

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of DSLnet) TRF Docket No. 90-_____
Communications, LLC and DIECA Communications, Inc.)
to Complete Certain Intra-Corporate Transactions) Case No. 11 - 5379 - **TP** - AMT
) NOTE: Unless you have reserved a Case #, leave the "Case No" fields
) BLANK.

Name of Registrant(s) DSLnet Communications, LLC and DIECA Communications, Inc.

DBA(s) of Registrant(s) Covad Communications Company

Address of Registrant(s) 2220 O'Toole Avenue, San Jose, CA 95131

Company Web Address www.covad.com

Regulatory Contact Person(s) Katherine K. Mudge Phone 512-794-6197 Fax 512-794-6006

Regulatory Contact Person's Email Address katherine.mudge@megapath.com

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.]

Notes:

Section I and II are Pursuant to Chapter 4901:1-6 OAC.

Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

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

(3) 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.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s) N/A - The Applicants do not currently have any tariffs on file with the Commission.
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin. N/A - The Applicants do not plan to have any tariffs on file with the Commission.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected. See Exhibit C 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). See Exhibit D for a form of customer notice.

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> <u>ATA 1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> <u>ATA 1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> <u>ATA 1-6-14(H)</u> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> <u>ATA 1-6-14(H)</u> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> <u>ATA 1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> <u>ATA 1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> <u>ATA 1-6-14(I)</u> (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> <u>ZTA 1-6-14(F)</u> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> <u>ZTA 1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> <u>ZTA 1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> <u>ZTA 1-6-14(H)</u> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> <u>ZTA 1-6-27(C)</u> (0 day Notice)	<input type="checkbox"/> <u>ZTA 1-6-27(C)</u> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> <u>TRF 1-6-14(F)</u> (0 day Notice)	<input type="checkbox"/> <u>TRF 1-6-14(F)(4)</u> (0 day Notice)	<input type="checkbox"/> <u>TRF 1-6-14(G)</u> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> <u>BLS 1-6-14(C)(1)(c)</u> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> <u>ACB 1-6-32</u> (Auto 14 days)	<input type="checkbox"/> <u>ACB 1-6-32</u> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> <u>TRF 1-6-08(G)(0 day)</u>
BLES withdrawal			<input type="checkbox"/> <u>ZTA 1-6-25(B)</u> (0 day Notice)
Other* (explain) _____			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of Territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30- day)	<input type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 day)	<input type="checkbox"/> UNC <u>1-6-09</u> *(Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)	<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input checked="" type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <u>1-7-04 or 05</u> (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	<input type="checkbox"/> UNC <u>1-7-23(B)</u> (Non-Auto)	
Wireless Providers See <u>4901:1-6-24</u>	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

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

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, DSLnet and DIECA, and am authorized to make this statement on its behalf.

Douglas Carlen
(Name)

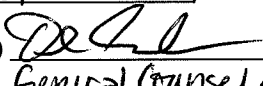
Please Check ALL that apply:

☒ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules 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 attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

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

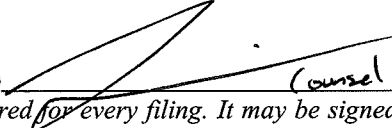
Executed on (Date) 10/3/11 at (Location) 2200 O'Toole Ave, San Jose, CA 95131

*(Signature and Title)  (Date) 10/3/11
General Counsel & Secretary

- 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, Jeffrey R. Stronkowski verify that I have utilized the Telecommunications Filing Form for most 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)  Counsel to Applicants (Date) 10/4/11
*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.

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

LIST OF EXHIBITS

Exhibit A	N/A - Applicants do not currently have any tariffs on file with the Commission.
Exhibit B	N/A - Applicants do not plan to have any tariffs on file with the Commission.
Exhibit C	Description of Transaction
Exhibit D	Form of Customer Notice
Exhibit E	Pre- and Post-Transaction Corporate Organizational Structure
Exhibit F	List of Officers and Directors
Exhibit G	Certificates of Good Standing
Verification	

Exhibit A

N/A - Applicants do not currently have any tariffs on file with the Commission.

Exhibit B

N/A - Applicants do not plan to have any tariffs on file with the Commission.

Exhibit C

Description of Transaction

DIECA Communications, Inc. d/b/a Covad Communications Company (“DIECA”) and DSLnet Communications, LLC (“DSLnet”) (together, the “Applicants”), hereby notify the Commission of their intention to undertake a series of transactions whereby DSLnet will merge into DIECA, with DIECA surviving, as well as plans for their unregulated affiliate MegaPath, Inc. (“MegaPath”), and Covad Communications Company (“CCC”) and DSLnet Communications-VA, Inc., (“DSLnet-VA”) (DIECA, DSLnet, DSLnet-VA, CCC and MegaPath, collectively, the “MegaPath Group”)¹ to merge into DIECA with DIECA surviving (the “Transactions”).² The Transactions are being undertaken merely as an internal *pro forma* reorganization of the companies into DIECA in order to streamline operations under a single “MegaPath” branded company combining the individual operations of the various affiliated entities.³ As a result of the Transactions, DSLnet’s, DSLnet-VA’s, MegaPath’s, and CCC’s customers and the assets to support the provision of services to those customers will be transferred to DIECA, which will become the service provider for those customers.

Since DIECA already holds a certificate of territorial authority (“Certificate”), the Certificate of DSLnet is not being transferred to DIECA and, therefore, DSLnet will separately

¹ MegaPath does not provide regulated telecommunications services and therefore does not hold any authorizations to provide telecommunications services in any jurisdiction. CCC and DSLnet-VA hold authorizations to provide telecommunications services in other jurisdictions, but do not hold such authorizations in Ohio.

² While the Applicants currently expect the transactions described herein to be accomplished through *pro forma* corporate mergers, given the tax and operational consequences of the proposed Transfer transactions, the Applicants may alternatively elect to accomplish the transactions through a sale of assets rather than through mergers, or through a combination of both. As such, the Applicants request authority, to the extent necessary, to undertake the Transfer through either manner.

³ DIECA expects to undertake a name change to effectuate the “MegaPath” brand name. A separate filing with the Commission will be made with respect to that name change.

file a notice of relinquishment with the Commission. As described below, because the rates, terms or conditions of the services being received by customers will not change as a result of the assignment, the proposed Transactions will be virtually transparent to customers of DSLnet in terms of the services that those customers receive.⁴

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

I. DESCRIPTION OF THE APPLICANTS

A. MegaPath, Inc. and DSLnet Communications, LLC

MegaPath Inc. is a Delaware corporation, and is the parent company of DSLnet Communications, LLC. MegaPath Inc. is a wholly-owned subsidiary of CCGI Holding Corporation. 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 Federal Communications Commission (“FCC”) or any state regulatory authority.

DSLnet Communications, LLC is a Delaware limited liability company. DSLnet provides highspeed Internet access services. DSLnet is authorized to provide intrastate telecommunications services in forty-seven (47) states and the District of Columbia, and DSLnet is also authorized by the FCC to provide international and domestic interstate telecommunications services as a non-dominant carrier. In Ohio, DSLnet is authorized to provide local exchange services pursuant to its Certificate No. 90-9079 issued by the

⁴ The Applicants intend for the Transactions to be completed in the fourth quarter 2011 with an effective date of December 31, 2011 (“Effective Date”). The Applicants believe that use of an Effective Date will minimize customer confusion and enable consistent messaging to customers about this *pro forma* event.

Commission in case Number 99-150-TP-ACE. DSLnet's affiliate DSLnet Communications VA, Inc. is authorized to provide intrastate telecommunications services in Virginia.

B. Covad Communications Company and DIECA Communications, Inc.

Covad Communications Group, Inc. ("Covad") is a Delaware corporation that owns Covad Communications Company ("CCC"), a California corporation, and DIECA Communications, Inc. ("DIECA"), a Virginia corporation. Covad, in turn, is a wholly-owned subsidiary of CCGI Holding Corporation. Covad is a leading nationwide provider of integrated voice and data communications. Through its operating companies (CCC and DIECA), the company offers 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 broadband services are currently available across the nation in 44 states and 235 Metropolitan Statistical Areas ("MSAs") and can be purchased by more than 57 million homes and businesses, which represent over 50 percent of all US homes and businesses.

In Ohio, DIECA is authorized to provide local and interexchange services pursuant to Certificate No. 90-5877 (Docket No. 99-718-CT-ACE) issued on April 26, 2000. DIECA is also authorized by the FCC to provide international and domestic interstate telecommunications services as a non-dominant carrier. CCC does not currently offer any regulated telecommunications services in Ohio and therefore does not hold any telecommunications authorizations from the Commission.

II. DESCRIPTION OF THE TRANSACTIONS

All of the entities involved in this Application are indirect, wholly-owned subsidiaries of CCGI Holding Corporation, and are already operating under a common management structure. Applicants propose to complete a series of *pro forma* internal restructuring merger transactions through which DIECA will acquire the assets of MegaPath, DSLnet, DSLnet-VA, and CCC, including their respective customer bases and substantially all of their assets used in the provision of telecommunications services.⁵ For the Commission's convenience, an organizational chart demonstrating the proposed Transactions is attached hereto as Exhibit E. Subject to receipt of the required regulatory approvals, the Transactions are expected to close in the fourth quarter this year.

Applicants emphasize that although the proposed Transactions will involve a transfer of customers, immediately following the proposed Transactions, all of those customers will continue to receive service from DIECA under the same rates, terms and conditions as the services currently provided. The network used to provide services to customers for DIECA, CCC, MegaPath, DSLnet and DSLnet-VA are one in the same; as well as the management, operational and billing personnel and processes. As a result, the proposed Transactions will be almost seamless and virtually transparent to customers served by MegaPath, CCC, DSLnet and DSLnet-VA in terms of the services that they currently receive. MegaPath, CCC, DSLnet and DSLnet-VA do not currently provide intrastate telecommunications services to its Ohio customers, but rather provides their jurisdictionally interstate services under contract. As such, Applicants do not believe that the Commission's slamming rules are applicable with respect to the Transactions. Nonetheless, the

⁵ As discussed above in note 1, the Applicants request authority, to the extent necessary, to undertake the Transactions through either transfers of assets between parties as discussed herein, mergers of the relevant entities, or both.

Applicants have already begun to inform customers of the pending change pursuant to their contractual notification requirements. Moreover, because DIECA is acquiring all of the assets of MegaPath, DSLnet, DSLnet-VA and CCC necessary to provide service to the transferred customers, DIECA will have all of the assets required to continue to provide high-quality services to the customers it acquires.

DIECA is well-qualified to provide service to MegaPath, DSLnet, DSLnet-VA and CCC customers. DIECA currently provides local and long distances telecommunications services in 47 states and the District of Columbia. DIECA's operations will continue to be overseen by the same well-qualified management team with substantial telecommunications experience and technical expertise.

III. PUBLIC INTEREST CONSIDERATIONS

The proposed Transactions described above will serve the public interest by ensuring that the assigned customers enjoy continuity of high-quality services. In particular, the assignment of MegaPath's, CCC's, DSLnet's and DSLnet-VA's customers, together with the transfer of other assets required to serve those customers, will ensure that the customers continue to receive uninterrupted services. The customers will be served by a carrier with significant technical, managerial and financial resources. The Transactions are intended to streamline the operations of the companies, and thereby create operational efficiencies.

Applicants seek to complete the proposed Transactions as soon as possible. Accordingly, Applicants respectfully request that the Commission process this Application as expeditiously as possible.

Exhibit D

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).

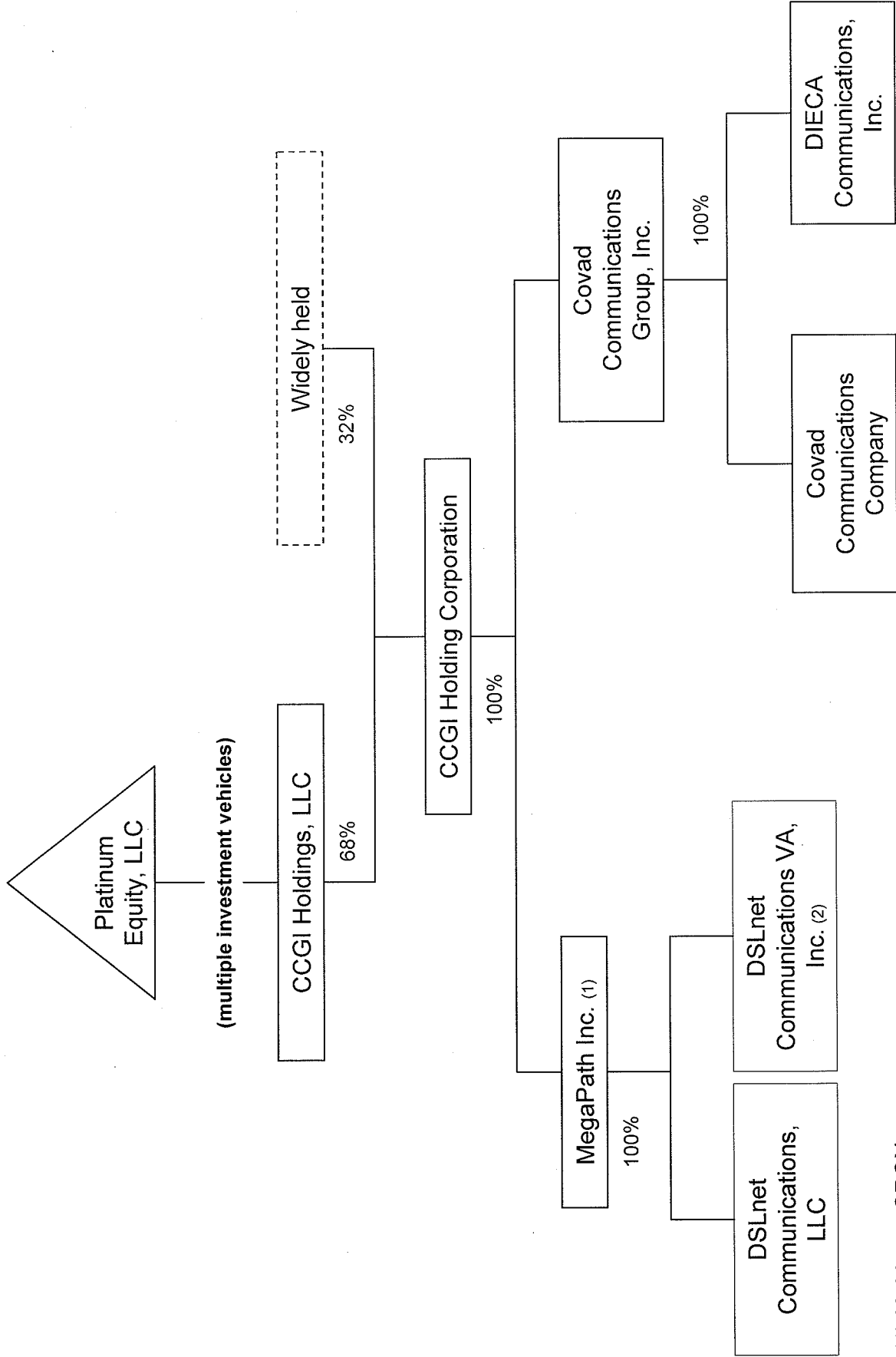
We recognize that you always have a choice in telecommunications carrier and believe that this intra-corporate consolidation will enhance our ability to serve you. We look forward to continuing to provide you with superior service.

[Signature]

Exhibit E

Pre- and Post-Transaction Corporate Organizational Structure

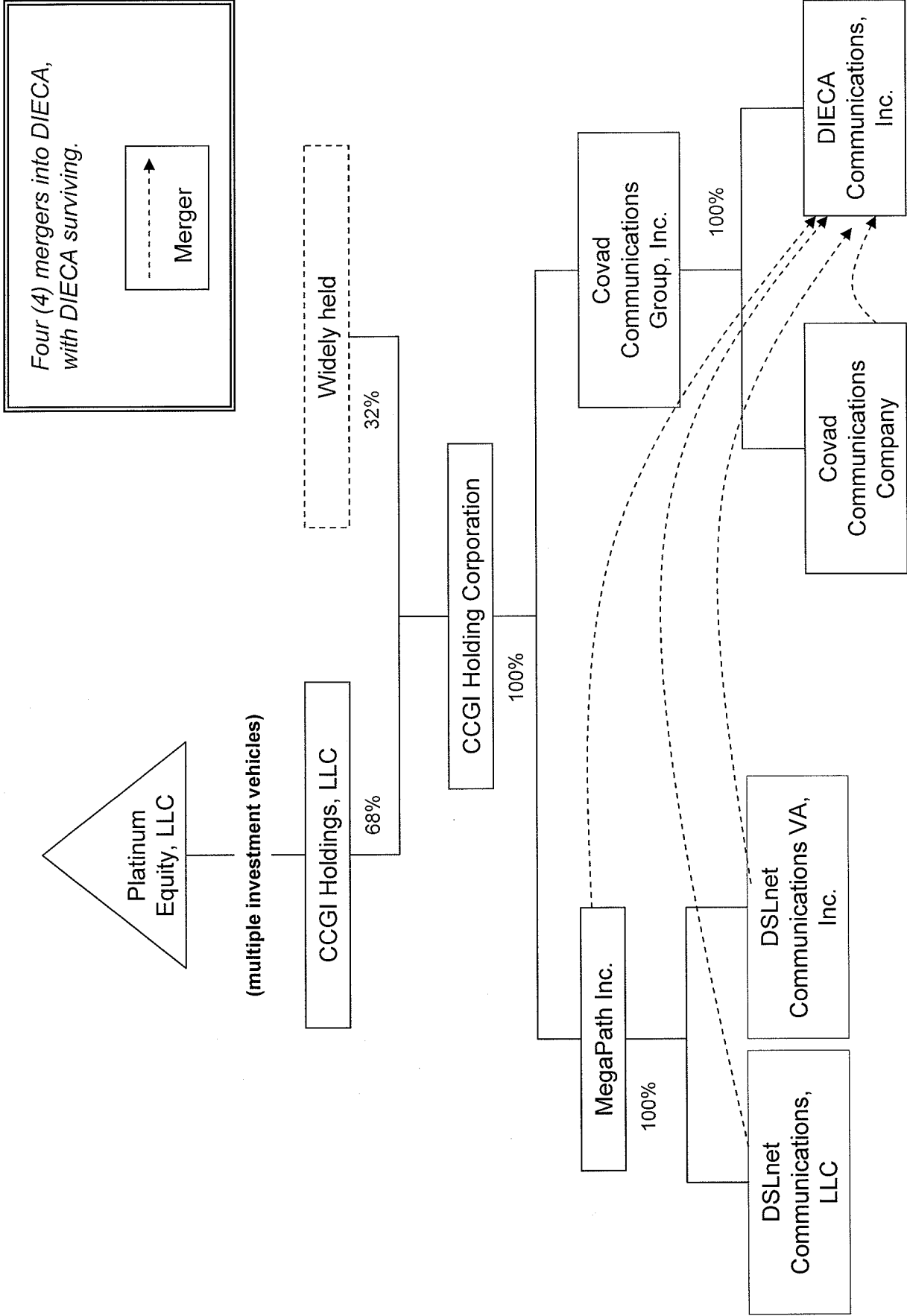
Current Organizational Chart



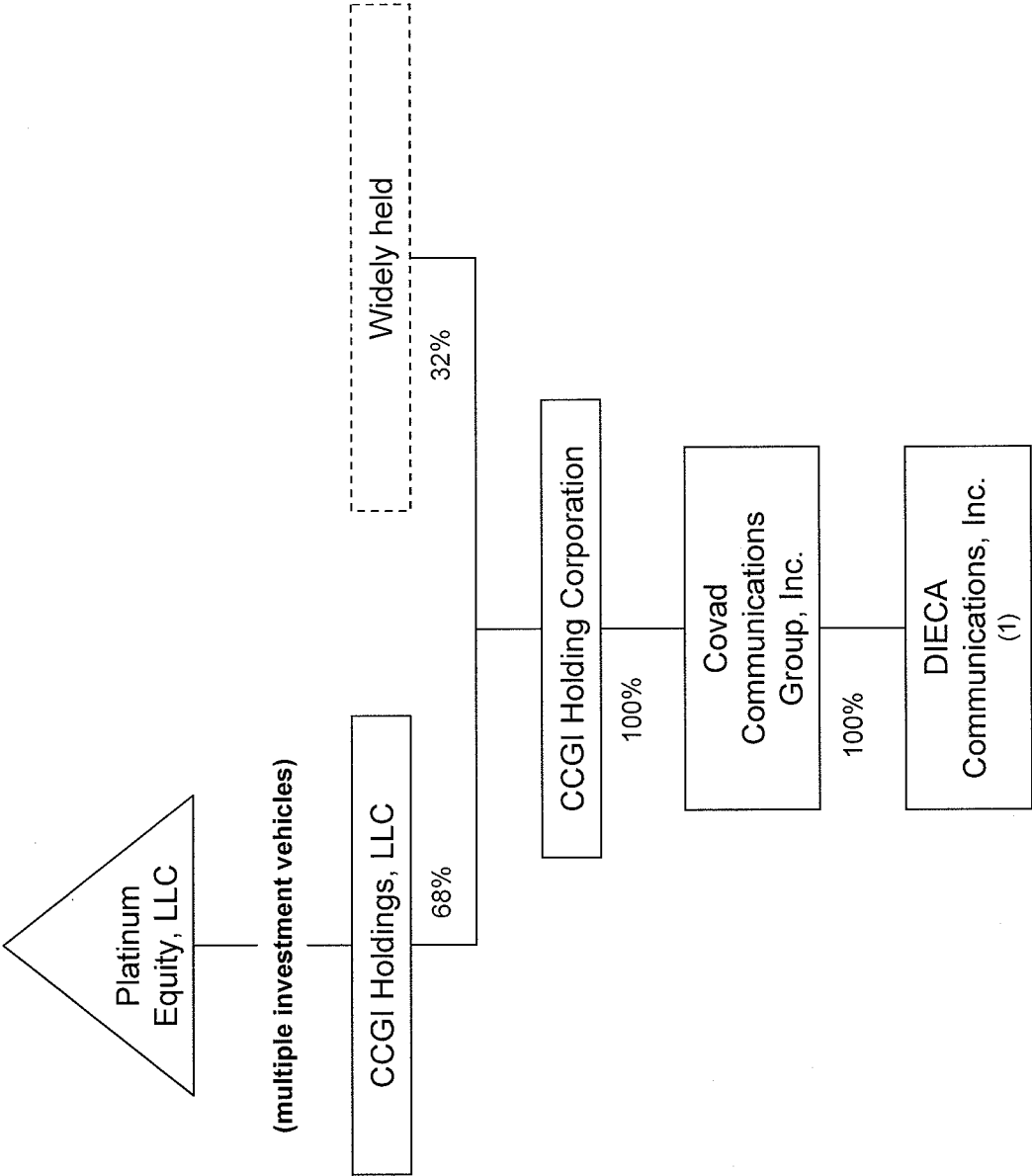
(1) Holds no CPCNs

(2) Holds a CPCN in Virginia only

Depiction of Mergers



Post-Transactions Organizational Chart



(1) Will ultimately change its corporate name or dba to the "MegaPath" brand name

Exhibit F

List of Officers and Directors

The Applicants have the same officers and directors. They are:

Officers:

D. Craig Young	Executive Chairman & Chief Executive Officer
Paul Milley	Executive Vice President and Chief Financial Officer
Dan Foster	President, Sales and Marketing
Brett Flinchum	Chief Operating Officer
Doug Carlen	General Counsel and Secretary

Director:

Doug Carlen

They can each be reached at their principal place of business:

DIECA Communications, Inc.
2220 O'Toole Avenue
San Jose, California 95131

Exhibit G

Certificates of Good Standing

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show DIECA COMMUNICATIONS, INC., a Virginia corporation, having qualified to do business within the State of Ohio on August 25, 1998 under License No. 1027042 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of October, A.D. 2011*

Jon Husted

Ohio Secretary of State

Validation Number: V2011277096099

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show DSLNET COMMUNICATIONS, LLC, a Delaware Limited Liability Company, Registration Number 1048753, filed on December 09, 1998, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 4th day of October, A.D. 2011*

Jon Husted

Ohio Secretary of State

Validation Number: V201127703E71E

STATE OF CALIFORNIA
COUNTY OF SANTA CLARA

§
§
§

VERIFICATION

I, Douglas Carlen, being duly sworn, deposes and say that I am the General Counsel and Secretary of MegaPath Inc., DSLnet Communications, LLC, DSLnet Communications VA, Inc., Covad Communications Company and DIECA Communications, Inc. (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.



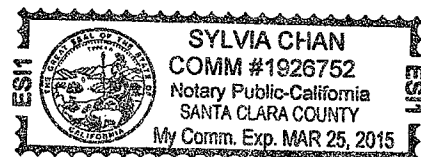
Douglas Carlen
General Counsel and Secretary
MegaPath Inc.
DSLnet Communications, LLC
DSLnet Communications VA, Inc.
Covad Communications Company
DIECA Communications, Inc.

Sworn and subscribed before me this 19 day of September, 2011.



Notary Public

My commission expires: Mar 25 2015.



This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

10/4/2011 3:19:17 PM

in

Case No(s). 11-5379-TP-AMT

Summary: Application In the Matter of the Application of DSLnet Communications, LLC and DIECA Communications, Inc. to Complete Certain Intra-Corporate Transactions electronically filed by Mr. Jeffrey R Strenkowski on behalf of DSLnet Communications, LLC and DIECA Communications, Inc.