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August 17, 2010

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Via Hand Delivery

Rosemary Chiavetta, Secretary  
Pennsylvania Public Utility Commission  
400 North Street – 2<sup>nd</sup> Floor  
Commonwealth Keystone Building  
Harrisburg, Pennsylvania 17120

Re: Joint Application of CCGI Holdings, LLC CCGI Holding Corporation, DSLnet Communications, LLC and DIECA Communications, Inc. For Approval of a *Pro Forma* Change In Corporate Structure of DSLnet Communications, LLC and DIECA Communications, Inc.

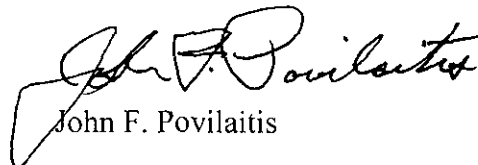
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Dear Secretary Chiavetta:

Attached is an original and three (3) copies of the above-captioned Joint Application For A General Rule Transaction. Copies have been served as indicated on the attached Certificate of Service. Also enclosed is a check for the filing fee of \$350.00.

Thank you for your attention to this matter. Please contact the undersigned if you have any questions.

Very truly yours,

  
John F. Povilaitis

JFP:pae  
Attachment  
c. Certificate of Service

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2010 AUG 17 PM 2:45  
SECRETARY'S BUREAU  
PA PUBLIC UTILITIES

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

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**PA PUC**  
**SECRETARY'S BUREAU**

\_\_\_\_\_  
In the Matter of the Joint Application of )

**CCGI Holdings, LLC** )  
**CCGI Holding Corporation,** )  
**DSLnet Communications, LLC** )

and )

**DIECA Communications, Inc.** )

For Approval of a *Pro Forma* Change in Corporate )  
Structure of DSLnet Communications, LLC and )  
DIECA Communications, Inc. )  
\_\_\_\_\_ )

Docket No. \_\_\_\_\_

**JOINT APPLICATION FOR A GENERAL RULE TRANSACTION**

CCGI Holdings, LLC (“New Holdco”), CCGI Holding Corporation (“CCGI”), DIECA Communications, Inc. (“DIECA”), and DSLnet Communications, LLC (“DSLnet”) (New Holdco, CCGI, DIECA, and DSLnet collectively, “Applicants”), through their undersigned counsel and pursuant to pursuant to 66 Pa. Stat. § 1102(a) and the Pennsylvania Public Utility Commission’s (“Commission”) Policy Statement at 52 Pa. Code §§ 69.901, and 63.321 - 63.325, request approval or such authority as may be necessary or required for a general rule transaction involving a *pro forma* change in corporate structure whereby New Holdco will be inserted into the corporate ownership chain above CCGI, which will wholly own DSLnet and DIECA upon completion of the MegaPath-CCGI Transaction (as defined below).<sup>1</sup> This *pro forma* insertion is intended to be undertaken for business reasons after the completion of the transaction between CCGI and

<sup>1</sup> The MegaPath-CCGI Transaction is expected to close in mid-August.

MegaPath (the “MegaPath-CCGI Transaction”), which will result in the transfer of indirect control of DSLnet as authorized by the Commission in Docket No. A-2010-2174051 on July 20, 2010. The Applicants make clear that the insertion of New Holdco into the corporate ownership chain is only being undertaken for internal business reasons and will not affect the ultimate ownership of either DSLnet or DIECA as previously approved by the Commission.

Given the non-controversial nature of the proposed insertion, the Applicants request that the Commission act expeditiously to grant the authority requested herein as soon as possible so that the Applicants can timely consummate the proposed transaction to meet important business objectives. Specifically, Applicants request that the Commission approve the aforementioned *pro forma* corporate insertion no later than at its Public Meeting scheduled for September 23, 2010.

In support of their Application, the Applicants state as follows:

**I. DESCRIPTION OF THE APPLICANTS**

**A. CCGI Holdings, LLC**

CCGI Holdings, LLC (“New Holdco”) is a Delaware limited liability company with principal offices located at 360 North Crescent Drive, Beverly Hills, California 90210. New Holdco is ultimately controlled by Platinum Equity, LLC (“Platinum”). Neither New Holdco nor Platinum offer any regulated telecommunications services. Platinum is a privately held Delaware limited liability company with offices also located at 360 North Crescent Drive, Beverly Hills, California 90210. Platinum is a global firm specializing in the merger, acquisition and operation of companies that provide services and solutions to customers in a broad range of business markets, including information technology, telecommunications, logistics, manufacturing, and entertainment distribution.

Platinum indirectly controls several other telecommunications carriers: Matrix Telecom, Inc. (“Matrix”); and Americatel Corporation (“Americatel”). Matrix provides integrated communications services including local, 1+ long distance and toll-free voice services plus a wide range of data services, such as dedicated Internet access, frame relay and point-to-point transmission services, chiefly to enterprise customers. Americatel provides international and domestic facilities-based and resold long distance services, including “dial around” casual calling (i.e., 1010XXX) service and presubscribed 1+ calling services, in each of the 48 contiguous states, with a particular emphasis on serving the needs of United States customers with connections to Latin America and the Caribbean.

**B. CCGI Holding Corporation and DIECA Communications, Inc.**

CCGI Holding Corporation is a Delaware corporation with offices located at 360 North Crescent Drive, Beverly Hills, California 90210. CCGI is ultimately controlled by Platinum, and is the parent company of Covad Communications Group, Inc., a Delaware corporation that owns Covad Communications Company (“Covad”), a California corporation and DIECA, a Virginia corporation. Covad and DIECA have offices located at 2220 O’Toole Avenue, San Jose, California 95131. Covad Communications Group, Inc. is a leading nationwide provider of integrated voice and data communications. Through its operating companies, 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 its network and through Internet Service Providers, value-added resellers, telecommunications carriers and affinity groups to small and medium-sized businesses and home users. The company’s 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 Pennsylvania, DIECA is authorized to provide facilities-based and resold local exchange, exchange access and interexchange telecommunications services in the Commonwealth of Pennsylvania pursuant to Certificates of Public Convenience and Necessity granted by the Commission on January 9, 1999 at Docket Nos. A-310696, A-310696 F0002 and on June 12, 2003 at Docket No. A-310696 F0003. DIECA is also authorized by the FCC to provide international and domestic interstate telecommunications services as a non-dominant carrier.

**C. DSLnet Communications, LLC**

DSLnet Communications, LLC is a Delaware limited liability company with principal offices located at 50 Barnes Park North, Suite 104, Wallingford, Connecticut 06492. DSLnet is a wholly owned subsidiary of MegaPath Inc., which in turn will be a wholly owned subsidiary of CCGI upon completion of the MegaPath-CCGI Transaction. DSLnet provides highspeed access to the Internet. DSLnet 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 Pennsylvania, DSLnet is authorized to provide (1) resold toll services pursuant to a Certificate of Public Convenience ("Certificate) issued by the Commission in Docket No. A-310824, (2) resold and facilities-based competitive local exchange services pursuant a Certificate issued by Commission in Docket No. A-310824F0002, (3) facilities-based interexchange telecommunications services pursuant to a Certificate issued by the Commission in A-310824F0003, and (4) competitive access provider services pursuant to a Certificate issued by the Commission in A-310824F0004. DSLnet is also authorized by the FCC to provide international and domestic interstate telecommunications services as a non-dominant carrier.

## II. CONTACT INFORMATION

Questions or inquiries concerning this Application may be directed to:

For Applicants:

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For New Holdco and CCGI:

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Counsel and Secretary  
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For DIECA:

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ahansel@covad.com

For DSLnet:

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and:

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Regulatory Affairs  
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shobbs@megapath.com

### **III. DESCRIPTION OF THE TRANSACTION**

As previously described in Docket No. A-2010-2174051, CCGI Holding Corporation and MegaPath Inc. entered into an Agreement and Plan of Merger dated as of March 26, 2010 (the “Agreement”). Pursuant the Agreement MegaPath will become a wholly owned, direct subsidiary of CCGI and CCGI will acquire indirect control of DSLnet. As part of the ultimate post-closing structure of the combined operations of the parties, the Applicants have determined that they require the insertion of a holding company above CCGI in the corporate ownership chain. The company to be inserted will be New Holdco. The Applicants, therefore, request authority for the *pro forma* insertion of New Holdco, which will not change the ultimate ownership of any regulated company, but will technically effectuate a *pro forma* change in corporate structure for DSLnet and DIECA. For the Commission’s convenience, pre- and post-transaction corporate organizational structure charts are provided as Exhibit A.

Following the consummation of the proposed transaction, DSLnet’s and DIECA’s customers will continue to receive service under the same rates, terms and conditions of service as before. The proposed *pro forma* transaction will not involve a change in either company’s operating authority in Pennsylvania and their tariffs will remain in effect. Thus, the proposed transaction will be seamless and transparent to Pennsylvania consumers.

### **IV. PUBLIC INTEREST CONSIDERATIONS**

Applicants respectfully submit that the *pro forma* insertion of a holding company in the corporate ownership chain serves the public interest. In particular, Applicants submit that the transaction will be transparent to consumers, and that the insertion of the holding company will allow the parties to remain in compliance with their covenants with their investors, thereby allowing the company to retain its sources of outside funding. Following the *pro forma* change of

corporate structure, DSLnet and DIECA will continue to offer service with no change in the rates or terms and conditions of service. Further, DSLnet and DIECA will continue to provide services to their customers under the same names, and continue to be led by experienced management teams. Therefore, the *pro forma* change in corporate structure, which will simply insert an intermediate holding company, will be seamless and transparent to consumers.

**V. INFORMATION REQUIRED BY 52 PA. CODE § 63.324(d)**

Pursuant to 52 PA. CODE § 63.324(d), the Applicants provide the following:

- (1) Description of Applicants: Please see Section I above.
- (2) Jurisdiction of Applicants: Please see Section I above.
- (3) Points of Contact: Please see Section II above.
- (4) Ownership Information:

The following entity currently owns and, upon completion of the Megapath-CCGI transaction, will continue to directly own more than 20% of the equity of **DSLnet Communications, LLC**:

Name: MegaPath, Inc.  
Address: 555 Anton Boulevard, Suite 200  
Costa Mesa, California 92626  
Ownership: 100% (directly in DSLnet)  
Citizenship: U.S.

No entity currently owns more than 20% of the equity of **MegaPath Inc.** Upon completion of the Megapath-CCGI transaction, the following entity will indirectly own more than 20% of the equity of **DSLnet Communications, LLC** and directly own more than 20% of the equity of **MegaPath Inc.**:

Name: CCGI Holding Corporation (“CCGI”)  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, CA 90210  
Ownership: 100% (directly in MegaPath; indirectly in DSLnet through MegaPath)  
Citizenship: U.S.

The following entities currently own and, upon completion of the transaction, will continue to directly or indirectly own more than 20% of the equity of **DIECA Communications, Inc. (“DIECA”)**

Name: Covad Communications Group, Inc. (“Covad”)

Address: 2220 O'Toole Avenue  
San Jose, California 95131  
Ownership: 100% (directly in DIECA)  
Citizenship: U.S.

Name: CCGI Holding Corporation ("CCGI")  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, CA 90210  
Ownership: 100% (indirectly in DIECA as 100% owner of Covad)  
Citizenship: U.S.

The following entities currently indirectly own more than 20% of the equity of **DIECA** and, upon completion of the Megapath-CCGI transaction, will indirectly own more than 20% of the equity of **DSLnet** through **CCGI**:

Name: Platinum Equity Capital Partners II, L.P. ("PECP")  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, California 90210  
Ownership: 61% (indirectly in DIECA and DSLnet as 61% direct owner of CCGI)  
Citizenship: U.S.

Name: Platinum Blackberry Principals, LLC ("PBP")  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, California 90210  
Ownership: 20% (indirectly in DIECA and DSLnet as 20% direct owner of CCGI)  
Citizenship: U.S.

Upon completion of the *pro forma* change in corporate structure, the following entities will indirectly own more than 20% of the equity of **DIECA** and **DSLnet** through **CCGI**:

Name: CCGI Holdings, LLC ("New Holdco")  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, CA 90210  
Ownership: 67% (indirectly in DIECA and DSLnet as 67% owner of CCGI)  
Citizenship: U.S.

Name: Platinum Equity Capital Partners II, L.P. ("PECP")  
Address: 360 North Crescent Drive, South Building  
Beverly Hills, California 90210  
Ownership: 43% (indirectly in DIECA and DSLnet through CCGI as 67% direct owner of New Holdco)  
Citizenship: U.S.

- (5) Description of the Transaction: Please see Section III above.

(6) Service Territories Affected: No service territories will be affected by the transaction, as the Applicants will continue to provide services in the same locations before and after the proposed transaction.

(7) Categorization of Transaction: The transaction involves more than 20% indirect change in ownership of DIECA and DSLnet, albeit through a pro forma corporate insertion, without change in the ultimate ownership or control of the companies.

(8) Identification of Related Transactions: As noted above, the transaction is related to the Megapath-CCGI Transaction, approved by the Commission in Docket No. A-2010-2174051 on July 20, 2010.

(9) Special Consideration: The Applicants verify that no party to the proposed transaction is facing imminent business failure.

(10) Waiver Request: No waiver request is being made with respect to the proposed transaction.

(11) Facts Supporting the Public Interest: The Applicants verify as to the facts and allegations set forth in Section IV above, demonstrating the impact of the transaction on the promotion of service, competition, and the public interest.

(12) Compliance: The Applicants verify that to their understanding they are in compliance with Commission obligations and filings. They have had no violations of either State or Federal requirements over the last three years.

(13) Customer Notice: Not applicable. Customer notice is not warranted or necessary for the type of transaction proposed because it will be entirely transparent to customers of the Applicants.

(14) Utility Certificates: Please see Section I, in which the Applicants verify describes the authority held by the Applicants in Pennsylvania.

(15) Tariffs: The Applicants verify the proposed transaction will have no effect on their Pennsylvania tariffs.

(16) Affiliate Interest Agreements: The Applicants verify the proposed transaction will have no effect on their affiliated interest agreements, if any.

(17) Federal or State Investigations: The Applicants verify the proposed transaction will not require an informal or formal investigation, complaint or proceeding into the transaction except for typical public utility commission reviews typical for such transactions.

(18) Organizational Charts: Please see Exhibit A.

(19) DOJ and FCC Applications: No application has been filed with the U.S. DOJ or FCC with respect to the transaction. The Applicants expect to file a notification letter with the FCC.

(20) Public Interest Statement and Capital Structure: Please see Section IV, which the Applicants verify provides a description of the public benefits of the transaction. The Applicants further verify that the transaction will have no effect on their capital structure over the next five years.

(21) Broadband Deployment Commitment: The Applicants verify that they are under no Federal or State broadband deployment obligation.

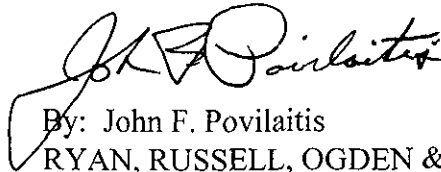
(22) ETC Status: The Applicants verify they are not “eligible telecommunications carriers”

(23) Cross Subsidization: The Applicants verify the transaction does not violate Federal or State cross-subsidization rules.

**VI. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest will be furthered by a grant of this Application. Accordingly, Applicants respectfully request expedited treatment to permit Applicants to complete the proposed transaction as soon as possible.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "John F. Povilaitis". The signature is written in a cursive style with a large initial "J" and "P".

By: John F. Povilaitis  
RYAN, RUSSELL, OGDEN & SELTZER P.C.  
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(717) 236-7714  
(717) 236-7816  
Email: JPovilaitis@RyanRussell.com

COUNSEL FOR APPLICANTS

Dated: August 17, 2010

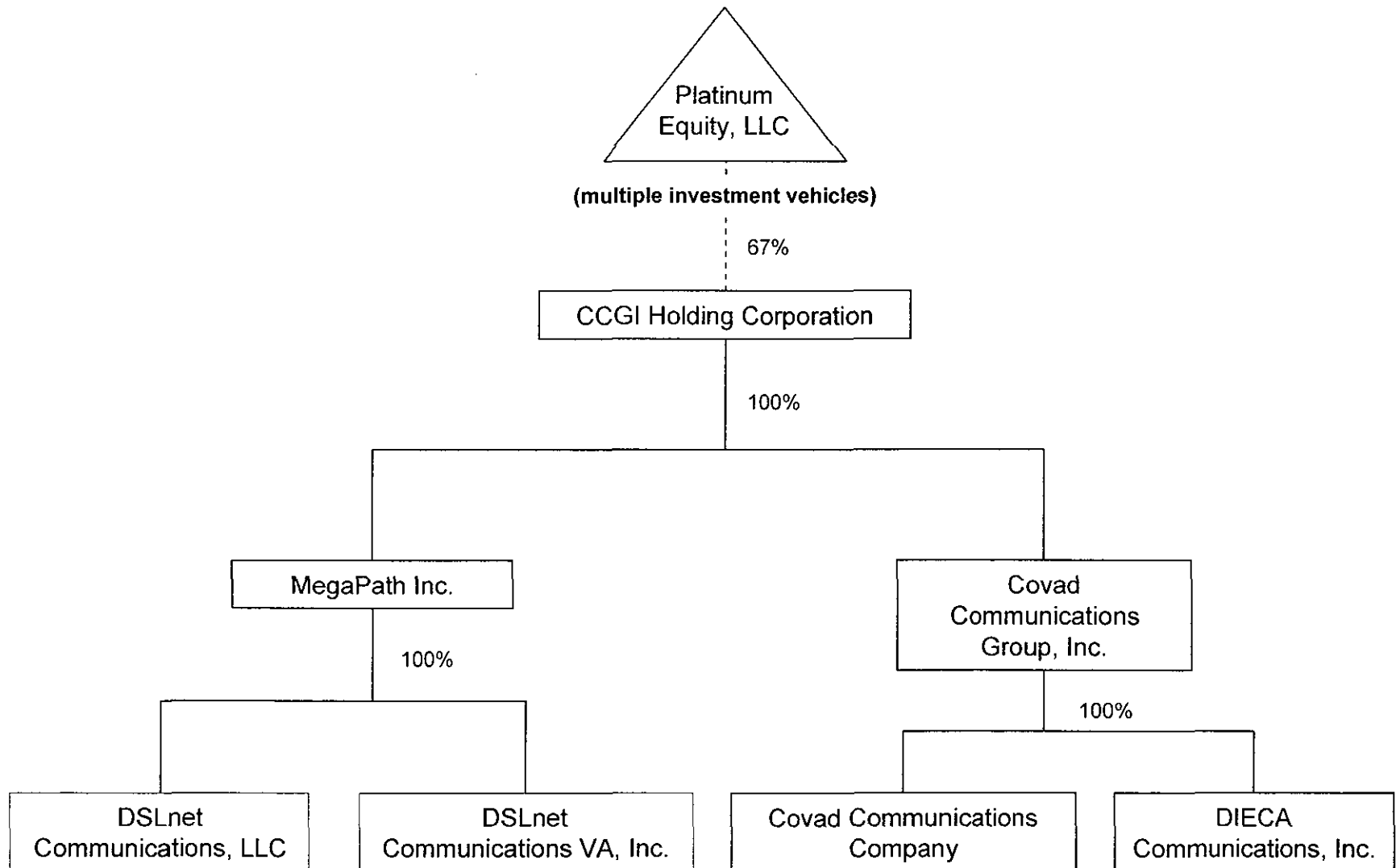
**LIST OF EXHIBITS**

Exhibit A                      Pre- and Post-Transaction Corporate Organizational Structure  
Verifications

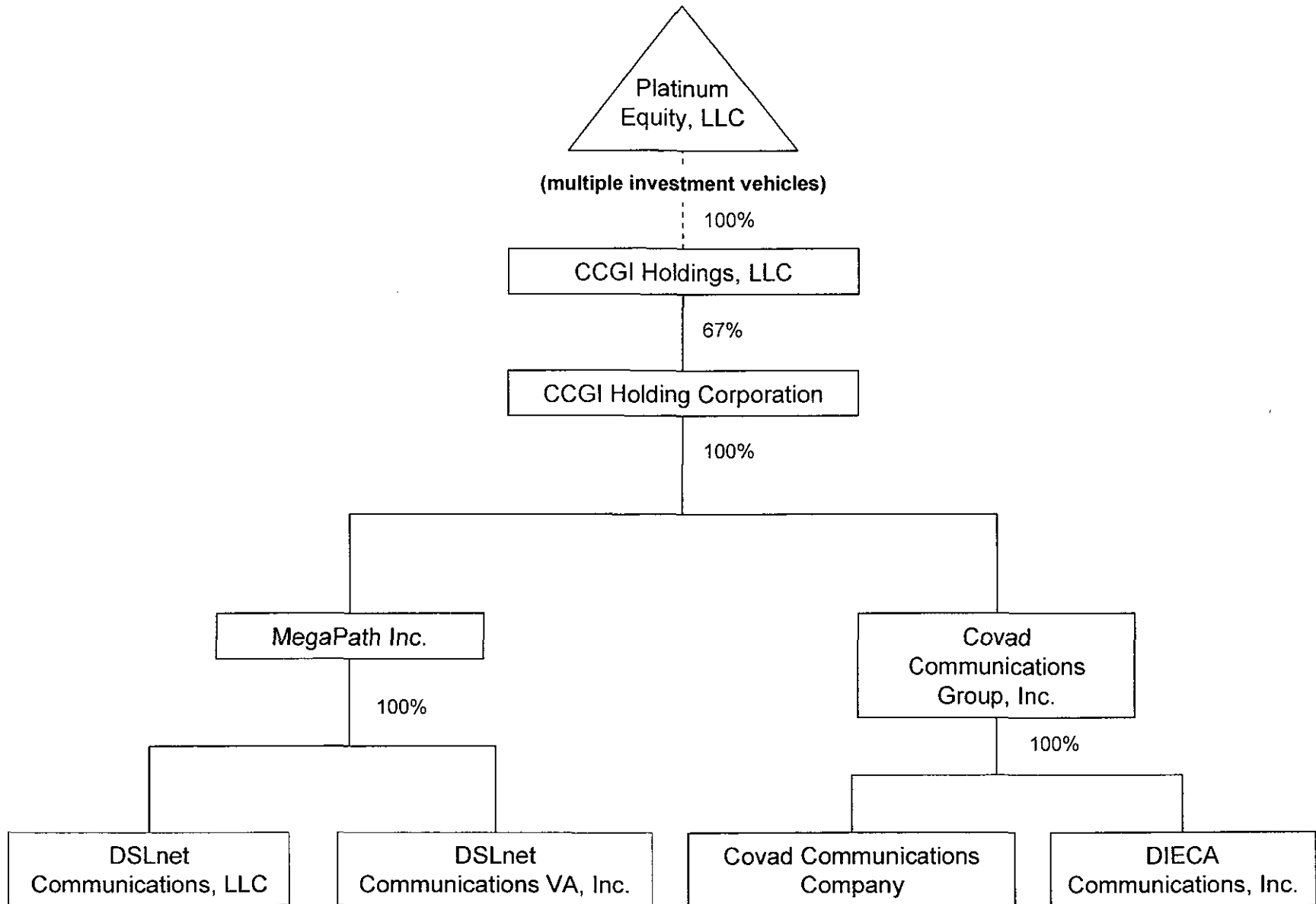
**EXHIBIT A**

**Pre- and Post-Transaction Corporate Organizational Structure**

## Pre-Transaction Ownership of DSLnet and CCGI



## Post-Transaction Ownership of DSLnet and CCGI




## Verifications

STATE OF CALIFORNIA  
COUNTY OF ORANGE

§  
§ SS:  
§

**VERIFICATION**

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

**CERTIFICATE OF ACKNOWLEDGMENT OF NOTARY PUBLIC**

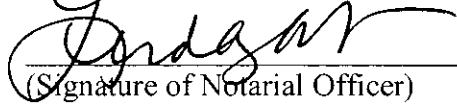
State of California  
County of Orange

On Aug 9, 2010, before me, the undersigned notary public, personally appeared Steven B. Chisholm, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

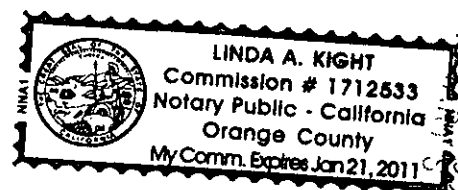
WITNESS my hand and official seal.

[Notary Seal, if any]:

  
(Signature of Notarial Officer)

Notary for the State of California

My commission expires: 1.21.2011



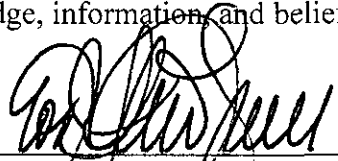
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SECRETARY'S BUREAU

STATE OF CALIFORNIA  
COUNTY OF LOS ANGELES

§  
§ SS:  
§

**VERIFICATION**

I, Eva M. Kalawski, being duly sworn, deposes and say that I am Vice President and Secretary of CCGI Holdings, LLC, CCGI Holding Corporation, DIECA Communications, Inc., and Covad Communications Company (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.



Eva M. Kalawski  
CCGI Holdings, LLC  
CCGI Holding Corporation  
DIECA Communications, Inc.  
Covad Communications Company

**CERTIFICATE OF ACKNOWLEDGMENT OF NOTARY PUBLIC**

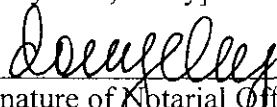
State of California  
County of Los Angeles

On August 11, 2010, before me, the undersigned notary public, personally appeared Eva M. Kalawski, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

[Notary Seal, if any]:

  
\_\_\_\_\_  
(Signature of Notarial Officer)

Notary for the State of California

My commission expires: November 11, 2012



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SECRETARY'S BUREAU  
PA PUC

**BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

In the Matter of the Joint Application of :  
:   
:   
**CCGI Holdings, LLC** :   
**CCGI Holding Corporation,** :   
**DSLnet Communications, LLC** :   
:   
and :   
:   
**DIECA Communications, Inc.** :   
:   
For approval of a *Pro Forma* Change :   
In Corporate Structure of DSLnet :   
Communications, LLC and DIECA :   
Communications, Inc. :

Docket No. \_\_\_\_\_

**RECEIVED**  
**2010 AUG 17 PM 2:45**  
**PA PUC**  
**SECRETARY'S BUREAU**

**CERTIFICATE OF SERVICE**

I hereby certify that I have this day served a copy of the foregoing documents in accordance with the requirements of 52 Pa. Code §1.54 et seq. (relating to service by a participant).

VIA FIRST CLASS AND  
ELECTRONIC MAIL

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Date: August 17, 2010

  
\_\_\_\_\_  
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Counsel for Applicants