

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

March 14, 2006

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*Re: Application of CTC Communications Group, Inc.,)
CTC Communications Corp. and Choice One)
Communications Inc. For Approval of a Change of)
Ownership of an Authorized Telecommunications)
Provider in Connection with a Merger Transaction;)
Request for Authority to Provide Security in)
Connection with New Financing)*

Docket No. 06-00058

RESPONSE TO DATA REQUEST

CTC Communications Group, Inc. ("CTC"), CTC Communications Corp. ("CTC Communications"), and Choice One Communications Inc. ("Choice One") (collectively the "Applicants") respectfully submit the following responses to the Data Request issued by the Tennessee Regulatory Authority ("TRA") on March 8, 2006.

1. Provide a citation to a statute, rule, or order, which warrants the application's approval.

RESPONSE: As noted on p. 1 of the Application, the Applicants request authority pursuant to Tenn. Code Ann. §65-4-113 to consummate the change in control transaction described in the Application. In addition, as noted on p. 2 of the Application, the Applicants request authority pursuant to Tenn. Code Ann. §65-4-109, to the extent it may be required, to provide their security in connection with financing as described in the Application.

2. Has CTC Communications Group, Inc. ("CTC"), CTC Communications Corp. ("CTC Communications"), and Choice One ("Choice One") (collectively, the "Applicants") filed similar applications in other states and what is the status of any such application?

RESPONSE: Yes, the Applicants have made similar filings, where required, in all other states in which any operating subsidiary of CTC and Choice One is authorized to provide intrastate telecommunications services. The current status of the filings are as follows:

Applicants filed notification letters describing the financing and the transfer of control in the following states: Alabama, Arizona, Arkansas, Connecticut, District of Columbia, Florida, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Maine, Maryland, Massachusetts, Michigan, Missouri, Montana, Nevada, New Hampshire, New Mexico, North Carolina, North Dakota, Oregon, Rhode Island, South Carolina, South Dakota, Washington and Wisconsin.

Applicants filed applications for approval of the financing and/or the transfer of control that currently are pending in the following states: California (approval required for transfer of control only), Delaware (approval required for financing and transfer of control), Georgia (approval required for financing and transfer of control), Louisiana (approval required for financing and transfer of control), Minnesota (approval required for transfer of control only), Mississippi (approval required for transfer of control only), Nebraska (approval required for transfer of control only), New Jersey (approval required for financing and transfer of control), New York (approval required for financing and transfer of control), Ohio (approval required for transfer of control only), Pennsylvania (approval required for transfer of control and securities certificate required for financing), Vermont (approval required for transfer of

control only), Virginia (approval required for transfer of control only), West Virginia (approval required for transfer of control only) and Wyoming (approval required for transfer of control only).

3. Have Applicants applied for approval for financing from any Federal Agency? Have they notified any Federal Agency? If so, what is the status of any such application, petition, or notification?

RESPONSE: Applicants filed an application at the FCC for approval of the transfer of control. This application currently is pending. Although approval is not required from the FCC for the financing, the transfer of control application filed at the FCC included a description of the financing. Applicants anticipate that this application will be automatically granted pursuant to streamlined treatment in April 2006. Applicants have also filed the required notification of the proposed Transaction with the Premerger Notification Office of the FTC and DOJ. The required waiting period for this notification expires March 24, 2006. Applicants have not made any filings with any other federal agency.

4. How many customers does CTC Communications currently have in Tennessee?

RESPONSE: Currently, CTC Communications has approximately five (5) customers in Tennessee. This information corrects the statement in footnote 8 of the Application. The Applicants apologize for any confusion on this issue.

5. Will all CTC Communications customers in Tennessee merge with and into Choice One (as part of the CTC-Choice One merger transaction)?

RESPONSE: No. As explained in the Application, CTC Communications' customers in Tennessee will remain with CTC Communications immediately following consummation of the proposed Transaction.

6. Explain what are current and future plans for existing CTC residential and business customers in Tennessee.

RESPONSE: As explained in the Application, immediately following consummation of the proposed Transaction, CTC Communications customers in Tennessee will continue to receive the same services from CTC Communications at the same rates, terms and conditions as at present. The Transaction is not expected to result in any discontinuance of service for any customer. Any future changes in the rates, terms and conditions of service will be made consistent with Authority requirements. Furthermore, CTC Communications does not provide service to residential customers in Tennessee.

7. Confirm that CTC Communications will continue to operate and/or provide service under its current name and CCN issued by the Authority, and its business licenses as filed with the Tennessee Secretary of State's Office.

RESPONSE: Yes. Immediately following consummation of the proposed Transaction, CTC Communications will continue to operate under its current name and CCN issued by the Authority, and its business licenses as filed with the Secretary of State.

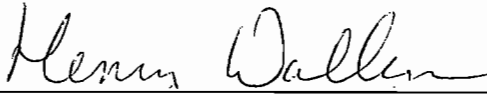
8. Per the Application filed with the Authority on February 23, 2006, file the Agreement and Plan of Merger ("Merger Agreement"). Provide copies of all current business licenses of CTC filed with the Tennessee Secretary of State's Office.

RESPONSE: Appended hereto, as *Attachment 1*, please find a copy of the executed Merger Agreement. Please note that the Merger Agreement is **CONFIDENTIAL** and is being filed **under seal**.

Also appended hereto, as *Attachment 2*, please find a copy of CTC Communications' authorization from the Tennessee Secretary of State to operate as a foreign corporation in Tennessee.

Respectfully submitted,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: 
Henry M. Walker RG
1600 Division Street, Suite 700
P.O. Box 340025
Nashville, Tennessee 37203
(615) 252-2363

ATTACHMENT 1

Copy of Executed Merger Agreement

Filed UNDER SEAL

ATTACHMENT 2

Copy of Tennessee Secretary of State Authorization for CTC Communications

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 12/27/2005
REQUEST NUMBER: 05361121
TELEPHONE CONTACT: (615) 741-6488
CHARTER/QUALIFICATION DATE: 09/21/1999
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0377357
JURISDICTION: MASSACHUSETTS

TO:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"CTC COMMUNICATIONS CORP.",

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO
TRANSACTION BUSINESS IN THIS STATE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/27/05

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$140.00 \$0.00
TOTAL PAYMENT RECEIVED: \$140.00
RECEIPT NUMBER: 00003834060
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE