

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

WC 05-16-1308

(1) LOCK BOX # 358145		FCC/MELLON		MAR 24 2005			
SECTION A - PAYER INFORMATION							
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kelley, Drye & Warren, LLP				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00			
(4) STREET ADDRESS LINE NO. 1 8000 Towers Crescent Drive							
(5) STREET ADDRESS LINE NO. 2 Suite 1200							
(6) CITY Vienna				(7) STATE VA		(8) ZIP CODE 22182	
(9) DAYTIME TELEPHONE NUMBER (include area code) (703) 918-2320				(10) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(11) PAYER (FRN) 0006-5547-78							
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 CTC Communications Group, Inc.							
(14) STREET ADDRESS LINE NO. 1 220 Bear Hill Road							
(15) STREET ADDRESS LINE NO. 2							
(16) CITY Waltham				(17) STATE MA		(18) ZIP CODE 02451	
(19) DAYTIME TELEPHONE NUMBER (include area code) (781) 522-8773				(20) COUNTRY CODE (if not in U.S.A.)			
FCC REGISTRATION NUMBER (FRN) REQUIRED							
(21) APPLICANT (FRN) 0009-7049-74							
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) \$895.00		(27A) TOTAL FEE \$895.00					
(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					
(28B) FCC CODE 1			(29B) FCC CODE 2				
SECTION D - CERTIFICATION							
CERTIFICATION STATEMENT I, <u>JOAN M. Griffin</u> , 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 <u>JM Griffin</u>				DATE <u>3/24/05</u>			
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 _____			

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March 24, 2005

BY HAND

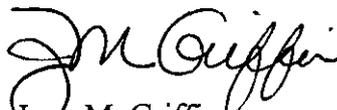
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of Lightship Telecom, LLC
Application for Consent to Transfer Of Control of a Company Holding an International
Authorization and a Blanket Domestic Authorization Pursuant to Section 214 of the
Communications Act of 1934, as Amended

Enclosed for filing, on behalf of Lightship Holding, Inc. and CTC Communications
Group, Inc. (“CTC Group”) (collectively the “Parties”), please find an original and five (5)
copies of the above-captioned application. The Parties request authority for the transfer of
control of Lightship Telecom, LLC to CTC Group. This application is being filed concurrently
with the International Bureau via its IBFS electronic program.

Remittance Form 159 and a check to cover the \$895 filing fee are appended. An
additional copy of this filing for date-stamp and return has been provided as well. If there are
any questions regarding this application, please contact the undersigned counsel. Thank you in
advance for your assistance with this matter.

Sincerely,


Joan M. Griffin

Enclosures

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

In the Matter of)
)
LIGHTSHIP TELECOM, LLC)
)
)
Application for Consent to Transfer)
of Control of a Company Holding a)
International Authorization and a Blanket)
Domestic Authorization Pursuant)
to Section 214 of the Communications Act)
of 1934, as Amended)

Docket No. _____

APPLICATION

Lightship Holding, Inc. ("Lightship Holding") (FRN: 0013-1233-36) and CTC Communications Group, Inc. ("CTC Group") (FRN: 0009-7049-74),¹ by their attorneys, hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the "Act"), and Sections 63.04 and 63.24(e) of the Commission's Rules, 47 CFR §§ 63.04, 63.24(e), for the transfer of control of Lightship Telecom, LLC ("Lightship Telecom") (FRN: 0006-1941-87) from Lightship Holding to CTC Group. As discussed herein, Lightship Telecom is a competitive local exchange carrier ("CLEC") that provides local and long distance telecommunications services to business customers in the northeast and mid-Atlantic regions. Lightship Telecom holds

¹ Lightship Holding and Lightship Telecom are collectively referred to as "Lightship" in this Application. Lightship Holding and CTC Group are collectively referred to as the "Parties" or "Applicants."

global Section 214 authority to provide international services on a facilities and resale basis.²

The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in CTC Group (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) CTC Group (including its affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service. This Application also qualifies for streamlined treatment under Section 63.12 because, in accordance with Section 63.12(c), (1) CTC Group is affiliated with foreign carriers, but for each such affiliate, the Commission has previously determined that the affiliated foreign carrier lacks market power, and/or the foreign carrier affiliate lacks 50 percent market share in the international transport and local access market in the countries in which it operates; (2) CTC Group is not affiliated with any dominant U.S. carrier; and (3) no authority is requested to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

² See IB File No. ITC-214-19990203-00056, granted Mar. 25, 1999, in Report No. TEL-00077, rel. Mar. 25, 1999.

I. APPLICANTS

A. Lightship

Lightship Holding is a Delaware corporation and Lightship Telecom is a Delaware limited liability company. The headquarters of each company is 1301 Virginia Drive, Suite 440, Fort Washington, Pennsylvania 19034. Lightship Holding is a holding company for its wholly-owned subsidiary, Lightship Telecom. Lightship Telecom is a common carrier that provides voice, data, Internet, and related services to business customers in Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont.³ Lightship Telecom's services include local and long distance phone service, conference calling, voice mail, and calling cards; high-speed dedicated bandwidth, wide area networks, frame relay, and managed modem ports; high-speed dedicated Internet access, web hosting, email hosting, webmail, email, domain hosting, and router management; dynamic bandwidth allocation; and collocation.

Lightship Telecom delivers its telecommunications services over the digital switching network it has deployed throughout the business centers in its serving area. This network consists of Lightship Telecom's telephone and frame relay switches as well as transmission facilities that Lightship Telecom obtains from other telecommunications carriers. Lightship Telecom also provide service through resale arrangements with other telecommunications carriers.

B. CTC Group

CTC Group is a Delaware corporation with headquarters at 220 Bear Hill Road, Waltham, Massachusetts 02451. CTC Group is a holding company for CTC

³ In addition, Lightship Telecom is authorized to provide intrastate service in Connecticut, Delaware, New Jersey, New York, and Pennsylvania.

Communications Corp. ("CTC") and is also located at 220 Bear Hill Road Waltham, Massachusetts 02451. CTC is a common carrier that provides integrated packages of communications services to medium and large businesses predominantly in the northeast and mid-Atlantic regions (Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, and West Virginia). CTC's most recent authority to provide facilities-based and resale international services on a global basis was granted on July 30, 2004 in IB File No. ITC-214-20040708-00260 (the "2004 Section 214 Authorization").⁴ In Virginia, CTC provides service through its wholly-owned subsidiary, CTC Communications of Virginia, Inc. ("CTC Virginia").

CTC's service offerings include local, long distance, and toll free telephony services; post-paid calling card services; conference calling; frame relay, private line, DSL, VPN, and ATM; Internet access and webmail. Where possible, CTC provides its services using its broadband, IP-based network known as the PowerPath® Network. CTC's PowerPath® Network uses Cisco network infrastructure and a redundant fiber optic backbone (8,200 miles). CTC also provides service by reselling the local and interexchange telephony services of other telecommunications carriers.

CTC Group is a wholly-owned subsidiary of Columbia Ventures Broadband LLC ("CVC Broadband"), which is, in turn, a wholly-owned subsidiary of Columbia Ventures Corporation ("CVC"). CVC Broadband, 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

⁴ See DA 04-2472, rel. Aug. 04, 2004.

around the world. The Commission approved CVC's acquisition of CTC and CTC Virginia on November 6, 2003 in WC Docket No. 03-191⁵ and on October 24, 2003 in IB File Nos. ITC-T/C-20030910-00471 and ITC-T/C-20030819-00470.⁶ CVC holds global facilities-based and resale international Section 214 authority as granted by the Commission on October 16, 1998 in IB File No. ITC-214-19980820-00606 to CTC Virginia and subsequently assigned on a *pro forma* basis to CVC.⁷ Neither CVC nor CVC Broadband provide telecommunications services.

In August 2004, CVC notified the Commission that a number of wholly-owned CVC subsidiaries – CTC Virginia, CVC Acquisition Company (Ireland) Limited (“CVC Ireland”), CVC Acquisition Company (UK) Limited (“CVC UK”), CVC Acquisition Company (Canada) Ltd. (“CVC Canada”), and Columbia Ventures U.S. Acquisition LLC (“CVC USA”) – would operate under CVC's Section 214 authority, as permitted under Section 63.21(h) of the Commission's Rules, 47 C.F.R. § 63.21(h).⁸ As previously indicated, CTC Virginia's service offerings and means of service are the same as CTC. The remaining CVC companies listed (the “Hibernia Companies”) have ownership interests in Hibernia Atlantic (formerly known as the 360atlantic Cable Network), a submarine cable network extending between the U.S., Canada, the U.K. and Ireland.⁹

⁵ See DA 03-3645, rel. Nov. 13, 2003.

⁶ See DA 03-3462, rel. Oct. 30, 2003.

⁷ See Letter from Joan E. Neal, counsel to CVC, to Marlene H. Dortch, Secretary, FCC, dated May 6, 2004, in FCC File No. ITC-214-19980820-00606.

⁸ See FCC File No. ITC-ASG-20040506-00308, Report No. TEL-00821, rel. Aug. 12, 2004. One of the companies listed in the letter, CVC Acquisition Iceland Limited, does not exist at this time.

⁹ See File Nos. SCL-T/C-20021213-00104 and SCL-ASG-20021213-00103, granted Jan. 31, 2003, in DA No. 03-335, rel. Jan. 31, 2003.

None of the Hibernia Companies provide regulated telecommunications services in the U.S. at this time. None of the foreign Hibernia Companies have market power in their destination markets, a fact confirmed by the FCC when it retained CTC's non-dominant status in granting the 2004 Section 214 Authorization.

CVC holds ownership interests in two other foreign telecommunications carriers, Globalstar Australia and Magnet Networks Limited ("Magnet Networks").¹⁰ CVC's wholly-owned subsidiary, Columbia Ventures (Australia) Pty. Ltd., holds a 50 percent interest in Globalstar Australia, a provider of competitive wireless services in Australia. Globalstar Australia does not have market power in Australia, a fact confirmed by the FCC when it retained CTC's non-dominant status in granting the 2004 Section 214 Authorization. Magnet Networks is a wholly-owned indirect subsidiary of CVC and a provider of voice, data, and television services in Ireland. Magnet Networks only recently commenced providing service and thus lacks 50 percent market share in the international transport and local access market in Ireland. CVC also owns one other telecommunications company that operates in the U.S. – Fiberlink LLC d/b/a Columbia Fiber Solutions, a dark fiber provider in Washington state.

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. None of Mr. Peterson's ownership interests in telecommunications service providers outside of CVC exceed 10 percent.

A diagram showing the current corporate structure of the Applicants is provided in Exhibit A.

¹⁰ CVC's interest in Og Vodaphone, as reported in CTC's application for the 2004 Section 214 Authorization, has been sold.

II. DESCRIPTION OF THE TRANSACTION

On March 21, 2005, CTC Communications Acquisition Corp. ("Merger Sub"), CTC Group and Lightship Holding entered into an Agreement and Plan of Merger (the "Merger Agreement"). Merger Sub is a Delaware corporation and wholly-owned subsidiary of CTC Group that was incorporated for the sole purpose of entering into the Merger Agreement and consummating the transactions contemplated thereby.

Pursuant to the Merger Agreement, Merger Sub will merge with and into Lightship Holding, with Lightship Holding being the surviving corporation and becoming a direct, wholly-owned subsidiary of CTC Group. The Merger Agreement provides that the existing shareholders of Lightship Holding are entitled to receive a cash payment for all of the outstanding capital stock of Lightship Holding. The closing of the transaction is contingent on receipt of necessary regulatory approvals and the approval of the stockholders of Lightship Holding, among other things.

A diagram showing the corporate structure of CTC Group post-close is provided in Exhibit B.

III. PUBLIC INTEREST STATEMENT

The transfer of control of Lightship Telecom to CTC Group will serve the public interest, as American consumers will benefit from the operation of two strong CLECs – Lightship Telecom and CTC – under one umbrella company, CTC Group. Lightship Telecom and CTC share a similar serving strategy, customer focus and market footprint. The combination of these leading regional competitive telecommunications providers will increase the scope of each of the existing companies and should enable the combined companies to compete more effectively in the highly competitive market for

telecommunications services. 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 with which the competitive telecommunications industry is now struggling, the enhancement of Lightship Telecom and CTC in this manner would benefit American consumers.

At the same time, the proposed merger does not present any anti-competitive issues. Lightship Telecom and CTC are non-dominant carriers that will continue to compete with Verizon and other CLECs in the local and long distance markets. They will continue to provide high-quality communications services to their customers without interruption and without change in rates, terms or conditions. The combination of Lightship Telecom and CTC under one umbrella company will not have a negative impact on competition. In the geographic markets in which the operations of Lightship Telecom and CTC overlap (*i.e.*, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont), the combined market share of Lightship and CTC in the local service market is less than 5 percent. Furthermore, there are a number of other CLECs – including but not limited to XO, PAETEC, Conversent, Choice One, and TelCove -- operating in each market, as well as the incumbent carrier, which in each market controls a substantial market share. While Lightship Telecom will become affiliated with foreign carriers post-close, for each such foreign carrier affiliate, the Commission has already recognized that the affiliated foreign carrier lacks market power and thus poses no threat to competition, and/or the foreign carrier affiliate lacks 50 percent market share in the international transport and local access market in the countries in which it operates.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

- (a) Name, address and telephone number of Applicants:

Lightship Holding, Inc. (Transferor)
1301 Virginia Avenue
Suite 440
Fort Washington, PA 19034
Tel: (215) 641-1875
Fax: (215) 641-9790
FRN: 0013-1233-36

CTC Communications Group, Inc. (Transferee)
220 Bear Hill Road
Waltham, MA 02451
Tel: (781) 522-8773
Fax: (781) 522-8711
FRN: 0009-7049-74

Name, address and telephone number of the licensee being transferred:

Lightship Telecom, LLC
1301 Virginia Avenue
Suite 440
Fort Washington, PA 19034
Tel: (215) 641-1875
Fax: (215) 641-9790
FRN: 0006-1941-87

- (b) Lightship Holding and CTC Group are both corporations organized under the laws of Delaware.

- (c) Correspondence concerning this Application should be sent to:

<p>Kevin O'Hare President and Chief Executive Officer Lightship Holding, Inc. 1301 Virginia Avenue Suite 440 Fort Washington, PA 19034 Tel: (215) 641-1875 Fax: (215) 641-9790</p>	<p>Pamela L. Hintz Vice President of Regulatory Affairs CTC Communications Corp. 220 Bear Hill Road Waltham, MA 02451 Tel: (781) 622-2116 Fax: (781) 622-2185 Pamela.hintz@ctcnet.com</p>
<p>Harry N. Malone Edward S. Quill Swidler Berlin LLP 3000 K Street, N.W., Suite 300 Washington, DC 20007-5116 Phone: (202) 424-7500 Fax: (202) 424-7645 HNMalone@swidlaw.com</p>	<p>Joan M. Griffin Kelley Drye & Warren LLP 8000 Towers Crescent Drive, Suite 1200 Vienna, VA 22182 Tel: (703) 918-2300 Fax: (703) 918-2450 jgriffin@kelleydrye.com</p>

- (d) Lightship Holding does not hold Section 214 authority. Its wholly-owned subsidiary, Lightship Telecom, holds global Section 214 authority to provide international services on a facilities and resale basis, granted on March 25, 1999, in IB File No. ITC-214-19990203-00056. CTC Group does not hold Section 214 authority. Its wholly-owned subsidiary, CTC, holds global Section 214 authority to provide international services on a facilities and resale basis, granted on July 30, 2004 in IB File No. ITC-214-20040708-00260. In addition, its parent company, CVC, holds global Section 214 authority to provide international services on a facilities and resale basis, granted on October 16, 1998 in IB File No. ITC-214-19980820-00606 to CTC Virginia and subsequently assigned on a *pro forma* basis to CVC.
- (h) Following consummation of the proposed transaction, Lightship Holding will be a wholly-owned subsidiary of CTC Group, a holding company whose address is 220 Bear Hill Road, Waltham, MA 02451. CTC Group is a wholly-owned subsidiary of CVC Broadband, a Washington state limited liability company that is a holding company. CVC Broadband is, in turn, a wholly-owned subsidiary of CVC, a Washington state corporation. CVC owns and operates a portfolio of telecommunications companies and a small number of manufacturing businesses around the world. Mr. Kenneth D. Peterson, Jr., a U.S. citizen, 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. The address of CVC Broadband, CVC, and Mr. Peterson is 203 SE Park Plaza Drive, Suite 270, Vancouver, WA 98684. Mr. Peterson is also an alternate director of Globalstar

Australia and a director of Magnet Networks, CVC UK, CVC Canada, and CVC Ireland.

- (i) As evidenced by the signature of CTC Group's authorized representative to this Application, CTC Group certifies that (i) it is not a foreign carrier, and (b) it is affiliated with foreign carriers in Australia, Canada, Ireland, and the U.K.
- (j) As evidenced by the signature of CTC Group's authorized representative to this Application, CTC Group certifies that (i) CTC Group is not a foreign carrier in any destination market; (ii) CTC Group does not control a foreign carrier in any destination market; (iii) CVC -- an entity that controls CTC Group -- controls a foreign carrier in Australia, Canada, Ireland, and the U.K.; and (iv) two or more foreign carriers (or parties that control foreign carriers) do not own, in the aggregate, more than 25 percent of CTC Group and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Australia, Canada, Ireland, and the U.K. are all members of the World Trade Organization.
- (l) Each of CTC Group's foreign carrier affiliates in Australia, Canada, Ireland, and the U.K. holds significantly less than 50 percent market share in the international transport and local access markets in its respective country. Accordingly, CTC Group's foreign carrier affiliates lack market power and CTC Group is entitled to a presumption of non-dominant treatment. The Commission acknowledged the none of the foreign Hibernia Companies have market power in their respective destination markets when it retained CTC's non-dominant status in granting the 2004 Section 214 Authorization.
- (m) See response to item (l).
- (n) As evidenced by the signature of CTC Group's authorized representative to this Application, CTC Group certifies that it has not agreed to accept special concessions 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 that it will not enter into such agreements in the future.
- (o) As evidenced by the signatures to this Application, Applicants 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.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12 because, in accordance

with Section 63.12(c), (i) CTC Group is affiliated with foreign carriers, but for each such affiliate, the Commission has previously determined that the affiliated foreign carrier lacks market power, and/or the foreign carrier affiliate lacks 50 percent market share in the international transport and local access market in the countries in which it operates; (ii) CTC Group is not affiliated with any dominant U.S. carrier; and (iii) no authority is requested to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit C.

VI. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

LIGHTSHIP HOLDING, INC.



Kevin M. O'Hare
President and Chief Executive Officer
Lightship Holding, Inc.
1301 Virginia Avenue
Suite 440
Fort Washington, PA 19034
Tel: (215) 641-1875

Harry N. Malone
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Its Attorney

Date: 24 MAR '05

**CTC COMMUNICATIONS
GROUP, INC.**

James P. Prenetta, Jr.
Secretary and General Counsel
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jgriffin@kelleydrye.com

Its Attorney

VI. CONCLUSION

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

LIGHTSHIP HOLDING, INC.

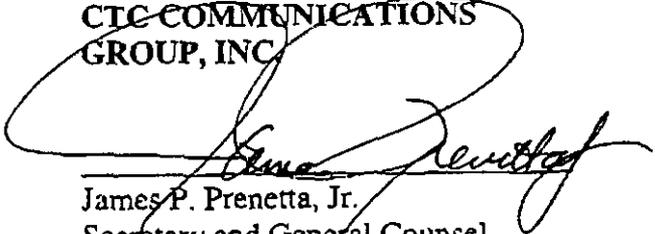
Kevin M. O'Hare
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Its Attorney

Date: 3/24/05

**CTC COMMUNICATIONS
GROUP, INC.**



James P. Prenetta, Jr.
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Its Attorney

LIST OF EXHIBITS

EXHIBIT A	Current Corporate Structure of CTC Group
EXHIBIT B	Proposed Corporate Structure of CTC Group Post-Close
EXHIBIT C	Domestic Section 214 Transfer of Control Information

Exhibit A
Current Structure of the Applicants

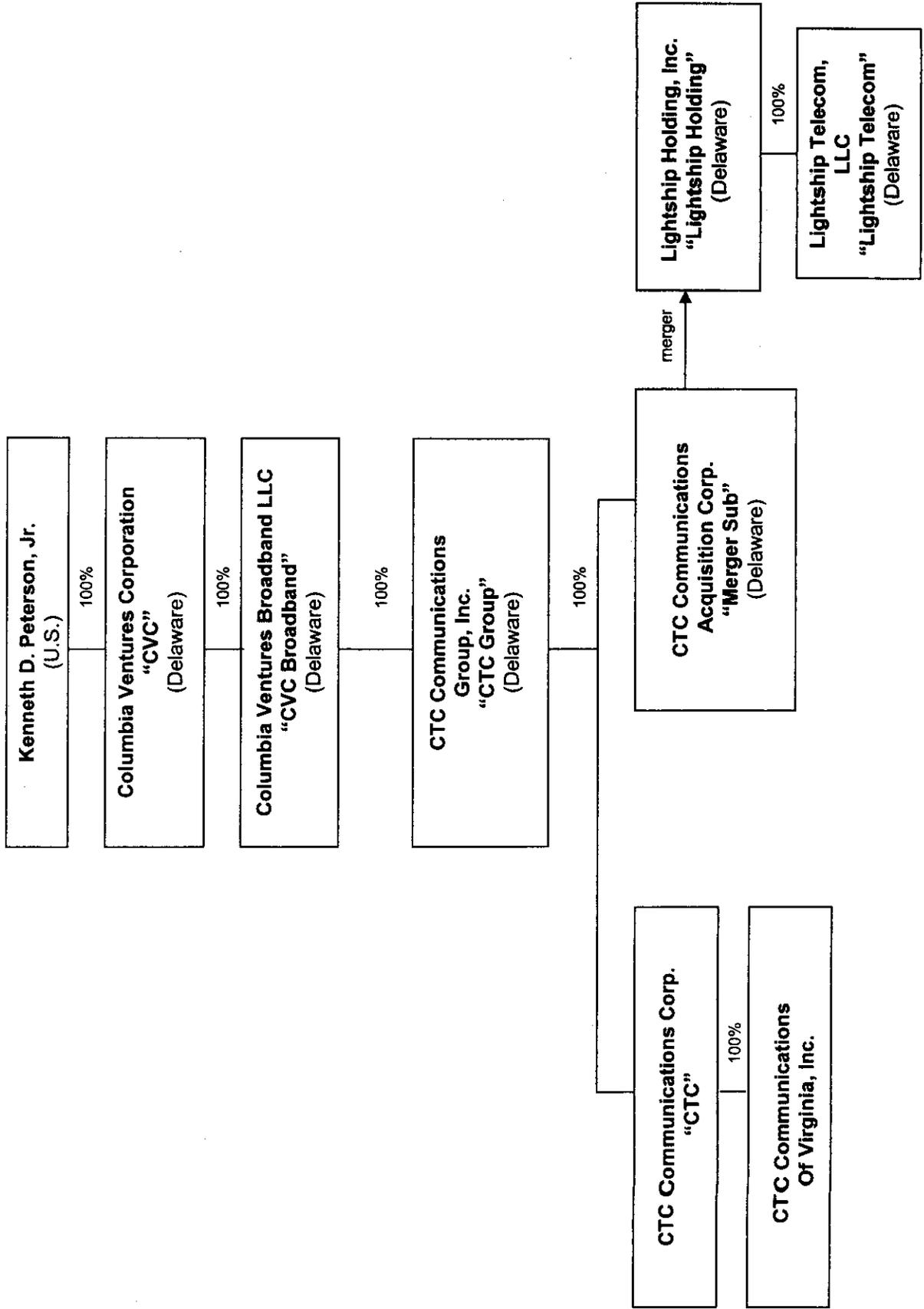


Exhibit B
Proposed Structure of the Applicants

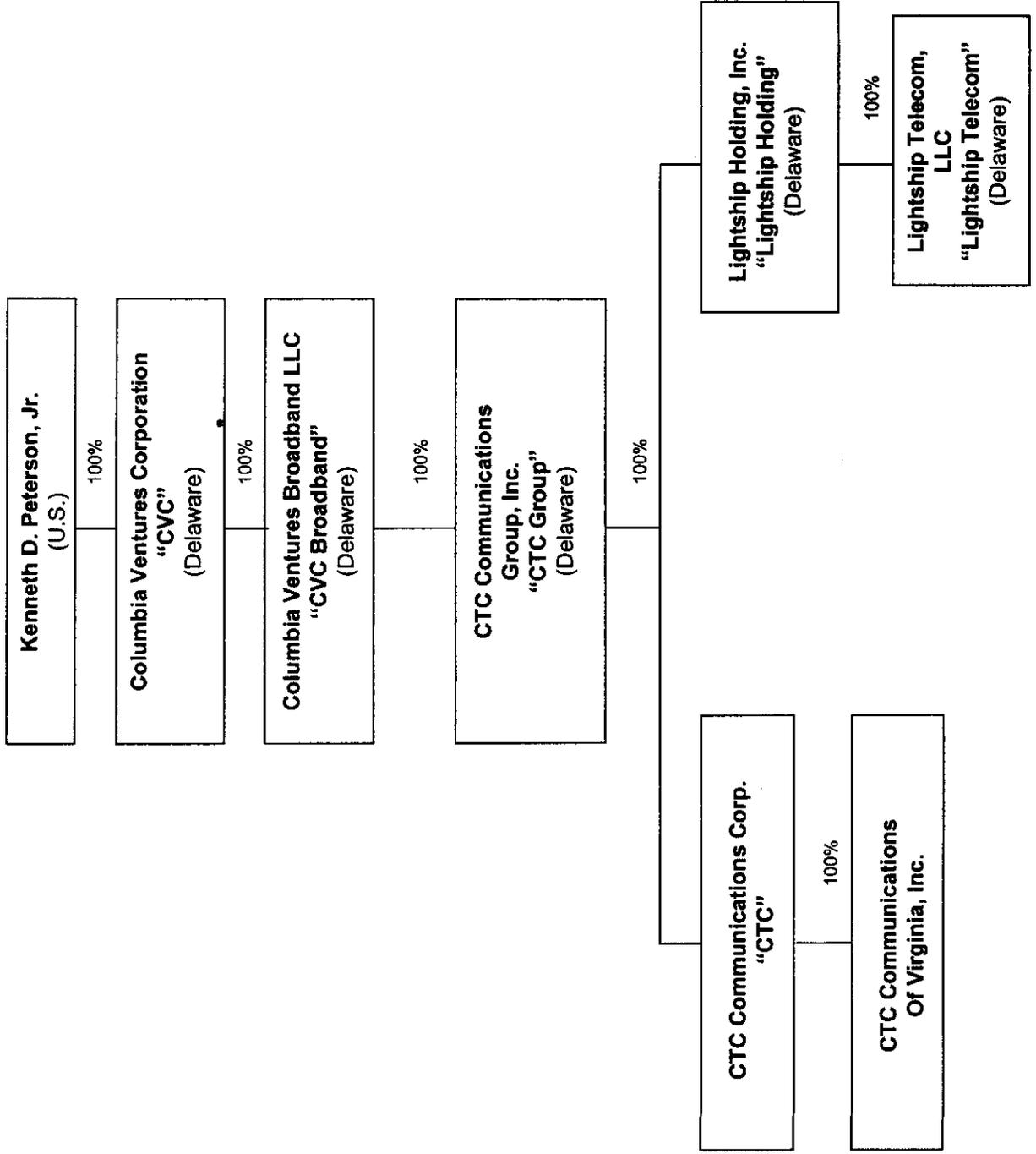


EXHIBIT C

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(b)(6): Description of the Transaction

The proposed transaction is described in Section II of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because (1) the proposed transaction will result in CTC Group (including its affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) CTC Group (including its affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

None.

63.04(b)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.