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January 20, 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, DSLnet Communications, LLC, DSLnet Communications VA, Inc. and DIECA Communications, Inc.**

Dear Ms. Dortch:

CCGI Holding Corporation (“CCGI”), Covad Communications Company (“CCC”), DSLnet Communications, LLC (“DSLnet”), DSLnet Communications VA, Inc. (“DSLnet-VA”) and DIECA Communications, Inc. (“DIECA” and together with CCC, DSLnet, and DSLnet-VA 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, DSLnet, and DSLnet-VA, through a series of *pro forma* intra-corporate transactions, have merged with and into DIECA, with DIECA surviving (the “Transaction”). The Transaction was undertaken as an internal *pro forma* reorganization of the companies and their unregulated affiliate, MegaPath, Inc. (“MegaPath,” and together with CCC, DIECA, DSLnet and DSLnet-VA, 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.

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,

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

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2020 K Street NW  
Washington, DC  
20006-1806

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DSLnet and DSLnet-VA will surrender their Domestic and International Section 214 authorizations through separate filings.

### **Description of the Parties**

#### **A. MegaPath, Inc., DSLnet Communications, LLC, and DSLnet Communications VA, Inc.**

MegaPath Inc. was a Delaware corporation with its principal office located at 2220 O'Toole Avenue, San Jose, CA 95131. Prior to the merger, MegaPath was the direct parent company of DSLnet and DSLnet-VA. MegaPath was a provider of a variety of managed Internet Protocol ("IP") services including cable and satellite system broadband Internet access, mobility services such as digital certificates, global remote access, personal firewalls, and remote access virtual private networks ("VPN"), and security services. MegaPath did not offer any regulated telecommunications services and therefore did not hold any telecommunications authorizations from the FCC or any state regulatory authority. MegaPath was a wholly owned subsidiary of CCGI Holding Corporation ("CCGI"), as discussed below.

DSLnet Communications, LLC was a Delaware limited liability company. DSLnet Communications VA, Inc. was a Virginia corporation. Both DSLnet and DSLnet-VA had their principal offices located at 2220 O'Toole Avenue, San Jose, CA 95131. DSLnet and DSLnet-VA provided high speed access to the Internet services. DSLnet was authorized to provide intrastate telecommunications services in forty-seven (47) states and the District of Columbia, and DSLnet-VA was authorized to provide intrastate telecommunications services in Virginia. DSLnet was authorized by the Commission to provide international and domestic interstate telecommunications services as a non-dominant carrier; DSLnet-VA was authorized by the Commission to provide domestic interstate telecommunications services as a non-dominant carrier.

#### **B. Covad Communications Company and DIECA Communications, Inc.**

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.<sup>1</sup> 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

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<sup>1</sup> As discussed above, CCGI also owned MegaPath, and thereby indirectly owned DSLnet and DSLnet-VA.

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, MegaPath, DSLnet and DSLnet-VA. DIECA survived these mergers. CCC, DSLnet and DSLnet-VA no longer exist as separate entities, and will surrender their Domestic and International Section 214 authorizations through a separate filing. As a result of the Transaction, DIECA will replace CCC, DSLnet, and DSLnet-VA as the service provider in the jurisdictions where CCC, DSLnet and DSLnet-VA were 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 MegaPath, CCC, DSLnet, and DSLnet-VA in terms of the services that they receive. Further, the Parties informed the customers of the change. Moreover, because DIECA also acquired through the mergers all of the assets of MegaPath, DSLnet, DSLnet-VA and 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 MegaPath, DSLnet, DSLnet-VA, and 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

DSLnet Communications LLC **FRN 0004324851**  
DSLnet Communications VA Inc. **FRN 0015540230**  
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:

- DSLnet is a Delaware limited liability company
- DSLnet-VA is a Virginia corporation.
- CCGI is a Delaware corporation.
- CCC is a California corporation.
- DIECA is a Virginia corporation.

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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 DSLnet, DSLnet-VA, CCC, and DIECA, all of which hold Domestic and International Section 214 authorizations.

DSLnet holds Section 214 authority to provide global facilities-based and resold services pursuant to authority granted by the Commission in File Nos. ITC-214-19990716-00434 and ITC-ASG-20030611-00290. DSLnet also holds blanket domestic Section 214 authority to provide interstate telecommunications services.

DSLnet-VA holds blanket domestic Section 214 authority, but does provide international telecommunications services and does not hold international Section 214 authority.

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, DSLnet and DSLnet-VA will be surrendered by those parties through separate filings.

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. Please see Attachment B for the pre- and post-*Pro Forma* Transactions ownership of the Parties.

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The Parties certify that the intra-corporate mergers of CCC, DSLnet, and DSLnet-VA into DIECA were *pro forma* and that the transactions 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. This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

A handwritten signature in blue ink that reads "Jeffrey R. Strenkowski /mas". The signature is written in a cursive style.

Russell M. Blau  
Jeffrey R. Strenkowski

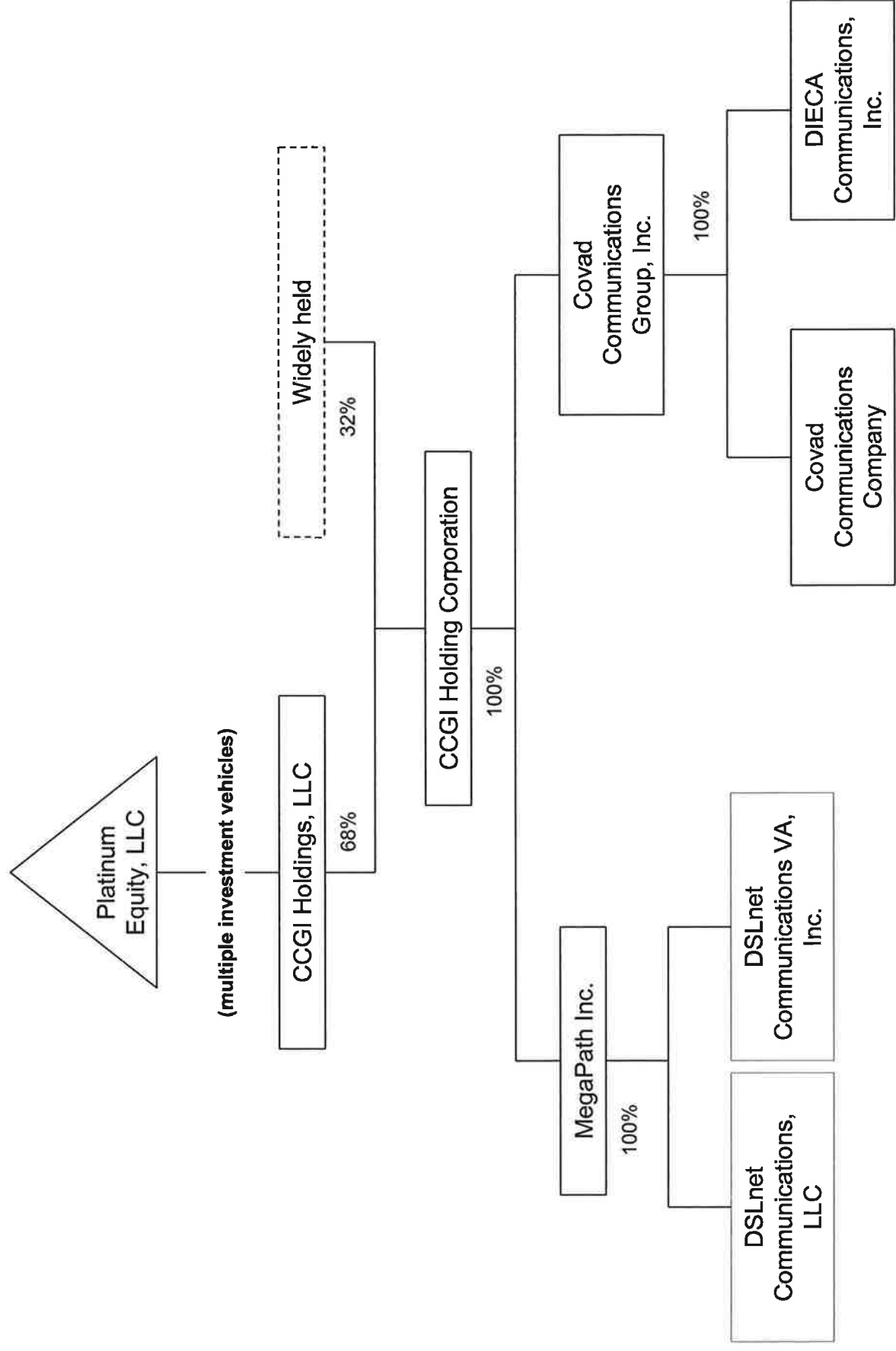
Counsel for the Parties

Attachments

**ATTACHMENT A**

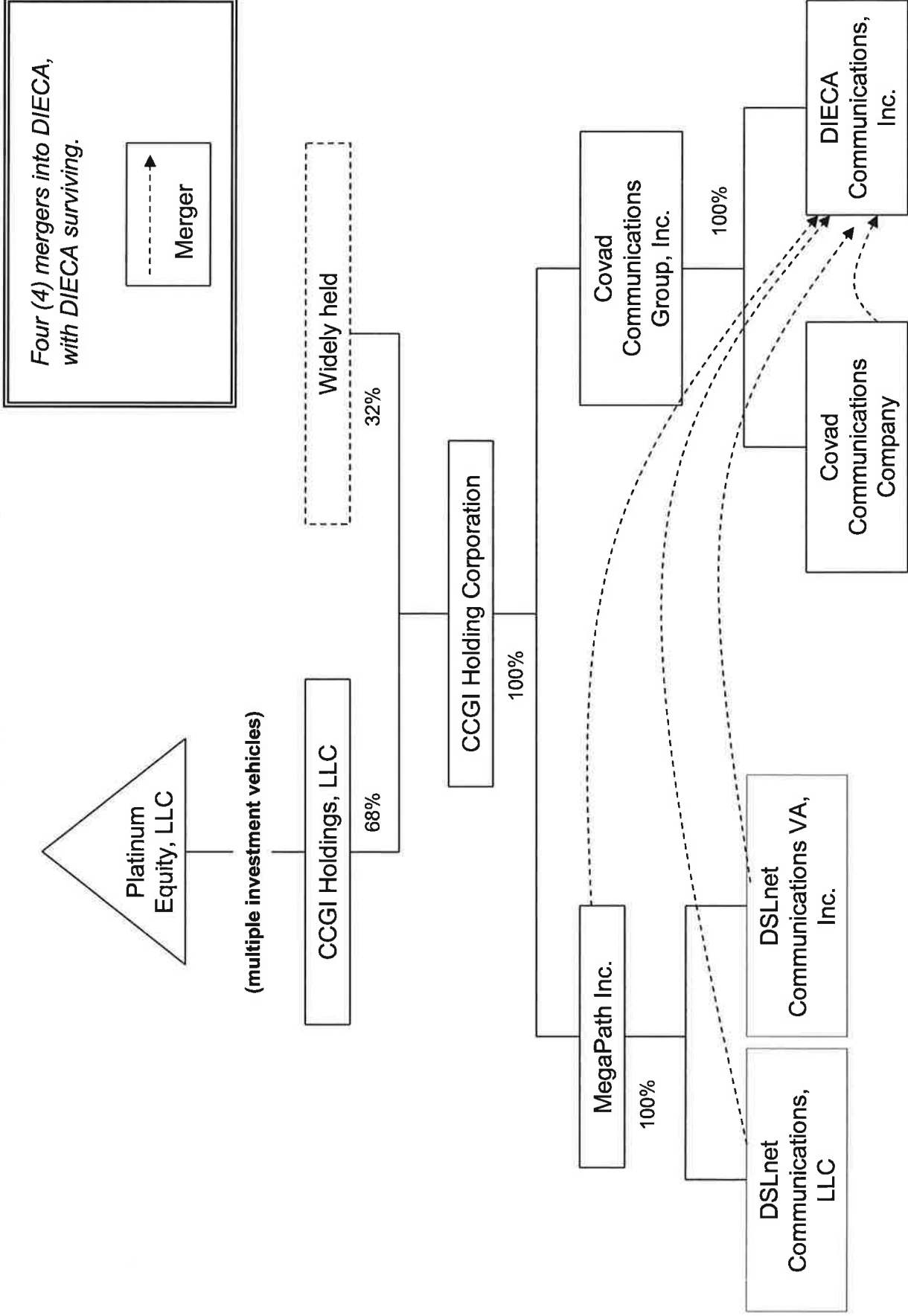
Pre- and Post-*Pro Forma* Transactions Corporate Structure Charts

# Pre-Transaction Organizational Chart

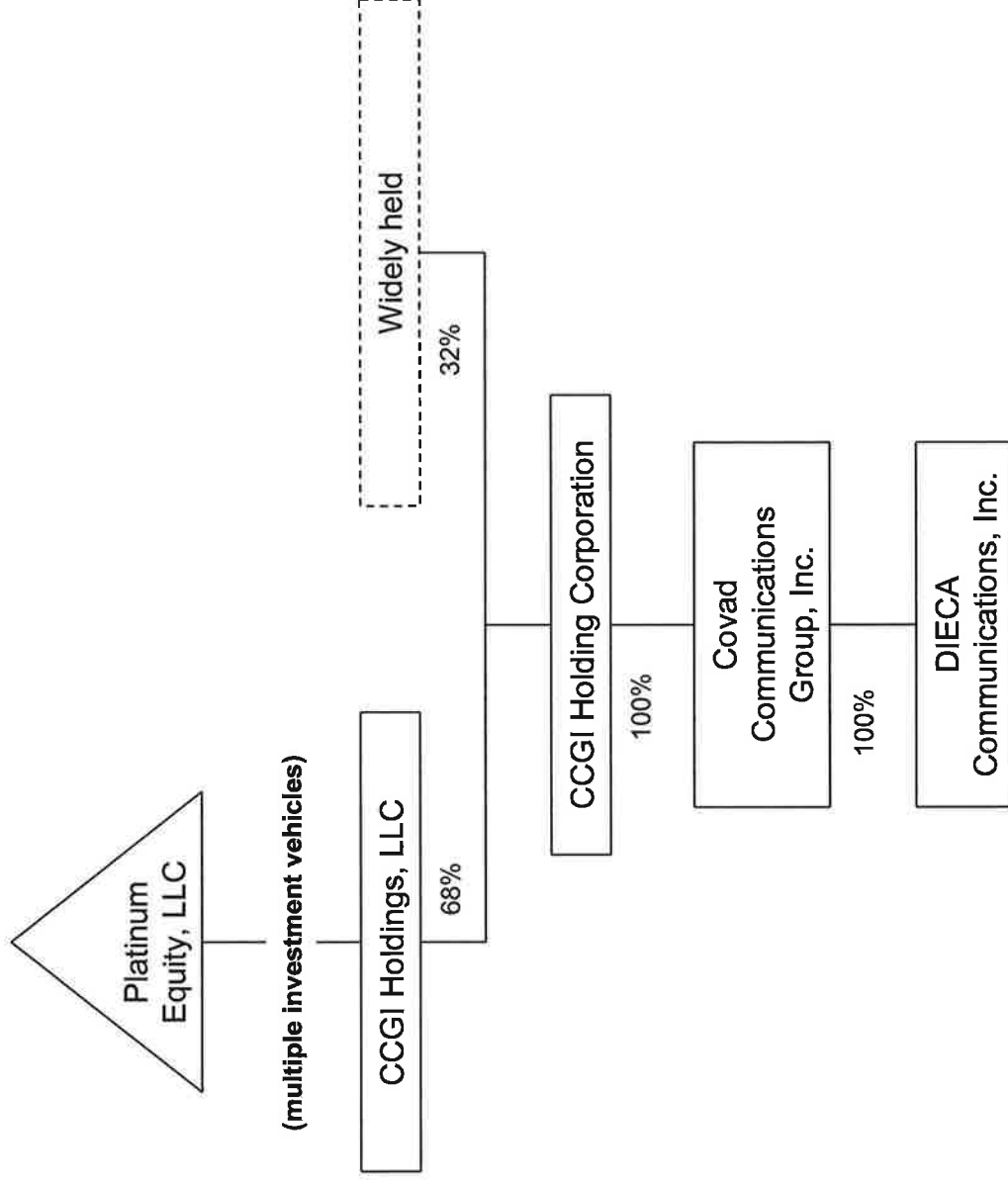




# Depiction of Mergers



# Post-Transactions Organizational Chart



## ATTACHMENT B

### **Ownership**

The following entities hold, directly or indirectly, a 10% or greater interest<sup>1</sup> in the 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.:

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<sup>1</sup> 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

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<sup>2</sup> 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.

<sup>3</sup> 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.

<sup>4</sup> 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”) <sup>5</sup>
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) <sup>6</sup>
Post-Transaction:	54% indirect ownership of DIECA through its interests in PECP, PECP-A, and PECP-PF (as sole general partner of those entities) <sup>7</sup>

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<sup>5</sup> 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.

<sup>6</sup> 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.

<sup>7</sup> 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”)<sup>8</sup>  
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

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(Footnote continued from Previous Page.)

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

<sup>8</sup> 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.

