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May 27, 2010

*Via Email & Overnight Courier*

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

**Re: Docket No. 10-00089 - Joint Petition of Megapath Inc., DSLnet Communications, LLC and CCGI Holding Corporation for Approval of the Indirect Transfer of Control of DSLnet Communications, LLC RESPONSE TO DATA REQUEST NO. 1**

Dear Ms. Dillon:

On behalf of MegaPath Inc. ("MegaPath"), DSLnet Communications, LLC ("DSLnet") and CCGI Holding Corporation ("CCGI") (collectively, the "Petitioners"), this letter responds to Data Request No. 1 dated May 21, 2010. Specifically, Petitioners respond to the following questions:

- Have the Petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.**

**Response:** Yes, please see the table below for a list of requests for approvals filed in other states.

<u>Approvals Obtained</u>	<u>Date Obtained</u>
Delaware	May 18, 2010
New York	May 11, 2010 (effective July 25, 2010)
Utah	May 19, 2010
<u>Approvals Pending</u>	<u>Date Expected (if any)</u>
California	June 10, 2010
Georgia	To be determined
Hawaii	To be determined
Indiana	June 6, 2010
Louisiana	June 1, 2010

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<u>Approvals Pending</u>	<u>Date Expected (if any)</u>
Maryland	June 2, 2010
Minnesota	To be determined
Mississippi	July 10, 2010
New Jersey	To be determined
Ohio	June 7, 2010
Pennsylvania	To be determined
Tennessee	To be determined
Texas	June 25, 2010
West Virginia	To be determined

Petitioners will also file notice letters in the following jurisdictions:  
Alabama, Arizona, Arkansas, Connecticut, the District of Columbia,  
Florida, Idaho, Illinois, Iowa, Kansas, Kentucky, Maine, Massachusetts,  
Michigan, Missouri, Montana, Nebraska, Nevada, New Hampshire, New  
Mexico, North Carolina, North Dakota, Oklahoma, Oregon, Rhode  
Island, South Carolina, South Dakota, Texas, Vermont, Washington,  
Wisconsin and Wyoming.

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

**Response:** While Petitioners have not yet filed similar applications with the FCC, Petitioners will file a combined Domestic and International Section 214 Application. Petitioners expect streamlined treatment of the FCC Application and approval within 45 days after filing.

3. **Provide a copy of the Agreement and Plan of Merger ("Agreement") the petitioners entered into for the indirect transfer described in the *Joint Petition*.**

**Response:** In response to this data request, Petitioners provide confidentially and under seal a copy of the Agreement as Confidential Attachment A. Due to the sensitive nature of this information, the Petitioners respectfully request confidential treatment of the information provided in this Confidential Attachment.

**4. Please discuss the implications of the transaction described in the *Joint Petition* on the public interest.**

**Response:** As stated in the Petition, Petitioners submit that the proposed transaction serves the public interest. In particular, Petitioners submit that: (1) the proposed transaction will increase competition in the Tennessee telecommunications market by reinforcing the status of DSLnet as a viable competitor and (2) the proposed transaction will be virtually transparent to Tennessee consumers. By combining Covad's robust network infrastructure with MegaPath's wide selection of products and value-added services (including those provided by DSLnet), the transaction is expected to provide the companies' partners and customers with a superior selection of cost-effective IP voice, data communications and security solutions. Immediately following the consummation of the proposed transaction, 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 led by an experienced management team. Therefore, the transfer of control of DSLnet will be seamless and virtually transparent to consumers in Tennessee.

\* \* \* \*

This letter is being filed by email. An original and four (4) copies of this letter are enclosed for filing. Please date-stamp the extra copy of this filing and return it in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,



Russell M. Blau  
Tamar E. Finn  
Brett P. Ferenchak

Counsel to the Petitioners

Enclosure

cc: Carlos Black (TRA) (Carlos.Black@tn.gov)