

Lance J.M. Steinhart, P.C.

1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208
Email: lsteinhart@telecomcounsel.com

January 5, 2009

VIA ELECTRONIC FILING
AND OVERNIGHT DELIVERY

Ms. Darlene Standley
Utility Division Chief
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
(615) 741-3939

filed electronically in docket office on 01/05/09

Re: Joint Petition of
Vanco Direct USA, LLC and Capital Growth Acquisition, Inc.
Docket No. 08-00220

Dear Ms. Standley:

Enclosed please find for filing an original and four (4) copies of the responses to Data Request No. 1 for Joint Petition of Vanco Direct USA, LLC and Capital Growth Acquisition, Inc. This filing has been electronically submitted on January 5, 2009.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

If you have any questions or if I may provide you with additional information, please do not hesitate to contact me.

Respectfully submitted,

Lance J.M. Steinhart
Attorney for Capital Growth Acquisition, Inc.

Enclosure

cc: Mr. Jonathan Wynne-Evans

Question No. 1 The Joint Petition states that the Petitioners have filed a similar petition with the FCC. List any action taken by the FCC. If a schedule to complete the review of the petition has been established by the FCC, provide such with your response.

ANSWER: **Domestic 214 Application**

Filed: 11/19/08
STA Granted: 11/19/08
Public Notice Establishing Streamlining Pleading Cycle Issued: 12/10/08
Comments Due: 12/24/08
Reply Comments Due: 12/31/08
Expected Approval Date: 1/10/09

International 214 Application

Filed: 11/19/08
STA Granted: 11/19/08
Public Notice Establishing Streamlined Treatment Issued: 12/19/08
Expected Approval Date: 1/8/09 (Effective 1/2/09)

See Attached Public Notices

Question No. 2 Have the Petitioners applied for approval for financing from any federal agency? If so, what is the status of any such petition or notification?

ANSWER: **No, none is required.**

Question No. 3 Will Tennessee assets be pledged as collateral for any debt issued regarding the financing transaction?

ANSWER: **No.**



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 08-2683

Released: December 10, 2008

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF
VANCO DIRECT USA, LLC FROM VANCO PLC
TO CAPITAL GROWTH ACQUISITION, INC.**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 08-229

Comments Due: December 24, 2008

Reply Comments Due: December 31, 2008

On November 19, 2008, Vanco plc (Vanco plc), Vanco Direct USA, LLC (Vanco USA), and Capital Growth Acquisition, Inc. (Capital Growth) (together, Applicants) filed an application pursuant to section 63.03 of the Commission's rules to transfer control of Vanco USA from Vanco plc to Capital Growth.¹ Vanco USA, a Delaware limited liability company, is a virtual network operator company holding authority to provide competitive telecommunications services in 32 states. Vanco USA is wholly owned by Vanco plc, a holding company incorporated under the laws of England and Wales. Vanco plc is currently in administration in the United Kingdom.² Applicants state that Edward Allen Timpany (Timpany), a citizen of the United Kingdom, along with various trusts controlled by Timpany, currently holds a majority of the shares of Vanco plc, and that no other individual or entity owns ten percent or more of such entity's shares.³

Capital Growth, a Delaware corporation, was formed to enter into the proposed acquisition and has no other current business or operations. Capital Growth is wholly owned by Capital Growth Systems, Inc., a publicly traded Florida corporation. Applicants state that David J. Lies, a U.S. citizen, is the only shareholder holding a 10 percent or greater interest in Capital Growth Systems, Inc. Capital Growth Systems, Inc., doing business through Global Capacity Group, Inc., a Texas corporation, is authorized to

¹ 47 C.F.R. § 63.03; *see* 47 U.S.C. § 214. Applicants are also filing an application for transfer of control associated with authorization for international services. Any action on this domestic section 214 application is without prejudice to Commission action on other related, pending applications. Applicants filed supplements to their domestic application on November 26, 2008 and December 4, 2008.

² "Administration" is the United Kingdom equivalent of an insolvency proceeding, similar to a bankruptcy filing in the United States. Applicants state that the administrator of Vanco plc has approved Capital Growth's acquisition of Vanco USA.

³ On November 19, 2008, the Wireline Competition Bureau granted the Applicants' request for Special Temporary Authority for a period of 60 days due to Vanco USA's financial insolvency. Letter from John T. Nakahata, Counsel for Capital Growth Acquisition, Inc., and Jean L. Kiddoo, Counsel for Vanco plc and Vanco Direct USA, LLC, to Marlene H. Dortch, Secretary, FCC, WC Docket No. 08-229 (filed Nov. 14, 2008)

provide resold and/or competitive facilities-based local exchange and/or interexchange service in 32 states. Pursuant to an Interest and Loan Purchase Agreement, Capital Growth has agreed, subject to applicable closing conditions, to acquire all the limited liability company interests of Vanco USA from Vanco plc and also to acquire all loans to Vanco USA from Vanco plc. Capital Growth will become the new corporate parent of Vanco USA. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁴

Application Filed for the Transfer of Control of Vanco Direct USA, LLC from Vanco plc to Capital Growth Acquisition, Inc., WC Docket No. 08-229 (filed Nov. 19, 2008).

GENERAL INFORMATION

The Wireline Competition Bureau finds, upon initial review, that the transfer of control identified herein is acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 C.F.R. § 63.03(a), interested parties may file comments **on or before December 24, 2008**, and reply comments **on or before December 31, 2008**. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.⁵ Comments must be filed electronically using (1) the Commission's Electronic Comment Filing System (ECFS) or (2) the Federal Government's eRulemaking Portal. *See* 47 C.F.R. § 63.03(a) ("All comments on streamlined applications shall be filed electronically . . ."); *Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Comments may be filed electronically using the Internet by accessing the ECFS, <http://www.fcc.gov/cgb/ecfs/>, or the Federal eRulemaking Portal, <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov, and include the following words in the body of the message, "get form." A sample form and directions will be sent in response.

In addition, email one copy of each pleading to each of the following:

- 1) The Commission's duplicating contractor, Best Copy and Printing, Inc., fcc@bcpiweb.com; phone: 202 / 488-5300; fax: 202 / 488-5563;
- 2) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, tracey.wilson-parker@fcc.gov;

⁴ 47 C.F.R. § 63.03(b)(2)(i).

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- 3) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 4) David Krech, International Bureau, Policy Division, International Bureau, david.krech@fcc.gov;
- 5) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

Filings and comments are available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; telephone: 202 / 488-5300; fax: 202 / 488-5563; email: fcc@bcpweb.com; url: www.bcpweb.com.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202 / 418-0530 (voice), 202 / 418-0432 (tty).

For further information, please contact Tracey Wilson-Parker at 202 / 418-1394 or Dennis Johnson at 202 / 418-0809.

- FCC -



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 12th STREET S.W.
WASHINGTON D.C. 20554

News media information 202-418-0500
Fax-On-Demand 202-418-2830; Internet: <http://www.fcc.gov> (or <ftp.fcc.gov>)
TTY (202) 418-2555

Report No. TEL-01333S

Friday December 19, 2008

STREAMLINED INTERNATIONAL APPLICATIONS ACCEPTED FOR FILING SECTION 214 APPLICATIONS (47 C.F.R. § 63.18); SECTION 310(B)(4) REQUESTS

Unless otherwise specified, the following procedures apply to the applications listed below:

The international Section 214 applications listed below have been found, upon initial review, to be acceptable for filing and subject to the streamlined processing procedures set forth in Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. These applications are for authority under Section 214 of the Communications Act, 47 U.S.C. § 214, (a) to transfer control of an authorized carrier or to assign a carrier's existing authorization; and/or (b) to become a facilities-based international common carrier; and/or (c) to become a resale-based international common carrier.

Pursuant to Section 63.12 of the rules, these Section 214 applications will be granted 14 days after the date of this public notice (see 47 C.F.R. § 1.4 regarding computation of time), and the applicant may commence operations on the 15th day, unless the Commission has informed the applicant in writing, within 14 days after the date of this public notice, that the application, on further examination, has been deemed ineligible for streamlined processing.

Communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206. An application can be removed from streamlined processing only in the sound discretion of Commission staff. The filing of comments or a petition to deny will not necessarily result in an application being deemed ineligible for streamlined processing.

The petitions for declaratory ruling listed below are for authority under Section 310(b)(4) of the Communications Act, 47 U.S.C. § 310(b)(4), to exceed the 25 percent foreign ownership benchmark applicable to common carrier radio licensees. The requested rulings will be granted 14 days after the date of this public notice, effective the next day, unless the application is formally opposed or the Commission has informed the applicant in writing, within 14 days of the date of this public notice, that the application, on further examination, has been deemed ineligible for streamlined processing. For this purpose, a formal opposition shall be sufficient only if it is received by the Commission and by the applicant within 14 days of the date of this public notice and its caption and text make it unmistakably clear that it is intended to be a formal opposition.

Copies of all applications listed here are available for public inspection in the FCC Office of Public Affairs Reference and Information Center, located in room CY-A257 at the Portals 2 building, 445 12th Street SW, Washington DC 20554. The center can be contacted at (202) 418-0270. People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

We request that comments on any of these applications refer to the application file number shown below.

ITC-214-20081211-00529 E New Era Telecom, LLC
International Telecommunications Certificate
Service(s): Global or Limited Global Facilities-Based Service, Global or Limited Global Resale Service
Application for authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, and also to provide resale service in accordance with section 63.18(e)(2) of the Commission's rules, 47 C.F.R. § 63.18(e)(1), (2).

ITC-AMD-20081111-00489 P Color Valley, Inc.
Amendment
Amendment to ITC-214 20081101-00484 to include authority to provide facilities-based service in accordance with section 63.18(e)(1) of the Commission's rules, 47 C.F.R. § 63.18(e)(1).

ITC-T/C-20081114-00501 E Vanco Direct USA, LLC
Transfer of Control
Current Licensee: Vanco Direct USA, LLC
FROM: Vanco plc (in administration)
TO: Capital Growth Acquisition, Inc.
Application for consent to transfer the control of international section 214 authorization, ITC-214-20050331-00136, held by Vanco Direct USA, LLC (VDUL), from its 100 percent parent Vanco plc (in administration) (Vanco plc) to Capital Growth Acquisition, Inc. (Capital Growth). Vanco plc is currently in administration in an insolvency proceeding in the United Kingdom, which is the equivalent of a bankruptcy filing in the US. Pursuant to the terms of an Interest and Loan Purchase Agreement (agreement), Capital Growth has agreed to acquire all the limited liability company interests of VDUL from Vanco plc as well as all loans to VDUL from Vanco plc. Upon closing, VDUL will be a wholly-owned subsidiary of Capital Growth. Capital Growth is a wholly-owned subsidiary of Capital Growth Systems, Inc. (CGSI), a publicly-traded corporation. David J. Lies has a 12.7% ownership interest in CGSI. No other individual or entity has a 10 percent or greater direct or indirect equity or voting interest in CGSI.

INFORMATIVE

ITC-214-20081120-00511 UPM Marketing, Inc.
This application has been removed from Streamlined processing pursuant to Section 63.12(c)(3) of the Commission's rules.

REMINDERS:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See 47 C.F.R. §§ 1.2001-.2003.

A current version of Section 63.09-.24 of the rules, and other related sections, is available at <http://www.fcc.gov/ib/pd/pf/telecomrules.html>.

November 14, 2008

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

GRANTED

NOV 19 2008
Julie A. Beach
COMPETITION POLICY DIVISION
WIRELINE COMPETITION BUREAU
for 60 days

Re: *Vanco Direct USA, LLC, Licensee*
Vanco plc (in administration), Transferor
Capital Growth Acquisition, Inc., Transferee
Request for Special Temporary Authority

Dear Ms. Dortch:

Vanco plc (in administration) ("Vanco plc"), Vanco Direct USA, LLC ("Vanco USA" or "Licensee" and, together with Vanco plc, "Transferors"), and Capital Growth Acquisition, Inc. ("Capital Growth" or "Transferee" and together with Transferors, the "Applicants"), through their respective undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request expedited Special Temporary Authority ("STA") for the transfer of control of Vanco USA, a non-dominant carrier holding authority from the Commission to provide telecommunications services, to Capital Growth, a U.S. company that is not a foreign carrier or affiliated with a foreign carrier and does not have any direct or indirect foreign owners, holding an ownership interest of more than 10 percent. Applicants respectfully request that the Commission grant this STA request as soon as possible, and not later than November 19, 2008, so that Vanco USA can assure that telecommunications services to its customers will continue uninterrupted.

As detailed in the underlying application filed concurrently herewith and attached hereto (the "Application"), Vanco USA holds international Section 214 authority to provide both facilities-based and resale international communications services (ITC-214-20050331-00136 and ITC-214-19990811-00546) and provides domestic interexchange services pursuant to blanket domestic Section 214 authority under Section 63.01(a) of the Commission's Rules, 47 C.F.R. § 63.01(a).

Vanco USA is a leading U.S.-based virtual network operator that offers carrier- and technology-neutral telecommunications services through strategic relationships with hundreds of carriers and proprietary information resources. Vanco plc, the direct parent of Vanco USA, is now the subject of administration proceedings in the United Kingdom in which an administrator has been appointed to manage the company's affairs, business, and property for the benefit of its creditors (similar to a bankruptcy trustee in the United States). Vanco plc is in default of its credit arrangements and cannot draw any further on its bank credit facility. The administrator of Vanco plc has approved Capital Growth's acquisition of Vanco USA, and in light of the distressed state of the company, the parties


Marlene H. Dortch
November 14, 2008
Page 2

must now proceed to close the proposed acquisition immediately in order to avoid disruption of services to Vanco USA's customers.

Accordingly, Applicants respectfully request grant of this STA request as soon as possible so that Capital Growth can fund the business and continue providing services to Vanco USA's customers. Applicants acknowledge that grant of this request will not prejudice action by the Commission on the underlying Application and that any authority granted pursuant to this request is subject to cancellation or modification upon notice but without a hearing.

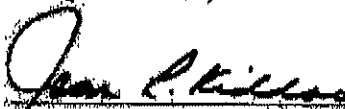
Should you have any questions or require further information, please do not hesitate to contact us.

Respectfully submitted,



John T. Nakahata
Jonathan B. Mirsky
Harris, Wiltshire & Grannis LLP
1200 Eighteenth Street, N.W.
Washington, DC 20036
Tel: (202) 730-1300
Fax: (202) 730-1301

COUNSEL FOR CAPITAL GROWTH
ACQUISITION, INC.



Jean L. Kiddoo, Esq.
Troy F. Tanner, Esq.
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
Tel: (202) 323-6000
Fax: (202) 323-6001

COUNSEL FOR VANCO PLC AND
VANCO DIRECT USA, LLC

VERIFICATION

I, Chris Conant, hereby declare that:

1. I am Chief Operating Officer of Vanco Direct USA, LLC.
2. I am authorized to make this Declaration on behalf of Vanco Direct USA, LLC.
3. The contents of the foregoing Request for Special Temporary Authority are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14 day of November 14, 2008.


Chris Conant
Chief Operating Officer
Vanco Direct USA, LLC

VERIFICATION

I, Dan Kardatzke, hereby declare that:

1. I am Vice President and Assistant Secretary of Capital Growth Acquisition, Inc.
2. I am authorized to make this Declaration on behalf of Capital Growth Acquisition, Inc.
3. The contents of the foregoing Request for Special Temporary Authority are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14 day of November, 2008.



Dan Kardatzke
Vice President and Assistant Secretary
Capital Growth Acquisition, Inc.

ITC-STA-20081117-00503

IB2008002724

Capital Growth Acquisition, Inc.

Re: ITC-T/C-20081117-00501

November 14, 2008

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

Re: *Vanco Direct USA, LLC, Licensee*
Vanco plc (in administration), Transferor
Capital Growth Acquisition, Inc., Transferee
Request for Special Temporary Authority

Dear Ms. Dortch:

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As detailed in the underlying application filed concurrently herewith and attached hereto (the "Application"), Vanco USA holds international Section 214 authority to provide both facilities-based and resale international communications services (ITC-214-20050331-00136 and ITC-214-19990811-00546) and provides domestic interexchange services pursuant to blanket domestic Section 214 authority under Section 63.01(a) of the Commission's Rules, 47 C.F.R. § 63.01(a).

Vanco USA is a leading U.S.-based virtual network operator that offers carrier- and technology-neutral telecommunications services through strategic relationships with hundreds of carriers and proprietary information resources. Vanco plc, the direct parent of Vanco USA, is now the subject of administration proceedings in the United Kingdom in which an administrator has been appointed to manage the company's affairs, business, and property for the benefit of its creditors (similar to a bankruptcy trustee in the United States). Vanco plc is in default of its credit arrangements and cannot draw any further on its bank credit facility. The administrator of Vanco plc has approved Capital Growth's acquisition of Vanco USA, and in light of the distressed state of the company, the parties

| | |
|---|-------------------------|
| Granted 19 2008 | |
| Policy Division International Bureau | |
| date: | Expires: JAN. 19, 2009 |
| authorized by: | Chief, Policy Div. I.B. |
| | <i>James L. Ball</i> |
| | signature |

Applicants acknowledge the conditions
 of STA as stated in p. 2 of the application.

November 14, 2008

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

GRANTED

NOV 19 2008
Julie H. Beach
COMPETITION POLICY DIVISION
WIRELINE COMPETITION BUREAU
for 60 days

Re: *Vanco Direct USA, LLC, Licensee*
Vanco plc (in administration), Transferor
Capital Growth Acquisition, Inc., Transferee
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Marlene H. Dortch
November 14, 2008
Page 2

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Accordingly, Applicants respectfully request grant of this STA request as soon as possible so that Capital Growth can fund the business and continue providing services to Vanco USA's customers. Applicants acknowledge that grant of this request will not prejudice action by the Commission on the underlying Application and that any authority granted pursuant to this request is subject to cancellation or modification upon notice but without a hearing.

Should you have any questions or require further information, please do not hesitate to contact us.

Respectfully submitted,



John T. Nakahata
Jonathan B. Mirsky
Harris, Wiltshire & Grannis LLP
1200 Eighteenth Street, N.W.
Washington, DC 20036
Tel: (202) 730-1300
Fax: (202) 730-1301

COUNSEL FOR CAPITAL GROWTH
ACQUISITION, INC.



Jean L. Kiddoo, Esq.
Troy F. Tanner, Esq.
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006
Tel: (202) 323-6000
Fax: (202) 323-6001

COUNSEL FOR VANCO PLC AND
VANCO DIRECT USA, LLC

VERIFICATION

I, Chris Conant, hereby declare that:

1. I am Chief Operating Officer of Vanco Direct USA, LLC.
2. I am authorized to make this Declaration on behalf of Vanco Direct USA, LLC.
3. The contents of the foregoing Request for Special Temporary Authority are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14 day of November, 14, 2008.


Chris Conant
Chief Operating Officer
Vanco Direct USA, LLC

VERIFICATION

I, Dan Kardatzke, hereby declare that:

1. I am Vice President and Assistant Secretary of Capital Growth Acquisition, Inc.
2. I am authorized to make this Declaration on behalf of Capital Growth Acquisition, Inc.
3. The contents of the foregoing Request for Special Temporary Authority are true and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14 day of November, 2008.



Dan Kardatzke
Vice President and Assistant Secretary
Capital Growth Acquisition, Inc.