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filed electronically in docket office on 12/17/09

December 17, 2009

**Via Federal Express**

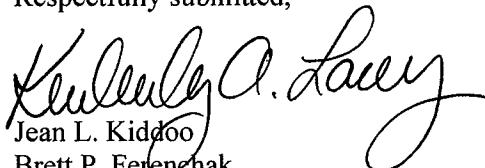
Sharla Dillon, Docket Room Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

**Re: Docket No. 09-00189: Application of MegaPath, Inc., DSL.net, Inc., and DSLnet Communications, LLC for Approval of a Pro Forma Internal Change of Control of DSLnet Communications, LLC**  
**Response to Data Request No. 1**

Dear Ms. Dillon:

On behalf of MegaPath, Inc., DSL.net, Inc. and DSLnet Communications, LLC (collectively, the "Applicants") enclosed for filing please find an original and four copies of the Applicants response to Data Request No. 1 in the above-referenced docket. Please date stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo  
Brett P. Ferencak  
Kimberly A. Lacey

cc: Sharla Dillon (Sharla.Dillon@tn.gov)

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**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

Application of	)	
	)	
	)	
<b>Megapath Inc.,</b>	)	
<b>DSL.net, Inc.</b>	)	
	)	
and	)	Docket No. 0900189
	)	
<b>DSLnet Communications, LLC</b>	)	
	)	
For Approval of a <i>Pro Forma</i> Internal Change	)	
of Control of DSLnet Communications, LLC	)	
	)	

**RESPONSE TO DATA REQUEST NO. 1**

MegaPath Inc. ("MegaPath") and its wholly owned subsidiaries DSL.net, Inc. ("DSL-Parent") and DSLnet Communications, LLC ("DSLnet") (MegaPath, DSL-Parent and DSLnet collectively, the "Applicants"), through their undersigned counsel, hereby provide the following responses to the Tennessee Regulatory Authority's ("TRA") Data Request No. 1 in the above-referenced docket:

**1. Have the Applicants filed similar applications or notices in other states? If so, provide a listing of states and action taken.**

**ANSWER:** Applicants requested approval for the transaction from the following states: California, Delaware, Georgia, Hawaii, Indiana, Louisiana, Maryland, Nebraska, New Jersey, New York, Ohio, Pennsylvania, Texas and West Virginia. DSLnet's affiliate, DSLnet Communications VA, Inc., is seeking approval in Virginia. All of these approval requests remain pending. Applicant expects to receive approval in California, Delaware, Indiana, Louisiana, Maryland, Ohio and possibly West Virginia before year end.

Applicants also filed notice of the proposed transaction in the following states: Alabama, Arizona, Arkansas, Connecticut, District of Columbia, Florida, Idaho, Illinois, Iowa, Kansas, Kentucky, Massachusetts, Maine, Michigan, Minnesota, Missouri, Mississippi, Montana, New Hampshire, New Mexico, Nevada, North Carolina, North Dakota, Oklahoma, Oregon, Rhode Island, South Carolina, South Dakota, Utah, Vermont, Washington, Wisconsin and Wyoming.

**2. Have the Applicants filed a similar application with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of the application has been established by the FCC, provide such with your response.**

**ANSWER:** No. On December 11, 2009, the Applicants filed a Notice of Pro Forma Transfer with the FCC. The Notice does not require FCC approval and will not be assigned a docket number.

**3. Please discuss the implications of the transaction described in the *Application* on the public interest of Tennessee consumers?**

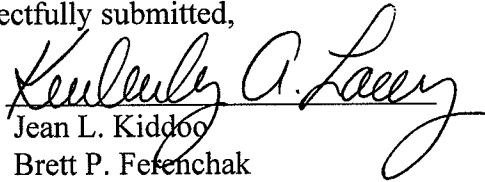
**ANSWER:** As stated in the Application, Applicants respectfully submit that the proposed transaction serves the public interest. In particular, Applicants submit that the proposed transaction will be transparent to Tennessee customers. Immediately following the *pro forma* change of control, DSLnet will continue to offer service with no change in the rates or terms and conditions of service. Further, DSLnet will continue to provide service to its customers under the same name, and will continue to be lead by an experienced management team. Therefore, the transfer of control of DSLnet will be seamless and transparent to consumers in Tennessee.

Further, the *pro forma* change will provide Applicants significant financial and operational benefits by removing DSL-Parent from the corporate structure. As a result,

MegaPath and DSLnet will be stronger companies, which will inure to the benefit of DSLnet's customers.

Respectfully submitted,

By:



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COUNSEL FOR APPLICANTS

Dated: December 17, 2009