
Mikelle Morra

From: David Krech
Sent: Tuesday, October 10, 2006 9:57 PM
To: Mikelle Morra
Cc: Sumita Mukhoty
Subject: FW: WC Dkt. 06-176 / **ITC-ITC-20060911-00425**

Mikelle,

Please upload this supplement into the file. Thank you.

DK

From: Ash Johnston [mailto:johnston@l-olaw.com]
Sent: Tue 10/10/2006 6:34 PM
To: David Krech
Subject: FW: WC Dkt. 06-176 / ITC-T/C-20060911-00425

David – attached is a supplement filed earlier today, updating the MegaPath ownership information. The names of the Fidelity entities with direct interests in Megapath are disclosed in footnote 4 of Exhibit B. Please let me know if you need additional information or clarification.

Regards,

Ash Johnston

E. Ashton Johnston
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10/31/2006

BINGHAM MCCUTCHEM

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FILED/ACCEPTED

January 19, 2007

JAN 19 2007

Federal Communications Commission
Office of the Secretary

Bingham McCutchen LLP
Suite 300
3000 K Street NW
Washington, DC
20007-5116
202.424.7500
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BY COURIER
Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554
Attn: International Bureau

bingham.com

Boston
Harford
London
Los Angeles
New York

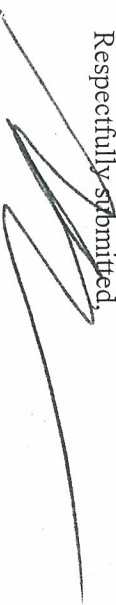
Orange County
San Francisco
Silicon Valley
Tokyo
Walnut Creek
Washington

Dear Ms. Dortch:

Re: NOTICE OF CONSUMMATION
ITC-T/C-20060911-00425: Application of DSL.net, Inc., DSL.net Communications, LLC and MDS Acquisition, Inc. for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934 and Section 63.04 and 63.18 of the Commission's Rules to Complete a Transfer of Control of DSLnet Communications, LLC, a Domestic and International Carrier, to MDS Acquisition, Inc.

MDS Acquisition, Inc. ("MDSAI") and DSLnet Communications, LLC ("DSLnet") hereby notify the Federal Communications Commission ("Commission") that the parties completed the conversion of a portion of the Convertible Notes into approximately 53% of the common stock of DSLnet's parent, DSL.net, Inc., thereby transferring control of DSLnet to MDSAI, as described in the Application and authorized by the Commission on October 26, 2006 (Public Notice DA 06-2117). The parties have not yet undertaken the conversion of the remaining Convertible Notes and planned merger of DSLnet's parent company with MDSAI and will notify the Commission at such time as that aspect of the transaction is completed. An original and six (6) copies of this notification letter are enclosed. Please date-stamp the extra copy of this filing and return it in the self-addressed envelope provided. Kindly direct any correspondence or questions concerning this matter to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferencsak
Jeffrey R. Strenkowski

Counsel for DSLnet Communications, LLC

cc: E. Ashton Johnston (Counsel for MDS Acquisition, Inc.)

 Lampert & O'Connor, P.C.

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Washington, DC 20006

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October 10, 2006

Via ECFS and Hand Delivery

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: WC Dkt. 06-176 / **ITC-T/C-20060911-00425**
Application of DSL.net, Inc., DSLnet Communications, LLC, and MDS
Acquisition, Inc. for Grant of Authority Pursuant to Section 214 of the
Communications Act of 1934, and Section 63.04 and Section 63.18 of the
Commission's Rules to Complete a Transfer of Control of DSLnet
Communications, LLC, a Domestic and International Carrier, to MDS
Acquisition, Inc.

Dear Ms. Dortch:

MDS Acquisition, Inc. ("MDSAI"), by its undersigned counsel, hereby supplements the information set forth in the above-referenced application, filed September 11, 2006, specifically, Part V (Information Required by Section 63.24(e), Subpart (h) (Answers to Questions 11 and 12), and the associated Exhibit B, all with respect to MDSAI.

Should there be any questions regarding this information, please contact the undersigned.

Very truly yours,



E. Ashton Johnston

Enclosures

cc: Brett Ferenchak, Bingham McCutchen LLP

(h) (Answers to Questions 11 and 12). The following entities own, directly or indirectly, 10% or more of MDSAI:

MDSAI:

Following completion of the conversion of the Convertible Notes, MDSAI will hold approximately 92.4% of the aggregate voting power in Parent. Following completion of the subsequent merger of MDSAI and Parent, MDSAI will wholly own DSLnet.

Name: MDS Acquisition, Inc.
Address: 555 Anton Blvd., Suite 200
Costa Mesa, CA 92626
Ownership Interest: 92.4% (voting interest in Parent) upon completion of the conversions and 100% (in DSLnet) upon completion of the merger
Citizenship: U.S.
Principal Business: Managed IP Communications Services Provider

MDSAI is a wholly owned subsidiary of MegaPath Inc.

Name: MegaPath Inc.
Address: 555 Anton Blvd., Suite 200
Costa Mesa, CA 92626
Ownership Interest: 100% (directly in MDSAI)
Citizenship: U.S.
Principal Business: Managed IP Communications Services Provider

MegaPath:

The following entities currently have a 10% or greater direct or indirect interest in MegaPath Inc. (the ownership interests are calculated using the FCC's attribution rules):

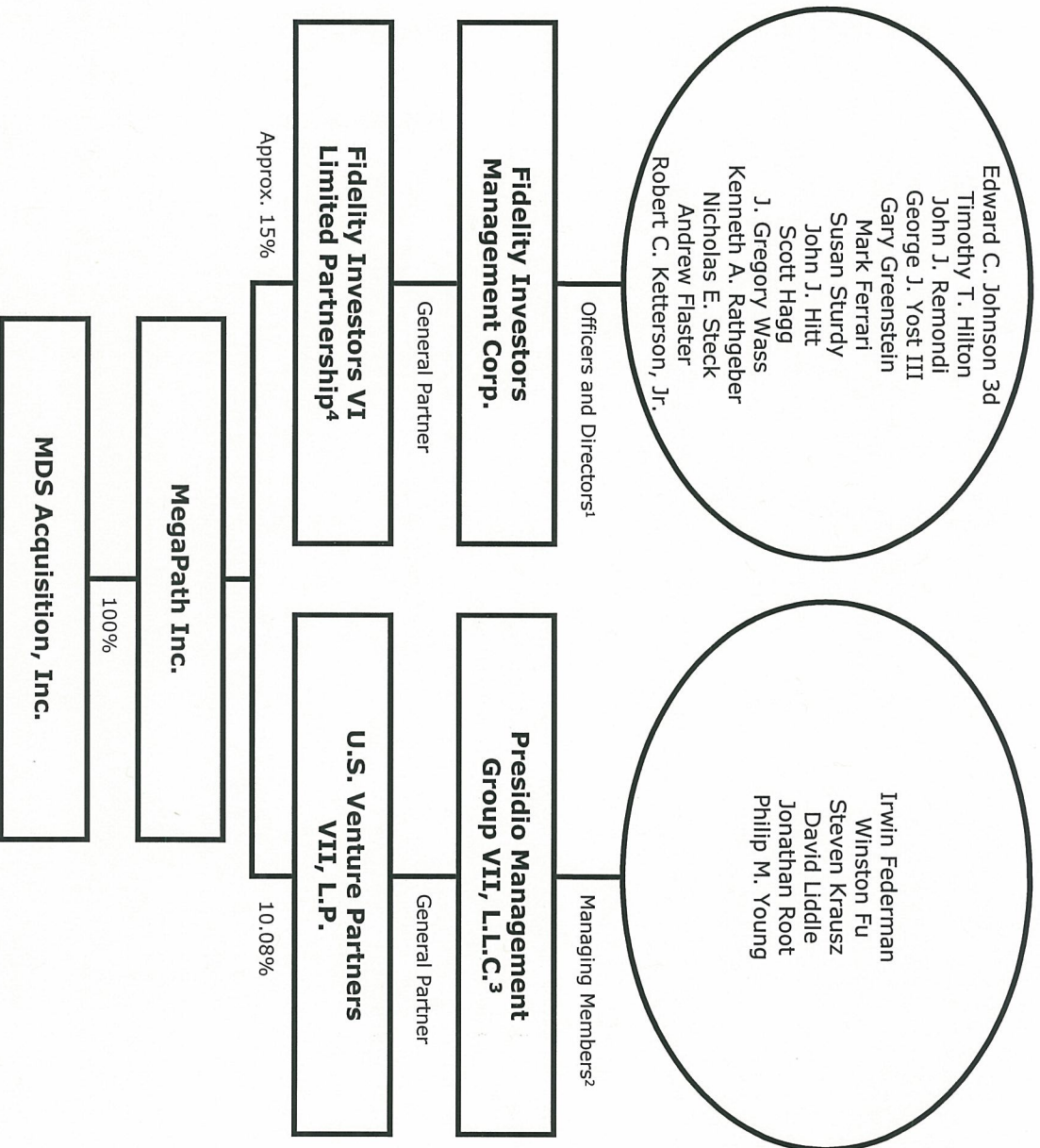
Name: Fidelity Investors VI Limited Partnership
Address: 82 Devonshire Street
Boston, MA 02109
Ownership Interest: Approx. 15% (indirectly in MegaPath)
Citizenship: U.S.
Principal Business: Venture Capital

Name: U.S. Venture Partners VII, L.P.
Address: 2735 Sand Hill Road
Menlo Park, CA 94025
Ownership Interest: 10.1 % (directly in MegaPath)
Citizenship: U.S.
Principal Business: Venture Capital

No other entity holds a 10% or greater direct or indirect interest in MegaPath. The general partners of Fidelity Investors VI Limited Partnership and of U.S. Venture Partners VII, L.P., and their respective officers and directors and managing members, are shown on Exhibit B. None of the above entities holds a 10% or greater interest in a domestic telecommunications services provider. MDSAI and MegaPath do not have any interlocking directorates with a foreign carrier.

EXHIBIT B

Chart of Current Ownership Structure of MDS Acquisition, Inc.



¹ All are U.S. citizens.

² All are U.S. citizens.

³ Presidio Management Group VII, L.L.C., also is the General Partner of 2180 Associates Fund VII, L.P., USVP Entrepreneur Partners VII-A, L.P., and USVP Entrepreneur Partners VII-B, L.P., each of which holds less than a 1% interest in MegaPath Inc., and is a U.S. entity.

⁴ Interest is held indirectly through the following entities, each of which has a direct interest in MegaPath Inc. of less than 10% and is a U.S. entity: Fidelity Ventures IV Limited Partnership, Fidelity Ventures IV-E Limited Partnership, Fidelity Ventures Principals IV Limited Partnership, and Fidelity Ventures Principals IV-E Limited Partnership.



The FCC Acknowledges Receipt of Comments From ...
MDS Acquisition, Inc.
...and Thank You for Your Comments

Your Confirmation Number is: '20061010004846'

Date Received: Oct 10 2006

Docket: 06-176

Number of Files Transmitted: 1

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