSONS CORNER, VA  
CHICAGO, IL  
STAMFORD, CT  
PARSIPPANY, NJ  
BRUSSELS, BELGIUM

AFFILIATE OFFICES  
JAKARTA, INDONESIA  
MUMBAI, INDIA

DIRECT LINE: (202) 342-8573  
EMAIL: jgriffin@kelleydrye.com

June 23, 2006

**DATE STAMP & RETURN**

**RECEIVED**  
**JUN 23 2006**  
**DUPLICATE**

Federal Communications Commission  
Office of Secretary

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

Re: CTC Communications Group, Inc. and Choice One Communications Inc.  
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  
ITC-T/C-20060222-00106  
Conversent Communications, Inc.  
File Nos. ITC-T/C-20060410-00227  
ITC-T/C-20060410-00228  
ITC-T/C-20060410-00229

Dear Ms. Dortch:

Enclosed for filing are the original and ten (10) copies of the "Joint Petition to Adopt Conditions to Authorizations And Licenses" of CTC Communications Group, Inc. ("CTC Group"), Choice One Communications Inc. ("Choice One"), Conversent Communications, Inc. ("Conversent"), the United States Department of Homeland Security ("DHS"), and the United States Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), concerning the applications in the file numbers captioned above. A copy of the Joint Petition is also being filed at the same time in WC Docket Nos. 06-47 and 06-85 via ECFS.

Please date-stamp the duplicate copy of this letter and return it to the bearer. Any questions regarding this filing should be addressed to the undersigned counsel.

KELLEY DRYE & WARREN LLP

June 23, 2006  
Page Two

Sincerely,



Joseph M. Griffin

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In the Matter of  
CTC COMMUNICATIONS CORP.

CTC COMMUNICATIONS OF  
VIRGINIA, INC.

CONNECTICUT TELEPHONE AND  
COMMUNICATION SYSTEMS, INC.

CONNECTICUT BROADBAND LLC  
(f/k/a Partner Communications LLC)

LIGHTSHIP TELECOM, LLC

CHOICE ONE COMMUNICATIONS  
INTERNATIONAL INC.

US XCHANGE, INC.

OTHER SUBSIDIARIES OF CHOICE ONE  
COMMUNICATIONS INC. AS LISTED  
IN EXHIBIT A

Application for Consent to Transfer  
Control of Companies Holding  
International Authorizations and/or Blanket  
Domestic Authorizations Pursuant  
to Section 214 of the Communications Act  
of 1934, as Amended

WC Docket No. 06-47

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  
ITC-T/C-20060222-00106



**SUBSIDIARIES OF CONVERSENT  
COMMUNICATIONS, INC. AS LISTED  
IN EXHIBIT B**

WC Docket No. 06-85

File Nos. ITC-T/C-20060410-00227  
ITC-T/C-20060410-00228  
ITC-T/C-20060410-00229

Application for Consent to Transfer  
Control of Companies Holding  
International Authorizations and/or Blanket  
Domestic Authorizations Pursuant  
to Section 214 of the Communications Act  
of 1934, as Amended

**JOINT PETITION TO ADOPT CONDITIONS TO  
AUTHORIZATIONS AND LICENSES**

CTC Communications Group, Inc. ("CTC Group"), Choice One Communications Inc. ("Choice One"), and Conversent Communications, Inc. ("Conversent") (CTC Group, Choice One, and Conversent, collectively the "Parties"), the United States Department of Homeland Security ("DHS"), and the United States Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), respectfully submit this Joint Petition to Adopt Conditions to Authorizations and Licenses ("Petition"), pursuant to Section 1.41 of the Commission's Rules.<sup>1</sup> Through this Petition, DHS, DOJ, and FBI advise the Federal Communications Commission ("FCC" or "Commission") that they have no objection to the FCC granting (1) the application for the transfer of control of the CTC Group subsidiaries listed in Exhibit A ("CTC Subsidiaries") and the Choice One subsidiaries listed in Exhibit A ("Choice One Subsidiaries") as a result of the merger of CTC Group with and into Choice One as described in the application in WC Docket No. 06-47, or (2) the application for the transfer of control of the Conversent subsidiaries listed

<sup>1</sup> 47 C.F.R. § 1.41.

in Exhibit B ("Conversent Subsidiaries") as a result of the acquisition of Conversent by CTC Group and Choice One as described in the application in WC Docket No. 06-85 (grant of both applications herein referred to as "requested relief"), provided that the Commission conditions the grant of the requested relief on compliance with the terms of the assurances letter executed by the Parties, a copy of which is attached hereto as Exhibit C.

The Choice One Subsidiaries are common carriers that provide communications and information services to small and medium size businesses predominantly in the Northeast and Midwest regions. The CTC Subsidiaries provide communications services on a common carrier basis to medium and large size businesses predominantly in the Northeast and Mid-Atlantic regions, in addition to residential customers in Connecticut. The Conversent Subsidiaries are common carriers that provide communications and information services to small and medium size business users in the Northeast and Mid-Atlantic regions, as well as to residential customers in West Virginia. Following the merger of CTC Group with and into Choice One, Quantum Partners IDC ("Quantum"), an existing shareholder in Choice One, will hold a 10 percent or greater interest in the surviving corporation. Quantum is a Cayman Islands limited duration corporation whose principal business is investment. Following the acquisition of Conversent and the other transactions described in the application in WC Docket No. 06-85, Quantum could hold a 10 percent or greater interest in the combined corporation.

As the Commission is aware, DHS, DOJ, and FBI maintain that their ability to fulfill their obligations to preserve the national security, to enforce the laws, and to maintain the safety of the public could be significantly impaired by transactions in which foreign entities will own or operate a part of the U.S. communications system, or in which foreign-located facilities will be

used to provide domestic communications services to U.S. customers. Among other concerns, DHS, DOJ, and FBI seek: (1) to ensure the security and effectiveness of lawfully-authorized electronic surveillance; (2) to prevent and detect foreign-based espionage and electronic surveillance of U.S. communications, which if allowed to occur undetected would jeopardize the security and privacy of U.S. communications and undermine the prosecution of individuals involved in such activities; and (3) to protect the critical infrastructure of the United States. To address these concerns, DHS, DOJ, and FBI have entered into agreements with or obtained assurances letters from the appropriate parties. The agreements and assurances letters reached in the past have been filed by stipulation among the parties with the Commission, and the Commission has conditioned its grants of approvals of the requested authorizations or transfers of control on compliance with the terms of the agreements or assurances letters.<sup>2</sup>

On June 15, 2006, the Parties provided the assurances letter in Exhibit C to DHS, DOJ, and FBI. The assurances letter is intended to ensure that DHS, DOJ, and FBI and other entities with responsibility for enforcing the law, protecting the national security, and preserving public safety can proceed in a legal, secure, and confidential manner to satisfy these responsibilities.

Accordingly, DHS, DOJ, and FBI hereby advise the Commission that they have no objection to the Commission granting the pending applications, provided that the Commission

---

<sup>2</sup> See, e.g., *Application of Infonet Broadband Services Corporation and Infonet Telecommunications Corporation to Transfer Control of FCC Licenses and Authorizations to BT Group plc*, WC Docket 04-421, Public Notice, DA 05-387 (rel. Feb. 11, 2005), *International Authorizations Granted*, Public Notice, DA 05-372 (rel. Feb 10, 2005) (ITC-T/C-2004119-00460, Infonet Broadband Services Corporation); *VSNL America Inc.*, 19 FCC Rcd 16,555 (2004); *Loral Satellite, Inc. and Inelsat North America, LLC*, Memorandum Opinion, Order and Authorization, 19 FCC Rcd 2404, 2004 WL 253309 (2004); *Bell Atlantic New Zealand Holdings, Inc. and Pacific Telecom, Inc.*, 18 FCC Rcd 23,140 (2003); *Global Crossing, Ltd. and GC Acquisition Limited*, Memorandum Opinion, Order and Authorization, 18 FCC Rcd 20,301, 2003 WL 22309107 (2003); *XO Communications, Inc.*, Memorandum Opinion, Order and Authorization, 17 FCC Rcd 19,212, 2002 WL 31235646 (2002) (agreement adopted by the Commission, but the transaction was not consummated).

conditions its grant of the applications on compliance with the terms of the attached assurances letter.

Respectfully submitted,

  
CTC Communications Group, Inc.

By: \_\_\_\_\_  
James P. Frenetta, Jr.  
Vice President, Secretary and General Counsel  
CTC Communications Group, Inc.  
220 Bear Hill Road  
Waltham, MA 02451  
(781) 522-8773

Choice One Communications Inc.

By: \_\_\_\_\_  
Roger W. Byrd  
Senior Vice President and General Counsel  
Choice One Communications Inc.  
100 Chestnut Street, Suite 600  
Rochester, NY 14604  
(585) 530-2708

Convergent Communications, Inc.


By: \_\_\_\_\_  
David Mayer  
Executive Vice President and General Counsel  
Convergent Communications, Inc.  
313 Boston Post Road West  
Marlborough, MA 01752  
(401) 834-3377

conditions its grant of the applications on compliance with the terms of the attached assurances  
letter.

Respectfully submitted,

**CTC Communications Group, Inc**

By: \_\_\_\_\_  
James P. Prenetta, Jr.  
Vice President, Secretary and General Counsel  
CTC Communications Group, Inc.  
220 Bear Hill Road  
Waltham, MA 02451  
(781) 522-8773

**Choice One Communications Inc.**  
By:   
Roger W. Byrd  
Senior Vice President and General Counsel  
Choice One Communications Inc.  
100 Chestnut Street, Suite 600  
Rochester, NY 14604  
(585) 530-2708

**Conversent Communications, Inc.**

By: \_\_\_\_\_  
David Mayer  
Executive Vice President and General Counsel  
Conversent Communications, Inc.  
313 Boston Post Road West  
Marlborough, MA 01752  
(401) 834-3377

conditions its grant of the applications on compliance with the terms of the attached assurances letter.

Respectfully submitted,

**CTC Communications Group, Inc.**

By: \_\_\_\_\_

James P. Prenella, Jr.  
Vice President, Secretary and General Counsel  
CTC Communications Group, Inc.  
220 Bear Hill Road  
Waltham, MA 02451  
(781) 522-8773

**Choice One Communications Inc.**

By: \_\_\_\_\_

Roger W. Byrd  
Senior Vice President and General Counsel  
Choice One Communications Inc.  
100 Chestnut Street, Suite 600  
Rochester, NY 14604  
(585) 530-2708

**Conversent Communications, Inc.**

By:  \_\_\_\_\_  
David Mayer

Executive Vice President and General Counsel  
Conversent Communications, Inc.  
313 Boston Post Road West  
Marlborough, MA 01752  
(401) 834-3377

**Department of Homeland Security**

By: \_\_\_\_\_



Stewart A. Baker

Assistant Secretary for Policy  
United States Department of Homeland Security  
3801 Nebraska Avenue, N.W.  
Washington, D.C. 20528  
(202) 282-8582

**Department of Justice**

By: \_\_\_\_\_

Benton J. Campbell

Acting Deputy Assistant Attorney General  
Office of the Assistant Attorney General  
Criminal Division – Room 2113  
United States Department of Justice  
950 Pennsylvania Avenue, N.W.  
Washington, D.C. 20530  
(202) 616-3928

**Federal Bureau of Investigation**

By: \_\_\_\_\_

Elaine N. Lammert

Deputy General Counsel  
Federal Bureau of Investigation  
935 Pennsylvania Avenue, N.W.  
Washington, D.C. 20530  
(202) 324-6829

Dated June 29, 2006


Department of Homeland Security

By: \_\_\_\_\_

Stewart A. Baker  
Assistant Secretary for Policy  
United States Department of Homeland Security  
3801 Nebraska Avenue, N.W.  
Washington, D.C. 20528  
(202) 282-8582

Department of Justice

By: \_\_\_\_\_

  
Benjamin J. Campbell  
Acting Deputy Assistant Attorney General  
Office of the Assistant Attorney General  
Criminal Division – Room 2218  
United States Department of Justice  
950 Pennsylvania Avenue, N.W.  
Washington, D.C. 20530  
(202) 514-9351

Federal Bureau of Investigation

By: \_\_\_\_\_

Elaine N. Lammert  
Deputy General Counsel  
Federal Bureau of Investigation  
935 Pennsylvania Avenue, N.W.  
Washington, D.C. 20530  
(202) 324-6829

Dated June 11, 2006



Department of Homeland Security

By: \_\_\_\_\_

Stewart A. Baker  
Assistant Secretary for Policy  
United States Department of Homeland Security  
3801 Nebraska Avenue, N.W.  
Washington, D.C. 20528  
(202) 282-8582

Department of Justice

By: \_\_\_\_\_

Benton J. Campbell  
Acting Deputy Assistant Attorney General  
Office of the Assistant Attorney General  
Criminal Division -- Room 2113  
United States Department of Justice  
950 Pennsylvania Avenue, N.W.  
Washington, D.C. 20530  
(202) 616-3928

Federal Bureau of Investigation

By: 

Elaine N. Lammet  
Deputy General Counsel  
Federal Bureau of Investigation  
935 Pennsylvania Avenue, N.W.  
Washington, D.C. 20530  
(202) 324-6829

Dated June 19<sup>th</sup>, 2006

**EXHIBIT A**  
**CTC AND CHOICE ONE SUBSIDIARIES**

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Choice One Communications of Connecticut Inc.	Choice One	0004-3284-64	Yes	n/a
Choice One Communications of Maine Inc.	Choice One	0008-1906-62	Yes	n/a
Choice One Communications of Massachusetts Inc.	Choice One	0004-3284-80	Yes	n/a
Choice One Communications of New York Inc.	Choice One	0004-3285-06	Yes	n/a
Choice One Communications of Ohio Inc.	Choice One	0004-3285-30	Yes	n/a
Choice One Communications of Pennsylvania Inc.	Choice One	0004-3285-55	Yes	n/a
Choice One Communications of Rhode Island Inc.	Choice One	0004-3285-63	Yes	n/a
Choice One Communications of Virginia Inc.	Choice One	0014-7104-87	Yes	n/a
Choice One of New Hampshire Inc.	Choice One	0004-3284-98	Yes	n/a
US Xchange of Illinois, L.L.C.	Choice One	0004-3286-05	Yes	n/a
US Xchange of Indiana, L.L.C.	Choice One	0004-3285-97	Yes	n/a
US Xchange of Michigan, L.L.C.	Choice One	0004-3285-89	Yes	n/a
US Xchange of Wisconsin, L.L.C.	Choice One	0004-3286-13	Yes	n/a

**EXHIBIT B  
CONVERSENT SUBSIDIARIES**

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Mountaineer Telecommunications, LLC	Conversent Communications, Inc.	0012534749	No	§ 214 global resale authority granted April 26, 2000 in IB File No. ITC-214-20000403-00192.
FiberNet, L.L.C.	Conversent Communications, Inc.	0003771011	Yes	Operates under § 214 authority of Mountaineer Telecommunications per letter dated May 11, 2000 in IB File No. ITC-214-20000403-00192. Public Notice, Report No. TEL-00232 (rel. May 18, 2000).
FiberNet Telecommunications of Pennsylvania, LLC	Conversent Communications, Inc.	0003771045	Yes	Operates under § 214 authority of Mountaineer Telecommunications per letter dated May 11, 2000 in IB File No. ITC-214-20000403-00192. Public Notice, Report No. TEL-00232 (rel. May 18, 2000).
Conversent Communications Long Distance, LLC	Conversent Communications, Inc.	0006209787	No	§ 214 global resale authority granted April 9, 1999 in IB File No. ITC-214-19990210-00081.
Conversent Communications, LLC	Conversent Communications, Inc.	0008307738	No	§ 214 global resale authority granted in IB File No. ITC-214-19960530-00217; ITC-ASG-19991119-00721.

**EXHIBIT B**  
**CONVERSENT SUBSIDIARIES**

<b><u>Subsidiary</u></b>	<b><u>Ultimate Parent</u></b>	<b><u>FRN</u></b>	<b><u>Blanket Domestic S214?</u></b>	<b><u>International S214?</u></b>
Conversent Communications of Connecticut, LLC	Conversent Communications, Inc.	0008841959	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Maine, LLC	Conversent Communications, Inc.	0008841900	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Massachusetts, Inc.	Conversent Communications, Inc.	0008841876	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).

**EXHIBIT B**  
**CONVERSENT SUBSIDIARIES**

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications of New Hampshire, LLC	Conversent Communications, Inc.	0008842007	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of New Jersey, LLC	Conversent Communications, Inc.	0008841983	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of New York, LLC	Conversent Communications, Inc.	0008841991	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).

**EXHIBIT B**  
**CONVERSENT SUBSIDIARIES**

<u>Subsidiary</u>	<u>Ultimate Parent</u>	<u>FRN</u>	<u>Blanket Domestic S214?</u>	<u>International S214?</u>
Conversent Communications of Pennsylvania, LLC	Conversent Communications, Inc.	0008841934	No	Authorized to operate under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Rhode Island, LLC	Conversent Communications, Inc.	0008841975	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).
Conversent Communications of Vermont, LLC	Conversent Communications, Inc.	0008841942	Yes	Operates under § 214 authority of Conversent Communications, LLC per letters dated April 5, 2000 & April 27, 2000 in IB File No. ITC-214-19960530-00217. Public Notice, Report No. TEL-00225, Corrections, ITC-ASG-19991119-00721 (rel. May 4, 2000).

June 15, 2006

Mr. Benton J. Campbell  
Acting Deputy Assistant Attorney General  
Criminal Division  
United States Department of Justice  
950 Pennsylvania Avenue, N.W.  
Washington, D.C. 20530

Mr. Stewart A. Baker  
Assistant Secretary for Policy  
United States Department of Homeland Security  
3801 Nebraska Avenue, N.W.  
Washington, D.C. 20528

Ms. Elaine N. Lammet  
Deputy General Counsel  
Federal Bureau of Investigation  
935 Pennsylvania Avenue, N.W.  
Washington, D.C. 20530

Re: Pending Merger of Choice One Communications Inc. and CTC  
Communications Group, Inc. and Simultaneous Acquisition of Conversent  
Communications, Inc.

Dear Mr. Campbell, Mr. Baker, and Ms. Lammet:

This letter outlines the commitments being made by Choice One Communications Inc. ("Choice One"), CTC Communications Group, Inc. ("CTC Group"), and Conversent Communications, Inc. ("Conversent") to the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), and to the U.S. Department of Homeland Security ("DHS"), in order to address national security, law enforcement, and public safety concerns raised with regard to the two separate applications made to the Federal Communications Commission ("FCC") for transfer of control of authority pursuant to Section 214 of the Communications Act of 1934, as amended.

**I. Description of the Transaction**

CTC Group will merge with and into Choice One, with Choice One being the surviving corporation of such merger. As a result of that transaction, each existing subsidiary of CTC Group will become a wholly-owned subsidiary of Choice One.

Concurrent with the CTC Group/Choice One merger, a wholly-owned subsidiary of Choice One will merge with and into Conversent, with Conversent being the survivor of that merger. As a result of that transaction, Conversent and each wholly-owned subsidiary of Conversent will, by operation of law, become a subsidiary of Choice One. CTC Group, Choice One and Conversent are herein collectively referred to as the "Company".

## II. Description of the Company's Commitments

The Company agrees that, for all customer billing records, subscriber information, and any other related information used, processed, or maintained in the ordinary course of business relating to communications services offered to U.S. persons ("U.S. Records"), the Company will store such U.S. Records exclusively in the United States. For these purposes, U.S. Records shall include information subject to disclosure to a U.S. Federal or state governmental entity under the procedures specified in Sections 2703(c) and (d) and Section 2709 of Title 18 of the United States Code. The Company agrees to ensure that U.S. Records are not made subject to mandatory destruction under any foreign laws. The Company agrees to take all practicable measures to prevent unauthorized access to, or disclosure of the content of, communications or U.S. Records, in violation of any U.S. Federal, state, or local laws or of the commitments set forth in this letter.

The Company agrees that it will not, directly or indirectly, disclose or permit disclosure of, or access to, U.S. Records or to any information (including the content of communications) pertaining to a wiretap order, pen/trap order, subpoena, or other lawful demand by a U.S. law enforcement agency for U.S. Records, to any person if the purpose of such disclosure or access is to respond to the legal process or request on behalf of a non-U.S. government without first satisfying all pertinent requirements of U.S. law and obtaining the express written consent of the DOJ and DHS or the authorization of a court of competent jurisdiction in the United States. The term "non-U.S. government" means any government including an identified representative, agent, component or subdivision thereof, that is not a local, state or Federal government in the United States. Any such requests or legal process submitted by a non-U.S. government to the Company shall be referred to the DOJ and DHS as soon as possible, and in no event later than five (5) business days after such request or legal process is received by, or becomes known to, the Company, unless the disclosure of the request or legal process would be in violation of U.S. law or an order of a court in the United States.

The Company has established procedures to ensure that requests from law enforcement agencies ("LEAs") to conduct electronic surveillance, either interception of communications or access to call-identifying information, are reviewed and approved to ensure that the subpoena or warrant meets applicable state or federal law and to assist LEAs in implementing the electronic surveillance at or through access to their respective facilities consistent with the search warrant or other legal authorization. The procedures and policies in place at the Company are generally consistent with the procedures and policies of other competitive local exchange carriers. Following the closing of the



merger transactions described above, James P. Prenetta, Jr., the current General Counsel of CTC Group, and the Executive Vice President and General Counsel for the Company following closing, shall over-see all CALEA compliance matters. Mr. Prenetta is familiar with the requirements of CALEA and will be standardizing the practices among CTC Group, Choice One and Conversent following closing. Mr. Prenetta is a United States citizen, will be an officer of the Company at closing and is, and will continue to be, located in the United States. In the event that Mr. Prenetta is no longer responsible for CALEA matters in the future, in addition to filing an amendment with the FCC pursuant to 47 C.F.R. 64.2105(a), the Company will notify the FBI, DOJ, and DHS in writing of the new point or points of contact for CALEA matters, and thereafter shall promptly notify the FBI, DOJ, and DHS of any further change(s) in such designation. The Company agrees that any future contact person for CALEA matters shall be a resident U.S. citizen. The Company shall cooperate with any request by a U.S. government authority that a background check or security clearance process be completed for any person(s) designated as the point of contact for CALEA matters.

The Company also agrees that it will promptly notify the FBI, DOJ, and DHS, in writing, of any material changes in any of the facts as represented in this letter or in the event that the Company acquires ownership of another telecommunications service provider. The Company agrees to send any such written notice to the FBI, DOJ, or DHS to the named addressees of this letter.

Finally, the Company agrees that, in the event the commitments set forth in this letter are breached, in addition to any other remedy available at law or equity, the DOJ, FBI, or DHS may request that the FCC modify, condition, revoke, cancel, or render null and void any relevant license, permit, or other authorization granted by the FCC to the Company or any successor-in-interest to the Company.

Nothing in this letter is intended to excuse the Company or its subsidiaries from any obligation it may have to comply with U.S. legal requirements for the retention, preservation, or production of information, records or data, or from any applicable requirements of the Communications Assistance for Law Enforcement Act, 47 U.S.C. 1001, et. seq., nor shall it constitute a waiver of: (a) any obligation imposed by any U.S. Federal, state or local laws on the Company or its subsidiaries, (b) any enforcement authority available under any U.S. or state laws, (c) the sovereign immunity of the United States, or (d) any authority the U.S. government may possess (including without limitation authority pursuant to International Emergency Economic Powers Act) over the activities of the Company or its subsidiaries located within or outside the United States. Nothing in this letter is intended to or is to be interpreted to require the parties to violate any applicable U.S. law. Likewise, nothing in this letter limits the right of the United States Government to pursue criminal sanctions or charges against the Company or its subsidiaries, and nothing in this letter provides the Company or its subsidiaries with any relief from civil liability.

\*\*\*\*\*

We understand that, upon execution of this letter by an authorized representative or attorney for Choice One, CTC Group and Conversent, the DOJ, FBI, and DHS shall notify the FCC that the DOJ, FBI, and DHS have no objection to the FCC's grant of the application filed by Choice One and CTC Group with respect to their merger or to the FCC's grant of the application filed by Choice One, CTC Group and Conversent with respect to the acquisition of Conversent.

The commitments set forth in this letter shall not be binding on Choice One, CTC Group or Conversent should the transactions contemplated hereby not close.

Sincerely,

CPC COMMUNICATIONS GROUP,  
INC.

  
By: James P. Prentiss  
Name: General Counsel

CHOICE ONE COMMUNICATIONS  
INC.

By: Roger Byrd  
Name: General Counsel

CONVERSENT COMMUNICATIONS,  
INC.

By: Dave Mayer  
Name: General Counsel

DATED: June 15, 2006

cc:

Jon Pifer, FBI  
Lou Brenner, DHS  
Joe Springsteen, DOJ

Sincerely,

CTC COMMUNICATIONS GROUP, INC.

By: James P. Prenetta  
Name: General Counsel

CHOICE ONE COMMUNICATIONS INC.

By: *Roger W. Byrd*  
Name: General Counsel

CONVERSENT COMMUNICATIONS,  
INC.

By: Dave Mayer  
Name: General Counsel

DATED: June 15, 2006

cc:

Jon Pifer, FBI  
Lou Brenner, DHS  
Joe Springsteen, DOJ

Sincerely,

CTC COMMUNICATIONS GROUP,  
INC.

By: James P. Prenetta  
Name: General Counsel

CHOICE ONE COMMUNICATIONS  
INC.

By: Roger Byrd  
Name: General Counsel

CONVERSENT COMMUNICATIONS,  
INC.

By:   
Name: General Counsel

DATED: June 15, 2006

cc:

Jon Pifer, FBI  
Lou Brenner, DHS  
Joe Springssteen, DOJ