

January 10, 2008

**By Electronic Transmission**

Chairman Ron Jones  
c/o Sharla Dillon, Docket Room Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

filed electronically in docket office on 01/10/08

**Re: Docket No. 07-00276 - Joint Petition of DIECA Communications, Inc. and CCGI Holding Corporation for Approval of an Indirect Transfer of Control of DIECA Communications, Inc. to CCGI Holding Corporation**  
**Response to Data Request No. 1**

Dear Chairman Jones:

On behalf of DIECA Communications, Inc. d/b/a Covad Communications Company ("Covad") and CCGI Holding Corporation, Inc. ("CCGI Holding") (collectively "Petitioners"), enclosed for filing are an original and five (5) copies of the Petitioners' response to Data Request No. 1 in the above cited docket issued on January 3, 2008. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

By: 

Henry Walker  
Boult, Cummings, Conners & Berry, PLC  
1600 Division Street, Suite 700  
P.O. Box 340025  
Nashville, TN 37203  
Tel: (615) 252-2363  
Fax: (615) 252-6363  
email: hwalker@boultcummings.com

Russell M. Blau  
Jeffrey R. Strenkowski  
Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20006  
Tel: (202) 373-6000  
Fax: (202) 373-6001  
Email: russell.blau@bingham.com  
jeffrey.strenkowski@bingham.com

Enclosure

Cc: Carlos Black (TRA) (via email)  
Eva Kalawski (CCGI Holding Corporation, Inc.)  
Gregory T. Diamond (Covad Communications Company)

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

**January 10, 2008**

*In re: Joint Petition of DIECA Communications, Inc.*       )  
*and CCGI Holding Corporation for Approval of an*       )  
*Indirect Transfer of Control of DIECA*                    )  
*Communications, Inc. to CCGI Holding Corporation*       )  
  )

Docket No. 07-00276

---

**RESPONSES TO TENNESSEE REGULATORY AUTHORITY'S DATA REQUEST NO. 1**

---

DIECA Communications, Inc. d/b/a Covad Communications Company ("Covad") and CCGI Holding Corporation, Inc. ("CCGI Holding") (collectively, "Petitioners") by undersigned counsel, hereby provide the following responses to the Tennessee Regulatory Authority's ("TRA") Data Request No. 1 in the above-referenced docket:

**1. Have the Petitioners filed similar petitions or notices in other states? If so, provide a listing of states and actions taken.**

**ANSWER:** Petitioners (and/or their other local affiliates) have filed similar petitions/applications in the following states: California, Delaware, Georgia, Minnesota, Mississippi, New Jersey, New York, Ohio, Pennsylvania, Texas, Utah and Virginia. All requests for approvals are pending.

Further, Petitioners (and/or their local affiliates) have filed or intend to file notification letters concerning the change of control with the following states: Colorado, Connecticut, District of Columbia, Florida, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Missouri, Montana, Nebraska, Nevada, New Mexico, North Carolina, North Dakota, Oklahoma, Oregon, Rhode Island, South Carolina, South Dakota, Washington, Wisconsin, and Wyoming. No action has been taken on any of these notices.

2. **Have the Petitioners filed a similar petition with the FCC? If so, list any action taken and the associated docket number. If a schedule to complete the review of your application has been established, provide such with your response.**

**ANSWER:** Petitioners and their affiliates filed with the FCC a combined Domestic and International 214 application for the change of control of authorized domestic and international section 214 carriers. The docket number for the domestic 214 application has not been established and no procedural schedule or other action has been taken with respect to that filing. The docket number for the international 214 application is ITC-T/C-20071221-00523. No procedural schedule has been established yet for this docket.<sup>1</sup>

3. **Provide the number of customers that DIECA Communications, Inc. d/b/a Covad currently serve in Tennessee.**

**ANSWER:** Covad currently has approximately \_\_\_\_\_ customers in Tennessee.<sup>2</sup>

4. **Provide a signed verification from Holding or its legal representative verifying that the information contained in the *Joint Petition* is true and correct to their best knowledge, information, and belief.**

**ANSWER:** A verification for CCGI Holding Corporation, formerly known as Blackberry Holding Corporation, Inc. (“Blackberry”) is attached

Should you have any questions concerning this information, please do not hesitate to contact us.

---

<sup>1</sup> The Petitioners also filed separate applications with the FCC requesting authority to transfer control of various wireless licenses and leases. No procedural schedule has been established for those applications.

<sup>2</sup> This information is confidential and will be filed separately under seal.

STATE OF CALIFORNIA  
COUNTY OF LOS ANGELES

§  
§  
§

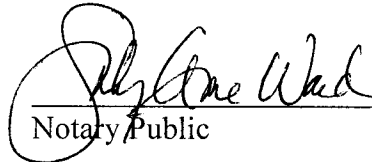
**VERIFICATION**

I, Eva M. Kalawski, state that I am Vice President and Secretary of Blackberry Holding Corporation; that I am authorized to make this Verification on behalf of Blackberry Holding Corporation; 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.



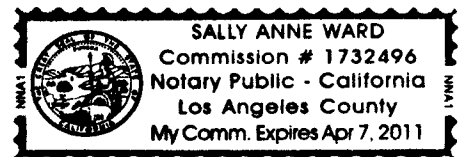
Eva M. Kalawski  
Vice President and Secretary  
Blackberry Holding Corporation

Sworn and subscribed before me this 14<sup>th</sup> day of December, 2007.



Notary Public

My commission expires 4/7/11

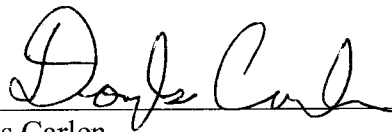


STATE OF CALIFORNIA  
COUNTY OF SANTA CLARA

§  
§  
§

**VERIFICATION**

I, Douglas Carlen, state that I am Senior Vice President and General Counsel of Covad Communications Group, Inc.; that I am authorized to make this Verification on behalf of Covad Communications Group, Inc. and its subsidiary DIECA Communications, Inc.; 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.



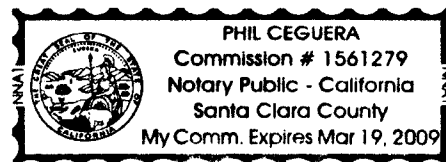
Douglas Carlen  
Senior Vice President & General Counsel  
Covad Communications Group, Inc.

Sworn and subscribed before me this 15<sup>th</sup> day of November, 2007.

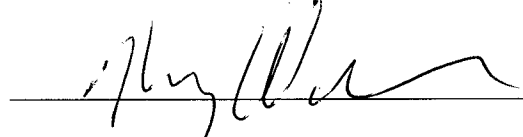


Notary Public

My commission expires 6/19/09



Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Henry Walker', is written over a horizontal line.

Henry Walker  
Boult, Cummings, Conners & Berry, PLC  
1600 Division Street, Suite 700  
P.O. Box 340025  
Nashville, TN 37203  
Tel: (615) 252-2363  
Fax: (615) 252-6363  
email: hwalker@boultcummings.com

Counsel for Covad Communications Company

Russell M. Blau  
Jeffrey R. Strenkowski  
Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20006  
Tel: (202) 373-6000  
Fax: (202) 373-6001  
Email: russell.blau@bingham.com  
jeffrey.strenkowski@bingham.com

Counsel for CCGI Holding Corporation, Inc.