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TYSONS CORNER, VA  
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BRUSSELS, BELGIUM

1200 19TH STREET, N.W.  
SUITE 500  
WASHINGTON, D.C. 20036

(202) 955-9600

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FACSIMILE  
(202) 955-9792  
www.kelleydrye.com

ERIN WEBER EMMOTT  
DIRECT LINE: (202) 955-9766  
EMAIL: eemmott@kelleydrye.com

AFFILIATE OFFICES  
JAKARTA, INDONESIA  
MUMBAI, INDIA

April 7, 2006

**VIA UPS**

Ms. Stephanie Bell  
Secretary of the Commission  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602

Re: Informational Filing Regarding the Change in Ownership of an  
Authorized Telecommunications Provider and an Informational Filing  
Regarding a Financing Transaction

Dear Ms. Bell:

CTC Communications Group, Inc. ("CTC"), CTC Communications Corp. ("CTC Communications"), Choice One Communications Inc. ("Choice One"), Conversent Communications, Inc. ("Conversent"), and FiberNet, LLC ("FiberNet") (collectively, the "Parties") hereby provide notice to the Kentucky Public Service Commission ("Commission") of a change of control of a telecommunications provider and a financing transaction.

As described more fully below, pursuant to the terms of 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., 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,<sup>1</sup> Surviving Corporation<sup>2</sup> (the "Transaction"). Thus, upon completion of the Transaction, Surviving Corporation will be the new parent of FiberNet in Kentucky. This change in ultimate

<sup>1</sup> On February 24, 2006, CTC and Choice One notified the Commission of the proposed merger of the two companies (the "CTC-Choice One merger").

<sup>2</sup> As indicated in the CTC-Choice One merger Notification, the name of the merged company has not yet been determined.

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control does not involve transfer of operating authority, assets or customers. Immediately following the consummation of the Transaction, FiberNet in addition to CTC Communications will continue to offer the same services at the same rates, terms and conditions pursuant to existing authorizations and tariffs in Kentucky. Accordingly, the contemplated Transaction will be generally transparent to consumers. The only change will be that FiberNet along with CTC Communications will be under common control of Surviving Corporation.

In connection with the Transaction the Parties hereby respectfully notify the Commission, to the extent it may be necessary,<sup>3</sup> of their intent to provide their guarantee, serve as co-borrowers, or otherwise provide security in connection with financing of up to \$925 million being arranged for various affiliated companies, including, but not limited to, Surviving Corporation (collectively, the "Borrowers"), which financing was subject of the notice filed on February 24, 2006.

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

## **THE PARTIES**

### **CTC AND CTC COMMUNICATIONS**

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 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 manager of CVB. The address of CVB, CVC, and Mr. Peterson is 203 Park Plaza Drive, Suite 270, Vancouver, Washington 98684.

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<sup>3</sup> Although the Parties are notifying the Commission of their participation in this financing transaction, they are doing so without prejudice to their right to assert that this transaction is beyond the jurisdiction of the state commissions. *See, e.g., State ex rel. Utils. Comm'n v. S. Bell Tel. & Tel.*, 207 S.E.2d 772, *aff'd* 217 S.E.2d 543 (N.C. 1975).

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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. CTC Communications provides telecommunications services to medium and large businesses predominantly in the Northeast and Mid-Atlantic regions.<sup>4</sup> Service 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 provide its services using its 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 it obtains from other telecommunications carriers. In addition, CTC Communications operate a more traditional circuit switch-based network and provide service by reselling the local and interexchange telephony services of other telecommunications carriers.

#### CHOICE ONE

Choice One is a Delaware corporation with headquarters at 100 Chestnut Street, Suite 600, Rochester, New York 14604. Choice One and its subsidiaries<sup>5</sup> 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 addition, the Choice One Subsidiaries provide service by reselling, to a limited extent, the local and interexchange telephony services of other telecommunications carriers.

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<sup>4</sup> CTC Communications is authorized to provide interexchange telecommunications services virtually nationwide and provides intrastate telecommunications services in Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania, New Jersey, Delaware, District of Columbia, West Virginia and Maryland. In Virginia, intrastate telecommunications services are provided by CTC Communications of Virginia, Inc. In Kentucky, CTC Communications is authorized to provide telecommunications services. *See* Utility ID No. 5144700.

<sup>5</sup> 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, Pennsylvania, Rhode Island, and Wisconsin. These subsidiaries are collectively referred to as the "Choice One Subsidiaries."

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**CONVERSENT AND FIBERNET**

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 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, a West Virginia limited liability company headquartered at 211 Leon Sullivan Way, Charleston, West Virginia 25301. Conversent and its subsidiaries<sup>6</sup> are common carriers that provide communications and information services to small and medium size businesses in the Northeast and Mid-Atlantic regions. FiberNet 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 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.

**DESIGNATED CONTACTS**

The designated contacts for questions concerning this Notice are:

<b>FOR CTC AND CTC COMMUNICATIONS</b>	<b>FOR CHOICE ONE</b>	<b>FOR CONVERSENT AND FIBERNET</b>
James P. Prenetta, Jr. Senior Vice President and General Counsel CTC Communications Corp. 220 Bear Hill Road Waltham, MA 02451	Roger W. Byrd Senior Vice President and General Counsel Choice One Communications, Inc. 100 Chestnut Street, Suite 600 Rochester, NY 14604	Scott Sawyer Vice President of Regulatory Affairs Conversent Communications, Inc. 24 Albion Road Lincoln, RI 02865

<sup>6</sup> 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, Pennsylvania, Rhode Island, Vermont, and West Virginia. These subsidiaries are collectively referred to as the “Conversent Subsidiaries.” In Kentucky, FiberNet is authorized to provide telecommunications services. See Utility ID No. 05053200.

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(781) 522-8773 (telephone) (781) 522-8711 (facsimile) <a href="mailto:James.Prenetta@ctcnet.com">James.Prenetta@ctcnet.com</a>	(585) 530-2708 (telephone) (585) 697-7805 (facsimile) <a href="mailto:RByrd@choiceonecom.com">RByrd@choiceonecom.com</a>	(401) 865-3377 (telephone) (401) 865-3350 (facsimile) <a href="mailto:ssawyer@conversent.com">ssawyer@conversent.com</a>
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With copy to:

Joan M. Griffin Erin W. Emmott Kelley Drye & Warren LLP 1200 19 <sup>th</sup> Street, N.W. Suite 500 Washington, DC 20036 (202) 955-9766 (telephone) (202) 955-9792 (facsimile) <a href="mailto:eemmott@kelleydrye.com">eemmott@kelleydrye.com</a>	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) <a href="mailto:ckiser@mintz.com">ckiser@mintz.com</a>
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**DESCRIPTION OF THE TRANSACTIONS**

**DESCRIPTION OF THE TRANSFER OF CONTROL TRANSACTION**

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, FiberNet will be a subsidiary of Surviving Corporation. Diagrams showing the current and proposed corporate structure of the Parties are provided in *Exhibit A*.

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.<sup>7</sup> 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.

<sup>7</sup> 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.

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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.<sup>8</sup> 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 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 indicated in the CTC-Choice One merger Notification, 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.<sup>9</sup> CVB is already the parent of CTC, CTC Communications, and, at some point after closing of the CTC-Choice One merger, may be the majority owner of Surviving Corporation and FiberNet. The Commission has already reviewed and passed on CVB's qualifications to be a parent of a telecommunications utility in connection with the original certification request of CTC Communications, which is incorporated herein by reference.<sup>10</sup> If CVB becomes the majority owner of Surviving Corporation, there will be no impact on the customers of FiberNet.

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<sup>8</sup> 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.

<sup>9</sup> The additional percentage acquired may be less than 20 percent, but will not exceed 20 percent.

<sup>10</sup> CVB has the necessary managerial, technical, and financial capabilities to gain majority control of Surviving Corporation.

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The proposed Transaction, including the possible acquisition of additional voting stock of Surviving Corporation by CVB, will be transparent to customers of FiberNet as well as to the customers of CTC Communications. In particular, the Transaction will not result in a change of carrier for any customer.<sup>11</sup> Immediately after completion of the Transaction, FiberNet 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.<sup>12</sup>

#### **DESCRIPTION OF THE FINANCING TRANSACTION**

As described in the CTC-Choice One merger, notice filed on February 24, 2006, Borrowers propose to borrow up to \$925 million through one or more financing arrangements with banks, other financial institutions, and/or other types of investors (the "Financing"). The exact amounts and terms of the financings, which may be completed in multiple tranches, will not be finalized until the specific arrangement(s) have been completed or shortly before funding of the various transactions and will reflect the market conditions then existing. Some of the terms, such as interest rate, may fluctuate during the term of the loans due to changes in market conditions and the financial condition and/or the performance of the Borrowers. The terms of the financing arrangements are expected to be substantially as follows:

- Lenders:* Due to the anticipated size of the borrowings, it is expected that the lenders will be a consortium of banks, financial institutions, private lending institutions, private individuals, and/or other institutions the composition of which may change over the life of the loan. However, other types of investors may be relied upon as well.
- Amount:* Up to \$925 million. Portions of the borrowed funds may be in the form of conventional credit facilities such as revolving credits (which can be reborrowed during the term of the commitment); letters of credit; the issuance of secured or unsecured notes or debentures to banks, other types

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<sup>11</sup> In connection with the Transaction, FiberNet and/or CTC Communications may seek authority to utilize a d/b/a in Kentucky. If this is the case, upon receipt of the necessary documents from the Kentucky Secretary of State the Commission will be notified of the use of the d/b/a in Kentucky. Any filing required in connection with the use of a d/b/a in Kentucky will be made at that time.

<sup>12</sup> 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.

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of financial institutions, or other investors or term loans, the issuance of stock or through a rights offering.

*Maturity:* The maturity date, which is subject to negotiation, will depend on credit conditions, but is expected to be a range between three and ten years from the date of the initial borrowing. It is possible that some loans may be for a shorter or longer period. Principal payments will be made periodically in accordance with a prescribed schedule established for such borrowing. Repayment of principal could commence within twelve months of the borrowing, could commence several years from the date of the borrowing, or could be due in a “bullet payment” at maturity.

*Security:* Relevant to this Notice, some and perhaps all of the loans to Borrowers are expected to be secured by a first ranking security interest in specified assets of FiberNet and CTC Communications, including a security interest in their stock, receivables, tangible personal property and equipment. In some cases, FiberNet and/or CTC Communications may provide guarantees or serve as co-borrowers. The security documents will contain appropriate provisions indicating that the exercise of certain rights thereunder may be subject to obtaining prior regulatory approval.

*Use of Proceeds:* Some of the proceeds may be used to repay existing indebtedness, including indebtedness incurred by the Parties prior to the date of the Transaction, for general corporate purposes, capital expenses, and working capital. Other proceeds may be used to fund the acquisition of other telecommunications companies and/or telecommunications assets.

### **PUBLIC INTEREST ANALYSIS**

The Parties respectfully submit that the Transaction serves the public interest. Immediately after consummation of the Transaction, FiberNet as well as CTC Communications will continue to offer service under the same operating authority at present in Kentucky. 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 Kentucky and will not have any adverse impact on them.

Further, the Transaction will serve the public interest because consumers in Kentucky will benefit from the operation of 2 strong competitive telecommunications providers – FiberNet and CTC Communications – under one umbrella company, Surviving Corporation. FiberNet and CTC Communications share a similar serving strategy and customer focus. The combination of these leading regional competitive telecommunications providers will increase the scope of each



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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 FiberNet and CTC Communications in this manner would benefit consumers in Kentucky.

In addition, the Parties submit that Conversent's and FiberNet's participation in the Financing described herein is also in the public interest. The Financing will enhance the ability of the Parties to grow and compete in the telecommunications market in Kentucky and will provide the Parties with the financial resources needed to further grow and expand their business. Moreover, because the public interest is best served by assuring the presence of multiple strong telecommunications competitors in Kentucky, it is important to provide such competitors with the flexibility to arrange their financing in the manner they deem most appropriate to carry on their business so long as there is no adverse impact on the public.

The Parties submit that no Commission approval is required for the Transaction and Financing described herein. An original and four (4) copies of this filing are enclosed. Enclosed please also find a duplicate copy of this filing and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Should the Commission have any questions, please contact Erin Emmott via email (202) 955-9766.

Respectfully submitted,

CTC AND CTC  
COMMUNICATIONS

By: Erin W Emmott  
Joan M. Griffin  
Erin W. Emmott  
Kelley Drye & Warren LLP  
1200 19<sup>th</sup> Street, N.W., Suite 500  
Washington, DC 20036  
(202) 955-9766 (telephone)  
(202) 955-9792 (facsimile)  
eemmott@kelleydrye.com

Their Counsel

CHOICE ONE

By: Cherie R Kiser  
Cherie R. Kiser  
Mintz, Levin, Cohn, Ferris, Glovsky  
and Popeo, P.C.  
701 Pennsylvania Ave. NW  
Suite 900  
Washington, D.C. 20004  
(202) 434-7300 (telephone)  
(202) 434-7400 (facsimile)  
ckiser@mintz.com

Its Counsel

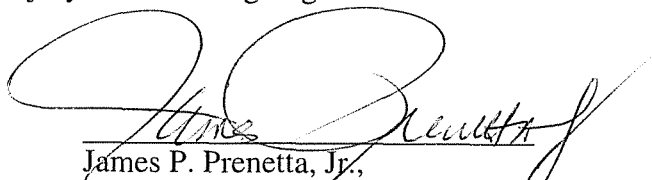
CONVERSENT AND FIBERNET

By: Scott Sawyer/EOE  
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

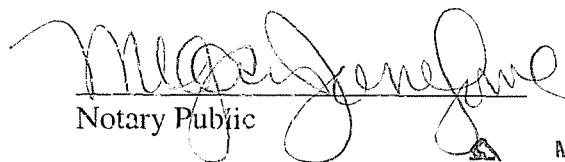
**VERIFICATION**

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 28<sup>th</sup> day of March 2006.

  
Notary Public



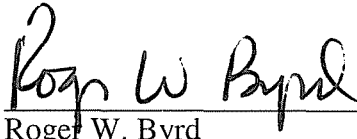
MEGAN JANE LOWE  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
October 16, 2009

My Commission expires: \_\_\_\_\_

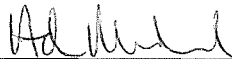
**VERIFICATION**

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  
Senior Vice President and General Counsel  
Choice One Communications Inc.

Subscribed and sworn to before me this 28<sup>th</sup> day of March 2006.

  
\_\_\_\_\_  
Notary Public Adam Michael

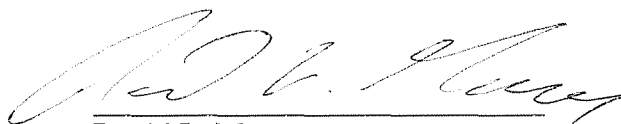
State of New York  
County of Monroe

My Commission expires: 8/4/07

**VERIFICATION**

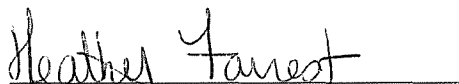
I, David L. Mayer, am Executive Vice President and General Counsel of Conversent Communications, Inc, and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to Conversent Communications, Inc., and its affiliates,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

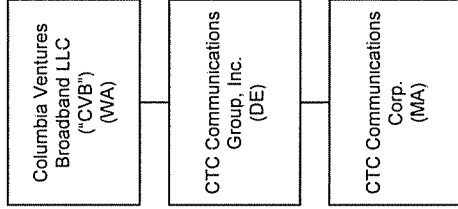
My Commission expires: June 23, 2007

**EXHIBIT A**

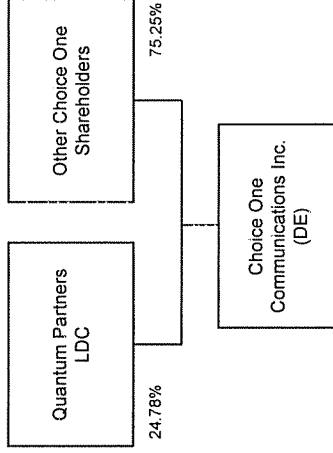
**CORPORATE STRUCTURE**

# CURRENT CORPORATE STRUCTURE

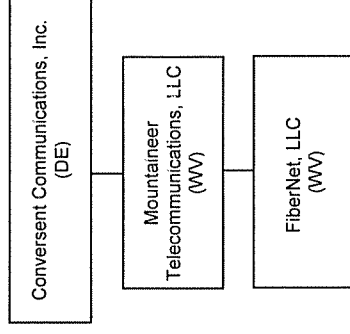
## CTC Entities



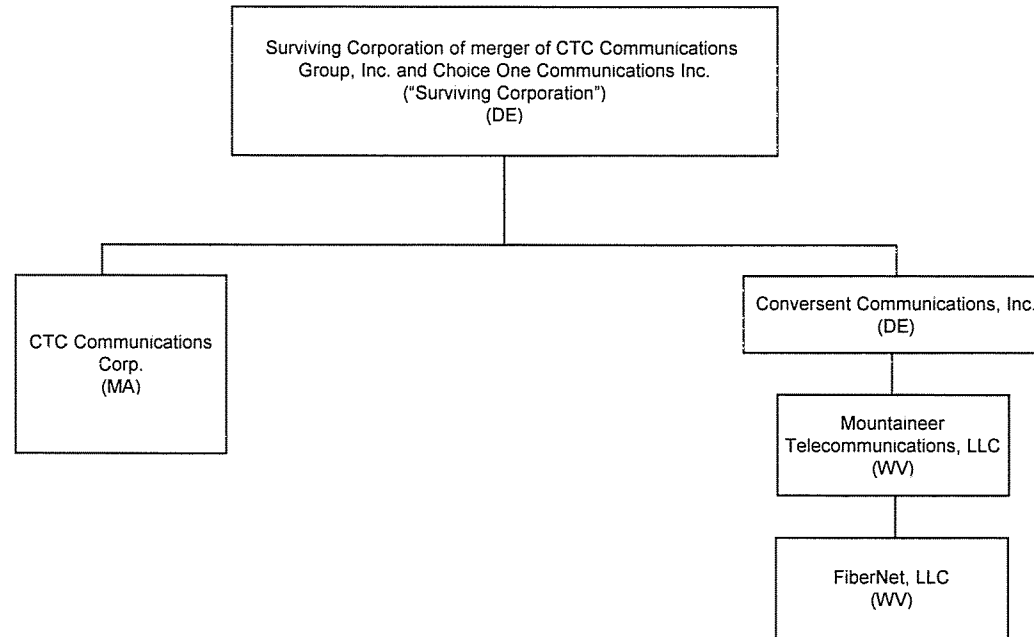
## Choice One Entities



## 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.