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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145		DO NOT FILE COPY ORIGINAL		SPECIAL USE ONLY	
				FCC USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Chadbourne & Parke, LLP			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00		
(4) STREET ADDRESS LINE NO. 1 1200 New Hampshire Ave., NW					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20036		
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-974-5600			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0011671237			(12) FCC USE ONLY		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Choice One Communications Inc.					
(14) STREET ADDRESS LINE NO. 1 100 Chestnut Street, Suite 1400					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Rochester		(17) STATE NY	(18) ZIP CODE 14604		
(19) DAYTIME TELEPHONE NUMBER (include area code) 585-697-7972			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0006292239			(22) FCC USE ONLY		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1		
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE \$895.00		FCC USE ONLY		
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE		(25B) QUANTITY		
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		FCC USE ONLY		
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE _____			DATE _____		
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____					
ACCOUNT NUMBER _____			EXPIRATION DATE _____		
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.					
SIGNATURE _____			DATE _____		

October 12, 2004

VIA FEDEX

Ms. Marlene H. Dortch, Secretary
Wireline Competition Bureau - CPD-214 Appls
Federal Communications Commission
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Application of the Choice One Companies for Approval of a Transfer of Control of the Choice One Companies' Domestic and International Authorizations under Section 214 of the Communications Act of 1934, as Amended

Dear Ms. Dortch:

On behalf of the Choice One Companies, enclosed please find one (1) original and six (6) copies of the Application for Approval of a Transfer of Control of the Choice One Companies' Domestic and International Authorizations under Section 214 of the Communications Act of 1934, as Amended.

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$895.00, payable to the Federal Communications Commission, which satisfies the filing fee required for this application.

Should you have any questions, please do not hesitate to contact us.

Respectfully,



Dana Frix
Kemal Hawa

Counsel for the Choice One Companies

Enclosures

cc: Rebecca Halstead, FCC/International Bureau
Mary Jane Soloman, FCC/International Bureau
Elizabeth J. McDonald, Esq.

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

In the Matter of the Application of)	
)	
The Choice One Companies)	
)	
For Approval of a Transfer of Control)	File No.
of the Choice One Companies')	
Domestic and International)	WC Docket No. 04-_____
Authorizations under Section 214 of the)	
Communications Act of 1934, as)	
Amended)	

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04(b) and 63.24(e) of the Commission's rules, the Choice One Companies, which are the operating subsidiaries¹ of Choice One Communications Inc. ("Choice One"), hereby request approval of a transfer of control of the Choice One Companies' domestic and international authorizations under Section 214 of the Communications Act of 1934, as amended, due to the reorganization and related transactions (collectively the "Reorganization") of Choice One.

¹ The Choice One operating subsidiaries operating pursuant to a blanket Section 214 authorization are Choice One Communications of Connecticut Inc.; Choice One Communications of Maine Inc.; Choice One Communications of Massachusetts Inc.; Choice One of New Hampshire Inc.; Choice One Communications of New York Inc.; Choice One Communications of Ohio Inc.; Choice One Communications of Pennsylvania Inc.; Choice One Communications of Rhode Island Inc.; Choice One Communications of Vermont Inc.; Choice One Communications of Virginia Inc.; US Xchange of Illinois, L.L.C.; US Xchange of Indiana L.L.C.; US Xchange of Michigan, L.L.C.; and US Xchange of Wisconsin, L.L.C. The Choice One operating subsidiary operating pursuant to an International Section 214 authorization is Choice One Communications International Inc., File Number ITC-214-19981117-00802.

I. Discussion of the Applicability of the Commission's Transfer of Control Rules to the Reorganization

Choice One is a publicly traded company. (For informational purposes, a chart depicting shareholders as of April 2004 with a 5% or greater beneficial ownership interest in the shares of Choice One is attached hereto as Attachment 1.) Choice One announced that it has an agreement in principal regarding the terms of its Reorganization in a press release dated August 2, 2004. The Reorganization will result in a change of greater than 50% of the ownership of Choice One, necessitating this Application under Section 63.24(c) of the Commission's rules.

Section 63.24(e) of the rules requires that proposed transferees apply to the Commission for authority to effectuate the proposed transfer of control. In this case, however, the transferees are diverse institutional investors, none of which will acquire a *de jure* controlling interest in Choice One. Indeed, it is anticipated that the largest ownership interest that any single institutional investor will acquire as a result of the Reorganization is expected to be less than 20%.

Accordingly, the Choice One Companies do not believe that there is any entity that can properly be designated as a transferee for the purposes of Section 63.24(e) of the Commission's rules. Specifically, the information requirements imposed on transferees under Section 63.24(e)(2) are overly burdensome and largely inapplicable as applied to a diverse group of institutional investors (as opposed to a situation where at least one institutional investor acquires a *de jure* controlling interest in a licensed 214 carrier, or the proposed transferee is another telecommunications carrier).

For these reasons, the Choice One Companies have not identified a transferee in this Application, and accordingly the information required under Section 63.24(e)(2) of the Commission's rules have been provided with regard to Choice One, and not with regard to proposed transferees. However, for disclosure purposes, attached hereto as Attachment 2 is a chart identifying the projected 5% or greater shareholders of Choice One subsequent to the Reorganization and related transactions.² Some shareholders listed in Attachment 2 may hold their equity interest in the form of common stock that will have limited voting rights and will not be entitled to vote in the election of directors of Choice One.

II. Streamlined Processing

A. *Transfer of Control of International 214 Authorization*

The Choice One Companies' request to transfer control of the international 214 license held by Choice One Communications International Inc. is entitled to streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. Section 63.12 provides that requests to transfer control of international 214 licenses shall be entitled to streamlined processing, except in two cases: 1) where the applicant is affiliated with a foreign carrier under Section 63.12(c)(1), or 2) where the applicant is affiliated with a dominant U.S. carrier whose services it seeks to resell under Section 63.12(c)(2).

² Note that Attachment 2 reflects currently projected ownership interests subsequent to the Reorganization and related transactions, which ownership may change during the course of the reorganization process. Choice One will notify the Commission of any such material changes by supplemental filing.

As certified below, the Choice One Companies are not affiliated with either a foreign carrier or a dominant U.S. carrier.

B. *Transfer of Control of Domestic 214 Authorizations*

The Choice One Companies' request to transfer control of the blanket domestic 214 authorizations they hold are entitled to streamlined processing under Section 63.03(b)(1)(ii) of the Commission's rules. Section 63.03(b)(1)(ii) provides that an application to transfer a domestic 214 authorization shall be entitled to streamlined treatment if the transferee is not a telecommunications service provider. As stated herein, the proposed transferees are diverse institutional investors, none of which is a telecommunications carrier.

III. *Description of Choice One and the Proposed Reorganization*

Choice One is a leading integrated communications provider offering voice and data services including Internet solutions, to businesses in 29 markets across 12 Northeast and Midwest states. Choice One reported \$320 million of revenue in 2003, has more than 100,000 clients and employs approximately 1,200 colleagues.

As stated above, Choice One announced that it has an agreement in principal regarding the terms of its Reorganization in a press release dated August 2, 2004. It is currently anticipated that the Reorganization and related transactions will take the following form: (i) Choice One's approximately \$404 million of outstanding senior debt would be converted into \$175 million of new senior secured term notes payable over six years and 90% of the common stock of the reorganized company; (ii) Choice One's approximately \$252 million of outstanding subordinated debt would be converted into the other 10% of such common stock and into two series of seven-year warrants to purchase

additional shares of common stock from the reorganized company; and (iii) upon completion of the Reorganization, Choice One would obtain a revolving credit facility of up to \$25 million secured by substantially all of the assets of Choice One, from a subset of its senior lenders to provide for ongoing working capital requirements.

IV. Public Interest Statement

The Reorganization and related transactions will serve the public interest, convenience and necessity since 1) they will be seamless to end users, since Choice One and its operating subsidiaries will continue to provide the high-quality services it provides today to consumers; and 2) Choice One will emerge from this Reorganization significantly stronger financially, strengthening its ability to continue to provide competitive telecommunications services in the future.

Although Choice One remains strategically focused and operationally strong, its debt level today is out of line with its current business model. The Reorganization and related transactions are designed to remedy the debt situation, and enhance Choice One's ability to meet the needs of its clients and continue to execute its strategy.

In addition to debt reduction, the proposed restructuring – which has the support of ad hoc committees of Choice One's senior and subordinated lenders – will increase Choice One's liquidity. With a strengthened balance sheet, increased liquidity, \$320 million in recurring revenue, and more than 100,000 clients on its network, Choice One will be well-positioned to be a leading communications company in each of its markets in the future.

V. Information Required Under The Commission's Rules -- Section 63.24 (Governing Assignments and Transfers of Control), Section 63.18 (Governing Contents of Applications for International 214 Authority), and Section 63.04 (Governing Filing Procedures for Transfer of Domestic 214 Authority)

Section 63.24(e)(2) of the Commission's rules (governing Assignments and Transfers of Control) requires that transfer of control applications provide the information requested under Section 63.18(a-d) of the Commission's rules for both transferors and transferees and information under Section 63.189(h-p) for the transferee only. As noted above, because the proposed transferees are diverse institutional investors, Applicants have not identified a transferee in this Application, but rather have disclosed the projected 5% or greater shareholders of Choice One subsequent to the Reorganization and related transactions. Since the Choice One Companies are the sole applicants herein, and since the Choice One Companies will continue to be the operating entities providing telecommunications services subsequent to the Reorganization, this application supplies the information required under various of the Commission's rules with respect to the Choice One Companies only. The Choice One Companies acknowledge their obligation to supply any additional information that may be required by the Commission or Commission Staff under Section 63.24(e)(3).

A. Information Required of Both Transferors and Transferees Under Section 63.18(a) through (d) (Governing Contents of Applications for International 214 Authority):

(Since no transferee has been identified in this application for the reasons stated herein, this information has only been supplied with respect to the Choice One Companies)

(1) 63.18(a) -- Name, address and telephone number of applicants.

Each of the Choice One Companies can be contacted via their parent company as follows:

Choice One Communications Inc.
100 Chestnut Street
Rochester, NY 14604
(888) 832-5800

(2) 63.18(b) -- State of organization.

Choice One Communications of Virginia Inc. is incorporated under the laws of the Commonwealth of Virginia.

Choice One and each of the other Choice One Companies are incorporated under the laws of the State of Delaware.

(3) 63.18(c) -- Contact person(s) for this Application.

Elizabeth J. McDonald, Esq.
General Counsel
Choice One Communications Inc.
100 Chestnut Street
Rochester, NY 14604
Phone: (585) 697-7972
Fax: (585) 697-7805
emcdonald@choiconecom.com

Dana Frix, Esq.
Kemal Hawa, Esq.
Chadbourne & Parke LLP
1200 New Hampshire Avenue, N.W., Suite 300
Washington, DC 20036
Tel: (202) 974-5600
Fax: (202) 974-5602
dfrix@chadbourne.com; khawa@chadbourne.com

(4) 63.18(d) -- International Section 214 Authorizations.

Choice One owns 100% of the interest in Choice One Communications International, Inc., which holds an International Section 214 Authorization (File Number ITC-214-19981117-00802). Choice One's International Authorization grants it authority to provide resold and facilities based international telecommunications services.

Attached hereto as Attachment 3 is a chart depicting the corporate structure of Choice One and the Choice One Companies.

B. Information Required of Transferees Only Under Section 63.18(h) through (p) (Governing Contents of Applications for International 214 Authority):

(Since no transferee has been identified in this application for the reasons stated herein, this information has been supplied with respect to the Choice One Companies)

(5) 63.18(h) -- Ownership of Transferees.

Not applicable for the reasons set forth in this Application.

(6) 63.18(i) -- Foreign Affiliation.

The Choice One Companies certify that they are not, and are not affiliated with, a foreign carrier.

(7) 63.18(j).

The Choice One Companies certify that they do not seek to provide international telecommunications services to any destination country for which any of the statements set forth in paragraphs (j)(1) -(4) of Section 63.18 of the Commissions Rules is true.

(8) Section 63.18(k) is not applicable.

(9) Section 63.18(l) is not applicable.

(10) Section 63.18(m) is not applicable.

(11) 63.18(n) -- No special concessions.

The Choice One Companies certify that they have not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and will not enter into such agreements in the future.

(12) 63.18(o) -- Certification.

The Choice One Companies certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(13) 63.18(p) -- Streamlined processing.

See Section II, above.

C. Information Required of Each Applicant by Section 63.04 of the Commission's Rules (Governing Filing Procedures for Combined Domestic and International Transfer of Control Applications)

Section 63.04(b) of the Commission's rules (governing combined domestic and international transfer of control applications) requires that transfer of control applications provide the information requested under Section 63.04(a)(6) through (a)(12) of the Commission's rules. The information required under Section 63.04 (a)(6) through (a)(12) of the Commission's rules is supplied below.

(14) Section 63.04(a)(6): Description of the Transaction.

It is currently anticipated that the Reorganization and related transactions will take the following form: (i) Choice One's approximately \$404 million of outstanding senior debt would be converted into \$175 million of new senior secured term notes payable over six years and 90% of the common stock of the reorganized company; (ii) Choice One's approximately \$252 million of outstanding subordinated debt would be converted into the other 10% of such common stock and into two series of seven-year warrants to purchase additional shares of common stock from the reorganized company; and (iii) upon completion of the Reorganization, Choice One would obtain a revolving credit facility of up to \$25 million secured by substantially all of the assets of Choice One, from a subset of its senior lenders to provide for ongoing working capital requirements.

(15) Section 63.04(a)(7): Description of Geographic Areas in Which the Transferor and Transferee Offer Domestic Telecommunications Services and What Services are Provided in Each Area.

Choice One is a leading integrated communications provider authorized to offer voice and data services including Internet solutions, to businesses in 29 markets across 12 Northeast and Midwest states. (Connecticut, Illinois, Indiana, Maine, Massachusetts, Michigan, New Hampshire, New York, Ohio, Pennsylvania, Rhode Island, Virginia and Wisconsin). The Transferees are the senior and junior debt holders of Choice One; they do not offer any telecommunications services.

(16) Section 63.04(a)(8) Streamlined Processing.

This application is subject to streamlined processing. *See* Section II of this Application.

(17) Section 63.04(a)(9) is not applicable.

(18) Section 63.04(a)(10) is not applicable.

(19) Section 63.04(a)(11) is not applicable.

(20) Section 63.04(a)(12): Public Interest, Convenience and Necessity.

The Reorganization and related transactions will serve the public interest, convenience and necessity since 1) they will be seamless to end users, since Choice One and its subsidiaries will continue to provide the high-quality services it provides today to consumers; and 2) Choice One will emerge from this Reorganization significantly stronger financially, strengthening its ability to continue to provide competitive telecommunications services in the future.

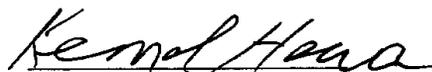
Although Choice One remains strategically focused and operationally strong, its debt level today is out of line with its current business model. The Reorganization and related transactions are designed to remedy the debt situation, and enhance Choice One's ability to meet the needs of its clients and continue to execute its strategy.

In addition to debt reduction, the proposed restructuring – which has the support of ad hoc committees of Choice One's senior and subordinated lenders – will increase Choice One's liquidity. With a strengthened balance sheet, increased liquidity, \$320 million in recurring revenue, and more than 100,000 clients on its network, Choice One will be well-positioned to be a leading communications company in each of its markets in the future.

VI. Conclusion

For the foregoing reasons, the Choice One Companies respectfully request approval of a transfer of control of the Choice One Companies' domestic and international authorizations under Section 214 of the Communications Act of 1934, as amended.

Respectfully submitted,



Dana Frix
Kemal Hawa
Chadbourne & Parke LLP
1200 New Hampshire Avenue, N.W.
Washington, DC 20036
Tel: (202) 974-5600
Fax: (202) 974-5602

Counsel for
The Choice One Companies

ATTACHMENT 1

Beneficial Ownership

5% or Greater Shareholders of Choice One Communications, Inc. as of April 2004

Owner	Number of Shares	Ownership Percentage
Morgan Stanley Entities ³	11,043,826	36.7%
Ronald VanderPol	6,167,819	14.0%
Steve M. Dubnik	2,343,055	5.4%

³ The Morgan Stanley Entities are Morgan Stanley Capital Partners, III, L.P., Morgan Stanley Dean Witter Capital Partners IV, L.P. (together with certain of their affiliated private equity funds that have invested in Choice One).

ATTACHMENT 2

Choice One Communications Inc.

Projected 5% or Greater Ownership Immediately Upon Reorganization

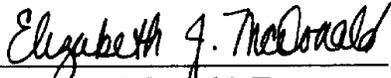
Owner	Ownership Percentage
Quantum Partners LDC	19.46%
General Electric Capital Corporation	14.4%
Merrill Lynch Credit Products, LLC	9.08%
Goldman Sachs Credit Partners, LP	7.3%
Varde Investment Partners, L.P.	6.0%
Morgan Stanley Senior Funding, Inc.	5.9%
Strategic Value Master Fund, Ltd.	5.8%
Total	67.94%

ATTACHMENT 3

Corporate Structure

CERTIFICATION

I, Elizabeth J. McDonald, hereby certify that I am authorized to make this Certification on behalf of the Choice One Companies, which are the operating subsidiaries of Choice One Communications Inc., that I have read the foregoing application requesting approval of the transfer of control of the Choice One Companies' domestic and international Section 214 authorizations, and that the information contained therein is true and correct to the best of my knowledge, information, and belief.



Elizabeth J. McDonald, Esq.
Vice President, General Counsel, and Secretary
Choice One Communications Inc.

September 20, 2004