

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

February 14, 2012

Via Hand Delivery and IBFS

Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554

**Attn: Wireline Competition Bureau
International Bureau**

Re: Notification of *Pro Forma* Transactions involving CCGI Holding Corporation, Covad Communications Company and DIECA Communications, Inc., and Related Assignment of 214 Authorization

Dear Ms. Dortch:

CCGI Holding Corporation (“CCGI”), Covad Communications Company (“CCC”), and DIECA Communications, Inc. (“DIECA” and together with CCC, the “Parties”), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.03(d)(2) of the Commission’s Rules, 47 C.F.R. § 63.03(d)(2), notify the Commission that effective December 31, 2011, CCC, through a *pro forma* intra-corporate transaction, merged with and into DIECA, with DIECA surviving (the “Transaction”).¹ The Transaction was undertaken as an internal *pro forma* reorganization of CCC its affiliates, MegaPath, Inc., DSLnet Communications, LLC and DSLnet Communications VA, Inc. (together with CCC and DIECA, the “MegaPath Group”), into DIECA in order to streamline operations under a single “MegaPath” branded company combining the individual operations of the various affiliated entities. This intra-corporate reorganization did not change the ultimate ownership of DIECA. The Transaction was undertaken to eliminate unnecessary intermediate companies in the MegaPath Group corporate structure and reduce the number of entities holding state public utility commission authorizations to streamline regulatory reporting obligations and increase efficiency in their operations.

¹ The Parties clarify that notice of the pro forma transaction was initially filed with the Commission on January 20, 2012. This notification letter is being filed in response to a request by Commission staff for separate filings for the entities involved in the transactions, and to clarify that the transaction resulted in an assignment rather than a transfer of control.

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

The MegaPath Group is comprised of a number of companies that have come together through corporate mergers of various existing communications businesses. As a result of these transactions, the corporate structure of the MegaPath Group became increasingly complex, with numerous operating entities, many of whose services overlapped. A corporate organizational chart upon completion of the mergers is provided as part of Exhibit A. DIECA already holds domestic and international Section 214 authority to provide interstate and international telecommunications services. Therefore, CCC, separately surrendered its Domestic and International Section 214 authorizations through a separate filing.

Description of the Parties

CCGI Holding Corporation ("CCGI") is a Delaware corporation with offices located at 2220 O'Toole Avenue, San Jose, CA 95131. CCGI owns Covad Communications Group, Inc. ("Covad"), a Delaware corporation, that in turn owned Covad Communications Company ("CCC"), a California corporation, and DIECA Communications, Inc. ("DIECA"), a Virginia corporation.² Covad is a leading nationwide provider of integrated voice and data communications. Prior to the mergers, through its operating companies (CCC and DIECA), the company offered DSL, Voice Over IP, T1, Ethernet, Web hosting, managed security, IP and dial-up, wireless broadband, and bundled voice and data services directly through Covad's network and through Internet Service Providers, value-added resellers, telecommunications carriers and affinity groups to small and medium-sized businesses and home users. Covad's broadband services were available across the nation in 44 states and 235 Metropolitan Statistical Areas ("MSAs") and could be purchased by more than 57 million homes and businesses, which represent over 50 percent of all US homes and businesses. Prior to the merger, CCC and DIECA had principal offices located at 2220 O'Toole Avenue, San Jose, California 95131 (DIECA's principal offices are still located at that address). CCC and DIECA are authorized by the FCC to provide international and domestic interstate telecommunications services as non-dominant carriers.

Description of the *Pro Forma* Transactions

All of the entities involved in this notification were indirect, wholly-owned subsidiaries of CCGI, and were operating under a common management structure. As discussed above, on December 31, 2011 the parties completed a series of *pro forma* internal restructuring transactions through which DIECA merged with CCC. DIECA survived this merger. CCC no longer exists as a separate entity, and has surrendered its Domestic and International Section 214 authorizations through a separate filing. As a result of the

² As discussed above, CCGI also owned MegaPath, and thereby indirectly owned DSLnet and DSLnet-VA.

Transaction, DIECA will replace CCC as the service provider in the jurisdictions where CCC was authorized to provide telecommunications services.

Although the Transaction involved a transfer of customers, all of those customers will continue to receive service from DIECA under the same rates, terms and conditions as the services currently provided, and none of the customers affected are provided regulated telecommunications services subject to the Commission's anti-slamming rules. As a result, the Transaction was virtually seamless and transparent to customers served by CCC in terms of the services that they receive. Further, the Parties informed the customers of the change. Moreover, because DIECA also acquired through the merger all of the assets of CCC necessary to provide service to the transferred customers, DIECA has all of the assets required to continue to provide high-quality services to the customers it acquired.

DIECA is well-qualified to provide service to CCC customers. Prior to the merger, DIECA provided local and long distances telecommunications services in 36 states and the District of Columbia. DIECA's operations will continue to be overseen by a well-qualified management team with substantial telecommunications experience and technical expertise. Corporate structure charts illustrating the pre-*Pro Forma* Transactions corporate structure of the Parties and the structure following the *Pro Forma* Transactions are provided as Attachment A.

Information Required by Section 63.03(d)(2) and Section 63.24(f)(2)

As required by Sections 63.03(d)(2) and 63.24(f)(2), the Parties provides the following information required by 63.04(a)(1) through (a)(4) and 63.18(a) through (d) and (h):

Sections 63.04(a)(1) & 63.18(a): Name, address and telephone number of the Parties:

(a) Name, address and telephone number of each Party:

| | |
|--------------------------|-----------------------|
| CCGI Holding Corporation | FRN 0017234758 |
| 2220 O'Toole Avenue | |
| San Jose, CA 95131 | |

| | |
|------------------------------|-----------------------|
| Covad Communications Company | FRN 0003753753 |
| DIECA Communications, Inc. | FRN 0003753787 |
| 2220 O'Toole Avenue | |
| San Jose, CA 95131 | |

Sections 63.04(a)(2) & 63.18(b): The Parties are organized as follows:

- CCGI is a Delaware corporation.
- CCC is a California corporation.

Marlene H. Dortch, Secretary
February 14, 2012
Page 4

- DIECA is a Virginia corporation.

Sections 63.04(a)(3) & 63.18(c): Correspondence concerning this filing should be sent to:

For the Parties:

With copies to:

Russell M. Blau, Esq.
Jeffrey R. Strenkowski, Esq.
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
202-373-6000 (Tel)
202-373-6001 (Fax)
russell.blau@bingham.com
jeffrey.strenkowski@bingham.com

Anthony Hansel
Assistant General Counsel
MegaPath
1750 K Street, NW
Suite 200
Washington, DC 20006
202-220-0410 (Tel)
202-833-2026 (Fax)
anthony.hansel@megapath.com

Section 63.18(d): The Parties hold the following International and Domestic Section 214 Authorizations:

CCGI does not hold any domestic or international Section 214 authorizations, but controls CCC and DIECA, each of which hold Domestic and International Section 214 authorizations.

CCC and DIECA hold blanket domestic authority to provide interstate services. 47 C.F.R. § 63.01. CCC and DIECA each also hold global facilities based and resale Section 214 authority to provide international services pursuant to authority granted in FCC File Nos. ITC-214-20021118-00544 (CCC) and ITC-214-20021126-00558 (DIECA).

The authorizations held by CCC have been surrendered through separate filing.

Sections 63.04(a)(4) & 63.18(h): Please see Attachment A for charts depicting the pre- and post-*Pro Forma* Transactions ownership of the Parties (including the MegaPath Group parties). Please see Attachment B for the pre- and post-*Pro Forma* Transactions ownership of the Parties.

The Parties certify that the intra-corporate merger of CCC into DIECA was *pro forma* and that the transaction did not change the ultimate ownership or control of the carriers' lines or their authorization to operate.


* * * *

An original and four (4) copies of this notification letter are enclosed for filing. Please date-stamp and return the extra copy of this notification letter in the envelope provided.

Marlene H. Dortch, Secretary
February 14, 2012
Page 5

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,


Russell M. Blau
Jeffrey R. Strenkowski

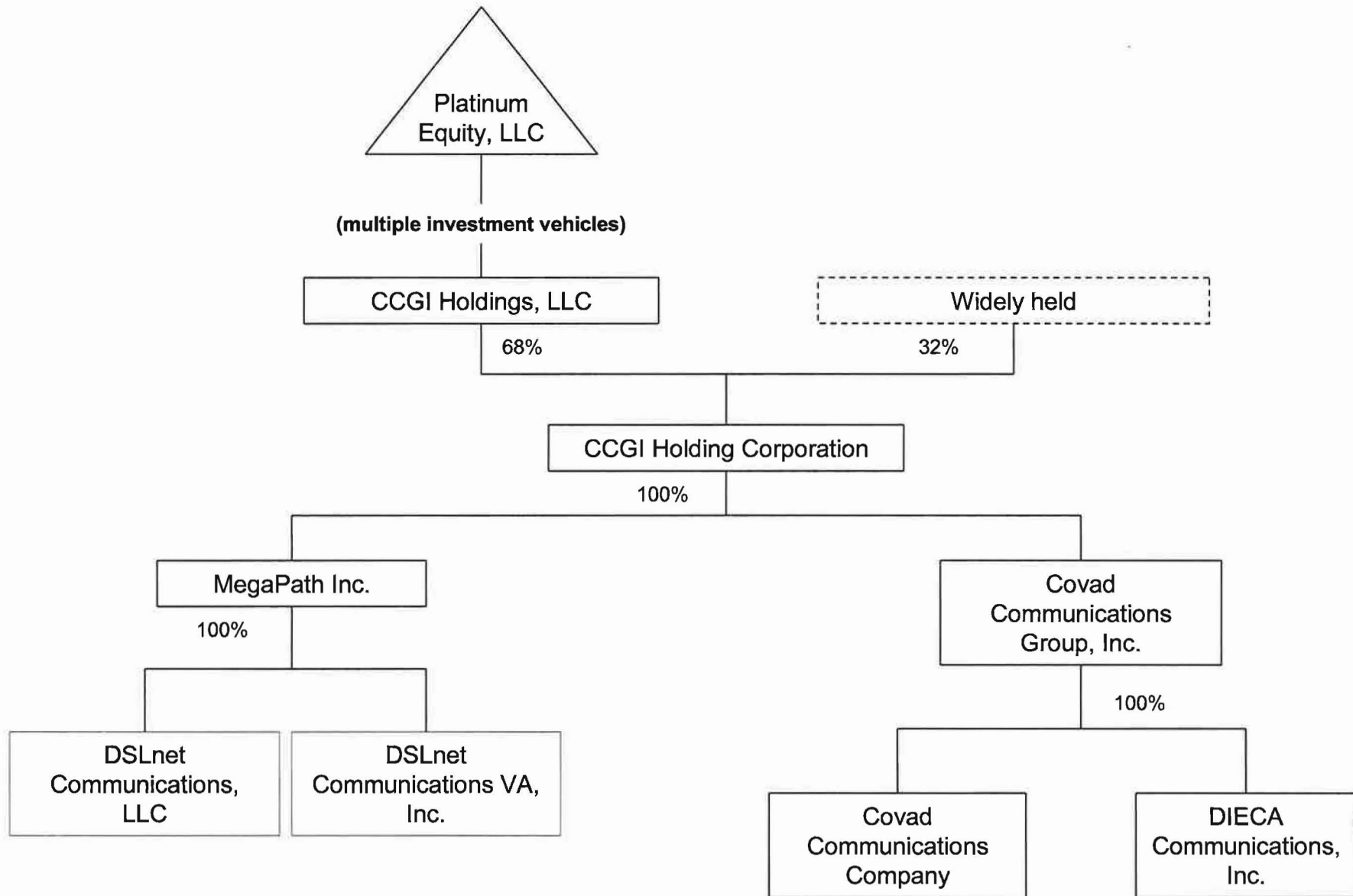
Counsel for the Parties

Attachments

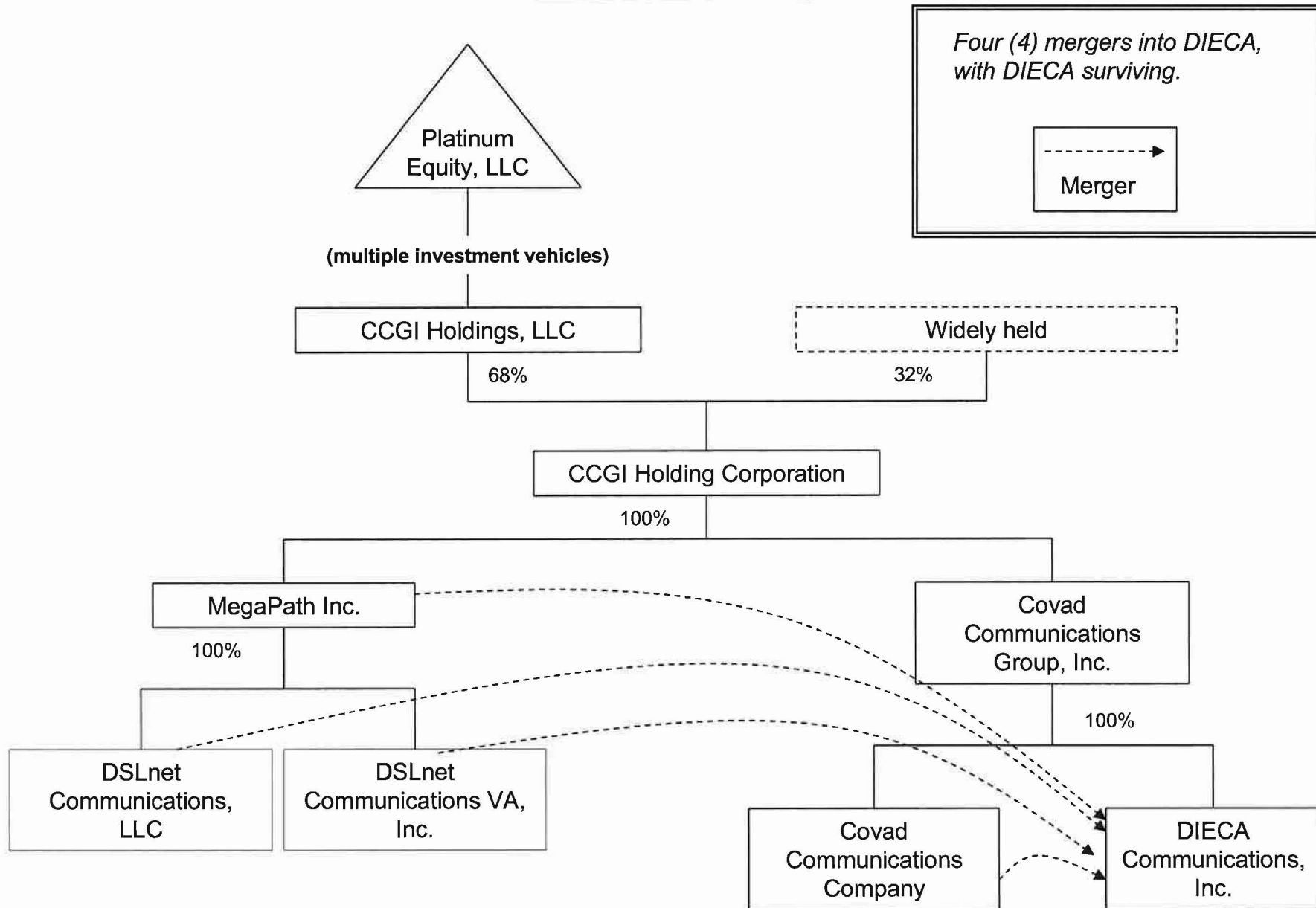
ATTACHMENT A

Pre- and Post-*Pro Forma* Transactions Corporate Structure Charts

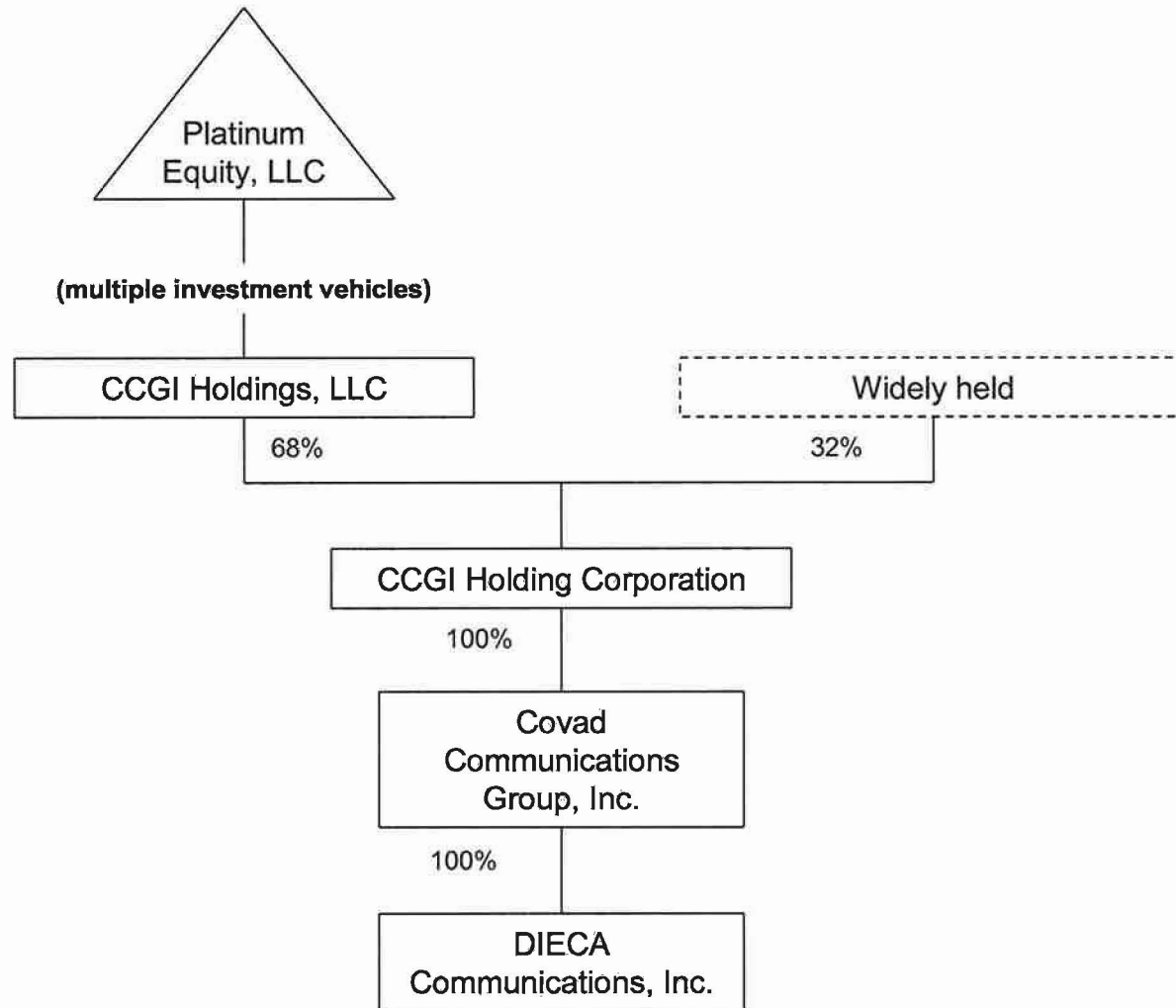
Pre-Transaction Organizational Chart



Depiction of Mergers



Post-Transactions Organizational Chart



ATTACHMENT B

Ownership

The following entities hold, directly or indirectly, a 10% or greater interest¹ in the Parties (including the MegaPath Group parties) as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Pre-Transaction Direct Ownership of DSLnet and DSLnet-VA:

The following entity had a 10% or greater direct interest in DSLnet Communications, LLC and DSLnet Communications VA, Inc.:

| | |
|-------------------|---|
| Name: | MegaPath Inc. |
| Address: | 2220 O'Toole Avenue San Jose, CA 95131 |
| Pre-Transaction: | 100% directly in DSLnet and DSLnet-VA |
| Citizenship: | U.S |
| Primary Business: | Managed IP Communications Services Provider |

Pre-Transaction Direct Ownership of CCC and DIECA and Post-Transaction Ownership of DIECA:

The following entities had a 10% or greater direct interest in Covad Communications Company and DIECA Communications, Inc., and, upon completion of the transaction, continue to have a 10% or greater direct interest in DIECA Communications, Inc.:

| | |
|-------------------|---|
| Name: | Covad Communications Group, Inc. |
| Address: | 2220 O'Toole Avenue San Jose, California 95131 |
| Citizenship: | U.S |
| Primary Business: | Holding Company |
| Pre-Transaction: | 100% directly in CCC and DIECA |
| Post-Transaction: | 100% directly in DIECA |

Pre-Transaction Direct Ownership of Covad Communications Group, Inc. and MegaPath, Inc., and Post-Transaction Ownership of Covad Communications Group, Inc.:

¹ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

The following entity had a 10% or greater direct interest in Covad Communications Group, Inc. and MegaPath Inc., and after the transaction, holds a 10% or greater direct interest in Covad Communications Group, Inc.:

| | |
|-------------------|---|
| Name: | CCGI Holding Corporation ("CCGI") |
| Address: | 2220 O'Toole Avenue San Jose, CA 95131 |
| Citizenship: | U.S |
| Primary Business: | Holding Company |
| Pre-Transaction: | 100% indirectly in DSLnet and DSLnet-VA, CCC and DIECA as 100% direct owner of Covad Communications Group, Inc. and MegaPath Inc. |
| Post-Transaction: | 100% indirectly in DIECA as 100% direct owner of Covad Communications Group, Inc. |

Pre- and Post-Transaction Direct Ownership of CCGI Holding Corporation:

The following entity has a 10% or greater direct interest in CCGI Holding Corporation:

| | |
|-------------------|--|
| Name: | CCGI Holdings, LLC |
| Address: | 360 North Crescent Drive, South Building Beverly Hills, CA 90210 |
| Citizenship: | U.S |
| Primary Business: | Holding Company |
| Pre-Transaction: | 68% indirectly in DSLnet and DSLnet-VA, CCC and DIECA as 68% owner of CCGI |
| Post-Transaction: | 68% indirectly in DIECA as 68% direct owner of CCGI |

Pre- and Post-Transaction Ownership of CCGI Holdings, LLC:

CCGI Holdings, LLC ("CCGI Holdings") is ultimately controlled by Platinum Equity, LLC. Three private equity funds and one investment entity, all of which are ultimately controlled by Platinum and Tom Gores, hold direct equity interests totaling 100% in CCGI Holdings, and therefore 68% indirectly in CCGI and DSLnet, DSLnet-VA, CCC and DIECA (and 68% indirectly in CCGI and DIECA post-transaction). The three private equity funds are: (a) Platinum Equity Capital Partners II, L.P. ("PECP"); (b) Platinum Equity Capital Partners-A II, L.P. ("PECP-A"); and (c) Platinum Equity Capital Partners-PF II, L.P. ("PECP-PF"); and the investment entity is Platinum Blackberry Principals, LLC ("PBP") (PECP, PECP-A, PECP-PF and PBP collectively, the "CCGI Holding Shareholders"). The names, addresses, citizenship, primary business, and equity interest in CCGI Holdings of each of the CCGI Holding Shareholders is as follows:

| | |
|-------------------|--|
| Name: | Platinum Equity Capital Partners II, L.P. ("PECP") ² |
| Address: | 360 North Crescent Drive, South Building Beverly Hills, California 90210 |
| Citizenship: | U.S. |
| Primary Business: | Investments |
| Pre-Transaction: | 41% indirectly in DSLnet and DSLnet-VA, CCC and DIECA through CCGI as 60.6% direct owner of CCGI Holdings |
| Post-Transaction: | 41% indirectly in DIECA as 60.6% direct owner of CCGI Holdings |
| | |
| Name: | Platinum Blackberry Principals, LLC ("PBP") ³ |
| Address: | 360 North Crescent Drive, South Building Beverly Hills, California 90210 |
| Citizenship: | U.S. |
| Primary Business: | Investments |
| Pre-Transaction: | 13.6% indirectly in DSLnet and DSLnet-VA, CCC and DIECA as 20% direct owner of CCGI Holdings |
| Post-Transaction: | 13.6% indirectly DIECA as 20% direct owner of CCGI Holdings |
| | |
| Name: | Platinum Equity Capital Partners-A II, L.P. ("PECP-A") ⁴ |
| Address: | 360 North Crescent Drive, South Building Beverly Hills, California 90210 |
| Citizenship: | U.S. |
| Primary Business: | Investments |
| Pre-Transaction: | 6.5% indirectly in DSLnet and DSLnet-VA, CCC and DIECA as 9.6% direct owner of CCGI Holdings |

² The limited partnership interests in PECP are held by institutional investors and Platinum Equity Investment Holdings II, LLC ("PEIH"), a Delaware limited liability company. With the exception of PEIH, these limited partners have no control over the day-to-day business operations, activities, or decisions of PECP or CCGI. With the exception of PEIH, none of these limited partners ultimately holds equity interests in CCGI greater than 10%. The sole general partner of PECP is Platinum Equity Partners II, LLC ("PEP"), a Delaware limited liability company. The senior managing member and controlling entity of PEP is PEIH, the sole member of which is Platinum. PEP, PEIH and Platinum are described more fully below.

³ The senior managing member of PBP is PEIH. The remaining membership interests in PBP are held by Platinum principals. With the exception of Tom Gores, these members have no control over the day-to-day business operations, activities, or decisions of PECP or CCGI. With the exception of Tom Gores and PEIH, none of these members ultimately holds equity interests in CCGI greater than 10%. The sole member of PEIH is Platinum. PEIH, Platinum and Tom Gores are described more fully below.

⁴ The sole general partner of PECP-A is PEP. The senior managing member and controlling entity of PEP is PEIH, the sole member of which is Platinum. PEP, PEIH and Platinum are described more fully below.

| | |
|-------------------|--|
| Post-Transaction: | 6.5% indirectly in DIECA as 9.6% direct owner of CCGI Holdings |
| Name: | Platinum Equity Capital Partners-PF II, L.P. ("PECP-PF") ⁵ |
| Address: | 360 North Crescent Drive, South Building Beverly Hills, California 90210 |
| Citizenship: | U.S. |
| Primary Business: | Investments |
| Pre-Transaction: | 6.6% indirectly in DSLnet and DSLnet-VA, CCC and DIECA as 9.8% direct owner of CCGI Holdings |
| Post-Transaction: | 6.6% indirectly in DIECA as 9.8% direct owner of CCGI Holdings |

Pre- and Post-Transaction Ownership of PECP, PECP-A and PECP-PF:

| | |
|-------------------|---|
| Name: | Platinum Equity Partners II, LLC ("PEP") |
| Address: | 360 North Crescent Drive, South Building Beverly Hills, California 90210 |
| Citizenship: | U.S. |
| Primary Business: | Private equity investments |
| Pre-Transaction: | 54% indirect ownership of DSLnet and DSLnet-VA, CCC and DIECA through its interests in PECP, PECP-A, and PECP-PF (as sole general partner of those entities) ⁶ |
| Post-Transaction: | 54% indirect ownership of DIECA through its interests in PECP, PECP-A, and PECP-PF (as sole general partner of those entities) ⁷ |

⁵ The limited partnership interests in PECP-PF are held by institutional investors. These limited partners have no control over the day-to-day business operations, activities, or decisions of PECP-PF or CCGI. None of these limited partners ultimately holds equity interests in CCGI greater than 10%. The sole general partner of PECP-PF is PEP. The senior managing member and controlling entity of PEP is PEIH, the sole member of which is Platinum. PEP, PEIH and Platinum are described more fully below.

⁶ The senior managing member and controlling entity of PEP is PEIH. The remaining membership interests in PEP are held by Platinum principals. With the exception of Tom Gores, these members have no control over the day-to-day business operations, activities, or decisions of PECP or CCGI Holding. With the exception of Tom Gores and PEIH, none of these members ultimately holds equity interests in CCGI greater than 10%. The sole member of PEIH is Platinum. PEIH and Platinum are described more fully below.

⁷ The senior managing member and controlling entity of PEP is PEIH. The remaining membership interests in PEP are held by Platinum principals. With the exception of Tom Gores, these members have no control over the day-to-day business operations, activities, or decisions of PECP or CCGI Holding. With the exception of Tom Gores and PEIH, none of these members ultimately holds equity interests in

(Footnote Continued on Next Page.)

Pre- and Post-Transaction Ownership of PEP and PBP:

| | |
|-------------------|---|
| Name: | Platinum Equity Investment Holdings II, LLC ("PEIH") ⁸ |
| Address: | 360 North Crescent Drive, South Building Beverly Hills, California 90210 |
| Citizenship: | U.S. |
| Primary Business: | Private equity investments |
| Pre-Transaction: | 68% indirectly in DSLnet, DSLnet-VA, CCC and DIECA through its interests in PBP and PEP (as senior managing member and controlling entity for each) |
| Post-Transaction: | 68% indirectly in DIECA through its interests in PBP and PEP (as senior managing member and controlling entity for each) |

Pre- and Post-Transaction Ownership of PEIH:

| | |
|---------------------|---|
| Name: | Platinum Equity, LLC ("Platinum") |
| Address: | 360 North Crescent Drive, South Building Beverly Hills, California 90210 |
| Citizenship: | U.S. |
| Principal Business: | Investments |
| Pre-Transaction: | 68% indirectly in DSLnet, DSLnet-VA, CCC and DIECA through 100% interest in PEIH |
| Post-Transaction: | 68% indirectly in DIECA through 100% interest in PEIH |

Pre- and Post-Transaction Ownership of Platinum:

The following individual owned or controlled and, upon completion of the transaction, continues to own or control 100 percent of the membership units (equity and voting interest) in Platinum:

| | |
|---------------------|---|
| Name: | Tom T. Gores |
| Address: | 360 North Crescent Drive, South Building Beverly Hills, CA 90210 |
| Citizenship: | U.S. |
| Principal Business: | Individual |

(Footnote continued from Previous Page.)

CCGI greater than 10%. The sole member of PEIH is Platinum. PEIH and Platinum are described more fully below.

⁸ The sole member of PEIH II is Platinum. Platinum is described more fully below.

Pre-Transaction: 68% indirectly in DSLnet and DSLnet-VA, CCC and DIECA
through 100% interest in Platinum

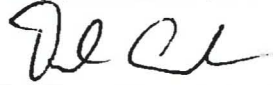
Post-Transaction: 68% indirectly in DIECA through 100% interest in Platinum

To the best of the Parties' knowledge, no other person or entity held or, upon completion of the transaction, holds a ten percent (10%) or greater interest in Parties.

The Parties do not have any interlocking directorates.

VERIFICATION

I, Douglas Carlen, being duly sworn, deposes and say that I am the General Counsel and Secretary of DIECA Communications, Inc., successor in interest to MegaPath Inc., DSLnet Communications, LLC, DSLnet Communications VA, Inc., and Covad Communications Company (collectively, the "Companies"); that I am authorized to make this Verification on behalf of the Companies; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Douglas Carlen
General Counsel and Secretary
MegaPath Inc.
DSLnet Communications, LLC
DSLnet Communications VA, Inc.
Covad Communications Company
DIECA Communications, Inc.

Sworn and subscribed before me this 19 day of January, 2012.



Notary Public

My commission expires: MAY 25 2015.

