



**BOULT ■ CUMMINGS<sup>®</sup>**  
**CONNERS ■ BERRY PLC**

Henry Walker  
(615) 252-2363  
Fax: (615) 252-6363  
Email: hwalker@boultcummings.com

March 13, 2008

Eddie Roberson, Chairman  
Tennessee Regulatory Authority  
460 James Robertson Pkwy.  
Nashville, TN 37243-0505

filed electronically in docket office 3/13/2008

*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 Number: 07-00276*

Dear Chairman Roberson:

Attached is a petition requesting that the TRA make a technical correction to an order approving an indirect "change of control" of Covad's intrastate certificate. The correction will clarify that the certificate itself has not been transferred but remains with Covad, as explained in the original petition.

Since the transaction is about to close, Covad asks that this request be placed on the TRA's next conference agenda, scheduled for March 24, 2008, and that a corrected order be issued prior to April 1, 2008.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:   
Henry Walker

HW/djc

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

**March 13, 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

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**PETITION FOR CLARIFICATION**

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DIECA Communications, Inc. d/b/a Covad (“Covad”) respectfully requests the Authority amend its Order, issued February 19, 2008, to make it clear that Covad retains its intrastate operating authority in Tennessee.

On December 20, 2007, Covad filed a Joint Petition asking the Authority to approve an “indirect change of control” of Covad’s intrastate certificate. As described in the Joint Petition, CCGI Holding Corporation (“Holding”) intends to acquire a controlling interest in the parent company of Covad –Covad Communication Group, Inc. The Joint Petition requested TRA approval of this transaction pursuant to T.C.A. §65-4-113. The Joint Petition noted that, following the indirect change of control, “Covad will continue to hold and operate its Tennessee certificate” and that this transaction “does not involve the transfer of a certificate.” Joint Petition, at 1.

The TRA orally approved the Joint Petition on January 28, 2008, and issued an “Order Approving Transfer of Authority” on February 19, 2008. The Order mentions the “transfer of authority” of Covad “as described in the Joint Petition” but does not explicitly state that Covad’s certificate to operate in Tennessee will not be transferred. Covad is concerned that the Order

could be misinterpreted as transferring Covad's certificate to Holding. Such a misunderstanding could hinder Covad's ability to operate in Tennessee.

Therefore, Covad respectfully requests that an amended order be issued to clarify the Authority's decision. Covad suggests that the following sentence: "The transaction does not involve the transfer of Covad's certificate" be added to the end of the first full paragraph on page two of the Order. Covad also suggests that the phrase "transfer of authority" as it appears in the first full paragraph on page three of the Order and in "ordering" paragraph 1, be changed in both places to read "transfer of control."

These minor corrections will clarify both the nature of the proposed transaction and the intent of the Authority's decision. For these reasons, Covad requests that this Petition for Clarification be granted.

Respectfully submitted,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: 

Henry Walker  
1600 Division Street, Suite 700  
P.O. Box 340026  
Nashville, Tennessee 37203  
(615) 252-2363