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T.R.A. DOCKET ROOM

Russell M. Blau
Jeffrey R. Strenkowski
Russell M. Blau
jeffrey.strenkowski@bingham.com

October 20, 2011

Via 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. - 11-00166: Joint Petition of DSL.net Communications, LLC and DIECA Communications, Inc. for Authority to Complete Certain Pro Forma Intra-Corporate Transactions
RESPONSE TO DATA REQUEST NO. 1

Dear Ms. Dillon:

On behalf of DSLnet Communications, LLC and DIECA Communications, Inc. (collectively, the "Petitioners"), enclosed please find an original and thirteen (13) copies of the above-referenced Response to Data Request No. 1.

Applicants request **confidential treatment** of the number of DSLnet customers provided in Attachment A. This Attachment contains commercially sensitive and competitively significant information that is not otherwise released to the public. Unrestricted availability of this information would provide competitors with knowledge that would be otherwise unavailable and could place Applicants at a competitive disadvantage. Confidential and trade secret treatment is therefore required to avoid commercial and competitive injury.

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

Response: Yes, please see below for a list of the requests for approvals filed in other states. Nearly all approvals are currently pending, but Petitioners have provided an expected approval date where reasonably determinable. Approval of the transaction is being sought in the following states:

<u>Approvals Granted</u>	<u>Date Granted</u>
District of Columbia	October 14, 2011 (conditioned on filing of DSLnet abandonment application)
Delaware	October 18, 2011

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T +1.202.373.6000
F +1.202.373.6001
bingham.com

<u>Approvals Pending</u>	<u>Date Expected (if any)</u>
Arizona	To be determined
California	To be determined
Colorado	To be determined
Georgia	To be determined
Hawaii	To be determined
Minnesota	To be determined
Mississippi	To be determined
Nebraska	To be determined
New Jersey	To be determined
New York	12/9/11 (Expected)
North Carolina	To be determined
Ohio	11/4/11 (Expected)
Oklahoma	To be determined
Pennsylvania	To be determined
South Carolina	To be determined
Utah	To be determined
Virginia	To be determined

Except as noted above, no action has been taken with respect to the applications in these jurisdictions. Applicants are in the process of filing notice letters with the following jurisdictions: Alabama, Arkansas, Connecticut, Florida, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Missouri, Montana, Nevada, New Hampshire, New Mexico, North Dakota, Oregon, Rhode Island, South Dakota, Vermont, Wisconsin, and Wyoming.

2. Provide a copy of the self-certification letter filed with the FCC in CC Docket No. 00-257 regarding customer transfers.

Response: None of the services provided by DSLnet are regulated by the FCC's anti-slamming rules as they are enhanced information services (high speed access to the Internet). As such, DSLnet does not plan to file a self-certification with the FCC in Docket No. 00-257, as the FCC's requirement is inapplicable to the services being provided.

3. Provide the number of customers that DSLnet Communications, LLC ("DSLnet") currently serves in Tennessee.

Response: Please see CONFIDENTIAL Attachment A. DSLnet emphasizes that the company does not provide any regulated intrastate telecommunications services to any of its Tennessee customers. All of the customers located in Tennessee are provided interstate high speed access to the Internet.

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4. Will all DSL.net customers in Tennessee be transferred DIECA Communications, Inc. d/b/a Covad Communications Company?

Response: Yes. Pursuant to the company's contracts with these customers, they will be transferred to DIECA following the proposed Transactions. Again, the Petitioners emphasize that none of these customers are provided local exchange, intraLATA or interLATA services by DSLnet, but rather high speed access to the Internet.

5. Provide a customer notice letter per TRA Rule 1220-4-2-.56(2)(d).

Response: The Petitioners respectfully submit that because DSLnet does not provide local exchange, intraLATA, interLATA, or any other intrastate regulated telecommunication service to its customers in Tennessee, the requirements of TRA Rule 1220-4-2-.56(2)(d) are inapplicable. The Petitioners nonetheless intend to provide customer notice of the transfer pursuant to their contractual obligations, a sample of which is provided hereto as Attachment B for informational purposes. The Petitioners respectfully submit that the sending of an additional notice under TRA Rule 1220-4-2-.56(2)(d) will result in customer confusion as the services being provided are not the services covered under that rule, and as such, the Petitioners respectfully submit that the Authority's anti-slamming rules are inapplicable to the Transaction.

* * * *

Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, postage prepaid envelope provided. Should you have any questions, please do not hesitate to contact Jeff Strenkowski at (202) 373-6002.

Respectfully submitted,



Russell M. Blau
Jeffrey R. Strenkowski

Counsel for Applicants

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

List of Attachments

Attachment A	Number of DSLnet Customers [CONFIDENTIAL - Filed Under Seal]
Attachment B	Form of Customer Notice

ATTACHMENT A

[CONFIDENTIAL - Filed Under Seal]

ATTACHMENT B

Form of Customer Notice

From:
To:
Reply to:
Subject: Notice of MegaPath Reorganization/Consolidation – No change to service, fees, etc.

[Logo]

Account Number:

Dear Customer,

In [month], the MegaPath Group of companies will undertake an internal corporate reorganization and consolidation. After the reorganization your telecommunications services will be provided by DIECA Communications (DIECA), a wholly-owned MegaPath Group subsidiary. DIECA will then change its name to MegaPath. Your services, pricing, terms and conditions of service will not change as a result of this intra-corporate consolidation. There is no charge associated with this change, any preferred carrier freeze you have will remain in place and we will continue to resolve any issues you may have with your account or service using the customer service number: 1-877-611-MEGA.

The companies included in the MegaPath Group of companies are MegaPath, Inc. (MegaPath), DSLnet Communications, LLC (DSLnet), DSLnet Communications VA, Inc. (DSLnet VA), Covad Communications Company (CCC), and DIECA Communications, Inc. (DIECA).

We recognize that you always have a choice in telecommunications carrier and believe that this intra-corporate consolidation will enhance our ability to serve you. We look forward to continuing to provide you with superior service.

[Signature]