

04-1856-TP-ACD

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November 24, 2009

Via Overnight Delivery

Renee J. Jenkins, Director of Administration
Docketing Department
Public Utilities Commission of Ohio
180 E. Broad St.
Columbus, OH 43215-3793

**Re: Telecommunications Application Form of MegaPath Inc.,
DSL.net, Inc. and DSLnet Communications, LLC Regarding a
Pro Forma Internal Change of Control of DSLnet
Communications, LLC**

Dear Ms. Jenkins:

On behalf of MegaPath Inc., DSL.net, Inc. and DSLnet Communications, LLC
(collectively, "Applicants") enclosed for filing with the Commission are an original and
ten (10) copies of the above-referenced Telecommunications Application Form.

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 Katie Besha at 202-373-
6528.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak
Katie B. Besha

Counsel for Applicants

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Hong Kong
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The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS
(Effective: 01/18/2008)

In the Matter of the Application of MegaPath Inc., DSL.net, Inc. and DSLnet Communications, LLC Regarding a Pro Forma Internal Change of Control of DSLnet Communications, LLC

TRF Docket No. 90-_____

Case No. 09-1856-TP-ACD

NOTE: Unless you have reserved a Case # or are filing a Contract, leave the "Case No" fields BLANK.

Name of Registrant(s) DSLnet Communications, LLC

DBA(s) of Registrant(s) N/A

Address of Registrant(s) 50 Barnes Park North, Suite # 104, Wallingford, CT 06492

Company Web Address www.dsl.net

Regulatory Contact Person(s) Schula Hobbs

Phone (203) 284-6276

Fax (203) 284-6205

Regulatory Contact Person's Email Address 50 Barnes Park North, Suite # 104, Wallingford, CT 06492

Contact Person for Annual Report Schula Hobbs

Phone (203) 284-6276

Address (if different from above) 50 Barnes Park North, Suite # 104, Wallingford, CT 06492

Consumer Contact Information Schula Hobbs

Phone (203) 284-6276

Address (if different from above) 50 Barnes Park North, Suite # 104, Wallingford, CT 06492

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input checked="" type="checkbox"/> CLEC	<input type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)	<input type="checkbox"/> TRF 1-6-04(B) (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)	<input type="checkbox"/> ZTA 1-6-04(B) (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)	<input type="checkbox"/> ATA 1-6-04(B) (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW 1-6-12(A) (Non-Auto)	<input type="checkbox"/> ATW 1-6-12(A) (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF 1-6-04(B) (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(C) (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	<input type="checkbox"/> TRF 1-6-05(E) (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	<input type="checkbox"/> CTR 1-6-17 (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section I – Part II – Certificate Status and Procedural

Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
CMRS Providers See 4901:1-6-15	<input type="checkbox"/> RCC (Registration & Change in Operations) (0 day)		<input type="checkbox"/> NAG (Interconnection Agreement or Amendment) (Auto 90 days)	
Other* (explain) _____				

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) N/A No tariff changes are anticipated.
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. N/A No tariff changes are anticipated.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. See Attachment A for a description of the transaction.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). N/A Applicant will continue to provide service under the same name without

immediate change in rates, terms or conditions.

Section III - Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer/agent of the applicant corporation, DSLnet Communications, LLC, and am authorized to make this statement on its behalf.
(Name)

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) 11/24/09 at (Location) Washington, DC

*(Signature and Title) Brett P Ferencsik, Counsel to Applicant
(Date) 11/24/09

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

VERIFICATION

I, Brett Ferencsik

verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title) Brett P Ferencsik, Counsel to Applicant
(Date) 11/24/09

*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

PLEASE SEE ATTACHED VERIFICATION

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

STATE OF CALIFORNIA
COUNTY OF ORANGE

§
§
§
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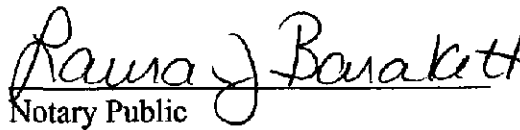
VERIFICATION

Steven B. Chisholm, being duly sworn, deposes and say that I am the Senior Vice President, of MegaPath Inc., DSL.net, Inc. and DSLnet Communications, LLC; that I am authorized to make this Verification on behalf of MegaPath Inc., DSL.net, Inc. and DSLnet Communications, LLC; 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.

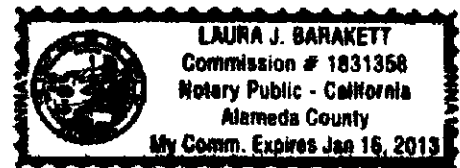


Steven B. Chisholm
Senior Vice President
MegaPath Inc., DSL.net, Inc. and DSLnet
Communications, LLC

Sworn and subscribed before me this 19 day of Nov, 2009.


Notary Public

My commission expires: Jan 16, 2013



LIST OF ATTACHMENTS

Attachment A	Description of Transaction
Attachment B	Pre- and Post-Transaction Corporate Organizational Structure
Attachment C	List of Officers and Directors
Verification	

Attachment A

Description of Transaction

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"), respectfully request Commission approval for a *pro forma* internal change of direct control of DSLnet from DSL-Parent to MegaPath, DSL-Parent's current direct parent company. This change is the result of the merger of DSL-Parent, with and into MegaPath, with MegaPath surviving. The change of direct control is *pro forma* in nature because MegaPath ultimately controls DSLnet both before and after the merger. The Parties must complete the internal merger before December 31, 2009 in order to realize significant financial benefits.

In support of this Application, Applicants provide the following information:

Description of the Parties

MegaPath is a Delaware corporation with its principal office located at 555 Anton Boulevard, Suite 200, Costa Mesa, CA 92626. MegaPath is the direct parent company of DSLnet-Parent and indirect parent company of DSLnet. MegaPath is 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 does not currently offer any regulated telecommunications services and therefore does not hold any telecommunications authorizations from the FCC or any state regulatory authority.

DSL-Parent is a non-active Delaware corporation with its principal offices located at 50 Barnes Park North, Suite 104, Wallingford, Connecticut 06492. DSL-Parent is a wholly owned direct subsidiary of MegaPath. Effective on or about December 24 2009, DSL-Parent will merge with and into MegaPath, with MegaPath surviving. As a result of the merger, DSL-Parent's separate corporate existence will cease. DSL-Parent provided a variety of Internet Protocol and data services. DSL-Parent does not offer any regulated telecommunications services and therefore did not hold any telecommunications authorizations from the FCC or any state regulatory authority.

DSLnet is a Delaware limited liability company with principal offices located at 50 Barnes Park North, Suite 104, Wallingford, Connecticut 06492. DSLnet is currently a wholly owned, direct subsidiary of DSL-Parent and a wholly owned, indirect subsidiary of MegaPath. DSLnet primarily provides interstate highspeed access to the internet services. DSLnet, LLC is authorized to provide intrastate telecommunications services in forty-seven (47) states and the District of Columbia, and DSLnet's affiliate, DSLnet Communications VA, Inc., is authorized to provide intrastate telecommunications services in Virginia. In Ohio, DSLnet is authorized to provide local exchange services pursuant to its Certificate of Public Convenience and Necessity issued by the Commission in case Number 99-150-TP-ACE. DSLnet is also authorized by the Federal Communications Commission ("FCC") to provide international and domestic interstate telecommunications services as a non-dominant carrier.

Further information concerning DSLnet's legal, technical, managerial and financial qualifications to provide service was submitted with its application for certification and other documents filed with the Commission and is, therefore, a matter of public record. DSLnet respectfully requests that the Commission take official notice of that information and incorporate it herein by reference.

Contact Information

Questions or inquiries concerning this Application may be directed to:

Jean L. Kiddoo, Esq.
Brett P. Ferencsak, Esq.
Katie B. Besha, Esq.
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
jean.kiddoo@bingham.com
brett.ferencsak@bingham.com
katie.besha@bingham.com

with copies to:

Steven B. Chisholm
Senior Vice President
MegaPath Inc.
555 Anton Boulevard, Suite 200
Costa Mesa, California 92626
Fax: (714) 327-2041
Steve.Chisholm@megapath.com

and:

Schula Hobbs
Regulatory Affairs
DSLnet Communications, LLC
50 Barnes Park North, Suite # 104
Wallingford, CT 06492
Fax: (203) 284-6205
shobbs@megapath.com

Description of the Transaction

Pursuant to an Agreement and Plan of Merger between MegaPath and DSL-Parent, DSL-Parent will merge with and into MegaPath, with MegaPath surviving. As a result, DSLnet will become a wholly owned, direct subsidiary of MegaPath. Since MegaPath already indirectly wholly owns DSLnet, this change of direct control of DSLnet is *pro forma* in nature. Applicants therefore request authority for the transfer of direct control of DSLnet from DSL-Parent to MegaPath resulting from this *pro forma* internal merger. For the Commission's convenience, pre- and post-transaction corporate organizational structure charts are provided as Attachment B.

Following the *pro forma* internal merger, DSLnet's customers will continue to receive service under the same rates, terms and conditions of service as before. The proposed transaction will not involve a change in DSLnet's operating authority in Ohio and DSLnet's tariffs will remain in effect. Thus, the proposed transaction will be seamless and transparent to Ohio consumers. Further, there will be no change in DSLnet's management as a result of this change of control.

Public Interest Considerations

Applicants respectfully submit that the proposed transaction serves the public interest. In particular, Applicants submit that the proposed transaction will be transparent to Ohio consumers. 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 led by an experienced management team. Therefore, the transfer of control of DSLnet will be seamless and transparent to consumers in Ohio.

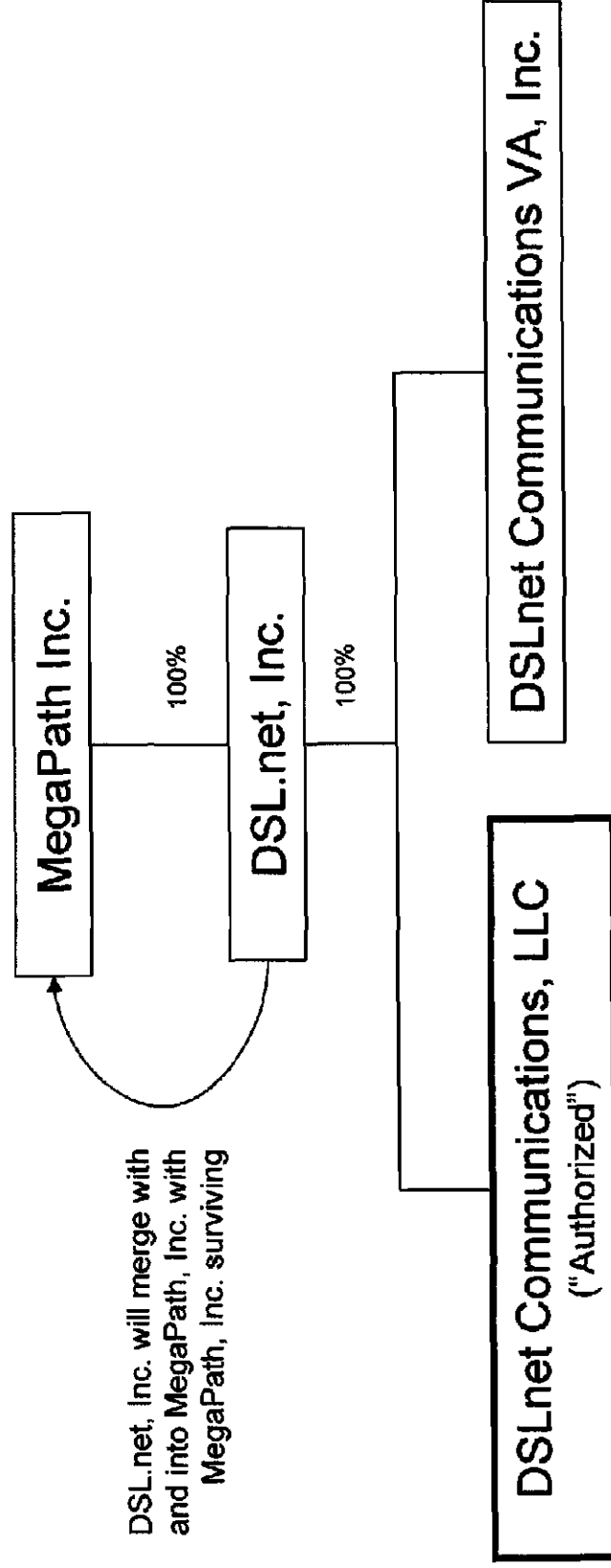
Conclusion

For the reasons stated above, Applicants submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants therefore respectfully request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed transaction as soon as possible.

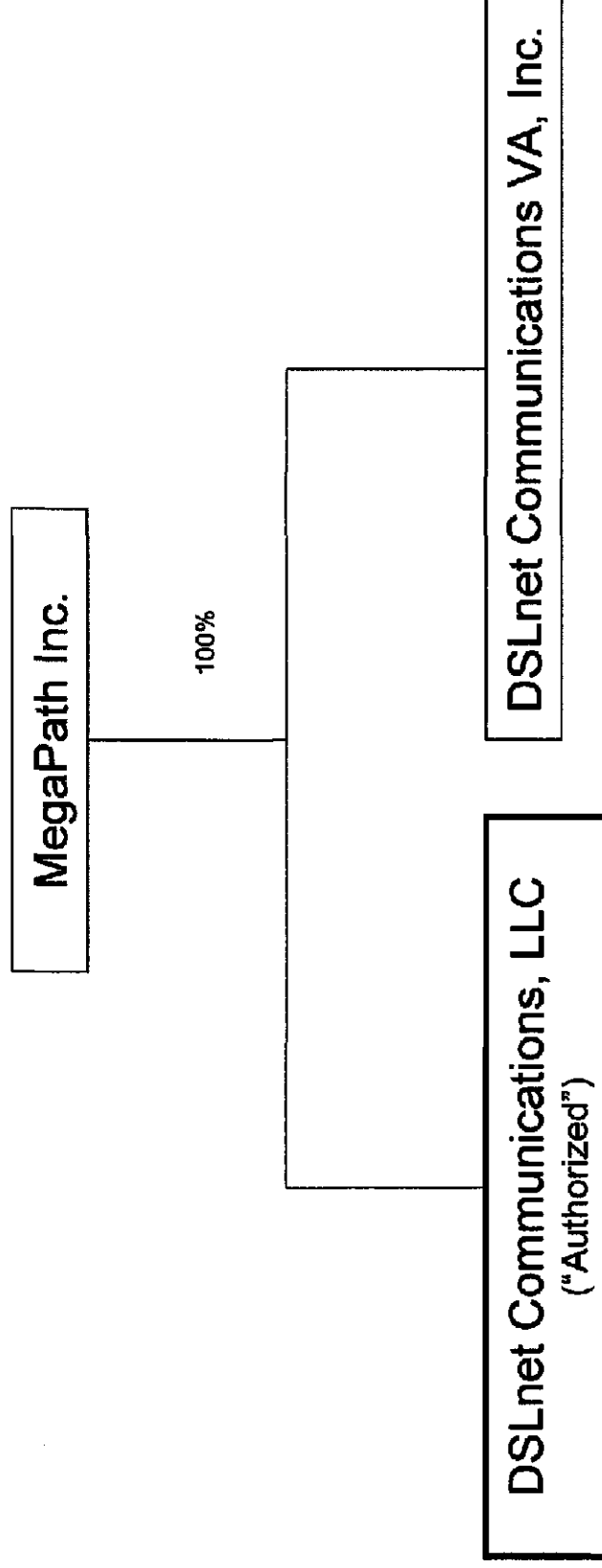
ATTACHMENT B

Pre- and Post-Transaction Corporate Organizational Structure

Pre- Pro Forma Intra-Corporate Merger



Post- Pro Forma Intra-Corporate Merger



ATTACHMENT C

The following individuals are the officers and directors of DSLnet Communications, LLC ("DSLnet"):

Directors:

D. Craig Young
Steven B. Chisholm

Officers:

D. Craig Young
Steven B. Chisholm
Paul Milley

All the officers and directors can be reached through DSLnet's principal place of business:

DSLnet Communications, LLC
50 Barnes Park North, Suite # 104
Wallingford, CT 06492
Tel: 203-284-6276
Fax: 203-284-6205